

# **BYLAWS**

**of the**

**MINNEAPOLIS COMMUNITY DEVELOPMENT AGENCY**

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## MINNEAPOLIS COMMUNITY DEVELOPMENT AGENCY

Effective June 1, 1986

Amended January 25, 1991

Amended March 29, 1991

Amended May 28, 1993

Amended June 28, 1993

Amended \_\_\_\_\_, 2014

### PREAMBLE

The Minneapolis Community Development Agency (**the "Agency"**) was created by an ordinance of the Minneapolis City Council (codified as Chapter 422 of the Minneapolis Code of Ordinances) pursuant to authority granted by 1980 Minn. Laws Chapter 595 (**"Chapter 595"**). The Minneapolis City Council found that the preservation of the quality of life in the City of Minneapolis (**the "City"**) is dependent upon maintaining and increasing employment opportunities, providing improved housing opportunities, creating an expanded tax base, including commercial and industrial valuation, maintaining economically viable commercial and industrial areas within the city and encouraging redevelopment and that a coherent organized structure is necessary to accomplish these objectives.

The organizational meeting of the Agency was held on June 16, 1986.

**On August 24, 2003, the Minneapolis City Council adopted an ordinance (codified as Chapter 415 of the Minneapolis Code of Ordinances) creating the Department of Community Planning and Economic Development. Thereafter, as part of a reorganization of its development-related functions, the Minneapolis City Council transferred the Agency's employees and most of its assets and activities to the City pursuant to a series of resolutions. Due to its status as a separate political subdivision, however, the Agency is retained as a legal entity in order to perform a limited number of functions. Examples include the authority to impose a special levy pursuant to Chapter 595, to participate in the Bank Qualified Bank Direct Revenue Bond Program, to own various real estate assets, and to perform additional functions as required.**

ARTICLE I - THE AGENCY

Section A. NAME

The legal name of the Agency is "THE MINNEAPOLIS COMMUNITY DEVELOPMENT AGENCY."

Section B. SEAL

~~The Agency shall have a Corporate Seal bearing its legal name and the year of incorporation. The Executive Director of the Agency shall have the custody of the seal of the Agency and said Executive Director and Deputy Executive Director or designees as approved by the Board of Commissioners are further authorized under his/her signature and by affixing the corporate seal of the Agency to certify copies of any of the records of the Agency and any documents in its possession or under its control.~~

**The Agency shall have a corporate seal bearing its legal name and the year of incorporation. The Secretary shall be the custodian of the corporate seal of the Agency. Pursuant to written delegation of signature authority, as authorized by the Secretary, the Executive Director and Deputy Executive Director, or designees, are authorized under his/her signature and by affixing the corporate seal of the Agency to certify copies of any of the records of the Agency and any documents in its possession or under its control.**

Section C. OFFICE

The principal office of the Agency shall be 105 Fifth Avenue South, **Suite 200**, Minneapolis, Minnesota 55401, or as otherwise determined by resolution of the **Board of Commissioners of the Agency**.

~~Article~~**ARTICLE II - ORGANIZATION**

Section A. OFFICERS

~~The~~ **Officers** of the Agency shall be the Chair**person**, Vice Chair**person** and Secretary. The Chair, Vice Chair and Secretary shall be elected by and from the **Board of Commissioners** at the ~~Annual~~ **Annual** meeting of the Agency immediately after the roll call and the approval of the minutes of the previous meeting or meetings, and shall hold office immediately and each so elected shall hold office until the election and qualification of his or her successor. In case of vacancy occurring in the office of Chair**person**, Vice Chair**person** or Secretary, it shall be filled by election for the unexpired term at the next regular or special meeting of the Agency, but notice of such proposed election, whether at a regular or special meeting, shall be given as in the case of notice of special meeting of the Agency.

Sub-Section 1. CHAIRPERSON

The Chairperson shall preside at all meetings of the Board of Commissioners of the Agency.

#### Sub-Section 2. VICE CHAIRPERSON

The Vice Chairperson shall preside at any meeting of the Board of Commissioners of the Agency in the absence of the Chairperson during the absence of the Chairperson from the City of Minneapolis and during the inability of the Chairperson to act due to ill health. If a vacancy occurs in the office of the Vice Chairperson, the vacancy shall be filled according to Article II, Section A of these Bylaws.

