

City of Flushing
EAST PIERSON ROAD CORRIDOR IMPROVEMENT AUTHORITY
BYLAWS

ARTICLE I. ESTABLISHMENT, PURPOSE AND AUTHORITY

Section 1. Establishment and Termination. The City of Flushing East Pierson Road Corridor Improvement Authority ("Authority") was created on August 10, 2015 pursuant to City of Flushing Resolution 2015-08-10 A and Public Act 280 of 2005 (the "Act") of the State of Michigan, MCLA 125.2871 through MCLA 125.2899, as amended. The City of Flushing on December 14, 2015, pursuant to Resolution 2015- 12-14A, amended the Authority's district development area boundaries to provide clarification and correction. The Authority shall be a public body corporate.

Section 2. Purpose. The purpose of the Authority is to halt property value deterioration, eliminate the causes of that deterioration, increase property tax valuation, encourage historic preservation, promote the economic growth of the district and any other applicable and permissible purpose allowable under MCLA 125.2871 et seq .

Section 3. Authority. The Authority acts in accordance with the powers conferred by Public Act 280 of 2005 (the "Act") of the State of Michigan, MCLA 125.2871 through MCLA 125.2899 as amended and City of Flushing Resolution 2015-08-10 A as amended by Resolution 2015- 12-14A. The Authority shall exercise its powers within the development area of the City of Flushing as designated in said Resolution and pursuant to the Authority's recommended Development Plan and Tax Incremental Financing Plan which was approved on December 14, 2015 by the City of Flushing through Resolution 2015-12-14B.

Section 4. Fiscal Year. The fiscal year of the Authority shall begin on the first day of July and end on the last day of June of each year.

ARTICLE II. BOARD OF DIRECTORS AND RESPONSIBILITIES

Section 1: Establishment. The business and property of the Authority shall be under the control, management and direction of the board of directors who may exercise all powers allowable as conferred by the Act. The Board may consist of up to nine (9) members but shall not at any time consist of less than six (6) members, with an uneven total number of members being preferable. The board shall be comprised of the City's Mayor or his/her designee, with all remaining members to be appointed in accordance with the provisions of the Act. Not less than a majority of the members shall be persons having an ownership or business interest in property located in the identified district development area, or in an area within 1/2 mile of any part of the development area.

Section 2: Appointment. Board members shall be appointed by the Mayor of the municipality, subject to approval by the City Council.

Section 3: Terms. Members of the board of directors may serve a term consisting of four (4) years from the date of their respective appointment. Of the board members first appointed, an equal number as is practicable shall be appointed for one (1) year, two (2) years, three (3) years, and four (4) years. All terms end on December 31st. A

member shall hold office until the member's successor is appointed and qualified. There shall be no limit on the number of terms an appointed board member may serve. A properly appointed individual to the Authority Board is not qualified to serve and may not assume the duties of office until the individual takes and subscribes to the constitutional oath of office.

Section 4: Vacancies. An appointment to fill a vacancy shall be made by the Mayor with the approval of Council for the unexpired term only. A board member appointed to fill a vacancy shall hold office for the unexpired term of his/her predecessor. Board members of the Authority shall have the opportunity to recommend to the Mayor and Council candidates to be considered for appointment.

Section 5: Resignation. A board member may resign by giving written notice to the Authority's chairperson and/or the City Clerk. A resignation shall take effect at the time specified in the notice, or, if no time be specified, upon receipt thereof. Receipt of a resignation shall make it effective. A written resignation received by the chairperson and/or City Clerk shall be included in the following regularly scheduled meeting's minutes as a communication received.

Section 6: Role and Duties.

- A. The role of the board of directors is to serve as a liaison to the Authority's District community.
- B. The board of directors shall control, direct, manage, set the policy for, and oversee the management of the Authority's affairs. It shall control its property, be responsible for its finances, formulate policy, and direct its affairs. The board may enter into or authorize the chairperson, executive director, or agents to enter into any contract or execute and deliver an instrument in the name of and on the behalf of the Authority. The board may execute all other duties as specified by Public Act 280 of 2005 , MCLA 125.2871 et seq. and as may be amended from time to time.
- C. The board may employ, terminate, and fix the compensation of an executive director and support personnel. A member of the board is not eligible to hold the position of executive director. [See MCLA 125.2879 as may be amended]
- D. The board may employ, terminate, and fix the compensation of a treasurer, secretary, legal counsel, and/or other personnel as it deems necessary. [See MCLA 125.2879 as may be amended]

Section 7: Adoption of a Budget. The board shall prepare annually a budget and shall submit it to the City Council for approval. The annual budget shall contain the kind of information generally required from municipal departments and the board shall submit it to the Council at the time and in the manner required under the Charter or otherwise. The board shall not finally adopt a budget for any fiscal year until the budget has been approved by the City Council.

