

BYLAWS OF THE BENTON HARBOR BROWNFIELD REDEVELOPMENT AUTHORITY (2010 Amendments)

ARTICLE I: Name and Registered Office

The name of the political subdivision is the Brownfield Redevelopment Board for the City of Benton Harbor (the "Authority"). Its business office is 200 Paw Paw Avenue, Benton Harbor, MI 49022.

ARTICLE II: Establishment, Legal Basis and Mission

The Authority was established and operates in accordance with the Michigan Brownfield Redevelopment Financing Act, Public Act 381, MCL 125.2651 *et seq.*, (the "Act") as amended from time to time. In accordance with the Act, the Authority's mission is to facilitate and enter the implementation of, and enter into, brownfield plans; to create and oversee brownfield redevelopment zones, to promote the revitalization redevelopment and reuse of certain property, including but not limited to tax reverted, blighted or functionally obsolete property; permit the issuances of bonds and other evidences of indebtedness; to authorize the acquisition and disposal of certain property; and to use certain tax increment financing, as permitted under the Act.

ARTICLE III: Powers and Duties of the Authority

The Authority, acting in accordance with the Act, other statutes and its own By-Laws, may do any of the following:

1. Adopt, amend or repeal bylaws for the regulation of its affairs and the conduct of its official business.
2. Incur and expend funds, as allowed by the Act, to pay or reimburse a public or private person for eligible costs of eligible activities attributable to an eligible property.
3. In accordance with Section 8 of the Act, incur costs and expend funds from the local site remediation revolving fund for authorized purposes, and as approved by the City of Benton Harbor.
4. Enter into contracts related to the exercise and performance of the Authority's powers and duties, including by way of example, lease purchase agreements, land contracts, installment sales agreements, loan agreements, and service contracts.

ARTICLE IV: Board of Directors

1. *Board:* The business affairs of the Authority shall be overseen by a Board of Directors (“Board” or “members”).
2. *Membership:* The Board shall consist of no fewer than five (5) and no more than nine (9) members, appointed by the Benton Harbor City Commission, and shall have powers as provided by statute (MCL 125.2651 *et seq.*) or as provided in these bylaws.
3. *Terms:* Board members shall normally serve for a period of three (3) years. To the extent practicable, members’ terms shall be staggered so that approximately one third of members’ terms expire in a given year. A board member may be re-appointed for one or more successive three year term(s). A member whose term has expired may continue to hold office until reappointed, or until a successor has been appointed.
4. *Officers:* The Board shall nominate and elect officers including, but not necessarily limited to, a President, Vice President, and Treasurer. The term of office shall be determined by the Board. Officers may be removed from office by a majority vote of the entire Board.
5. *Duties of the Chairperson; Delegation:* The Chairperson shall be the presiding officer of the Board, but he or she may, from time to time, delegate all or part of his/her duties to the Vice-Chairperson, or with the approval of the Board, another officer or member.
6. *Vice-Chairperson:* In the absence or unavailability of the Chairperson, the Vice-Chairperson shall preside over meetings of the Board and exercise the duties of the Chairperson as may be required by the Chairperson’s absence or unavailability.
7. *Treasurer:* The treasurer shall have custody of the Authority’s funds and securities. As necessary and proper, the treasurer shall endorse in the name of the Authority collections, notes checks and other obligations, and deposit them to the credit of the Authority in the bank or account designated by the Authority. The treasurer shall sign all receipts and vouchers for payments made to the Authority. The treasurer, or other authorized board member(s), shall sign all checks, promissory notes or other obligations of the Authority. The treasurer shall keep full and accurate records of all monies received or disbursed by him or her, and shall render a statement of cash accounts when requested by the Board.
8. *Vacancy:* In the event of a vacancy on the Board, due to resignation, incapacity, death or removal, the Board shall notify the City of Benton Harbor of such

vacancy, requesting that an individual be appointed to fill the remainder of the term.

9. *Delegation of Operational Duties:* Day to day operation of the affairs of the Authority shall be delegated to, and managed by, the Authority's Executive Director, who shall act in accordance with the Act at the direction of the Board, and who shall regularly report to and serve at the pleasure of the Board.
10. *Compensation:* Members shall serve without salary but may be reimbursed for their actual expenses incurred in accordance with the performance of their official duties.
11. *Quorum:* A majority of the board members then in office shall constitute a quorum for the transaction of business at any legally noticed meeting of the Board. A majority of a quorum of the Board may adjourn the meeting without further notice. A majority vote of a quorum shall constitute official Board action, unless a larger majority is required by statute or in these bylaws.
12. *Committees:* A quorum of the Board may create advisory or investigative committees consisting of less than a majority of the full board. Committees serve at the pleasure of the Board, and may be disbanded by a vote of a quorum of the Board. Each Committee shall designate its chair and meeting schedule. A Committee shall present reports to the full Board as requested by the President, or on its own initiative.
13. *Removal:* A board member may be removed from office by the majority vote of the City Commission, or by a quorum of the Board for neglect of duty, misconduct or malfeasance. For the purposes of these bylaws, "neglect of duty" shall include, but is not necessarily limited to, missing three (3) or more consecutive regular Board meetings without excuse, or missing four (4) or more regular Board meetings without excuse in any twelve month period. The Board shall determine whether a member's absence is excused or unexcused.
14. *Conflict:* A member who has a direct or indirect interest in any matter before the Authority shall disclose his/her interest as soon as he/she becomes aware of the real or apparent conflict. Such disclosure shall become part of the record of the Authority's official proceedings. The interested Director shall refrain from participation in the discussion or vote regarding such matter. If a member is uncertain whether a conflict exists, he or she should err on the side of disclosure.

