

RESOLUTION NO. SACRA 12-08-07-01

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SUCCESSOR AGENCY TO THE SAN JUAN CAPISTRANO COMMUNITY REDEVELOPMENT AGENCY ADOPTING BYLAWS.

**WHEREAS**, the Successor Agency to the San Juan Capistrano Community Redevelopment Agency has been activated pursuant to San Juan Capistrano City Council Resolution 12-01-10-01; and,

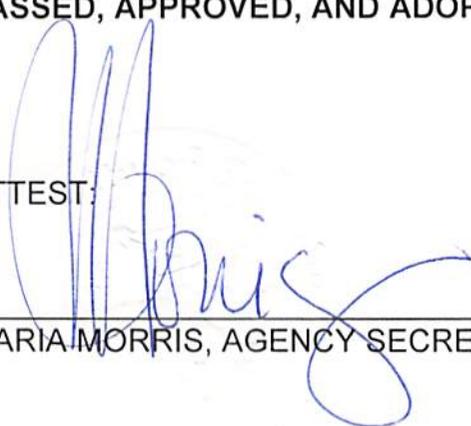
**WHEREAS**, all rights, powers, and duties of the Agency are vested in the Board of Directors, including the power to make and adopt Agency Bylaws for the conduct of its business; and,

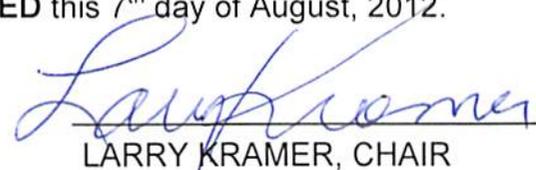
**WHEREAS**, the Successor Agency Board of Directors wishes to adopt its Bylaws.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Directors of the Successor Agency to the San Juan Capistrano Community Redevelopment Agency does hereby adopt its Bylaws attached hereto as Exhibit A.

**PASSED, APPROVED, AND ADOPTED** this 7<sup>th</sup> day of August, 2012.

ATTEST:

  
\_\_\_\_\_  
MARIA MORRIS, AGENCY SECRETARY

  
\_\_\_\_\_  
LARRY KRAMER, CHAIR

STATE OF CALIFORNIA                    )  
COUNTY OF ORANGE                    ) ss.  
CITY OF SAN JUAN CAPISTRANO        )

I, MARIA MORRIS, appointed Agency Secretary of the Board of Directors of the Successor Agency to the San Juan Capistrano Community Redevelopment Agency, do hereby certify that the foregoing **Resolution No. SACRA 12-08-07-01** was duly adopted by the City Council of the City of San Juan Capistrano at a Regular meeting thereof, held the 7<sup>th</sup> day of August 2012, by the following vote:

AYES:            COUNCIL MEMBERS: Reeve, Allevalo, Taylor, and Vice-Chair Freese  
NOES:           COUNCIL MEMBER:   None  
ABSENT:        COUNCIL MEMBER:   Chair Kramer

  
\_\_\_\_\_  
MARIA MORRIS, Agency Secretary

**SUCCESSOR AGENCY TO THE SAN JUAN CAPISTRANO  
COMMUNITY REDEVELOPMENT AGENCY  
BYLAWS**

**ARTICLE I: THE SUCCESSOR AGENCY**

**Section 1: Name.**

The name of the Agency shall be "Successor Agency of the San Juan Capistrano Community Redevelopment Agency", pursuant to City Council Resolution No. 12-01-10-01.

**Section 2: Seal.**

The Seal shall bear the name of the Agency and the year of its organization.

**Section 3: Offices.**

The principal business office of the Agency shall be in the Municipal Offices of the City of San Juan Capistrano, California, or such place in the City of San Juan Capistrano as the Board of Directors may from time to time designate.

**Section 4: Board of Directors.**

The City Council of the City of San Juan Capistrano has by Resolution No. 12-01-10-01 declared itself to be the Successor Agency. The members of the Successor Agency's Board of Directors shall be the members of the City Council as that body is constituted and shall remain members of the Successor Agency Board of Directors only so long as said members remain on the City Council, and shall serve without additional compensation or reimbursement. New members of the City Council shall automatically become members of the Successor Agency Board of Directors.

**ARTICLE II: OFFICERS**

**Section 1: Officers.**

The officers of the Successor Agency shall be a Chairperson, Vice Chairperson, Executive Director, Legal Counsel, Finance Officer, and Agency Secretary.

