

HIGGINS LAKE UTILITIES AUTHORITY

Bylaws

1. **PURPOSE.** These bylaws are adopted pursuant to Article VII of the Articles of Incorporation to provide for the efficient and uniform administration of the Higgins Lake Utilities Authority.
2. **OFFICERS AND COMMITTEES.**
 - 2.1. **Officers.** The officers of the Authority Board shall be a Chairperson, Vice Chairperson, Secretary and Treasurer. Except for the Treasurer, the officers shall be members of the Authority Board and the Treasurer may be a member of the Authority Board.
 - 2.2. **Election of Officers.** The officers of the Authority Board shall be chosen by the Board at its initial meeting and at its annual meeting held in July of each year. The term of office of each officer shall be one (1) year, or until his or her successor is appointed and assumes office.
 - 2.3. **Chairperson.** The Chairperson shall be the chief executive officer of the Authority, shall preside over all meetings of the Authority Board, and shall have general and active management of the business of the Authority.
 - 2.4. **Vice Chairperson.** The Vice Chairperson shall perform the duties of the Chairperson during the absence or disability of the Chairperson.
 - 2.5. **Secretary.** The Secretary shall assure that the minutes of all meetings of the Authority Board are properly recorded and that notices for all meetings are duly given. He or she shall also perform other such duties as may be assigned by the Chairperson or Authority Board.
 - 2.6. **Treasurer.** The Treasurer shall oversee the accounting records of the Authority and the deposit of funds in such accounts and depositories and subject to such controls as may from time to time be designated by the Authority Board. The Treasurer shall be required by the Authority Board to give a bond for the faithful execution of his or her duties as Treasurer in an amount and manner as the Board may direct.
 - 2.7. **Multiple Officers.** Except as provided in this subsection, two (2) 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 (1) capacity; if the instrument is required by law or the Articles of Incorporation to be executed, acknowledged or verified by two (2) or more officers. One person, however, may not occupy the offices of Chairperson or Vice Chairperson.
 - 2.8. **Administrative Services.** The Authority board may engage the services of a third party to provide administrative support to the Board.
 - 2.9. **Committees.** The Chairperson, with the approval of the Authority Board, may from time to time, for the purpose of carrying out the objectives of the Authority, establish, alter, or dissolve committees and appoint or remove members thereof. The Chairperson of each committee shall be selected by the Chairperson of the Authority Board. The Chairperson shall be a member of all committees. All committees shall be responsible to the Authority Board. A committee meeting may be called by the Authority Board, the Chairperson of the Authority Board, or the Chairperson of the committee. A notice of the committee meeting, indicating the time, date, and place of the meeting shall be communicated to each member of the committee as soon as practicable prior to the meeting.
 - 2.10. **Legal Counsel.** The Chairperson and Vice-Chairperson together, with consent of the Authority Board, shall be authorized to communicate with legal counsel. All communication with legal counsel shall be provided to the Authority Board in full. The Authority Board shall respect the

legal attorney/client privilege and shall not disclose communications with legal counsel without authorization by the Authority Board. Communications with legal counsel shall not be subject to disclosure under the Michigan Freedom of Information Act (FOIA) unless the attorney client privilege has been waived by the Authority Board.

