

**BYLAWS OF THE
HURON-CLINTON METROPOLITAN AUTHORITY**

As Amended April 14, 2016

I. Terms of Office of Board of Commissioners

In accordance with the provisions of Act No. 147, Public Acts of 1939, the term of office of each member of the first Board of Commissioners shall commence on the date of election by the respective County or appointment by the Governor in the year 1941, and shall run for the terms specified by statute.

(a)	Elected Commissioners	Original Terms in Years	Original Expiration Date	Second Expiration Date
	<u>County</u>			
	Wayne	Six	1947	1953
	Oakland	Five	1946	1951
	Macomb	Four	1945	1949
	Washtenaw	Three	1944	1947
	Livingston	Two	1943	1945
(b)	Appointed Commissioners	Original Terms in Years	Original Expiration Date	Second Expiration Date
	Governor Appointee	Four	1945	1949
	Governor Appointee	Two	1943	1945

From and after the expiration of the first terms herein specified, the term of office for each member of the Board of Commissioners subsequently elected by a County shall be for a term of six (6) years, and the term of office for each Commissioner subsequently appointed by the Governor shall be for a period of four (4) years or until their successors are elected or appointed, in accordance with Act No. 147.

Before assuming the duties of office, a Board member shall qualify by taking and subscribing to the constitutional oath of office.

II. Principal Office

The principal office of the Authority shall be at 13000 High Ridge Drive, Brighton, Michigan 48114, or at such other location as may be determined by the Board of Commissioners from time to time.

III. Meetings

(a) Regular meetings of the Board of Commissioners shall be held monthly on the second Thursday of each month at the principal office of the Authority for the transaction of such business as may be brought before the meeting, provided, however, that the regular monthly meetings of the Board of Commissioners may be held at such other date, location or place as may be determined from time to time by a majority of the members of the Board of Commissioners. The regular monthly meeting held in the month of June shall constitute the annual meeting of the Board of Commissioners.

(b) Special meetings of the Board of Commissioners may be called at any time by the Chairperson or Secretary, or by three members of the Board of Commissioners, at such time or place as may be deemed necessary. Commissioners shall be notified in writing of the time, place and purpose of all special meetings of the Board of Commissioners at least two (2) days prior thereto. Notice of special meetings provided to the Board of Commissioners shall describe the business to be transacted at said special meeting. Any Commissioner may waive such notice in writing, and shall be deemed to have waived such notice by his or her attendance at any such meeting.

(c) Public notice of all meetings of the Board of Commissioners shall be given and posted as required in Act No. 267, Public Acts of 1976, as amended, or other applicable State law.

(d) Closed sessions may be held in accordance with Act No. 267, Public Acts of 1976, as amended, or other applicable State law.

(e) A person shall be permitted to address a meeting of the Board of Commissioners under rules established and recorded by the Board of Commissioners and in accordance with Act No. 267, Public Acts of 1976, as amended, or other applicable State law.

IV. Action by the Board

(a) The Board may act only by resolution or ordinance. The Secretary of the Board shall provide for the collection, codification and publication of all ordinances and resolutions of the Authority in accordance with law.

(b) A majority of the members of the Board of Commissioners then in office shall constitute a quorum for the transaction of business.

(c) The concurrence of a majority of the members of the Board of Commissioners then in office shall be necessary and sufficient for the passage of any resolutions, but no business shall be transacted unless there are then in office at least a majority of the full number of Commissioners fixed by law.

(d) The Board shall exercise all such powers and perform such duties to the fullest extent authorized and provided by Act No. 147 and the statutes and the laws of the State of Michigan.

V. Officers of Board of Commissioners

The Board of Commissioners shall elect a Chairperson, a Vice-Chairperson, a Treasurer, and a Secretary, who shall be elected by the Commissioners at the annual meeting of the Board of Commissioners. The term of each office shall be for one (1) year, expiring at the time of the following annual meeting of the Board of Commissioners or until their successors are elected. The officers shall be members of the Board of Commissioners.

In the event of a vacancy in any of the offices of the Board, the Board of Commissioners at any meeting may fill the vacancy for the remainder of the unexpired term.

(a) Chairperson

(i) The Chairperson shall preside at all meetings of the Board of Commissioners, and shall have a vote upon all resolutions as a Commissioner.

(ii) The Chairperson may sign, in the name of the Authority, all contracts and legal documents approved by the Board of Commissioners.

(b) Vice-Chairperson

In the event the office of Chairperson shall become vacant by death, resignation or otherwise, or in the event of the absence of the Chairperson or the Chairperson's inability to discharge the duties of the office, the Vice-Chairperson shall assume the duties and responsibilities of Chairperson.

