City of Niles, Michigan Brownfield Redevelopment Authority Bylaws

Date: Originally adopted- 1998
May 2, 2017 revised- SNV

ARTICLE 1
Name and Principal Office of the Authority

1. The name of the authority shall be the City of Niles, Michigan Brownfield Redevelopment Authority referred to as the Authority.
2. The principal office shall be 333 N 2nd St. Niles, Michigan 49120, or as determined from time to time by the members of the Authority.

ARTICLE 2
Purpose

1. The Authority is organized to operate exclusively for the City of Niles, Michigan pursuant to powers granted by the Brownfield Redevelopment Financing Act, Public Act 381 of 1996, as amended.

ARTICLE 3
Powers and Services

1. The Authority may exercise its powers only within the limits of the City of Niles, as of July 27, 1998.
2. The Authority is authorized to facilitate the implementation of brownfield plans; to create brownfield redevelopment zones; to promote the revitalization, redevelopment, and reuse of certain property, including, but not limited to, tax reverted, blighted, or functionally obsolete property; to prescribe the powers and duties of brownfield redevelopment authorities; to permit the issuance of bonds and other evidences of indebtedness by an authority; to authorize the acquisition and disposal of certain property; to authorize certain funds; to prescribe certain powers and duties of certain state officers and agencies; and to authorize and permit the use of certain tax increment financing as defined in Brownfield Redevelopment Financing Act, Public Act 381 of 1996, as amended.

ARTICLE 4
Formation and Effective Date

1. The Authority was formed by action of the City Commission of the City of Niles, Michigan duly approved on July 27, 1998 with an effective date of operation of August 6, 1998.
2. The Authority was reauthorized and members seated with approval by the Mayor and through a majority vote of City Council of the City of Niles, Michigan in 2016.
3. Per PA 381 of 1996 125.2656 Sec 6.5 states that upon request of the authority, the municipality may provide assistance to the authority in the performance of its powers and duties.

ARTICLE 5

Meetings, Public Notice, and Rules of Order

1. An annual meeting of the Authority shall be held in each calendar year at such time and place as may be determined by the Board of Directors for the purpose of electing officers and directors and transacting such other business as may be properly brought before the meeting.
2. Special meetings of the membership shall be held at any time and place as may be City of Niles, Berrien County, Michigan Brownfield Redevelopment Authority Bylaws designated in the notice of said meeting, upon call of the Chairperson or the Board of Directors either at their own request or upon written petition by at least two members.
3. Written notice of every meeting of the Authority, stating the place, date, and hour of the meeting, shall be provided to each member, news media who register with the authority and the general public in accordance with the provisions of the State of Michigan Open Meetings Act and Regulations.
4. The Board of Directors of the Authority shall hold at least one regular and such other special meetings as required annually, to conduct the business of the authority.
5. Rules of Order- The rules contained in Robert's Rules of Order, Revised, shall govern the commission in all cases to which they are applicable and in which they are not inconsistent with City policy or practice or the special rules of order of the City of Niles. The order of business may be altered or suspended at any meeting by a majority vote of the members present
6. Quorum- A majority of the Authority members in office immediately before a meeting shall constitute a quorum for the transaction of business at the meeting of the board. No business shall be considered by the Authority at any meeting at which a quorum is not present.
7. Majority Vote- Except as otherwise required by law or by these Bylaws, the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Authority.
8. Hung Decisions- On the occasion that the members of the Authority are unable to make a decision based on a tied number of votes, the Community Development Director, their designee or the Mayor or his/her designee shall have the power to swing the vote based on his/her discretion.
9. Participation- Members must be present and accounted for to provide input and participate in the voting process as required and in agreement with the State of Michigan Open Meetings Act.
10. Electronic Communication (E-Mail) - Using email to communicate with other Authority members about decisions may violate the Open Meetings Act. The OMA requires that all decisions, no matter how minor in perception, must be made during a public and open meeting.

ARTICLE6

Board of Directors and Quorum

1. The Authority shall be governed by a Board of five Directors nominated by the Mayor and approved by the City Council of the City of Niles. The term of office for each Director shall be three years, except that the terms of office for the first Board of Directors shall be as follows:
    a. One shall be seated for one year.
    b. Two shall be seated for two years.
    c. Two shall be seated for three years.
2. Before assuming the duties of office, a member shall qualify by taking and subscribing to the oath of office provided in Section 1 of Article XI of the State Constitution of 1963.

