

BYLAWS OF THE
MICHIGAN INTERNATIONAL TECHNOLOGY CENTER REDEVELOPMENT AUTHORITY

ARTICLE I: Name and Address

Name. The name of the Authority is the Michigan International Technology Center (MITC) Redevelopment Authority (hereinafter referred to as the "Authority"). The address of the Authority is 44605 Six Mile Road, Northville, Michigan 48168.

ARTICLE II: Directors

Section 1. **General Powers.** The business and affairs of the Authority shall be managed by its Board of Directors (the "Board") consistent with that certain Interlocal Agreement between the Charter Township of Northville Brownfield Redevelopment Authority and the Plymouth Township Brownfield Redevelopment Authority creating the Michigan International Technology Center Redevelopment Authority (the "Interlocal Agreement") and except as otherwise provided by statute or by these Bylaws.

Section 2. **Board of Directors.** The Board shall consist of five (5) members, appointed as follows:

- (a) One member appointed by the Board of the Charter Township of Northville Brownfield Authority.
- (b) One member appointed by the Board of the Plymouth Township Brownfield Authority.
- (c) One member appointed by the Northville Township Supervisor and the Plymouth Township Supervisor.
- (d) The Northville Township Supervisor.
- (e) The Plymouth Township Supervisor.

Section 3. **Terms, Replacement and Vacancies.** Of the members listed under 2(a) and (b), 1 member initially shall be appointed for a period of two years, and 1 member shall initially be appointed for a period of one year. The member listed under 2(c) shall initially be appointed for a period of two years. After the expiration of the initial terms, members shall be appointed in the same manner as the original appointments but for terms of two (2) years.

Section 4. **Removal.** A Board member appointed under Section 2(a) or 2(b) may be removed by its appointing governing body at will. A Board member appointed under Section 2(c) may be removed by both the Northville Township Supervisor and Plymouth Township Supervisor at will.

Section 5. **Conflict of Interest.** The Board shall adopt ethics policies governing the conduct of Board members, officers, appointees, and employees. The policies shall be no less stringent than those provided for public officers and employees under 1973 PA 1 96, MCL 15.341 to 15.348. Members of the Board and officers, appointees, and employees of the Authority shall be deemed to be public servants under 1968 PA 317, MCL 15.32 1 to 15.330, and are subject to any other applicable law with respect to conflicts of interest.

Board members, officers, appointees, and employees of the Authority who have a direct interest in any matter before the Authority shall disclose his/her interest prior to any deliberation of that matter by the Authority Board, which disclosure shall become a part of the record of the Authority's official proceedings. If the interested person is a Board member, such member shall further refrain from participation in the Authority's action relating to the matter. Each person covered by this provision, upon taking office and annually thereafter, shall acknowledge in writing that they have read and agree to abide by this section.

Section 6. Meetings. The Board shall hold an annual organizational meeting, which shall be first meeting held by the Board after the beginning of each fiscal year. At the organizational meeting, the Board shall adopt an annual calendar of regular meetings and elect the officers of the Board.

Special meetings of the Board may be called by or at the request of the Chairperson or any two Board members.

All meetings of the Board and committees shall be open to the public and be subject to the Open Meetings Act, Act 267, Public Acts of Michigan, 1976, as amended ("OMA").

Section 7. Notice. Notice of the time and place of each organizational, special, and adjourned meeting of the Board shall be provided to each Board member by the Recording Secretary. Such notice shall be delivered by email at least five (5) days prior to such meeting.

Notice of meetings of the Board and committees shall be given to the public in accordance with the OMA.

Section 8. Quorum. A majority of the Board shall be required to constitute a quorum for the transaction of business. The Board shall act by a majority vote at a meeting at which a quorum is present. A quorum shall be necessary for the transaction of business by the Board.

Section 9. Participation by Electronic Communication. A Board member may participate in deliberations at meetings of the Board by means of an electronic communication by which such member is seen and heard by the other Board members and any members of the public at the meeting. To the extent permitted by law, a Board member may participate at meetings of the Board for quorum, voting, and motion purposes by means of an electronic communication by which such member of the Board is seen and heard by the other Board members and any members of the public at the meeting.

