

AMENDED AND RESTATED BYLAWS  
OF  
KETCHUM URBAN RENEWAL AGENCY

ARTICLE I

Name

The Urban Renewal Agency for the city of Ketchum as created by Resolution No. 06-033 of the City Council of the city of Ketchum, Idaho, adopted April 3, 2006, pursuant to the provisions of the Idaho Urban Renewal Law of 1965 (title 50, chapter 20, Idaho Code) shall be known as the "Ketchum Urban Renewal Agency."

ARTICLE II

Offices

The principal office of the Agency in the state of Idaho shall be located in the city of Ketchum (hereafter the "City").

ARTICLE III

Board of Commissioners

Section 1. The property, business, powers, and affairs of the Agency shall be managed and controlled by the Board of Commissioners thereof. The Board of Commissioners is vested with all powers as provided by the Idaho Urban Renewal Law of 1965 (title 50, chapter 20, Idaho Code), as the same now exists or as it may be amended hereafter. The Agency shall not transact any business or exercise its powers unless the City has made the findings prescribed by section 50-2005, Idaho Code.

Section 2. The Board of Commissioners shall consist of a number of official members determined in accordance with the provisions of section 50-2006, Idaho Code, as the same now exists or as it may be amended hereafter and as appointed by the Mayor of the City with the advice and consent of the Ketchum City Council.

Section 3. The Commissioners shall receive no compensation for their services but shall be entitled to the necessary expenses, including travel expense, incurred in the discharge of their duties.

Section 4. Each Commissioner shall hold office until his or her successor has been appointed and qualified, but in no event for a term greater than five (5) years from his or her date of appointment. A certificate of the appointment or reappointment of a Commissioner shall be filed with the City Clerk, and such certificate shall be conclusive evidence of the due and proper appointment and of such Commissioner. Any Commissioner position which becomes vacant at a time other than the expiration of a term shall be filled pursuant to Section 50-2006(2)b), by the

Mayor, by and with the advice and consent of the Ketchum City Council. The Mayor may select any person to fill such vacant position where such person meets the requirements of a Commissioner provided for by the Idaho Urban Renewal Law.

Section 5. The qualifications and eligibility of persons to serve on the Board of Commissioners shall be as defined and described in section 50-2006, Idaho Code, as the same now exists or may be amended hereafter.

Section 6. The Board of Commissioners shall hold regular meetings without additional notice at Ketchum City Hall, Ketchum, Idaho, the third Monday of each month at the hour of 2:00 p.m. or such other time as may be determined by the Board and included as an amendment to these Amended and Restated Bylaws. In the event that the third Monday of the month falls on a state or federal holiday, the Board of Commissioners will meet on the third Tuesday of that month.

Section 7. The Chairperson or a majority of the Board of Commissioners has the power to call special meetings of the Board, the object of which shall be submitted to the Board in writing; the call and object, as well as the disposition thereof, shall be entered upon the minutes of the Secretary. Special meetings may be held upon such notice as is appropriate to the circumstances. The notice provided in this section may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage. Attendance by any Commissioner at such special meetings shall be deemed a waiver of any right to notice of such meeting.

Section 8. A majority of the members of the Board of Commissioners shall constitute a quorum for the purpose of conducting business and exercising the powers of the Agency and for all other purposes. Official action may be taken by the Board of Commissioners upon a vote of a majority of the members thereof present at a duly convened regular or special meeting at which a quorum is present, except as otherwise specified in these Amended and Restated Bylaws.

Section 9. The Board of Commissioners by majority vote of the full Board may employ an Executive Director, technical experts, legal counsel, a secretary, a treasurer, and such other agents and employees, permanent and temporary, as the Board may require and the qualifications and duties of and compensation for all of said persons so employed shall be determined by the Board.

Section 10. The Board of Commissioners shall file with the City Clerk on or before March 31st of each year, a report of its activities for the preceding calendar year, which report shall include a complete financial statement setting forth the Agency's assets, liabilities, income, and operating expenses as of the end of such calendar year. At the time of filing said report, the Board shall cause to be published in a newspaper of general circulation in the community, a notice to the effect that such report is available for inspection during the regular business hours in the office of the City Clerk and in the office of the Agency. The Agency shall comply with the requirements set forth in section 50-2006(5)(c) and (d) as well as sections 67-1076, Idaho Code.

