

**BYLAWS OF THE RED WING
HOUSING AND REDEVELOPMENT AUTHORITY
RED WING, MINNESOTA**

Section 1. Name of Authority.

The name of the Authority shall be the "Red Wing Housing and Redevelopment Authority".

Section 2. Seal of Authority.

The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.

Section 3. Office of Authority.

The offices of the Authority shall be 428 West Fifth Street in the City of Red Wing, State of Minnesota, but the Authority may hold its meetings at such other place or places as it may designate by resolution.

ARTICLE II - OFFICERS

Section 1. Officers.

The officers of the Authority shall be a Chairperson, a Vice-Chairperson, and a Secretary/Treasurer.

Section 2. Chairperson.

The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairperson shall sign all contracts, deeds and other instruments made by the Authority.

Section 3. Vice-Chairperson.

The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Authority shall select a new Chairperson.

Section 4. Secretary/Treasurer.

The Secretary/Treasurer shall perform the duties of a Secretary/Treasurer for the Authority.

Section 5. Executive Director.

The Authority shall employ an Executive Director who shall have general supervision over the administration of its business and affairs, subject to the direction of the Authority. He/she shall be charged with the management of the housing projects of the Authority.

As assistant to the Secretary/Treasurer, the Executive Director in his/her own name and title shall keep the records of the Authority, shall act as Secretary of the meetings of the Authority and record all votes, and shall keep a record of the proceedings to be kept for such purpose, and shall perform all duties incident to his/her office; or appoint a staff person to assist in these duties. He/she shall keep in safe custody the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

They shall have the general supervision of the fiscal management of all funds of the Authority. The Executive Director may employ, subject to the direction of the Authority, a Financial Officer to assist in the fiscal management of all Authority funds. The Authority shall, by resolution, designate who may sign all orders and checks for the payments of moneys under the direction of the Authority by signature or facsimile signature. The Executive Director, or subject to their supervision of the Financial Officer, shall keep regular books of accounts showing receipts and expenditures, and

shall at each regular meeting, provide a detail listing of expenditures. The Authority will give bond for the faithful performance of staff performing any financial duties as the Authority may determine.

The compensation of the Executive Director shall be determined by the Authority.

Section 6. Additional Duties.

The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority or the bylaws or rules and regulations of the Authority.

Section 7. Election or Appointment.

The first Chairperson shall, pursuant to his/her appointment, serve in the capacity of Chairperson until the expiration of his/her term in office as Commissioner. The Vice-Chairperson, Secretary/Treasurer and, except in the case of the First Chairperson, the Chairperson shall be elected at the annual meeting of the Authority from among the Commissioners of the Authority, and shall hold office for one year or until their successors are elected and qualified.

The Executive Director shall be appointed by the Authority. Any person appointed to fill the office of Executive Director, or any vacancy therein, shall have such term as the Authority fixes, but no Commissioner of the Authority shall be eligible to this office.

Section 8. Officer Term Limits.

No Commissioner shall serve more than two consecutive terms to the same office. A Commissioner may hold the same office provided one full year has elapsed from the termination of the last term served in the office. The exception to term limits is upon any vacancy of office, as stated in Article II, Section 9.

Section 9. Vacancies.

Should the office of the Chairperson, Vice-Chairperson or Secretary/Treasurer become vacant, the Authority shall elect a successor from its membership at the next regular meeting, and such election shall be for the remaining term of said office. When the office of Executive Director becomes vacant, the Authority shall appoint a successor, as aforesaid.

Section 10. Additional Personnel.

The Authority may from time to time employ such personnel, as it deems necessary to exercise its powers, duties and functions as prescribed by the Municipal Housing and Redevelopment law of Minnesota applicable thereto. The selection and compensation of such personnel (including the Executive Director) shall be determined by the Authority subject to the laws of the State of Minnesota.

ARTICLE III – MEETINGS

Section 1. Annual Meeting.

The annual meeting of the Authority shall be held at the regular meeting place of the Authority, or such place as designated.

Section 2. Regular Meeting.

Monthly meetings shall be held with notice at the regular meeting place of the Authority on the second Tuesday of each month.

Section 3. Special / Emergency Meetings.

Special / Emergency meetings of the Authority may be called by the Chairperson, or two members of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered at any time prior to the time of the proposed meeting to each member of the Authority or may be mailed to the business or home address of each member of the Authority at least two (2) days prior to the date of such special meeting. At such special meeting no business shall be considered other than

as designated in the call, but if all of the members of the Authority are present at a special meeting, any and all business may be transacted at such special meeting.

Section 4. Quorum.

The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. Three Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. When quorum is in attendance, action may be taken by the Authority upon vote of a majority of the Commissioners present.

Section 5. Order of Business.

At the regular meetings of the Authority the following shall be the order of business:

1. Call to Order.
2. Approval of Minutes.
3. Program Reports.
4. Old Business.
5. New Business.
6. Other Business.
7. Bills/Expenses.
8. Adjourn.

All resolutions shall be in writing and shall be copied in the journal of the proceedings of the Authority.

Section 6. Manner of Voting.

The voting on all resolutions coming before the Authority shall be by roll call, and the yeas and nays shall be entered upon the minutes of such meeting.

ARTICLE IV – AMENDMENTS

Amendments to Bylaws.

The bylaws of the Authority shall be amended only with the approval of at least three of the members of the Authority at an annual, regular or special meeting.

As amended March 8, 2005 by Resolution #810