

BYLAWS OF THE CADILLAC WEST CORRIDOR IMPROVEMENT AUTHORITY

ARTICLE I – NAME

The name of this Authority is the Cadillac West Corridor Improvement Authority (the “Authority”).

ARTICLE II – PURPOSE

The purpose of the Authority is to carry out those purposes and exercise those powers as conferred upon it by the Michigan Corridor Improvement Authority, Act 280 of the Michigan Public Act of 2005 as amended. The Authority shall be a public body corporate, and shall have all the powers which now or hereafter may be conferred by law on authorities organized under this Act.

ARTICLE III- AUTHORITY BOARD OF DIRECTORS

Section 1. Authority Board of Directors. The Authority shall be under the supervision and control of a board consisting of the Mayor of the City of Cadillac or his or her council assignee, and not less than five or more than nine members appointed by the Mayor of the City of Cadillac, subject to the approval of the City Council. Not less than a majority of the members shall be persons having an ownership or business interest in property located in the Corridor Improvement Authority development area. At least one of the members shall be a resident of the development area or of an area within one-half mile of any part of the development area.

Section 2. Terms, Replacement, and Vacancies. Of the initial members appointed, two terms shall expire after one year, two terms shall expire after two years, two terms shall expire after three years, and three terms shall expire after four years. Thereafter, each member appointed shall serve for a term of four years. A member shall hold office until the member is no longer qualified to hold office or the member's successor is appointed. An appointment to fill a vacancy shall be made by the Mayor 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.

Section 3. Removal. A member of the Authority Board of Directors may be removed for cause by the City Council after having been given notice and an opportunity to be heard.

Section 4. Compensation. Members shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

ARTICLE IV - OFFICERS

Section 1. Officers. The officers of the Authority Board shall be a chairperson and a vice chairperson, and secretary. Officers shall be members of the Authority Board.

Section 2. Removal of Officers. An officer may be removed by the Authority Board whenever, in its judgment, the best interest of the Authority Board will be served.

Section 3. Chairperson. The chairperson shall preside at all meetings of the Authority Board of Directors and shall discharge the duties as a presiding officer. The chairperson shall be a member of the Authority Board having an ownership or business interest in property located in the development area.

Section 4. Vice Chairperson. In the absence of the chairperson or in the event of inability to serve as chairperson, the vice chairperson shall perform the duties of the chairperson and when so acting, shall have all the powers and be subject to all the restrictions of the chairperson. The vice chairperson shall be a member of the Authority Board having an ownership or business interest in property located in the development area.

Section 5. Secretary. The Secretary, by and through the staff liaison designated by the City Manager to assist the Authority Board, shall record all votes and the minutes of all proceedings to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Authority Board, as required by law or these bylaws, and shall perform such other duties as may be prescribed by the Authority Board. The Secretary shall, when authorized by the Authority Board, attest by signature to actions of the Authority Board, and shall maintain custody of the records, books and all documents of the Authority. The Secretary shall provide copies of all such records to the City Clerk upon request and shall perform such other tasks as may be delegated to him or her by decision of the Authority Board and shall in general, perform all duties incident to the office of the Secretary.

Section 6. Delegation of Duties of Officers. In the absence of any officer of the Authority Board due to resignation or removal, the Authority Board may delegate the powers and duties of any officer to any Authority Board member provided a majority of a quorum of the Authority Board concurs therein.

Section 7. Election of Officers. Nominations shall be made from the floor at the annual meeting of the Authority Board held in January of each year or at the organizational meeting of the Authority Board. Officers shall be elected by majority vote of the Authority Board of Directors. The terms of office for Officers shall be one year and begin on February 1 of each year, except for the initial term, which shall end on January 31, 2022. No member shall hold more than one office at a time.

ARTICLE V - MEETINGS

Section 1. Organizational Meeting and Election of Officers. Officers shall be elected at the first organizational meeting of the Authority Board and thereafter at the annual meeting in January of each subsequent year.

Section 2. Annual Meeting. Starting in the year 2022, an annual meeting shall be held in January at a time and place to be set by the Authority Board. Election of officers shall occur at the annual meeting. If the election of officers does not occur on the day designated or any adjournment thereof, the Authority Board shall cause the election to be held at a regular or special meeting of the Authority Board within 90 days of the annual meeting.

