

**BYLAWS  
BROWNFIELD REDEVELOPMENT AUTHORITY  
OF THE CITY OF LIVONIA**

**ARTICLE I: Name and Address**

**Name.** The name of the Authority is the Brownfield Redevelopment Authority of the City of Livonia (hereinafter referred to as the “Authority”). The purpose of the Authority is to exercise the powers and carry out the functions and responsibilities provided for under the Brownfield Redevelopment Financing Act, 1996 PA 381 (“Act 381”). The address of the Authority is: 33000 Civic Center Drive, Livonia, Michigan 48154.

**ARTICLE II: Directors**

Section 1. **General Powers.** The business affairs of the Authority shall be managed by a Board of Directors, except as otherwise provided by statute or by these bylaws.

Section 2. **Board of Directors.** The Board of Directors (hereinafter referred to as the “Brownfield Board”) of the Authority shall consist of the 9 members (hereinafter referred to as the “Directors”), designated by the Mayor and appointed by the Livonia City Council, and shall have said powers as provided by statute Act 381 and these bylaws.

Section 3. **Replacement and Vacancies.** Subsequent Directors shall be appointed by the City Council 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/her successor has been appointed by the City Council. A Director may be reappointed by the City Council to serve additional terms. If a vacancy is created by death or resignation, a successor shall be appointed by the City Council within thirty (30) days to hold office for the remainder of the term of office so vacated.

Section 4. **Removal.** A Director may be removed from office for inefficiency, neglect of duty, misconduct or malfeasance, by a majority vote of the City Council.

Section 5. **Conflict of Interest.** A Director who has a direct or indirect interest in any matter before the Authority shall disclose his/her interest prior to any discussion of the matter by the Authority, which disclosure shall become part of the record of the Authority’s official proceedings. The interested Director shall further refrain from participation in the Authority’s action relating to the matter. Each Director, upon taking office and annually thereafter, shall acknowledge in writing that they have read and agreed to abide by this section.

- Section 6. **Meetings.** The Brownfield Board shall adopt a schedule of regular meetings. Said meetings of the Brownfield Board may be called by or at the request of the Chairperson of the Brownfield Board or any two Directors. The meetings of the Brownfield Board shall be public, and the appropriate notice of such meetings shall be provided to the public. The Brownfield Board shall hold an annual meeting at which time officers of the Brownfield Board shall be elected as provided in Article III, Section 2.
- Section 7. **Notice.** Notice of any meetings shall be given in accordance with the Open Meetings Act (Act No. 267 of the Public Acts of 1976), as amended.
- Section 8. **Quorum.** A majority of the members of the Directors then in office constitutes a quorum for the transaction of business at any meeting of the Brownfield Board, provided, that a majority of the Brownfield Board present may adjourn the meeting from time to time without further notice. The vote of the majority of the Directors present at a meeting at which a quorum is present constitutes the action of the Brownfield Board, unless the vote of a larger number is required by statute or by these Bylaws. Amendments of the Bylaws by the Brownfield Board requires the vote of not less than a 2/3 majority of the members of the Brownfield Board then in office.
- Section 9. **Committees.** The Brownfield Board may, by resolution passed by a majority of the whole Brownfield Board, designate one or more committees, each committee to consist of one or more of the Directors of the Authority. The Brownfield Board may designate one or more Directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Brownfield Board to act at the meeting in place of such an absent or disqualified member. A committee so designated by the Brownfield Board, to the extent provided in the resolution by the Brownfield Board, may exercise all power and authority of the Brownfield Board in the management of the business and affairs of the Authority.

### **ARTICLE III: Officers**

- Section 1. **Officers.** The officers of the Authority shall be elected by the Brownfield Board and shall consist of a Chairperson, Vice Chairperson, Treasurer, and Secretary. The Brownfield Board may appoint a Recording Secretary who need not be a member of the Brownfield Board.

- Section 2. **Nomination, Election and term of Office.** The Brownfield Board at the annual meeting shall elect the officers of the Authority. Candidates shall be nominated by a nominating committee composed of three members appointed by the Chairperson. The term of each office shall be for one (1) year. Each officer shall hold office until his/her successor is elected.
- Section 3. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled, at any meeting of the Brownfield Board, for the unexpired portion of the term of such office.
- Section 4. **Chairperson and Vice Chairperson.** The Chairperson shall be the chief executive officer of the Authority, but he or she may, from time to time, delegate all or any part of his/her duties to the Vice-Chairperson. He or she, or in his/her absence, the Vice Chairperson shall preside at all meetings of the Brownfield Board, he or she shall have general and active management of the business of the Authority and shall perform all the duties of the office as provided by law or these Bylaws. He or she shall be ex-officio a member of all standing committees, and shall have the general powers and duties of supervision and management of the Authority.
- Section 5. **Secretary .** The Secretary shall attend all of the meetings of the Brownfield Board and see to the recording of all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall further perform all the duties for the standing committees when required. The Secretary shall further perform all duties of its office as provided by law or these bylaws. The Secretary shall see that a copy of all minutes of the Brownfield Board is promptly provided to the Livonia City Council.
- Section 6. **Treasurer.** The treasurer shall insure that procedures are in place for custody of the Authority funds and securities. All monies and other valuable effects in the name and to the credit of the Authority shall be deposited in such depositories as may be designated by the Brownfield Board of Directors pursuant to the adopted Investment Policy. He/she shall authorize such disbursements of the funds of the Authority as may be ordered by the Brownfield Board. The Treasurer shall report to the Brownfield Board at its regular meetings the financial condition of the Authority.
- Section 7. **Delegation of Duties of Offices.** In the absence of any officer of the Authority, or for any other reason that the Brownfield Board may deem sufficient, the Brownfield 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 Brownfield Board then in office concurs with said delegation.
- Section 8. **Executive Committee.** The Chairperson, Vice Chairperson, Treasurer and Secretary shall comprise the Executive Committee. The Executive

Committee may, upon a majority vote of the Brownfield Board, authorize the expenditure of up to \$1,500.00 for any expense listed as an eligible item for expenditure under the approved Authority funding Guidelines. The Executive Committee must report any such expenditure to the Brownfield Board at the next regularly scheduled Board meeting.

#### **ARTICLE IV: Contracts, Loans, Checks and Deposits**

- Section 1. **Contracts.** The Brownfield 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/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 Brownfield Board and approved by the City Council. Such contractual authority may be general or confined to specific instances.
- 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 two officers 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 shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the Brownfield Board may select.

#### **ARTICLE V: Fiscal Year**

The fiscal year of the Authority shall correspond at all times to the fiscal year of the City of Livonia.

#### **ARTICLE VI: Miscellaneous**

- Section 1. **Seal.** The Brownfield Board shall provide a corporate seal, which shall be the official seal of the Authority.
- Section 2. **Waiver of Notice.** The Brownfield Board may take action without first satisfying any notice or prescribed time period requirements of law if the person entitled to notice or participation in the action agrees in writing to waive such requirements.

**ARTICLE VII: Amendments**

These Bylaws may be altered, amended or repealed by an affirmative vote of a 2/3 majority of the Brownfield 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 \_\_\_\_\_ 2008.

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Ashley Vartoogian, Secretary

Approved by the Board of the Livonia Brownfield Redevelopment Authority on December 3, 2008, and subsequently amended on September 12, 2011.

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Ashley V. Krueger, Secretary

Approved by the City Council of the City of Livonia on October 19, 2011, by Council Resolution #331-11