3. **MEETINGS.**

- 3.1. **Regular Schedule.** The regular meetings of the Authority Board shall be scheduled at the beginning of each fiscal year. If any regularly scheduled meeting falls on a legal holiday, the regular meeting shall be held on the next day that is not a legal holiday.
- 3.2. **Special Meetings.** Special meetings of the Authority Board shall be held at the call of the Chairperson or any two members of the Authority Board, and filed with the Secretary or administrative staff. No less than (18) hours before the scheduled special meeting, the Secretary, administrative staff, or his/her designee shall provide each member of the Board with a notice of the special meeting, specifying the date, time, place, and purpose of the special meeting. This notice shall be given personally to each member of the Authority Board or left at the member's usual place of residence. In addition, no less than eighteen (18) hours before the scheduled special meeting, the Secretary, administrative staff, or his/her designee shall post a copy of the notice of the special meeting in a location visible from the outdoors at the principal place of business of the Authority and at the Beaver Creek Township Hall and at the Lyon Township Hall.
- 3.3. **Place of Meeting.** The location of regular meetings of the Authority Board shall be scheduled at the beginning of each fiscal year. Whenever the Chairperson, with consent of the Authority Board, determines that the place of the meeting will likely have inadequate space for members of the public, the location of the meeting may be changed to a larger meeting facility. A notice of the change in meeting location shall be prominently posted in a location visible from the outdoors at the principal place of business of the Authority and at the Beaver Creek Township Hall and at the Lyon Township Hall and shall be published in a newspaper of general circulation within the Authority district, if such publication can be accomplished prior to the meeting.
- 3.4. **Time of Meetings.** The time of regular meetings of the Authority Board shall be scheduled at the beginning of each fiscal year.
- 3.5. **Change in Schedule.** Changes in the schedule of a regular meeting shall not be made except by consent of the Authority Board. If a quorum is not present at a regular meeting, the meeting shall be rescheduled the following day and a notice of the rescheduled regular meeting shall be posted as required in Section 4.2.

4. **PUBLIC NOTICE OF MEETINGS.**

- 4.1. **Public Notice of Meetings.** The Secretary, administrative staff, or his/her designee shall be responsible for providing the proper notice of all meetings of the Authority Board. Notices shall comply with the Michigan Open Meetings Act, as amended.
- 4.2. **Regular Meetings.** The Secretary, administrative staff, or his/her designee shall post in a location visible from outdoors at the principal place of business of the Authority and at the Beaver Creek Township Hall and at the Lyon Township Hall a notice within ten (10) days after the first meeting of the Authority Board in each fiscal year indicating the dates, times, and places of regular meetings.
- 4.3. **Schedule Change.** Whenever the Authority Board changes its schedule of regular meetings, the Secretary, administrative staff, or his/her designee shall post within three (3) days after the regular meeting at which the change was made in a location visible from outdoors at the principal place of business of the Authority and at the Beaver Creek Township Hall and at the Lyon Township Hall a public notice stating the dates, times, and places of the new regular meetings.

- 4.4. **Special Meetings.** No less than eighteen (18) hours before any scheduled special meeting, the Secretary, administrative staff, or his/her designee shall post in a location visible from outdoors at the principal place of business of the Authority and at the Beaver Creek Township Hall and at the Lyon Township Hall a notice of the special meeting, including the purpose for which the special meeting is called.
- 4.5. **Emergency Meetings.** Notice is not required for emergency meetings of the Authority Board if two-thirds (2/3) of all sitting Authority Board members decide that any delay resulting from notice requirements would be detrimental to efforts to lessen or respond to a severe and imminent threat to the health, safety, or welfare of the public.

5. **QUORUM AND VOTING.**

- 5.1. **Quorum.** Three (3) members of the Authority Board shall constitute a quorum for the transaction of business at all meetings of the Authority Board.
- 5.2. **Voting.** Unless otherwise provided in the Articles of Incorporation or these bylaws, all decisions of the Authority Board shall be made by the vote of the majority of the members of the entire Authority Board.

6. **REGULAR MEETING AGENDA.**

- 6.1. **Regular Meeting Agenda.** The Authority Board shall not begin consideration of any matter not on the agenda after the meeting has been called to order, except by unanimous consent of the members present. Matters on the agenda which have not been considered shall be placed on the agenda of the next regular meeting, or on the agenda of a special meeting, if one is called. The agenda for a regular meeting of the Authority Board shall be as follows:

- Call to Order.
- Roll Call.
- Pledge of Allegiance.
- Public Comments.
- Approval of Agenda.
- Approval of Minutes.
- Treasurer’s Report.
- Payment of Bills.
- Reports from Staff.
- Reports from Committees.
- Correspondence.
- Specific Agenda Matters.
- Old Business.
- New Business.
- Miscellaneous.
- Member Comments.
- Public Comments.
- Adjournment.

