

**BY-LAWS OF THE COOK COUNTY/GRAND MARAIS
JOINT ECONOMIC DEVELOPMENT AUTHORITY**

Adopted April 14, 1988

Amended July 16, 2024

ARTICLE I - FORMATION

Section 1 – Establishment. The Authority was established by the Minnesota State Legislature on April 14, 1988 and by the Enabling Resolution 88-5 of the Cook County Board of Commissioners dated January 5, 1988 and City Council of Grand Marais Resolution 88-19 dated December 14, 1988.

Section 2- Name of the Authority. The name of the Authority shall be the Cook County/Grand Marais Joint Economic Development Authority (sometimes referred to, herein, as the “EDA” or the “Authority”).

Section 3 – Office of the Authority. The principal office of the Authority shall be at 425 W Highway 61, Suite B, Grand Marais, Minnesota 55604.

Section 4- Seal of Authority. As required by statute, the Authority shall have an official seal, which shall be in the form depicted in Exhibit A.

ARTICLE II – BOARD OF COMMISSIONERS

Section 1 – Commissioners. The governing body of the Authority shall be called the Board of Commissioners (the “Board”). The Board shall be responsible for the general governance of the Authority and shall conduct its official business at meetings thereof.

Section 2 – Membership. The Board shall consist of seven voting members (each, a “Commissioner”), of which three shall be appointed by the City Council of Grand Marais and four of which shall be appointed by the Cook County Board of Commissioners. The initial appointment of the members shall be for terms of one, two, three, four, five and two Commissioners for six years. Subsequent terms shall be for a period of six years.

Section 3- Duties. All Commissioners shall perform the duties of a Commission, including duties as officer or member of a standing or special committee of the Board.

Section 4 – Vacancies. A vacancy is created on the Board when a Commission Member ends their services on the Authority. A vacancy for this or for any other reason must be filled for the balance of the unexpired term, in the manner in which the original appointment was made.

Section 5 – Compensation and Reimbursement. Commissioners shall be paid for attending each regular or special meeting of the authority in the amount of \$30.00. Commissioners may also be reimbursed for actual expenses incurred doing official business of the Authority such as mileage. All money paid for compensation or reimbursements must be paid out of the Authority’s budget.

Section 6 – Removal for Cause. A Commissioner may be removed by the City Council or County Board of Commissioners, depending on original appointment for inefficiency, neglect of duty or misconduct in office following hearing in accordance with the procedures set form in Minnesota Statues §469.095, subdivision 5.

Section 7 – Non-Voting Member. The executive director of the Authority shall be a non-voting Member of the Board ex officio.

Section 8 – Resignation of Commissioners. If a Commissioner is absent for three consecutive meetings of the Board without prior notification to an officer of the Board of such absence, the third absence shall constitute the resignation of such Commissioner and a new Commissioner shall be appointed by the same body who appointed such Commissioner to complete the term of office of such Commissioner.

ARTICLE III – MEETINGS

Section 1 – Regular Meetings. The Board shall hold regular meetings on the third Tuesday of each month, commencing at 4:00 o'clock p.m., C.T., or at such other time as the Board may determine. All meetings shall be held at the Cook County Courthouse or at such place designated by the Board.

Section 2 – Special Meetings. Special meetings of the Board may be called by President alone or by any two (2) Commissioners of the Board for the purpose of transacting any business designated on the call. The call for a special meeting may be delivered at any time prior to the time of the proposed meeting to each Commissioner of the Board, but no less than twenty-four hours prior to such a meeting. The Secretary shall post notice of any special meeting no less than twenty-four hours prior to such special meeting.

Section 3- Annual Meeting. The annual meeting of the Board shall be held on the third Tuesday of the month of January in each year.

Section 4 – Quorum. The powers of the Authority shall be vested in the Board. Four (4) Commissioners shall constitute a quorum for the purpose of conducting the business and exercising the powers of the Authority. When quorum is in attendance, action may be taken by the Board upon a vote of the majority of the Commissioners present.

