

BY-LAWS OF THE ECONOMIC DEVELOPMENT AUTHORITY
IN AND FOR THE
CITY OF VERGAS, MINNESOTA

1. The Authority

Section 1.1. Name of the Authority. The name of the Authority shall be the Economic Development Authority (hereinafter, "Authority") in and for the City of Vergas, Minnesota (hereinafter "City"), and its governing body shall be called the Board of Commissioners (hereinafter, "Board").

Section 1.2. Office. The principal office of the Authority shall be the Vergas City Offices.

Section 1.3. Seal. The official seal of the City of Vergas shall be the Authority's official seal.

2. Organization

Section 2.1. Officers. The officers of the Authority shall consist of a President, a Vice President, a Secretary-Treasurer, and Assistant Treasurer. The President and the Vice President shall be members of the Board and shall be elected annually, and no Commissioner may serve as President and Vice President at the same time. The offices of Secretary-Treasurer, and Assistant Treasurer shall be appointed as set forth herein.

Section 2.2 President. The President shall preside at all meetings of the Board.

Section 2.3 Vice President. The Vice President shall preside at any meetings of the Board in the absence of the President and may exercise or perform the same due to absence or other inability.

Section 2.4 Secretary-Treasurer. The Secretary-Treasurer shall be the City Clerk. The Secretary-Treasurer shall receive and be responsible for Authority money, shall disburse Authority money by check only, keep an account of all Authority receipts and disbursements and the nature and the purpose relating thereto, shall file all financial reports and disclosures required of the Authority, and be responsible for the acts of the Assistant Treasurer. The Secretary-Treasurer shall keep minutes of all meetings of the Board and shall maintain all records of the Authority. The Secretary-Treasurer shall have such additional duties and responsibilities as the Board may from time to time and by resolution prescribe. The Secretary-Treasurer shall advise the Board of all appropriate matters, participate in Board discussion, but shall not vote, unless appointed as a Commissioner as provided herein. The Secretary-Treasurer shall be responsible for recording and maintaining accurate records of the meetings of the Board and of all official actions taken by or on behalf of the Authority.

Section 2.5. Assistant Treasurer. The Assistant Treasurer shall have all the powers and duties of the Treasurer if the Treasurer is absent or disabled.

3. Procedures of Board of Commissioners

Section 3.1. Annual Meeting. The annual meeting of the Board shall be held during the last week of April each year.

Section 3.2. Regular Meeting. The Board shall hold regular meetings monthly as the Board determines.

Section 3.3. Special Meetings. Special meetings of the Board may be called by the President or, in the event of the President's absence or inability, by the Vice

President at any time, upon three day prior notice to all Commissioners and the Secretary-Treasurer. Upon the same notice, special meetings of the Board may also be called by any two Commissioners. The Secretary-Treasurer shall post notice of any special meeting in the principal office of the Authority no less than three days prior to such special meeting.

Section 3.4. Quorum. A quorum of the five member Board shall consist of three Commissioners. In the absence of a quorum, no official action may be taken by, on behalf of, or in the name of the Board or the Authority.

Section 3.5. Adoption of Resolutions. Resolutions of the Board shall be deemed adopted if approved by not less than a simple majority of all Commissioners present. Resolutions may, but need not be, read aloud prior to a vote taken thereon. All resolutions shall be executed after passage.

Section 3.6. Rules of Order. The meetings of the Board shall be governed by the most recent edition of Robert's Rules of Order.

4. Miscellaneous

Section 4.1 Fiscal Year. The fiscal year of the Authority shall be the calendar year. The City shall be the fiscal agent for the Authority and shall establish a separate fund for the purpose of maintaining all financial and accounting records of the Authority, including the nature of all receipts and disbursements, money on hand and the purposes to which it may be applied, and records of Authority's debits and credits. The City shall establish such other funds as may be properly authorized and necessary for conduct of the Authority's business.

Section 4.2. Checks. An authority check must be signed by the Secretary-Treasurer and the Mayor or Vice Mayor. The check must state the name of the payee and the nature for which the check was issued.

Section 4.3. Financial Statements. The City shall provide the Authority with such financial information as may be necessary for the proper conduct of the Authority's business. The funds established for the benefit of the Authority shall be audited annually, and included as part of the City annual financial report. The City shall file such financial reports with the State and any other organizations or agencies as may be required for proper operation of the Authority.

Section 4.4. Report to City. The Authority shall annually, or more often if requested by the City Council, make a report to the City Council giving a detailed account of its activities and of its receipts and expenditures for the preceding calendar year.

