

BROWNFIELD REDEVELOPMENT AUTHORITY

Organizational Meeting

June 29, 2006

7:00 p.m. - Council Chambers, City Hall, 70 Maple Street
Manistee, Michigan

AGENDA


- I. Roll Call
- II. New Business
 1. Summary of the components of the Brownfield Act
 2. Roles and Responsibilities of Members
 3. By-Law review and adoption
 4. Election of Officers
 5. Designation of Director (Administrator)
 6. Meeting Dates/Time
 7. Training Sessions
- III Other Communications
- IV Citizen Questions, Concerns and Consideration
- V Adjournment



PLANNING AND ZONING
COMMUNITY DEVELOPMENT
231.398.2805
FAX 231.723-1546
www.ci.manistee.mi.us

MEMORANDUM

TO: Brownfield Redevelopment Authority Members

FROM: Jon R. Rose 
Community Development Director

DATE: June 21, 2006

RE: Organizational Meeting

Good Morning! We have scheduled the organizational Meeting for the Brownfield Redevelopment Authority for 7:00 p.m. in the Council Chambers, City Hall, 70 Maple Street on Thursday, June 29, 2006.

Enclosed is a copy of the Agenda and proposed By-Laws for your review. Please bring your calendar with you as we will be scheduling our Meeting Dates for the remainder of 2006.

I would like to take this opportunity to thank you for volunteering to serve on the Brownfield Redevelopment Authority and I look forward to working with you.

Our community would not grow and develop without citizens who take time out of their busy schedules to serve on Boards and Commissions. Our Volunteers are "Priceless".

JRR:djb

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

ARTICLE 1: Name and Address

Name. The name of the Authority is the City of Manistee Brownfield Redevelopment Authority (hereinafter referred to as the "Authority").

Address. The address of the Authority is:

70 Maple Street, P.O Box 358 Manistee, Michigan 49660.

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 not less than five (5) persons and not more than nine (9) persons, unless an EDC, DDA, TIFA or LDFA board was appointed.

Section 3. **Terms, Replacement and Vacancies.** Of the initial members appointed, an equal number, or as near as practicable, shall be appointed for one year, two years and three years. Thereafter, each member shall serve for a term of three years. 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 with the advice and consent of the City Council. A Director may be reappointed with the advice and consent of the 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 City Council within thirty (30) days to hold office for the remainder of the term of office so vacated.

Section 4. **Attendance.** Un-excused absences may be reason for removal and three (3) un-excused absences in a row, and shall be reported in writing to the City Manager.

Section 5. **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.

Section 6. **Conflict of Interest.** A Director who has a direct interest in any matter before the Authority shall disclose his/her interest prior to any discussion of that matter by the Authority, which disclosure shall become a part of the record of the Authority's official proceedings. The interested Director shall further refrain from participation in the Authority's action to the matter. Each Director, upon taking office and annually thereafter, shall acknowledge in writing that they have read and agree to abide by this section.

Section 7. **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 meetings shall be provided to the

public. The Board shall hold an annual meeting in the second calendar quarter of each year at which time officers of the Board shall be elected as provided in Article III, Section 2.

- Section 8 **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 9 **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 any 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 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 10. **Participation by Communication Equipment.** A member of the Board or of a committee designated by the Board, may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presence at the meeting.
- Section 11 **Committees.** The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two 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. A committee so designated by the Board, to the extent provided in the resolution by the Board, may exercise all powers and authority of the Board in the management of the business and affairs of the Authority, except that such committee so may exercise all powers and authority to: (a) recommend to members a dissolution of the Authority, or revocation of dissolution, (b) amend the Bylaws of the Authority, or (c) fill vacancies in 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, and Secretary/Treasurer. The Board may also appoint a Recording 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 excluded, acknowledged, or verified by two or more officers.
- Section 2 **Nomination, Election and Term of Office.** The officers of the Authority shall be elected by the Board at an annual meeting held during the second calendar

quarter of each year. Candidates shall be nominated by a nominating committee composed of three members appointed by the Chairperson. The term of each office shall be for one (1) year. Each officer shall hold office until his/her successor is appointed. No person shall hold the same office for more than three successive terms.

