

BY-LAWS OF BURRILLVILLE REDEVELOPMENT AGENCY
ARTICLE I - THE AGENCY

Section 1. Name of Agency. The name of the Agency shall be "The Burrillville Redevelopment Agency".

Section 2. Seal of Agency. The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. Office of Agency. The offices of the Agency shall be at 105 Harrisville Main Street in the Town of Burrillville, Rhode Island, 02830, or at such other place as may be designated by resolution of the Agency.

Section 4. Appointment and Composition of Agency. The Agency shall consist of seven (7) resident electors of the Town of Burrillville who shall be appointed by the President of the Town Council subject to the approval of the Town Council. Five (5) members shall serve as regular voting members and two (2) members shall serve as alternates with a first alternate and a second alternate who shall be considered voting members in their respective order in the absence, disqualification, resignation, unavailability, and/or recusal of a regular voting member. Alternates shall be allowed to participate in all meetings but shall only be allowed to vote in the event of absence, disqualification, resignation, unavailability and/or recusal of a regular voting member. No member of the Agency may be an elected officer or an employee of the community. The powers of the Agency shall be vested in the members of the Agency then in office.

Members who are first appointed shall be designated to serve for terms of one (1), two (2), three (3), four (4), and five (5) years respectively. Thereafter, members shall be appointed for a term of office of five (5) years, except that all vacancies occurring during a term shall be filled for the unexpired term. Alternate members shall be appointed for staggered 2 year terms. A member holds office until his successor has been appointed and has qualified. Members shall receive their actual and necessary expenses, including travel.

ARTICLE II - OFFICERS

Section 1. Officers. The officers of the Agency shall be a Chairman, Vice-Chairman, who shall be elected from among the Agency members, and a Secretary, who may be elected from among the Agency members or appointed pursuant to Section 4 of this Article.

Section 2. Chairman. The Chairman shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chairman shall sign all contracts, deeds, and other instruments made and approved by the Agency as recorded in the minutes of the Agency. Prior to each meeting, the Chairman shall in accordance with the Rhode Island Open Meetings Act prepare an agenda and submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the Agency. The Chairman shall have the power to appoint subcommittees, constituted of Agency members, for the purpose of conferring with consultants, municipal, state, and federal officials, studying issues, as the same may relate to Agency business, and reporting its findings to the Agency.

Section 3. Vice-Chairman. The Vice-Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in case of the resignation or death of the Chairman, the Vice-Chairman shall perform duties as are imposed on the Chairman until such time as the Agency shall elect a new Chairman.

Section 4. Secretary. The Secretary shall keep the records of the Agency act as Secretary of the meetings of the Agency and record all votes, and shall keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his/her office. The Secretary shall keep in safe custody the seal of the Agency and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Agency. In the absence or incapacity of the Secretary, these duties shall be performed by the Vice-Chairman. The Secretary may be elected from among Agency members, or upon request of the Agency, the Town Manager shall appoint a Secretary, or the Town Manager may elect to serve as Secretary without compensation.

The compensation of the Secretary shall be determined by the Town, in accordance-with applicable Town Charter and Ordinance provisions, provided that a Secretary selected from among the members of the Agency shall serve without compensation, other than the payment of necessary expenses. Hiring of all personnel shall be governed by the provisions of the Town Charter and Town Ordinances.

Section 5. Additional Duties. The officers of the Agency shall perform such other duties and functions as may from time to time be required and approved by the Agency or required in the by-laws or rules and regulations of the Agency.

Section 6. Election or Appointment. The Chairman and Vice-Chairman shall be elected at the annual organizational meeting of the Agency from among the members of the Agency, and shall hold office for one year or until their successors shall have been elected.

The Secretary or any person appointed to fill any vacancy of the office of Secretary shall have such term as the Agency fixes.

Section 7. Vacancies. Should the office of Chairman or Vice-Chairman become vacant, the Agency shall elect a successor from its membership at the next meeting, and such election shall be for the remainder of the current term of such officer. If the Chairman and the Vice-Chairman shall both be absent or unable to participate in a BRA meeting, then the membership in attendance, if the same shall constitute a quorum, shall elect a Chairman Pro-Temp for said meeting.

Section 8. Additional Personnel. The Agency may from time to time request from the Town Manager, in accordance with applicable provisions of the Town Charter and Town Ordinances, appointment of such consultants and personnel as it deems necessary to exercise its powers, duties, and functions and advise the Agency. All such appointments, including the qualifications of such persons and their tenure and compensation, shall be made in accordance with the provisions of the Town Charter and Town Ordinances.

ARTICLE III - EXECUTIVE DIRECTOR

Section 1. Upon request of the Agency, an Executive Director may be appointed by the Town Manager in accordance with Town Charter and Ordinance provisions. Any person appointed to fill the office of Executive Director, or any vacancy therein, shall have such term as the Town determines in accordance with applicable Town Charter and Ordinance provisions, but no member of the Agency shall be eligible for this office except as a temporary appointee, without compensation.