Article V: Meetings

1. *Open Meetings Act:* The Authority shall adhere to the applicable requirements of the Michigan Open Meetings Act ("OMA") to the extent required by law.
2. *Voting in Open Session:* All formal actions of the Board shall be taken by vote in open session.

3. *Meeting Schedule:* Regular meetings of the Board shall ordinarily be held at 4:00 pm at the Lula Lee Commission Chambers, City of Benton Harbor, City Hall. With proper notice, other meeting dates, times and locations for regular meetings may be set, in the discretion of the Board.
4. *Minutes:* Minutes shall be taken by a staff person of the Board, or by a member of the Board. Minutes shall document the date, time, and place of the meeting; members and staff absent, present or late; and any motions or decisions made. Minutes shall be made available, by mail, delivery or electronic transmission, to each Board member at least 48 hours in advance of the next regular Board meeting.
5. *Special Meetings:* Special meetings of the Board may be called by the Board President, or at the written request of three (3) board members. Notice of the special meeting shall be delivered at least forty-eight (48) hours in advance to each member of the board by mail, hand delivery to the member or at the member's residence, or email transmission. A member's attendance at a special meeting shall be deemed a waiver of notice. The time, date and location of the special meeting shall be noticed to the public in accordance with the OMA.
6. *Closed Session:* The Board may, by a public majority vote and upon proper notice, convene in closed session to discuss matters exempt from disclosure under the OMA. Minutes of closed sessions shall be kept in accordance with the OMA. Closed sessions shall be held only for a purpose expressly allowed by the OMA. Public notice of the closed session shall include the applicable exemption under the OMA.
7. *Hearings:* For occasions where the Board convenes in the capacity of a quasi-judicial body, the Authority shall create and follow written guidelines for such hearings.
8. *Agenda:* The agenda for regular and special meetings shall be created by the Executive Director, in consultation with the presiding officer or other members.
9. *Rules:* The Board shall operate under Robert's Rules of Order. To the extent that Robert's Rules of Order conflict with the Board's by-laws or an applicable statute, the by-laws or statute shall prevail. The Board may appoint a member, its legal counsel, or other individual, to act as parliamentarian. In ordinary circumstances, a member should not make rulings as parliamentarian on any issue or question that may require that member's active participation or vote.
10. *Chair:* The Board President, or in his/her absence, designee, shall chair regular and special meetings.
11. *Items:* Generally, meetings will include the call to order, roll call, presentation and approval of minutes, presentation and approval of committee and officers' reports (e.g. treasurer's report), public comment, old and new business,

discussion and voting (or other disposition) on action items, members' comments, and motion for adjournment.

12. *Freedom of Information Act:* The Authority shall fully comply with the Michigan Freedom of Information Act ("FOIA") in regard to minutes, records and other provisions of the Act. The Authority shall designate and publicize the name of a staff member to serve as FOIA coordinator.

ARTICLE VI: Finances

1. *Public Record:* All financial records of the Authority shall be open to the public in accordance with applicable law.
2. *Fiscal year:* The Authority's fiscal year shall run from July 1 to June 30, inclusive.
3. *Budget:* The Board shall prepare, review and approve a budget on or before June 1 for the following fiscal year.
4. *Audit:* The Board shall cause to be conducted an annual audit of its accounts. The audit shall be conducted by a competent Certified Public Accountant licensed to practice in the State of Michigan. The selection of the CPA shall be made in accordance with the Board's policy and practice regarding competitive bidding.
5. *Bond:* Any Board member or agent authorized to receive or disburse Authority funds shall be required to furnish a bond of not less than twenty thousand dollars (\$20,000.00) from a bonding agency acceptable to the Board. The Authority shall bear the cost of the bond.
6. *Payments:* All checks, drafts and orders for payments shall be signed in the name of the Authority and shall be counter-signed by such officers or agents duly authorized by the Authority.
7. *Loans/ Grants:* No loan or grant shall be contracted for or entered into by the Authority, and no evidence of indebtedness shall be issued in the name of the Authority, unless signed by such officer(s) or agent(s) of the Authority in such manner as may be determined from time to time by the Authority, through its Board, unless expressly authorized through a Resolution.
8. *Deposits:* Funds belonging to the Authority shall be deposited, as promptly as practicable, in such banks or other depositories as the Authority, through its Board, may by Resolution designate. Such designation may be changed by Resolution of the Authority.
9. *Contracts and conveyances:* Contracts or conveyances duly authorized by the Board shall be executed in the name of the Authority by the President, Treasurer, or other individual so authorized by the Board.

