

**BYLAWS/RULES OF PROCEDURE  
OF THE BROWNFIELD REDEVELOPMENT AUTHORITY  
OF THE CITY OF IONIA**

**ARTICLE I – NAME AND ADDRESS**

Section 1. **Name.** The name of the Authority is the City of Ionia Brownfield Redevelopment Authority (hereinafter referred to as the "Authority"). The address of the Authority is 114 North Kidd Street, PO Box 496, Ionia MI 48846.

**ARTICLE II – PURPOSE**

Section 1. **Purpose.** The purpose of the City of Ionia Brownfield Redevelopment Authority is to carry out those purposes and exercise those powers as conferred upon it by the Brownfield Redevelopment Financing Act, (the "Act"), 1996 PA 381, as amended. The Authority shall have all the powers and authority as a public body corporate, which now or hereafter may be conferred by law on an Authority organized under the Act.

**ARTICLE III – BOARD OF 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 five members appointed by the Mayor and confirmed by the City Council in accordance with Section 5 (1) (e) of PA 381, as amended. Of the initial members appointed, an equal number, as near as practicable, shall be appointed for 1 year, 2 years and 3 years. A member shall hold office until the member's successor is appointed and qualified. Thereafter, each member shall serve for a term of 3 years.

Section 3. **Conflict of Interest.** A director who has a direct conflict of interest of more than a de minimis nature in any matter before the Board shall disclose that interest prior to the Authority taking any action with respect to the matter. This disclosure shall become part of the record of the Board's official proceedings. Any member making such disclosure shall, with the approval of the Board, refrain from participating in the Board's decision-making process, to include all discussions, motions made and votes taken, relative to such matters, unless required by law.

Section 4. **Attendance at Meetings.** A Director's non-attendance at three (3) regularly scheduled consecutive board meetings shall automatically create a vacancy unless a Director is excused by a majority vote of the other Board members.

**ARTICLE IV – MEETINGS**

Section 1. **Organizational Meeting and Election of Officers.** Officers shall be elected at the first organizational meeting of the Board after the adoption of the Bylaws, and then shall be appointed thereafter pursuant to Section 2.

**Section 2. Annual Meeting.** An annual meeting shall be held at the first regular meeting in January at a time and place to be set by the Board. The election of officers shall occur at the annual meeting. If the election of officers does not occur on the day designated or any adjournment thereof, the Board shall cause the election to be held at a regular or special meeting of the Board within 90 days of the annual meeting.

**Section 3. Regular Meeting.** Regular meetings of the Board shall be held at a time and place to be set by the Board at its annual meeting. Notice of the schedule of regular meetings shall be published following the annual meeting. The Board records and minutes shall be open to the public.

**Section 4. Special Meetings.** Special meetings of the Board may be called by or at the request of the Chairperson, the Vice-Chairperson in the absence of the Chairperson, or by any three directors by giving 24 hours written notice of the meeting, stating the purpose of the meeting, and by posting a notice thereof, 18 hours prior to the meeting in the lobby of the Ionia City Hall.

**Section 5. Notice of Meeting.** All notices of any meetings other than regularly scheduled meetings shall be given in accordance with the Open Meetings Act (Act No. 267 of the Public Acts of 1976, as amended.)

**Section 6. Agenda.** The recording secretary shall prepare the agendas for all meetings and send them to the Board members at least 24 hours prior to the meeting. Any member of the Board may request any item be placed on the agenda.

**Section 7. Quorum and Voting.** A majority of the Directors appointed and serving shall constitute 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. A vote of the majority of the Directors present at a meeting at which a quorum is present constitutes an action of the Board, unless the vote of a larger number is required by statute or by these Bylaws.

**Section 8. Rules of Order.** Robert's Rules of Order will govern conduct of all meetings.

**Section 9. Open and Closed Meetings.** All regular and special meetings of the Board shall be open to the public. Closed meetings of the Board may be called for purposes listed in the Open Meetings Act, 1976 PA 267, as amended.

