

# CRAWFORD COUNTY BROWNFIELD REDEVELOPMENT AUTHORITY

## BYLAWS

### ARTICLE I – NAME

The name of the Authority shall be the Crawford County Brownfield Redevelopment Authority (hereinafter referred to as the “Authority”) formed under MCL 125.2651 st. seq. (“Act”). The address of the Authority is 200 W. Michigan Ave., Grayling, MI 49738I.

### ARTICLE II – MEETING LOCATION

The Advisory Council shall meet in a public building in compliance with the Michigan Open Meetings Act, 1976 PA 267; MCL 15.261

### 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 this Authority shall consist of not less than five (5) persons and not more than nine (9) persons, unless an EDC, DDA, TIFA, or LDFA board was appointed. The initial Board shall be appointed by the Chairperson of the Crawford County Board of Commissioners, subject to approval by the Board of Commissioners.

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 County Board of Commissioners. A Director may also be reappointed by the County Board to serve additional terms. If a vacancy is created by death or resignation, a successor shall be appointed by the County Board 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, misconduct or malfeasance by a majority vote of the Crawford 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 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 (including special 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 second calendar quarter of each year at which time officers of the Board shall be elected as provided in Article IV, Section 2.

Section 7. **Notice.** Notice of any meetings must be given in accordance with the Open Meetings Act (PA 267 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 Authority. A 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 these Bylaws by the Authority requires the vote of not less than a majority of the members of the Authority then in office.

**Section 9. Participation by Communication Equipment.** A member of the Authority or of a committee designated by the Authority 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. However, a Director must be physically present in order to be considered as part of a quorum and to vote on any issue before the Board.

**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. 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 a 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 Bylaws of the Authority or (c) fill vacancies in the Board. All committees are subject to the Open Meetings Act (PA 267 of 1976).

#### **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.

**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. A nominated committee may be appointed by the Chairperson composed of three members of the Board to put forth a recommended slate of officers to the full Board. Each officer shall hold office until his/her successor is appointed. The terms of Offices shall be one year and no person shall hold the same officer for more than three successive terms.

**Section 3. Vacancies.** A vacancy of any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the Crawford County Board of Commissioners for the unexpired portion of the term 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/she or in his/her absence, the vice Chairperson shall preside at all meetings of the Board, he/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/she 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.

**Section 5. Secretary/Treasurer and Recording Secretary.** The Secretary/Treasurer or Recording Secretary shall attend all meetings and shall be responsible for seeing that the minutes and all other records of official transactions of the Authority are maintained in proper order. The Secretary shall also be responsible for making sure the council is in compliance with the Open Meetings Act.

**Section 6. Delegation of Duties of Offices.** In the absence of any officers 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 of such officer to any other Director 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 \$5,000.00 for any expenses listed as an eligible item for expenditure under the approved budget of the Authority. The Executive Committee must report any such expenditure to the board at the next regularly scheduled Board meeting.

## **ARTICLE V – CONTRACTS, LOANS, CHECKS & DEPOSITISTS**

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, 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 County Board. 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 with the Crawford County Treasurer

Section 5. **Additional Powers.** The CCBRA possesses all of the powers provided for in the Act.

## **ARTICLE VI – FISCAL YEAR**

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

## **ARTICLE VII – MISCELLANEOUS**

Section 1. **Seal.** The Board may 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 VIII – 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.

Bylaws are subject to approval by the Crawford County Board of Commissioners.

These bylaws were adopted the \_\_\_\_ day of August, 2017 by the Crawford County Brownfield Redevelopment Authority Board.

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April Hehir, Secretary  
Crawford County Brownfield Redevelopment Authority