

# BYLAWS OF THE NORTH BRANCH ECONOMIC DEVELOPMENT AUTHORITY

Amended: October 6, 2020 - FINAL

## 1. The Authority

Section 1.1. **Name of Authority.** The name of the Authority shall be the North Branch Economic Development Authority (hereinafter the "Authority"), and its governing body shall be called the Board of Commissioners (hereinafter the "Board").

Section 1.2. **Office.** The principal office of the Authority shall be at City Hall, 6408 Elm Street, North Branch, Minnesota 55056.

Section 1.3. **Seal.** The Authority shall have an official seal.

## 2. Organization

Section 2.1 **Members.** The EDA shall consist of a governing body of seven Commissioners. Two of the commissioners shall be members of the City Council and serve as Commissioners of the EDA for terms coinciding with their terms as members of City Council. All other appointed members serve a six year term. All commissioners shall be appointed by the Mayor with the approval of City Council.

Ex-Officio Members. The EDA Chair shall annually appoint ex-officio members with the approval of the EDA to represent the Chisago County HRA-EDA, North Branch Water & Light Commission, North Branch Chamber of Commerce, and North Branch School District #138.

Section 2.2 **Officers.** The officers of the Authority shall consist of a Chair, a Vice Chair, Chair Pro Tem, a Secretary, a Treasurer, and an Assistant Treasurer. The Chair, Vice Chair, Chair Pro Tem, Treasurer, Assistant Treasurer, and Secretary shall be elected annually, at the annual meeting. No Commissioner may serve as Chair, Vice Chair, or Chair Pro Tem at the same time. The offices of Secretary, Treasurer, Assistant Treasurer, and Executive Director need not be held by a Commissioner.

Section 2.3 **Chair.** The Chair shall preside at all meetings of the Board and as such the Chair is responsible for making sure that each meeting is conducted according to these by-laws and that matters are dealt with in an orderly and efficient manner No City Council member shall be Chair.

- Section 2.4 **Vice Chair.** The Vice Chair shall preside at any meeting of the Board in the absence of the Chair and may exercise all powers and perform all responsibilities of the Chair if the Chair cannot exercise or perform the same due to absence or other inability. No City Council member shall be Vice Chair.
- Section 2.5 **Chair Pro Tem.** In the event of the absence or inability of the Chair, Vice Chair and the Chair Pro Tem at any meeting, the Board may appoint any remaining Commissioner as Chair Pro Tem to preside at such meeting.
- Section 2.6 **Treasurer.** The Treasurer shall be the Finance Director of the City of North Branch (the “City”). The Treasurer shall receive and be responsible for Authority money, shall disburse Authority money by check only (in accordance with Section 4.3. herein), keep an account of all Authority receipts and disbursements and the nature and purpose relating thereto. The Treasurer shall file the Authority's financial statements with its Secretary at least once a year as set by the Authority, and be responsible for the acts of the Assistant Treasurer.
- Section 2.7 **Assistant Treasurer.** The Assistant Treasurer shall have all the powers and duties of the Treasurer if the Treasurer is absent or disabled.
- Section 2.8 **Secretary.** The Secretary shall keep or cause to be kept minutes of all meetings of the Board and shall maintain or cause to be maintained all records of the Authority. The Secretary shall also have such additional duties and responsibilities as the Board may from time to time and by resolution prescribe.
- Section 2.9 **Executive Director.** The Executive Director shall be the Community Development Director of the City. The Executive Director shall prepare budget on behalf of the EDA to the City Council, be the primary staff to the EDA, prepare agendas for the EDA and perform all other economic development activities for the Commission. The Executive Director will place the budget on the EDA website for reference.
- Section 2.10 **Advisory Committee.** The Authority may by resolution establish one or more advisory committees to the Authority, including the Finance sub-committee , Marketing sub-committee and others as needed.
- Section 2.11 **Compensation and reimbursement.** A Member may be paid for attending each regular meeting of the Authority in an amount to be determined by the North Branch City Council.

### **3. Procedures of Board of Commissioners**

- Section 3.1. **Annual Meeting.** The annual meeting of the Board shall be held after appointments made by the Mayor and approved by the Council at this annual organizational meeting, typically the Council’s first meeting in January each year and shall be made at their its first meeting in January each year.

