

# DELTA TOWNSHIP SAGINAW HIGHWAY CORRIDOR IMPROVEMENT AUTHORITY BOARD BYLAWS

Updated: 08/16/2021

## ARTICLE I – PURPOSE

- A. These rules are adopted by the Delta Township Saginaw Highway Corridor Improvement Authority Board ("the Authority Board") to comply with the requirements outlined in Part 6 of PA 57 of 2018, being the Recodified Tax Increment Financing Act, (M.C.L. 125.4602 et seq.), hereinafter "the Act." They are designed to facilitate the performance of the Board's duties in an efficient manner.

## ARTICLE II – MEMBERSHIP

- A. **Appointment of Members.** The Authority Board shall consist of nine (9) members, including the Supervisor or his or her assignee and up to eight (8) other members. As required by the Act, a majority of the members shall have an ownership or business interest in property located in the development area. At least one (1) of the members shall be a resident of the development area or of an area within 1/2 mile of any part of the development area.
1. *Appointment.* Nominated members shall be appointed by the Supervisor, subject to the approval of the Township Board.
  2. *Term of Office.* Of the initial members appointed, two terms shall expire on July 1, 2022, two terms shall expire on July 1, 2023, two terms shall expire on July 1, 2024, and three shall expire on July 1, 2025. Thereafter, each member shall serve for a term of four (4) years. A member shall hold office until the member's successor is appointed. An appointment to fill a vacancy shall be made by the Supervisor subject to approval of the Township Board and shall be for the unexpired term only. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office.
  3. *Compensation.* Members shall serve without compensation but shall be reimbursed for actual and necessary expenses.
- B. **Committees.** The Chair or Authority Board may establish and appoint committees of the Board and advisory committees, as deemed necessary. Membership on advisory committees may include members of the Authority Board, provided a quorum is not present, as well as others who are more knowledgeable about a particular issue and/or better represent various interests.
- C. **Conflict of Interest.** Each member of the Delta Township Saginaw Highway Corridor Improvement Authority Board shall avoid conflicts of interest:
1. *Typical Conflict Situations.* A member shall not participate in the formal discussion and/or vote, discuss the merits informally with any other member, or otherwise attempt to influence a decision on a matter which:
    - a. Directly involves property he or she owns or leases as tenant, or property his or her employer owns or leases as tenant.
    - b. Involves a project or work on land adjacent to or immediately across the street from property referred to in 1.a. above.

- c. Involves a corporation, company, partnership, or any other entity in which he or she is a part owner, or any other relationship where he or she may stand to have a financial gain or loss.
  - d. Involves potential financial benefit or loss to him or her, or to any family member stated in I.e. below, as a result of any decision or recommendation made by the Authority Board.
  - e. Involves his or her spouse, children, step-children, grandchildren, parents, brothers, sisters, grandparents, parents-in-law, or members of his or her household.
  - f. Involves his or her employee or employer who:
    - i. Is an applicant or agent for an applicant, or
    - ii. Has a direct interest in the outcome.
  - g. Involves a project on which he or she has acted as, is currently acting as, or is a candidate to act as, a professional paid consultant.
2. *Disclosure of Possible Conflict.* Each member shall disclose any potential conflicts of interest prior to the presentation of the applicable agenda item. In their disclosure, they may provide information as to why or why not a real or perceived conflict may exist.
  3. *Determining a Conflict.* The question shall be put before the Authority Board as to whether a conflict exists. A majority vote of the remaining members of the Authority Board shall make the determination if a conflict is present.
  4. *Consultation with Board's Legal Counsel.* The Authority Board may consult and consider the advice of the Authority Board's legal counsel regarding possible conflicts of interest.
  5. *No Pre-Disclosure.* In those instances where the conflict or possible conflict is not evident to the member until the presentation of the agenda item is in progress or has been completed, the member shall promptly advise the Chair, and all other pending business shall be suspended until the potential conflict is decided.
  6. *Conflict of Interest Exists.* Where a conflict of interest is determined to exist, the affected member shall cease to participate in discussion on the subject item and may be asked, at the Chair's discretion, to leave the room until that agenda item is concluded. If a conflict of interest exists but the Authority Board has already voted on the matter, the vote of the member who had a conflict of interest shall be void, and the Recording Secretary shall have the minutes reflect both the original vote and the amended vote, with a notation as to why the vote was amended. If the voided vote causes the result of the Authority Board vote to change (either resulting in a tie vote, or changing from a tie vote), then the Authority Board shall take another vote on the matter and engage in as much additional discussion as may be appropriate prior to such second vote.
  7. *No Conflict of Interest Exists.* Where no conflict of interest is determined to exist, the affected member shall participate in discussion and shall vote on the agenda item. It is not permissible for a member to abstain on any matter, except where there is a conflict of interest.
  8. *Voting with Conflict of Interest.* Knowingly voting on any matter in which a member has a conflict of interest shall constitute malfeasance of office.

