

**OTTAWA COUNTY
BROWNFIELD REDEVELOPMENT AUTHORITY**

BYLAWS

ARTICLE I:

Legal Basis

The Ottawa County Brownfield Redevelopment Authority is established pursuant to the Brownfield Redevelopment Financing Act, Act 381 of the Public Acts of the State of Michigan of 1996, as amended ("Act"), and the Resolution of Intent to Create a Brownfield Redevelopment Authority within Ottawa County, approved May 13, 2008, and the Resolution to Create the Ottawa County Brownfield Redevelopment Authority and to Appoint the Brownfield Redevelopment Authority Board, approved June 10, 2008 ("Resolution") by the Ottawa County Board of Commission ("County Commission").

ARTICLE II:

Name

The name of the Authority is the "Ottawa County Brownfield Redevelopment Authority for the Fillmore/U.S. 31 Site." The address is 12220 Fillmore Street, West Olive, MI 49460.

ARTICLE III:

Directors

Section 1.

General Powers. The business and affairs of the Authority shall be managed by its Board of Directors ("Board"), except as otherwise provided by statute or by these Bylaws. The Authority and Board may exercise all powers conferred by the Act and the Resolution, or otherwise delegated by the County Commission. Notwithstanding the above, the Authority and Board shall have no authority to incur any debt, contract, or liability that is binding or otherwise enforceable on or against Ottawa County or its general fund.

Section 2.

Members. The Board shall consist of the Members or Directors appointed by the County Commission.

Section 3.

Terms, Replacement and Vacancies. After their initial terms as set by the County Commission in the Resolution, each Director shall serve for a term of six 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 the County Commission has appointed his/her successor. The County Commission may reappoint a Director to serve additional terms. If a vacancy is created, the County Commission shall appoint a successor within sixty (60) days to hold office for the remainder of the term of office so vacated.

Section 4.

Removal. A Director may be removed from office for inefficiency, neglect of duty, or misconduct or malfeasance, by a majority vote of the County Commissioners appointed and serving.

- Section 5.** **Conflict of Interest.** A Director who has a direct or indirect pecuniary 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 relating 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.
- Section 6.** **Meetings.** Meetings of the Board may be called by or at the request of the Chairperson of the Board or any two Directors, in writing, and signed and submitted to the Secretary of the Board. The meetings of the Board shall be held in compliance with the Open Meetings Act, and the appropriate notice of such meeting shall be provided to the public. The Board shall hold an annual meeting in the first calendar quarter of each year at which time officers of the Board shall be elected as provided in Article IV, Section 2.
- Section 7.** **Notice.** Notice of any meetings shall be given in accordance with the Open Meetings Act (Act No. 267 of the Public Acts of 1976).
- Section 8.** **Quorum.** A majority of the members of the Directors appointed and serving constitutes a quorum for the transaction of the business at any meeting of the Board, provided, that a majority of the Board present may adjourn the meeting from time to time without further notice.
- Section 9.** **Participation by Communication Equipment.** A Director may participate in a meeting by means of conference telephone or similar communication 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.
- Section 10.** **Committees.** The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one 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 the 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. All committees shall be advisory only, and shall not exercise the powers of the Board for the Authority.
- Section 11.** **Compensation.** Members of the Board shall serve without compensation, but shall be reimbursed for reasonable actual and necessary expenses.

Section 12. **Agenda for Meetings.** The Chairperson shall cause an agenda to be prepared and, if possible, circulated to the Directors prior to the meeting. The Directors may add items to the Agenda at the meeting.

Section 13. Order of Business

Generally and subject to the Chairperson's and/or Directors' discretion at each meeting Board meetings should adhere to the following order of business:

- a. Call to Order
- b. Roll Call
- c. Adoption of Agenda
- d. Action on Previous Meeting Minutes
- e. Correspondence/communications
- f. Committee and Liaison Reports
- g. Old Business
- h. New Business
- i. Closed Sessions (if Necessary)
- j. Public Comment
- k. Adjournment

Section 14. Conduct of Meetings. The person elected "Chairperson" in the first meeting each year of the Board shall preside at all meetings of the Board. In the absence of the Chairperson, the person elected vice-chairperson shall preside. Board members wishing to speak shall first obtain the approval of the chairperson and each person who speaks shall address the chairperson. Other persons at the meeting shall not speak unless recognized by the chairperson. The Chairperson may limit the time allotted to each person on public comments. Since the purpose of the meeting is to discuss public business and not address individual personalities, "personal attacks" on Directors or other government officials and employees are prohibited and shall be considered "out of order". The Chairperson shall call to order any Director or member of the public, who is being disorderly by speaking or otherwise disrupting the proceedings, by failing to be germane, by speaking longer than the allotted time, or by speaking vulgarities or personal attacks. If a member or the public shall be ruled out of order, he or she shall not be permitted to speak further at the same meeting except upon special leave by the Board. If the person shall continue to be disorderly and to disrupt the meeting, the Chairperson may order the person to leave the meeting. The Chairperson may appoint a "sergeant at arms," who may be a Director or other person to assist him or her in enforcing the provisions of this Bylaw.

