

BYLAWS AND RULES OF PROCEDURE
OF
BATA

ADOPTED JULY 26, 1996,
REVISED MARCH 31, 1999,
REVISED JANUARY 30, 2013,
and REVISED APRIL 30, 2014

PREAMBLE

This public body corporate, having been created pursuant to Act 196 of 1986, as amended, Public Acts of the State of Michigan (the “Act”), is named BATA (the “Authority”), and pursuant to the Act, power is granted to the Board of Directors of the Authority (the “Board”) to make such rules and bylaws for its government as it may deem appropriate, not inconsistent with the Act creating the Authority. The bylaws of the Board are as follows:

ARTICLE I

OFFICES

Section 1. Office. The principal office of the Authority shall be 3233 Cass Road, Traverse City, MI 49684.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers. The property, affairs, and business of the Authority shall be managed by the Board to the extent of the powers and authority delegated to the Board by the Act. No person shall be entitled to exercise a proxy vote for any Board member. The governing body of the Authority is the Board.

Section 2. Number, Tenure and Qualifications. The Board shall consist of seven members who shall be appointed as provided in Articles of Incorporation. The Board shall exercise all of the powers and duties set forth under the provisions of said Act.

Section 3. Regular Meetings. Regular meetings of the Board shall be held at such times and places determined from time to time by resolution of the Board. If the date fixed for any such regular meeting be a legal holiday under the laws of the state of Michigan, then the same shall be held on the next succeeding secular day not a legal holiday under the laws of the state of Michigan, or at such other time within the month as may be determined by resolution of the Board. At such meetings the Board may transact such business as may be brought before the meeting.

Section 4. Order of Business. Conduct of a regular meeting shall require the following items of business:

1. Call to Order by Chairperson
2. Roll Call/Quorum
3. Public Comment
4. Approval of Agenda
5. Approval of Minutes
6. Executive Director's Report
7. Finance Report
8. Chairperson Report
9. Old Business
 - Open items from past meetings
10. New Business
11. Public Comment
12. Adjournment

The Chairperson may establish the order of business, subject to an objection by a Board member in which case the order shall be decided by the Board.

Section 5. Agenda Materials. Preparation of agenda materials for annual, regular, and special Board meetings shall be the responsibility of the Executive Director.

Section 6. Special Meetings. A special meeting of the Board may be called at any time by the Chairperson or Executive Director at his/her discretion. Special meetings shall also be called by the Executive Director after having received a written request by two members of the Board. Within 48 hours of written request by two members of the Board, the Executive Director shall schedule the special meeting within ten calendar days from the date of receipt of the second written request. Notice of special meetings stating the purpose shall be given to each member of the Board not less than 48 hours prior to the day named for the meeting.

Section 7. Study Sessions of the Board. Study sessions of the Board may be held periodically as determined by the Chairman or by the Board. Notice of such study sessions shall

be given to each member of the Board orally at least two days prior to the date of holding of such study sessions.

Section 8. Minutes of Meetings. The Board shall keep minutes of each meeting of the Board showing the date, time, place, members present, members absent, and any decisions made at the meeting. The minutes shall be public records open to public inspection and shall be available for public inspection not later than eight business days after the meeting to which the minutes refer. Approved minutes shall be available for public inspection not later than five business days after the meeting at which the minutes are approved by the Board.

Section 9. Open Meetings. The Board shall follow the Open Meetings Act.

Section 10. Quorum. A simple majority of the Board shall be necessary to constitute a quorum for a meeting.

Section 11. Voting. All official action by the Board shall be taken in public session and shall be by resolution or motion. The affirmative vote of a majority of members present and qualified to vote shall be necessary for the adoption of any resolution or motion. All votes of the Board shall be taken and recorded by the Secretary. A roll call vote shall be taken when called for by any member of the Board.

Section 12. Vacancies. The Board may declare a vacancy occurring among its members by reason of death, resignation, disqualification, incapacity to serve, removal from office in accordance with law, or otherwise. A vacancy shall be filled in the manner provided for appointment in the Articles of Incorporation. No vacancies on the Board shall impair the power of the Board to transact any and all business for the Authority and perform all its duties as provided for by the Act.

