

RESOLUTION NO. 2023-03

**A RESOLUTION OF THE ECONOMIC DEVELOPMENT AUTHORITY OF COLUMBIA HEIGHTS, MINNESOTA,
APPROVING AN AMENDMENT TO THE ECONOMIC DEVELOPMENT AUTHORITY'S BYLAWS**

WHEREAS, the Columbia Heights Economic Development Authority (the "Authority") has considered proposed certain amendments to its Bylaws; and

WHEREAS, Article IV, Section 6 of the Bylaws provides for amendments to the Bylaws by majority vote of the Board at any regular or special meeting of the Authority; and

WHEREAS, The Board has determined that it is reasonable, expedient and in the best interest of the public to amend Article III, Section 1 of the Bylaws to change the regular meeting time of the Authority Board; and

WHEREAS, the Authority has thoroughly reviewed the proposed amendment to the bylaws.

NOW, THEREFORE BE IT RESOLVED that, after appropriate examination and due consideration, the Authority

1. hereby approves the amendment to its Bylaws in the form attached to this Resolution as Exhibit A.

ORDER OF ECONOMIC DEVELOPMENT AUTHORITY

Adopted this 6th day of February, 2023

Offered by:

Seconded by:

Roll Call:

President

Attest:

Secretary

EXHIBIT A

AMENDED AND RESTATED BYLAWS OF THE COLUMBIA HEIGHTS ECONOMIC DEVELOPMENT AUTHORITY

ARTICLE I - THE AUTHORITY

Section 1. NAME OF AUTHORITY. The name of the Authority is the "Columbia Heights Economic Development Authority."

Section 2. OFFICE OF AUTHORITY. The offices of the Authority are at City Hall in the City of Columbia Heights, Minnesota. The Authority may hold its meetings at such other place or places as it designates by resolution.

Section 3. COMMISSIONERS. The Authority is governed by seven commissioners appointed in the manner prescribed by City Council Resolution No. 96-01, as amended (Enabling Resolution) and Minnesota Statutes, Sections 469.090 to 469.1081 (Act).

Section 4. OFFICIAL SEAL. The Authority shall have an official seal, which shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.

ARTICLE II - OFFICERS

Section 1. OFFICERS. The officers of the Authority are the President, the Vice-President, the Secretary, the Treasurer and the Assistant Treasurer. The President, Vice President, Treasurer and Secretary shall be elected annually. No commissioner may serve as President and Vice President at the same time. The offices of Secretary and Assistant Treasurer need not be held by a commissioner.

Section 2. PRESIDENT. The President presides at meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the President signs contracts, deeds and other instruments made by the Authority. At each meeting, the President may submit recommendations and information concerning the business, affairs and policies of the Authority. At the annual meeting, the President must submit to the Authority a report summarizing the activities and programs of the Authority for the past year and containing the President's recommendations for Authority activities for the ensuing year.

Section 3. VICE-PRESIDENT. The Vice-President performs the duties of the President in the absence or incapacity of the President; and in case of the disability or absence of the President, or in the case of a vacancy in the office of President, the Vice-President performs the duties of the President until a successor has been appointed and qualifies.

Section 4. SECRETARY. The Secretary performs the duties of a secretary for the Authority.

Section 5. TREASURER. The Treasurer has the duties given by the Act.

Section 6. EXECUTIVE DIRECTOR. The Columbia Heights City Manager is the Executive Director of the Authority and has general supervision over the administration of its business and affairs subject to the direction of the Authority and signs contracts, deeds and other instruments made by the Authority. The Executive Director is responsible for the management of the projects and general affairs of Authority under the direction of the Commissioners.

Section 7. OTHER ADMINISTRATIVE OFFICERS. Subdivision 1. Assistant Secretary. The Authority may designate an assistant to the Secretary to keep the records of the Authority, record the meetings of the Authority in a journal of proceedings to be kept for that purpose and to perform the duties of secretary under the direction of the Secretary. The assistant must keep in safe custody the seal of the Authority and may affix the seal to contracts and instruments authorized by the Authority.

