

**KALAMAZOO COUNTY ECONOMIC DEVELOPMENT CORPORATION
BOARD OF DIRECTORS MEETING**

MEETING DATE: Thursday, December 16, 2021
PLACE OF MEETING: ELECTRONIC Meeting via Zoom
See Link provided below or via telephone number provided
TIME: 3:00 p.m. - Before BRA Regular Meeting

AGENDA –Special Meeting

Please be advised, the Economic Development Corporation of Kalamazoo County will conduct this meeting virtually in accordance with the Kalamazoo County State of Emergency Resolution effective December 15, 2020, in order to keep members, staff, and the public safe during the ongoing COVID-19 related pandemic.

To join this virtual meeting, please use the following link:

Please click the link below to join the webinar:

<https://us02web.zoom.us/j/88677905099>

Or One tap mobile :

US: +13126266799,,88677905099# or +16465588656,,88677905099#

Or Telephone:

Dial(for higher quality, dial a number based on your current location):

US: +1 312 626 6799 or +1 646 558 8656 or +1 301 715 8592 or +1 346 248 7799 or +1 669 900 9128 or +1 253 215 8782

Webinar ID: 886 7790 5099

International numbers available: <https://us02web.zoom.us/j/88677905099>

**For members of the Public wishing to address the Board, please add yourself to the queue by selecting the “Raise hand” button or by dialing *9 on your phone. Once selected, please unmute yourself by selecting the Mute Button or by dialing *6 on your phone.

1. Call to Order: 3:00 p.m.
2. Roll Call and Members Excused – Members state the location of remote attendance, including city/village/township, county, and state (per Michigan Public Act 254 of 2020)
3. Approval of the Agenda
4. Approval of Minutes – available at the next regularly scheduled EDC meeting
5. Public Comments (limited to 4 minutes each)
6. Discussion/Action: Approval of Bylaws
7. Staff Update
8. Other
9. Board Member Comments
10. Adjournment

Next Meeting: April 28, 2022

PLEASE CALL 384-8305 OR EMAIL MRWALT@KALCOUNTY.COM
IF YOU ARE UNABLE TO ATTEND THE MEETING

**BYLAWS
OF
THE ECONOMIC DEVELOPMENT CORPORATION
OF THE COUNTY OF KALAMAZOO**

The following Bylaws (the "Bylaws") of The Economic Development Corporation of the County of Kalamazoo (the "Corporation") are hereby amended and restated in their entirety in accordance with Article XI of the Bylaws, effective as of _____, 2021, as amended and restated, to provide as follows:

**Article I
Purpose**

Section 1. Statement of Purposes. The purpose or purposes for which the Corporation is organized are as follows: To act as an Economic Development Corporation in accordance with Act 338 of the Public Acts of 1974, as amended (the "Act"); including particularly, to alleviate and prevent conditions of unemployment; to assist and retain local industries and commercial enterprises, including employee-owned corporations, to strengthen and revitalize the economy of the County of Kalamazoo and the State of Michigan; to provide encouragement and assistance to industrial and commercial enterprises, including employee-owned corporations, in locating, purchasing, constructing, reconstructing, modernizing, improving, maintaining, repairing, furnishing, equipping and expanding within the County of Kalamazoo; to encourage the location and expansion of industrial and commercial enterprises, including employee-owned corporations, to more conveniently provide needed services and facilities of the industrial and commercial enterprises to the County of Kalamazoo and the residents thereof; to promote economic activity in the forestry and agricultural sectors by providing incentives to combat inflation, to reduce energy consumption, to retain the family farm unit, to reduce the rate at which urban sprawl has been devouring productive farm lands, and to provide farmers and foresters with a more favorable export market, by reducing the costs of production; to encourage the development of facilities designed to produce energy from renewable resources; and to accomplish such other purposes as may be provided from time to time in Act 338. In order to accomplish the foregoing purposes, the Corporation may, subject to such limitations and conditions as are or may be prescribed by law, including the Act, exercise all powers which now are or hereafter may be conferred by law, including the Act, upon a corporation organized by the County of Kalamazoo under the above statutes and for the above purposes, and all other things necessary or convenient to achieve the objectives and purposes of the Corporation, the Act, or other laws that relate to the purposes and responsibilities of the Corporation.

Article II Legal Basis

Section 1. Legal Basis. The Corporation is created pursuant to and in accordance with the Economic Development Corporations Act, Act 338 of the Public Acts of the State of Michigan of 1974, as amended; the Articles of Incorporation of The Economic Development Corporation of the County of Kalamazoo, dated August 15, 1977; and the approval of the Board of Commissioners of the County of Kalamazoo, by Ordinance adopted August 2, 1977.

