

# **NEWAYGO COUNTY BROWNFIELD REDEVELOPMENT AUTHORITY**

## **BY-LAWS**

### **Article I Purpose**

The purpose of the Newaygo County Brownfield Redevelopment Authority is to facilitate the implementation of plans relating to the identification and remediation of environmentally distressed areas and to promote site revitalization in Newaygo County.

### **Article II Legal Basis**

The Newaygo County Brownfield Redevelopment Authority is created pursuant to and in accordance with the Brownfield Redevelopment Financing Act, Act 381 of the Public Acts of the State of Michigan of 1996, as amended, and Resolutions, Intent to Create a Brownfield Redevelopment Authority, and Appointing Members to the Brownfield Redevelopment Authority, of the Newaygo County Board of Commissioners.

### **Article III Directors**

- A. *General Powers.* The Board of Directors (hereinafter referred to as the “Board”) shall manage the business and affairs of the Authority, except as otherwise provided by statute or by these Bylaws, and shall serve without salary or compensation.
- B. *Appointment, Replacement, and Vacancies.* The Newaygo County Board of Commissioners shall appoint directors of the Newaygo County Brownfield Redevelopment Authority Board for a term of three years, staggered for implementation. A Director whose term has expired shall continue to hold office until his or her successor has been appointed. A Director may be reappointed, with the advice and consent of the Board, to serve additional terms. If a vacancy is created by death, resignation, or removal, a successor shall be appointed within thirty (30) days to hold office for the remainder of the term of office so vacated.
- C. *Non-voting Ex-Officio Members.* Any local community which has passed a resolution consenting to inclusion in the Newaygo County Brownfield Authority shall have one non-voting ex-officio member. An ex-officio member must be formally appointed by the local governing body.
- D. *Removal.* After notice and an opportunity to be heard, a Director may be removed for cause by the Newaygo County Board of Commissioners. The Board may recommend the dismissal of any Director if the Director is considered a detriment to the viability of the Board. The recommendation shall be made by five (5) Directors, and is subject to the approval of the Newaygo County Board of Commissioners.

- E. *Conflict of Interest.* A Director who has a direct interest in any matter before the Authority shall disclose his or 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.

#### **Article IV Board Operations**

- A. *Meetings.* The Board holds regularly scheduled meetings and may hold special meetings at the call of the Chair or any two Directors. Directors shall be contacted 48 hours in advance of any special meeting.
- B. *Open Meetings.* Meetings of the Board of the Authority shall be open to the public in accordance with the Open Meetings Act, Public Act 267 of 1976. Appropriate notice shall be provided.
- C. *Quorums; Voting.* A majority of the Directors appointed and serving shall constitute 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 a majority of those Directors appointed and serving at any meeting is the vote of the Board, unless the vote of a larger number is required by statute or by these Bylaws. Amendment of the Bylaws of the Board requires the vote of not less than a 2/3 majority vote of the Board then in office.
- D. *Committees.* The Board may, by resolution passed by a majority of the full 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 of or disqualification of a member of the committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another Director 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, will act in an advisory capacity to the Board in the management of the business and affairs of the Authority. A committee shall not have the power or authority to (a) recommend to members dissolution of the Authority, or a revocation of dissolution; or (b) amend the Bylaws of the Authority.

## Article V Officers

- A. *Officers.* Directors shall elect a Chairperson, Vice Chairperson, and Secretary/Treasurer to serve as the officers of the Authority. 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 offices.
- B. *Nomination, Election.* The officers of the Authority shall be elected by the Board following the initial adoption of the bylaws and, subsequently, at an annual meeting held in the first quarter of each calendar year. Candidates shall be nominated by the Directors. The term of each office shall be for one year, the effective date of which shall be January 1. Each officer shall hold the same office until his or her successor is appointed. No person shall hold the same office for more than three successive terms.
- C. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled at any meeting of the County Commission for the unexpired portion of the term of such office.
- D. *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 or her duties to the Vice Chairperson. The Chair, or in his or her absence, the Vice Chair, shall preside over meeting of the Board, 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 a non-voting ex-officio member of all standing committees.
- E. *Secretary/Treasurer.* The Secretary/Treasurer shall attend all meetings and record all votes of the Board in the meeting minutes and may perform like duties for standing committees when required. He or she shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Authority and shall deposit all moneys, and other valuable effects in the name and to the credit of the Authority in such depositories as may be designated by the Board. He or she shall disburse the funds of the Authority as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairperson and Directors, at the regular meetings of the Board or whenever they may require, an account of all his or her transactions as Treasurer and of the financial condition of the Authority. He or she shall give the Authority a bond if required by the Board in a sum, and with one or more sureties, satisfactory to the Board, for the faithful performance of the duties of his or her office, and for the restoration to the Authority, in case of his or her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control belonging to the Authority. The Secretary/Treasurer shall further perform all duties of the office as provided by law or these Bylaws and shall serve as Chair in the absence of both the Chair and Vice Chair.