The authority board reserves the right to alter the agenda.

- 6.2. **Special Meeting Agenda.** Whenever the Authority Board meets in a special meeting, matters to be considered shall be stated in the notice of the special meeting. No other matters shall be considered, except when all members of the Authority Board are present and concur.

7. **CONDUCT OF MEETINGS.**

7.1. **Members of the Public.** Members of the public wishing to address the Authority Board shall first be recognized by the Chairperson, and each person who speaks shall address the entire Authority Board.

7.2. **Time for Public Comment.** The public participations portions of the meeting shall be limited to fifteen (15) minutes each, unless extended by the Authority Board.

7.3. **Opportunity for Public Comment.** Each member of the public desiring to address the Authority Board shall be given an opportunity to speak equal to the time allotted for public comments divided by the number of speakers desiring to address the Board during public comment periods, or five minutes, whichever is less.

7.4. **Written Statements Submitted by the Public.** All written statements should be given to the Secretary, administrative staff, or his/her designee prior to the commencement of the meeting. All written statements and documents presented to the Authority Board by an individual are considered public documents and shall be retained in the public record of the meeting.

7.5. **Disorderly Conduct at Meetings.** Individuals addressing the Authority Board should take into consideration the rules of common courtesy. The public comment portion of the meeting cannot be used to make personal attacks against the Authority Board members or Authority officers, employees, or volunteers. If the comments constitute a complaint or charge brought against an Authority officer, employee, or volunteer, that individual has the right to request a closed session. The Chairperson may call to order any person who is being disorderly by speaking or otherwise disrupting the meeting, failing to be germane, speaking longer than the allotted time, yelling, shouting or speaking vulgarities. Such person shall thereupon be seated until the Chairperson determines whether the person is in order. If a person is called out of order, he or she shall not be permitted to continue to speak at the same meeting, except by a majority vote of the Authority Board members present. If the person continues to be disorderly to the extent that the Authority Board cannot continue to conduct business, the Chairperson shall consider the person to be in breach of the peace and may request the assistance of a law enforcement officer to remove the person from the meeting. The Authority Board shall have the right to adjourn the meeting if it is interrupted due to the disorderly conduct of any person. No person shall be removed from a public meeting except for an actual breach of the peace committed at the meeting.

7.6. **Parliamentary Procedure.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be used as a general guideline by the Authority in any cases in which they are applicable and in which they are inconsistent with these Bylaws and any special rules of order the Authority may adopt. Failure to conform to the letter of Robert's Rules of Order Newly Revised shall not affect action taken at a meeting as long as fundamental concepts of fairness and due process are observed.

8. **RECORD OF MEETINGS.**

8.1. **Recording Responsibility.** The Secretary, administrative staff, or his/her designee shall be responsible for maintaining the official records and minutes of each meeting of the Authority Board. The minutes shall include all actions of the Authority Board with respect to motions. The minutes shall include the names of the Authority Board members who present motions and Authority Board members who second motions as well as the vote of the Authority Board on such motions. If a roll call vote is take, the record shall show the "yes" and "no" votes and any abstentions along with the reason(s) for the abstentions for each Authority Board member. However, if all members vote "yes" or "no" the minutes may then reflect that the motion was carried or defeated by unanimous vote.

- 8.2. **Voting.** Whenever a question is put by the Chairperson, every Authority Board member present shall vote on the question, unless excused from voting by a conflict of interest as provided under state law. If there is a conflict of interest which prevents an Authority Board member present from voting, such conflict of interest shall be fully stated on the record.
- 8.3. **Requests for Remarks to be Included.** Any Authority Board member may request to have his or her comments printed as part of the minutes. If there are no objections by any Authority Board member, the comments may be included. If there is an objection to including the requested comments in the minutes, the Authority Board shall decide the matter.
- 8.4. **Public Access to Meeting Records.** The Secretary, administrative staff, or his/her designee shall make available to the public the minutes of official meetings in accordance with the Freedom of Information Act and the Open Meetings Act. Minutes prepared by the Secretary, administrative staff, or his/her designee but not approved by the Authority Board shall be available for public inspection not more than eight (8) business days following the meeting. Minutes approved by the Authority Board shall be available within five (5) business days after the meeting at which they were approved. The Secretary, administrative staff, or his/her designee shall promptly mail copies of minutes to persons who have subscribed and paid the required fee as determined by the Authority Board.

