

RESOLUTION NUMBER 2018-04

**A RESOLUTION OF THE MAYOR AND COUNCIL OF
THE TOWN OF PARADISE VALLEY, ARIZONA
APPROVING THE AMENDING THE BYLAWS OF
THE MUNICIPAL PROPERTY CORPORATION**

WHEREAS, the Mayor and Town Council (“Council”) of the Town of Paradise Valley (“Town”) desires to have the appointment cycles for all of the Town boards, commissions, and other appointive bodies placed on an appointment cycle that culminates with newly appointed or reappointed members, officers, or directors taking office on or around April 1 of each appointment cycle; and

WHEREAS, the Council also desires to have all appointments, including replacements of appointed members, officers, or directors who have resigned or otherwise vacated their office prior to the end of their term be appointed by the Council rather than being filled by the members, officers, or directors of the board, commission, and other appointive body; and

WHEREAS, in furtherance of said goals the Council desires to have the appointment cycles for the directors of the Town of Paradise Valley Municipal Property Corporation (“MPC”) end on April 1 of each year for which a director’s term ends; and to amend the Bylaws of the MPC to have replacements of directors who have resigned or otherwise vacated their office prior to the end of their term (“Vacancies”) be appointed by the Council rather than being filled by the directors of the MPC; and

WHEREAS, the Bylaws for the MPC, at Section 301, provide that the terms of the directors of the MPC run until the annual meeting of the MPC, at which time “the directors whose terms have then expired shall be replaced with directors appointed by the Town Council” and

WHEREAS, the Bylaws for the MPC, at Section 602, provide that Vacancies will be filled by the directors rather than by the Council; and

WHEREAS, the MPC, at its annual meeting on January 23, 2018 expressed a desire to amend Section 301 of the MPC Bylaws to change the annual meeting date from the “second Wednesday in the month of October” to instead be held “within sixty (60) days after the Council approves the Town’s Comprehensive Annual Financial Report” (“CAFR”); and

WHEREAS, the directors of the MPC can amend the Bylaws of the MPC by vote of a majority of all the directors present at any regular or special meeting, provided that any such proposed amendment has first been approved by the Town Council; and

WHEREAS, the Council desires to: approve amendments to Sections 301 and 602 of the Bylaws of the MPC; and request that the MPC meet in a special session prior to April 1, 2018 to approve changes to the MPC Bylaws consistent with the provisions of this resolution;

NOW, THEREFORE, BE IT RESOLVED that:

A. The Council approves the following changes to Sections 301 and 603 of the MPC Bylaws, showing text to be added in **bold** and deleting the text shown by ~~strikeout~~, as follows:

3.01. Annual Meetings. Each annual meeting of the board of directors is to be held **within sixty (60) days after the Council approves the Town's Comprehensive Annual Financial Report** ("**CAFR**") ~~on the second Wednesday in the month of October, commencing with the year 1994 (unless that day be a legal holiday, in which event the annual meeting will be held on the next succeeding business day)~~ at a time and place as determined by the board of directors or, in the absence of action by the Board, as set forth in the notice given, or waiver signed, with respect to such meeting pursuant to Section 3.03 below. At the annual meeting, the directors whose terms have then expired shall be replaced with directors appointed by the Town Council of the Town of Paradise Valley, Arizona **on or around April 1 of each year**. Such other business as may be properly brought before the meeting shall also be transacted at the meeting. If any annual meeting is for any reason not held on the date terminated as aforesaid, a deferred annual meeting may thereafter be called and held in lieu thereof, at which the same proceedings may be conducted. Any director appointed ~~at~~ **by the Town Council prior to** any annual meeting, deferred annual meeting or special meeting will continue in office until the appointment of his successor, subject to his earlier resignation pursuant to Section 6.01 below.

6.02. Vacancies. If the office of any director, committee member or officer becomes vacant by reason of his or her death, resignation, disqualification, removal or otherwise, the ~~board of directors may choose a successor to hold office~~ **vacancy shall be reported to the Town Council and the Town Council shall appoint a new director to serve for the remainder of the unexpired term, subject to the Mayor and a majority of the members of the Town Council of Paradise Valley, Arizona consenting to such successor.**

B. The Council requests that the MPC meet prior to April 1, 2018 to approve the foregoing amendments to the MPC Bylaws.

ADOPTED by the Town Council of the Town of Paradise Valley this 8th day of February, 2018.

Michael Collins, Mayor

ATTEST:

Duncan Miller, Town Clerk

APPROVED AS TO FORM

Andrew M. Miller, Town Attorney