Section 2. The Executive Director of the Agency shall have general supervision over the administration of Agency business and affairs, subject to the direction of the Agency and to the provisions of the Town Charter and Town Ordinances.

The Executive Director shall prepare the annual budget of the Agency to be filed with the Town Manager of the Town of Burrillville after review and approval by the Agency and shall sign all vouchers, payrolls and other documents relating to the expenditure of funds under the authorized budget. Budget requests from the Agency shall be submitted in accordance with the applicable provisions of the Town Charter.

The Executive Director shall have care and custody of all funds of the Agency not otherwise required to be under the control of the finance director of the Town and shall deposit the same in the name of the Agency in such bank or banks as the Agency may select. Except as otherwise authorized by resolution of the Agency, the Executive Director or Secretary shall sign and the Chairman or Vice-Chairman shall countersign all orders and checks for the payment of money and the Executive Director shall payout and disburse such money under the direction of the Agency. Appropriations and expenditures shall be subject to the same rules and regulations as other Town Departments and Agencies as set forth in the Town Charter and shall be subject to audit by the Town.

Section 3. Additional Duties. The Executive Director shall keep regular books and accounts showing receipts and expenditure and shall render to the agency, when requested, an account of transactions and also of the financial condition of the Agency. He shall give such bond for the faithful performance of his duties as the Agency may determine. The compensation of the Executive Director shall be determined in accordance with applicable Town Charter provisions.

In the absence or incapacity of the Executive Director, the Agency may request that the Town Manager appoint an Acting Executive Director who, in accordance with Town Charter and Ordinance provisions shall be authorized to exercise full power and responsibility vested in the office of Executive Director by this Article.

ARTICLE IV - MEETINGS

Section 1. Annual Organizational Meeting. The annual organizational meeting of the Agency shall be held during the month of February or March, at a date, time, and place in the Town of Burrillville as determined by a vote of the members.

If the members of the Agency fail to set a date, time and place, the Chairman shall be authorized to do so with at least seven (7) calendar days notice to all members

of the Agency. Attempt(s) to notify members shall be documented. Failure of a member to receive or accept delivery of notice of the annual organizational meeting shall not render this meeting to be invalid.

At such annual organizational meeting the members shall elect officers for the ensuing year and any and all business may be transacted subject to compliance with the Rhode Island Open Meetings Act.

Section 2. Regular Meeting. Regular meetings shall be held in conformity with a schedule of meetings determined by vote of the members for the ensuing calendar year. The schedule of regular meetings adopted by the Agency shall be submitted to and posted by the Town Clerk within seven (7) days of adoption by the Agency. Notice of all regular and special meetings and the agenda therefore shall be posted by the Town Clerk in accordance with the Rhode Island Open Meetings Act. Minutes of Agency meetings shall be filed with the Town Clerk no later than thirty (30) days from approval by the Agency.

Section 3. Special Meetings. Special meetings may be held at the call of the Chairman; or in the absence of the Chairman, at the call of the Vice Chairman; or at the call of three (3) or more members of the Agency. Each member of the Agency will be notified at least three (3) business days prior to the date of such special meeting. Attempt(s) to notify members shall be documented. Failure of a member to receive or accept delivery of notice of Special Meetings shall not render this meeting invalid.

At such special meeting any and all business may be transacted subject to compliance with the Rhode Island Open Meetings Act.

Section 4. Quorum. The powers of the Agency shall be vested in the members thereof in office from time to time. Three (3) members, including alternate member(s) acting as voting member(s), shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, except that four (4) members, including alternate member(s) acting as voting member(s) shall constitute a quorum for the purpose of amending the by-laws; however, a smaller number may adjourn from time to time until a quorum is obtained.

When a quorum is in attendance, action may be taken by the Agency upon an affirmative vote of at least three members.

Section 5. Order of Business. The order of business for all meetings of the Agency shall be as established by vote or resolution adopted by a majority of the members.

Section 6. Manner of Voting. The voting on all questions coming before the Agency shall be by voice vote, or by roll call if requested by any member, and the yeas and nays shall be entered upon the minutes of such meeting.

ARTICLE V - AMENDMENTS

Amendment to By-laws. The By-laws of the Agency shall be amended only with the approval of at least three (3) of the members of the Agency, including alternate

member(s) acting as voting member(s), at a regular or a special meeting, but no such amendment shall be considered unless the same has been discussed as an agenda item at a prior meeting of the Agency and reference to the proposed amendment, including where the text of said amendment can be found, is incorporated into all meeting notices and postings, provided, however, that the By-laws of the Agency may be amended by unanimous vote of all of the voting members of the Agency at a regular or special meeting, if a written waiver of notice is signed by each member of the Agency either before or after said meeting and said waiver of notice is incorporated into the minutes of said meeting. Notwithstanding any provisions contained in these By-laws, any and all such meetings of the Agency shall comply with the Rhode Island Open Meetings Act.

Adopted this 24th day of February 2009

Michael C. Wood, Secretary

ATTEST: _____

Louise R. Phaneuf, Town Clerk