Section 3. Regular Meetings. Regular meetings of the Authority Board shall be held at a time and place to be set by the Authority Board at its annual meeting. The Authority Board members are expected to attend each regular meeting, annual meeting, and special meetings of the Board. Board members unable to attend shall notify either the Board Chairperson or Vice-Chairperson prior to a meeting to be excused from the meeting. If an Authority Board member has more than three absences from the Authority Board meetings in a twelve (12) month period, the Board may by

resolution recommend removal of the board member by the City Council per Article 3, Section 3 of the bylaws. The Authority Board records shall be open to the public.

Section 4. Special Meetings. Special meetings of the Authority Board may be called by the chairperson, the vice chairperson in the absence of the chairperson, or by any three Authority members by giving 24-hours' notice of the meeting, stating the purpose of the meeting and by posting sufficient public notice.

Section 5. Notice of Meetings. All meetings other than regularly scheduled meetings shall be noticed in accordance with the Open Meetings Act, Act 267 of the Public Acts of 1976 as amended.

Section 6. Agenda. The secretary together with appropriate staff and chairperson shall prepare the agendas for all meetings and send them to the Authority Board members at least 24 hours prior to the meeting. Any member of the Authority Board may request any item to be placed on the agenda.

Section 7. Quorum and Voting. A quorum shall constitute a majority of the Authority Board members appointed and serving at the time. A majority vote of a quorum of the Authority Board shall constitute the action of the Authority Board unless the vote of a larger number is required by statute, or elsewhere in these rules. In the event that effective membership is reduced because of a conflict of interest, a majority of the remaining members eligible to vote shall constitute the action of the Authority Board.

Section 8. Rules of Order. The Authority Board may utilize *Robert's Rules of Order* as a guide in the conduct of meetings, but shall not be required to strictly adhere to any rules governing parliamentary procedure.

Section 9. Open and Closed Meetings. All regular and special meetings of the Authority Board shall be open to the public. Closed sessions of the Authority Board may be conducted during the course of an open meeting for the purposes listed in the Open Meetings Act, if approved by the Authority pursuant to the Open Meetings Act.

Section 10. Conflict of Interest. An Authority Board member who has a direct conflict of interest as defined by MCL 15.322 and 15.323 in any matter before the Authority Board shall disclose that interest prior to the Authority Board taking any action with respect to the matter. This disclosure shall become part of the record of the Authority Board's official proceedings. Any member making such disclosure shall, with the approval of the Authority Board, refrain from participating in the Authority Board's decision-making process, to include all discussions, motions made and votes taken, relative to such matters, unless required by law.

Section 11. Mandatory Voting. Except when a member is excused from participating on a matter by the chair because of a disclosed conflict of interest, all members present shall vote on all matters before the Authority Board.

ARTICLE VI - EXECUTIVE COMMITTEE

The officers of the Authority Board, including chairperson, vice chairperson, 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,

make recommendations to the Authority Board, and shall perform such other duties as specified in these Bylaws or as may be specified by the Authority Board.

ARTICLE VII - AUTHORITY BOARD COMMITTEES AND ADVISORY COMMITTEES

Section 1. Authority Board Committees. The Authority Board, by resolution, may designate and appoint one or more committees to advise the Authority Board. Committee members shall be members of the Authority Board. The executive committee, by majority vote, shall appoint the members and select the chairperson of the Authority Board committees. The committees may be terminated by vote of the Authority Board. At the annual meeting, the committees will be evaluated and reappointed or dissolved. A majority of the committee will constitute a quorum. A majority of the members present at the meeting at which a quorum is present shall be the action of the committee.

Section 2. Advisory Committees. The Authority Board may, by resolution, authorize the establishment of advisory committees to the Authority Board. The chairperson shall select, with the advice and consent of the Authority Board members, the members of each advisory committee. The advisory committees shall elect their own officers and establish rules governing their action.

ARTICLE VIII - AMENDMENTS OF BYLAWS

These Bylaws may be amended at any regular meeting of the Authority Board by a majority vote of a quorum, provided that the amendment has been submitted in writing at the previous regular meeting.

ADOPTED: MARCH 4, 2021

Revised: July 11, 2024

June --, 2025