



**WASHTENAW COUNTY
BROWNFIELD REDEVELOPMENT AUTHORITY
BYLAWS**

I. Purpose

The purpose of the Washtenaw County Brownfield Redevelopment Authority is to facilitate the implementation of plans relating to the identification and remediation of environmentally distressed areas and to promote site revitalization in Washtenaw County.

II. Legal Basis

The Washtenaw County Brownfield Redevelopment Authority is created pursuant to and in accordance with the Brownfield Redevelopment Financing Act, Act 381 of the Public Acts of the State of Michigan of 1996, As Amended, and Resolutions 99-0072, Intent to Create a Brownfield Redevelopment Authority, and 99-0122, Appointing Members to the Brownfield Redevelopment Authority, of the Washtenaw County Board of Commissioners.

III. Directors

- A. General Powers. The business and affairs of the Authority shall be managed by its Board of Directors, except as otherwise provided by statute or by these Bylaws.
- B. Board of Directors. The Board of Directors (hereinafter referred to as the “Board”) of the Authority shall maintain a membership that reflects the following representation: :
- 1 Member of the Board of Commissioners
 - 4 Members from the Legal, Environmental and Development Professions and Countywide Development Organization
 - 3 Members from County Municipalities
 - 1 Member from the Community At-Large
- C. Appointment, Replacement and Vacancies. Directors of the Washtenaw County Brownfield Redevelopment Authority Board shall be appointed by the Washtenaw County Board of Commissioners for a term of three years, staggered for implementation. A Director whose term has expired shall continue to hold office until his/her successor has been appointed. A Director may be reappointed, with the advice and consent of the Board, to serve additional terms. If a vacancy is created by death, resignation, or removal, a successor shall be appointed within (90) ninety days to hold office for the remainder of the term of office so vacated.
- D. Removal. After notice and an opportunity to be heard, a Director may be removed for cause by the Washtenaw County Board of Commissioners. The Board may recommend the dismissal of any Director if the Director is considered a detriment to the viability of the Board. The recommendation shall be made by four (4) Directors, and is subject to the approval of the Washtenaw County Board of Commissioners.

E. Conflict of Interest. A Director, or a Director whose employer, that has a direct financial interest in any matter requiring action by the Authority shall disclose his/her interest prior to any discussion of that matter by the Authority, which disclosure shall become a part of the record of the Authority's official proceedings. The interested Director, where a conflict of interest has been disclosed, shall take the following actions:

1) if the conflicted Director is Chair, control of the meeting for that matter will be passed to the Vice Chair, or to the Secretary if the Vice Chair is absent or also conflicted, or to another Director if the Vice Chair and Secretary are absent or also conflicted;

2) the conflicted Director shall refrain completely from discussion of the matter and remove him/her-self from the table;

If a conflict of interest is declared, the conflicted Director shall recuse himself/herself from action on the matter. Each Director, upon taking office and annually thereafter, shall acknowledge in writing that he/she has read and agree to abide by this section.

IV. Board Operations

A. Meetings. The Board holds regularly scheduled meetings and may hold special meetings at the call of the chair or any two Directors. Directors shall be contacted 48 hours in advance of any special meeting.

B. Open Meetings. Meetings of the Board of the Authority shall be open to the public in accordance with the Open Meetings Act, Public Act 267 of 1976. Appropriate notice shall be provided.

C. Quorums; 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. The vote of a majority of those Directors present at any meeting at which a quorum is present is the vote of the Board, unless the vote of a larger number is required by statute or by these Bylaws.

D. Committees. The Board may, by resolution passed by a majority of the full Board, designate one or more committees, each committee to consist of one or more of the Directors of the Authority. The 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 of or disqualification of a member of the committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another Director to act at the meeting in place of such an absent or disqualified member.

A committee and each member thereof, shall serve at the pleasure of the Board. A committee so designated by the Board, to the extent provided in the resolution by the

Board, will act in an advisory capacity to the Board in the management of the business and affairs of the Authority. A committee shall not have the power or authority to: (a) recommend to members a dissolution of the Authority, or a revocation of dissolution; or (b) amend the Bylaws of the Authority.