**Section 2: Chairperson and Vice Chairperson.**

The Chairperson and Vice Chairperson shall be selected from among the members of the Board of Directors and shall be elected each year at the annual meeting. The terms of office for the Chairperson and Vice Chairperson shall commence with the election by the Board of Directors, taking office immediately thereafter. Should the office of the Chairperson or Vice Chairperson

become vacant the Board of Directors at their next regular meeting shall elect a successor(s) for the unexpired term of the Chairperson or Vice Chairperson.

The duties of the Chairperson shall be to preside at Agency meetings, and as it may be otherwise authorized by the Board of Directors, the Chairperson shall sign all contracts, deeds and other instruments made by the Agency.

The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and in the case of resignation or death of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson until such time as a new Chairperson is elected by the Board of Directors.

All matters concerning the authority and duties of the Chairperson, Vice Chairperson, other officers and employees shall follow where not otherwise provided for herein the policies established by the City Council of the City of San Juan Capistrano and the San Juan Capistrano Municipal Code with respect to the conduct of the Mayor, Mayor Pro Tem, members of the City Council, City Officials and City Staff.

**Section 3: Executive Director.**

The Executive Director of the Agency shall be the City Manager of the City of San Juan Capistrano and as Executive Director shall exercise general supervising control over the administration of the Agency's business affairs and personnel, subject to the direction of the Board of Directors. The Executive Director may appoint a Deputy Director who shall have the authority and responsibility of the Executive Director during his/her absence or incapacity, and to whom he/she may delegate such administrative activities of the Agency as he/she may determine to be appropriate.

**Section 4: Finance Officer.**

The Finance Officer of the Agency shall be the Treasurer of the City of San Juan Capistrano who shall have the care and custody of all funds of the Agency and shall supervise the fiscal affairs of the Agency. He/she shall cause adequate, correct, and regular accounts of the properties, monies, and transactions of the Agency to be kept and maintained. He/she shall sign all orders and checks for payment of money and shall pay out and disburse such monies under the direction of the Agency. He/she shall keep regular books of accounts showing receipts and expenditures and shall render periodically to the Agency, but not less than once annually, an account of his/her transactions and of the financial conditions of the Agency. He/she shall give such bond for the faithful performance of his/her duties as the Board of Directors may determine.

**Section 5: Other Officers.**

Except as otherwise provided for herein, all other officers of the Agency shall be under the administrative control and direction of the Executive Director.

**Section 6: Legal Counsel.**

Legal Counsel shall be selected by the Board of Directors. He/she shall advise the Agency and the officers of the Agency on all legal matters referred to him/her and shall perform such legal and other duties as may from time to time be assigned to him/her by the Board of Directors or the Executive Director.

**Section 7: Agency Secretary.**

The City Clerk of the City of San Juan Capistrano shall be Secretary of the Agency. The Agency Secretary shall keep and maintain the records of the Agency, and act as Agency Secretary at the meetings of the Agency and record all votes, and shall keep a record of the proceedings of the Agency and a journal of proceedings to be kept for such purpose, and shall perform all duties incident to this office. The Agency Secretary shall keep in safe custody the Seal of the Agency and shall have the power to affix such Seal to all contracts and instruments authorized to be executed by the Board of Directors. In the absence of the Agency Secretary, the Chairperson may designate an Acting Agency Secretary to temporarily fill the position of Agency Secretary.

**Section 8: Additional Duties.**

The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency or by the bylaws or rules and regulations of the Agency.

**Section 9. Expenses.**

Each member, officer, and employee shall be entitled to receive funds for travel and other actual necessary expenses while on Agency business.

**ARTICLE III: EMPLOYEES, AGENTS, AND CONSULTANTS**

**Section 1: Personnel.**

Including and in addition to the City Manager/Executive Director, the Agency may from time to time employ such personnel or contract with the general City government of the City of San Juan Capistrano as it deems necessary to exercise its powers, duties, and functions as prescribed by the Community Redevelopment Law of the State of California as amended from time to time (particularly ABX1 26 [Stats. 2011-2012 1<sup>st</sup> Exec. Sess. Chapter 5] and AB 1484 [Stats. 2012 Chapter 26]) and other laws of the State of California applicable thereto.

Services to be rendered to the Successor Agency are to be supplied by City employees pursuant to the contractual authority of the Agency and the City. Nothing though shall prohibit the Agency from employing personnel otherwise not employed by the City of San Juan Capistrano. The Executive Director is authorized to appoint employees in positions established by the Board of Directors.

**Section 2: Consulting Services.**

The Agency may from time to time select, appoint, determine the qualifications, duties, and compensation of such agents and consultants, permanent and temporary, as it may from time to time require.