Section 8: Financial Reports. The Authority shall submit financial reports to City Council at the same time and on the same basis as departments of the City are required to submit reports.

Section 9: Audit. The Authority shall be audited annually by the same independent auditors as the City of Flushing uses and copies of the audit report shall be filed with Flushing City Council. The City of Flushing may assess a reasonable pro rata share of the funds for the cost of handling and auditing the funds of the Authority, other than those committed, which shall be paid annually by the board pursuant to an appropriate item in its budget.

Section 10: Compensation. Members of the board shall serve without compensation, but may be reimbursed for actual and necessary expenses, subject to board approval.

Section 11: Removal

After being given notice and an opportunity to be heard, a member of the board may be removed for cause by the City Council. Cause shall not be interpreted to be a difference of opinion, but may be found when there is one or more reasons, for which there is demonstrative evidence, that a member cannot responsibly and ethically perform the duties and/or responsibilities of the board position.

Section 12: Indemnification. To the fullest extent permitted by law the Authority and/or the City of Flushing shall fully indemnify, defend, pay on behalf of, and hold harmless any board member(s), employees, volunteers of the Authority, past or present, in their individual and/or official capacity against any and all claims, demands, suits, or loss, including attorney fees and all other costs connected therewith, and for any damages which may be asserted, claimed or recovered against or from the Authority, its members and/or its employees, volunteers or others working on behalf of the Authority, by reason of any decisions and/or recommendations made, opinions asserted, actions taken, personal injury, including bodily injury or death and/or property damage including loss of use thereof, and loss of profits, revenue, opportunities or data, which may arise as a result of the Authority's acts, omissions, faults and negligence or of any of its employees, board members, agents and representatives in connection with the activities of the Authority.

ARTICLE III. OFFICERS, DUTIES, RESPONSIBILITIES

Section 1: Officers. Officers of the board of directors may consist of a chairperson, vice-chairperson, secretary and treasurer. Except for the officers first appointed and voted into office upon the establishment of this Authority and the initial term of office they serve, each subsequent officer must serve at least one (1) full year on the board before being eligible for office. The officers so elected shall serve a term of one (1) year or any part thereof and until his/her successor is designated. No term of office created under this section shall extend beyond the member's designated term.

Section 2: Chairperson and Vice Chairperson. The Chairperson and Vice Chairperson of the board shall be elected by the board at the first regular meeting of the Authority each calendar year.

Section 3: Secretary. The position and/or duties of Secretary may be performed by the City Manager or City Clerk, pursuant to a determination made by the board at the first regular meeting of the Authority each calendar year. The board may employ and fix the compensation of a secretary pursuant to MCL 125.2879.

Section 4: Treasurer: The financial duties of a Treasurer may be performed by the City's Treasurer, pursuant to a determination made by the board at the first regular meeting of the Authority of each calendar year. The board may employ and fix the compensation of a treasurer pursuant to MCL 125.2879.

Section 5: Length of Term. An officer shall serve a term of one year and until a successor has been elected. No term of office shall extend beyond the term of the member. There shall be no limit on the number of terms an appointed board member may serve as an officer.

Section 6: Vacancies and Removal. In the case of a permanent vacancy of the offices of chairperson, vice-chairperson on the board of directors, the board shall elect by a majority vote a replacement at its next regular

meeting or as soon thereafter as possible. The replacement officer shall serve the remainder of the vacant position's term. An officer vacancy may be filled by majority action of the board. An officer may voluntarily choose to step down from his/her elected position by notifying in writing the Chairperson and/or the Clerk of the City of Flushing. An officer may be removed, but only for cause, at any time by a super majority action of the full board. Cause shall not be interpreted to be a difference of opinion, but may be found when there is one or more reasons, for which there is demonstrative evidence, that a member cannot responsibly and ethically perform the duties and/or responsibilities of the board position.

