

BYLAWS OF THE CITY OF MANISTEE BROWNFIELD REDEVELOPMENT AUTHORITY

ARTICLE 1: NAME AND ADDRESS

Name: The name of the Authority is the City of Manistee Brownfield Redevelopment Authority (hereinafter referred to as the Authority).

Address: The address of the Authority is: 70 Maple Street, Manistee, Michigan 49660.

ARTICLE 2: DIRECTORS

- 2.1 **General Powers.** The business and affairs of the Authority shall be managed by its Board, except as otherwise provided by statute or by these Bylaws.
- 2.2 **Board of Directors.** The Board of Directors (hereinafter referred to as the Board) of the Authority shall consist of not less than five (5) persons and not more than nine (9) persons. BRA Board members are to be city residents or persons with an interest in property in the City of Manistee.
- 2.3 **Terms, Replacement and Vacancies.** Of the initial members appointed, an equal number, or as near as practicable, shall be appointed for one year, two years and three years. Thereafter, each member shall serve for a term of three years. Subsequent Directors shall be appointed in the same manner as original appointments at the expiration of each Director's term of office. A Director whose term of office has expired shall continue to hold office until his/her successor has been appointed with the advice and consent of the City Council. A Director may be reappointed with the advice and consent of the City Council to serve additional terms. If a vacancy is created by death or resignation, a successor shall be appointed with the advice and consent of the City Council within thirty (30) days to hold office for the remainder of the term of office so vacated.
- 2.4 **Board Absences.** In order to maintain the maximum participation of all appointed Brownfield Redevelopment Authority members at all scheduled meetings, the following is the attendance guide and Board member replacement policy for "excused" or "unexcused" absences.
1. When appointed, each Board Member should state his/her willingness and intention to attend each scheduled meeting of the Brownfield Redevelopment Authority.
 2. In the event of unplanned personal matters, business trips, family vacation trips, changed job requirements, sickness, or other physical disabilities that prohibit the Board Member from attending the scheduled meeting; the Commission Chair or Staff Liaison to the Brownfield Redevelopment Authority should be notified as soon as possible prior to the time of the scheduled meeting of their inability to attend. The Board Member upon this notification will receive an "excused absence" for the involved scheduled meeting.
 3. If any Board Member is absent from three (3) consecutive scheduled meetings without an "excused absence" for any of the three (3) meetings, the Board Member shall be reported in writing to the City Manager. The City Manager will contact the Board Member in writing and question his/her continued ability or interest in being on the Commission, giving the member a chance to rectify the attendance issue or submit a resignation.

4. There will be no limit on the number of consecutive "excused absences" for any Board Member. However, if the Board Member is repeatedly absent for at least 50% of the yearly scheduled meetings, that member will also be reported in writing to the City Manager. The City Manager will contact the Board Member in writing and question the member's continued ability or interest to be on the Commission. The Board Member will be considered for an appointment nullification when the absences total six in the calendar year.
 5. The appointment nullification action would be initiated by the City Manager and forwarded on to the City Council for official action.
- 2.5 **Removal.** A Director may be removed from office for inefficiency, neglect of duty, or misconduct or malfeasance, by a majority vote of the City Council.
 - 2.6 **Conflict of Interest.** A Director who has a direct interest in any matter before the Authority shall disclose his/her interest prior to any discussion of that matter by the Authority, which disclosure shall become a part of the record of the Authority's official proceedings. The interested Director shall further refrain from participation in the Authority's action to the matter. Each Director, upon taking office and annually thereafter, shall acknowledge in writing that they have read and agree to abide by this section.
 - 2.7 **Meetings.** Meetings of the Board may be called by or at the request of the Chairperson of the Board or any two Directors. The meetings of the Board shall be public, and the appropriate notice of such meetings shall be provided to the public. The Board shall hold an Annual Meeting in January of each year at which time officers of the Board shall be elected as provided in Article 3, Section 2.
 - 2.8 **Notice.** Notice of any meetings shall be given in accordance with the Open Meetings Act (Act No. 267 of the Public Acts of 1976).
 - 2.9 **Quorum.** A majority of the members of the Directors then in office constitutes a quorum for the transaction of business at any meeting of the Board, provided, that a majority of the Board present may adjourn the meeting from time to time without any further notice. The vote of the majority of the Directors present at a meeting at which a quorum is present constitutes the action of the Board, unless the vote of a larger number is required by statute or by these Bylaws. Amendment of the Bylaws by the Board requires the vote of not less than a majority of the members of the Board then in office.
 - 2.10 **Participation by Communication Equipment.** A member of the Board or of a committee designated by the Board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presence at the meeting.
 - 2.11 **Committees.** The Board may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of two or more of the Directors of the Authority. The Board may designate one or more Directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of such an absent or disqualified

member. A committee, and each member thereof, shall serve at the pleasure of the Board. A committee so designated by the Board, to the extent provided in the resolution by the Board, may exercise all powers and authority of the Board in the management of the business and affairs of the Authority, except that such committee so may exercise all powers and authority to: (a) recommend to members a dissolution of the Authority, or revocation of dissolution, (b) amend the Bylaws of the Authority, or (c) fill vacancies in the Board.

