

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

**ARTICLE I:
Name and Address**

Section 1. **Name.** The name of the Authority is the City of Taylor Brownfield Redevelopment Authority (hereinafter referred to as the "Authority"). The Address of the Authority is 23555 Goddard Road, Taylor, Michigan 48180.

**ARTICLE II:
Directors**

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

Section 2. **Board of Directors.** The Board of Directors (hereinafter referred to as the "Board") of the Authority shall consist of the Board of Directors of the Tax Increment Finance Authority of the City of Taylor (the "TIFA"), the members of which shall serve as indicated in the resolution creating the TIFA.

Section 3. **Replacement and Vacancies.** Subsequent Directors shall be appointed 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 Mayor subject to approval by the Taylor City Council. A Director may be reappointed by the Mayor subject to approval by the Taylor City Council to serve additional terms. If a vacancy is created by death or resignation, a successor shall be appointed with the advice and consent of the Taylor 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, or misconduct or malfeasance by a majority vote of the City Council or this Board. Removal of a member is subject to review by the Circuit Court.

Section 5. **Meetings.** Meetings of the Board may be called by or at the request of the Chairperson of the Board or any two Directors. The meetings of the Board shall be public, and the appropriate notice of such meeting shall be provided to the public.

Section 6. **Notice.** Notice of any meetings shall be given in accordance with the Open Meetings Act (Act No. 267 of the Public Acts of 1976).

Section 7. **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 board, provided, that a majority of the 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 Board, unless the vote of a larger number is required by the statute or by these Bylaws. Amendment of the Bylaws by the Board requires the vote of not less than a majority of the members of the Board then in office.

Section 8. **Committees.** The Board may, by resolution, 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 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 board 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.

**ARTICLE III:
Officers**

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

Section 2. **Election and Term of Office.** The officers of the Authority shall be elected annually by the Board. Each officer so elected or appointed shall hold office for the term of which he/she is elected or appointed and until a successor is elected or appointed and qualified, or until a resignation or removal.

Section 3. **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 terms 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 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. The Chairperson 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 meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall be sworn to the faithful discharge of their duties.

Section 6. Treasurer. The Treasurer shall disburse the funds of the Authority as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board, at the regular meetings of the Board, or whenever they may require, an account of all his/her transactions as Treasurer and of the financial condition of the Authority. The Treasurer shall give the Authority a bond if required by the Board in a sum, and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of the office, and for the restoration to the Authority in case of his/her death, resignation, retirement, or removal from office of all books, papers, vouchers, money, and other property of whatever kind in his/her possession or under his/her control belonging to 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 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.

ARTICLE IV: Contracts, Loans, Checks and Deposits

Section 1. 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 authority may be general or confined to specific instances.

Section 2. 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 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 not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the 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 Taylor.

ARTICLE VI:

Amendments

These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board then in office at any regular or special meeting called for that purpose, to be effective upon approval of City Council.

I HEREBY CERTIFY that the above bylaws were adopted the _____ day of _____, 1999.

Dean M. Philo, Secretary

Approved by the City Council of the
City of Taylor on _____, 1999

City Clerk