



Department of
Community Investment

Memorandum

July 16, 2015

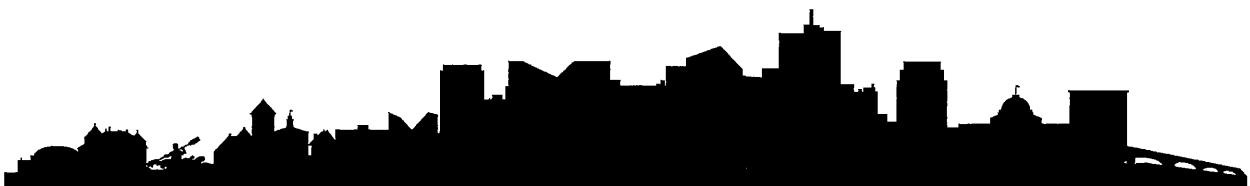
TO: South Bend Redevelopment Commission
FROM: David Relos, Economic Resources *DR*
SUBJECT: Amended and Restated Bylaws

Adopted in 1992 and slightly revised in 1999, this overhaul of the Commission's Bylaws was undertaken to align them with current practice to more meaningfully guide the Commission's activities, and to ensure they are consistent with changes made over the years to IC 36-7-14, the Code that governs Redevelopment Commissions in Indiana.

Changes / clarifications made are:

- Non-voting members' role and term
- Commissioners subject to the City's Ethics Code
- Election of officers when a vacancy occurs
- Director appointment
- Annual organizational meeting now first meeting of the year
- Monthly meeting time and days
- Special meetings
- Order of business
- Commission Treasurer is the City Controller
- Approval by four (4) Commissioners to amend Bylaws

Staff requests approval of the Amended and Restated Redevelopment Commission Bylaws.



**AMENDED AND RESTATED BY-LAWS OF THE
SOUTH BEND REDEVELOPMENT COMMISSION
Effective July 16, 2015**

Preamble

The South Bend Redevelopment Commission (the “Commission”), the governing body of the City of South Bend Department of Redevelopment, exists and operates pursuant to Title 36, Article 7, Chapter 14 of the Indiana Code (the “Act”) and was created by Ordinance No. 4121 of 1956 of the Common Council (the “Common Council”) of the City of South Bend (the “City”). The Commission adopts these Amended and Restated By-Laws of the South Bend Redevelopment Commission (the “By-Laws”) pursuant to its authority under Title 36, Article 7, Chapter 14, Section 8(c) of the Indiana Code. Cross-references in these By-Laws to relevant provisions of the Indiana Code are indicated with the abbreviation “I.C.”

Article I – The Commission

Section 1. Name of Commission. The name of the Commission shall be the “South Bend Redevelopment Commission.” [I.C. 36-7-14-3(a).]

Section 2. Seal of Commission. The seal of the Commission shall be in the form of a circle and shall bear the name “South Bend Redevelopment Commission.”

Section 3. Office of Commission. The office of the Commission shall be 1400 S. County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601.

Article II – Membership

Section 1. Appointment; Qualifications. The Commission shall consist of five (5) voting members (the “Commissioners”). Three (3) Commissioners shall be appointed by the Mayor of the City, and two (2) Commissioners shall be appointed by the Common Council. [I.C. 36-7-14-6.1(a).] In addition, the Mayor of the City will appoint one (1) non-voting member to serve as an advisor to the Commission, who may participate in the Commission’s meetings but shall not vote or be considered for the establishment of a quorum to conduct business. [I.C. 36-7-14-6.1(d).] Each member must possess the qualifications required by law for his or her appointment to the Commission. [I.C. 36-7-14-6.1(d); I.C. 36-7-14-7(d); I.C. 36-7-14-7(e).]

Section 2. Terms. Each commissioner shall serve for a term of one (1) year from the first day of January after his or her appointment, and until his or her successor has been appointed and is qualified. [I.C. 36-7-14-7.] If a vacancy occurs, a successor shall be appointed in the same manner as the original Commissioner and shall serve for the remainder of the vacated term. [I.C. 36-7-14-7(a).] The non-voting advisor shall serve for two (2) years from the date of his or her appointment and until his or her successor has been appointed and is qualified. [I.C. 36-7-14-6.1(d).]

Section 3. Oath. Each member shall, before beginning his or her duties, take and subscribe an oath to support the Constitution of the United States and the Constitution of the State of Indiana and to faithfully discharge the duties of a member of the Commission, which oath is to be endorsed on a certificate of appointment and filed with the City Clerk. [I.C. 36-7-14-7(b).]

Section 4. Bond. Each Commissioner shall, before beginning his or her duties, execute a bond in the penal sum of fifteen thousand dollars (\$15,000), payable to the State, with surety to be approved by the Mayor of the City. This bond shall assure the faithful performance of the Commissioner's duties, and the accounting for all monies and property that may come into the Commissioner's hands or under his or her control. The cost of this bond shall be paid by the special taxing district. [I.C. 36-7-14-7(c).]