9. **CLOSED MEETINGS.**

- 9.1. **Two-Thirds Vote.** The Authority Board may meet in a meeting closed to the public, in accordance with the Michigan Open Meetings Act (OMA) as amended, upon the motion of any member and approved by a roll call vote of two-thirds (2/3) of the entire Authority Board for the following purposes or any other purpose provided under the OMA:
1. To consider the dismissal, suspension, or disciplining of, or to hear complaints or charges brought against, or to consider a periodic personnel evaluation of, a public officer, employee, staff member, or individual agent, if the named person requests a closed hearing. A person requesting a closed hearing may rescind the request at any time, in which case the matter at issue shall be considered after the rescission only in open session.
 2. For strategy and negotiation sessions connected with the negotiation of a collective bargaining agreement if either negotiating party request a closed hearing.
 3. To consider the purchase or lease of real property up to the time an option to purchase or lease the real property is obtained.
 4. To consult with its attorney regarding trial or settlement strategy in connection with specific pending litigation, but only if an open meeting would have a detrimental effect on the litigation or settlement position of the Authority.
 5. To review and consider the contents of an application for employment with or appointment to an office of the Authority, if the candidate requests that the application remain confidential. However, except as otherwise provided in this subsection, all interviews by the Authority Board for employment with or appointment to an office of the Authority Board shall be held in an open meeting pursuant to the Open Meeting Act.
 6. To consider material exempt from discussion or disclosure by statute or law.
- 9.2. **Minutes.** At each closed meeting, the Secretary, administrative staff, or his/her designee shall keep a separate record. These minutes shall not be disclosed to the public except under court order. The Secretary, administrative staff, or his/her designee may destroy these minutes after one (1) year and one (1) day has passed following the approval of the minutes of the meeting at which the Authority Board approved the closed session. The vote to hold a closed meeting shall be recorded in the minutes of the public meeting at which the decision was made. These public meeting minutes must specify the reason(s) for the closed meeting and the results of the roll call vote to authorize the closed session.

10. **FINANCES.**

- 10.1. **Banking.** The Chairperson or Vice-Chairperson and the Treasurer or Secretary, or any other Board member authorized by a resolution of the Authority Board, may sign checks or make deposits on behalf of the Authority. Two (2) signatures of authorized board members shall be necessary on all Authority checks.
- 10.2. **Audit.** The Authority Board shall provide for an audit of the financial affairs of the Authority annually, if required by financial transactions or by law, which may be prepared by the same auditor who is used by either Beaver Creek Township or Lyon Township. The report of the audit shall be presented at a meeting of the Authority Board.
- 10.3. **Fiscal Year.** The fiscal year of the Authority shall cover the period from July 1 through June 30 of the next calendar year.
- 10.4. **Board per diem.** Each member of the Authority Board shall receive a board per diem of \$25.00 per board meeting.
11. **AMENDMENTS.** These Bylaws may be added to, amended or repealed in whole or in part by vote of the Authority Board. Proposed changes to these Bylaws must be submitted in writing to the members of the Authority Board at least one (1) month in advance of the meeting at which the proposed amendments will be considered.

These Bylaws were adopted by the Higgins Lake Utilities Authority on July 18, 2007, and were amended by the Higgins Lake Utilities Authority on May 7, 2019.

HIGGINS LAKE UTILITIES AUTHORITY

By: Brian R. Cook
Brian Cook, Chairperson

By: D. Keipert
Doug Keipert, Secretary