

COUNTY ADMINISTRATOR  
220 NORTH MAIN STREET, P.O. BOX 8645  
ANN ARBOR, MICHIGAN 48107-8645  
(734)996-3055  
FAX (734)994-2592

TO: Chair of the Board of Commissioners  
THROUGH: Robert E. Guenzel

FROM: County Administrator  
Rebecca Head, Director  
Department of Environment & Infrastructure Services

DATE: February 2 2000

SUBJECT: Consideration of Resolution Approving the Bylaws of the Washtenaw  
County Brownfield Redevelopment Authority, as Adopted by the Board of the  
Authority on October 22, 1999

**BOARD ACTION REQUESTED:**

It is requested that the Washtenaw County Board of Commissioners adopt the attached resolution that will approve the bylaws of the Washtenaw County Brownfield Redevelopment Authority. The Board of the Authority adopted the bylaws (Attachment A), subject to the review and approval of the Board of Commissioners, at a meeting on October 22, 1999.

**BACKGROUND:**

Following a Working Session in October 1998, the Board of Commissioners approved a Resolution stating its intent to establish the Washtenaw County Brownfield Redevelopment Authority at its April 7, 1999 meeting. After the May 1999 Public Hearing on the adoption of a resolution creating the Authority, the Commissioners established the Brownfield Redevelopment Authority (May 19, 1999) and appointed members (June 9, 1999) to its Board.

The members of the Board of the Brownfield Redevelopment Authority held their first meeting on August 20, 1999. At that meeting, they began work on a set of bylaws to guide the Authority. The Board adopted bylaws on October 22, 1999, subject to the review and approval of the Board of Commissioners.

**DISCUSSION:**

The Washtenaw County Board of Commissioners has gone on record as supporting the sustainable redevelopment of environmentally distressed sites in Washtenaw County. By establishing the Brownfield Redevelopment Authority, the Board of Commissioners began the process of transforming properties that are currently unproductive brownfields into productive properties. Approving the attached Resolution, will help move Washtenaw County closer to this goal.

**IMPACT ON HUMAN RESOURCES:**

No impacts are indicated for this Resolution.

**IMPACT ON BUDGET:**

No impacts are indicated for this Resolution.

**IMPACT ON INDIRECT COSTS:**

No impacts are indicated for this Resolution.

**IMPACT ON OTHER COUNTY DEPARTMENTS OR OUTSIDE AGENCIES:**

Because the boundaries of the Brownfield Redevelopment Authority encompass all of Washtenaw County, the bylaws addressed by the attached Resolution include provisions for cooperation with local units of government. The bylaws allow for appropriate notice to and review by local units for sites within their jurisdictions.

**CONFORMITY TO COUNTY POLICIES:**

The Resolution conforms to County policies.

**ATTACHMENTS/APPENDICES:**

Attachment A Washtenaw County Brownfield Redevelopment Authority Bylaws

**A RESOLUTION APPROVING THE BYLAWS OF THE WASHTENAW COUNTY BROWNFIELD REDEVELOPMENT AUTHORITY**

**WASHTENAW COUNTY BOARD OF COMMISSIONERS**

February 2 2000

WHEREAS, the Washtenaw County Board of Commissioners, supports the sustainable redevelopment of environmentally distressed sites designated as brownfields;

WHEREAS, the Washtenaw County Board of Commissioners established and appointed members to the Washtenaw County Brownfield Redevelopment Authority, pursuant to and in accordance with the provisions of the Brownfield Redevelopment Financing Act, Act 381 of the Public Acts of the State of Michigan of 1996, as amended;

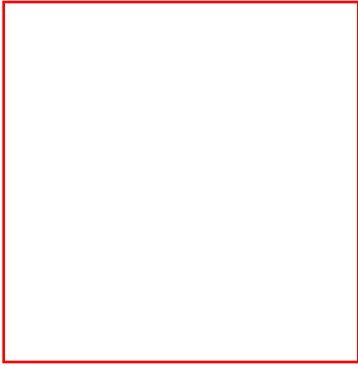
WHEREAS, on October 22, 1999, the Brownfield Redevelopment Authority adopted Bylaws to outline the purpose of the Authority, the operations of the Board of the Authority, and cooperation with local units of government;

WHEREAS, the Bylaws of the Brownfield Redevelopment Authority are subject to the review and approval of the Washtenaw County Board of Commissioners;

WHEREAS the Bylaws have been reviewed by the County Administrator's Office and the Corporation Counsel;

NOW THEREFORE BE IT RESOLVED, that the Washtenaw County Board of Commissioners hereby approves the Bylaws of the Washtenaw County Brownfield Redevelopment Authority, as attached hereto

and made a part hereof.



# WASHTENAW COUNTY

## BROWNFIELD

## REDEVELOPMENT

# AUTHORITY

# BYLAWS

## I. Purpose

The purpose of the Washtenaw County Brownfield Redevelopment Authority is to facilitate the implementation of plans relating to the identification and remediation of environmentally distressed areas and to promote site revitalization in Washtenaw County.

## II. Legal Basis

The Washtenaw County Brownfield Redevelopment Authority is created pursuant to and in accordance with the Brownfield Redevelopment Financing Act, Act 381 of the Public Acts of the State of Michigan of 1996, As Amended, and Resolutions 99-0072, Intent to Create a Brownfield Redevelopment Authority, and 99-0122, Appointing Members to the Brownfield Redevelopment Authority, of the Washtenaw County Board of Commissioners.