- Section 3.2. **Regular Meeting.** The Board shall hold regular meetings on the 1st Tuesday of each month commencing at 4:30 p.m., or at such other time as the Board may determine.
- Section 3.3. **Special Meetings.** Special meetings of the Board may be called by any two Commissioners or by the Executive Director. The Executive Director or City Clerk (this is the actual City process) 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 Board shall consist of four 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 vote taken thereon and may, but need not 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.
- Section 3.7 **Meeting Agenda.** Regular meetings of the EDA shall include the following agenda items: old, business, new business, project updates (whether or not they result in EDA action), informational reports as deemed advisable by the Community Development Director, and public comment. All requests for items on the meeting agenda will include a memo from the staff, Councilmember, or Commission member with background information and the reason for the discussion. The Executive Director will review the agenda requests and may remove those items deemed to be inappropriate or outside the realm of the scope of a commission's authority. The deadline for requests for items to be included on a meeting agenda must be one week prior to the meeting and be accompanied by written materials to be included in the agenda packet. After the agenda is published, only time sensitive items may be added or deleted from the agenda until the day prior to the meeting. After that time, only emergency items may be added.
- Section 3.8 **Public Comment.** A limited forum for individuals to speak with the EDA is provided on the agenda. Public comments during the public comment period are subject to these limitations:
1. Speakers must be recognized by the Chair before speaking and are limited to three minutes for comment.
  2. When multiple speakers appear to speak on the same topic, comments should not be repetitive. The Chair may request speakers to appoint a spokesperson.
  3. The Chair may place a time limit on the public comment period if necessary to allow for the conduct of City business. If there is not sufficient time at the meeting to hear all public comments, the comment period may be deferred to the next regular Council meeting or at a continued meeting.

#### 4. Miscellaneous

- Section 4.1. **Fiscal Year.** The fiscal year of the Authority shall be the same as the City's fiscal year.
- Section 4.2. **Treasurer's Bond.** The Treasurer shall give bond to the state conditioned for the faithful discharge of official duties. The bond must be approved as to form and surety by the Authority and be filed with the Secretary and must be for twice the amount of money likely to be on hand at any one time as determined at least annually by the Authority, provided, however, that said bond must not exceed \$300,000.
- Section 4.3. **Power and Authority.** The economic development authority has all the power and duties set forth in Minn. Stats. 469.090-469.108 and other laws, except as limited by this chapter. (Note – this is from City Code. New Section 4.3)
- Section 4.4. **Financial Statement** Financial Statements of the Authority must be prepared, presented, approved and filed in accordance with Minnesota Statutes Sections 469.098 and 469.100 and other relevant statutes as amended or revised.
- Section 4.5. **Report to the City.** The Authority shall annually, at a time designated by the City, make a report to the City Council giving a detailed account of its activities. (Note, this area is deleted as the EDA has always run its budget, expenditures, etc under and thru the City Council and does not have a separate financial system from the City.)
- Section 4.6. **Budget to City.** The City Council of the City of North Branch thru its budgeting process allocates funds yearly for the Economic Development Authority.
- Section 4.7. **Employees.** The Authority may utilize the services a chief engineer, technical experts and agents and other employees under the employment of the city or under contract with the city as it may require and determine their duties, qualifications, and compensation.
- Section 4.8. **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 4.9. **Supplies, Purchasing, Facilities, and Services.** To the extent included in the Authority's annual budget, the Authority may purchase the supplies and materials it needs in accordance with the City's purchasing policies and procedures.
- Section 4.10. **Execution of Contracts.** All contracts, notes, and other written agreements or instruments to which the Authority is a party or signatory or by which the Authority may be bound shall be executed by the Chair and the Executive Director. If the Executive Director is absent or otherwise unable to execute a document the City Administrator may execute the document.
- Section 4.11. **Standards of Conduct, Removal.** The Commissioners are subject to the standards of conduct as set forth in the City of North Branch policies and procedures manual as

revised and updated from time to time. A commissioner may be removed by the city council for inefficiency, neglect of duty, or misconduct in office after notification in writing and a hearing as prescribed in Minnesota statues 469.095 subd. 5.

Section 4.12 **Amendment of Bylaws.** These Bylaws 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.