Section 13. Compensation. Each member of the Board shall receive reimbursement for expenses incurred in the discharge of his/her duties as a Board member. Each member of the Board may receive compensation as determined by the Board.

Section 14. Issue Policy Memoranda. The Board shall from time to time, issue policy memoranda, the purpose of which is to maintain continuity, coherence, and consistency in the policies of the Board for the benefit of all Board members and for the guidance of the Executive Director and staff.

Section 15. Public Comment. At any regular or special meeting, any interested person may address the Board on any agenda item if recognized by the presiding officer. Any interested person may address the Board on any matter of BATA concern during an agenda item designated Public Comment. The comment of any member of the public or special interest group may be limited in time to not more than five (5) minutes by the presiding officer. The presiding officer shall have the authority to limit and terminate any public comment that becomes disruptive, unduly repetitive, or impedes the orderly progress of the meeting. The presiding officer shall control the order and duration of any public comment, subject to appeal.

ARTICLE III

OFFICERS

Section 1. Executive Director. The Executive Director shall be hired by the Board of Directors to be the Chief Executive of the Authority. The Executive Director shall have control and management of the Authority and shall be responsible for the business of the Authority and the employees thereof. The Executive Director shall direct the enforcement of all resolutions, rules, and regulations adopted by the Board. The Executive Director shall normally attend all meetings of the Board. The Executive Director shall be responsible for all purchases on behalf of the Authority. All of the above powers shall be exercised by the Executive Director under the general policy of the Board, consistent with the Authority's annual operating budget as approved by the Board.

Section 2. Officers of the Board. The officers of the Board shall be elected by the Board from among its members and shall be a Chairperson, Vice-Chairperson and Secretary. Terms shall be for one year with elections annually at the annual meeting.

Section 3. Vacancies. Should any office described above become vacant, the Board shall elect a successor from among its members at a regular or special meeting of the Board and such election shall be for the unexpired term of said office.

Section 4. Duties. Board member officers:

- (a) **Chairperson.** The Chairperson of the Board shall have the following powers and duties.
- (1) Preside, when present, at all meetings of the Board and shall consult with the Executive Director on the agenda for regular and special Board meetings.
 - (2) Propose and discuss motions and shall vote on all resolutions and motions but the Chairperson shall vacate the chair when participating in discussions or when proposing motions.
 - (3) Together with the Executive Director, execute and acknowledge in the name of the Authority all mortgage, bonds, and other instruments of indebtedness except that the Board, by resolution, may authorize the Chairperson and the Executive Director to execute short term promissory notes provided that both of the authorized signatures appear on the short term promissory note.
 - (4) Appoint members of committees with concurrence of the Board.
 - (5) Be a member ex-officio without voting authority of all committees.
 - (6) Perform all such other duties as from time to time shall be assigned by the Board.

- (b) Vice-Chairperson. In the absence or disability of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the Chairperson.
- (c) Secretary. The Secretary shall cause minutes to be kept of all meetings and shall attend to the giving and receiving of all notices of the Authority and the Board. The Secretary may designate a BATA employee to assist in performing these duties.

Section 5. Registered Agent. The Executive Director shall be the registered agent and the principle office the registered address.

ARTICLE IV

COMMITTEE

Section 1. Committees.

Established. The Board may by resolution establish committees which shall consist of members of the Board as may be appointed by the Chairperson, with the concurrence of the Board.

Duties. The instructions, procedures, and scope of the committee's responsibility shall be determined by the Board.

ARTICLE V

FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Authority shall be a fiscal year beginning in the first day of October of each year and ending on the 30th day of September the next ensuing year.

ARTICLE VI

AMENDMENTS TO BYLAWS

Section 1. Bylaws. These Bylaws may be altered, amended, or repealed and new Bylaws adopted, by vote of five members of the Board at any regular or special Board meeting, provided that at least ten days' written notice incorporating the exact language of the proposed change has been given to all members of the Board.

ARTICLE VII

PARLIAMENTARY RULES

Section 1. Parliamentary Rules. Except where inconsistent with the Act or these Bylaws, Robert's Rules of Order, as from time to time revised, shall govern the proceedings of the Board and its committees.

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