

COMMUNITY DEVELOPMENT AUTHORITY OF THE  
TOWN OF PHELPS, WISCONSIN

RESOLUTION NO. \_\_\_\_\_

**RESOLUTION ADOPTING BYLAWS OF THE  
COMMUNITY DEVELOPMENT AUTHORITY OF THE  
TOWN OF PHELPS, WISCONSIN; ELECTING OFFICERS;  
APPOINTING EXECUTIVE DIRECTOR; AND OTHER  
ORGANIZATIONAL MATTERS THERETO**

WHEREAS, the Community Development Authority of the Town of Phelps, Wisconsin (the "Authority") is a community development authority organized by the Town of Phelps, Wisconsin (the "Town") pursuant to Sections 66.1333 and 66.1335 of the Wisconsin Statutes, as amended, and Resolution No. 11-285 adopted by the Town Board on December \_\_, 2016; and

WHEREAS, the Town Board has heretofore authorized and directed the Town Chair to appoint the commissioners to serve as the governing body of the Authority and to designate the term of each appointment; and

WHEREAS, consultants and staff of the Town have prepared proposed Bylaws for the Authority in the form attached hereto as Exhibit A, which have been reviewed and recommended by the Town Board for adoption by the Authority.

NOW, THEREFORE, BE IT RESOLVED by Authority that:

1. Bylaws. The Bylaws as heretofore presented to the commissioners and attached hereto as Exhibit A are hereby adopted as the Bylaws of the Authority.

2. Election of Officers. The following persons are hereby elected to the offices of the Authority as set forth next to their names, to hold office until their respective successors are elected or until their prior death, resignation or removal:

Chairperson \_\_\_\_\_

Vice Chairperson \_\_\_\_\_

3. Appointment of Executive Director. The following person is hereby appointed as the Executive Director of the Authority, to hold office until his or her successor is appointed or until his or her prior death, resignation or removal:

Executive Director \_\_\_\_\_

4. Payment of Organization Expenses. The appropriate officers of the Authority are hereby authorized and directed to pay any and all expenses incurred incidental to the organization of the Authority.

5. Depository. The appropriate officers of the Authority are hereby authorized and directed to establish depository relations with such financial institutions as they may choose, and they are further authorized to execute and deliver any certificate of depository resolutions which may be required, and the commissioners hereby adopt the resolutions set forth on any such certificate effective as of the date of adoption indicated on such certificate. A copy of any certificate so delivered shall be maintained with the records of the Authority.

6. General Authorizations. The Chairperson, the Executive Director and the appropriate deputies and officials of the Authority in accordance with their assigned responsibilities are hereby each authorized to execute, deliver, publish, file and record such other documents, instruments, notices and records and to take such other actions as shall be necessary or desirable to accomplish the purposes of this resolution.

In the event that said officers shall be unable by reason of death, disability, absence or vacancy of office to perform in timely fashion any of the duties specified herein, such duties shall be performed by the officer or official succeeding to such duties in accordance with law and the rules of the Authority.

Any actions taken by the Chairperson and the Executive Director consistent with this resolution are hereby ratified and confirmed.

7. Effective Date; Conformity. This resolution shall be effective immediately upon its passage and approval. To the extent that any prior resolutions of the Authority are inconsistent with the provisions hereof, this resolution shall control and such prior resolutions shall be deemed amended to such extent as may be necessary to bring them in conformity with this resolution.

8. Resolution a Contract. No change or alteration of any kind in the provisions of this resolution may be made except as provided herein.

Adopted and approved this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

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

By: \_\_\_\_\_  
\_\_\_\_\_, Chairperson

By: \_\_\_\_\_  
\_\_\_\_\_, Executive Director



CERTIFICATION BY EXECUTIVE DIRECTOR

I, \_\_\_\_\_ duly sworn, hereby certify that I am the duly qualified and acting Executive Director of the Community Development Authority for the Town of Phelps, Wisconsin (the "Authority"), and as such I have in my possession, or have access to, the complete corporate records of the Authority and of its commission; that I have carefully compared the transcript attached hereto with the aforesaid records; and that said transcript attached hereto is a true, correct and complete copy of all the records in relation to the adoption of Resolution No. entitled: "RESOLUTION ADOPTING BYLAWS OF THE COMMUNITY DEVELOPMENT AUTHORITY OF THE TOWN OF PHELPS, WISCONSIN; ELECTING OFFICERS; APPOINTING EXECUTIVE DIRECTOR; AND OTHER ORGANIZATIONAL MATTERS THERETO."

I hereby further certify as follows:

1. Said Resolution was considered for adoption by the Authority at a meeting held at Town Hall, 4495 Town Hall Road, Phelps, Wisconsin, at \_\_\_\_\_ .m. on \_\_\_\_\_, 2016. Said meeting was a \_\_\_\_\_ (insert regular or special) meeting of the Authority and was held in open session.

2. Said Resolution was on the agenda for said meeting and public notice thereof was given not less than twenty-four (24) hours prior to the commencement of said meeting in compliance with Section 19.84 of the Wisconsin Statutes, including, without limitation, by posting on the bulletin board in the Town Hall, by notice to those news media who have filed a written request for notice of meetings, and by notice to the official newspaper of the Town.

3. Said meeting was called to order by \_\_\_\_\_, who chaired the meeting. Upon roll, I noted and recorded that the following commissioners were present:

_____	_____
_____	_____
_____	_____
_____	_____

and that the following members of the commissioners were absent:

_____	_____
_____	_____

I noted and recorded that a quorum was present. Various matters and business were taken up during the course of the meeting without intervention of any closed session. One of the matters taken up was said Resolution, which was introduced, and its adoption was moved by

\_\_\_\_\_ and seconded by \_\_\_\_\_. Following discussion and after all commissioners who desired to do so had expressed their views for or against said Resolution, the question was called, and upon roll being called and the continued presence of a quorum being noted, the recorded vote was as follows:

AYE:

_____	_____
_____	_____
_____	_____
_____	_____

NAY:

_____	_____
_____	_____

ABSTAINED:

_____	_____
_____	_____

Whereupon the meeting chairperson declared said Resolution adopted, and I so recorded it.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Authority hereto, if any, on this \_\_\_\_\_ day of \_\_\_\_\_, 201\_\_.

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

\_\_\_\_\_, Executive Director

## **EXHIBIT A**

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

Adopted \_\_\_\_\_, 201\_

Effective \_\_\_\_\_, 201\_

#### **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, who shall not be a Commissioner of the Authority, 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 \_\_\_\_\_ 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.