**D. Removal from Authority Board.** The Township Board may remove a member of the Board from office, for any of the following reasons:

1. *Misfeasance, or Nonfeasance of Office.* If any member performs a lawful act in a wrongful manner (malfeasance), performs a wrongful or unlawful act as a public official (misfeasance), or fails to act when a duty to act existed (nonfeasance). Any of these shall be grounds for the Township Board to remove a member, after the member is given notice and the opportunity to be heard. Prior to any action by the Township Board, the Executive Committee may informally

meet with the member to discuss the allegations of malfeasance, misfeasance, or nonfeasance in an effort to alleviate the problem.

2. *Communications.* Members must not engage in discussion or deliberation or voting in violation of the Open Meetings Act. This prohibition includes the use of email or texts or other electronic means as the mode of communication. Violation of this rule shall be reported to the Township Board immediately.
3. *Deficient Attendance.* If any member of the Authority Board is absent for any given reason from two (2) consecutive regularly scheduled meetings or four (4) absences in a calendar year, then that member shall be considered delinquent. The Authority Board's Executive Committee will review attendance on a monthly basis and, in conjunction with Township staff, will contact Authority Board members in the event of two (2) consecutive absence or four (4) absences in a calendar year to determine their ability to remain actively involved as an Authority Board Member. Delinquency shall be grounds for the Township Board to remove a member, after the member is given notice and the opportunity to be heard. In a situation where an Authority Board member knows in advance that he or she will be gone for an extended period of time which will cause them to miss more than three consecutive meetings in a calendar year, that Authority Board member shall request a leave of absence from the Executive Committee which shall consider the request in advance of the leave of absence and shall decide whether to recommend to the Township Board that the person be removed from the Authority Board. This procedure for requested leaves of absence must be initiated no less than one month prior to the start of the leave of absence and decision by the committees made prior to the start of the leave of absence.

### **ARTICLE III - ORGANIZATION AND DUTIES**

- A. **Election of Officers.** The Authority Board shall elect its officers for the upcoming calendar year at its last regular meeting of each calendar year. Nominations shall be made from the floor. Officers shall be elected by a majority vote. The Authority Board shall elect from its membership a Chair, Vice Chair, and Secretary. The Chair, Vice Chair, and Secretary shall take office at the first meeting in January of the new calendar year. An ascendancy model shall be used where officers hold an office for a one-year term and then progress to the next highest position the following year. The Authority Board may determine that a supplemental officer position of Past Chair is warranted to maintain continuity and/or for special projects. Vacancies shall be filled by election at any regular or special meeting, and the person elected to fill a vacancy shall serve the balance of the unexpired term. All nominations and votes for officers shall be by simple majority voice or hand vote of members present in public session.
- B. **Chair's Duties.** The Chair retains his or her ability to participate and vote on matters before the Authority Board, as governed by Webster's New World Robert's Rules of Order Simplified and Applied. The Chair shall:
  1. Preside at all meetings with all powers under Webster's New World Robert's Rules of Order Simplified and Applied.
  2. Rule out of order any irrelevant remarks; remarks which are personal; remarks about another's race, religion, gender, sexual orientation, physical condition, ethnic background, beliefs or similar topics; profanity; or other remarks which are not about the topic before the Authority Board.
  3. Appoint committees, and act as ex-officio member of all committees of the Authority Board.
  4. Call special meetings as needed.
  5. Appoint an Acting Secretary in the event the Secretary is absent from an Authority Board meeting.

