

CHARTER TOWNSHIP OF PITTSFIELD
CORRIDOR IMPROVEMENT AUTHORITY BOARD
BYLAWS & RULES OF PROCEDURE

ARTICLE I

PURPOSE

The State Street Corridor Improvement Authority (the “Authority”) has been formed under the terms of Act 280 of the Public Acts of 2005, as amended (the “Act”) by Resolution of the Township Board. Pursuant to the Act, the Authority is under the supervision and control of a board (the “Authority Board”). The authority exists to exercise those duties and powers provided under the Act, with due deference to the authority of the Pittsfield Township Board and Planning Commission. The Authority has developed, and the Township Board has approved, a plan to finance the creation of enhanced infrastructure and other improvements within the development area established by Resolution of the Township Board, and promote a superior environment for business and community activity. The Authority has also prepared a plan that has been approved by the Township Board identifying those public improvements that are needed in the development area and which, if provided, will result in the improvement of existing business activity and stimulation of new private investment that is in keeping with the policies of the Charter Township of Pittsfield. These Bylaws & Rules of Procedure (“Bylaws”) are adopted for the purposes of establishing the membership and organization of the Authority Board, rules and procedures for the conduct of Authority Board meetings, and a means whereby the duties conferred upon the Authority Board may be effectively exercised.

ARTICLE II

MEMBERS

Section 1. . Eligibility. The authority shall consist of the Township Supervisor and five (5) members appointed by the Township Supervisor and approved by the Township Board. Membership shall meet or exceed the minimum requirements of the Act.

ARTICLE III

VOTING

Section 1. Votes. Each member of the Authority Board shall be entitled to one vote.

Section 2. Eligibility to Vote. No member shall be entitled to vote at any meeting of the Authority Board until the appointment of such member has been approved by the Township Board and such member has taken the oath of office.

Section 3. Quorum. The presence of four (4) or more members of the Authority Board shall constitute a quorum for the transaction of business.

Section 4. Voting. Votes may be cast by a general voice vote except where a roll call is requested by any member or required by law. If there is a question as to the number of yea or nay votes a roll call shall be conducted.

Section 5. Majority. Unless otherwise required by law, the Ordinance or these Bylaws, a “majority” shall be construed to mean more than fifty (50%) percent of the votes cast by members present in person at the time of the vote.

ARTICLE IV

MEETINGS

Section 1. Place of Meeting. Subject to the requirements of the Open Meetings Act, meetings of the Authority Board shall be held at the Township Administrative Offices or such other suitable place convenient to the members as may be designated by the Township Supervisor.

Section 2. Rules of Parliamentary Procedure. Meetings of the Authority Board shall be conducted using Roberts Rules of Order, most recent edition, as a guideline in all cases to which they are applicable, provided they are not in conflict with the Act, Ordinance, these Bylaws, or the laws of the State of Michigan.

Section 3. Meetings and Notice. In accordance with the Open Meetings Act, the Authority Board, within ten (10) days after its first meeting of each calendar year, shall establish and post a public notice stating the dates, times, and places of its regular meetings for the ensuing year, and shall post a notice of any changes in its schedule of regular meetings in accordance with the Open Meetings Act. Special meetings of the Authority Board shall be held as called by the Township Supervisor. Notice of the time, place and subject matter of all meetings shall be given by telephone, electronic means or mailing the same to each member. Notice of each meeting also shall be provided to the public in compliance with the Michigan Open Meetings Act. It shall be the duty of the Secretary (or other Authority Board officer designated by the Chairperson in the Secretary's absence) to serve and post the notices described in this Section on behalf of Board.

Section 4. Order of Business. The order of business at Authority Board meetings shall be as follows:

- a. Roll Call
- b. Approval of Agenda
- c. Approval of Minutes
- d. Public Comment
- e. Board Member Comment
- f. Unfinished Business
- g. New Business
- h. Adjournment

Section 5. Minutes: Presumption of Notice. Minutes or a similar record of the proceedings of meetings of members, when signed by the Chair or Vice-Chair, shall be presumed truthfully to evidence the matters set forth therein. A recitation in the minutes of any such meeting that notice of the meeting was properly given shall be prima facie evidence that such notice was given.

ARTICLE VI

OFFICERS

Section 1. Officers. The principal officers of the Authority shall be a Chairperson, Vice Chairperson, and Secretary, who shall be members of the Authority Board. The members may appoint such other officers from time to time as in their judgment may be necessary.

