

## BYLAWS

### OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF FRESNO

#### ARTICLE I – THE OVERSIGHT BOARD

##### **Section 1. Name of Oversight Board**

The name of the Oversight Board shall be the “Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Fresno” (hereinafter referred to as the “Oversight Board”).

##### **Section 2. Purpose**

The Oversight Board exists by virtue of and shall perform the duties described in California Health and Safety Code (H&S) sections 34179-34181 in connection with the winding down of the affairs of the former Redevelopment Agency of City of Fresno (hereinafter “Former Redevelopment Agency”) by the City of Fresno in its capacity as Successor Agency (hereinafter the “Successor Agency”) of the Former Redevelopment Agency.

##### **Section 3. Membership/Duration**

###### a. Total Membership/Appointment

The total membership of the Oversight Board shall be seven (7), appointed pursuant to H&S 34179. The members shall serve without compensation and without reimbursement for expenses. Each member shall serve at the pleasure of the entity that appointed such member.

###### b. Duration

The Oversight Board shall remain established until terminated pursuant to H&S 34179(j)-(m).

##### **Section 4. Local Entity**

Pursuant to H&S 34179(e), the Oversight Board shall be deemed to be a local entity for purposes of the Ralph M. Brown Act, the California Public Records Act, and the Political Reform Act of 1974.

##### **Section 5. Personal Immunity**

Oversight Board members shall have personal immunity from suit for their actions taken within the scope of their responsibilities as members of the Oversight Board.

**Section 6.    Fiduciary Responsibilities**

Oversight Board members shall have fiduciary responsibilities to holders of enforceable obligations, as that term is defined in H&S 34171(d), and the taxing entities that benefit from distributions of property tax and other revenues pursuant to H&S 34188. Oversight Board members shall exercise independent judgment considering the interests of the community as a whole and not solely the interests of their appointing entities.

**Section 7.    Resignation**

Any Oversight Board member may resign at any time by giving written notice to his or her appointing entity and the Chairperson, who shall forward such notice to the Successor Agency and to DOF. Any such resignation will take effect upon receipt or upon any date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

**Section 8.    Filling of Vacancies**

In the event of a vacancy on the Oversight Board, the appointing entity for the vacant seat shall select a member to fill such vacancy as soon as reasonably practicable, provided, however, that the Governor may appoint individuals to fill any member position that remains vacant for more than sixty (60) days.

**Section 9.    Staff**

The Oversight Board may, by majority vote, direct the staff of the Successor Agency, through the Director or her designee, to perform work in furtherance of the duties and responsibilities of the Oversight Board and Successor Agency. The Successor Agency shall keep the records of the Oversight Board. The Secretary may delegate ministerial functions as deemed necessary to the Fresno City Clerk, who may designate a staff member to act as secretary at the meetings of the Oversight Board. The Secretary shall, in consultation with the Chairperson and the Successor Agency Director, prepare agendas, and shall prepare minutes of meetings of the Oversight Board, keep a record of the meetings in a journal of proceedings of the Oversight Board, and shall attest to and/or countersign all documents of the Oversight Board.

The Director of the Successor Agency shall be the designated contact between the Oversight Board and the State Department of Finance (DOF), as well as other public agencies and private parties. The Director shall provide his/her telephone and email contact information to DOF in accordance with H&S Code section 34179(h). The Director shall report all communications with the DOF to the Oversight Board Chairperson and Vice Chairperson within twenty-four hours.

The Oversight Board may engage legal counsel as may be deemed necessary from time to time.

ARTICLE II – OFFICERS

**Section 1. Officers**

The officers of the Oversight Board shall consist of a Chairperson, Vice Chairperson, and Secretary, who shall be elected in the manner set forth in this Article.

**Section 2. Chairperson**

The Chairperson shall preside at all meetings of the Oversight Board.

**Section 3. Vice Chairperson**

The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In the event of the death, resignation or removal of the Chairperson, the Vice Chairperson shall assume the Chairperson’s duties until such time as the Oversight Board shall elect a new Chairperson.

**Section 4. Secretary**

The Secretary shall keep the records of the Oversight Board, shall act as Secretary of the meetings and record all votes, shall keep a record of the proceedings in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office.

**Section 5. Election**

The Chairperson, Vice Chairperson, and Secretary shall be elected from among the members of the Oversight Board. Each shall then serve at the pleasure of the Board. Each officer shall hold office until resignation or until his/her successor is elected and takes office.

**Section 6. Vacancies**

Should the office of Chairperson, Vice Chairperson, or Secretary become vacant, the Oversight Board shall elect a successor from among the Oversight Board members at the next regular or special meeting.

ARTICLE III – MEETINGS

**Section 1. Annual Meetings**

The first Annual Meeting shall be held prior to the conclusion of the calendar month following 365 days of the first meeting of the Oversight Board, and likewise each successive Annual Meeting at City Hall, Fresno, California. At annual meetings, the Chairperson and Vice Chairperson shall be elected; and any other business may be transacted which is within the

purposes of the Oversight Board. Notice of an annual meeting shall be published in a newspaper of general circulation in the territorial jurisdiction of the Successor Agency at least once not less than ten (10) days prior to the date of the annual meeting.

