



CORRIDOR IMPROVEMENT AUTHORITY of the VILLAGE OF BROOKLYN

BYLAWS

Preamble

The Brooklyn Corridor Improvement Authority was enacted by Village Council on July 23, 2018 (Ordinance No. 2018.07.01) pursuant to Public Act 280 of 2005 of the Public Acts of Michigan (MCL 125.2871-125.2899), as amended, in the best interest of the Village of Brooklyn to correct and prevent deterioration in the business districts, to redevelop commercial corridors and to promote economic growth of the commercial districts.

ARTICLE I

NAME, REGISTERED OFFICE AND REGISTERED AGENT

Section 1: Name

The name of this authority shall be the Brooklyn Corridor Improvement Authority, henceforth referred to as the "Authority."

Section 2: Registered Office

The Authority shall continuously maintain a registered office in the Village of Brooklyn, County of Jackson, State of Michigan, currently the Village of Brooklyn, 121 North Main Street, Brooklyn, Michigan. The registered office may be changed from time to time by the Board of Directors (hereinafter referred to as the "Board") of the Authority subject to the approval of the Village Council, though said office shall reside within the CIA development area.

ARTICLE II

BOARD OF MEMBERS

Section 1: General Powers

The business and affairs of the Authority shall be the responsibility of the Board, except as otherwise provided by PA 280 of 2005, as amended, and Village of Brooklyn Ordinance No. 2018.07.01.

Section 2: Number, Tenure, and Qualifications

The Board shall consist of a minimum of five (5) and a maximum of nine (9) members; the Village President of the Village of Brooklyn (or their designee) and four to eight (4-8) additional

members, each appointed to four-year terms. Members shall be appointed by the Village President, subject to the approval of Village Council. A majority of members shall have ownership of or a business interest in property within the CIA development area. A minimum of one (1) member shall be a resident of the Village residing in or within one-half (1/2) mile of the CIA development area.

The term of the Village President shall be concurrent with their term of elected office. Other members shall not serve for more than one, four-year term, except as allowed hereunder and following the initial term of office. Of the members first appointed, two (2) shall be appointed for one (1) year; two (2) shall be appointed for two (2) years; two (2) shall be appointed for three (3) years; and two (2) shall be appointed for four (4) years

Members may only be reappointed to a second, four-year term if, in the judgment of the Village Council, a bona fide effort has been made to solicit qualified, new members. The Village President shall attempt to solicit members to represent the CIA development area as equitably as possible. Members shall be appointed during December each year with terms in office for all appointed members expiring on December 31st. However, members of the Board, except the Village President, shall continue in office until a successor has been appointed.

Section 3: Replacement and Vacancies

Should a vacancy occur on the Board due to death or resignation of a member, a replacement member shall be appointed by the Village President, subject to the approval of Village Council, within thirty (30) days or as soon as practicable, for the remainder of the unexpired term of office. Such replacement member may be appointed to an additional term in office in accordance with the above provisions.

Section 4: Removal

A member may be removed from office for inefficiency, neglect of duty (e.g.: three or more consecutive absences from scheduled meetings of the Board), misconduct, malfeasance, or significant conflict of interest, which cannot be resolved per Section 5, upon a majority vote of Village Council.

Section 5: Conflict of Interest

A member who has a direct interest in any matter before the Authority shall disclose such interest prior to the Authority taking any action with respect to the matter, which disclosure shall become a part of the record of the Authority's official proceedings.

Section 6: Ex-Officio Members

At the discretion of the Board, non-voting, ex-officio members may be appointed to assist in the functions of the Board. All ex-officio members shall report to and have activities approved by the Board.

ARTICLE III

MEETINGS

Section 1: Transparency

Meetings of the Board shall adhere to the provisions of the Michigan Open Meetings Act, being Act 267 of the Public Acts of Michigan, 1976, as amended. An annual meeting schedule shall be established by the Board and approved by Village Council prior to the January meeting.

Notice of all Board meetings, including the location, shall be posted a minimum of 18 hours in advance of each scheduled meeting.

Section 2: Regular Meetings

Regular meetings of the Board shall be held at 12:00 p.m. (noon) on the second Wednesday of each month of the year, subject to change at the discretion of the Board.

Section 3: Special meetings

Special meetings shall be held whenever called at the direction of the Chairman or any two (2) members of the Board on eighteen (18) hours' written notice of the date, time and place of the meeting and posted in accordance with Section 1, above. All members shall be provided notice of a Special Meeting, however, a waiver of notice in writing signed by a member entitled to such notice, whether before or after the time of the meeting, shall be deemed the equivalent of having been given such notice.