3. Any vacancy occurring in the Board of Directors shall be filled in a similar fashion as the initial appointments.
4. The project manager/designated City staff liaison of the Authority shall be a nonvoting member of the Board of Directors and shall be present at all meetings of the Board of Directors.
5. At all meetings of the Board, a minimum of three of the voting Directors thereof, shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

ARTICLE 7
Officers

1. The officers of the Authority shall be elected annually by the member and shall Consist of a Chairperson and Vice Chairperson.
    a. Chairperson. The Chairperson shall preside at all business meetings. The Chairperson shall perform such duties as are usually incumbent upon that officer and such duties as may be directed by resolution of the Board of Directors.
    b. Vice Chairperson. The Vice Chairperson shall have such duties and responsibilities as the Chairman or Board of Directors may from time to time prescribe.
2. Officers shall be elected at the annual meeting of the Authority. All officers shall be elected by a majority of the Directors.
3. Except as hereinafter provided, the officers of the Authority shall each have such powers and duties as generally pertain to their respective offices, as well as those that, from time to time, may be conferred by the membership or the Board of Directors.

ARTICLE 8
Project Manager & Staff Liaison

1. The Authority may hire or appoint a project manager. The project manager of the Authority shall manage the daily operations of the Authority. The project manager shall be responsible for coordinating the implementation of the Authority's policies and projects and such other duties as the Board of Director may require. The project manager may receive for his or her services such compensation as may be determined by the Board of Directors.
2. The City Council will appoint a staff liaison to work with the Authority in the absence of a Project Manager. The staff liaison will assume the duties of the project manager in the absence thereof as well as provide reports to the City Council.

ARTICLE 9
Finances

1. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts, and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Authority, using the standard procedures of the City of Niles for such matters.
2. 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 determined by the Treasurer of the City of Niles as directed by the City Council.

3. The Board of Directors may accept on behalf of the Authority any contribution, gift, bequest or device for the general purposes or for any special purpose of the Authority, as provided by law.
4. Within 30 days of the election of the Board of Directors each year, the Board shall approve an Authority budget for the fiscal year and file same with the Niles City Council for approval. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

ARTICLE 10
Annual Report

1. On or before May 1, of each year, the Board of Directors shall cause to be prepared an annual report of authority activities including a summary of each project approved by the Authority, Authority income and expenses plus the status of any project financing, as required in Section 16 of the Brownfield Redevelopment Financing Action P.A. 381 of 1996, as amended.

2. Upon approval of the Annual Report, the secretary shall file the Annual Report with the Niles City Council and the State Tax Commission.

3. The fiscal year of the Authority shall be the same as the fiscal year of the City of Niles.

ARTICLE 11
Amendments

1. The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a vote of three of the Directors present at any duly called meeting of the Board and shall submit the bylaws or amendments after approval for ratification of the Niles City Council. The bylaws or amendments thereto shall not become effective until ratified by the Niles City Council.

ARTICLE 12
City of Niles, Michigan, Policies

A. This Commission shall abide by City Ordinances, these Bylaws as approved and adopted by the City Council, State, Federal and Local laws and all applicable policies instituted by the City of Niles.
B. Correspondence between this commission and the City of Niles will be through the Chair or in their absence the Vice Chair to the Community Development Director or in the Community Development Director's absence the City Administrator.

Article 13
Miscellaneous

A. Conflict of Interest
    1. The Authority shall adopt and annual recertify a conflict of interest statement and/or policy in concert with all applicable local, State and Federal laws, to protect the interest of the Authority and City of Niles when it is contemplating any transaction, arrangement

or other business which may benefit any director, officer, volunteer, affiliate, member, committee member.

B. Nondiscrimination Practice
   1. It is the policy of the City of Niles not to discriminate on the basis of race, religion, national origin, color, sex, marital status, age or handicap.
   2. The officers, directors, volunteer, affiliate, member, committee member and persons served by this committee shall be selected entirely on a nondiscrimination basis with respect to age, sex, race, religion, national origin, and/or sexual orientation.

C. Freedom of Information Act
   1. The Authority is required to adhere to the City's Freedom of Information Act (FOIA) policies and procedures.
   2. Upon receipt of a FOIA request, the Chair or Vice Chair are to notify the City Clerk within eight (8) business hours of the request.
   3. The City Clerk shall respond to all Authority FOIA requests according to City policy and provide confirmation to the Authority Chair of compliance.

APPROVED

By BRA Board on 5-2-2017

CERTIFIED BY: Jeff Dunlap

JEFF DUNLAP - RECORDING SECRETARY