Section 5. Conflict of Interest. No Commissioner may participate or vote in any hearing or decision of the Commission involving any matter in which that Commissioner has a direct or indirect pecuniary interest, unless an exception is provided by law. [I.C. 36-7-14-10.] A Commissioner who has a conflict of interest may not be considered for the establishment of a quorum to act on the matter giving rise to the conflict of interest. If a Commissioner knows or suspects that he or she has a direct or indirect pecuniary interest in any matter on the Commission's agenda, he or she shall disclose that interest prior to any discussion of the item, shall be considered ineligible to participate in consideration of the matter, and shall abstain from participation in the pertinent hearing or decision until the matter has been concluded. In the event that any Commissioner abstains from participating in the consideration of a matter due to his or her conflict of interest, or that any Commissioner's eligibility to participate in the consideration of a matter is challenged by any member of the public, such fact shall be entered on the record of the meeting and appear in the minutes of the meeting.

In addition to the foregoing paragraph of this Section 5, all members of the Commission are subject to the City of South Bend Ethics Code, as amended from time to time, and must observe all applicable State and local laws concerning their conduct as members of the Commission.

Section 8. Removal. Each Commissioner and the non-voting advisor shall serve at the pleasure of their respective appointing authorities, which may summarily remove their respective appointees from office at any time. [I.C. 36-7-14-9(a); I.C. 36-7-14-6.1(d)(5).]

Article III – Officers and Director

Section 1. In General. The officers of the Commission shall be a President, a Vice President, and a Secretary. [I.C. 36-7-14-10(a).] Each officer shall be elected by the Commission, shall perform his or her duties established by law or stated in these By-Laws, and shall serve from the date of his or her election until his or her successor is elected and qualified. [I.C. 36-7-14-8(a).] In the event of any vacancy in the office of the President, the Vice President, or the Secretary, at its next meeting the Commission shall elect a successor from among the Commissioners such that no Commissioner will hold more than one office, and the officer elect will serve the unexpired term of the vacated office.

Section 2. President. The President shall preside at all meetings of the Commission and shall exercise general supervision over the administration of the affairs of the Commission, including the execution of resolutions, contracts, and other instruments, the appointment of committees and representatives, the determination of points of order and procedure, and perform such other duties approved by the Commission. At each meeting, the President may submit such recommendations and information as he or she may consider proper concerning the business, affairs, and policies of the Commission.

Section 3. Vice President. The Vice President shall perform the duties of the President or Secretary in the absence or incapacity of the President or Secretary, and in case of the resignation or death of the President, the Vice President shall perform such duties as are imposed on the President until the Commission shall select a new President pursuant to Section 1 of this Article.

Section 4. Secretary. The Secretary shall keep in safe custody the seal of the Commission and shall have the power to affix such seal to an instrument as deemed appropriate by the Commission. The Secretary shall co-sign all documents, attesting to the President's signature thereon. [I.C. 36-7-14-22(i).] In the event of the absence of both the President and Vice President, the Secretary shall preside over a meeting of the Commission.

Section 5. Director. The Commission shall appoint a Director to serve as the administrative head of the Commission. [I.C. 36-7-14-12.2(a)(13).] The Director shall have general supervision over the administration of the Commission's business and affairs, subject to the direction of the Commission. The Director, or his or her designee, shall keep the records of the Commission, shall act as executive secretary of the meetings of the Commission, shall record all votes, shall keep a record of the proceedings of the Commission in a print or electronic file, and shall perform all other administrative duties. The Director shall be an employee of the City and shall not be a member of the Commission. [I.C. 36-7-14-12.2(a)(13).] The salary of the Director shall be fixed by the City.

Section 6. Additional Duties. The President, Vice President, Secretary, and Director of the Commission shall perform such other duties and functions as may from time to time be required by the Commission as permitted under the Act and as set forth in a duly adopted resolution of the Commission.

Section 7. Additional Personnel. The Commission may from time to time employ such personnel as it deems necessary to exercise its powers, duties, and functions. The selection and compensation of such personnel shall be determined by the Commission subject to the laws of the State of Indiana. [I.C. 36-7-14-12.2(a)(15).]

Article IV – Meetings

Section 1. Annual Organizational Meeting. The Commission shall conduct, as its first meeting of each calendar year, an organizational meeting on a day that is not a Saturday, a Sunday, or a legal holiday. At the annual organizational meeting, the Commissioners shall elect

the Commission's officers and shall adopt a schedule of regular meeting times for the calendar year. [I.C. 36-7-14-8(a).]

Section 2. Regular Meeting. Unless otherwise announced, the Commission's regular meetings shall be held without notice at 9:30 A.M. on the second and fourth Thursdays of each month, or as designated in the schedule of regular meetings adopted at the Commission's annual organizational meeting, at the County-City Building, 227 W. Jefferson Blvd., South Bend, Indiana. All regular meetings must be publicized in the manner required by the Open Door Law (I.C. 5-14-1.5-1 *et seq.*) and all other applicable laws.