**Section 10. Participation by Communications Equipment.** A member of the Board or a committee designated by the Board may participate in a meeting by means of Skype or similar communications equipment whereby all persons participating in the meeting can see and hear each other. Participation by a member of the Board in a meeting pursuant to this provision does not constitute presence at the meeting for purposes of voting.

#### ARTICLE V – BOARD COMMITTEES

**Section 1. Advisory Committees.** The Board, by resolution, may designate and appoint one or more committees to advise the Board. All advisory committees shall include at least one member of the Board. Advisory committees may be evaluated, reappointed or dissolved at any time. A majority of the committee will constitute a quorum. A vote of the majority of the members present at a meeting at which a quorum is present constitutes an action of the committee.

## ARTICLE VI – OFFICERS

Section 1. **Officers.** The officers of the Board shall be a chairperson, a vice chairperson, a treasurer, and a recording secretary. All officers shall be members of the Board, with the exception of the recording secretary who need not be a member of the Board.

Section 2. **Removal of Officers.** An officer may be removed by the Board whenever in its judgment the best interest of the Board will be served.

Section 3. **Chairperson.** The Chairperson shall preside at all meetings of the Board and shall discharge the duties as a presiding officer.

Section 4. **Vice Chairperson.** In the absence of the chairperson or in the event of inability to serve as chairperson, the Vice Chairperson shall perform the duties of the Chairperson and when so acting, shall have all the powers and be subject to all the restrictions of the Chairperson.

Section 5. **Treasurer.** The Treasurer shall prepare, with the assistance of appropriate City officials, an annual budget covering the fiscal year of the Authority. The fiscal year of the Authority shall be the same as that of the City, July 1 – June 30. An annual audit will be made each year as part of the regular City audit. The Treasurer shall provide a bond in the amount prescribed by the Board.

Section 6. **Recording Secretary.** The Recording Secretary shall be the City of Ionia City Manager or his/her designee. The 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. The Recording Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board. The Recording Secretary shall, when authorized by the Board, attest by signature to actions of the Board, and shall maintain custody of the official seal, and of the records, books and all documents of the Authority.

Section 7. **Delegation of Duties of Officers.** In the absence of any officer of the corporation, the Authority may delegate the powers and duties of any officer to any director provided a majority of the Authority then in office concurs therein.

Section 8. **Election of Officers.** Nomination shall be made from the floor at the annual meeting in January. The terms of office shall be for one year and begin at the close of the annual meeting at which they are elected, or until a successor shall be elected and qualified. No person shall hold more than one office at a time, unless approved by the Board of Directors.

## ARTICLE VII – EXECUTIVE COMMITTEE

Section 1. **Executive Committee.** The officers of the Board, including Chairperson, vice Chairperson, Treasurer and Recording Secretary, shall constitute the executive committee. The executive committee may fix the hours and place of meetings, make recommendations to the Board and shall perform such other duties as specified in these Bylaws or as may be specified by the Board.

ARTICLE VIII – CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. **Contracts.** The Board may authorize any officer(s) or agent(s) 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 the City of Ionia City Council, as dictated by the terms of the grant or loan. Such authority may be general or confined to specific instances. The City of Ionia shall not be liable on bonds or notes issued by the Authority and the bonds and notes shall not be a debt of the City unless specifically provided otherwise by a majority vote of the City Council of the City of Ionia.

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(s) or agent(s) of the Authority and in such manner as shall 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 IX – MISCELLANEOUS

Section 1. **Seal.** The Board shall provide a corporate seal that shall be the official seal of the Authority.

ARTICLE X – AMENDMENTS

Section 1. **Amendments.** These Bylaws may be altered or amended by the affirmative vote of a majority of the Board then in office at any regular or special meeting called for that purpose provided that the amendment has been submitted in writing at a previous meeting. These original bylaws and all amendments shall be approved by the City Council of the City of Ionia.

Bylaws approved by the City of Ionia Brownfield Redevelopment Authority on August 14, 2023

Bylaws approved by the City Council of City of Ionia on September 6, 2023



Precia L. Garland, Recording Secretary