(c) Treasurer

The Treasurer shall consult with the CFO (hereafter defined) from time to time respecting the Authority's financial affairs and otherwise shall perform the customary duties of such office pursuant to applicable law, and such other duties as the Board of Commissioners shall direct. The Treasurer shall provide the Authority with a fidelity bond to indemnify the Authority from any

loss caused by any fraudulent or dishonest act on the part of the Treasurer. The premium for said bond shall be paid out of the funds of the Authority.

(d) Secretary

The Secretary shall perform the customary duties of such office, and such other duties as the Board of Commissioners shall direct. The Secretary may sign, in the name of the Authority, all contracts and legal documents approved by the Board of Commissioners.

VI. Director

The chief executive officer of the Authority shall be known as the Director. The Director shall be appointed by the Board of Commissioners and hold office at the will and pleasure of the Board. The Director shall supervise, and be responsible for, the day-to-day operation of the Authority and shall provide general direction to the work and general management of all activities of the Authority. This, among other things, specifically includes the following:

(a) The Director shall be responsible for the appointment or employment and discharge of all employees, and for the direction of their activities.

(b) The Director may delegate to subordinates any of the special duties assigned to the Director.

(c) The Director shall approve of such purchases and make such certifications as shall be required or permitted under the purchasing authority and approval procedures set forth in the Authority's Purchasing Policy and otherwise as authorized and directed by the Board of Commissioners.

(d) The Director shall certify the rates of pay and the payrolls of all employees.

(e) The Director shall have the power and authority to execute and deliver, and to delegate signatory power for, contracts, leases, obligations, and other instruments approved by the Board or for which power to execute and deliver has been delegated by the Board to the Director.

(f) The Director shall arrange for the recording of minutes of meetings of the Board of Commissioners and shall have custody of the minute book and of the corporate seal of the Authority.

(g) The Director shall be the custodian of all records, except the financial records of the CFO, and shall keep, at the office of the Board of Commissioners, and open to public examination in accordance with Act No. 267, Public Acts of 1976, as amended, and Act 442, Public Acts of 1976, as amended, at all reasonable times, all records, maps, charts, plans and documents pertaining to the work of the Authority.

(h) The Director may co-sign on such bank accounts as the CFO may designate. The Director shall provide the Authority with a fidelity bond to indemnify the Authority from any loss caused by any fraudulent or dishonest act on the part of the Director. The premium for said bond shall be paid out of the funds of the Authority.

(i) The Director shall take such other actions and assume such other responsibilities as may be provided by federal and state law.

VII. Deputy Director

The Director shall appoint a chief operating officer of the Authority who shall be known as the Deputy Director. The Deputy Director shall hold office at the will and pleasure of the Director. The Deputy Director, under the immediate supervision of the Director, is responsible for such responsibilities as shall be directed from time to time by the Director. The Deputy Director may witness the signature of the Director on contracts, leases, obligations, and other instruments which the Director has been authorized to sign. In the event the office of Director shall become vacant by death, resignation or otherwise, or in the event of the absence of the Director or the Director's inability to discharge the duties

of the office, such duties, including the authority to execute and deliver contracts, leases, obligations, and other instruments approved by the Board, for the time being devolve upon the Deputy Director.

VIII. Chief Financial Officer

There is hereby created the position of chief financial officer ("CFO") of the Authority. The Director shall appoint a CFO, subject to approval by the Board of Commissioners. The CFO shall hold office at the will and pleasure of the Director. The CFO shall perform the usual duties of such office and such other duties as the Director may direct or as are required by law. This, among other things, includes the following:

(a) The CFO shall prepare an annual budget for the Authority containing an itemized statement of the estimated current operational expenses and the expenses for capital outlay including funds for the operation and development of all property and facilities of the Authority, including any amounts necessary to pay the obligations of the Authority maturing during the ensuing fiscal year, and an estimate of the anticipated revenue of the Authority from all sources for the ensuing fiscal year.

(b) The CFO shall receive all money due the Authority from taxes, fees, charges and all other sources, and shall deposit all such money in such bank or banks, and in such separate accounts, as the CFO shall deem prudent and appropriate, subject to the approval of the Board of Commissioners. The CFO may co-sign on such bank accounts.

(c) The CFO shall keep accounting records showing all financial transactions of the Authority in accordance with the law, and shall permit inspection of all financial records by any Commissioner at any reasonable time.

(d) The CFO shall issue and approve of such vouchers for payment of obligations and make such certifications as shall be required or permitted under the Authority's Purchasing Policy.

(e) The CFO shall cause an annual audit of the Authority to be performed by independent certified public accountants in the manner required by Act No. 2, Public Acts of Michigan, 1968, as amended.