- 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. He or she 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/Treasurer and Recording Secretary.** The Secretary/Treasurer 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. They shall further perform all duties of the office of Secretary/Treasurer as provided by law or these Bylaws. They shall be sworn to the faithful discharge of these duties. For the purposes of recording minutes the Secretary/Treasurer may appoint a Recording Secretary.
- Section 6 **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.
- Section 7 **Executive Committee.** The Chairperson, Vice Chairperson and Secretary/Treasurer shall comprise the Executive Committee. The Executive Committee, may upon a majority vote, authorize the expenditure of up to \$000 for any expense listed as an eligible item for expenditure under the approved Authority funding guidelines. The Executive Committee must report any such expenditures to the Board at the next regularly scheduled Board meeting.

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 **Loans/Grants.** No grant or loan shall be contracted on behalf of the Authority and no evidence of indebtedness shall be issued in its name unless authorized by

a resolution of the Board and approved by the City Council. Such authority may be general or confined to specific instances.

Section 3 **Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the mane 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 Manistee.

ARTICLE VI: Miscellaneous

Section 1 **Seal.** The Board shall provide a corporate seal which shall be the official seal of the Authority.

Section 2 **Waiver of Notice.** When the Board or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participation in the action to be taken submits a signed waiver of such requirements.

ARTICLE VII: Review and Amendments

These Bylaws will be reviewed annually at the Organizational Meeting. 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. Any proposed changes are subject to review and approval of the City Council.

I HEREBY CERTIFY that the above Bylaws were adopted the 29th day of June, 2006.


Secretary

NOTICE OF MEETING
City of Manistee
Brownfield Redevelopment Authority

The City of Manistee Brownfield Redevelopment Authority will hold their Organizational Meeting in the Council Chambers, City Hall, 70 Maple Street, Manistee, Michigan on Thursday, June 29, 2006 at 7:00 pm.

Meetings and Worksessions of the Brownfield Redevelopment Authority are open to the Public and interested parties are welcome to attend.

This notice was posted by Denise J. Blakeslee to comply with Sections 4 & 5 of the Michigan Open Meetings Act (P.A. 267 of 1976) at 12:00 noon, Wednesday, June 21, 2006 on the on the bulletin board at the south entrance to City Hall.

Signed: 
Denise J. Blakeslee

Denise Blakeslee

From: Jon Rose
Sent: Monday, June 19, 2006 7:59 AM
To: Denise Blakeslee
Subject: FW: BRA Organizational meeting

Jon Rose
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-----Original Message-----

From: T. Eftaxiadis [mailto:teftaxiadis@nthconsultants.com]
Sent: Wednesday, June 14, 2006 9:01 PM
To: Jon Rose
Subject: BRA Organizational meeting

Hi Jon

I propose the following agenda for the BRA's organizational meeting on 6/29:

1. Summary of the components of the Brownfield Act, with emphasis on the relationship of the BRA to the Act.
2. Discussion of the BRA's roles and responsibilities.
3. Presentation and discussion of the proposed Bylaws, and adoption of the Bylaws.
4. Election of officers and designation of a Director (Administrator).
5. Scheduling of future regular meeting date and frequency of meetings.
6. Scheduling of special Brownfield program training sessions.

I will prepare material for Items 1, 2, and 3 above. I suggest we provide copies of the draft Bylaws to the Board members sometime next week; I emailed you/Denise the draft Bylaws couple weeks ago along with the BRA establishment resolution for the Council.

I propose scheduling two "training" sessions for the BRA members, as follows:

- First session to discuss the Brownfield Plan components/requirements, and the Act 381 Work Plan and SBT Credit application process.
- Second session to introduce the City's proposed Redevelopment Policy and its components, and to demonstrate an example.

Ideally, we should have the training sessions as soon as possible, well before the August regular BRA meeting at which I expect to have at least one "real" BRA Plan for the Board's action.

Please let me know if that is what you had in mind. Feel free to use any portion of this note, with any modifications, to communicate with the BRA members.

Thanks.

T. Eftaxiadis

NTH Consultants, LTD. *****