

BYLAWS OF THE IONIA COUNTY BROWNFIELD REDEVELOPMENT  
AUTHORITY

**ARTICLE I: Name and Address**

**Name and Address.** The name of the Authority is the County of Ionia Brownfield Redevelopment Authority (hereinafter referred to as the "Authority"). The address of Authority is 100 Main Street, Ionia, Michigan 48846.

**ARTICLE II: 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. It is the intent to have the Ionia County Economic Development Corporation (EDC) Board serve as the Authority.

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 his/her successor has been appointed by the Ionia County Board of Commissioners. If a vacancy occurs for any reason, a Director shall be appointed by the Ionia County Board of Commissioners 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 Ionia County Board of Commissioners.

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 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 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 Hi, 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 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 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.
- Section 9. Participation by Communication Equipment. Remote access to meetings shall be allowed. This includes conference calls and video/web conferencing. However, it shall be the responsibility of the requesting individual/individuals to provide and ensure remote access. Furthermore, any Board Member attending a meeting remotely will not have the right to vote on any issues brought before the Board. Board Members must be physically present at a meeting to retain voting rights.
- 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 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 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.

### 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, Secretary and Treasurer, or a Secretary/Treasurer combined. The Board may also appoint a Recording Secretary who need not be a member of the Board. 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 nominated and elected every third year by the Board at an annual meeting held during the second calendar quarter of each year. The term of each office shall be

for three years

- 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 Director, provided a majority of the Board then in office concurs therein.
- Section 7. **Executive Committee.** The Chairperson, Vice Chairperson, Secretary, and Treasurer or Secretary/Treasurer shall comprise the Executive Committee. The Executive Committee may, upon a majority vote, authorize expenditures up to and in the amount of \$5,000 for any expense listed as an eligible item for expenditure under the approved Authority funding guidelines, which includes the BRA's approved budget with Ionia County. The Executive Committee must report any such expenditure to the Board at the next regularly scheduled Board meeting.

#### **ARTICLE IV: 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 any on behalf of the Authority, and such authority may be general or confined to specific instances.
- 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 Ionia County Board of Commissioners. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the 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 a 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 the Board may select.

ARTICLE V: Fiscal Year

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

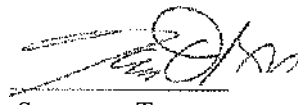
ARTICLE VI: Waiver of Notice

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.

I HEREBY CERTIFY that the above Bylaws were adopted the 25th day of June, 2013. \_\_\_\_\_



Secretary-Treasurer