

# BYLAWS OF THE CITY OF THE VILLAGE OF DOUGLAS

## BROWNFIELD REDEVELOPMENT AUTHORITY

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### ARTICLE I: NAME

The name of the Authority is the City of the Village of Douglas Brownfield Redevelopment Authority, (hereinafter referred to as the Douglas Brownfield Authority) whose principle office shall be 86 W. Center Street, Douglas, Michigan 49406.

### ARTICLE II: LEGAL AUTHORITY

The City of the Village of Douglas Brownfield Redevelopment Authority was created by the Douglas City Council on March 4, 2019 in accordance with the provisions of Act 381 of the Public Acts of the State of Michigan of 1996, as amended. The Douglas Brownfield Authority shall possess all the powers and duties as have been expressly granted by law and necessarily implied under PA 381 and shall exercise those powers and duties for and on behalf of the City of the Village of Douglas.

### ARTICLE III: DIRECTORS

Section 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.

Section 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.

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 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 City Council has appointed his/her successor. The City Council may reappoint a Director, to serve additional terms. If a vacancy is created, the City Council 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 City Council.

Section 5. **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 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. 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 the first calendar quarter of each year at which time officers of the Board shall be elected as provided in Article III, Section 2.

6.1 **Regular Meetings.** The Authority shall adopt a regular meeting schedule at their first meeting in each calendar year. The Secretary, or his or her designee, shall cause to have posted a notice and notify the media of the regular meeting schedule as adopted.

6.2 **Special Meetings.** Special meetings may be called at any time by the Chair or, in the Chair's absence, by the Vice-Chair. Only business referenced in the call of the Special Meeting may be transacted at a Special Meeting. Special meetings shall be subject to the provision of public notice as required in these Bylaws.

6.3 **Closed Sessions.** The Authority may meet in a closed session only for the purposes specified in section 15.268 Michigan Act 267 of 1976 as amended, "Open Meeting Act."

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. **Order of Business.** The order of business at regular meetings shall be:

- (a) Call to Order
- (b) Roll Call
- (c) Approval of Agenda
- (d) Approval of Minutes
- (e) Approval of Invoices
- (f) Public Communications
  - i. Written
  - ii. Verbal, a limit of 3 minutes
- (g) Unfinished Business
- (h) New Business
- (i) Reports
  - i. Committee Reports
  - ii. Staff Reports
- (j) Authority Member Comments
- (k) Adjournment

The order of business may be changed at any meeting by the Chair with the approval of the Board.

Section 9. **Quorum.** A majority of the members of the Directors then in office 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. The vote of the majority of 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.

Section 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 communication equipment providing all persons participating in the meeting can hear each other and providing that a quorum of the Authority is physically present at the posted meeting place, any votes taken shall be by roll call.

Section 11. **Committees.** The Board may, by resolution passed by a majority of the Board, designate one or more committees, each committed to consist of one or more committees, each committed to 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 an 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 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 12. **Rules of Order.** Parliamentary procedure of meetings described herein shall be governed by Robert's Rules of Order, as revised, however said source may not be used to overrule or expand the Authority expressly defined by statute.

#### **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, and Secretary/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.

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 first calendar quarter of each year. 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 duties of the office as provided by the 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 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 Director, provided a majority of the Board then in office concurs therein.

#### **ARTICLE V: FINANCES, 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 with approval by the Douglas City Council, and such authority may be general or confined to specific instances. The development and execution of such contracts is subject to all related city policy.
- 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 approval by the City Council. Such authority may be general or confined to specific instances.
- Section 3. **Checks, Drafts, etc.** 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. Such funds will be audited by the City Treasurer and are subject to all related city policies.
- 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 the Board may select. Such funds will be audited by the City Treasurer and are subject to all related City policies.
- Section 5. **Annual Budget.** The Authority shall prepare an annual budget in accordance with the schedule established by the City Manager and adopt a recommended budget for submittal to and approval by the Douglas City Council no later than May of each year.

Section 6. **Disbursements.** Disbursements of funds shall be in accordance with guidelines established by the Douglas City Council.

Section 7. **Expense Reimbursement.** The members of the Authority shall be entitled to be reimbursed for expenses in connection with the performance of their duties and said expenses shall be itemized on a form prepared by the Authority and duly attested to by the members submitting same.

**ARTICLE VI: Fiscal Year**

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

**ARTICLE VII: 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 County Commission then in office at any regular or special meeting called for that purpose, provided that at least a thirty day notice of the proposed alternation, amendment, or repeal is given prior to the meeting upon which the action is to be taken.

I HEREBY CERTIFY that the above Bylaws were adopted the 21<sup>st</sup> day of March, 2019.

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Chair, City of the Village of Douglas Brownfield Redevelopment Authority

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Mayor, City of the Village of Douglas