

VILLAGE OF VICKSBURG

RESOLUTION 12-2-00-1
RESOLUTION ADOPTING BYLAWS
OF THE VILLAGE OF VICKSBURG
BROWNFIELD REDEVELOPMENT AUTHORITY

WHEREAS, the Village of Vicksburg has created a Brownfield Redevelopment Authority under the provisions of Act 381, Public Acts of Michigan, 1996 and filed with the Michigan Secretary of State on March 17, 1998; and

WHEREAS, the Board of Directors of the Brownfield Redevelopment Authority has developed appropriate bylaws; and

WHEREAS, the bylaws have been recommended by the Board of Directors to be approved by the Village Council.

NOW, THEREFORE, BE IT RESOLVED by the Village Council of the Village of Vicksburg that the bylaws governing the Village of Vicksburg Brownfield Redevelopment Authority as developed by the Board of Directors be adopted as presented (copy attached).

I, HEREBY CERTIFY that the foregoing is a true and complete copy of a resolution adopted by the Village Council of the Village of Vicksburg at a regular meeting held on December 18, 2000. By a roll call vote:

MOTION: Trustee Margaret Merrill

SUPPORT: Trustee Loren Tarnier

AYES: Five (5) Trustees: Rachel Freeman, Margaret Merrill, Loren Tarnier, Jody Tuinier, and President Mike Hardy

NAYS: None (0):

ABSENT: Two (2) Trustees: Dan Pryson and Blaine Rice



Gloria K. Kiel, Deputy Village Clerk

VILLAGE OF VICKSBURG
BROWNFIELD REDEVELOPMENT AUTHORITY
BYLAWS

ARTICLE I

Name

The name of this authority is the VILLAGE OF VICKSBURG BROWNFIELD REDEVELOPMENT AUTHORITY (the "Authority").

ARTICLE II

Public Corporation

The Authority was created by resolution of the Village Council (the "Village Council") of the Village of Vicksburg pursuant to the provisions of Act 381, Public Acts of Michigan, 1996 ("Act 381"), and said resolution shall constitute the Articles of Incorporation of the Authority.

ARTICLE III

Offices

Section 1. **Registered Office.** The initial registered office of the Authority is the Village of Vicksburg Municipal Building located at 126 North Kalamazoo Avenue in the Village of Vicksburg, Kalamazoo County, Michigan 49097.

Section 2. **Principal Office.** The Authority shall have its principal office at the location of the Registered Office, and it may also maintain offices at such other place or places as the board of directors may from time to time designate.

ARTICLE IV

Purpose

The Authority is organized and incorporated as authorized by and pursuant to the Brownfield Redevelopment Financing Act (Act 381, Public Acts of 1996, as amended). The purpose for which the Authority is created is to, among other things, facilitate the implementation of Brownfield plans relating to the designation and treatment of Brownfield Redevelopment Zones; to promote the revitalization of environmentally distressed areas pursuant to Act 381, P.A. 1996 and subject to such limitations and conditions as are or may be prescribed by law, the Authority may exercise such powers or may be conferred upon an Authority organized pursuant to Act 381, P.A. 1996, as amended.

ARTICLE V

Directors

Section 1. **General Powers.** The business and affairs of the Authority shall be managed by its board except as otherwise provided by statute, by resolution of the Village Council or by these bylaws.

Section 2. **Number, Tenure, and Qualifications.** The board shall consist of the Board of Directors of the Local Development Finance Authority of the Village of Vicksburg, as it may from time to time be constituted.

Section 3. **Removal.** Board members may be removed by the Village President and Village Council after public hearing, for inefficiency, neglect of duty or malfeasance in office.

- 3.1 Among other reasons, inefficiency, neglect of duty, malfeasance in office shall be defined as, but not limited to;
 - (a) Missing four (4) consecutive regular meetings of such board or commission or twenty-five percent (25%) of such meetings in any fiscal year of the Village, unless such absence shall be excused by the board and the reason therefore entered in the proceedings at the time of each absence.
 - (b) Failure to complete specific assigned responsibilities.

Section 4. **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 successor has been appointed by the Village President with the advice and consent of the Village Council. A director may be reappointed by the Village President with the advice and consent of the Village Council to serve additional terms. If a vacancy is created by death or resignation or removal by operation of law, a successor shall be appointed by the Village President with the advice and consent of the Village Council within thirty (30) days to hold office for the remainder of the term of office so vacated.

Section 5. **Conflict of Interest.** A board member who has a direct interest in any matter before the Authority shall disclose his interest prior to the Authority taking any action with respect to the matter, which disclosure shall become a part of the record of the Authority's official proceedings, and the interested board member shall further refrain from participation in the Authority's proceedings relating to the matter.