Section 4: Order

At meetings of the Board, business shall be transacted in such order as from time to time the Board may determine. An agenda will be posted with the notice of scheduled and Special Meetings, subject to amendment by a majority vote of the Board.

Section 5: Quorum and Voting

A quorum shall consist of a majority of the Board members present at a meeting, vacancies notwithstanding, unless the current number of members is less than the minimum number required (per Article II, Section 2, above). An affirmative vote of a majority of the members of the Board present at a meeting shall be required to adopt any resolution.

ARTICLE IV

OFFICERS

Section 1: Election and Tenure

The officers of the Board shall be a Chairperson, Vice-Chairperson, Secretary and, when necessitated, Treasurer. Officers shall be elected by the Board at the first regular meeting and annually thereafter each January.

An officer shall serve a term of one year and until a successor has been elected. Terms in office are renewable upon the majority vote of the Board, however, a member may only serve as Chairperson two consecutive years.

Section 2: 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 remainder of the term of such office with said appointment being approved by a majority of the members present at the meeting.

Section 3: Chairperson

The chairperson shall preside at meetings of the Board and shall perform such duties as may be assigned from time to time by the Board.

Section 4: Vice-Chairperson

In the absence of the Chairperson, the Vice-Chairperson shall perform all the Chairperson's

duties. If the office of Chairperson becomes vacant, the Vice-Chairperson shall hold the office of Chairperson until the next regular election of officers.

Section 5: Secretary

The Secretary shall attend all meetings of the Board and shall record all votes and the minutes of all proceedings. The Secretary shall further perform all duties of the office of Secretary as provided by statute and by these Bylaws.

Section 6: Treasurer

The Treasurer shall keep the financial records of the Board and shall review and approve all vouchers for the expenditure of funds of the Board to be issued by the Village according to Article V, below. The Treasurer shall perform such other duties as may be delegated by the Board and, if required, shall furnish a bond in an amount as prescribed by the Board.

Section 7: Delegation of Duties of Officers

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 member, provided a majority of the Board then in office concurs therein.

Section 7: Employment of Personnel

The Board may consider appointment of paid staff at a future date upon amendment of these bylaws and with the approval of Village Council.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1: Contracts

The Board may authorize any two officers to negotiate a contract or execute and deliver an instrument in the name of and on behalf of the Board to the Village Council for its approval.

Section 2: Checks, Drafts, etc.

All requests for 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 approved by the Board. All financial transactions will be issued by the Village Office in accordance with the procedures established by Village Council.

Section 3: Deposits.

All funds of the Board not otherwise employed shall be deposited from time to time to the credit of the Board in such banks, trust companies or other depositories as the Village Council may select and approve.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Board shall correspond at all times to the fiscal year of the Village, currently July 1 through June 30.

ARTICLE VII

INITIATION OF PROJECTS

Section 1: Requests for Projects

All requests to be considered by this Board shall be made in written form and shall be addressed to the Board. Such requests shall include the following information:

1. Name, address and business status of applicant.
2. Brief personal or business history of applicant.
3. A brief narrative description of proposed project.
4. Description and location of project area.
5. Potential impact of the proposed project on the development plan and/or financial plan of the Authority.
6. Relevance to and potential impact of this project on the Village and development area pertaining to objectives cited in the preamble to the bylaws.
7. Other information as may be requested by the Board.

Upon receipt of said application, the Board shall tentatively assess the public purpose of the project, its desirability, suitability, and feasibility. The Board may request such other data and information from the applicant as it deems appropriate.

Section 2: Participation in Projects

Commitment by the Board to accept a project may require a written commitment by business owners to participate in a specific project.

ARTICLE VIII

AMENDMENTS TO THE BYLAWS

These Bylaws may be altered, amended or repealed by the majority vote of the Board at any regular or special meeting called for that purpose.

ARTICLE IX

REPEALER CLAUSE

Should the Board determine that the purposes of the Brooklyn Corridor Improvement Authority have been accomplished, upon a majority vote the Board may dissolve the Brooklyn Corridor Improvement Authority Board and resolve to recommend repeal of the CIA Ordinance (Ordinance No. 2018.07.01) by Village Council.

I **HEREBY CERTIFY** that the Bylaws were set forth above by the Brooklyn Corridor Improvement Authority Board on **November 14, 2018**.

RECORDING SECRETARY


Jae Guetschow, Village Manager

DATE 11/14/2018