

**BYLAWS OF THE
DAKOTA COUNTY COMMUNITY DEVELOPMENT AGENCY**

ARTICLE I - THE AGENCY

Section 1. Name of Agency. The name of the Agency shall be the "Dakota County Community Development Agency" (the "Agency").

Section 2. Seal of Agency. The Seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. Office of Agency. The offices of the Agency shall be at 1228 Town Centre Drive in the City of Eagan, State of Minnesota, which shall be designated as the "Regular Meeting Place".

ARTICLE II - MEMBERSHIP

Section 1. Number of Members. The number of members of the Board of Commissioners of the Agency (the "Agency Board") shall be eight (8).

Section 2. Appointment. Each member of the Agency Board ("Agency Commissioner") shall be appointed by the Dakota County Board of Commissioners ("County Board").

Section 3. County Board District Commissioners. There shall be one (1) Agency Commissioner for each of the seven (7) county commissioner districts ("County Board Districts"). The Agency Commissioner for a particular County Board District shall maintain a principle residence in such County Board District. An Agency Commissioner who ceases to maintain a principle residence in the County Board District for which the Agency Commissioner was appointed shall be deemed to have voluntarily resigned as an Agency Commissioner. A vacancy is created on the Agency Board for a County Board District whenever the county commissioner for that County Board District ends membership on the County Board.

Section 4. At-Large Commissioner. There shall be one (1) At-Large Commissioner appointed in accordance with the requirements of the Code of Federal Regulations, title 24, part 964. The At-Large Commissioner shall maintain a principle residence in Dakota County and be in compliance with either the federal Public Housing or Housing Choice Voucher programs. An

At-Large Commissioner who ceases to maintain a principle residence in Dakota County or ceases participation in either the federal Public Housing or Housing Choice Voucher programs shall be deemed to have voluntarily resigned as an At-Large Commissioner.

Section 4. Term of Office. The terms of Agency Commissioners shall be staggered three year terms to the extent possible, beginning on the first Tuesday following the first Monday in the applicable January. The terms shall be staggered as follows:

County Board District 1 - Term ending January 2012 and every three years thereafter.

County Board District 2 - Term ending January 2013 and every three years thereafter.

County Board District 3 - Term ending January 2013 and every three years thereafter.

County Board District 4 - Term ending January 2011 and every three years thereafter.

County Board District 5 - Term ending January 2011 and every three years thereafter.

County Board District 6 - Term ending January 2011 and every three years thereafter.

County Board District 7 - Term ending January 2012 and every three years thereafter.

At-Large Commissioner - Term ending January 2020 and every three years thereafter.

An Agency Commissioner appointed by the County Board to fill a vacancy on the Agency Board shall be appointed to serve the remainder of the applicable unexpired term. Except as provided in Article II, Section 3 hereof, an Agency Commissioner shall continue to serve after expiration of his/her term until a successor is appointed and qualified.

Section 5. Upon appointment by the County Board of a liaison between the County Board and the Agency Board (the "County Liaison"), the County Liaison shall be considered a member of the Agency Board for all purposes, including receipt of all meeting notices (whether regular, special, emergency or closed), except that the County Liaison shall not (a) be counted as a part of a quorum under Article V, Section 5 hereof, (b) have a vote on matters before the Agency Board or (c) receive compensation pursuant to Article V, Section 10 hereof.

ARTICLE III - OFFICERS

Section 1. Designation of Officers. The officers of the Agency shall be a Chair, a Vice-Chair and a Secretary.

Section 2. Chair. The Chair shall preside at all meetings of the Agency. At each meeting, the Chair shall submit such recommendations and information as he/she may consider proper concerning the business, affairs, and policies of the Agency.

Section 3. Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair; and in case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair until such time as the Agency shall select a new Chair.

Section 4. Secretary. The Secretary shall keep records of the Agency, shall act as Secretary of the meetings of the Agency Board and record all votes and shall keep a record of the proceedings of the Agency Board in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his/her office. He/she shall keep in safe custody the seal of the Agency and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Agency Board.

Section 5. Executive Director.

(a) The Agency may employ an Executive Director who shall have general supervision over the administration of its business and affairs, including management of Agency housing projects, subject to the discretion of the Agency Board. The County Board shall ratify the appointment of any executive director of the Agency occurring after the date of these Bylaws. Any person appointed to fill the office of Executive Director, or any vacancy therein, shall have such term as the Agency fixes, but no Agency Commissioner shall be eligible for this office. The compensation of the Executive Director shall be determined by the Agency Board.