Article III Offices

Section 1. Registered Office. The Corporation shall have and continuously maintain in the State of Michigan a registered office and a registered agent, whose office is identical to such registered office as required by the statutes of the State of Michigan. The registered office may be, but need not be, identical with the principal office in the State of Michigan, and the address of the registered office and the registered agent may be changed from time to time by the Board of Directors (defined below). Unless and until so changed, the registered office of the Corporation is in care of the office of the Kalamazoo County Clerk, 201 West Kalamazoo Avenue, Kalamazoo, Michigan 49007.

Section 2. Other Offices. The Corporation may have such other offices as the Board of Directors may determine, or the affairs of the Corporation may require from time to time.

Article IV Directors

Section 1. General Powers. The Economic Development Corporation of the County of Kalamazoo Board of Directors (hereinafter referred to as the "Board of Directors") shall manage the business and affairs of the Corporation, except as otherwise provided by statute or by these Bylaws.

Section 2. Number, Tenure, and Qualifications. The Board of Directors of the Corporation shall consist of nine (9) persons, not more than three (3) of whom shall be an officer or employee of the County of Kalamazoo. The Directors (defined below) shall be appointed for terms of six (6) years, except that of the Directors first appointed; six (6) shall be appointed for six (6) years, one (1) for five (5) years, one (1) for four (4) years, one (1) for three (3) years, one (1) for two (2) years, and one (1) for one (1) year. The Chairperson of the Kalamazoo County Board of Commissioners, State of Michigan, with the advice and consent of the County Board of Commissioners, shall appoint the members of the Board of Directors (the "Directors"). Subsequently, the Directors shall be appointed in the same manner as the original appointments at the expiration of each Director's term of office. A Director(s) serving as an officer or employee of the County of Kalamazoo (public official), will have the term with the Board of Directors expire with the expiration of service as a public official, including expiration of the public official's service

through resignation or removal from the position as a public official. Notwithstanding the foregoing, the Corporation shall notify the Chairperson of the County of Kalamazoo Board of Commissioners, in writing, upon the Corporation's designation of a Project Area as defined in the Section 3(g) of the Act or as provided in Section 8(1) of the Act, and there shall be appointed promptly after that notice two (2) additional Directors of the Corporation who shall serve only in respect to that Project and shall be representative of neighborhood residents and business interests likely to be affected by the Project proposed by the Corporation and who shall cease to serve when the Project for which they are appointed is either abandoned or, if undertaken, is completed in accordance with the Project Plan (as that term is defined in the Act). A Director whose term of office has expired shall continue to hold office until the Director's successor has been appointed with the advice and consent of the County Board of Commissioners. A Director may be reappointed with the advice and consent of the County Board of Commissioners to serve additional terms. If a vacancy is created by the death, resignation, or removal of a Director, a successor shall be appointed with the advice and consent of the County Board of Commissioners within thirty (30) days, to hold office for the remainder of the term so vacated.

Section 3. Removal. A Director may be removed from office for cause by a majority vote of the Kalamazoo County Board of Commissioners.

Section 4. Oath. Before assuming the duties of office, a Director shall qualify by taking and subscribing to the oath of office provided in Section 1 of Article XI of the State Constitution of 1963.

Section 5. Disclosure of Interests. A Director who has a direct interest in any matter before the Corporation shall disclose the Director's interest before the Corporation takes any action with respect to the matter, which disclosure shall become a part of the record of the Corporation's official proceedings and the interested Director shall further refrain from participation in the Corporation's proceedings related to the matter.

Section 6. Compensation of Directors. Directors shall serve without salary, but may be reimbursed their reasonable, actual, and necessary expenses incurred in the performance of their official duties (as voted upon by the Authority Board) and may receive a per diem of not more than \$50.00, per meeting, if authorized by the Authority Board.

Section 7. Directors as Public Officers. Directors shall be public officers.

Section 8. Exculpation from Liability. The Directors or any person executing any revenue bond or revenue note on behalf of the Corporation shall not be liable personally on the revenue bond or revenue note or be subject to any personal liability or accountability by reason of the issuance of the revenue bond or revenue note, by reason of acquisition, construction, ownership, or operation of a Project, or by reason of any other action taken or omitted by the Board of Directors. By resolution the Board of Directors of the Corporation may provide for the purchase of insurance indemnifying the Directors from and against any and all personal liability or accountability described in this section or any loss or expense related thereto.