6. Perform other appropriate duties as may be requested by the Authority Board.
- C. **Vice Chair's Duties.** The Vice Chair shall:
1. Act in the capacity of Chair in the Chair's absence.
  2. Perform other appropriate duties as may be requested by the Authority Board.
- D. **Secretary's Duties.** The Secretary shall:
1. Execute documents in the name of the Authority Board.
  2. Be responsible for the minutes of each meeting if the recording secretary is absent.
  3. Perform other appropriate duties as may be requested by the Authority Board.
- E. **Executive Committee.** The officers of the Authority Board, including the Chair, Vice Chair, and Secretary, shall constitute the Executive Committee. The Executive Committee shall have general supervision of the affairs of the Authority Board between its business meetings, fix the hours and place of meetings, and make recommendations to the Authority Board, and shall perform other such duties as specified in these Rules or as may be specified by the Authority Board.
- F. **Duties of All Members.** All members shall abide by the following standards.
1. *Member Participation.* Free and open debate should take place on issues before the Authority Board. Such debate shall only take place at meetings of the Authority Board which are held in accordance with the Open Meetings Act. The Chair shall act as spokesperson for the Authority Board and shall represent the position reflected by the outcome of the vote. Requests for reconsideration may take place only at an open meeting of the Authority Board. Each member shall actively participate in at least one committee or advisory committee of their choice. The Authority Board Chair shall assign members to committees if necessary.
  2. *Attendance.* Members shall make every effort to attend all regular and special meetings of the Authority Board. Except in emergency or unforeseen circumstances, members shall notify the Executive Director of an absence at least forty-eight (48) hours before the scheduled meeting. Members must be physically present for their presence to count toward a quorum.
  3. *Avoid Ex Parte Contact.* Members shall avoid ex parte contact with an applicant or an applicant's agent regarding the merits of any pending agenda item before the Authority Board whenever possible. If it is not possible to avoid ex parte contact, the member shall publicly report what was said and by whom when that agenda item is taken up by the Authority Board, so that other members and interested persons are made aware of the same information.
  4. *Acceptance of Gifts.*
    - a. Members shall not accept gifts from anyone connected with a pending or anticipated Authority Board agenda item. As used here, a gift shall mean cash, any tangible item or service, regardless of value; and food valued over \$10.
    - b. The Authority Board may accept grants or contributions for Authority Board purposes (e.g. special planning study). Money so accepted shall be deposited with the Treasurer into a special fund for the purpose designated by the donor or Authority Board.
- G. **Executive Director.** The Executive Director shall be the chief executive officer of the Authority Board. Subject to the approval of the Authority Board, the Executive Director shall supervise and be responsible for preparation of plans and the performance of the functions of the Authority in the manner authorized by the Act. The Executive Director shall attend the meetings of the Authority Board and shall provide to the Authority Board and to the Township Board a regular report covering the activities and financial condition of the Authority. The Executive Director shall furnish the Authority Board with information or reports governing the operation of the Authority as the Board requires.