(b) The Executive Director shall hire, fire and supervise all Agency personnel. The Executive Director may appoint a Deputy Executive Director who shall have such powers and duties as are delegated by the Executive Director and who shall act on behalf of the Executive Director in his/her absence.

(c) The Executive Director shall serve as assistant to the Secretary in the performance of the duties described in Article III, Section 4 hereof.

Section 6. Additional Duties. The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency Board or the bylaws or rules and regulations of the Agency.

Section 7. Election or Appointment. The Chair, Vice Chair, and Secretary shall be elected at the annual meeting of the Agency from among the County Board District Commissioners, and shall hold office for one year or until their successors are elected and qualified.

Section 8. Vacancies. Should the office of Chair, Vice-Chair or Secretary become vacant the County Board District Commissioners shall elect a successor from its membership at the next regular or special meeting, and such election shall be for the unexpired term of said office. When the office of Executive Director becomes vacant, the Agency Board shall appoint a successor.

ARTICLE IV- EXECUTION OF AGENCY DOCUMENTS

Section 1. Contracts and other Transactional Documents. All documents requiring approval of the Agency Board shall be executed as authorized or directed by the approving resolution of the Agency Board. If no such resolution is adopted by the Agency Board, or such resolution is silent as to execution, the document(s) may be executed by the Chair or the Executive Director. Documents not requiring specific approval by the Agency Board may be executed on behalf of the Agency by the Chair or the Executive Director. In the absence or disability of the Chair, documents may be executed by the Vice-Chair or any other Agency Commissioner. In the absence or disability of the Executive Director, documents may be executed by the Deputy Executive Director or such other person as the Executive Director has authorized in writing to do so.

Section 2. Checks and other Disbursements. The Executive Director shall be responsible for the care and custody of all funds of the Agency, except that the banking institution or institutions in which Agency funds are regularly maintained shall be named by the Agency Board. The Executive Director shall establish and maintain a written policy designating the method of transfer or withdrawal of funds by the Agency in and from its bank accounts. The Executive Director may delegate the responsibility for but shall oversee the maintenance of such

accounting records as shall (a) comply with Minnesota law, (b) be consistent with applicable generally accepted accounting practices and (c) be delivered to the Agency Board at such times and in such form as directed by the Agency Board.

ARTICLE V - MEETINGS

Section 1. Annual Meeting. The annual meeting of the Agency Board shall be held prior to the regular January meeting at the Regular Meeting Place.

Section 2. Regular Meeting. The Agency Board by resolution shall adopt, and from time to time may amend, a schedule with the dates of regular Agency Board meetings for the year. Monthly meetings shall be held without additional notice at the Regular Meeting Place of the Agency. If a meeting falls on an election day, the meeting shall end by 6:00 p.m. in accordance with Minnesota law. If a regular meeting is to be held on a date, at a time or at a place different from the date, the Regular Meeting Place or the regular meeting time identified in the annual schedule, notice of the meeting must be given in accordance with Article V, Section 3 hereof as though it is a special meeting. Each regular meeting agenda shall be posted on the Agency's website at least three (3) calendar days prior to the applicable regular meeting.

Section 3. Special Meeting. Special meetings of the Agency Board may be called by the Chair, the Executive Director or any three members of the Agency Board for the purpose of transacting any business designated in the call. At least three calendar days prior to a special meeting, written notice of its date, time, place and purpose shall be (a) mailed, delivered or electronically forwarded to all members of the Agency Board, including the County Liaison, (b) mailed or delivered to anyone who has specifically requested notice of special meetings or, as an alternative, published in the Agency's official newspaper, (c) posted on the principal bulletin board of the Agency or, if there is none, on the door of the Regular Meeting Place of the Agency and (d) posted on the Agency's website. At such special meeting, no business shall be considered other than as designated in the call.

