

# MEMO



**TO:** EDA Members  
**FROM:** Executive Director, Jennifer Bergman  
**DATE:** February 2, 2023  
**RE:** Review and Authorize Changes to the EDA By Laws

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Staff reviewed the By Laws and has some recommended changes:

- 1) Article II - Officers
  - a. Section 1: The current By Laws identifies 5 officers: President, Vice-President, Secretary, Treasurer and Assistant Treasurer. Staff would recommend three officers – President, Vice-President and Secretary/Treasurer.
  - b. Section 4: Included the duties of the Secretary/Treasurer
  - c. Section 5: Identify the City Administrator as the Executive Director of the EDA. In 2003, the City Council adopted a resolution which designated the City Administrator as the Acting Executive Director of the EDA (see attached resolution)
  - d. Section 6: Changed the title from City Clerk/Treasurer to Finance Director.
  - e. Section 9: Amend the titles to be consistent with Section 1
  - f. Section 11: Cite the correct State Statute
- 2) Article III - Meetings
  - a. Section 1: Remains the same with the annual meeting in February
  - b. Section 2: Amend the By Laws to have regular meetings held at 4:00 p.m. on the 1<sup>st</sup> Thursday of each month
  - c. Section 5: Change the Order of Business to be consistent with the current Order of Business
  - d. Section 5: Change to the Standard Code of Parliamentary Procedure (Sturgis) to be consistent with the City Council.

**Action Requested: Approve the amended By Laws as presented**

**BYLAWS OF THE  
ECONOMIC DEVELOPMENT AUTHORITY  
OF BRAINERD, MINNESOTA**

**ARTICLE I - THE AUTHORITY**

Section 1. Name of Authority. The name of the Authority is the "Economic Development Authority of Brainerd, Minnesota."

Section 2. Seal of Authority. The seal of Authority shall be in the form of a circle and shall bear the name of the Authority and the date of its establishment.

Section 3. Office of Authority. The offices of the Authority are at City Hall in the City of Brainerd, State of Minnesota, or at such other place as the Authority may designate by resolution.

**ARTICLE II OFFICERS**

Section 1. Officers. The officers of the Authority are the President, Vice-president, and ~~Secretary~~/~~Treasurer~~, and Assistant Treasurer.

Section 2. President. At the annual meeting, the President shall submit to the Authority a report summarizing the activities and programs of the Authority for the past year and containing the President's recommendation for Authority activities for the ensuing year.

~~Section 3. Vice-President. The Vice-President shall perform the duties of the President on the absence or incapacity of the resignation or death of the President, the Vice-President shall perform such duties as are imposed on the President until such time as the Authority shall select a new President.~~

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Section 4. Secretary/~~and Treasurer.~~ The ~~Secretary~~/~~and Treasurer~~ shall oversee the keeping of all minutes of the Board and shall oversee the maintenance of all records of the Authority. He or she shall be responsible for the oversight and recording and maintaining of accurate records of the meetings of the Board and of all official actions, official, financial and otherwise, taken by or on behalf of the Authority.~~perform the duties of a Secretary and Treasurer, respectively for the Authority.~~

Section 5. Executive Director. The ~~Brainerd City Economic Developer/City Planner~~City Administrator shall be the Executive Director of the Authority and shall have general supervision over the administration of its business and affairs, subject to the direction of the Authority. The ~~Administrator~~ Executive Director is charged with the management of the ~~Economic Development~~ Projects of the Authority.

Section 6. Other Administrative Officers. The Authority may designate an assistant to the Secretary who shall keep the records of the Authority, shall act as recorder of the meetings of the Authority, and record all votes, and shall keep a record of the proceedings of the Authority in a journal

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of proceedings to be kept for such purpose, and shall perform all duties incident to the office of Secretary. The Secretary shall keep in safe custody the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

The Brainerd ~~City Clerk/Treasurer~~ Finance Director shall be the Assistant Treasurer of the Authority and shall have the care and custody of all funds of the Authority. He or she shall deposit the same in the name of the Authority in such bank or banks as the Authority may select. The Executive Director and the Secretary/Treasurer shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Authority. Except as otherwise authorized by resolution of the Authority, all such orders and checks shall also be countersigned by the President.