Section 5 – Order of Business. The Board may determine the order of business at their meetings.

Section 6 – Adoption of Resolutions. Resolutions of the Board shall be deemed adopted if approved by not less than a simple majority of all Commissioners present, unless a different requirement for adoption is prescribed by law. Resolutions may, but need not be, read aloud prior to any vote taken thereon.

Section 7 – Rules of Order. The meetings of the Board shall use the most recent edition of Robert’s Rules of Order as a guideline for meeting procedures.

ARTICLE IV – OFFICERS

Section 1- Officers. At the Annual Meeting, the Board shall elect the following officers by a majority vote:

- a. A President
- b. A Vice-President
- c. A Treasurer
- d. A Secretary; and
- e. An Assistant Treasurer

All officers must be elected. An officer shall hold office until a successor is elected, notwithstanding any earlier termination of their office or as a Commissioner. No Commissioner may be both President

and Vice-President simultaneously. The office of Assistant Treasurer and Secretary need not be held by a Commissioner.

Section 2 - Terms of Office. Terms of office shall be one year, upon appointment at the Annual Meeting in January. Any officer elected by the Board may be removed by the affirmative vote of any majority of the whole Board with or without cause.

Section 3 – President. The President shall preside at all meetings of the Board. Except as otherwise authorized by resolution of the Board, the President and the Secretary (the Vice President in the President’s absence or incapacity) shall sign all contracts, deeds, and other instruments made or executed by the Authority.

Section 4 – Vice President. The Vice-President shall perform the duties of the President in the absence or incapacity of the President and in case of the resignation of the President, the Vice-President shall perform such duties as are imposed on the President until such time as the Board shall select a new President.

Section 5 – Secretary. The Secretary need not be held by a Commissioner and may be elected by the Board. The Secretary shall insure that minutes are kept of all meetings of the Board and all records retained of the Authority. The Secretary shall be responsible for recording and maintaining accurate records of all official actions taken by or on behalf of the Authority.

Section 6 – Treasurer. The Treasurer shall receive and be responsible for Authority money, shall disburse Authority money by check only, shall keep an account of all Authority receipts and disbursements and the nature and purpose relating thereto, shall file all financial reports and disclosures required of the Authority, and be responsible for the acts of the Assistant Treasurer. The Treasurer shall have such additional duties and responsibilities as the Board may from time to time and by resolution prescribe.

Section 7 – Assistant Treasurer. The Assistant Treasurer shall be assumed by the Executive Director unless the Board determines and elects otherwise. The Assistant Treasurer shall have all the powers and duties of the Treasurer if the Treasurer is absent or disabled.

Section 8 – President Pro Tempore. In the event of the absence or inability of the President and the Vice President to preside at any meeting, the Board may appoint any remaining Commissioner as President Pro Tempore to preside at such meeting.

Section 9 – Vacancies. Should the office of President, Vice-President, Secretary, Treasurer or Assistant Treasurer become vacant, the Board shall elect a successor from its membership at the next regular meeting, or at a special meeting called for such purpose, and such election shall be for the unexpired term of said officer.

Section 10 – Executive Director. The Executive Director shall be appointed by resolution and shall serve at the pleasure of the Board, shall be the chief appointed executive officer of the Authority, and shall have such additional responsibilities and authority as the Board may from time to time by resolution prescribe.

SECTION V – EMPLOYEES, SERVICES, AND SUPPLIES

Section 1 – Outside Service Providers. The Board may from time to time employ such personnel as it deems necessary to exercise its powers, duties, and functions. The selection and compensation of such personnel shall be determined by the Authority. The Authority may contract

for the services of consultants, agents, public accountants, and other persons needed to perform its duties and exercise its powers. The Authority may hire outside general counsel of its legal needs.

Section 2- Supplies. The Authority may purchase the supplies and materials it needs. The Authority may use the facilities of the County's and/or City's purchasing department. The County and/or City may furnish offices, structures and space, stenographic, clerical, engineering and other assistance to the Authority.

