

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

1. The Authority

Section 1.1. Name of the Authority. The name of the Authority shall be the Economic Development Authority in and for the City of Marshall, Minnesota (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 the Marshall City Hall.

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

2. Organization

Section 2.1. Officers. The officers of the Authority shall consist of a President, a Vice President, a Secretary, a Treasurer, an Assistant Treasurer, and Executive Director. The President, the Vice President, and the Treasurer shall be members of the Board and shall be elected in June annually, and no Commissioner may serve as President and Vice President at the same time. The offices of Secretary, Assistant Treasurer, and Executive Director need not be held by a Commissioner.

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 the meeting of the Board in the absence of the President and may exercise all powers and perform all responsibilities of the President if the President cannot exercise or perform the same due to absence or other inability.

Section 2.4. President Pro Tem. In the event of the absence or inability of the President and the Vice President to preside at any meeting, the Board may appoint any remaining Commissioner as President Pro Tem to preside at such meeting.

Section 2.5. Treasurer. The 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 purpose relating thereto, shall file the Authority's financial statement with its Secretary at least once a year as set by the Authority, and be responsible for the acts of the Assistant Treasurer.

Section 2.6. Assistant Treasurer. The Assistant Treasurer shall have all the powers and duties of the Treasurer if the Treasurer is absent or disabled.

Section 2.7. Secretary. The Secretary shall keep minutes of all meetings of the Board and shall maintain 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 2.8 Executive Director. The Executive Director shall be appointed by resolution and shall serve at the pleasure of the Board of Commissioner, shall be the chief appointed executive office of the Authority, and shall have such additional responsibilities and authority as the Board may from time to time by resolution prescribe.

3. Procedures of Board of Commissioners

Section 3.1. Annual Meeting. The annual meeting of the Board shall be at the regular meeting in June each year.

Section 3.2. Regular Meetings. The Board shall hold regular monthly meetings set by the Board at the annual meeting each year or at such other time as the Board may determine.

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 twenty-four hours prior notice to all Commissioners, officers and Executive Director. Upon the same notice, special meetings of the Board may also be called by any two Commissioners. The Secretary shall post notice of any special meeting in the principal office of the Authority no less than twenty-four hours prior to such special meeting.

Section 3.4. Quorum. A quorum of the seven member 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.

4. Miscellaneous

Section 4.1. Fiscal Year. The fiscal year of the Authority shall be the calendar year.

Section 4.2. Treasurer 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 by the Authority, provided, however, that said bond must not exceed \$300,000.

Section 4.3. Checks. An Authority check must be signed by the Treasurer and one other official named by the Authority in a resolution. The check must state the name of the payee and the nature for which the check was issued.

Section 4.4. Financial Statement. The Authority's detailed financial statement must show all receipts, disbursements, their nature, the amount on hand, the purposes to which the money on hand is to be applied, the Authority's credits and assets, and its outstanding liabilities in a form required for the City's financial statements. The Authority shall examine the statement, together with the treasurer's vouchers. If the Authority finds that the statement and vouchers are correct, it shall approve them by resolution and enter the resolution in its records.

Section 4.5. Report to City. The Authority shall annually 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 4.6. Budget to City. 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. The Authority shall follow the budget process for City departments as provided by the City and as implemented by the City Council and Mayor.

Section 4.7. Transfer of Personnel. Notwithstanding any other law or charter provision to the contrary, the City Council may, by resolution, place any employees of the Housing and Redevelopment Authority and/or City under direction, supervision or control of the Authority. This transfer of personnel does not affect the rights of any employees of the Housing and Redevelopment Authority or City. The employees shall become employees of the Authority.

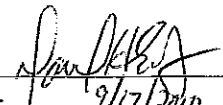
Section 4.8. Employees. The Authority may employ a chief engineer, technical experts and agents and other employees as it may require and determine their duties, qualifications and compensation.

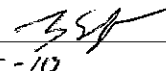
Section 4.9. Services. The Authority may contract for the services of consultants, agents, public accountants and others as needed to perform its duties and to exercise its powers. The Authority may also use the services of the City Attorney or hire a general counsel, as determined by the Authority.

Section 4.10. Supplies, Purchasing, Facilities and Services. The Authority may purchase the supplies and materials it needs. The Authority may use the facilities of the City's purchasing department. The City may furnish offices, structures and space, stenographic, clerical, engineering and other assistance to the Authority.

Section 4.11. 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 President and/or the Executive Director or by such other Commissioners or Officers of the Authority as the Board may by resolution prescribe.

Section 4.12. 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.

By: 
Date: 9/17/2010
Title: EDA President

Attested By: 
Date: 9-15-10
Title: EDA Executive Director