

**A BROWNFIELD REDEVELOPMENT AUTHORITY**  
**Formed pursuant to Act 381 of the Public Acts of 1996,**  
**Created by resolution of the Kalamazoo City Commission**

**BYLAWS**

**ARTICLE I: Name and Address**

**Name.** The name of the Authority is the City of Kalamazoo Brownfield Redevelopment Authority (hereinafter referred to as the "Authority"). The address of the Authority is 241 West South Street, Kalamazoo, Michigan, 49007.

**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 nine (9) persons and not more than thirteen (13) persons.

**Section 3. Replacement and Vacancies.** 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 Mayor with the consent of the Kalamazoo City Commission. A Director may be reappointed by the Mayor with the consent of the Kalamazoo City Commission to serve additional terms. If a vacancy is created by death or resignation, a successor shall be appointed by the Mayor with the consent of the Kalamazoo City Commission 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 City Commission or the Board.

**Section 5. Conflict of Interest.** A Director who has a direct interest in any matter before the Authority shall disclose his ~~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. 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 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~~ third 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 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. A member of the Board or of a committee designated by the Board may participate in a meeting by means of conference telephone, video, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presence at the meeting for voting purposes.~~

**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 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, and Secretary/ 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.** The officers of the Authority shall be elected by the Board at an annual meeting held during the ~~second~~third 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.

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- 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 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 their 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 and Secretary/ Treasurer shall comprise the Executive Committee. Additionally, the Executive Committee may appoint other Directors to serve on the committee. The Executive Committee may, upon a majority vote, authorize the expenditure of up to \$5,000 for any expense listed as an eligible item for expenditure under the approved Authority purchasing policy. The Executive Committee must report any such expenditures 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 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 Kalamazoo City Commission. 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 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 City of Kalamazoo.

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### **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.

### **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.