

## **BYLAWS OF THE COUNTY OF ST. CLAIR BROWNFIELD REDEVELOPMENT AUTHORITY**

### **ARTICLE I: Name and Address**

**Name and Address.** The name of the Authority is the St. Clair County Brownfield Redevelopment Authority (hereinafter referred to as the “Authority”). The address of the Authority is 200 Grand River Avenue, Suite 202, Port Huron, Michigan 48060.

### **ARTICLE II: Directors**

- Section 1.     **General Powers.** The business and affairs of the Authority shall be managed by its Board and as the Brownfield Redevelopment Authority Plan as adopted by the Board of Commissioners, except as otherwise provided by statute or by these Bylaws.
- Section 2.     **Authority Board.** The Authority Board (hereinafter referred to as the “Board”) shall consist of not less than five (5) persons and not more than nine (9) persons. Members of the Board shall include a representative from each Board of Commissioner District and the directors/designee of the Metropolitan Planning Commission and the Economic Development Alliance.
- Section 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 Board members shall be appointed in the same manner as original appointments at the expiration of each Board member’s term of office. A Board member 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 St. Clair County Board of Commissioners. A Board member may be reappointed with the advice and consent of the St. Clair County Board of Commissioners 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 St. Clair County Board of Commissioners within thirty (30) days to hold office for the remainder of the term of office so vacated.
- Section 4.     **Removal.** A Board member may be removed from office for inefficiency, neglect of duty, or misconduct or malfeasance, by a majority vote of the St. Clair County Board of Commissioners.
- Section 5.     **Conflict of Interest.** A Board member 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 Board member shall further refrain from participation in the Authority’s action relating to the matter. Each Board member, 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 Board members. The meetings of the Board shall be public, and the appropriate notice of such meeting shall be provided to the public. The Board shall hold an annual meeting in the second calendar quarter of each year at which time officers of the Board shall be elected as provided in Article III, 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 Board members 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 further notice. The vote of the majority of the Board members 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.
- Section 9. **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.
- Section 10. **Committees.** The Board may, by resolution passed by a majority of the Board, designate one or more committees, each committee to consist of one or more of the Board members of the Authority. The Board may designate one or more Board members 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 shall not have the power or authority to: (a) recommend to members a dissolution of the Authority, or a revocation of dissolution, (b) amend the Bylaws of the Authority, or (c) fill vacancies in the Board.
- Section 11. **Advisory Committee.** The Authority may seek recommendations and comment from the St. Clair County Board of Commissioners and the St.

Clair County Metropolitan Planning Commission. The St. Clair County Metropolitan Planning Commission shall serve as the advisory board to the Authority. The Advisory role may include but is not limited to: recommendations to include Brownfield projects, project feasibility, liaison/promotion with local officials, as well as bringing in local representatives when the Advisory Board needs to meet about specific projects.

### **ARTICLE III: Officers**

- Section 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 executed, acknowledged, or verified by two or more officers.
- Section 2. **Nomination, Election and Term of Office.** The officers of the Authority shall be elected by the Board at an annual meeting held during the second calendar quarter of each year. Candidates shall be nominated by a nominating 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 person shall hold the same office for more than three successive terms.
- 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 for the unexpired portion of the terms of such office.
- Section 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.
- Section 5. **Secretary/Treasurer and Recording Secretary.** The Secretary/Treasurer or Recording Secretary 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.

- Section 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 Board member, provided a majority of the Board then in office concurs therein.
- Section 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 \$1,000.00 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 IV: Contracts, Loans, Checks and Deposits**

- Section 1. **Contracts.** The Board of Commissioners may authorize contracts or any instruments in the name of the Authority, subject to the policies and procedures for such as established by the Board of Commissioners.
- 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 St. Clair County Board of Commissioners. Such authority may be general or confined to specific instances.
- Section 3. **Checks, Drafts, etc.** All payments of money shall be approved by the Authority (with the exception found in Article III, Section 7) and subsequently processed by the County in accordance with existing County accounts payable policies.
- Section 4. **Deposits.** All funds of the Authority shall be deposited with the County Treasurer, to the credit of the Authority, in accordance with existing policy with the Treasurer and Board of Commissioners, and subject to conditions that may be required by the funding agency.

#### **ARTICLE V: Fiscal Year**

The fiscal year of the Authority shall correspond at all times to the fiscal year of the County of St. Clair.

#### **ARTICLE VI: Miscellaneous**

- Section 1. **Seal.** The Board 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 VII: Amendments**

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 with final approval by the St. Clair County Board of Commissioners.

Approved by:

\_\_\_\_\_  
Board of Commissioner Chairperson

\_\_\_\_\_  
Date

\_\_\_\_\_  
St. Clair County Clerk

\_\_\_\_\_  
Date

\_\_\_\_\_  
Corporation Counsel

\_\_\_\_\_  
Date

I HEREBY CERTIFY that the above Bylaws were adopted the \_\_\_\_\_ day of \_\_\_\_\_ [month], \_\_\_\_\_ [year].

\_\_\_\_\_  
Secretary