Section 7: Duties of Chair. The chairperson shall preside at meetings of the board. The chairperson shall be an ex-officio member of all committees. The chairperson shall assist in developing the Authority's agendas. The chair shall review all expenditures and other financial reports prior to their placement on the Authority's agenda, shall maintain custody of the official seal and records, books, documents, or other papers. These items are to be stored at the Flushing City Hall or at the Authority's principal place of business.

Section 8: Duties of Vice-Chair. The vice-chairperson shall preside at meetings in the absence of the chairperson. The vice chair shall perform such other duties as delegated by the chairperson. He/she shall perform the duties of the chairperson in his/her absence.

Section 9: Secretary, Treasurer, Other City Professionals and Financial Matters. The chairperson shall work with appropriate City professionals, including the City Treasurer and City Manager to establish appropriate procedures, agendas, minutes, accounts, develop and acquire financial statements, reports, and budgets to empower the board to competently manage, oversee, and direct its financial affairs, to submit for board approval all fund and expense reports created by the Treasurer or others and meeting minutes and other documents. The Authority works in conjunction with the City Treasurer and Assessor, in capturing and disbursing tax revenues. The city financial department, through its Treasurer, will keep the Authority's financial records and prepare the Authority's reports, statements and records as requested by the board.

ARTICLE IV. MEETINGS

Section 1: Regular Meetings. The regular meetings of the board shall be held at a time and location set by the board.

Section 2: Special Meetings. Special meetings shall be held whenever called by the chairperson, City Manager, or any two (2) members of the board on eighteen (18) hours written notice of the time and place of meeting.

Section 3: Notice. Meetings shall be preceded by public notice posted, at least, 18 hours prior to the meetings in accordance with Public Act 267 of 1976, as amended (Open Meeting Act).

Section 4: Agenda. An agenda shall be prepared for all meetings and copied to the Authority members at least 18 hours prior to the meeting. Any member of the Authority may place an item on the agenda with the consent of the chair. The monthly agenda will include expense items of the authority.

Section 5: Quorum. A majority of the board, appointed and serving, shall constitute a quorum. The vote of the majority of the members present at the meeting at which a quorum is present shall constitute the action of the board unless the vote of a larger number is required by statute.

Section 6: Open Meetings Act and Parliamentary Procedure. At meetings of the board, business shall be open to the public and conducted in accordance with the Open Meetings Act 1976, Public Act 267, as amended. In the case of disputes concerning parliamentary procedures governing the conduct of meetings, the latest revision of *Robert's Rules of Order Newly Revised* shall govern. The board may adopt, at its discretion, a set of standard practices based upon *Robert's Rules of Order*.

Section 7: Conflict of Interest. Every board member has an affirmative duty to disclose any conflict of interest. He/she may be excused from discussion and may not be allowed to vote on said item(s), in the informed discretion of the board. The disclosure shall become a part of the record. Any member making such disclosure shall refrain from participating in the Authority's decision making process relative to the matter. Any abstention shall be noted in the minutes of the meeting.

Section 8: Minutes. A written record of each meeting and action of the board shall be maintained. The board may choose at its discretion to electronically record its meetings.

ARTICLE V. ATTENDANCE

Section 1: Regular Meetings. The board shall have as many monthly meetings during a fiscal year as it deems necessary. At a minimum, the board will meet quarterly throughout a calendar year.

Section 2: Excused Absences. An excused absence shall be one in which the board member notifies the chair or the city clerk of his/her nonattendance prior to a regularly scheduled meeting. The vice-chair shall notify the chairperson of a member's fourth consecutive excused absence from regular meetings during a one year time period. The chairperson shall forward a letter to the member addressing his/her absence and attendance record. The board has the discretion, following a reasonable amount of time after a letter has been directed to the member, to take whatever action it deems to be reasonable, up to and including removal.

Section 3: Unexcused Absences. An unexcused absence shall be one in which a board member fails to notify the chair or city clerk of his/her nonattendance prior to a regularly scheduled meeting. The vice-chair shall notify the chairperson of a board member's third unexcused absence from regular meetings during one year. The chairperson shall forward a letter to the member addressing his/her absence and attendance record. The board has the discretion, following a reasonable amount of time after a letter has been directed to the member, to take whatever action it deems to be reasonable, up to and including removal.

