BY-LAWS

WEST MICHIGAN SHORELINE REGIONAL DEVELOPMENT COMMISSION

Pursuant to the provisions of Act 281 (Regional Planning Commission Act) of the Michigan Public Acts of 1945, as amended, and Act 46 (Regional Economic Development Commission) of the Michigan Public Acts of 1966, as amended, the County Boards of Commissioners of Lake, Mason, Muskegon, Newaygo, and Oceana Counties have established the West Michigan Shoreline Regional Development Commission.

The West Michigan Shoreline Regional Development Commission's primary mission is to promote and foster regional development in West Michigan through cooperation amongst local governments and regional partners.

Therefore, this Regional Commission does hereby promulgate and adopt the following by-laws for governing the West Michigan Shoreline Regional Development Commission (hereinafter referred to as the "Regional Commission").

Article 1: Definitions:

(a) Regional Commission – West Michigan Shoreline Regional Development Commission as an organization.

(b) Board of Directors – West Michigan Shoreline Regional Development Commission governing and policy body.

(c) Board Member – An individual appointed by a local unit of government, dues paying organization, or Regional Commission appointee.

(d) Board Officer(s) – Chair, Vice-Chair, and Secretary of the Board of Directors

(e) Executive Committee – Subcommittee of the Board of Directors consisting of the Chair, Vice-Chair, Secretary, and Executive Director.

(f) Fiscal Year – October 1 through September 30.

(g) Charter Municipality - a municipality having original representation on the WMSRDC Board of

Directors upon creation in 1970, but has sense fallen out of eligibility as defined in Article III, Section 1.

Article I: <u>Purpose and Authority</u>

The Regional Commission herewith assumes the purposes and authority set forth in Acts 46 and 281 cited above, in related Executive Orders of the Governor of the State of Michigan, and in relevant Federal statutes.

Article II: <u>Membership and Area of Jurisdiction</u>

<u>Section 1: Jurisdiction</u>. The Regional Commission's jurisdiction is to include the geographic area bounded by the counties of Lake, Mason, Muskegon, Newaygo, and Oceana. The area of jurisdiction may include geographic areas outside the region when the federal or state programs operated by the Regional Commission utilize a different boundary.

<u>Section 2: Admission to Membership</u>. Admission of additional counties to membership in the Regional Commission is allowable upon petition of such counties and approval of that petition by the Regional Commission, by the County Boards of Commissioners of the existing member counties, and by Executive Order of the Governor of Michigan.

<u>Section 3: Withdrawal from Membership</u>. Withdrawal from membership by any member county is allowable upon a minimum of six (6) month's notice to the Regional Commission offices of a resolution to withdraw by the Board of Commissioners of the member county. Membership dues will not be returned to member counties in the case of withdrawal and are payable for the entire six (6) months from the date a written resolution of withdrawal is received by the Regional Commission.

A member county that withdraws its membership and/or fails to pay membership dues shall not be entitled to representation on the Regional Commission. Readmission of such counties to membership in the Regional Commission is allowable upon petition of such counties and approval of that petition by the Regional Commission, and by the

County Boards of Commissioners of the existing member counties.

Article III: Representation

Section 1: Representation Structure.

Representation on the Regional Commission shall be as follows:

(a) County membership: A member county shall have one (1) representative for its initial 20,000 population; a second representative for its population between 20,000 and 60,000. No county shall have more than three (3) county representatives.

(b) City and Village: There shall be one (1) representative each for the four (4) largest municipalities (incorporated cities or villages) in the region. No county, however, shall have more than two (2) municipal representatives. Charter municipalities shall be grandfathered into the representation structure and are not factored in the per county calculation.

(c) Township membership: There shall be one (1) representative from the largest township in the region determined by population.

(d) Educational Institution: There shall be one (1) representative from West Shore Community College and one (1) representative from Muskegon Community College.

(e) Regional Commission Appointments: There shall be three (3) representatives from the private sector, education, labor, chamber of commerce, and workforce development

(f) Alternate Membership: Counties, municipalities, townships, and educational institutions, may appoint alternates to their regular representatives. Alternates to Regional Commission appointments may be made by the Regional Commission. Alternates shall be subject to the qualifications and terms of membership of regular members as specified in Article III, Section 2 and 3.

Section 2: Qualifications for Representatives. A majority of the representatives to the Regional Commission shall be elected officials of units of general-purpose government. County representatives shall be appointed by the member County Board of

Commissioners from among their own membership. City, village, or township representatives shall be appointed by the governing bodies of said local units from among their own membership. Educational institutions' representatives shall be appointed by their governing board. Regional Commission at large appointments shall be recommended by the Executive Director for consideration and nomination by the Executive Committee with final appointment by the Board of Directors. Executive Committee members may also recommend at large appointments. Regional Commission at large appointments shall be geographically distributed.