The Assistant Treasurer shall keep regular books of account showing Authority receipts and expenditures and shall render to the Authority, at each annual meeting (or as often as requested), an account of the Authority's financial transactions and also of the financial condition of the Authority.

Section 7. Combining Administrative Offices: Compensation. The compensation of the administrative personnel of the Authority other than the Executive Director and Assistant Treasurer shall be determined by the Authority. Any two or more administrative offices may be combined.

Section 8. Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority or the bylaws or rules and regulations of the Authority.

Section 9. Election or Appointment. The President, Vice-President, and Secretary/Treasurer ~~and Secretary~~ shall be elected at the annual meeting of the Authority from among the Commissioners of the Authority and shall hold office for one year or until their successors are elected and qualified.

Section 10. Vacancies. Should the office of President, Vice-President, or Secretary/Treasurer, ~~and secretary~~ become vacant, pursuant to Minnesota ~~s~~Statutes 351.02 or by other provisions of law, the Authority shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of the office.

Section 11. Additional Personnel. The Authority may from time to time employ or contract for such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by Minnesota Statutes, ~~Chapter 458C~~469.097, applicable thereto. ~~s~~Such personnel may be employees of the Authority, employees of other governmental organizations, or independent contractors. The selection and compensation of such personnel shall be determined by the Authority subject to the laws of the State of Minnesota.

#### ARTICLE III MEETINGS

Section 1. Annual Meeting. The annual meeting of the Authority shall be its first regular meeting in ~~February~~ February each year.

Section 2. Regular Meetings. Regular meetings of the Authority shall be held on the first Thursday \_\_\_\_\_ of each month unless the same shall be held on the next preceding secular day. Until otherwise fixed by resolution of the Authority, regular meeting shall commence at 4:00 p.m. \_\_\_\_\_ ~~p.m.~~

~~Section 3. Special Meetings. Special meetings of the Authority may be called by the President, or two members of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered at any time prior to the time of the proposed meeting to each member of the Authority or may be mailed to the business or home address of each member of the Authority at least three days prior to the date of such special meeting. At such special meeting no business shall be considered other than as designated in the call, but if all of the members of the Authority are present at a special meeting, any and all business may be transacted at such special meeting by unanimous vote.~~ Special Meetings. Special meetings of the Authority may be called by the President, or two members of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered at any time prior to the time of the proposed meeting to each member of the Authority or may be mailed to the business or home address of each member of the Authority at least two three days prior to the date of such special meeting. At such special meeting no business shall be considered other than as designated in the call, but if all of the members of the Authority are present at a special meeting, any and all business may be transacted at such special meeting by unanimous vote.

Section 4. Quorum. The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. Four Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained.

Section 5. Order of Business. At the regular meetings of the Authority the following shall be the order of business:

1. Call to Order
2. Roll call
- 1-3. Approval/Amendment of the Agenda
- 2-4. Consent Calendar ~~Approval of minutes of the previous meeting.~~
- 3-5. Old Business ~~Reports of the Executive Director.~~
4. ~~Unfinished business.~~
- 5-6. New business.
7. Staff Reports
8. Commissioner's Comments/Questions
- 6-9. Adjournment.

All resolutions shall be in writing and shall be copied in the journal of the proceedings of the Authority. The meeting will be conducted in accordance with the Standard Code of Parliamentary Procedure (Sturgis). ~~Roberts Rules of Order, Revised.~~

Section 6. Manner of Voting. The voting on all questions coming before the Authority shall be entered upon the minutes of such 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 - AMENDMENTS

Amendments to By-Laws. The bylaws of the Authority shall be amended only with the approval of at least five of the members of the Authority at a regular or special meeting.

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