Section 10. Committees. The Board may, by resolution, designate one or more committees, consisting of one or more of the Board members, and delegate to such committees such powers, duties and functions as the Board determines appropriate.

ARTICLE III: Officers

- Section 1. **Officers.** The officers of the Authority shall be elected by the Board at its annual organizational meeting and shall consist of a Chairperson, a Vice Chairperson and a Secretary. The Board may also appoint a Treasurer and a Recording Secretary who may, but need not, be members 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 the annual organizational meeting of the Board. The term of each office shall be for one (1) year; provided that (i) each officer shall hold office until his/her successor is appointed, and (ii) the office of Chairperson shall be held on an alternating basis by one of the members appointed pursuant to Section 2(d) or 2(e) .
- Section 3. **Vacancies.** A vacancy among the members of the Board caused by death, resignation, or removal shall be filled in the same manner as the original appointment for the balance of the unexpired term.
- Section 4. **Chairperson and Vice Chairperson.** The Chairperson shall preside at all meetings of the Board and shall have such other duties as may be delegated to him or her by the Board. In the absence of the Chairperson, the Vice Chairperson, shall preside at all meetings of the Board.
- Section 5. **Treasurer, Recording Secretary, Secretary.** The Treasurer shall: (i) have custody and charge of all money and funds belonging to the Authority; (ii) ensure the preparation of all financial reports and information required by law; (iii) maintain accurate records to ensure the proper use of Authority funds; (iv) ensure the proper and accurate transfer and collection of funds of the Authority; and (v) within 20 days after the end of each month, ensure that a detailed summary of all cash receipts and disbursements and change in cash balance is prepared and submitted to the Board for review and acceptance. The Treasurer may be assigned additional duties from time to time by the Board. The Treasurer shall post a bond as required by statute.

The Recording Secretary shall attend all meetings of the Board and shall: (i) record, print, and publish the minutes of all official meetings as required by the OMA; (ii) attend to the giving and receiving of all notices of the Authority duly given in accordance with these bylaws or as required by law; (iii) provide adequate notice to the Board members of meetings; and (iv) ensure that all records of the Authority are maintained and available for inspection by the public. The Recording Secretary may be assigned additional duties from time to time by the Board.

The Secretary of the Board shall certify all official documents of the Board and shall perform all other customary functions of a Secretary excluding those otherwise delegated to the Recording Secretary herein. The Secretary of the Board may be assigned additional duties from time to time by the Board.

Section 6. **Delegation of Duties of Offices.** In the absence of any Board member, the Board may delegate, the powers, duties, or authority of such officer to any other Board member.

ARTICLE IV: Contracts, Loans, Checks and Deposits

Section 1. **Contracts.** The Board may authorize any Board members, officers, appointees, and employees to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority subject to such conditions and scope as determined by the Board.

Section 2. **Loans/Grants/Debt.** No grant, loan or debt 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.

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 begin on January 1 of each year and end on the following December 31.

ARTICLE VI: Miscellaneous

Section 1. **Seal.** The Board may provide for and adopt 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.

Section 3. **Rules of Order.** Except as otherwise provided for herein, all meetings of the Board will be conducted in accordance with parliamentary procedures outlined in *Robert's Rules of Order, Revised*. The Chairperson will rule on all questions of procedure, but may be overruled by a majority of the Board. Suspension or alteration of any rule or regulation of the Board, or any addition to such rules and regulations may be affected by a majority vote of the Board at any regular meeting.

ARTICLE VII: Amendments

These Bylaws may be altered, amended or repealed by the majority vote of the Board present at any regular meeting, if notice of the proposed alteration, amendment, addition, or repeal has been provided to each Director at least five (5) business days before such meeting.

I HEREBY CERTIFY that the above Bylaws were adopted the 28th day of January 2019.


Secretary

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