

## BY-LAWS

### RED WING PORT AUTHORITY AN ECONOMIC DEVELOPMENT AGENCY

#### **Article I. Established**

There is hereby created by City Council of the City of Red Wing, in accordance with the Minnesota Statutes Section 469.081, and Resolution No. 2226 ("the Enabling Resolution"), as amended by Resolution No. 6685 on May 12, 2014, the Red Wing Port Authority, An Economic Development Agency.

#### **Article II. Purpose**

The purpose of the Port Authority is to carry out economic and industrial development and redevelopment within the City by acting as the development authority for the City with its interest in continued new job development and increased tax base.

#### **Article III. Port Authority Members**

The Port Authority Commission shall consist of seven (7) members appointed in accordance with the provisions of the Enabling Resolution, as amended.

#### **Article IV. Officers**

All officers shall be elected by the Commission members at the annual meeting. The President is limited to two (2) consecutive one (1) year terms. The offices of Secretary and Assistant Treasurer shall be held by an elected Commissioner or an appointed city staff

1. **President.** The President shall preside at all meetings and shall have the duties and powers usually attendant upon such officer.
2. **Vice President.** The Vice President shall, in the absence or disability of the President exercise all the powers and perform the duties of the President.
3. **Secretary.** The Secretary shall insure accurate records are kept of all proceedings of Commission meetings, give notice of all meetings of the Commission and shall perform such other duties as prescribed by the Commission. The Secretary may designate a member of the Port Authority staff to carry out administrative duties.
4. **Treasurer.** The Treasurer shall be a Commissioner of the Port Authority Board. The Treasurer shall receive, review and be responsible for all monies from whatever checks signed by the City Finance Director. The City Finance Director is responsible for source derived and the same shall be deemed public funds. Monies shall be disbursed only on accounting, investment, fund maintenance and disbursement consistent with City procedures under the direction and control of the Commissioners. Other accounting procedures shall be in accordance with Minnesota Statutes Section 469.051, as amended, and the Enabling Resolution as amended.
5. **Assistant Treasurer.** The Assistant Treasurer shall, in the absence or disability of the Treasurer, exercise all the powers and perform the duties of the Treasurer.

#### **Article V. Meetings of the Port Authority**

**Agendas will be distributed 72 hours prior to the scheduled meeting. The Executive Director and the Board President will confer to set the agenda.**

**Section 1. Meeting Place.** The meetings shall be at such a place in Red Wing, Minnesota, as the Commissioners shall from time to time designate. All meetings shall be open to the public. The President may change the meeting place by giving five (5) days notice to the Commission members.

**Section 2. Time of Meeting.**

- A. **Regular Meetings.** The commissioners shall meet on the **First Tuesday of each month at 5:30 P.M.** Should such a meeting fall on a holiday the meeting shall be held on the next succeeding business day. The President may cancel, reschedule, or delay or alter the start time of the regular meeting as conditions warrant. However, if the meeting date and time are changed the meeting would have to be posted and would constitute a "Special" Meeting.
- B. **Special Meetings.** A special meeting may be called by the President, the Vice President or by any two (2) Commissioners by written request filed with the Secretary who shall mail or personally deliver to all members notice of the time and place of such a meeting at least seventy-two (72) hours in advance of the scheduled meeting time. Special meeting notices shall state time, place and purpose of the meeting and no other business shall be considered
- C. **Annual Meeting.** The Annual Meeting shall be held with the regular meeting on the **First Tuesday of February each year at 5:30 p.m.** The Commission shall elect its officers for the year. The Commission shall also adopt Rules of Order, Designate the Official Newspaper and Publications and adopt other orders of business as necessary for the operation of the Authority and its Commission.
- D. **Quorum.** A majority of the Commissioners shall constitute a quorum. A lesser number may adjourn a meeting until a quorum is obtained. When a quorum is in attendance at a meeting, action may be taken upon a vote of a majority in attendance. No voting shall be done by proxy.

**Article VI. Manner of Voting.**

The voting on all questions coming before the Commissioners shall be by the President calling for a voice vote on the question. The vote shall be entered upon the minutes of each meeting. A roll call vote on any question before the Commissioners may be taken upon the determination of the president or demand of one or more Commissioners. A roll call vote shall be taken on any resolution for the sale, purchase, transfer, lease or exchange of real property.

**Article VII. Order of Business**

1. **Call to Order /Excusal of Members**
2. **Pledge of Allegiance.**
3. **Approval of Agenda.**
4. **Approval of Board Meeting Minutes**
5. **Approval of Monthly Financial Statements**
6. **Public Comment**
7. **Public Hearings.8. Communications/Information Items.**
9. **Director Reports.**
10. **Committee Meeting Reports**
11. **Old Business.**
12. **New Business.**
13. **Discussion Items.**
14. **Adjournment.**

**Article VIII. Committees**

The President shall appoint such advisory committees and sub-committees as he/she determines are necessary. No committee shall consist of more than five (5) members with no more than three of those members serving on the Port Authority Board. Committee and sub-committee members shall consist of Commissioners and/or residents of the City of Red Wing.

The President shall define the purpose of the committee and sub-committee and the expected length of time necessary to complete a report. At any time these members may be replaced or removed as deemed necessary by the President.

**Article IX. Annual Budget and Annual Report.**

The Red Wing Port Authority shall have an annual budget consistent with the requirements of the Enabling Resolution, City Charter and Minnesota Statutes Section 469.01, as amended.

An Annual Report shall be presented by the Commission to the City Council each year during the month of April reviewing Commission plans, projects and financials for the previous year and proposed changes in the Enabling Resolution, By-Laws and Mission Statement.

All other reports shall be kept and distributed in accordance with various statutes and the Enabling Resolution.

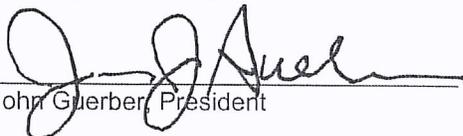
**Article X. Powers**

The Port Authority may exercise all the powers contained in the Enabling Resolution, as amended, and applicable state statutes except as limited in the Enabling Resolution, as amended.

**Article XI. Amendments to By-Laws**

The By-Laws may be amended by a vote of a majority of the Commissioners only when said proposed amendment has been submitted in writing to all the Commissioners two weeks prior to the meeting at which said amendment is to be considered.

- Adopted: March 7, 1988
- Amended: April 1, 1996
- Amended: March 18, 1998
- Amended: January 22, 2002      Date and Time
- Amended: July 16, 2007      Date and Time
- Amended: April 12, 2010      Date, Time and minor corrections
- Amended: June 5, 2012
- Amended: November 3, 2015      Annual and Regular Meeting Time
- Amended: October 4, 2016
- Amended: April 2, 2019      Annual and Regular Meeting Time

  
John Guerber, President

ATTEST: 