**Section 2. Regular Meetings**

The Oversight Board shall meet regularly on Mondays of each week, at the hour of 3:00 p.m., at City Hall, Fresno, California, unless the Board at a meeting announces the cancellation of a future regular meeting, or at such other time the Oversight Board may designate by resolution. A notice, agenda and other necessary documents shall be delivered to the members, each in the manner designated by such member, either or a combination of personally, by U.S. mail, electronic mail, or by posting on the Successor Agency/Oversight Board website, at least seventy-two (72) hours prior to a regular meeting or twenty-four (24) hours in advance of a special meeting. Board members shall communicate their desired form of notices to the Secretary.

**Section 3. Special Meetings**

Special meetings may be held upon notice of the Chairperson, or by written request of at least a majority of the members of the Oversight Board, for the purpose of transacting any business designated in the notice, after notification of all members of the Oversight Board by written notice personally delivered at least twenty-four (24) hours before the time specified in the notice for a special meeting. At such special meeting, no business other than that designated in the notice shall be considered.

**Section 4. All Meetings to be Open and Public**

All meetings of the Oversight Board shall be open and public to the extent required by law. All persons shall be permitted to attend any such meetings, except as otherwise provided by law.

**Section 5. Posting Agendas/Notices**

The Secretary, or his/her authorized representative, shall post an agenda for each regular Oversight Board meeting or a notice for each special Oversight Board meeting containing a brief description of each item of business to be transacted or discussed at the meeting together with the time and location of the meeting. Agendas/notices shall be posted at City Hall, Fresno, California (a location readily accessible to the public) at least seventy-two (72) hours in advance of each regular meeting and at least twenty-four (24) hours in advance of each special meeting.

All agendas and notices required by law for proposed actions by the Oversight Board shall also be posted on the Successor Agency's internet website. With the approval and cooperation of additional agencies, notices shall also be posted with the Fresno County Clerk and County Office of Education, and/or such other agencies as may be approved from time to time.

**Section 6. Right of Public to Appear and Speak**

At every regular meeting, members of the public shall have an opportunity to address the Oversight Board on matters within the Oversight Board subject matter jurisdiction. Public input and comment on matters on the agenda, as well as public input and comment on matters not otherwise on the agenda, shall be made during the time set aside for public comment; provided, however, that the Oversight Board may direct that public input and comment on matters on the agenda be heard when the matter regularly comes upon the agenda.

The time allotted for public discussion for each individual speaker shall be three (3) minutes, unless more or less time is allocated by the Oversight Board.

**Section 7. Non-Agenda Items**

Matters brought before the Oversight Board at a regular meeting, which were not placed on the agenda of the meeting, shall not be acted upon by the Oversight Board at that meeting unless action on such matters is permissible pursuant to the Ralph M. Brown Act (Gov. Code section 54950 et seq.).

**Section 8. Quorum**

The powers of the Oversight Board shall be vested in the members thereof in office from time to time. A majority of the total membership of the Oversight Board shall constitute a quorum for the purpose of conducting the business of the Oversight Board, exercising its powers and for all other purposes, but less than that number may adjourn the meeting from time to time until a quorum is obtained. An affirmative vote by a majority (4) of the total membership (7) of the Oversight Board shall be required for approval of any matters brought before the Oversight Board.

**Section 9. Order of Business**

All business and matters of the Oversight Board shall be transacted in conformance with Robert's Rules of Order Newly Revised and any additional procedural rules adopted by resolution by the Oversight Board.

**Section 10. Minutes**

Minutes of the meetings of the Oversight Board shall be prepared in writing by the Secretary. Copies of the minutes of each Oversight Board meeting shall be made available to each member of the Oversight Board and the Successor Agency. Approved minutes shall be filed in the official book of minutes of the Oversight Board.

ARTICLE IV – CONFLICT OF INTEREST

The Oversight Board shall adopt and maintain a conflict of interest policy by resolution..

ARTICLE V – REPRESENTATION BEFORE PUBLIC BODIES

Any official representations on behalf of the Oversight Board before the Successor Agency, the County Auditor-Controller, the State Controller, DOF, or any other public body shall be made by the Director of the Successor Agency following direction from the Oversight Board by majority vote.

ARTICLE VI – AMENDMENTS

These Bylaws may be amended upon an affirmative vote by a majority of the total membership of the Oversight Board, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has previously been given to all members of the Oversight Board. Notice of the amendment shall identify the section or sections of these Bylaws proposed to be amended. The Successor Agency shall be notified of any amendments to these Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of the Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Fresno; and

(2) That the foregoing Bylaws comprising six (6) pages, constitute the Bylaws of such Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Fresno as adopted by the members at a duly constituted meeting held on May 7, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this 7<sup>th</sup> day of May, 2012.

  
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Jeffrey M. Reid, Secretary