#### Sub-Section 3. SECRETARY

The Secretary shall keep minutes of all meetings of the Agency. During the absence of the Secretary, the Commissioners attending the meeting may elect a Secretary Pro Tem to act at, may certify the minutes of said meeting, and may execute any and all documents on behalf of the Agency that would be executed by the Secretary were he/she present. The Secretary may delegate to the Executive Director such of his/her powers as he/she is not legally required to execute personally. The Secretary shall preside at any meeting of the Agency in the absence of both the Chairperson and the Vice Chairperson and may exercise the powers of the Chairperson during the absence of both the Chairperson and the Vice Chairperson from the City of Minneapolis and during the inability of the Chairperson and the Vice Chairperson to act due to ill health.

**Secretary. The Secretary shall be the custodian of the corporate seal of the Agency and shall be responsible for ensuring proper records are prepared and maintained of all its transactions; shall assure all notices are given as required by law or these bylaws; and shall perform all other duties which are customary or incidental to the office of Secretary and such duties as may from time to time be prescribed by the Board of Commissioners of the Agency. In the absence or disability of the Secretary, the Board of Commissioners shall designate another of its members to serve as Secretary pro tem, who shall have the power to perform all duties of the Secretary, including the authority to sign or countersign, attest, or certify official actions and records of the Agency. The Secretary shall preside at any meeting of the Board of Commissioners of the Agency in the absence of both the Chair and the Vice Chair and may exercise the powers of the Chair during the absence of both the Chair and the Vice Chair from the meeting.**

**Assistant Secretary. The Minneapolis City Clerk, and the City Clerk's designees, are designated Assistant Secretaries to the Board of Commissioners of the Agency specifically for the purpose of aiding the Secretary in performing the duties of that office. Any Assistant Secretary so designated shall, under the direction of the Secretary (or Secretary pro tem), function as the recording secretary for each meeting of the Board of Commissioners; prepare and process meeting minutes and related records of the official actions of the Board of Commissioners; and, in general, shall attend to the clerical business of the Board of Commissioners as assigned by the Board of Commissioners or its Secretary.**

## Section B. MEETINGS

Parliamentary procedure at meetings of the **Board of Commissioners and its committees** Agency shall be governed by **the Rules of Order of the City Council as they may be amended from time to time**, the latest edition of Robert's Rules of Order, provided that all actions of the **Board of** Commissioners shall be approved by an affirmative vote of at least seven members.

In the absence of a quorum, any meetings may be adjourned from time to time, or those Commissioners present may discuss, but not vote on, any agenda item. ~~The regular meeting~~ **All meetings** of the Agency **Board of Commissioners and its committees** shall be held at **in Room 317 Minneapolis City Hall** ~~a fixed location as determined by the Commission.~~ Special meetings shall be held at the same location unless otherwise determined by the **Board of** Commissioners, in which case notice of the time and place of such meetings shall be given as in the case of notice of special meetings. All resolutions submitted to meetings shall be reduced to writing prior to or at the time of voting. No resolution need be read aloud, except that any Commissioner present may ask that any resolution be read, whereupon it may be read.

### Sub-Section 1. ANNUAL MEETING

The ~~Annual Meeting~~ of the **Board of Commissioners of the** Agency shall **follow the organizational meeting of the Minneapolis City Council in January following the general municipal election.** ~~be the second regular meeting of the Board of Commissioners in the month of June.~~ Business at this meeting shall include the election of the Chairperson, Vice Chairperson and Secretary and the appointment of all committee chairpersons. If for any reason the annual meeting is not held, then any ~~regular~~ meeting thereafter may be deemed to be the annual meeting by a majority vote of the Commissioners present.