Article V Officers

Section 1. Officers. The officers of the Corporation shall be a Chairperson, one (1) or more Vice-Chairpersons (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall deem necessary, such officers to have the authority and perform the duties prescribed by the Board of Directors. 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 or these Bylaws to be executed, acknowledged, or verified by two (2) or more officers. Notwithstanding the foregoing, the offices of chairperson and vice-chairperson may not be held by the same person.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently as possible. New offices may be created and filled at any meeting of the Board of Directors. A quorum must be present for the election of officers and for approval of new offices as determined by necessity by the Board of Directors. Each officer shall hold office until their successors shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed from the office by the Board of Directors, with a quorum present, whenever, in its judgment, the best interests of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

Section 5. Chairperson. The Chairperson shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation, but they may from time to time delegate all or any part of their duties to the Vice-Chairperson or the Secretary. They shall preside at all meetings of the Directors and of the Board of Directors. They may sign and execute, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any and all authorized deeds, mortgages, bonds, contracts, agreements, checks or other instruments and obligations and execute bonds and/or interest coupons with their facsimile signature in the name of the Corporation (to be attested in the same manner by the Secretary) when so authorized by vote of the Board of Directors; provided, however, that any bonds executed by facsimile shall be authenticated by an original signature of a duly appointed corporate trustee appointed to act on behalf of the bondholders; and, in general, they shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors.

They shall be an ex-officio member of all standing committees and shall have the general power and duties of supervision and management of the Corporation. In the Chairperson's absence, the Vice-Chairperson shall perform the above functions.

Section 6. Vice-Chairperson. In the absence of the Chairperson, or in the event of their inability or refusal to act, the Vice-Chairperson (or in the event that there be more than one (1) Vice-Chairperson, the Vice-Chairpersons in the order of their election) shall perform the duties of the Chairperson and, when so acting, shall have all the powers and be subject to all the restrictions upon the Chairperson. Any Vice-Chairperson shall perform such other duties as may be assigned to them by the Chairperson or by the Board of Directors.

Section 7. Treasurer. The Treasurer shall keep the financial records of the Corporation and shall approve all vouchers for the expenditure of funds of the Corporation. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine. In addition, they shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and, in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned to them by the Chairperson or by the Board of Directors. In the Treasurer's absence, the Assistant Treasurer shall perform the above functions.

Section 8. Secretary. The Secretary shall maintain custody of the official seal and records, books, documents, or other papers not required to be maintained by the Treasurer. The Secretary shall attend meetings of the Board of Directors and keep a record of its proceedings. In addition, the Secretary shall keep the minutes of the meetings of the Directors and of the Board of Directors in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; sign with the Chairperson in the name of the Corporation on all bonds, contracts, agreements, and other obligations and execute interest coupons and/or attest bonds with their facsimile signature in the name of the Corporation (to be executed in the same manner by the Chairperson) when so authorized by the Board of Directors; and when so ordered, they shall affix thereto or cause to be imprinted thereon the seal of the Corporation; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Directors; and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to them by the Chairperson or by the Board of Directors. In the Secretary's absence, the Assistant Secretary shall perform the above functions.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall

perform such duties as shall be assigned to them by the Treasurer or Secretary or by the Chairperson or the Board of Directors.

Section 10. Recording Secretary. A staff person of the Kalamazoo County Department of Planning & Community Development or other Kalamazoo County staff person will be designated as the attendance and minute taker and should be present at all meetings. The position of Recording Secretary shall not be deemed to be an officer of the Corporation.

Section 11. Consultants. The Board of Directors may employ and retain personnel and consultants as considered necessary by the Board of Directors, including legal counsel, to advise the Board of Directors in the proper performance of its duties and to represent the Corporation in actions brought by or against the Corporation.

Section 12. Municipality Assistance. Upon request of the Corporation, the municipality may provide assistance to the Corporation in the performance of its powers and duties.

Section 13. Delegation of Duties. In the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, from time to time and for such time as it may deem appropriate, the powers or duties, or any of them, of such officer to any other officer, or to any Director, provided a majority of the Board of Directors then in office concurs therein.

Article VI Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors present at any meeting, may designate and appoint one (1) or more committees, each of which shall consist of two (2) or more Directors, and shall have and exercise such authority as shall be granted to them by such resolution; provided, however, such committee shall not have the power or authority to amend the Articles of Incorporation, adopt an agreement of merger or consolidation or any agreement for the sale, lease or exchange all or substantially all of the Corporation's property or assets, dissolve the Corporation, or amend the Bylaws of the Corporation. Except as otherwise provided in said resolution, the members of such committee shall be Directors of the Corporation and the Chairperson shall appoint the members thereof. Any member may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the Corporation shall be served by such removal.

