By-Laws And Rules of Procedure V4

Amended ____, 2018

Index: New or updated language is in red and underlined.

1. GENERAL RULES BY STATUTE, ORDINANCE OR RESOLUTIONS

The Redevelopment Authority of the City of Stoughton shall be governed and controlled by Statutes of the State of Wisconsin, and as the same may hereafter be amended; by all ordinances of the City of Stoughton as they relate to the Authority, and as such ordinances may hereafter be amended and adopted; and by the within rules of procedure. All provisions of the Wisconsin Statutes, ordinances or resolutions of the City of Stoughton as may be enacted from time to time, shall stake precedence over the rules of procedure.

Code of Ethics: All Redevelopment Authority members shall abide by the City of Stoughton's Code of Ethics, Sec.2-2, Municipal Code.

If the Code of Ethics requires a member to disclose a conflict of interest, a financial interest in legislation or a financial or other economic interest, then, in addition to providing such disclosure or statement as required by the Code of the Ethics, the member shall also provide such disclosure or statement to the Redevelopment Authority Chair and to the City of Stoughton Finance Director.

2. GENERAL POWERS AND DUTIES

The Authority shall exercise all powers conferred and perform all duties imposed, by state and local ordinance of the City of Stoughton, and shall perform such further and other duties as may from time to time be required by the Common Council, including frequent communications with the Common Council.

Specific action taken related to eminent domain and the issuance of debt other than "conduit debt" which is not supported in any way by the City or RDA, shall be subject to review and approval by the Common Council.

Creation of Ad Hoc Committees: The Authority shall have the power to create ad hoc committees for the purpose of conducting research and/or generating recommendations for Authority consideration. Each committee shall be chaired by an RDA member and shall have a specific mission or charge.

3. OFFICERS AND THEIR DUTIES

Presiding Officers. The presiding officer of the Authority shall be designated as chair and shall be elected annually at the meeting of the Authority in May of each and every year. To act in the absence of the chair, the Authority shall elect a vice-chair to preside

at the meeting. The presiding officer shall preside at all meetings of the Authority and shall have the right to vote and make motions; shall rule on matters of procedure, subject to appeal from such rulings by proper motion; shall conduct the meetings in accordance within the rules; shall have such powers and duties as may be necessary for conduct of orderly meetings; and such other powers and duties as herein assigned to him/her, or as may be assigned to him/her.

Executive Director. **The Authority may appoint an Executive Director who** ~~The Finance Director will, subject to approval by the Common Council, serve as executive director and~~ shall serve the Authority as its secretary and advisor and shall perform all duties requested by the Authority. The executive director may utilize such members of the City of Stoughton staff (clerk, finance, planning director, etc.) as may be made available by the Common Council to accomplish his/her tasks.

The Authority may elect to open nominations for the office of chair or vice-chair prior to the expiration of either the chair's or vice-chair's term. Should two (2) Authority members request to open nominations, the next RDA meeting agenda shall include said request.

A motion to open nominations for the selection of chair or vice-chair of the Authority, prior to the expiration of either the chair's or vice-chair's term, shall be carried only by affirmative vote of two-thirds of the Authority's members. Should said motion to open nominations carry, the Authority shall immediately select a chair or vice-chair from among the Commissioners to serve the remainder of the respective term.

Member Attendance Policy: Members are expected to attend monthly meetings and special meetings. If unable to attend, Authority members should contact the Chair or Finance Director at least 48 hours in advance of a meeting, except in dire, unavoidable circumstances which prevent notification. After three absences in a 12-month period, the Chair and City Finance Director shall meet with that member to discuss his/her attendance practices and review attendance expectations in writing. After a fourth absence in a 12-month period, the Chair and City Finance Director shall meet with the person to seek a mutually agreeable solution which may include resignation. If a mutually agreeable solution is not reached, the Chair may ask the Common Council to remove the member from the Authority.

4. AGENDA

The Executive Director shall prepare the agenda with the input, review, and approval of the Chair. Any member of the Authority may, in writing, request the addition of an item to the agenda, and once such a request is made, the Chair shall approve placement of the item on the agenda for one of the next two regular Authority meetings. Any item added to an agenda at the direction of the members of the Authority shall not be removed from the agenda without the approval of the members of the Authority.

5. MEETINGS

Meetings. Meetings shall be held at a place and time designated by the Authority at its last regular meeting or, if this does not occur, at a place and time convenient for the Authority.

Special meetings. Special meetings may be called by the presiding officer whenever in his/her judgement such meeting is necessary, and the presiding officer shall call such special meeting whenever he/she is requested to do so by at least three (3) members of the Authority. Such request may be made orally. Notice of such special meetings shall be given by announcement thereof at any regular meeting and by written or telephone notice as hereinafter provided, to such members not present at such meetings, by written notice mailed not less than 48 hours before the time fixed for such hearing; or by telephone notice not less than 24 hours before the time fixed for such meeting. Any business, which could be done at a regular meeting, may be done at such special meeting.

Quorum. A quorum for all meetings shall consist of four (4) members and the presiding officer shall be included in such a count.

Order of Business. The order of business at all meetings, regular and special unless varied by a suspension of rules agreed upon by a majority of the Authority shall be as follows:

Call to Order

Communications

Public Comments*

Approval of Minutes of Previous Meeting

Financial Report

Old Business

New Business

Future Agenda Topics

Adjournment

*Public Comments: Following standard City of Stoughton public comment practices, community members may have up to three minutes to speak on Redevelopment Authority-related topics.

6. **VOTING**

Provided a quorum is present and except as otherwise by law or these rules provide, the affirmative vote of a majority of the members present shall be required to decide any matter up for consideration.

In the event that any member shall disqualify himself/herself to vote on any matter, he/she shall nonetheless, be counted in determining whether a quorum is present, but his/her disqualification shall not decrease the number of votes required for passage of any motion, resolution or the taking of any other action.

Tie-vote provision: Should a motion result in a tie vote, the motion may be reconsidered at the same meeting if two-thirds or more of those present vote for reconsideration. If a second vote is conducted and the same tie results, the action shall be final for the current meeting and the topic may be considered at a future meeting.

7. **AMENDMENT OF RULES**

These rules may be amended from time to time upon a concurring vote of a majority of all members of the Authority. Before approving any change to these by-laws, the Authority shall request a legal review of the proposed changes by the City Attorney and consider any advice from the City Attorney.

Robert Rules of Order where no specific statute, law or ordinance controls shall govern the general rules of procedure of the Authority.