Section 4.5. Budget to City. The Authority shall annually send its budget to the City Council, no later than August 1, which budget includes a written estimate of the amount of money needed by the Authority from the City in order for the Authority to conduct business during the upcoming fiscal year.

Section 4.6. Employees. The Authority may recommend employment of an executive director, a chief engineer, technical experts and agents and other employees as it may require and determine their duties, qualifications and compensation.

Section 4.7. Services. The Authority may contract for the services of consultants, agents, public accountants and others as needed to perform its duties and to

exercise its powers. The Authority may also use the services of the City Attorney or hire a general counsel, as determined by the Authority.

Section 4.8. Supplies, Purchasing, Facilities, and Services. The Authority shall purchase such supplies and materials as it needs. The Authority shall follow such procedures as are applicable to other City departments and agencies. The City may furnish offices, structures and space, stenographic, clerical, engineering and other assistance to the Authority.

Section 4.9. Execution of Contracts. All contracts, notes and other written agreements or instruments to which the Authority is a part or signatory or by which the Authority may be bound shall be executed by the President or Vice President, and the Secretary-Treasurer, or by such other Commissioners or Officers of the Authority as the Board may by resolution prescribe. All contracts will be signed after review by legal counsel.

Section 4.10 Appointment, terms; vacancies. Five member authority: the commissioners constituting a five-member authority, one of whom must be a member of the city council, shall be appointed by the mayor with the approval of the city council. Those initially appointed shall be appointed for terms of two, three, four, five, and six years respectively. Thereafter all commissioners shall be appointed for six-year terms.

Subd 1. Terms are as follows:

Two Year	-	Lee Dahlgren
Three Year	-	Marlette Otto-Anderson
Four Year	-	Kevin Zitzow
Five Year	-	Vanessa Sleen
Six Year	-	Duane Strand

Subd 2. A vacancy is created in the membership of an authority when a city council member of the authority ends council membership. A vacancy for this or another reason must be filled for the balance of the unexpired term, in the manner in which the original appointment was made. The city council may set the term of the commissioners who are members of the city council to coincide with their term of office as members of the city council.

Subd 3. Compensation and reimbursement. A commissioner, including the president, shall be paid for attending each regular or special meeting of the authority in an amount to be determined by the city council. In addition to receiving pay for meetings the commissioners may be reimbursed for actual expense incurred in doing official business of the authority. All money paid for compensation or reimbursement must be paid out of the authority's budget.

Subd 4. The Secretary-Treasurer and Assistant Treasurer will be paid compensation for their services in an amount to be determined by the City Council.

Subd 5. Removal for cause. A commissioner may be removed by the city council for inefficiency, neglect of duty, or misconduct in office. A commissioner shall be removed only after a hearing. A copy of the charges must be given to the commissioner at least ten days before the hearing. When written charges have been submitted against a commissioner, the city council may temporarily suspend the commissioner. If the city council finds that those charges have not been substantiated, the commissioner shall be immediately reinstated. If a commissioner is removed, a record of the proceedings, together with the charges and finding, shall be filed in the office of the city clerk.

Section 4.11. Conflict of Interest. Except as authorized in section 471.88 a commissioner, officer, or employee of an authority must not acquire any financial interest, direct or indirect, in any project or in any property included in any project, nor shall the person have any financial interest, direct or indirect, in any contract or proposed contract for materials or service to be furnished or used in connection with any project.

Section 4.12. Liability in Contract or Tort. Subject to the provisions of chapter 466, an authority shall be liable in contract or in tort in the same manner as a private corporation. The commissioners of an authority shall not be personally liable as such on its contracts, or for torts, not committed or directly authorized by them. The property or funds of an authority shall not be subject to attachment, or to levy and sale on execution, but, if an authority refuses to pay a judgment entered against it in any court of competent jurisdiction, the district court for the county in which the authority is situated may, by writ or mandamus, direct the treasurer of the authority to pay judgment from any unencumbered funds available for that purpose. (MN State Statute 469.1081)

Section 4.13. Amendment of By-Laws. These By-Laws may be amended by the Board by majority vote of all the Commissioners, provided that any such proposed amendment shall first have been delivered to each Commissioner at least five days prior to the meeting at which such amendment is considered.

Amended:

Passed by the City Council this ____ day of _____, 2015.

Dean Haarstick, Mayor

Attest:

Julie Lammers, Clerk