Section 2. Term of Office. Each member of a committee shall continue on as such until the next Annual Meeting of the Directors of the Corporation until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairperson. One (1) member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

Section 4. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Executive Committee. The Chairperson, Vice Chairperson, and Directors appointed to the Executive Committee by the Chairperson shall comprise the Executive Committee.

Article VII Meetings

Section 1. Annual Meeting. An Annual Meeting of the Board of Directors shall be held on the fourth Thursday in the month of April in each year, beginning with the year 1979, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the election of officers shall not be held on the day designated herein for any Annual Meeting or any adjournment thereof, the Board of Directors shall cause the election to be held at a regular or special meeting of the Board of Directors as soon thereafter as conveniently possible.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall from time to time determine.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Michigan, as the place for holding any special meeting of the Board of Directors called by them.

Commented [MRW1]: CLC asks if this means EDC is allowing special meetings outside of the state.

Section 4. Public Meetings & Notice of Meetings. Meetings of the Board of Directors shall be open to the public in accordance with the Open Meetings Act, Public Act 267 of 1976. All notices of the annual, regular, and special meetings of the Board of Directors shall comply with 1976 PA 267; MCLA 15.261 et seq.; MSA 4.1800(11) et seq. Any Director may waive notice of any meeting either before or after such meeting. Attendance of a Director at a meeting constitutes waiver of a notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of such meeting, unless otherwise required by these Bylaws.

Section 5. Quorum and Voting. A majority of the Directors of the Board of Directors then in office constitutes a quorum for the transaction of business. The vote of a majority

of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors, unless the vote of the larger number is required by statute or elsewhere in these Bylaws. A member of the Board of Directors may be present at a meeting of the Corporation Board in person or remotely, to the extent permitted by law.

Article VIII Financial Transactions

Section 1. Public Record. All financial records of the Corporation shall be open to the public under the Freedom of Information Act, Act 442 of the Public Acts of 1976.

Section 2. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 3. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and counter-signed by the Chairperson or a Vice-Chairperson of the Corporation.

Section 4. Loans. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and approved by the Kalamazoo County Board of Commissioners.

Section 5. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

Article IX Information for Applicants

Section 1. Submission of Initial Request. All requests for the assistance of this Corporation shall be made in written form and should be addressed to the Secretary of this Board of Directors. Such requests shall include the following information:

- a) Name, address, and business status of applicant.
- b) Brief personal or business history of applicant.
- c) Narrative description of proposed Project, including type of business to be conducted thereon and services to be provided thereby.
- d) Description and location of Project Area.

- e) Number of employment opportunities that will be afforded or retained in the community by the Project.
- f) Such other information as the Board of Directors may reasonably require in connection with its review and consideration of the Project request.

**Article X
Books and Records**

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Directors, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by any Director, and their agent, or attorney, for any proper purpose at any reasonable time. The Corporation shall submit an annual report to the Kalamazoo County Board of Commissioners and shall annually post a report of its revenue and expenditures for the operating year.

Article XI Seal

Section 1. Seal. The Board of Directors shall provide a Corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words 'Corporate Seal.' "The Economic Development Corporation of the County of Kalamazoo."

**Article XII
Adoption and Amendment**

Section 1. Adoption and Amendment. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any given special meeting, if at least two (2) calendar days prior written notice is given of the Director's intention to alter, amend, or repeal or to adopt new Bylaws at such meeting; provided, however, the amendments or new Bylaws must be approved by resolution by the Kalamazoo County Board of Commissioners before they are effective.

The foregoing amended and restated Bylaws of the Economic Development Corporation of the County of Kalamazoo was adopted by the Economic Development Corporation of the County of Kalamazoo at a meeting duly held on the _____, 2021.

The foregoing amended and restated Bylaws of The Economic Development Corporation of the County of Kalamazoo was approved by the County Board of Commissioners of the County of Kalamazoo, Michigan, at a meeting duly held on the _____, 2021.

ECONOMIC DEVELOPMENT CORPORATION OF THE COUNTY OF KALAMAZOO

By: _____
Chairperson, Economic Development Corporation of the County of Kalamazoo

COUNTY OF KALAMAZOO

By: _____
Chairperson, County Board of Commissioners

By: _____
Meredith Place, County Clerk/Register