## III. Directors

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

B. Board of Directors. The Board of Directors (hereinafter referred to as the “Board”) of the Authority shall consist of one representative, unless otherwise noted, from each of the following:

# Washtenaw County Board of Commissioners

County Administration/Designee

County Municipality

Countywide Development Organization

Development Company

Nonprofit Environmental Group

Nonprofit Community Group

Public/Community At-Large – Two (2) representatives

C. Appointment, Replacement and Vacancies. Directors of the Washtenaw County Brownfield Redevelopment Authority Board shall be appointed by the Washtenaw County Board of Commissioners for a term of three years, staggered for implementation. A Director whose term has expired shall continue to hold office until his/her successor has been appointed. A Director may be reappointed, with the advice and consent of the Board, to serve additional terms. If a vacancy is created by death, resignation, or removal, a successor shall be appointed within (30) thirty days by the Washtenaw County Board of Commissioners to hold office for the remainder of the term of office so vacated.

D. Removal. After notice and an opportunity to be heard before the Brownfield Redevelopment Authority, a Director may be removed for cause by the Washtenaw County Board of Commissioners. The Board may recommend the dismissal of any Director if the Director is considered a detriment to the viability of the Board. The recommendation shall be made by four (4) Directors, and is subject to the approval of the Washtenaw County Board of Commissioners.

E. 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 relating to the matter. Each Director, upon taking office and annually thereafter, shall acknowledge in writing that he/she has read and agreed to abide by this section.

## IV. Board Operations

A. Meetings. The Board holds regularly scheduled meetings and may hold special meetings at the call of the chair or any two Directors. Directors shall be contacted 48 hours in advance of any special meeting.

B. Open Meetings. Meetings of the Board of the Authority shall be open to the public in accordance with the Open Meetings Act, Public Act 267 of 1976. Appropriate notice shall be provided.

C. Quorums; Voting. A majority of the Directors appointed and serving shall constitute 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 a majority of those Directors present at any meeting at which a quorum is present is the vote of the Board, unless the vote of a larger number is required by statute or by these Bylaws.

**D. Committees.** The Board may, by resolution passed by a majority of the full Board, 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 of or disqualification of a member of the committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another Director 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, will act in an advisory capacity to the Board in the management of the business and affairs of the Authority. A committee shall not have the power or authority to: (a) recommend to members a dissolution of the Authority, or a revocation of dissolution; or (b) amend the Bylaws of the Authority.

## **V. Officers**

**A. Officers.** Directors shall elect a Chairperson, Vice Chairperson and Secretary/ Treasurer to serve as the officers of the Authority. 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 offices.

**B. Nomination, Election.** The officers of the Authority shall be elected following the initial adoption of the bylaws and, subsequently, at the first meeting held during the second calendar quarter of each year. Candidates shall be nominated by the Directors. The term of each office shall be not less than one (1) year. Each officer shall hold the same office until his/her successor is appointed. No person shall hold the same office for more than three successive terms.

**C. 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 term of such office.

**D. 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. The Chair, or in his or her absence, the Vice Chair, shall preside over meetings of the Board, 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.

**E. Secretary/Treasurer.** The Secretary/Treasurer shall attend all meetings and record all votes of the Board in a book to be kept for that purpose, and may perform like duties for standing committees when required. He or she shall further perform all duties of the office as provided by law or these Bylaws and shall serve as Chair in the absence of both the chair and vice chair.

**F. Recording Secretary.** A Department of Environment and Infrastructure Services (DEIS) employee or other Washtenaw County staff person will be designated by the County Administration/Designee as the

attendance and minute taker and should be present at all meetings.

**G. Delegation of Duties.** 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.

**H. 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 \$5000 for any expense listed as an eligible item under Act 381 of 1996, As Amended. The Executive Committee must report any such expenditures to the Board at the next regularly scheduled Board meeting.

## **VI. Financial Transactions**

**A. Public Record.** All financial records of the Authority shall be open to the public under the Freedom of Information Act, Act 442 of the Public Acts of 1976.

**B. 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 authorization may be general or confined to specific instances.

**C. 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 Washtenaw County Board of Commissioners. Such authority may be general or confined to specific instances.

**D. 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 or the Authority and in such manner as shall from time to time be determined by resolution of the Board.

**E. Fiscal Year.** The fiscal year of the Authority shall correspond at all times to the fiscal year of Washtenaw County.

## **VII. Cooperation with Local Units**

**A. Notice and Review.** The Authority shall give notice and an opportunity of not less than 10 business days for review and comment to local government units for a site included in the Authority's Brownfield Plan and within the local government unit's jurisdiction prior to adoption by the Board. The above process will apply to any subsequent Work Plans.

**B. Waiver of Notice.** When the Board or any committee thereof may take action after notice and lapse of the prescribed period of time, the action may be taken without further notice or without lapse of the period of time if at any time before 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.

**C. Program Policy.** Separate Program Policy will outline parameters for local government involvement and criteria for the formal project review process.

## **VIII. Adoption; Amendment**

A. These bylaws shall be effective upon adoption by a majority of the Board and ratification by the Washtenaw County Board of Commissioners.

B. These bylaws are subject to the review and approval of the Washtenaw Board of Commissioners.

C. These rules may be amended in the same manner as the initial adoption.

These Bylaws were adopted by the Washtenaw County Brownfield Redevelopment Authority Board at a meeting of the Board on October 22, 1999.

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