(f) The CFO shall be the chief investment officer of the Authority and shall advise the Board of Commissioners in respect of an investment policy satisfying the requirements of Act No. 20, Public Acts of 1943, as amended. The CFO shall prepare reports respecting the Authority's investments from time to time but no less often than semi-annually.

(g) The CFO shall monitor and evaluate the Authority's risk profile from time to time and provide direction to the Authority's risk management efforts.

(h) The CFO shall provide the Authority with a fidelity bond to indemnify the Authority from any loss caused by any fraudulent or dishonest act on the part of the CFO. The premium for said bond shall be paid out of the funds of the Authority.

(i) The CFO shall advise the Treasurer on the financial affairs of the Authority.

IX. Fiscal Year; Budget

The fiscal year of the Authority shall begin on January 1 and shall end on December 31 of each calendar year, or such other annual period as may be established by the Board of Commissioners. Prior to the beginning of each fiscal year, but not later than the December regular meeting, the Board of Commissioners shall adopt the budget in accordance with and subject to the requirements of the Uniform Budget and Accounting Act, Act No. 2, Public Acts of 1968, as amended.

X. Contracts; Purchasing Authority and Approval

Contracts shall be executed on behalf of the Authority by the Chairperson or Director and witnessed by the Secretary or Deputy Director, or otherwise as directed by the Board of Commissioners. Procurement procedures shall be established pursuant to the Authority's Purchasing Policy, as approved by the Board of Commissioners from time to time.

XI. Committees

(a) The Board of Commissioners shall establish a Pension Committee and a Retiree Health Care Benefits and Trust Board of Trustees as standing committees for the purpose of overseeing matters pertaining to the Authority's pension and retirement health care benefit programs. The members of the foregoing standing committees shall include such members as the Board may appoint. Members of the foregoing standing committees shall serve for terms as the Board shall determine.

(b) The Board of Commissioners shall establish an audit committee consisting of the Chairperson or Vice Chairperson and the Treasurer and Secretary. The audit committee shall meet not less often than annually with the Director, the CFO, and the Authority's independent public auditors to review the reports related to the financial condition, operations, performance, and management of the Authority, and may also recommend special reviews or audits to the Board.

(c) The Board of Commissioners from time to time may establish such other committees, standing or special, as the Board shall deem necessary or convenient to carry out the work of the Authority. The Chairperson shall be *ex officio* a member of all such committees.

XII. Immunity, Indemnification and Insurance

(a) Immunity. A member of the Board of Commissioners or an officer, appointee or employee of the Authority shall not be subject to personal liability when acting in good faith within the scope of his or her authority or on account of the liability of the Authority.

(b) Indemnification. The Authority shall indemnify and procure insurance indemnifying each member of the Board of Commissioners and each officer and appointee of the Authority against liability arising out of the discharge of his or her official duties, or for liability asserted by a person with regard to bonds or other obligations of the Authority, the issuance of bonds or other obligations of the Authority, or by reason of any other action taken or the failure to act by the Authority.

(c) Insurance. The Authority, in addition to the insurance referred to above, shall purchase and maintain insurance on behalf of each member of the Board of Commissioners and each officer and appointee of the Authority against any liability arising out of the status of that person or asserted against that person and incurred by that person in any capacity.

(d) Eligible Expenses. Indemnification or other payment under this Article may be for expenses, including attorneys' fees, actually and reasonably incurred, and for judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred.

XIII. Amendments

(a) These bylaws or any of them may be altered, amended, added to or repealed by a majority of the members of the Board of Commissioners then in office at any regular meeting of said Board of Commissioners or at any special meeting, providing any of such changes are not inconsistent with or contravene the laws of the State of Michigan.

(b) Prior to any changes being made to these bylaws, a copy of the proposed changes shall be filed with the Secretary at least ten (10) days prior to the meeting at which action thereon is to be taken, and the Director shall cause a copy of the proposed changes to be provided to each

Commissioner at least five (5) days prior to the meeting, together with written notice of the time and place of the meeting; provided that this notice requirement may be waived and bylaws amendments considered and approved at the same meeting at which they were introduced by unanimous vote of the members of the Board of Commissioners then in office.

XIV. Parliamentary Practice


The rules of parliamentary procedure comprised in "*Robert's Rules of Order Newly Revised*," as the same is updated and released from time to time, shall govern in all cases in which they are not inconsistent with the standing rules and orders of this Board and not contrary to any existing laws of the State of Michigan.

CERTIFICATION:

I, Jaye Quadrozzi, Secretary of the Huron-Clinton Metropolitan Authority, do hereby certify that the above is a true copy of the Bylaws of the Authority, as last amended on March 10, 2016.


Secretary
Huron-Clinton Metropolitan Authority

Approved as to legal form
and conformity with law:


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