- H. **Treasurer.** The Treasurer or the Authority Board's delegate acting as Treasurer, (which can be a contractual party), shall keep the financial records of the Authority and shall approve all vouchers for the expenditure of funds of the Authority subject to the prior approval of the Executive Director, the Chair of the Authority Board, and at least one other member of the Authority Board. Expense items shall be publicized monthly and financial records shall always be open to the public. The Treasurer shall perform all duties only as authorized by the Authority Board.
- I. **Recording Secretary.** The Recording Secretary who, if not a member of the Authority Board, shall be a designee of the Authority Board. The Recording Secretary shall:
1. Take notes for minutes and prepare a first draft of minutes for review by the Executive Director. After such review and any corrections, the minutes shall be presented at the next regular Authority Board meeting for review, correction, and approval. A corrected version shall be signed and dated by the Executive Director.
  2. Provide notice of all meetings of the Authority Board, as required by law or these rules.
  3. When authorized by the Authority Board, the Recording Secretary may attest by signature to the Board's actions.
  4. Perform other duties as may be requested by the Authority Board or Executive Director.
  5. The Recording Secretary may transcribe recorded proceedings rather than attend the meeting in-person.
- J. **Legal Counsel.** The Legal Counsel shall advise the Authority Board in the proper performance of its duties, and shall provide appropriate advice on matters of procedure and law. The Legal Counsel shall represent the Authority Board in actions brought by or against the Authority.
- K. **Annual Budget.** The Executive Director shall submit a budget to the Authority Board for the operation of the Authority for each fiscal year before the beginning of the fiscal year. The Authority Board's fiscal year shall be January 1 – December 31, to coincide with the Township's fiscal year. The budget shall be prepared in the manner and contain the information required of Township departments. After review by the Authority Board, the budget shall be submitted to the Township Board. The Township Board must approve the budget before the Authority Board may adopt the budget. Unless authorized by the Township Board or the Act, funds of the Township shall not be included in the budget of the Authority.

#### **ARTICLE IV – MEETINGS**

- A. **Regular Meetings.** The meeting calendar shall be established by the Authority Board on an annual basis. When a regular meeting falls on a legal holiday, the Authority Board shall reschedule or cancel the meeting. Meetings shall be held at the Delta Township Administration Building located at 7710 W Saginaw Highway unless legal public notice is provided that a meeting shall be held at another location.
- B. **Special Meetings.** Special meetings may be called at the request of the Executive Committee or at least two (2) members of the Authority Board provided the Executive Director has sufficient time to issue a written notice to Authority Board members at least eighteen (18) hours before the meeting. The request for a special meeting shall indicate the purpose of the meeting, and may be made at an Authority Board meeting, by telephone, or in writing (e-mail is acceptable).

- C. **Public Notice.** All regular and special meetings shall be open to the public, and proper notice shall be given to the public pursuant to the Michigan Open Meetings Act, as amended (Act 267 of 1976, MCL 15.261. et seq.).
- D. **Robert's Rules of Order.** Webster's New World Robert's Rules of Order Simplified and Applied shall be followed for issues not specifically covered by these rules. Where these rules conflict or are different than Robert's Rules, then these rules shall govern.
- E. **Quorum.** A quorum of the Authority Board shall consist of at least fifty-percent (50%) of the members of the currently appointed Board physically present at the meeting. No action shall be taken in the absence of a quorum, except to receive information reports or presentations not requiring action by the Authority Board, or to schedule matters for public hearings, or to adjourn the meeting to a subsequent date. The vote of the majority of members participating in a meeting at which a quorum is present constitutes the action of the Authority Board, unless otherwise required by Statute, Township Ordinance, or Webster's New World Robert's Rules of Order Simplified and Applied.
- F. **Agenda.** The Executive Director or his or her delegate shall prepare the agenda for all regular and special meetings with input from the Chair when necessary. This agenda shall generally be followed, except that either the Chair, or the Authority Board by motion, may modify the order of business for good reason. The Chair may not unilaterally remove or add an item to the agenda.
- G. **Voting.** Voting shall be by voice or hand by those members physically present and shall be recorded as the number in support and the number in opposition. Abstentions for conflicts of interest shall be noted. Roll call votes shall only be recorded upon request by a member of the Authority Board (or when required by law) and shall be recorded by "yes" or "no." Members must be physically present to cast a vote. Voting by proxy or by any means other than in person shall not occur.
1. *Simple Majority.* Provided a quorum is established, a majority vote of those members present shall be necessary to approve any motion, resolution or recommendation, other than as otherwise required under State law. Township ordinance or Webster's New World Robert's Rules of Order Simplified and Applied.
  2. *Voting Mandatory.* Except when a member is excused from participating on a matter because of a conflict of interest, all members present shall vote on all matters before the Authority Board.
- H. **Records of Meeting.** The Executive Director or her delegate shall keep a public record of Authority Board meetings, which at a minimum, shall include the following:
1. Meeting minutes for all regular and special meetings of the Authority Board, to include specific motions made and the vote thereon.
  2. Relevant written and visual materials submitted in connection with a specific project upon which the Authority Board is required or requested to act.