### Sub-Section 2. REGULAR MEETINGS

~~The date and time of regular meetings shall be established by resolution. The Agency shall keep a schedule of its regular meetings on file at its principal office. If there is a deviation from the regularly scheduled meeting, by time or place,~~ **The Board of Commissioners and its committees will meet on an as-needed basis. If a meeting of the Board of Commissioners is required to consider business of the Agency, notice shall be provided as required for a special meeting. Board of Commissioners meetings shall follow meetings of the Minneapolis City Council.**

### Sub-Section 3. SPECIAL MEETINGS

A special meeting is a meeting other than a regular or emergency meeting. Special meetings of the **Board of Commissioners and its committees** Agency may be called by the Chairperson or during the absence of the Chairperson from the City of Minneapolis and during the inability of the Chairperson to act due to ill health, by the Vice Chairperson or Secretary. The Agency **Secretary** shall post notice of the date, time, place and purpose of the meeting on its principal bulletin board, and shall also mail or

deliver notice to each person who has filed a written request with the Agency for such notice. This notice shall be posted and mailed or delivered at least three days before the meeting, or notice may be published as provided in Minn. Stat. ~~§471.705 Subd. 1c(b), as amended~~ **13D.04**. Special meetings shall be called by the Chairperson upon request of seven other members of the Board of Commissioners.

#### Sub-Section 4. EMERGENCY MEETINGS

An ~~Emergency~~ **Emergency** meeting is a meeting called because of circumstances that, in the judgment of the Board of Commissioners, require immediate consideration. Emergency meetings of the **Board of Commissioners and its committees** ~~Agency~~ may be called at any time by the Chairperson, or during the absence of the Chairperson from the City of Minneapolis or during the inability of the Chairperson to act due to ill health, by the Vice Chairperson or Secretary.

Personal notice of the time, place, and purpose of said emergency meeting shall be given to each Commissioner within a reasonable time prior to commencement of said meeting. The ~~Agency~~ **Secretary** is required to make a good faith effort to provide notice of the emergency meeting to each news medium which has filed a written request for such notice. This notice shall be provided as soon as reasonably practicable after notice has been given to the members of the Board of Commissioners. The notice ~~should~~ **shall** include the subject of the meeting. Posted or published notice of an emergency meeting is not required. A report concerning such emergency meeting and matters discussed at said meeting shall be made at the next ~~regular~~ meeting thereafter.

#### Section C. COMMITTEES

**The Operating Committee shall conduct all business of the Board of Commissioners, take reports from staff, receive comments from the public, hold public hearings and make recommendations to the Board.** The Agency shall have such **additional** ~~C~~committees as may be established by the **Board of** Commissioners.

**The membership of the Operating Committee shall be the same as the membership of the Standing Committee on Community Development and Regulatory Services of the Minneapolis City Council. The Chair of the Standing Committee on Community Development and Regulatory Services shall be the Chair of the Operating Committee.** The **Board of** Commissioners shall appoint the chairpersons of all **other** committees. ~~Standing Committees are established as follows and consist of the number of appointed members as indicated. Members shall be appointed by majority vote of the Board and shall be changed from time to time by a majority vote of the Board.~~

~~Except as otherwise indicated, a~~ **A** majority of the **any** ~~C~~committee shall constitute a quorum.

Members	Quorum	
6	<del>3</del> <b>4</b>	Operating Committee

The Operating Committee shall conduct all business of the Board, take reports from staff, receive comments from the public, hold public hearings and make recommendations to the Board. **The Operating Committee shall meet on an as-needed basis following the meeting of the Standing Committee on Community Development and Regulatory Services.** The Board at its regular **next meeting following the Operating Committee meeting** will take final action on all recommendations of the Operating Committee. ~~The Board at its regular meetings will take final action on all recommendations of the Operating Committee.~~

Temporary appointments to fill vacancies on ~~Committees~~, including chairs, may, from time to time, be made by the Chairperson of the Board pending action by the Board. All committees shall elect a Vice Chairperson from among the committee membership.

~~The membership of the Operating Committee shall be the same as the membership of the Standing Committee on Community Development of the Minneapolis City Council. The Operating Committee shall meet regularly following the meetings of the Standing Committee on Community Development.~~

#### Section D. EXECUTIVE DIRECTOR

The staff shall be headed by an Executive Director who shall be appointed pursuant to Minneapolis Code of Ordinances, Chapter 422, Section 422.70. **The Director and Deputy Director of the City's Department of Community Planning and Economic Development shall hold the titles of Executive Director and Deputy Executive Director, respectively, of the Agency.** The Executive Director shall have complete responsibility for administration of the affairs of the Agency pursuant to policies determined by the Board of Commissioners ~~as approved by the Minneapolis City Council~~. The Deputy Executive Director is hereby delegated all of the authority and responsibility of the Executive Director as authorized by the Board of Commissioners of the Agency and the Executive Director.