Section 3. Special Meetings. The President of the Commission, or in the event of the President's death or resignation two (2) Commissioners acting jointly, may call a special meeting of the Commission, for the purpose of transacting designated business, by delivering written notice to each member of the Commission at least two (2) business days prior to the date of such special meeting. The President's written notice shall indicate the time and location of the special meeting and shall state the specific items of business to be addressed by the Commission during the special meeting. At a special meeting, the Commission may address only the specific items of business stated in the President's written notice, provided, however, that the Commission may undertake other matters if all of the Commissioners are present at the special meeting. All special meetings must be publicized in the manner required by the Open Door Law (I.C. 5-14-1.5-1 *et seq.*) and all other applicable laws.

Section 4. Executive Sessions. The President may call a non-public executive session of the Commission in accordance with and for any reason authorized by law. [I.C. 5-14-1.5-6.1.]

Section 5. Quorum. Three (3) Commissioners shall constitute a quorum for the purpose of convening any meeting. When a quorum is in attendance, action may be taken by the Commission upon the concurrence of at least three (3) Commissioners. [I.C. 36-7-14-8(d).] In the event a quorum is not established within a reasonable period after the time scheduled for the commencement of a regular or special meeting, the Commissioners present may announce a date, time, and place to reconvene the meeting later that same day. [I.C. 5-14-1.5-5(a).] Such postponement of the commencement of the meeting shall be prominently posted in writing at the location of the scheduled meeting, and the postponement of the meeting shall be stated in the minutes of the Commission's proceedings for that day.

Section 6. Order of Business. The Director, or his or her designee, shall prepare and present the agenda of business for each meeting of the Commission. Unless altered by motion during the meeting, the order of business for each regular meeting of the Commission shall be as follows:

1. Roll call. The President or presiding officer shall call the meeting to order and shall state the names of the members present at the commencement of the meeting.
2. Approval of prior meeting minutes. Subject to corrections made by motion, the Commissioners shall vote to approve or disapprove the meeting minutes prepared and presented for approval.

3. Approval of claims. The Commissioners shall vote to approve or disapprove the claims for payment appearing in the list of claims prepared and presented for approval.
4. Old business. The Commissioners shall discuss and take any necessary action on old or unresolved business.
5. New business. The Commissioners shall discuss and take any necessary action on new business.
6. Progress reports. The Commissioners shall report on or inquire with the Director and/or other City employees about matters of interest to the Commission that require no present action by the Commissioners.
7. Announcement of next meeting. The President shall announce the date, time, and location of the next meeting of the Commission.
8. Adjournment. The meeting shall be closed by motion.

Section 7. Voting. Each Commissioner shall have the right to one (1) vote on each matter presented for a vote at each meeting of the Commission. The President or presiding officer shall conduct a voice vote on each matter and shall state the result of each voice vote.

Section 8. Records. Subject to all applicable Indiana public records laws, all meeting minutes and tape recordings of meetings shall be public records. All such materials shall be retained for the period of time required by applicable laws.

Article V – Finances

Section 1. Treasurer. The Treasurer of the Commission shall be the City Controller. The Treasurer shall be responsible for the administration, investment, and disbursement of all funds and accounts of the Commission in accordance with applicable laws. [I.C. 36-7-14-8(b).] The Treasurer shall receive no compensation for performing such duties above the compensation paid to him or her by the City.

Section 2. Fund Management. All gifts, donations, proceeds of sales, or payments given or paid to the Commission, the Department of Redevelopment, or the City of South Bend for redevelopment purposes shall belong to the appropriate Commission fund to be used by the Commissioners to advance the purposes of the Act. All such funds shall be promptly turned over to the Treasurer, who shall deposit the same to the credit of the appropriate Commission fund. Upon the Director's request, the Treasurer will make available to the Director certain data concerning the Commission funds, including the amount standing to the credit of said Commission funds at the close of business on the last day of the preceding month. All money remaining in any Commission fund at the end of the calendar year shall continue to belong to such fund for use in the following year to advance the purposes of the Act.

Section 3. Administration of Claims for Payment. All claims for payment directed to the Commission shall be reviewed by the Director or his or her designee, who shall prepare a list of claims, including pertinent information relating to each claim, to be presented to the Commission. Prior to the disbursement of funds to pay any claim appearing on the list of claims, the Commission shall review and approve such claim at a regular or special meeting, unless the

Commission adopts another procedure permitted by the Act. Notwithstanding the foregoing, in the event there is no meeting of the Commission scheduled within two (2) weeks of receipt of a claim for payment, the President may instruct the Treasurer to pay the claim before the next meeting of the Commission, which payment shall be subject to ratification by the Commission at its next meeting. [I.C. 36-7-14-8.]

Article VI – Miscellaneous Provisions

Section 1. Amendments to By-Laws. The By-Laws of the Commission may be amended only with the approval of at least four (4) of the Commissioners at a regular meeting or a special meeting called for the purpose of amending the By-Laws.

ADOPTED at a meeting of the South Bend Redevelopment Commission held on July 16, 2015, at 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, IN 46601.

**SOUTH BEND REDEVELOPMENT
COMMISSION**

By: _____
Marcia I. Jones, President

ATTEST:

By: _____
Donald E. Inks, Secretary

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