Subd. 2. Assistant Treasurer. The Columbia Heights Finance Director of the City is the Assistant Treasurer of the Authority. The Assistant Treasurer of the Authority has custody of funds of the Authority. The Assistant Treasurer must deposit the funds in the name of the Authority in a bank or banks selected by the Authority. The Executive Director and the Assistant Treasurer must sign orders and checks for the payment of money and pay out and disburse such monies under the direction of the Authority. Except as otherwise authorized by resolution of the Authority, orders and checks must also be countersigned by the President. The Assistant Treasurer must keep regular books of accounts showing Authority receipts and expenditures and render to the Authority, at the annual meeting (and when requested by the Authority), an account of the financial condition of the Authority.

Subd. 3. Deputy Executive Director. The Columbia Heights Community Development Director is the Deputy Executive Director and performs such duties and services as specified by the Executive Director, subject to direction of the Authority. In the absence or incapacity of the Executive Director, the Deputy Executive Director may sign contracts, deeds and other instruments made by the Authority.

Section 8. COMBINING ADMINISTRATIVE OFFICES. Administrative offices may be combined.

Section 9. ADDITIONAL DUTIES. The officers of the Authority perform other duties and functions as may from time to time be required by the Authority, these bylaws or the rules and regulations of the Authority.

Section 10. VACANCIES. If the office of President, Vice-President, Treasurer, or Secretary becomes vacant, pursuant to Minnesota Statutes 351.02 or by other provisions of law, the Authority must elect a successor at the next regular meeting or at a special meeting called for that purpose. The successor serves for the unexpired term of the office.

ARTICLE III - MEETINGS

Section 1. REGULAR MEETINGS. Monthly meetings are held at the regular meeting place of the Authority on the first Monday of each month unless that date is a legal holiday, in which case the meeting will be held on the next succeeding business day. In the event the date/time/meeting place of a particular meeting must be changed, the Executive Director may make such change deemed necessary by notifying all Commissioners of the revised meeting time and date in accordance with the procedures for a special meeting.

Section 3. SPECIAL MEETINGS. Special meetings of the Board of Commissioners may be called by the President, two members of the Board of Commissioners, or the Executive Director for the purpose of transacting any business designated in the call. The call (including location of meeting) for a special meeting must be delivered to Commissioners at least two days before the meeting, and notice of the meeting must be posted in the Authority's offices at least three days before the meeting. At a special meeting, no business may be considered other than designated in the call, but if all the members of the Authority are present at a special meeting any business may be transacted at such special meeting by unanimous vote.

Section 4. QUORUM. The powers of the Authority are vested in the commissioners in office from time to time. Four commissioners constitute a quorum for the purpose of conducting business, but a smaller number may adjourn from time to time until a quorum is present, and when a quorum is not present, a smaller number may adjourn the meeting.

Section 5. ORDER OF BUSINESS. The following is the order of business at regular meetings of the Authority.

1. Roll call.
2. Approval of minutes of the previous meeting.
3. Management Report.
4. Consent.
5. All other items.
6. Adjournment.

Section 6. RESOLUTIONS: CONDUCT. Upon direction of the President, or the motion by two members of the Board of Commissioners, resolutions must be in writing and placed in the journal of the proceedings of the Authority. The meeting will be conducted in accordance with Roberts Rules of Order, Revised.

Section 7. MANNER OF VOTING. Voting on questions coming before the Authority must be entered in the minutes of the meeting. When a quorum is in attendance, action may be taken by the Authority upon a vote of the majority of the commissioners.

ARTICLE IV - MISCELLANEOUS

Section 1. FISCAL YEAR. The fiscal year of the Authority shall be the same as the City's fiscal year.

Section 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 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 the Authority, provided, however, that the bond must not exceed \$300,000.

Section 3. REPORT TO 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 and of its receipts and expenditures for the preceding calendar year. The Authority shall, at the City's request, make available all records necessary to conduct an audit of the Authority's finances.

Section 4. BUDGET. The Authority shall annually send its budget to the City Council 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 5. SERVICES. The Authority may contract for services of consultants, agents 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. The Authority may not hire temporary or permanent employees without prior approval of the City Council.

Section 6. AMENDMENTS TO BYLAWS. The bylaws of the Authority may be amended only with the approval of at least four commissioners at a regular meeting or at a special meeting called for that purpose.

Amended Bylaws Approved: _____, 2023.