

**BYLAWS OF THE
COMMUNITY DEVELOPMENT AUTHORITY OF THE
TOWN OF PHELPS, WISCONSIN**

Adopted _____, 20__

Effective _____, 20__

**ARTICLE I
THE AUTHORITY**

Section 1 Name of Authority. The name of the Authority shall be Community Development Authority of the Town of Phelps, Wisconsin.

Section 2 Seal of Authority. The Authority shall have no seal.

Section 3 Offices of the Authority. The principal offices of the Authority shall be at 4495 Town Hall Road, Phelps, Wisconsin. In addition, the Authority may from time to time have offices at such other place or places as it deems necessary. The location of the Authority's principal offices may be changed by appropriate resolution of the Authority.

**ARTICLE II
OFFICERS**

Section 1 Officers. The officers of the Authority shall be a Chairperson, a Vice-Chairperson and a Secretary (who shall be Executive Director) who shall be elected or appointed as hereinafter set forth.

Section 2 Chairperson. The Chairperson shall preside at all meetings of the Authority. The Chairperson and Executive Director are authorized to execute on behalf of the Authority all contracts, deeds, notes and other forms of obligations or instruments when duly authorized by the Commissioners of the Authority to do so. At each meeting the Chairperson shall submit such recommendations and information as the Chairperson may consider proper concerning the business, affairs, and policies of 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 Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Authority shall appoint a new Chairperson.

Section 4 Secretary. The Secretary 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 of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office. The Secretary shall keep in safe custody the seal, if any, of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

The Secretary shall have the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Authority may select. The Secretary shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Authority. Except as otherwise authorized by resolution of the Authority, all such orders and checks shall be countersigned by the Chairperson. The Secretary shall keep regular books or accounts showing receipts and expenditures and shall render to the Authority, at least quarterly (or oftener when requested), an account of the Authority's transactions and also of the financial condition of the Authority. The Secretary shall give such bond for the faithful performance of the Secretary's duties as the Authority may determine.

Section 5 Executive Director. The Authority shall appoint an Executive Director by majority vote. The Executive Director shall serve as Secretary to the Authority and shall be the chief administrative officer of the Authority and shall direct, manage and supervise the Authority's administrative operation and technical activities in accordance with and subject to the direction of the Authority.

Section 6 Deputy Executive Director. The Authority may appoint a Deputy Executive Director by majority vote. The Deputy Executive Director shall serve as the Deputy Secretary to the Authority and shall perform the duties of the Executive Director and Secretary in the Executive Director's absence.

Section 7 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 by the bylaws or rules and regulations of the Authority.

Section 8 Election or Appointment. The Chairperson and Vice-Chairperson shall be elected from among the Commissioners of the Authority immediately following adoption of these bylaws and thereafter at the first regular or special meeting of the Authority held in the month of June in each calendar year and shall hold office until the next succeeding first day of July, or until their successors are elected and qualified.

The Executive Director and Deputy Executive Director (if any) shall be appointed by the Authority. Any persons appointed to fill the office of Executive Director or Deputy Executive Director, or any vacancy therein, shall have such term as the Authority fixes.

Section 9 Vacancies. Should the offices of Chairperson or Vice-Chairperson become vacant, the Authority shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office. When the office of Secretary becomes vacant, the Authority shall appoint a successor, as aforesaid.

ARTICLE III MEETINGS

Section 1 Meetings. The Chairperson of the Authority may call all meetings when he/ she deems it expedient. All regular and special meetings of the Authority shall be held at 4495 Town Hall Road, Phelps, Wisconsin, or in such other public place as the Authority deems appropriate and is physically accessible to persons with disabilities. All regular and special meetings, hearings, records and

accounts of the Authority shall be open to the public and in compliance with the ordinances of the Town of Phelps, Wisconsin.

Section 2 Special Meetings. The Chairperson of the Authority shall call a special meeting upon the request of two members of the Authority or the Chairperson for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Authority or may be mailed to the business or home address of each member of the Authority at least forty-eight hours prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the call.

Section 3 Order of Business - Agenda. The Secretary shall prepare an agenda for each meeting. The order of business shall generally be as follows:

- I. ROLL CALL - (RECOGNITION OF GUESTS OPTIONAL)
- II. APPROVAL OF MINUTES
- III. COMMUNICATIONS AND PUBLIC APPEARANCES
- IV. ROUTINE BUSINESS
- V. DETAILED BUSINESS
- VI. BUSINESS BY THE COMMISSIONERS
- VII. SECRETARY'S REPORT

Section 4 Motions. The name of the maker of the motion and the second to the motion shall be duly recorded in the minutes of the meeting.

Section 5 Voting. The voting on all questions coming before the Authority shall be by a roll call vote.

Section 6 Parliamentary Procedure. The parliamentary procedure in Authority meetings shall be governed by Roberts Rules of Order.

ARTICLE IV SUBCOMMITTEES

Section 1 Subcommittees. The Authority may establish standing subcommittees of the Authority which shall make recommendations to the Authority on matters referred to the subcommittees by the Authority.

Section 2 Appointments. Appointments to any standing subcommittee shall be made by the Chairperson of the Authority at the first regular or special meeting of the Authority held in the month of June in each calendar year. The Chairperson of the Authority shall designate the Chairperson of each of the standing subcommittees at the time of appointment. Standing subcommittee members shall hold office until the next succeeding first day of July, or until their successors are appointed.

Section 3 Other Subcommittees. The Authority may establish other subcommittees as may be required from time to time. Appointments to additional subcommittees shall be made by the Chairperson of the Authority and shall have such term of office as the Authority fixes.

ARTICLE V AMENDMENTS

Section 1 Amendments to Bylaws. The bylaws of the Authority may be amended after an amendment has been introduced at any regular meeting or special meeting and referred to the next regular special meeting. Adoption of an amendment shall be by a two-thirds vote of the members of the Authority, provided, however that the Town Board must also approve any amendment by 2/3 vote.

ARTICLE VI MISCELLANEOUS

Section 1 Suspension of Rules. The Authority by unanimous vote may suspend any of its rules or bylaws except for those set forth in Article VI Section 2 below and as otherwise provided under the ordinances of the Town of Phelps, Wisconsin or other applicable state or local law.

Section 2 Prior Approval of Town Board. The prior approval of the Town Board shall be required for any of the following actions by the Authority:

- (a) Bonds. The issuance of bonds, notes or other debt obligations of the Authority,
- (b) Acquisition of Land. The acquisition of real property or land, whether by eminent domain or negotiated purchase,
- (c) Hiring of Staff. The hiring or retention of staff or employees,
- (d) Expenditures in Excess of \$10,000. The expenditure of funds in excess of \$10,000, and
- (e) Bylaw Amendments. The amendment of these by-laws.

EXHIBIT A

BYLAWS OF THE COMMUNITY DEVELOPMENT AUTHORITY OF THE TOWN OF PHELPS, WISCONSIN

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Section 2 Chairperson. The Chairperson shall preside at all meetings of the Authority. The Chairperson and Executive Director are authorized to execute on behalf of the Authority all contracts, deeds, notes and other forms of obligations or instruments when duly authorized by the Commissioners of the Authority to do so. At each meeting the Chairperson shall submit such recommendations and information as the Chairperson may consider proper concerning the business, affairs, and policies of the Authority.

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