Section 3: Tenure. Board member tenure shall coincide with their term of office in the capacity which was the basis for their appointment to the Regional Commission (i.e., county or local units governing body). Regional Commission appointments shall meet the criteria as specified in Article III, Section2(e), and appointment shall be for a term of office for two (2) years and renewed as noted in Article III, Section 2. Any Board member shall hold office until a successor has been duly appointed or until the Board member dies, resigns, is removed or the term otherwise expires

Section 4: Resignation. Board members may resign at any time, effective immediately or at a specified later date, by giving written notice to the Chair or Executive Director of the Regional Commission. The acceptance of such resignation shall not be necessary to make it effective.

Section 5: Removal. A Board member may be removed at any time, with or without cause, by a two-thirds vote of all remaining Board members. The Regional Commission will also consider a position to be vacated if a representative has three (3) unexcused absences in a calendar year. In this case, the Chair will advise the appointing body and request a new appointment.

Section 6: Vacancies. When a position on the Commission becomes vacant, it shall be filled as noted in Article III, Section 2. It shall be the Regional Commission's policy not to count vacant positions for the purposes of determining a quorum.

Section 7: Official Regional Commission Communication.

(a) Communication with Employees: Communication between Board members and Regional Commission employees shall be made only with the knowledge of the Executive Director. Similarly, communications by employees of the Regional Commission with Board members shall be made with the knowledge of the Executive Director. The Executive Director shall receive copies of all written communications.

(b) Information Requests: Individual Board members or Board Officers may request information from employees; however, requests must be made through the Executive Director unless the Executive Director directs otherwise. Requests to employees shall be in writing with copies made to the Executive Director. In the event a Board member requests information from an employee that results in a material amount of time, funds, or is disruptive to the judgement of the Executive Director, the request may be refused. Such refusal shall be communicated in writing to the requesting Board member by the Chair.

(c) Exceptions: Nothing in Section 6 (a) and (b) shall prevent the Board of Directors from communicating with Regional Commission employees in the evaluation of the Executive Director or prevent an employee from engaging in protected whistleblower activity. Additional exceptions shall be made by the Chair when an issue or conflict involves the Executive Director, and the Board of Directors requires the ability to engage employees in seeking resolution.

Section 8: Compensation. A Board member of the Regional Commission shall serve as a volunteer Board member and therefore are not entitled to compensation. By resolution of the Board of Directors, the Board member may be reimbursed for their reasonable expense incident to their duties if not already reimbursed by their representative organization. Exclusions apply to in-county travel.

Section 9: Committees. Committees, as deemed necessary by the Regional Commission, shall be appointed by the Chair. Committees may elect a chairperson, as needed.

Section 10: Executive Committee. The Executive Committee shall include the Chair, the Vice-Chair, the Secretary of the Board of Directors, and Executive Director. During intervals between meetings of the Board of Directors, the Executive Committee shall possess, and may exercise, all the powers and functions of the Board of Directors. A majority of the Executive Committee in office at the time shall be necessary to constitute a quorum and, in every case, an affirmative vote of a majority of the members of the committee present at a meeting shall be necessary for the taking of any action. The Executive Committee shall also meet at the call of its Chair or any other two (2) members of the committee.

Article IV: Organization

Section 1: Voting. The appointed representatives shall constitute the general and overall policy-making body of the Regional Commission. Each representative to the Regional Commission shall have one (1) vote. Fifty (50%) percent of the Regional Commission's appointed membership shall constitute a quorum for transacting business.

Section 2: Board Officers.

(a) Number of Board Officers: The Board officers of the Regional Commission shall consist of a Chair, Vice-Chair, and Secretary.

(b) Qualifications of Board Officers: Board Officers shall be an elected official and/or representative from a dues paying organization.

(c) Election of Board Officers & Term: In January, the Board of Directors shall elect from among its members a Chair, Vice-Chair, and Secretary to serve a two-year (2) term. Board officers of the Regional Commission will also constitute the Executive Committee. Board members may serve one (1) consecutive two-year (2) term as a Board officer on the Board of Directors in each position.

(d) Resignation: Board officers may resign at any time, effective immediately or at a specified later date, by giving written notice to the Executive Committee of the Regional Commission. The acceptance of such resignation shall not be necessary to make it effective.

(e) Removal: A Board officer may be removed at any time, with or without cause, by a two-thirds vote of all remaining Board members. The Executive Committee will advise the Board of Directors and request a new appointment.

(f) Vacancies: Vacancies shall be filled in line with Article IV, Section 2(b) with the exception that the election of a Board officer take place at the following board meeting the vacancy occurs.

(g) Chair. The Chair shall:

i. Exercise the functions of the Office of the Chair of the Regional Commission,
ii. Preside at all meetings of the Board of Directors,
iii. Perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the Regional Commission as directed by the Board of Directors,
iv. Sign and deliver, in the name of the Regional Commission, all deeds, mortgages, bonds, contracts, or other instruments requiring a Board officer's signature, unless otherwise directed by the Board of Directors.
v. Have the general powers and duties usually vested in the office of the Chair.
vi. Shall collaborate with the Executive Director on strategic plans, provide timely feedback, conduct annual performance reviews, and discuss development plans for the Executive Director.