Section 3 – Delegation. Unless otherwise specified in these Bylaws, the Authority may delegate to one or more of its agents or employee's powers or duties it may deem proper.

ARTICLE VI – COMMITTEES

Section 1 – Standing Committees. The President may establish standing committees and appoint chairpersons, as needed, subject to the approval of the Board.

Section 2 – Special Committees. The President may establish special committees and appoint chairpersons, as needed, subject to the approval of the Board.

Section 3 – Composition and Duties. The composition and duties of the standing and special committees shall be determined by the Board.

ARTICLE VII – DEPOSITORIES, BUDGET, FISCAL YEAR, TAXES, AUDITS & REPORTS

Section 1 – Depository Bank. The bank which serves as a depository for the Authority's funds shall be selected by the Treasurer. The bank must give the Authority collateral or a surety bond to be obtained on deposits in excess of FDIC limits consistent with Minn Stat. 118A.03.

Section 2 – Treasurers Bond. the treasurer shall give bond to the state conditioned for the faithful discharge of official duties consistent with Minn. Stat. Sect. 469.096 Subd. 6. The bond must be approved as to form and surety by the authority and filed with the secretary. The bond must be for twice the amount of money likely to be on hand at any one time, as determined at least annually by the authority provided that the bond must not exceed \$300,000.

Section 3- Checks. An Authority check in excess of \$2,000 must be signed by the Treasurer and one other official named by the Authority in a resolution. As authorized by the Board, the Executive Director may sign checks of \$2,000 or less. The check must state the name of the payee and the nature for which the check was issued.

Section 4 - Financial Statement. The Authority's detailed financial statement must show all receipts, disbursements, their nature, the amount on hand, the purposes to which the money on hand is to be applied, the Authority's credits and assets, and its outstanding liabilities. The Authority shall examine the statement. If the Authority finds that the statement is correct, it shall approve them by majority vote at its regular meetings and retain for purposes of required annual financial audit.

Section 5 – Report to County/City. The Authority shall annually make a report to the County Board of Commissioners (the "County Board") and the Grand Marais City Council (the "City Council") giving detailed account of its activities and of its receipts and expenditures of the preceding calendar year.

Section 6 – Budget to County. The Authority shall annually send its budget to the County Board which includes a written estimate of the amount of money needed by the Authority from the County in order for the Authority to conduct business during the upcoming fiscal year. The Authority shall

follow the budget process for County departments as provided by the County and as implemented by the County Board.

Section 7 – Fiscal Year. The fiscal year of the Authority shall be the calendar year.

Section 8 – Audits and Reports. The financial statements of the Authority must be prepared and filed. These statements must be filed annually with a qualified public auditor by June 30th, or as otherwise required by law.

SECTION VIII – ETHICS

An elected official of the Authority may have the authority to make recommendations or decisions regarding the expenditures of investment of money. Board Members are subject to the gift restrictions provided in Minnesota Statutes Section 10A. Board Members are prohibited from accepting gifts from a lobbyist or lobbyist principal including, without limitation: money, real or personal property, a service, a loan, a forbearance or forgiveness of indebtedness or promise of future employment.

ARTICLE IX – AMENDMENTS TO BYLAWS


These bylaws shall become effective on their date of approval by the Authority. The bylaws of the Authority may be amended by the Board by a majority vote of all Commissioners provided that any such proposed amendment shall first have been delivered to each Commissioner at least five days prior to the meeting at which such amendment is considered.

Adopted on the 16th day of July, 2024.



Steve Surbaugh – Board President

ATTEST:



Theresa Bajda – Executive Director/Secretary

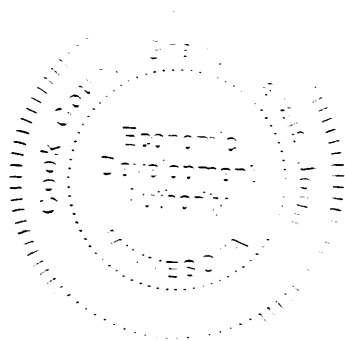


EXHIBIT A – SEAL OF AUTHORITY