**ARTICLE IV: AUTHORITY TO BIND SUCCESSOR AGENCY, CONTRACT, AND MAKE PAYMENTS.**

**Section 1: Authority of Successor Agency.**

No member of the Board of Directors, officer, agent, or employee of the Agency without prior authority of the Board of Directors unless otherwise provided by law, ordinance, or resolution shall have the power or authority to bind the Agency by any contract, pledge its credits, or render it liable for any purpose in any amount.

**Section 2: Execution of Documents.**

All contracts, deeds, other documents and instruments including checks or other instruments of payment shall be jointly executed by the Chairperson of the Board of Directors and the Executive Director.

Nothing herein contained shall prohibit or be construed to prohibit the Successor Agency from authorizing other officers or employees of the Agency to so execute such instruments and documents.

**ARTICLE V: MEETINGS**

**Section 1: Annual Meeting.**

The Annual Meeting of the Successor Agency shall be on the first Tuesday of December at such time as the Board may set, in Chambers of the City Council at the Municipal Offices of the City of San Juan Capistrano, California. In the event such first Tuesday shall be a legal holiday as provided by the City Council of the City of San Juan Capistrano, said Annual Meeting shall be held in the next succeeding business day.

**Section 2: Regular Meetings.**

Regular meetings shall be held on the first and third Tuesdays of each month at such time as the board may set, in the City Council Chambers of the municipal office facilities of the City of San Juan Capistrano. In the event a day for regular meetings shall be a legal holiday as provided by the City Council of the City of San Juan Capistrano, said meeting shall be held on the next succeeding business day. If by reason of fire, flood, or other emergency it shall be unsafe to meet at location designated by resolution, the meeting may be held for the duration of the

emergency at such place as designated by the Chairperson or three members of the Successor Agency Board of Directors.

**Section 3: Special Meetings.**

A special meeting may be called at any time by the Chairperson or upon written request by three members of the Board of Directors by delivering personally or by mail written notice to each member and each person or entity entitled by law to receive such notices. Such notice must be delivered personally or by mail at least 24 hours before the time of such meeting is specified in the notice. The call or notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meetings by the Board of Directors.

**Section 4: Closed Sessions.**

Nothing contained in these Bylaws shall be construed to prevent the Board of Directors from holding a closed session during a regular or special meeting concerning any matter permitted by law to be considered in a closed session.

**Section 5: Public Hearings.**

All public hearings held by the Agency shall be held during regular, adjourned regular, special meetings or the Annual Meeting of the Agency.

**Section 6: Adjourned Meetings.**

Any regular or adjourned regular meeting may be adjourned to a time, place, and date, not beyond the next regular meeting. If no time is stated in the motion for adjournment, it shall be the same time as for regular meetings. An adjourned regular meeting is a regular meeting for all purposes.

**Section 7: Meetings Open to Public.**

All meetings of the Successor Agency shall be opened to the public. All persons shall be permitted to attend any such meetings except as otherwise may be permitted by law.

**Section 8: Quorum.**

A majority of the members of the Board of Directors shall constitute a quorum for the purposes of conducting its business, exercising its powers, and for all other purposes. Less than a quorum of the Board Members or the Agency Secretary may adjourn a meeting from time to time until a quorum is present. Action may be taken by the Directors of the Agency upon a vote of the majority of a quorum unless a vote for the larger number of directors is required by law.

**Section 9: Agenda – Order of Business.**

An agenda for each regular meeting shall be prepared by the Executive Director and shall contain the specific items of business to be transacted and the other thereof in compliance with the open meeting laws of the Ralph M. Brown Act (Government Code Sections 54950 et seq.).

At the regular meeting of the Successor Agency the order of business shall be as determined from time to time by resolution of the Successor Agency.

All resolutions shall be in writing and designated by number, reference to which shall be inscribed in the minutes and an approved copy filed in the official book of resolutions of the Successor Agency.

**Section 10: Manner of Voting.**

Except for consent calendar items, which may be voted on in one motion, voting on resolutions, matters relating to any Federal, State, County, or City agency, and on such other matters as may be requested by a majority of the Directors shall be by roll call, and the ayes and noes and members present not voting as well as members absent shall be entered upon the minutes of the meeting.

**Section 11: Rules of Order.**

All matters concerning debate, decorum, and motions shall follow where not otherwise provided for herein the procedures established by the City Council of the City San Juan Capistrano for the conduct of Council proceedings.

**ARTICLE VI: AMENDMENT OF THE BYLAWS**

**Section 1: Amendments.**

The Bylaws shall be amended only with the approval of a majority of the members of the Board of Directors at a regular or special meeting.