- E. Board Absences. In order to maintain the maximum participation of all appointed Washtenaw County Brownfield Redevelopment Authority (WCBRA) Board members at all scheduled meetings of the WCBRA Board, the following is the attendance guide and Board member replacement policy for “excused” or unexcused” absences:
1. When appointed, each Board member should state his/her willingness and intention to attend each scheduled monthly meeting of the WCBRA Board.
 2. In the event of unplanned personal matters, business trips, family vacation trips, changed job requirements, sickness, or other physical disabilities that prohibit the Board member from attending the scheduled monthly meeting; the WCBRA Board professional staff at Washtenaw County’s Brownfield Redevelopment Program should be notified prior to the meeting start hour of their inability to attend the scheduled meeting. The Board member upon this notification will receive an “excused absence” for the involved scheduled meeting.
 3. If any WCBRA Board member is absent from three (3) consecutive scheduled monthly WCBRA Board meetings without an “excused absence” for any of the three (3) meetings, the Board member is subject to an automatic appointment nullification immediately after the third missed meeting without proper prior notification as noted above. The County Board of Commissioners should replace the Board member as soon as possible in order to maintain the prescribed number of WCBRA Board members.
 4. There will be no limit on the number of consecutive “excused absences” for any member of the WCBRA Board. However, it is expected that if the interest of any other concern changes for any WCBRA Board member that causes that Board member to be absent for at least 50% of the scheduled meetings in any 12-month period, the Board member will be canvassed and be considered for an appointment nullification.
 5. The “appointment nullification” action as required would be initiated by the WCBRA Board and forwarded on to the County Commissioners for official action.

V. **Officers**

- A. Officers. Directors shall elect a Chairperson, Vice Chairperson and Secretary/Treasurer to serve as the officers of the Authority. 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 offices.

- B. Nomination, Election. The officers of the Authority shall be elected following the initial adoption of the bylaws and, subsequently, at the first meeting held during the second calendar quarter of each year. Candidates shall be nominated by the Directors. The term of each office shall be not less than one (1) year. Each officer shall hold the same office until his/her successor is appointed.
- C. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the Board for the unexpired portion of the term of such office.
- D. 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. The Chair, or in his or her absence, the Vice Chair, shall preside over meetings of the Board, 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.
- E. Secretary/Treasurer. The Secretary/Treasurer or his/her designee shall attend all meetings and record all votes of the Board in the meeting minutes, and may perform like duties for standing committees when required. He or she shall further perform all duties of the office as provided by law or these Bylaws and shall serve as Chair in the absence of both the chair and vice chair.
- F. Recording Secretary. An Office of Community and Economic Development employee or other Washtenaw County staff person will be designated by the County Administration/ Designee as the attendance and minute taker and should be present at all meetings.
- G. Delegation of Duties. In the absence of any officer of the Authority, or for any other reason that the Board may deem sufficient, the 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 Board then in office concurs therein.
- H. Executive Committee. The Chairperson, Vice Chairperson, and Secretary/Treasurer shall comprise the Executive Committee. The Executive Committee may, upon a majority vote, authorize the expenditure of up to \$5000 for any expense listed as an eligible item under Act 381 of 1996, As Amended. The Executive Committee must report any such expenditures to the Board at the next regularly scheduled Board meeting.

VI. Financial Transactions

- A. Public Record. All financial records of the Authority shall be open to the public under the Freedom of Information Act, Act 442 of the Public Acts of 1976.
- B. Contracts. The 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 authorization may be general or confined to specific instances.

- C. 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 approved by the Washtenaw County Board of Commissioners. Such authority may be general or confined to specific instances.
- D. 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 or the Authority and in such manner as shall from time to time be determined by resolution of the Board.
- E. Fiscal Year. The fiscal year of the Authority shall correspond at all times to the fiscal year of Washtenaw County.

VII. Cooperation with Local Units

- A. Notice and Review. The Authority shall give notice and an opportunity of not less than 10 business days for review and comment to local government units for a site included in the Authority's Brownfield Plan and within the local government unit's jurisdiction prior to adoption by the Board. The above process will apply to any subsequent Work Plans.
- B. Waiver of Notice. When the Board or any committee thereof may take action after notice and lapse of the prescribed period of time, the action may be taken without further notice or without lapse of the period of time if at any time before 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.
- C. Program Policy. Separate Program Policy will outline parameters for local government involvement and criteria for the formal project review process.

VIII. Adoption; Amendment

- A. These bylaws shall be effective upon adoption by a majority of the Board.
- B. These bylaws are subject to the review and approval of the Washtenaw Board of Commissioners.
- C. These rules may be amended in the same manner as the initial adoption.

These Bylaws were adopted by the Washtenaw County Brownfield Redevelopment Authority Board at a meeting of the Board on October 22, 1999; and approved, as amended, by the Washtenaw County Board of Commissioners on February 2, 2000 per Resolution 00-0035; and approved, as amended, by the Washtenaw County Board of Commissioners on June 4, 2003 per Resolution 03-0107; and approved, as amended, by the Washtenaw County Board of Commissioners on October 18, 2006 per Resolution 06-0210; and approved, as amended by the Washtenaw County Board of Commissioners on

January 21, 2015 per Resolution 15-0017; and approved as amended by the Washtenaw County Board of Commissioners on November 7, 2018 per Resolution 18-165; and approved as amended by the Washtenaw County Board of Commissioners per Resolution 19-177 on October 9, 2019.

Adopted: 10/22/1999
Amended: 4/14/2000
Amended: 06/04/2003
Amended: 10/18/2006
Amended: 2/4/2015
Amended 11/7/2018
Amended 10/9/2019