- (a) Chairperson. The Chairperson shall be the chief executive officer of the Authority, and shall preside at all meetings of the Authority. The Chairperson shall have all of the general powers and duties which are usually vested in the office of the Chairperson of an Authority, including, but not limited to, the power to appoint committees from among the members of the Authority from time to time in the Chairperson's discretion as may be deemed appropriate to assist in the conduct of the affairs of the Authority. The Chairperson shall have a vote on all matters before the Authority Board.

- (b) Vice-Chairperson. The Vice-Chairperson shall preside and exercise the powers of the Chairperson in the Chairperson's absence, and shall perform such other tasks as may be delegated by the Authority Board.

Section 2. Township Liaison and Secretary. The Township Liaison and Secretary shall keep a record of the minutes of all meetings of the Authority Board and shall keep a record of all plans, documents, books and papers approved by and brought before the Authority Board, and shall in general, perform all duties incident to the office of the Secretary.

Section 3. Election. The officers of the Authority Board shall be elected annually by a vote of the majority of the Authority Board members at the first meeting of each calendar year. The term of each officer shall be one (1) year with eligibility for reelection.

Section 4. Removal. Upon affirmative vote of a majority of the members of the Authority Board, any officer may be removed with or without cause, and the officer's successor elected at any regular meeting of the Authority Board, or at any special meeting of the Authority Board called for such purpose. No such removal action may be taken, however, unless the matter shall have been included in the notice of such meeting. The officer who is proposed to be removed shall be given an opportunity to be heard at the meeting. If an officer is removed, he or she shall remain a member of the Authority Board, subject to removal from the Board in the manner provided by the Act.

ARTICLE VII

FINANCE

Section 1. Fiscal Year. The fiscal year of the Authority shall be the same as the Charter Township of Pittsfield. The commencement date of the fiscal year shall be subject to change by the Authority for accounting reasons or other good cause.

Section 2. Financing Sources. The Authority shall be financed by the capture of tax increment funds as set forth in the Act and the plan approved under the Ordinance. The Authority may also receive funds by gift or other source permitted under the Act.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND MEMBERS

If and only to the extent allowed by law, every member of the Authority Board shall be indemnified by the Authority against all expenses and liabilities, including attorneys' fees, incurred by or imposed upon the members or officers in connection

with any proceeding to which the member or officer may be a party, or may become involved, by reason of the member or officer being or having been a member or officer of the Authority, whether or not a member or officer at the time such expenses are incurred, except in such cases wherein the member or officer is adjudged guilty of willful misconduct or gross negligence in the performance of such member's or officers duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the member or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Authority (with the member seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interest of the Authority. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member or officer may be entitled. At least ten (10) days prior to payment of any indemnification which it has approved, the Authority shall notify all members thereof. Further, the Authority is authorized to carry members' and officers' liability insurance covering acts of the members and officers of the Authority in such amounts as it shall deem appropriate unless such coverage is provided under the Township's liability policy.

ARTICLE IX

AMENDMENTS

Section 1. Method. These Bylaws may be amended by the Authority Board, at a duly constituted meeting, by the affirmative vote of a 66 2/3% majority of the members of the Authority Board.

Section 2. Proposed. Amendments to these Bylaws may be proposed by any active member of the Authority Board.

Section 3. Meeting. Upon any such amendment being proposed, the proposed amendment may be considered at the same time or any subsequent regular meeting or a special meeting called for that purpose.

Section 4. Township Board Approval. Pursuant to the Act and Ordinance, the Authority Board's adoption and any amendment of these Bylaws is subject to approval of the Township Board of Trustees. Accordingly, upon adoption of these Bylaws and any amendments thereof, the Bylaws shall be immediately forwarded to the Township Board of Trustees in care of the Township Clerk for approval.

Section 5. Distribution. A copy of these Bylaws and each amendment to these Bylaws shall be furnished to every member of the Authority Board after adoption; provided, however, that any amendment adopted in accordance with this Article shall be binding upon all members irrespective of whether such persons actually receive a copy of the amendment.

ARTICLE X

SEVERABILITY

In the event that any of the terms, provisions or covenants of these Bylaws are held to be partially or wholly invalid or unenforceable for any reason whatsoever, such holding shall not affect, alter, modify or impair in any manner whatsoever any of the other terms, provisions or covenants of these Bylaws or the remaining portions of any terms, provisions or covenants held to be partially invalid or unenforceable. Adopted By Authority Board.

Approved By Authority Board on _____

Township Board Approved By _____