(h) Vice-Chair. The Vice-Chair shall:

i. Exercise the functions of the Office of the Chair of the Regional Commission, in the absence of the Chair,

ii. Preside at all meetings of the Board of Directors, in the absence of the Chair,

iii. Perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the Regional Commission as directed by the Board of Directors, in the absence of the Chair,

iv. Sign and deliver, in the name of the Regional Commission, all deeds, mortgages, bonds, contracts, or other instruments requiring a Board officer's signature, unless otherwise directed by the Board of Directors. in the absence of the Chair,

v. Have the general powers and duties usually vested in the office of the Chair. in the absence of the Chair,

vi. Shall collaborate with the Executive Director on strategic plans, provide timely feedback, conduct annual performance reviews, and discuss development plans for the Executive Director. in the absence of the Chair.

vii. With the assistance of the employees of the Regional Commission, prepare, record, and transmit minutes of all Regional Commission and Executive Committee meetings. The Vice-Chair shall review the prepared minutes prior to acceptance by the Board of Directors to assure they are properly recorded and transmitted in the absence of the Secretary,

(i) Secretary. The Secretary shall:

i. Attend all meetings of the Board of Directors and committees, as required,

ii. With the assistance of the employees of the Regional Commission, prepare, record, and transmit minutes of all Regional Commission and Executive Committee meetings. The Secretary shall review the prepared minutes prior to acceptance by the Board of Directors to assure they are properly recorded and transmitted,

iii. Shall sign meeting records and resolutions adopted or enacted by the Regional Commission.

(j) Ex-officio Members. The Executive Director shall serve as an ex-officio non-voting member of the Board of Directors and Executive Committee.

Section 3: Executive Director. The Regional Commission shall appoint an Executive Director who shall direct all work programming, staff, and consultants, prepare budgets and financial statements, and generally direct and conduct the day-to-day business and otherwise represent the Regional Commission. The Regional Commission shall establish personnel policies and rules, and the Executive Director shall execute them on the Regional Commission’s behalf. The Executive Director shall have such management and administrative employees as deemed necessary and shall determine the hiring process, duties, and responsibilities of each employee.

Section 4: Meetings. The regular meeting schedule of the Regional Commission shall be established at the beginning of each fiscal year, and special meetings may be scheduled by the call of the Chair. All Board of Director meetings, and notices of such meetings, shall comply with the Michigan Legislature Section 16.263, Open Meetings Act, Act 267 of 1976.

Section 5: Rules of Order. The Regional Commission shall conduct its business in accordance with the most recent Robert's Rules of Order.

Section 6: Amendments. These by-laws may be amended, revised, repealed, or expanded by a majority vote of the Regional Commission representatives. Any representative may offer a proposed amendment, provided that written notice shall be sent to each representative at least ten (10) days before the meeting at which the vote will take place.

The amendment shall become effective immediately upon approval by vote of the Regional Commission.

Section 7: Repeal of Conflicting Rules. These by-laws adopted; supersede all other rules of operating previously adopted by the Board of Directors. Any rules inconsistent with these by-laws are hereby repealed.

Article V: Financial Affairs

Section 1: Dues. The Regional Commission shall set annual membership dues to be paid by each member county (on a per capita basis utilizing the most recent Census data) and educational institutions. Such dues are for the Regional Commission's fiscal year.

Section 2: Contracts and Grants. The Board of Directors may authorize the Executive Director by an annual resolution to enter into any contract or execute and deliver any instrument in the name and on behalf of the Regional Commission, and any such authority may be general or confined to specific instances pertaining to the annual work plan and budget. Any deviations from the annual work plan and budget must be authorized by the Executive Committee.

Section 3: Records and Audits. An annual audit shall be conducted each fiscal year by a third-party certified public accounting firm and made available to member counties within 120 days of the end of the year being audited.

Section 4: Signatories**.** The Regional Commission shall appoint the Executive Director and the Finance Manager as authorized persons to sign checks drawn on Regional Commission's accounts in payment for authorized expenditures or necessary withdrawal of savings. The Regional Commission shall also appoint one (1) Board officer who shall be authorized to sign checks in the event of the absence or illness of the Executive Director and/or Finance Manager. It shall be the Regional Commission’s policy to require two (2) signatures on all manual checks.

Section 5: Authority to Borrow Funds. The Board of Directors shall have the authority to borrow funds/establish a line of credit for the purpose of meeting immediate cash-flow needs. The Board of Directors shall specify the maximum limit for such borrowing. A Board officer of the Regional Commission or the Executive Director may authorize the transfer of such funds.

Section 6: Deposits. All funds of the Regional Commission shall be deposited to the credit of the Regional Commission in such banks, trust companies, or other depositories.

Section 7: Documents Kept at Registered Office. The Board of Directors shall cause to keep at the registered office of the Regional Commission originals, or copies, of:

(a) Records of all proceedings of the Board of Directors and all committees having any authority of the Board of Directors, including minutes of meetings,

(b) Records of all votes and actions of the Board of Directors,

(c) Accounting records, including financial statements of the Regional Commission,

(d) Bylaws of the Regional Commission, and any other applicable organizational documents, all amendments and restatements thereof.