

**BY-LAWS  
of the  
VIRGINIA ECONOMIC  
DEVELOPMENT AUTHORITY**

**ARTICLE I  
NAME AND MISSION**

Section 1. **Name:** The name of this organization shall be the Virginia Economic Development Authority (VEDA).

Section 2. **Place of Business:** The principal place of business of the organization shall be the City of Virginia, St. Louis County, Minnesota and its area.

Section 3. **Mission:** Encourage economic development and redevelopment in and around the City of Virginia so as to establish diversification of business and industry, concentrate on creation and expansion of jobs, create a more stable job base and, by so doing, increase the City tax base. Involvement in any activity that will broaden the City's physical attractiveness, cultural growth, recreational capacities and anything else deemed to be in the best interests of the health, safety, prosperity and general welfare of the citizens of the City. Work with neighboring cities to enhance the entire area's economic strength and well being.

**ARTICLE II  
ORGANIZATION**

Section 1. **Government:** The government of this organization will be vested in an eight member Board of Directors in which two must be members of the City Council, one city staff as noted below, and five shall be non-council members. Qualifications for all members shall be at least one of the following: 1) Reside in the City of Virginia; 2) be employed in the City of Virginia; 3) Own property in the City of Virginia. All members shall be appointed by the Mayor with approval of the City Council. The Board of Directors shall have the option to determine the staffing needs of the Authority and hire accordingly.

Section 2. **Officers:** The officers shall consist of a President, Vice-President, Secretary/Treasurer, each to be elected annually. Officers shall not serve in the same position for more than 2 consecutive years.

Section 3. **Powers:** The Authority Board of Directors will direct the general affairs of the Authority and will function within the parameters outlined in the resolution proclaimed by the City Council on July 23, 1991.

Section 4. **Terms of Office:** City council members are appointed to coincide with their term of office as members of the City Council. Terms of all non-Council members shall be two year terms with a Minnesota statute limitation of 10 years of service.

Section 5. City council members may not serve on the executive committee.

Section 6. If a vacancy is created it must be filled for the balance of the unexpired term.

Section 7. **Executive Director:** The city administration's designated staff person serving as the primary point of contact for economic development activity for the city will serve as the executive director of the Authority. The executive director will be a voting member of the Authority but may not serve as a member of the Executive Committee. No additional compensation is provided by this appointment.

### ARTICLE III MEETINGS

Section 1. **Meetings:** Meetings will be held on the first Thursday of each month. Special meetings may be called by the President, Vice President or the combination of two Directors.

Section 2. **Quorum:** A quorum will constitute a majority of the Directors. If a director cannot attend a meeting, regular or special, a proxy vote will be permitted in writing to another director.

### ARTICLE IV DUTIES OF OFFICERS

Section 1. **President:** The President shall preside at all meetings. He/she may appoint with the approval of the Board of Directors special committees consistent with the general purpose of the organization. The President will serve as the liaison to the city's Building and Grounds Committee.

Section 2. **Vice President:** In the absence of the President the Vice President shall assume the duties of the President and in the absence of both the President and Vice President the Board of Directors shall select from its own members a Pro Tem to act temporarily.

Section 3. **Secretary/Treasurer:** The Secretary/Treasurer shall make an annual report and such further financial reports as the Board of Directors may require; and perform such other duties as may be required by the Board of Directors. The procedures for the payment of obligations and the duties of the Secretary/ Treasurer and other officers in connection therewith shall be determined from time to time by the Board of Directors. If, for any reason, the Secretary/Treasurer is unable to perform his/her duties, the Board of Directors may designate an alternate member to perform the Secretary/Treasurer's duties for such time as the Secretary/Treasurer is unable to act. The Secretary/Treasurer shall personally or by deputy attend all meetings of the Board of Directors and shall record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose. He/she shall give, or cause to be given notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors.

### ARTICLE V FINANCES

Section 1. **Funds:** All monies received by the Virginia Economic Development Authority will be placed in the appropriate accounts in a timely manner.

Section 2. **Disbursements:** Any two designated Board members which include at least one of the following: President, Vice-President or Secretary/Treasurer is authorized to make disbursements on accounts and expenses. Any capital equipment purchases in excess of \$500 shall be brought to the Board of Directors for final approval. Disbursements shall be by check.

Section 3. **Fiscal Year:** The fiscal year of the Virginia Economic Development Authority shall be the 12 month period ending on December 31 of each year.

