

**BYLAWS
OF THE CITY OF MARQUETTE
LOCAL DEVELOPMENT FINANCE AUTHORITY**

**ARTICLE I
Name**

The name of the Authority is the **City of Marquette Local Development Finance Authority** (the "LDFA").

**ARTICLE II
Public Corporation**

The LDFA was created by resolution of the City Commission (the "City Commission") of the City of Marquette pursuant to the provisions of the Local Development Financing Act, Act 281 of the Public Acts of Michigan of 1986 ("Act 281").

**ARTICLE III
Offices**

Section 1. Registered Office. The initial registered office of the LDFA is 300 W. Baraga Ave., Marquette, MI 49855.

Section 2. Principal Office. The LDFA shall have its principal office at the location of the Registered Office, and it may also maintain offices at such other place or places as the Board of Directors (the "Board") may from time to time designate.

**ARTICLE IV
Purpose**

The LDFA is organized and incorporated as authorized by and pursuant to Act 281. The purpose for which the LDFA is created is to, among other things, facilitate the implementation of local development finance plans relating to the designation of SmartZone; to help eliminate the conditions of unemployment, underemployment and joblessness and to promote economic growth in the city; and, subject to such limitations and conditions as are or may be prescribed by law, exercise such other powers as may be conferred upon the LDFA.

**ARTICLE V
Board of Directors**

Section 1. General Powers. The business affairs of the LDFA shall be managed by its Board, except as otherwise provided by law, by resolution of the City Commission or by these Bylaws.

Section 2. Number, Tenure and Qualifications. The Board shall consist of the seven (7) members appointed by the Mayor of the City of Marquette and approved by the City Commission of the City of Marquette, two (2) members appointed by the Marquette Area Public School District, one (1) member appointed by Northern Michigan University, and one (1) member appointed by Marquette County. Directors shall serve four-year terms, provided, however, of the initial Directors appointed, an equal number, as near as practicable, shall be appointed for one year, two years three years, and four years.

Section 3. Conflict of Interest. A Director who has a direct interest in any matter before the LDFA shall disclose his/her interest prior to the LDFA taking any action with respect to the matter, which disclosure shall become a part of the record of the LDFA's official proceedings, and the interested Director shall further refrain from participation in the LDFA's proceedings relating to the matter.

Section 4. Compensation. Directors shall serve without salary but may be reimbursed for their actual expenses incurred in the performance of their official duties.

ARTICLE VI Meetings

Section 1. Meetings. The Board may be called by, or at the request of, the Chairperson or any two Directors. All meetings of the Board shall be open to the public. Meetings shall be held and notice of such meetings shall be given in accordance with the Open Meetings Act, Act 267 of the Public Acts of Michigan of 1976, as amended.

Section 2. Notice to Directors. Notice of any meetings of the Board shall be given at least three days prior thereto by written notice, delivered personally, mailed to each Director at his/her business or residential address, or, if a Director authorizes the LDFA to provide notice electronically, by fax or email, pursuant to the Director's instruction. Mailed notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first-class postage thereon prepaid. Electronic notice shall be deemed to be delivered when sent. Any Director may waive notice of any meeting whether before or after the meeting. The presence of a Director at any meeting shall constitute a waiver of notice of such 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 need be specified in the notice or waiver of notice of such meeting.

Section 3. Quorum. A majority of the Directors of the Board then in office constitutes a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at a meeting, a majority of those Directors present may adjourn the meeting to another time without further notice. The vote of the majority of the Directors present at a meeting at which a quorum is present constitutes the action of the Board, unless the vote of a larger number is required by law or by these Bylaws.

Section 4. Committees. The Board may, by resolution adopted by a majority of the Directors then in office, establish one or more committees, each committee to consist of one or more of the Directors of the LDFA. The Chairperson, with the advice and consent of a majority of a quorum at any meeting, shall appoint the members of each committee so established. Each Director appointed to a committee shall serve until replaced by action of the Chairperson with the advice and consent of a majority of a quorum of the Board. A committee so established by the Board, shall be advisory to the Board and may not take action without Board approval.

ARTICLE VII Officers

Section 1. Officers. The officers of the LDFA shall consist of a Chairperson, Vice Chairperson, Secretary, Treasurer and such other officers as may from time to time be determined by the LDFA Board, each of whom shall be elected by a majority vote of a quorum of the Board. The Board may appoint the City of Marquette Treasurer or a designee of such person as the Treasurer and/or to provide fiscal services. In this capacity, such person would serve as an *ex officio* member of the Board and would not be authorized to vote on issues being considered by the Board.

Section 2. Election and Term of Office. The officers of the LDFA shall be elected annually by the Board at its first meeting of the calendar year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer so elected shall hold office for the term of which he/she is elected and until his/her successor is elected or until his/her resignation or removal.

Section 3. Removal. Any officer elected by the Board may be removed by the Board, with or without cause, whenever in its judgment the best interests of the LDFA would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise, may be filled at any meeting of the Board for the unexpired portion of the term of such office.

Section 5. Chairperson. The Chairperson shall preside at all meetings of the Board and shall perform all duties of the office as provided by Act 281 and these

Bylaws. The Chairperson shall be an *ex officio* member of all standing committees.

Section 6. Vice Chairperson. The Vice Chairperson shall serve in the place and stead of the Chairperson in the absence or disability of the Chairperson and shall perform such other duties as shall be delegated to him/her by the Chairperson.

Section 7. Secretary. The Secretary shall attend all of the meetings of the Board and keep a record of all votes and the minutes of all proceedings in a book to be kept for that purpose. He/she shall give, or cause to be given notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board. He/she shall be sworn to the faithful discharge of his/her duties. A non-Director may be appointed Assistant Secretary to assist the Secretary in carrying out his/her duties.