### ARTICLE III - FINANCE AND CONTRACTS

#### Section A. FISCAL YEAR

The calendar year shall be the fiscal year of the Agency for general administration purposes; however, other fiscal years for special purposes or undertakings of the Agency may be established as required or desirable.

#### Section B. BUDGET

~~The following budgetary proceedings be and the same are hereby established.~~

(1) The Executive Director shall forward a budget to the Mayor and the City Council upon the forms and following the classification of titles of the budget estimates of the City Council. ~~The budget shall be prepared in accordance with the budget procedure of the charter in the same manner as required by City departments and shall show the estimates of the needs of the Agency for the following fiscal year as provided for in~~

Minn. Stat. §469.033, subd. 6, as amended, and Chapter 15, Section 2, of the City Charter of the City of Minneapolis, as amended.

~~(2) Budgets for locally funded programs shall be prepared for internal control and in conformance with any specific requests from the City of Minneapolis. Such budgets shall be on a fiscal year to conform to the fiscal year of the City of Minneapolis.~~

#### ~~Section C. STAFF~~

~~(1) The Staff **functions** of the Agency shall be **performed by City employees under the direction of the Executive Director** in accordance with the Personnel Policy of the Agency, as may be amended from time to time.~~

~~(2) During the absence of the Executive Director from the City of Minneapolis and during the inability of the Executive Director to act due to ill health, the Deputy Executive Director is hereby delegated all of the authority and responsibility of the Executive Director as authorized by the Commissioners of the Minneapolis Community Development Agency.~~

#### Section ~~D~~**C**. CONTRACTS AND PROCUREMENT

##### Sub-Section 1. PROCUREMENT

All construction work, and work of demolition and clearing, contracts for services, or for repairs, maintenance, and replacements, and every purchase of equipment, supplies or materials, and contracts, therefore, shall be in accordance with **applicable provisions of** Minn. Stat. §469.015 and **Minn. Stat. §471.345**, as amended, and the ~~P~~**procurement Policy policies and procedures of the City**, Agency adopted June 16, 1986, and as it may from **as they may be amended from** time to time be amended by formal action of the Commissioners.

##### Sub-Section 2. EXECUTION OF DOCUMENTS

~~Unless otherwise directed by the Agency or required by the United States or Federal agencies furnishing funds to the Agency, all promissory notes, and all land sale~~**Deeds, certificates of completion with release of forfeiture and other conveyancing instruments of the Agency shall be executed by two Commissioners.** ~~Contracts shall be executed on behalf of the Agency by the Executive Director or the Deputy Executive Director, contracts for goods and services may be executed on behalf of the Agency by the Contracting Officer, Executive Director or Deputy Executive Director. In the absence of the designee~~**Executive Director and Deputy Executive Director**, the Chairperson of the Board of Commissioners shall execute contracts. In the absence of the Chairperson, any other Commissioner may execute contracts. All other ~~contracts~~**documents** may be executed by an Agency employee designated by **designees of the Executive Director pursuant to written delegations of signing authority.**

##### Sub-Section 3. PREVAILING WAGES

~~The Agency will pay prevailing wages as required by law and contract with Federal agencies.~~

Section ~~E~~D. DISBURSEMENTS

Sub-Section 1. DEPOSITS

All moneys received by the Agency from any source whatsoever shall be deposited in approved bank accounts of the City and shall be disbursed ~~only by check~~ in accordance with all applicable laws and regulations, ~~except that petty cash funds not exceeding at any time Five Hundred Dollars (\$500.00) may be maintained by the Agency.~~

Sub-Section 2. CHECKS

All checks drawn on bank accounts of the City shall indicate the fund and, in the case of a project, the project to be charged, and shall be executed by or with the facsimile signatures of the City of Minneapolis, Finance Officer.

Article ~~ARTICLE~~IV - AMENDMENTS

These Bylaws may be amended at any meeting of the ~~Agency~~ Board of Commissioners by an affirmative vote of seven Commissioners, provided that ~~notice of such proposed amendments be mailed to each Commissioner of the Agency~~ shall be notified of such proposed amendments at least five days prior to such meeting. Notwithstanding the foregoing, these Bylaws also may be amended ~~By~~ unanimous consent of all Commissioners present at any meeting of the Board of Commissioners. ~~Agency,~~ however, these By-laws may be amended.

6-19-14