

## **RULES OF THE SOUTH CHARLESTON LAND REUSE AGENCY**

Pursuant to South Charleston Ordinance No. 2283 and South Charleston City Code §164.04, and consistent with the Bylaws adopted by the South Charleston Land Reuse Agency (hereafter also called “Agency”), the Agency hereby adopts the following Rules:

### **Rule 1. Duties of Officers.**

**1.1. Chair.** The Chair is the chief executive officer of the Agency, shall be a member of all standing committees, is the Chair of the Board, has general and active management of the business of the Agency, and shall ensure that all orders and resolutions of the Board are carried into effect. As Chair of the Board, the Chair is entitled to perform all of the responsibilities of such Chair, including but not limited to presiding at all meetings of the Board.

The Chair may sign, with the Secretary or any other proper officer of the Board thereunto authorized by the Board, any deeds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or the Agency’s Bylaws to some other officer or member of the Board, or shall be required by law to be otherwise signed or executed. The Chair shall perform all duties incident to the office of Chair.

**1.2. Vice Chair** (and Assistant Vice Chair, in the Vice Chair’s absence). The Vice Chair shall perform all the duties of the Chair in the absence of the Chair, and such other duties as the Chair or the Board may assign from time to time.

**1.3. Secretary** (and Assistant Secretary, in the Secretary’s absence). The Secretary shall record proceedings and meetings of the Board. The Secretary shall prepare and make available meeting minutes in compliance with W.Va. Code § 6-9A-5.

The Secretary shall maintain all records of the Agency for ten years. The Secretary may attest all instruments signed by an officer of the Agency. The Secretary shall maintain and make available for public review and inspection an inventory of real property held by the Agency.

The Secretary shall provide notice of all meetings or ensure that such notice is provided, in compliance with the Agency’s Bylaws (notice to members) and

W.Va. Code § 6-9A-3 (filing of notice with the Secretary of State). The Secretary should maintain a list of all members of the Board together with contact information for each for purposes of providing notice of meetings. If no contact information is provided by a member to the Secretary, notice may be provided in person or addressed to a member's home or business address available through public information and not reasonably lacking in accuracy.

The Secretary, in consultation with the Chair, is responsible for drafting the agenda for each regular meeting. The Secretary shall ensure that each such agenda includes a public portion during which residents may speak about any item on the meeting agenda. The Secretary shall also ensure that at least once per calendar year the Agency holds a public meeting during which residents may voice concerns and suggestions on any topic related to the Agency's purposes.

The Secretary shall assist in answering any request under the West Virginia Freedom of Information Act, West Virginia Code Chapter 29B ("FOIA"), relating to public records. The Secretary shall immediately forward any FOIA request received by the Agency to the City Attorney. The Secretary shall ensure that the reporting requirement in W.Va. Code § 29B-1-3a, including the corresponding State Rule, 153 C.S.R. 52, is fulfilled.

The Secretary shall provide notice, or cause notice to be provided, as it relates to any transfer of real property. This includes any notice as required by W.Va. Code § 31-18E-9(g)(3) to owners of adjacent real property of property acquired through the exercise of the right of first refusal.

The Secretary shall file, or cause to be filed, a copy of the ordinance creating the Agency, and any amendments to the ordinance, with the West Virginia Housing Development Fund and the Secretary of State.

The Secretary annually, within 60 days after the end of the fiscal year, shall prepare a report of the Agency's activities for the preceding year and submit it to the Board. Within 120 days after the end of the fiscal year, the Secretary shall submit an audit of income and expenditures as received from the Treasurer, together with the report of the Agency's activities for the preceding year, to the West Virginia Housing Development Fund. The Secretary shall file a copy of such audit and the report contemporaneously with City Council.

**1.4. Treasurer** (and Assistant Treasurer, in the Treasurer's absence). The Treasurer shall have the custody of the Agency's funds and securities and keep full and accurate accounts of receipts and disbursements in books belonging to the

Agency. The Treasurer shall deposit or causes to be deposited all monies and other valuable effects in the name and to the credit of the Agency in the Land Use Agency Fund, a fund established in the treasury of the City. The Treasurer shall disburse the funds of the Agency or cause them to be disbursed as ordered by the Board, provided that such disbursement is not contrary to law, these Rules, or the Agency's Bylaws.