Section 4: Removal. The chairperson shall bring all instances of a board member's four consecutive excused or three unexcused absences to the board who may take action on the matter. The board has the discretion, following a reasonable amount of time after a letter has been directed to the member, to take whatever action it deems to be reasonable, up to and including removal from the board, but only with the approval of Council.

ARTICLE VI. COMMITTEES

Section 1: Committee Formation. The board may create committees as needed. A non-board person may serve on committees and subcommittees. Non-board committee members acquire no voting or other rights by serving on Authority committees. Committees shall make recommendations to the board for approval and act on decisions made by the board.

ARTICLE VII. VOTING

Section 1: Voting By Board.

- a. The vote of a majority of board members present at any meeting at which there is a quorum shall constitute an act of the board, except as a larger vote may be required by the laws of the State of Michigan or these bylaws.
- b. Each board member is entitled to one (1) vote for each issue that is brought before the board by motion or resolution.
- c. All votes shall be cast by voice. Board members shall have the right to request a roll call vote. The order in which Board members' names are called for each subsequent roll call vote taken during a single meeting shall be rotated to ensure that no member's name is called first or last more than once until a full rotation of members names has been completed. Rotation of Board members' names for roll call voting shall continue throughout any Board meeting.

Section 2: Officer Selection. Nominations for the positions of chairperson and vice chairperson shall be made at the January meeting and the board shall take a vote in its usual manner. The newly elected officers shall take office immediately.

ARTICLE VIII. EXECUTIVE DIRECTOR, STAFF AND LEGAL COUNSEL

Section 1: Executive Director. In the event the Authority employs a qualified executive director, the executive director shall be the chief executive officer of the Authority. Subject to approval of the board, the executive director shall supervise and be responsible in the manner authorized by law. The executive director shall attend the meetings of the board and shall render to the board and to the governing body of the city a regular report covering the activities and financial condition of the Authority. Before entering upon the duties of his/her office, the acting executive director shall take and subscribe to the oath and furnish bond as required of the director by law. The executive director shall furnish the board with information or reports governing the operation of the Authority as the board requires.

Section 2: Staff. The board shall have the power to engage and employ such manual, clerical, technical, financial, and professional assistance as in its judgment may be necessary and is incidental to carry out the purposes of the Authority.

Section 3: Legal Counsel. The board may retain qualified legal counsel to advise the board in the proper performance of its duties pursuant to MCL 125.2879.

ARTICLE IX. RECORDS

Section 1: Definition. The Authority shall keep correct and complete records of all proceedings of the board of directors and committees, all financial statements of the corporation, bylaws and all amendments and restatements, and other records and books of account necessary and appropriate to conduct the corporation's business.

Section 2: Location. The records shall be kept at the principal office of the Authority which shall be the Flushing City Hall, located at 725 E. Main Street, Flushing, Michigan 48433.

Section 3: Freedom of Information. A writing prepared, owned, used, in the possession of or retained by the board in the performance of an official function is subject to PA 442 of 1976 (Freedom of Information Act). The approved Freedom of Information Act policy adopted by the City of Flushing will be followed by the Authority.

ARTICLE X. AMENDMENTS TO THE BY LAWS

Section 1: Amendments. The board shall have power to make, alter, or amend the bylaws in whole or in part by a two-thirds affirmative vote of the entire board membership. Before a vote to adopt any amendment to these by-laws occurs, the board shall have a first reading of the proposed by-law changes at a separate regular meeting held at least thirty (30) days before the meeting at which the vote is to take place. Any proposed amendment to these bylaws shall be submitted in its entirety, in written form, to each board member prior to the meeting wherein the first reading is to occur.

Section 2: Notice. Notice of proposed changes to the bylaws shall be posted on the city's website before the first reading board meeting according to the Open Meetings Act.

Section 3: City Council Approval Required. A proposed change to the Authority's by laws as adopted by the required vote of the Authority's board shall not become effective until approved by the Flushing City Council.

Adopted By East Pierson Road Corridor Improvement Authority: May 20, 2019

Adopted by Flushing City Council: June 10, 2019