

BYLAWS OF
THE BROWNFIELD REDEVELOPMENT AUTHORITY
OF THE CITY OF FLINT

ARTICLE I

Name; Creation of the Authority

Section 1. Name. The name of this public body corporate is the BROWNFIELD REDEVELOPMENT AUTHORITY OF THE CITY OF FLINT (the "Authority").

Section 2. Creation of the Authority. The Authority was created by resolution of the City Council (the "City Council") of the City of Flint (the "City") pursuant to the provisions of Act 381, Public Acts of Michigan, 1996, as amended ("Act 381"), on July 28, 1997, and said resolution shall constitute the Articles of Incorporation of the Authority.

Section 3. The Authority shall be under the supervision and control of the Board of Directors of the Authority (the "Board"), which Board shall be appointed as more fully described in the Articles of Incorporation.

ARTICLE II

Offices

Section 1. Registered Office. The Authority shall have and continuously maintain in the State of Michigan, a registered office, and a registered agent whose office is identical to such registered office, as required by the statutes of the State of Michigan. The registered office may be, but need not be, identical with the principal office in the State of Michigan, and the address of the registered office and the registered agency may be changed from time to time by the Board.

Section 2. Other Offices. The Authority may have such other offices as the Board may determine, or the affairs of the Authority may require from time to time.

ARTICLE III

Board of Directors

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

Section 2. Directors. The Board of the Authority shall consist of those persons appointed from time to time as Directors of the Economic Development Authority of the City of Flint.

Section 3. Selection of Directors. Subsequent directors shall be appointed in the same manner as the original appointments at the expiration of each director's term of office.

Section 4. Expiration of Term; Continuation in Office; Reappointment; Filling Vacancies. A member of the Board whose term of office has expired shall continue to hold office until his successor has been appointed with the advice and consent of the Governing Body of the City. A member of the Board may be reappointed with the advice and consent of the Governing Body of the City of Flint to serve additional terms. If a vacancy is created by the death, resignation, or removal of a member of the Board, a successor shall be appointed with the advice and consent of the Governing Body of the City within thirty (30) days to hold office for the remainder of the term so vacated.

Section 5. Removal. Pursuant to notice and an opportunity to be heard, a member of the Board may be removed from office for inefficiency, neglect of duty, misconduct, or malfeasance by a majority vote of the City Council.

Section 6. Disclosure of Interests. A director, who has an interest in any matter before the authority, shall disclose his interest prior to the authority's taking any action with respect to that matter, which disclosures shall become a part of the record of the authority's official proceedings. Provided, a director making such disclosure shall refrain from participating in the decision-making processes of the authority on said matter.

Section 7. Annual Meetings. An annual meeting of the board of directors shall be held on the second Tuesday in the month of May in each year beginning with the year 1979, at the hour of 7:30 o'clock a.m., for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the election of officers shall not be held on the day designated herein for any annual meeting or any adjournment thereof, the board of directors shall cause the election to be held at a regular or special meeting of the board of directors within 90 days of the annual meeting.

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Section 8. Regular Meetings. Regular meetings of the board of directors shall be held at such time and place as the board of directors shall from time to time determine. No notice of the regular meetings of the board shall be required, provided, however, if the immediately preceding regular meeting is different as to time and/or place of the next meeting, notice shall be given as required herein for special meetings.

Section 9. Special Meetings. Special meetings of the board of directors may be called by and at the request of the chairman or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Michigan, as the place for holding any special meeting of the board called by them.

Section 10. Notice of Special Meeting. Notice of any special meeting of the directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each member at his address as shown in the

records of the authority. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereof prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram has been delivered to the telegraph company. Any director may waive notice of any meeting either before or after such meeting. Attendance of a director at a meeting constitutes waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless otherwise required by these bylaws.

Section 11. Quorum and Voting. A majority of the members of the board then in office constitute a quorum for the transaction of business. The vote of a majority members present at a meeting at which a quorum is present shall constitute the action of the board of directors unless the vote of the larger number is required by statute or elsewhere in these bylaws. A member of the board or of a committee designated by the board may participate in a meeting by conference telephone or other means of remote connection through which all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 12. Public Meetings. The meetings of the board of directors shall be public.

Section 13. Compensation of Directors. Directors shall serve without salary, but may be reimbursed their actual expenses incurred in the performance of their official duties, and may receive a per diem of not more than \$50.00 if authorized by the board of directors.