The Treasurer annually, within 60 days after the end of the fiscal year, shall prepare an audit of income and expenditures of the Agency and submit it to the Secretary for submission to the Board.

**Rule 2. Meetings.**

**2.1. Meeting Time.** Board of Directors (hereafter also called "Board") of the Agency shall hold its regular meetings beginning at 12:30 pm on the second Tuesday of each month or, if such date shall be a legal holiday, on the next succeeding business day at the same time.

**2.2. Meeting Location.** The place of meeting shall be the Little Creek Golf Course Conference Center at 99 Fairway Drive, South Charleston, WV or such other place as shall be determined by the Board and designated in the notice of the meeting or designated during the meeting. The meeting location may be changed during a meeting if reasonably required.

**2.3. Meeting Attendance and Participation.** Members of the Board shall make all reasonable efforts to attend and participate in all Board meetings. Any member unable to attend, whether due to illness, personal emergency, or otherwise, shall notify the Secretary of such absence as soon in advance of a meeting as possible, or thereafter if not possible in advance, and state the reason for such absence.

**2.4. Public Portion of Regular Meetings.** The agenda for each regular meeting shall include a public portion during which residents may speak about any item on the meeting agenda.

**2.5. Public Meeting.** At least once per calendar year, the Agency shall hold a public meeting during which it listens to resident concerns and suggestions on any topic related to the Agency's purposes.

**Rule 3. Public Input and Information.**

**3.1. Written Input.** The public may provide written input into the decisions of the Agency, including decisions by the Agency concerning the conveyance,

exchange, sale, transfer, lease, grant, encumbrance, alienation, or mortgage of real property of the Agency. Written input shall be in a form that can be easily scanned and distributed to the Board membership. Written input that complies with this Rule may be delivered to the Chair or Secretary, either in person at a Board meeting or by mail, addressed to the South Charleston Land Reuse Agency at City Hall, 401 D Street, South Charleston WV 25303, and such input shall be shared with all members of the Board.

**3.2. Input During Meeting.** Public input delivered to the Agency, whether written, oral, or otherwise, shall not compromise the orderly conduct of the Agency or a meeting. Persons who desire to address the Board may be required to register to address the Board no more than 10 minutes prior to the time a scheduled meeting is to commence. Public input may be limited in duration if reasonably necessary.

**3.3. Public Information.** Meeting minutes and an inventory of real property held by the Agency shall be made available online.

**3.4. Costs.** The Agency shall charge for the actual cost in making reproductions of any records maintained by the Agency upon a request for such records, unless such charge is prohibited by law.

#### **Rule 4. Designees.**

**4.1. Authority.** A member who is a City official and who may name a designee (Mayor and City Manager, Engineer, Treasurer, and Public Works Director) may name such a designee in writing, addressed to the Board's Chair and Secretary, stating the name and contact information of the designee and the date on which the designation takes effect.

**4.2. Term of Designee.** A designation may not be terminated by the designating City official. The designation shall automatically expire at the end of the calendar year of designation, at which time the City official may become a Board member or submit another written designation, or when the City official leaves his or her respective position, whichever occurs earlier.

**4.3. Duties and Privileges.** A designee shall have the same duties and privileges as the respective City official member who made the designation; the designee steps into the role of the respective City official for purposes of the Agency and shall not be considered a proxy. A designee may be elected to serve as an officer of the Agency, but an officer position shall not transfer to or from a designee without election. If the City official making a designation was an officer of the Board, or a

designee leaving the Board was an officer, the Board shall hold another election to replace such officer for the remaining term of such officer.

**Rule 5. Removal or Resignation of Board Member.**

**5.1. Reasons for Removal.** A member of the Board may be removed from the Board by the affirmative vote of a majority of the Board whenever in the judgment of the Board the best interest of the Agency will be served thereby for one or more of the following reasons:

**5.1.1.** Failure to comply with a rule in these Rules;

**5.1.2.** Failure to comply with the Agency's Bylaws;

**5.1.3.** Nonattendance at three or more meetings during one calendar year, provided that lack of attendance was either (1) in part without good cause or (2) with good cause but was a cause for a lack of quorum at a Board meeting;

**5.1.4.** Unreasonable nonparticipation in the Agency's activities, such as frequent failure to vote on Agency matters when not prohibited to vote by law;

**5.1.5.** Incapacity, if such incapacity is reasonably anticipated to last 60 days or longer.

**5.2. Motion for Removal.** A member calling for the removal of a member of the Board shall make such a motion in writing, identifying the member to be removed and the reasons for removal, addressed to the Chair and Secretary, at least 14 calendar days prior to the meeting at which the vote for removal shall take place. Such motion shall be added to the agenda for the next meeting and distributed to all Board members.

