

BY-LAWS

OF THE

HAYFIELD ECONOMIC DEVELOPMENT AUTHORITY

ARTICLE I

Purpose

The Hayfield Economic Development Authority is a public body politic and corporate and a political subdivision of the State of Minnesota. The primary purpose of the Authority is to serve as an Economic Development Authority pursuant to Minnesota Statutes, Section 469.090 to 469.108. the authority shall be governed by all requirements of said statute, the Enabling Resolution passed by the Hayfield City Council and any amendments to the Enabling Resolution which may be enacted in the future.

ARTICLE II

Office and Boundaries

1. The principal office shall be in the City Hall of the City of Hayfield, County of Dodge, State of Minnesota.
2. The Authority may also have offices at such other places as the Commissioners of the Authority may from time to time appoint, or as the business of the Authority may require.
3. The territory in which operations of the corporation are principally to be conducted within Hayfield City limits in Dodge County in the State of Minnesota.

Article III

Board of Commissioners

1. The management of all of the affairs, property and business of the Authority shall be vested in a Board of Commissioners, consisting of seven (7) persons. This will include the City Clerk and two members of the City Council. These two members shall be appointed by the mayor

with the approval of the City Council. The remaining 4 seats will come from the community at large.

2. The initial terms of at large Commissioners shall be for two, three, four, five and six years respectively. Thereafter, all Commissioners shall be appointed for six-year terms.
3. The Board of Commissioners may exercise all powers of the Authority and do all such lawful acts and things as are directed or required to be done pursuant to law, the enabling resolution or pursuant to these By-Laws.
4. All vacancies in the Board of Commissioners, whether caused by resignation, termination of Council members, death or otherwise, shall be filled by Mayoral appointment with approval by the Commission. A Commissioner, thus selected to fill any vacancy shall hold office for the balance of the unexpired term to which he or she is appointed.
5. Meetings of the Board of Commissioners shall be held at least quarterly in the principal office of the Authority in the City of Hayfield, State of Minnesota, or at such other place as the Board may establish from time to time. At least three (3) days written notice of such meetings shall be given to the Commissioners.
6. Special meetings of the Board of Commissioners may be called at any time by the President, or, in his/her absence, by the Vice-President or by any two (2) Commissioners, to be held at the principal office of the Authority in the City of Hayfield, State of Minnesota, or at such other place or places as the Commissioners may from time to time designate. Notice of special meetings of the Board of Commissioners shall be given to each Commissioner at least three (3) days prior to the meeting via telephone, electronic mail or personally.
7. A quorum at all meetings of the Board of Commissioners shall consist of a majority of the whole board, but in no case shall a quorum be less than four (4) Commissioners. Less than a quorum may, however, adjourn any meeting, which may be held on a subsequent date without further notice, provided a quorum be present at such deferred meeting.
8. No stated salary shall be paid Commissioners for their services, but, by subsequent resolution of the Board of Commissioners, expenses may be reimbursed for attendance at each regular or special meeting of such Board of Commissioners; provided that nothing herein contained shall be construed to preclude any Commissioners from serving the Authority in any other capacity and receiving compensation therefore.

ARTICLE IV

Officers

1. The officers of the Authority shall be a President, a Vice-President, a Secretary and a Treasurer who shall be elected to a one-year term. They shall hold office until their successors are elected and qualified. The President and Vice-President shall be members of the Board of Commissioners. The Secretary and Treasurer need not be a member of the Board of Commissioners.
2. The President shall preside at all meetings of the Authority. shall be in charge of the day- to-day operations, shall sign or counter-sign all certificates, contracts and other instruments of the Authority as authorized by the Board of Commissioners, shall make reports to the Board of Commissioners, and shall perform all such other duties as are incident to the office or are properly required by the Board of Commissioners. Day-to-day operations, reports and other duties may be conferred to hired staff if applicable and approved by the Board of Commissioners. Any such staff may be reviewed on an annual basis.
3. The Vice-President shall exercise the functions of the President during the absence or disability of the President.
4. The Secretary shall issue notice for all meetings, except that notice for special meetings of Commissioners called at the request of Commissioners as provided herein may be issued by such Commissioners, shall keep minutes of all meetings, shall have charge of the Authority books, and shall make such reports and perform such other duties as are incident of the office, or are properly required by the Board of Commissioners.
5. The Treasurer shall perform all duties incident to the office which are properly required by the Board of Commissioners. Treasurer need not be a member of the Board of Commissioners.
6. In the case of the absence or inability to act of any officer of the Authority and of any person herein authorized to act in his or her place, the Board of Commissioners may from time-to-time delegate the powers or duties of such officer to any other officer, or any Commissioners whom it may select.
7. Vacancies in any office arising from any cause may be filled by the Commissioners at any regular or special meeting.

