

**OCEANA COUNTY
BROWNFIELD REDEVELOPMENT AUTHORITY
~ BYLAWS ~**

ARTICLE I: Name and Address

Name. The name of the Authority is the Oceana County Brownfield Redevelopment Authority (hereinafter referred to as the "Authority"). The address of the Authority is 100 State Street, Hart, Michigan 49420

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 (hereafter referred to as the "Board") of the Authority shall consist of not less than five (5) persons and not more than nine (9) persons ("Directors"), unless an Economic Development Corporation (EDC), Downtown Development Authority (DDA), Tax Increment Finance Authority (TIFA) or Local Development Finance Authority (LDFA) board was appointed to serve as Directors.

Section 3. **Terms, Replacement and Vacancies.** An equal or near equal number of the initial Directors appointed shall be appointed to terms of one year, two years, and three years. Thereafter, each Director 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 may be reappointed with the advice and consent of the Oceana 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 Oceana County Board of Commissioners within thirty (30) days; to hold office for the remainder of the term of the vacated office.

Section 4. **Removal.** A Director may be removed from office for inefficiency, neglect of duty, misconduct, or malfeasance, by a majority vote of the Oceana County Board of Commissioners or Board.

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. The disclosure shall be recorded in 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 Board Chairperson or any two Directors. Board meetings shall be public, and notice of such meetings 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 as amended).

Section 8. **Quorum.** A majority of the Directors then in office constitutes a quorum for the transaction of business. A vote by the majority of the Directors constitutes an 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 Directors then in office. A majority of the Directors present may adjourn the meeting without further notice.

Section 9. **Participation by Communication Equipment.** A Director or member of a committee designated by the Board may participate in a meeting by telephone or another method by which all persons participating in the meeting can hear each other. However, unless allowed by the Open Meetings Act (Act No. 267 of the Public Acts of 1976 as amended) participation shall not include the right to vote on matters brought before the Board nor shall absent members be counted to determine if a quorum exists to conduct official business.

Section 10. **Committees.** The Board may, by resolution passed by a quorum, designate one or more committees. Each committee shall consist of 3 Directors of the Authority. The Board may designate one or more Directors as alternate members of a committee to replace an absent or disqualified Director at a committee meeting. A committee, and each member thereof, shall serve at the pleasure of the Board. Established committees shall serve solely as an advisory committee to the Board.

ARTICLE III: Officers

- Section 1. **Officers.** 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. 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.** 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. 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, shall be referred to the Oceana County Board of Commissioners with a recommendation from the Board to appoint an individual(s) interested in filling the vacancy.
- Section 4. **Chairperson and Vice Chairperson.** The Chairperson shall be the chief executive officer of the Authority, but he or she may occasionally delegate all or any part of his/her duties to the Vice Chairperson. The Chairperson shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management of the Authority. In the Chairperson's absence, the Vice Chairperson shall preside at Board meetings, have general and active management of the business of the Authority, and perform all the duties of the office as provided by law or these Bylaws.
- Section 5. **Secretary and Treasurer.** The Secretary and Treasurer or Recording Secretary shall attend all meetings of the Board, record votes and minutes of all proceedings, and perform similar duties for the standing committees when required. He/she shall further perform all duties of the office of Secretary/Treasurer as provided by law or these Bylaws. He/she 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 Board, or for any other reason that the Board may deem sufficient, the Board may delegate, for such time as appropriate, some or all powers or duties of an

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

Section 7. **Executive Committee.** The Chairperson, Vice Chairperson, Secretary, and Treasurer shall comprise the Executive Committee. The Executive Committee, may, upon a majority vote, authorize the expenditure of up to \$2,500 for any expense listed as an eligible item for expenditure under Authority funding guidelines. 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(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority. Authority may be general or confined to specific instances.

Section 2. **Loans/Grants or other Forms of Indebtedness.** No grants or loans 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 Oceana County Board of Commissioners. Such authority may be general or confined to specific instances.

Section 3. **Checks, Drafts, etc.** Officer(s) or agent(s) of the Authority must sign all checks, drafts or other orders for the payment of money, or notes or other evidence of indebtedness issued in the name of the Authority. Officers and agents with authority shall be determined by resolution of the Board.

Section 4. **Deposits.** Authority funds not otherwise employed shall be deposited to the credit of the Authority in a bank, trust company or other depositaries selected by the Board.

ARTICLE V: Fiscal Year

The fiscal year of the Authority shall correspond to the fiscal year of Oceana County.

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.

Section 3. **Power of Eminent Domain.** The Authority is a statutory creation of Oceana County and as such does not have independent authority to take, transfer, or use private property unless the property was acquired by the county following all current statutory and constitutional requirements in exercising its power of eminent domain.

If state law changes in a manner that grants the power of eminent domain to an independent authority such as a brownfield redevelopment authority, the Authority shall be denied the right to exercise the power of eminent domain without approval of the Oceana County Board of Commissioners through an approved resolution.

ARTICLE VII: Amendments

These Bylaws may be altered, amended or repealed by vote of a majority of the Board then in office at any regular or special meeting called for that purpose; but shall require approval of the Oceana County Board of Commissioners before taking effect.

I HEREBY CERTIFY that the above Bylaws were adopted the ____ day of _____, 2021.

SECRETARY