**5.3. Response to Motion.** A member subject to a motion for removal shall be entitled to submit a response to the motion in writing prior or during the meeting and to address the motion orally during the meeting prior to the vote on the removal.

**5.4. Death.** Upon death of a member, such member shall be automatically removed from the Board.

**5.5. Resignation Procedure.** Any member of the Board may resign at any time. If the Board member is an officer, a resignation automatically vacates the officer position. Such resignation shall be made in writing, addressed to the Board's

Chair and Secretary, signed by the member, and state the member's officer position, if any. Such resignation shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Chair or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

**5.6. Vacancy.** A vacancy on the Board shall be filled for the remaining term in the same manner as the original appointment.

**5.7. Reappointment.** A member removed from the Board is ineligible for reappointment to the Board unless the reappointment is confirmed unanimously by the Board.

## **Rule 6. Removal of Officer.**

**6.1. Removal.** An officer of the Board may be removed from such office, but not the Board, by the affirmative vote of a majority of the Board whenever in the judgment of the Board the best interest of the Agency will be served thereby. An officer position automatically becomes vacant upon the death, resignation, or removal of a Board member holding such position.

**6.2. Motion for Removal.** A member calling for the removal of an officer of the Board shall make such a motion in writing, identifying the officer to be removed and the reasons for removal, addressed to the Chair and Secretary, at least 14 calendar days prior to the meeting at which the vote for removal shall take place. Such motion shall be added to the agenda and distributed to all Board members.

**6.3. Response to Motion.** An officer subject to a motion for removal shall be entitled to submit a response to the motion in writing prior or during the meeting and to address the motion orally during the meeting prior to the vote on the removal.

**6.4. Resignation.** Any officer may resign from such officer position at any time. Such resignation of an officer position shall be made in writing, addressed to the Board's Chair and Secretary, signed by the officer, and state the member's officer position. Such resignation shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Chair or Secretary. The acceptance of a resignation as an officer of the Board shall not be necessary to make it effective.

**6.5. Vacancy.** If an officer position becomes vacant, the Board shall elect a successor to fill the remaining term of said officer. An officer removed from the Board is ineligible for reelection to the officer position unless the reelection is by unanimous vote of the Board.

**Rule 7. Ethics.**

**7.1. Ethics Act.** Acts and decisions of members of the Board and of employees of the Agency are subject to the West Virginia Governmental Ethics Act, West Virginia Code Chapter 6B.

**7.2. Violations; Advice.** Members of the Board shall not violate the West Virginia Governmental Ethics Act. Members are encouraged to contact the West Virginia Ethics Commission for informal or formal advice as needed.

**Rule 8. Policies and Procedures concerning Real Property.**

**8.1. General; Resolution.** The Agency may convey, exchange, sell, transfer, lease, grant, or mortgage interests in real property of the Agency in the form and by the method determined to be in the best interests of the Agency, provided such action is authorized by the Board by resolution after consideration at a properly noticed meeting. The Agency may seek and negotiate the best purchase, lease, and sale prices and amounts. The Agency may advertise for real property or interest therein to be purchased, leased, or sold.

**8.2. Acquisition.** When considering the acquisition of real property, or any interest therein, the Agency shall consider the following, in addition to other factors it deems relevant:

**8.2.1.** Budget of the Agency, including availability of funds for acquisition, purchase price, and potential funding mechanisms;

**8.2.2.** Potential benefit to the City of the real property to be acquired;

**8.2.3.** Potential uses by the City of the real property to be acquired;

**8.2.4.** Land use plans of the City.

**8.3. Disposition.** When considering the disposition of real property, or any interest therein, the Agency shall consider the following factors, in addition to other factors it deems relevant:

**8.3.1.** Budget of the Agency, including potential sale or lease income from the real property;

**8.3.2.** Potential benefit to the City of the real property to be leased or disposed of, in part or in whole;

**8.3.3.** Potential uses of the real property to be leased or disposed of, in part or in whole;

**8.3.4.** Consistency of potential use with the City's land use plans;

**8.3.5.** Past experiences with potential purchasers and lessees.