Section 15. Minutes. The Secretary shall be responsible for maintaining the official record and minutes of each meeting of the Board. The minutes shall include all the actions and decisions of the Board. The minutes shall include the names of the movant and second on all motions and resolutions and the vote of the members thereon. The record shall also state whether the vote was by voice or by roll call; when by roll call. The Secretary shall maintain, in his or her office, copies of each resolution or other matter acted upon by the Board, as well as the official minutes.

Section 16. **Rules.** Robert's Rules of Order (Newly Revised) shall govern all questions of procedure not otherwise provided by these Bylaws or by state law. The Chairperson or other person he or she so designates shall serve as the Board's parliamentarian.

Section 17. **Votes.** Except as provided regarding a conflict of interest, whenever the Chairperson puts a question to the Directors, every Director present shall vote on the question. No member present shall abstain from voting "yes" or "no" unless he or she has received the unanimous permission of the Directors in attendance. Except as otherwise provided herein, the Board may cause voting by voice or direct a roll call vote. Any Director may ask for a roll call vote. However, the election of the Board officers may be by secret ballot with the approval of a majority of Directors present. Matters arising at a meeting of the Board, except for those decisions required by the law or these Bylaws, shall be decided by a majority of the Directors present.

ARTICLE IV: Officers

Section 1. **Officers.** The officers of the Authority shall be elected by the Board and shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer. The Board may also appoint a Recording Secretary who need not be a member of the Board. The same person may hold two or more offices, 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 executed, acknowledged or verified by two or more officers. The County Treasurer shall serve as the Authority's Treasurer and is exempt from the term of office limitations contained in Article IV, Section 2. Prior to assuming the duties of the officers, a member shall qualify by taking and subscribing to the oath of office provided in Section 1 of Article XI of the State Constitution of 1963.

Section 2. **Nomination, Election and Term of Office.** The officers of the Authority shall be elected by the Board following initial adoption of the Bylaws, and thereafter at an annual meeting held during the first calendar quarter of each year. Candidates shall be nominated by the Directors. The term of each office shall be for one (1) year. Each officer shall hold office until his/her successor is appointed.

Section 3. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the Board of the unexpired portion of the terms of such office.

Section 4. **Chairperson and Vice Chairperson.** The Chairperson shall be the presiding officer of the Board, but he or she may from time to time delegate all of 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, shall be ex-officio a member of all standing committees, and shall have the general powers and duties of supervision and management of the affairs of the Board and act as the spokesperson for the Authority.

Section 5. Secretary and Recording Secretary. The Secretary or Recording Secretary shall attend all meetings of the Board and record all votes and 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 as provided by law or these Bylaws.

Section 6. Treasurer. The Treasurer shall have custody of the funds of the Authority and shall keep full and accurate accounts of receipts and disbursements in financial records belonging to the Authority and shall deposit all monies in the name and to the credit of the Authority in such depositories as may be designated by the County Commission. The Treasurer shall disburse the funds of the Authority upon presentment of proper vouchers and billings for such disbursements and shall render to the Directors, at its regular meetings or when the Directors so require, an account of all transactions of the Authority.

Section 7. 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, of such officer to any other officer, or to any Director, provided a majority of the Board then in office concurs therein.

Section 8. 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 for any expense listed as an eligible item for expenditure under Public Act 381. The Executive Committee must report any such expenditure to the Board at the next regularly scheduled Board meeting.

ARTICLE V: Contracts, Loans, Checks and Deposits

Section 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

Section 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 County Commission. Such authority may be general or confined to specific instances.

Section 3. Checks/Drafts/Payments. All checks, drafts or other orders for payment of money, notes or other evidences 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.

Section 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 determined by the County Commission.

ARTICLE VI: Fiscal Year
The fiscal year of the Authority shall correspond at all time to the fiscal year of the County of Ottawa.

ARTICLE VII: Miscellaneous

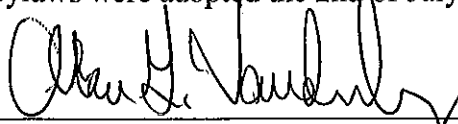
Section 1. **Seal.** The Board, upon finding it necessary, shall provide a corporate seal, which shall be the official seal of the Authority.

Section 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 VIII: Amendments
These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the County Commissioners appointed and serving at any regular or special meeting called for that purpose, provided that at least a thirty day notice of the proposed alteration, amendment, or repeal is given prior to the meeting upon which the action is to be taken.

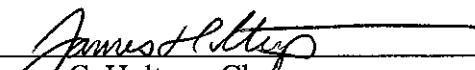
CERTIFICATIONS

I HEREBY CERTIFY that the above Bylaws were adopted the 2nd of July, 2008 and amended on the 11th day of March, 2014.



Alan Vanderberg, Chairperson
Ottawa County Brownfield Redevelopment Authority

I HEREBY CERTIFY that the above Bylaws were adopted the 2nd of July, 2008 and amended on the 11th day of March, 2014.



James C. Holtrop, Chairperson
Ottawa County Board of Commissioners



Daniel C. Krueger, Ottawa County Clerk/Register