

BYLAWS OF THE MERIDIAN TOWNSHIP BROWNFIELD REDEVELOPMENT
AUTHORITY

ARTICLE I: Name and Address

Name. The name of the Authority is the Meridian Township Brownfield Redevelopment Authority (hereinafter referred to as the "Authority"). The address of the Authority is 5151 Marsh Road, Okemos, Michigan, 48864.

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 seven (7) total members, as follows: the Township Manager, a member of each of the Planning Commission, Economic Development Corporation, and Environmental Commission, and three members having an interest or expertise in the fields of engineering, finance, or law.

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 with the advice and consent of the Township Board. A Director may be reappointed with the advice and consent of the Township Board 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 Township Board within thirty (30) 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 Township Board or the 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, 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.

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.

- 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 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 four 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 9. **Committees.** The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the Directors of the Authority. The chairperson of the Board shall appoint the members and select the chairperson of committees. Committees may be evaluated, reappointed, or dissolved at any time. A majority of the committee will constitute a quorum. A majority of the members present at the meeting at which a quorum is present shall be the action of the committee.

ARTICLE III: Officers

- Section 1. **Officers.** The officers of the Authority shall be elected by the Board and shall consist of a Chairperson and Vice Chairperson. The Board may designate and elect other officers of the Board as they consider necessary. 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 first 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. 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 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. **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 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 and on the 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 Township Board. Such authority may be general or confined to specific instances. Meridian Township shall not be liable on bonds or notes issued by the Authority and the bonds and notes shall not be a debt of the Township unless specifically provided otherwise by a majority vote of the Township Board.

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 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 Charter Township of Meridian.

ARTICLE VI: 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 provided the amendment has been submitted in writing at a previous meeting. All amendments shall be approved by the Township Board.