- F. *Recording Secretary.* A staff person of the Newaygo County Administration Office or other Newaygo County staff person may be designated as the attendance and minute taker and should be present at all meetings.
- G. *Delegation of Duties.* 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.
- H. *Executive Committee.* The Chairperson, Vice Chairperson, and Secretary/Treasurer shall comprise the Executive Committee.

## **Article VI Financial Transactions**

- A. *Public Record.* All financial records of the Authority shall be open to the public under the Freedom of Information Act, Act 442 of the Public Acts of 1976.
- B. *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 authorization may be general or confined to specific instances. The County Clerk and County Treasurer of the County of Newaygo, or their appointed representatives, shall be appointed as agents for the deposit of funds and payment of money on behalf of the Authority.
- C. *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 Newaygo County Board of Commissioners. Such authority may be general or confined to specific instances.
- D. *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 manner as shall from time to time be determined by resolution of the Board.
- E. *Fiscal Year.* The fiscal year of the Authority shall correspond at all times to the fiscal year of Newaygo County.

**Article VII**  
**Cooperation with Local Units**

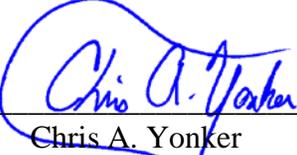
- A. *Tax Increment Financing Policy Guidelines.* The intent of these policy guidelines is to provide an immediate positive financial impact to the affected local units of government and not substantially defer their economic benefit resulting from the clean-up and redevelopment of brownfield sites in Newaygo County. The paramount objective is to promote a win-win relationship between the local units of government and the private sector developers working with brownfield sites in Newaygo County. The Authority will utilize separate program policy guidelines to direct their use of tax increment financing as a tool to stimulate the clean-up and redevelopment of brownfield sites in Newaygo County.
- B. *Notice and Review.* The Authority shall give notice and an opportunity of not less than 10 business days for review and comment to local government units for a site included in a Brownfield Plan and within the local government unit's jurisdiction prior to adoption by the Board. The above process will apply to any subsequent Work Plans.
- C. *Waiver of Notice.* When the Board or any committee thereof may take action after notice and lapse of the prescribed period of time, the action may be taken without further notice or without lapse of the period of time if at any time before 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.
- D. *Program Policy.* Separate Program Policies shall outline the parameters for local government involvement and criteria for the formal project review process.

**Article VIII**  
**Adoption and Amendment**

- A. These bylaws shall be effective upon adoption by a majority of the Board.
- B. These bylaws are subject to the review and approval of the Newaygo County Board of Commissioners.
- C. These rules may be amended in the manner prescribed in these Bylaws.

These Bylaws were adopted by the Newaygo County Brownfield Redevelopment Authority Board at a meeting of the Board on July 16, 2007 and approved, as adopted, by the Newaygo County Board of Commissioners on August 8, 2007.

COUNTY OF NEWAYGO BROWNFIELD REDEVELOPEMENT AUTHORITY

By:  \_\_\_\_\_  
Chris A. Yonker  
Chair, Newaygo County Brownfield Redevelopment Authority

COUNTY OF NEWAYGO

By: \_\_\_\_\_  
Adam Wright  
Chair, Newaygo County Board of Commissioners

By: \_\_\_\_\_  
Laurel J. Breuker  
County Clerk