Section 4. **Budget:** In September of each year, prior to the September Board of Commissioner's meeting, the Budget Committee shall compile a budget of the estimated income and expenses for the coming year and submit it to the Board of Directors for approval at the Commissioner's next regularly scheduled monthly meeting to be held in September. It will then be given to the City Council for approval at its next meeting. This budget must include a detailed written notice of the amount of money that the Authority expects to need from the City during the next fiscal year.

In addition to the annual budget, the Authority must submit a detailed annual report to the City Council outlining its activities, receipts and expenditures during the preceding calendar year.

**Section 5. Annual Audit:** The financial statements of the EDA must be prepared, audited, filed and published or posted in conjunction with the financial statements of the City. No separate independent audit will be required as all financial transactions are conducted by the city's financial division. The joint report must be filed with the State Auditor by June 30th of each year. The Auditor will review the report and may accept it or may request an audit the EDA books for cause.

**Section 6. Bonding:** The Secretary/Treasurer shall be bonded by sufficient fidelity in an amount set by the Board of Directors and paid for by the Virginia Economic Development Authority.

#### **ARTICLE VI STANDING COMMITTEES**

Standing committees of the Authority shall be:

- a) Executive Committee consisting of the President, Vice President, and Secretary/Treasurer with the current President serving as the Chair of the Executive Committee. The Executive Committee shall meet and address time sensitive issues on behalf of the Authority and will report any actions taken on behalf of the Authority to the full Board of Directors at its next regularly scheduled meeting. If such action requires the expenditure of funds or the execution of any contract for services, a special meeting will be called of the full Board if necessary to meet timelines.
- b) By Laws Committee
- c) Commercial/Business Committee
- d) Housing Committee
- e) Business Retention and Expansion

The President shall have the responsibility to annually appoint a committee chair from the Board of Directors for each standing committee. Membership in committees may be garnered from both the Board of Directors and other interested citizens.

#### **Article VII SEAL**

The Virginia Economic Development Authority shall have a seal.

#### **ARTICLE VIII PARLIAMENTARY AUTHORITY**

The current edition of Roberts Rules of Order shall be the final course of authority on all questions of parliamentary procedures when such rules are not inconsistent with the Bylaws of the Virginia Economic Development Authority.

#### **ARTICLE IX ELECTRONIC SUBMISSIONS**

**Section 1. Electronic Mail:** The preferred method for transmittal of all correspondence including, but not limited to: meeting announcements, agendas, minutes, financial reports, or proposals will be electronically. If a Director does not have access to an email account, postal mail will be used.

Section 2. **Electronic Signature:** Board members may indicate approval or disapproval of actions with an electronic signature if scheduling does not permit a face-to-face meeting for actions that do not require the expenditures of funds or entering into a contractual obligation.

**ARTICLE X  
INSURANCE**

Section 1. The Board of Directors will be insured by errors and omissions coverage paid by the Virginia Economic Development Authority.

Section 2. **Indemnification:** To the extent permitted by law, any former or present Director of this Authority who was or is a party or is threatened to be made a party to any proceeding, or the estate of any former Director of this Authority which is a party or is threatened to be made a party to any proceeding, wherever and by whomever brought, by reason of his or her former or present official capacity as a Director of this Authority, while serving at the request of this Authority, shall be indemnified by this Authority against expenses, including attorney's fees, judgments, fines and amounts paid in settlement or actually and reasonably incurred by him or her in connection with such proceeding. Such reimbursement shall be made in advance of the final disposition of the proceeding to the extent provided by law. Except as expressly provided herein, no other person shall be indemnified by the Authority for expenses incurred in connection with a proceeding to which such person was or is a party or is threatened to be made a party by reason of the former or present official capacity of such person.

**ARTICLE XI  
BONDING AND LEVY AUTHORITY**

The Virginia Economic Development Authority will be authorized to work with the City Council on any bonding activity that may be required for an economic development opportunity coming before the Authority.

The Authority may also make recommendation to the City Council on the opportunity to obtain levy funding for economic development activities within the city according to the schedule required for submission to the county and state.

**ARTICLE XII  
AMENDMENTS**

Section 1. **How made:** These By-laws may be amended, revised, suspended or released by a majority vote of the Board of Directors, provided that a notice shall have been mailed to each member at least five (5) days prior to such meeting giving a fair statement of what amendment or revision is proposed.

Approved as amended June 4, 2009:

\_\_\_\_\_ Secretary/Treasurer

\_\_\_\_\_ Date