8. The salaries, if any, of all officers and agents of the Authority shall be fixed by the Board of Commissioners.

ARTICLE V

Attendance and Expenses

1. Any Commissioners who is absent from three (3) consecutive duly called meetings of the Board shall be deemed to have resigned unless the absentee provides a satisfactory explanation to the President and the President so notes in the records of the Authority.
2. Commissioners and officers shall be entitled to reimbursement for all reasonable travel and related expense incurred in the performance of duties on behalf of the Authority if preapproved by the Authority. Schedules of reimbursable expense shall be established by the Authority from time to time as the budget allows.

ARTICLE VI

Finance and Administration

1. The monies of the Authority shall be deposited in the name of the Authority in such bank or banks as the Board of Commissioners shall designate, and shall be drawn out only by check signed by persons designated by resolution by the Board of Commissioners.
2. The fiscal year of the Authority shall be the same as the fiscal year of the municipality.
3. The nature, number and qualification of the staff required by the Authority to conduct its business according to these By-Laws shall be annually determined by the Board of Commissioners. Any agreement shall be set forth in reasonable detail the nature of the services to be performed, the cost basis for such services and the payment to be made by the Authority. Included within the services to be provided under this arrangement shall be necessary contacts with prospective applicants, involved financial institutions, federal and state agencies and the keeping of necessary books of account and records in connection with the Authority business.
4. The books and records of the authority shall be kept at the Authority office in the City of Hayfield, State of Minnesota.

5. The affairs of the Authority shall include, but not be limited to, promoting the growth and development of commercial and industrial concerns in the City of Hayfield and its immediate environs in Dodge County.

ARTICLE VII

Powers

1. The Authority may exercise all of the powers contained in the Enabling Act, Minnesota Statutes, Section 469.090 to 469.108 except as limited by the Enabling Resolution passed by the Hayfield City Council.
2. The Authority may exercise all of the powers contained in the Housing Act, Minnesota Statutes, Section 469.001 to 469.047.

ARTICLE IX

Annual Report and Budget

1. The Authority shall prepare an annual report describing its activities and providing an accurate statement of its financial condition. Said report shall be prepared and submitted to the City of Hayfield by April 1 of each year.
2. The Authority shall prepare an annual budget projecting anticipated expenses and sources of revenue. Said report shall be prepared and submitted to the City of Hayfield by July 1 each year.
3. The financial statements of the Authority must be prepared, audited, filed and published in the manner required for the financial statements of the municipality. The report must be filed with the state auditor by June 30 of each year.

ARTICLE X

Notices

1. Whenever the provisions of the statute or these By-Laws require notice to be given to any Commissioner or Officer, they shall not be construed to mean personal notice; such Notice may be given in writing by depositing the same in a post office or letter box, in a post-paid, sealed wrapper, addressed to such Commissioner or his or her address as the same appears in

the books of the Authority, provided that such notice is post marked at least five days prior to any meeting.

2. A waiver of any Notice in writing, signed by a Commissioner, whether before or after the time stated in said Waiver for holding a meeting, shall be deemed equivalent to a Notice required to be given to any Commissioner.

ARTICLE XI

Staff

1. The Authority shall, as specified and directed by the Board of Commissioners, make available a professional staff as needed for carrying out the purposes of this Authority.
2. The staff shall have professional management, legal and accounting capabilities sufficient to insure the proper and efficient operation of the Authority.
3. "Staff" shall include employees and Commissioners of the authority and other qualified individuals or organizations, who may from time-to-time contract with the Authority to provide professional, legal, accounting and technical assistance services to the Authority.
4. The number of the staff shall be as determined by the Board of Commissioners.
5. All staff shall receive the approval of the City Council before being officially hired.

ARTICLE XII

Indemnification

1. The Authority shall have the power to indemnify any persons, whether officers, Commissioners, employees, agents or other persons acting for or on behalf of the Authority in respect to any and all matters or actions for which indemnification is permitted by the laws of the State of Minnesota, including, without limitation, liability for expenses incurred in defending against actions commenced or threatened.
2. In the discretion of the Commissioners, the Authority may purchase and maintain insurance against claims arising out of events and made or threatened against persons described in Section 1 above, whether or not the Authority has the power to indemnify such person under the laws of the State of Minnesota.

ARTICLE XIII
Amendment of By-Laws

1. Alterations, amendments or repeal of the By-Laws may be made by a majority of the Commissioners entitled to vote at any meeting, if the notice of such meeting contains a statement of the proposed alteration, amendment or repeal. Notice of any alteration, amendment or repeal of the By-Laws shall be given in writing to each Commissioners at least ten (10) days prior to the meeting at which said proposed alteration, amendment or repeal shall be considered.
2. Any alterations, amendments or repeal of these By-Laws require City Council approval before taking effect.

ARTICLE XIV
Miscellaneous

1. All meetings of the Authority shall be governed by Roberts Rules of Order, Revised.
2. The Authority shall adopt and maintain a conflict-of-interest policy which shall be applicable to all actions to be taken by the Commissioners or Officers.

ADOPTED THIS 11th DAY OF December, 2024



Mayor, Rich Fjerstad



Hayfield City Clerk, Lori Kindschy



EDA President, Jared Holton