Section 4. Emergency Meeting. An emergency meeting is a meeting at which, in the judgment of the Chair, the Executive Director or any three members of the Agency Board, action must be taken before a special meeting can be duly called or the Agency (or its constituency) will likely suffer immediate and irreparable harm. Immediately upon a determination that an emergency meeting is to be held, notice of its date, time, place and purpose shall be (a) electronically forwarded to all members of the Agency Board, including the County Liaison, (b) electronically delivered to anyone who has specifically requested notice of special meetings, (c)

posted on the principal bulletin board of the Agency or, if there is none, on the door of the Regular Meeting Place of the Agency and (d) posted on the Agency's website.

Section 5. Closed Meetings. Closed meetings shall be held only as authorized by and in accordance with the procedures established by the Minnesota Open Meeting Law, *Minnesota Statutes*, Sections 13D.04 to 13D.07. Before closing a meeting, the Agency shall state on the record the specific statutory grounds permitting the meeting to be closed and describe the subject to be discussed.

Section 6. Work Sessions. The Agency may schedule work sessions, retreats, forums or similar gatherings at such times and concerning such subjects as may be established by resolution of the Agency Board. A schedule of such meetings shall be maintained in the CDA Administration department. Such gatherings shall be noticed as for a regular or special meeting.

Section 7. Quorum. The powers of the Agency shall be vested in the Agency Commissioners in office from time to time. Four County Board District Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes. In the absence of a quorum a meeting may not be called to order and meetings for which a quorum was initially present shall be considered automatically adjourned without notice when there is no longer a quorum. A meeting adjourned for lack of a quorum may be called to order again if a quorum becomes present within one (1) hour of adjournment *provided* that this possibility is clearly and publicly stated to those in attendance at the time of initial adjournment. When a quorum is in attendance, action may be taken by the Agency upon a vote of a majority of the Agency Commissioners present.

Section 8. Official Record. The minutes of all meetings of the Agency Board of Commissioners, once approved, shall constitute the official record of all actions of the Agency Board and the journal required to be maintained by *Minnesota Statutes*, Section 13D.01, subdivision 4.

Section 9. Order of Business. At the regular meetings of the Agency the following shall be the order of business:

- (a) Roll Call
- (b) Introduction of New Employees
- (c) Audience (Citizen Comment)
- (d) Approval of Agenda & Meeting Minutes

- (e) Federal Public Housing & Housing Choice Voucher Agenda
- (f) Consent Agenda
- (g) Regular Agenda
- (h) Information
- (i) Adjournment

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

Section 10. Audience/Citizen Requests. The Agency Board prefers all business matters initiated by citizens coming before them to first be reviewed by staff and scheduled for discussion on the appropriate agenda. If an individual seeks to appear before the Agency Board, he/she should notify CDA Administration of his/her intention and the issue that will be presented. Staff will confer with the individual, address the issue and, if necessary, schedule the issue accordingly on the agenda. When a citizen requests a scheduled appearance at a meeting to discuss an item of business, staff will contact the Board Chair for a decision on placement and duration of the subject matter on the agenda. Maximum length of time for an item to be presented in the Audience section on the agenda is five minutes. In general, before taking action, the Agency Board will direct the item to the appropriate staff for further review and recommendation.

Section 10. Manner of Voting. The voting on all questions coming before the Agency Board may be by unanimous consent or by roll call if requested by an Agency Commissioner, and the ayes and nays shall be entered upon the minutes of such meeting.

Section 11. Agency Commissioners Compensation. To the extent permitted by law, each Agency Commissioner may be paid up to \$50 per regular, special and emergency meeting or work sessions at which said Agency Commissioner is in attendance. For purposes of this Article V, Section 10, continued meetings shall constitute a single meeting.

Section 12. Attendance Policy. In each calendar year, each Agency Commissioner shall be required to:

- (a) Attend a minimum of 50% of all regular Agency Board meetings.
- (b) Not miss three consecutive Agency Board meetings.

Data evidencing failure to meet the above requirements shall be transmitted to the County Board, which may result in removal of the Agency Commissioner pursuant to *Minnesota Statutes*,

Section 469.010 or in not being reappointed as an Agency Commissioner by the County Board upon expiration of his/her existing term.

ARTICLE VI - AMENDMENTS

Proposed amendments to these bylaws shall be distributed to each Agency Commissioner at least ten (10) calendar days prior to Agency Board action thereon unless at a meeting called to consider such amendment each of the Agency Commissioners present and voting thereon waives this notice requirement. Approval of amendments shall require the approval of at least four (4) County Board District Commissioners at a regular or a special meeting.