Section 11. For inefficiency or neglect of duty or misconduct in office, a Commissioner may be removed by the City Council only after a hearing and only after he/she shall be given a copy of the charges at least ten (10) days prior to such hearing and shall have had an opportunity to be heard in person or by counsel and as set forth in section 50-2006(2)(b), Idaho Code.

Section 12. The Commissioners shall serve for such term as they may be appointed by the Mayor, but in no event for a term greater than five (5) years from the date of their appointment. The original term of office of no more than two (2) Commissioners shall expire in the same year.

Section 13. A board member shall not miss or be absent from three consecutive board meetings (whether regular or special meetings), unless otherwise excused by the Chair or a majority of the board. In no event shall a board member be absent or miss more than five board meetings within a twelve-month period. Violation of this bylaw provision shall be grounds for neglect of duty and may subject the board member to removal by the City Council, in compliance with the provisions of section 50-2006(2)(b), Idaho Code.

#### ARTICLE IV

##### Officers

Section 1. The Mayor may appoint a Chairperson and a Vice Chairperson for a term of one (1) year, and thereafter the Commissioners shall elect a Chairperson or Vice Chairperson from among their members.

Section 2. The Board of Commissioners shall elect the Chairperson, Vice Chairperson, Secretary, Treasurer, and such other officers as are deemed necessary for a term of (1) year and until his or her successor is duly elected and qualified. Such elections shall occur at the regular meeting held in January. Officers elected at that meeting shall hold office until the regular meeting the following January. Only the Chairperson and Vice Chairperson need be members of the Board of Commissioners.

Section 3. The Chairperson shall be the chief presiding officer of the Agency. The Chairperson shall execute all deeds, bonds, contracts, and other legal documents authorized by the Board, provided, however, the Board may delegate certain of said duties to the Executive Director of the Agency. The Chairperson shall have the power to vote on any matter presented to the Board of Commissioners for their consideration. The Chairperson shall also have such other powers and duties as may be assigned to him or her by the Board of Commissioners.

Section 4. The Vice Chairperson shall be possessed of all the powers and shall perform all the duties of the Chairperson in the absence or disability of the Chairperson. The Vice Chairperson shall have the power to vote on any matter presented to the Board of Commissioners for their consideration. The Vice Chairperson shall also have such other powers and duties as may be assigned to him or her by the Board of Commissioners.

Section 5. The Secretary shall keep the minutes of all proceedings of the Board; shall attend to giving and serving all notices of meetings of the Board as required; shall execute along with the Chairperson, in the name of the Agency all deeds, bonds, contracts, and other legal documents and instruments as authorized by the Board; and shall be the custodian of the Agency seal, books, bylaws, and such other books, records, and papers of the Agency as the Board shall direct. In addition, he or she shall perform other duties and have such responsibilities as may be designated by the Board. In case of the absence or disability of the Secretary or his or her refusal or neglect to perform such duties, all duties required by the Secretary may be performed by the Chairperson or Vice Chairperson or such other person as may be designated by the Board.

Section 6. The Treasurer shall have the general custody of all the funds and securities of the Agency and shall have general supervision of the collection and disbursement of funds of the Agency. He or she shall endorse on behalf of the Agency, for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Agency in such bank or banks or depositories as the Board may designate. He or she may sign, with the Chairperson or such other person or persons as may be designated for said purpose by the Board of Commissioners all negotiable instruments. He or she shall enter or cause to be entered regularly in the books of the Agency a full and accurate account of all monies received and paid by him or her on account of the Agency during regular business hours and, whenever required by the Board or the Chairperson, shall render a statement of his or her accounts. He or she shall perform such other duties as may be prescribed from time to time by the Board or by the Amended and Restated Bylaws. As may be required by the Board of Commissioners, the Treasurer shall give bond for the faithful performance of his or her duties in such sum and with such surety as shall be required and approved by the Board.