Section 6. **Compensation.** Board members shall serve without salary, but may be reimbursed their actual expenses incurred in the performance of their official duties.

However, nothing herein contained shall be construed to preclude any board member from serving the Authority in any other capacity and receiving compensation therefor.

ARTICLE VI

Meetings

Section 1. **Meetings.** Meetings of the board may be called by or at the request of the Chairperson or any two board members. The meetings of the board shall be public, and public notice of such meetings shall be given in accordance with Act 267, Public Acts of Michigan, 1976, as amended.

Section 2. **Notice to Board Members.** Notice of any meeting of the board shall be given at least three (3) days prior thereto by written notice, delivered personally or mailed to each board member at his business or home address, or by telegram. Mailed notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice by telegram shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any board member may waive notice of any meeting either before or after the meeting. The presence of a board member at any meeting shall constitute a waiver of notice of such meeting, except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the board need be specified in the notice of waiver of notice of such meeting.

Section 3. **Quorum.** A majority of the members of the board then in office constitutes a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the board members are present at a meeting, a majority of those board members present may adjourn the meeting from time to time without further notice. The vote of the majority of board members 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 these bylaws.

Section 4. **Committees.** The board may, by resolution adopted by a majority of the members then in office, establish one or more committees, each committee to consist of one or more of the board members of the authority. The Chairperson, with the advice and consent of a majority of a quorum at any meeting, shall appoint the members of each committee so established. Each member appointed to a committee shall serve until replaced by action of the Chairperson with the advice and consent of a majority of a quorum of the board. A committee so established by the board, to the extent provided in the establishing resolution, may exercise all power 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 on the board.

ARTICLE VII

Officers

Section 1. **Officers.** The officers of the Authority shall consist of a Chairperson, Vice Chairperson, Secretary, Treasurer and such other officers as may from time to time be determined by the Authority board, each of whom shall be elected by the affirmative vote of at least five (5) board members.

Section 2. **Election and Term of Office.** The officers of the Authority shall be elected annually by the Authority board at the first meeting of the fiscal year. If the election of officers shall not be held or made at such meeting, such election shall be held or made as soon thereafter as is convenient. Each officer so elected shall hold office for the term of which elected and until his successor is elected and qualified, or until his resignation or removal.

Section 3. **Removal.** Any officer elected by the Authority board may be removed by the board from office with or without cause whenever in its judgment the best interests of the Authority would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the board of directors for the unexpired portion of the term of such office.

Section 5. **Chairperson.** The Chairperson shall preside at all meetings of the board of directors; he shall have a general and active management of the business of the Board and shall perform all duties of the office as provided by Act 381, the resolution of the Village Council and these bylaws. 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.

Section 6. **Vice-Chairperson.** The Vice-Chairperson shall serve in the place and stead of the Chairperson in the absence or disability of the Chairperson. The Vice-Chairperson shall further perform all duties of the office of Vice-Chairperson as provided in the Articles of Incorporation and bylaws of the Authority.

Section 7. **Secretary/Treasurer.** The Secretary/Treasurer 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 perform all duties of the office as provided by Act 381, the resolution of the Village Council and these bylaws.

Section 8. **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 9. **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 \$1,000.00 for any expense listed as an eligible item for expenditure under the approve Authority funding guidelines. The Executive Committee must report any such expenditures to the Board at the next regularly scheduled Board meeting.

ARTICLE VIII

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.** No loan shall be contracted on behalf of the Authority and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board and approved by the Village Council of the Village of Vicksburg. Such authority may be general or confined to specific instances.

Section 3. **Check, 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 designated by the Village Council of the Village of Vicksburg.

ARTICLE IX

Fiscal Year

The fiscal year of the Authority shall correspond at all times to the fiscal year of the Village of Vicksburg.

ARTICLE X

Initiation of Projections

All requests for the assistance of the Board shall be made in written form and should be addressed to the Secretary of this Board.

Such requests should include the following information:

1. Name, address and business status of applicant.
2. Brief personal or business history of applicant.
3. Narrative description of proposed project, including type of business to be conducted thereon and services to be provided thereby.
4. Description and location of land upon which the project is to be situated.
5. Number of employment opportunities that will be afforded or retained in the community by the project.

Upon receipt of said application, the Board shall tentatively assess the public purpose of the project, its desirability, suitability, and its economic feasibility. The Board may request such other data and information from the applicant as it deems appropriate. The Board shall not proceed with the project unless such tentative findings are made.

ARTICLE XI

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 XII

Amendments

With the approval of the Village Council of the Village of Vicksburg, these bylaws may be altered or amended or repealed by the affirmative vote of a majority of the Authority Board then in office at any regular or special meeting called for that purpose.

I HEREBY CERTIFY that the above Bylaws were adopted the _____ day of _____, 2000.

Secretary