ARTICLE 3: OFFICERS

- 3.1 **Officers.** The officers of the Authority shall be elected by the Board and shall consist of a Chairperson, Vice Chairperson, and Secretary/Treasurer. The Board may also appoint a Recording Secretary who need not be a member of the Board. Two or more offices may be held by the same person, but an officer shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or Bylaws to be excluded, acknowledged, or verified by two or more officers.
- 3.2 **Nomination, Election and Term of Office.** The officers of the Authority shall be elected by the Board at an Annual Meeting held in January of each year. Candidates shall be nominated by any Brownfield Redevelopment Authority Board member present at the meeting.
- 3.3 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the Board for the unexpired portion of the terms of such office.
- 3.4 **Chairperson and Vice Chairperson.** The Chairperson shall be the chief executive officer of the Authority, but he or she may from time to time delegate all or any part of his/her duties to the Vice Chairperson. He or she, or in his/her absence, the Vice Chairperson, shall preside at all meetings of the Board, he or she shall have general and active management of the business of the Authority and shall perform all the duties of the office as provided by law or these Bylaws. He or she shall be ex-officio a member of all standing committees, and shall have the general powers and duties of supervision and management of the Authority.
- 3.5 **Secretary/Treasurer and Recording Secretary.** The Secretary/Treasurer shall attend all meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. They shall further perform all duties of the office of Secretary/Treasurer as provided by law or these Bylaws. They shall be sworn to the faithful discharge of these duties. For the purposes of recording minutes the Secretary/Treasurer may appoint a Recording Secretary.
- 3.6 **Delegation of Duties of Offices.** In the absence of any officer of the Authority, or for any other reason that the Board may deem sufficient, the Board may delegate, from time to time and for such time as it may deem appropriate, the powers or duties, or any of them, of such officer to any other officer, or to any Director, provided a majority of the Board then in office concurs therein.
- 3.7 **Executive Committee.** The Chairperson, Vice Chairperson and Secretary/Treasurer shall comprise the Executive Committee. The Executive Committee, may upon a majority vote, authorize the expenditure of up to \$500.00 for any expense listed as an eligible item for expenditure under the

approved Authority funding guidelines. The Executive Committee must report any such expenditures to the Board at the next regularly scheduled Board meeting.

ARTICLE 4: CONTRACTS, LOANS, CHECKS AND DEPOSITS

- 4.1 **Contracts.** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.
- 4.2 **Loans/Grants.** No grant or loan shall be contracted on behalf of the Authority and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board and approved by the City Council. Such authority may be general or confined to specific instances.
- 4.3 **Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Authority, shall be signed by such officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the Board.
- 4.4 **Deposits.** All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the Board may select.

ARTICLE 5: FISCAL YEAR

The fiscal year of the Authority shall correspond at all times to the fiscal year of the City of Manistee.

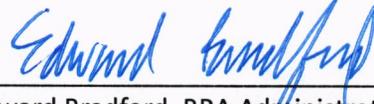
ARTICLE 6: Miscellaneous

- 6.1 **Seal.** The Board shall provide a corporate seal which shall be the official seal of the Authority.
- 6.2 **Waiver of Notice.** When the Board or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participation in the action to be taken submits a signed waiver of such requirements.

ARTICLE 7: REVIEW AND AMENDMENTS

These Bylaws will be reviewed annually at the Annual Meeting. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board then in office at any regular or special meeting called for that purpose. Any proposed changes are subject to review and approval of the City Council.

I HEREBY CERTIFY that the above Bylaws were adopted the 3rd day of January, 2017.



Edward Bradford, BRA Administrator

[Annotation: Article III Officers, Section 7 Executive Committee amended to be authorized to spend up to \$5,000.00. Approved by BRA 7/27/06]

[Annotation: As approved by the City Council at their June 2, 2009 Meeting – Council authorized the bylaw amendments for all Boards and Commissions to include the new Board Absences language; directed all boards or commissions to implement and follow these changes as Council has requested; and authorized the Mayor to sign the amended bylaws. Approved by BRA 7/7/09]

[Annotation: Article II Directors, Section 2, Board of Directors was amended to add “BRA Board members are to be city residents or persons with an interest in property in the City of Manistee.” Article III Officers, Section 2. Nomination, Election and Term of Office was amended by adding “any Brownfield Redevelopment Authority Board member present at the meeting” DELETING “a nomination committee composed of three members appointed by the Chairperson. The term of each office shall be for one (1) year. Each officer shall hold office until his/her successor is appointed. No persons shall hold the same office for more than three successive terms.” Approved by BRA 9/7/10]

[Annotation: Article II, Directors, Section 2, Board of Directors was amended to delete “unless an EDC, DDA, TIFA, or LDFA board was appointed.” Section 7, Meetings, was amended to delete “second calendar quarter of each year” and add “third calendar quarter of each year.” Article VII, Review and Amendments, was amended to change “Organizational Meeting” to “Annual Meeting.” Article III, Officers, Section 2, Nomination, Election and Term of Office was amended to delete “during the second calendar quarter of each year” and add “during the third calendar quarter of each year.” Approved by BRA 6/7/11]

[Annotation: Article 2, Directors, Section 2.7 Meetings was amended by adding: “Regular meetings of the Brownfield Redevelopment Authority shall be held in each calendar quarter of each year. In no event shall there be less than four (4) meetings per year. The Board shall hold an Annual Meeting in January” deleting “during the third calendar quarter” and Article 3 Officers, Section 3.2 Nomination, Election and Term of Office adding “held in January” deleting “during the third calendar quarter”]

[Annotation: Article 2, Directors, Section 2.7 Meetings was amended by deleting: “Regular meetings of the Brownfield Redevelopment Authority shall be held in each calendar quarter of each year. In no event shall there be less than four (4) meetings per year.” APPROVED BY BRA 1/3/17]

Approved by the City of Manistee Council

01/17/2017

Date



James Smith, Mayor