Section 7. If any of the foregoing offices shall for any reason become vacant, the Board of Commissioners shall elect a successor who shall hold offices for the unexpired term and until a successor is elected and qualified at the annual January meeting.

Section 8. The Board of Commissioners may appoint an Executive Director for the Agency. The Executive Director shall be the chief administrative officer of the Agency, shall serve at the pleasure of the Board, and shall have such powers and duties as may be assigned to him or her by the Board of Commissioners. In addition, the Board may appoint such other administrative officers as it deems necessary, all of whom shall serve at the pleasure of the Board, and shall have such powers and duties as may be assigned to them by the Board of Commissioners.

## ARTICLE V

### Miscellaneous

Section 1. The Board of Commissioners may acquire a seal for the Ketchum Urban Renewal Agency. The seal of the Ketchum Urban Renewal Agency shall be circular in form and shall have the name of the Agency on the circumference and shall have the words "Corporate Seal Idaho" in the center.

Section 2. The Board of Commissioners may appoint one or more committees to investigate and study matters of Agency business and thereafter to report on and make recommendations concerning said matters assigned to the Board of Commissioners. When possible, each of said committees shall be chaired by a member of the Board, but said committees may be comprised of persons other than members of the Board of Commissioners. No such committee shall have the power to make final Agency decisions and power being vested solely in the Commissioners. The terms of office, the persons serving, the matters to be studied, and all procedural decisions relating to the functioning of such committees shall be made and decided by the Board of Commissioners.

Section 3. In addition to such bank accounts as may be authorized in the usual manner by resolution of the Board of Commissioners, the Treasurer of the Agency, with the approval of the Chairperson, may authorize such bank account to be opened or maintained in the name and on behalf of the Agency as he or she may deem necessary or appropriate. Payments from such bank accounts are to be made upon the check of the Agency, each of which checks shall be signed by two or such Commissioners, officers, or bonded employees of the Agency as shall be authorized by the Board of Commissioners.

Section 4. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern regular and special meetings of the Board of Commissioners in all cases to which they are applicable and in which they are not inconsistent with these Amended and Restated Bylaws and any special rules of order the Board of Commissioners may adopt.

Section 5. No commissioner or employee of the Agency shall voluntarily acquire any personal interest, direct or indirect, in any urban renewal project, or in any property included or planned to be included in any urban renewal project in Ketchum or in any contract or proposed contract in connection with such urban renewal project. Where such acquisition is not voluntary, the interest acquired shall be immediately disclosed in writing to the Agency and such disclosure shall be entered upon the minutes of the Agency. If any such commissioner or employee presently owns or controls, or owned or controlled within the preceding two (2) years, any interest, direct or indirect, in any property which he/she knows is included or planned to be included in an urban renewal project, he/she shall immediately disclose this fact in writing to the Agency, and such disclosure shall be entered upon the minutes of the Agency, and any such commissioner or employee shall not participate in any action by the urban renewal agency affecting such property.

Section 6. The fiscal year of the Agency shall commence on the first day of October and terminate on the 30th day of September, except for the initial fiscal year of the Agency which shall be deemed to have commenced from April 3, 2006, and terminated on September 30, 2006.

ARTICLE VI

Amendments

These Amended and Restated Bylaws may be repealed, amended, or new bylaws adopted at any regular or special meeting for such purpose of the Board of Commissioners by a majority vote of all members of said Board.

We, the undersigned, being all of the members of the Board of Commissioners of the Ketchum Urban Renewal Agency, do hereby certify that the foregoing Amended and Restated Bylaws were duly adopted as the bylaws of said Agency on the 22nd day of February 2022.

Susan Scovell CHAIR  
Chairperson

C. Cary De  
Vice Chairperson

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I, the undersigned, Secretary of Ketchum Urban Renewal Agency, hereby certify that the foregoing Amended and Restated Bylaws were duly adopted as the bylaws of said Agency on the 22nd day of February 2022.

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Secretary