## **ARTICLE V - PROCEDURES FOR PUBLIC HEARINGS**

- A. **Public Hearings.** The following procedures shall be followed for required public hearings for applications pending before the Authority Board. Where it appears necessary to maintain the efficient conduct of the Authority Board's business and to give all interested citizens an opportunity to be heard, the Chair may establish time limits for persons appearing before the Authority Board.

1. **Staff Presentation.** The Executive Director or his or her designee shall present a description of the proposal, its location, its relationship to surrounding properties, and the nature of the request. The presentation shall also include a brief summary of written public comment received by the Economic Development Department and/or the Executive Director.
  2. **Applicant Presentation.** The Applicant may present his or her proposal.
  3. **Public Comment.** Individuals who wish to speak shall be asked to state their name and address for the public record but shall not be required to do so. Comments must be relevant to the proposed project.
  4. **Applicant Response.** The Applicant shall be allowed to respond to the public comments.
  5. **Questions.** Regardless of the procedures stated above, any member of the Authority Board or staff persons assisting the Authority Board may, during the public hearing, ask questions or seek additional information from any person appearing before the Authority Board.
- B. Deliberation and Decision.** Following the presentations and public comment period, the Authority Board shall deliberate in public on the agenda item. A motion to approve, deny or table the matter shall be made, seconded and voted upon at this time.
- C. Postponed Public Hearing.** In the event a scheduled public hearing has to be postponed, the Authority Board may, but is not required to, take the comments of persons desiring to provide comment so that they do not have to appear at the rescheduled public hearing. In such event, the minutes of those comments shall be made available to and considered by the Authority Board at the rescheduled public hearing and shall be made a part of the official record of the matter under consideration.

## **ARTICLE VI - PROCEDURES FOR COMMENT ON OTHER MATTERS**

- A. Agenda Items for Which No Public Hearing is Held.** Where no public hearing is being held on a matter before the Authority Board for consideration, as identified on the agenda, the public shall be permitted to speak at the beginning of the meeting for up to a maximum of three (3) minutes. On each individual matter for which a public hearing is not held but on which the Authority Board will act, after the staff presentation of the item is made but before Authority Board discussion, the Applicant shall be permitted to speak. The Authority Board may permit the public to comment on such items as well.
- B. Public Comment Before Adjournment.** Prior to the adjournment of each meeting, anyone wishing to address the Authority Board on any other matter relevant to its functions and responsibilities, on which the public has not been afforded an opportunity to speak earlier in the meeting, shall be permitted to speak up to a maximum of three (3) minutes.
- C. Other Public Comment.**
1. **Chair's Discretion.** At the discretion of the Chair, a person may be permitted to speak at any time on any matter for an appropriate length of time by the Chair when the Chair or other member determines the Authority Board may benefit from such presentation.
  2. **Limit on Redundant Presentations.** Notwithstanding the foregoing, whenever circumstances warrant, due to the length of a meeting agenda, the unusual number of people wishing to speak, or other similar reason, the Chair shall have the right to limit redundant presentations. In no event, however, shall a person otherwise entitled to speak be deprived of the opportunity to give his or her name and address, whether they are in favor of or

opposed to an item, and very briefly their reasons (for the same reasons as a previous identified speaker shall be sufficient).

#### **ARTICLE VII - AMENDMENTS**

These Rules may be amended at any meeting of the Authority Board provided that notice of the proposed amendment(s) shall appear on the agenda of the meeting at which the amendments are to be considered. Amendments must then be routed for Township Board approval.