ARTICLE IV

Officers

Section 1. Officers. The officers of the authority shall be a chairman, one or more vice chairmen (the number thereof to be determined by the board of directors), a president, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the officers of chairman and secretary.

Section 2. Election and Term of Office. The officers of the authority shall be elected annually by the board of directors at the regular annual meeting of the board of directors. IF the election of officers shall not be held at such meeting, such election shall be held within 90 days of the annual meeting. New offices may be created and filled at

any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever it is judgment the best interests of the authority would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of the authority, and subject to the direction of the board of directors, and the chairman of the board, the President shall have general charge of and supervision over the property and affairs of the authority. He shall be an ex-officio member of all committees; shall prepare and recommend an annual budget; and shall have such other powers and perform such other duties as are incident to his office or may be delegated to him by the board of directors.

The President shall from time to time make reports and recommendations to the board of directors as to the affairs of the authority, as he deems appropriate or as may be required of him by the board of directors.

The President may delegate to other members of the board or other persons the authority to present reports and recommendations at the annual meeting.

Section 6. Chairman. The chairman shall be the chief presiding officer of the authority and shall have general supervision of the authority. He shall preside at all meetings of the directors and shall discharge the duties of a presiding officer, shall present at each annual meeting of the board of directors a report of the business of the authority for the preceding fiscal year, shall perform whatever other duties the board of directors may from time to time prescribe.

Section 7. Vice President. In the absence of the chairman or in event of his inability or refusal to act, the vice-chairman (or in the event there be more than one vice-chairman, the vice-chairman in the order of their election) shall perform the duties of the chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman. Any vice-chairman shall perform such other duties as from time to time may be assigned to him by the chairman or by the board of directors.

Section 8. Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the authority; receive and give receipts for moneys due and payable to the authority from any source whatsoever, and deposit all such moneys in the name of the authority in such banks, trust companies or other

depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the chairman or by the board of directors.

Section 9. Secretary. The secretary shall keep or cause to be kept the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; by custodian of the corporate records and of the seal of the authority and see that the seal of the authority is affixed to all documents, the execution of which on behalf of the authority under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such office of secretary and such other duties as from time to time may be assigned to him by the chairman or by the board of directors.

Section 10. Assistant Treasurers and Assistant Secretaries. If required by the board of directors, the assistant treasurers shall give bond for their faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the chairman or the board of directors.

ARTICLE V

Committees

Section 1. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors present at any meeting, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees shall have and exercise such authority as shall be granted to them by such resolution; PROVIDED, HOWEVER, such committee shall not have the power or authority to amend the articles of inauthority, adopt an agreement of merger or consolidation or an agreement for the sale, lease or exchange all, or substantially all of the authority's property and assets, dissolve the authority, or amend the bylaws of the authority. Except as otherwise provided in such resolution, the members of such committee shall be directors of the authority and the chairman shall appoint the members thereof. Any member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the authority shall be served by such removal.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the authority and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint members thereof.

Section 4. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VI

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the authority, in addition to the officers so authorized by these bylaws, 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 orders for the payment or money, notes or other evidence 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 of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the chairman or a vice-chairman of the authority.

Section 3. Deposits. 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 as the board of directors may select.

Section 4. Gifts. The board of directors may accept on behalf of the authority any contribution, gift, bequest or devise for the general purpose or for any special purpose of the authority.

ARTICLE VII

Books and Records

The authority shall; keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the authority may be inspected by any director, and his agent or attorney for any proper purpose at any reasonable time. An annual audit shall be conducted by an independent certified public accountant and published.

ARTICLE VIII

Fiscal Year

The fiscal year of the authority shall begin on the first day of July and end of the last day of June in each year.

ARTICLE IX

Seal

The board of directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the authority and the words "Corporate Seal, Brownfield Redevelopment Authority of the City of Flint."

ARTICLE X

Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the board of directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

STATE OF MICHIGAN)
)
COUNTY OF GENESEE) ss.

I, _____, the duly qualified and acting Secretary of the Brownfield Redevelopment Authority of the City of Flint, do hereby certify that the foregoing is a true and complete copy of the Bylaws of the Brownfield Redevelopment Authority of the City of Flint dated the ___ day of _____, 2019.

IN WITNESS WHEREOF, I have hereunto affixed my official signature this _____ day of _____, 2019.

Authority Secretary