Section 8. Treasurer. The Treasurer shall have the custody of the LDFA funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the LDFA and shall deposit all moneys in the name and to the credit of the LDFA in such depositories as may be designated by the Board. He/she shall disburse of the funds of the LDFA as may be ordered by the Board and shall render to the Board at the regular meetings of the Board, or whenever the Board may require, an account of all his/her transactions as Treasurer and of the financial condition of the LDFA. He/she shall, upon request of the Board, give the LDFA one or more sureties satisfactory to the Board, for the faithful performance of the duties of his/her office, and for the return to the LDFA, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control a budget for the operation of the LDFA for the ensuing fiscal year. The budget shall be prepared in the manner and contain the information required of a department of the City of Marquette. Before the budget may be adopted by the Board or any funds are expended by the Board, it shall be approved by the City Commission of the City of Marquette. Funds of the City of Marquette shall not be included in the budget of the LDFA except those funds authorized by law and by the City Commission.

Section 9. Delegation of Duties of Officers. In the absence of any officer of the LDFA, or for any other reason that the Board may deem sufficient, a majority of the Board then in office 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, provided a majority of the Board then in office concurs therein.

Section 10. Salaries. The officers of the LDFA shall serve without compensation.

ARTICLE VIII
Contracts, Loans, Checks and Deposits

- Section 1. Contracts.** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the LDFA as permitted by law, and such LDFA may be general or confined to specific instances.
- Section 2. Issuing Debt.** Any debt instruments to be issued by the LDFA must be approved by the City Commission of the City of Marquette.
- Section 3. Drafts.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the LDFA, shall be signed by the Chairperson and Treasurer of the LDFA and in such manner as shall from time to time be determined by resolution of the Board.
- Section 4. Deposits.** All funds of the LDFA not otherwise employed shall be deposited from time to time to the credit of the LDFA in such banks, trust companies or other depositories as the Board may select.

ARTICLE IX
Fiscal Year

The fiscal year of the LDFA shall correspond at all times to the fiscal year of the City of Marquette.

ARTICLE X
Miscellaneous

- Section 1. Indemnification, Judgment, Settlement, Etc.** The LDFA shall indemnify any person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a Director against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the LDFA and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonable believed to be in, or not opposed to, the best interests of the LDFA and, with respect

to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

ARTICLE XI
Amendments

These Bylaws may be amended by the affirmative vote or a majority of the Board then in office at any regular or special meeting called for that purpose with the approval of the City Commission of the City of Marquette.

I HEREBY CERTIFY that the above Bylaws were adopted by the Local Development Finance Authority Board on August 4, 2014 and the City Commission of the City of Marquette on August 11, 2014.

David J. Bleu, City Clerk

CITY OF MARQUETTE, MICHIGAN

CITY COMMISSION POLICY

Policy Number: 2011-02	Revision Date: 01-01-13
Date Adopted: 04-25-11	
Department: Administrative	

SUBJECT: CITY-APPOINTED AUTHORITIES, BOARDS AND COMMITTEES' RULES OF PROCEDURE

PURPOSE: The City Commission Rules of Procedure for home rule cities and villages are generally authorized by City Charter. These Rules of Procedure help the Commission to run an efficient meeting and to deal with the public and the media in a positive manner. Similarly, the Commission recognizes the importance of all City-appointed groups to run efficient meetings and interact with the citizens, media and general public in a progressive fashion.

These Rules of Procedure, when not in conflict with the City Charter, may be revised by majority action of the City Commission.

POLICY:

I. REGULAR AND SPECIAL MEETINGS

All meetings will be held in compliance with state statutes, including the Open Meetings Act, 1976 PA 267 as amended, and with the following rules.

A. Regular Meetings

1. Each City-appointed authority, board and committee shall adopt its meeting schedule no later than November 30 for the upcoming calendar year.
2. If a regularly-scheduled meeting falls on an official state holiday, it shall be scheduled for the next day.

B. Special Meetings

1. Special meetings shall be called by the City Clerk on the written request of the Chair, the Vice Chair, or any two members of the authority, board or committee, provided that at least twenty-four hours notice to each member of the group shall be provided electronically or in writing.
2. No business shall be transacted at any special meeting of any authority, board or committee unless the same has been stated in the notice of such meeting. However, any business which may lawfully come before a regular meeting may be transacted at a special meeting if all the members of the authority, board or committee present consent thereto and all the

members absent file their written consent.

C. Posting requirements for Regular and Special Meetings

1. No later than the first day of January each year the authority, board or committee shall provide public notice stating the dates, times, and places of its regular meetings.
2. For a rescheduled regular or special meeting, a public notice stating the date, time, and place of the meeting shall be posted in City Hall at least 18 hours before the meeting, and sent by fax or e-mail to the news media which have requested such notification, and all news media in Marquette County.

D. Minutes of Regular and Special Meetings

Each authority, board or committee shall record all the proceedings and resolutions of the group in accordance with the Charter and Open Meetings Act. Approved minutes shall be filed with the City Clerk and be available for public inspection not later than eight business days after the meeting at which the minutes are approved by the public body. Minutes will also be made available on the City's website, as well as posted in City Hall. A copy of the minutes of each regular or special meeting shall be available for public inspection at the City Clerk's office during business hours.

II. CONDUCT OF MEETINGS

A. Meetings to be Public

1. All regular and special meetings shall be open to the public, and all persons shall have a reasonable opportunity to be heard in accordance with such rules and regulations as the group may determine, except that the meetings may be closed to the public and the media in accordance with the Open Meetings Act.
2. All official meetings and its committees shall be open to the media, freely subject to recording by radio, television, and photographic services at any time, provided that such arrangements do not interfere with the orderly conduct of the meetings.

B. Agenda Preparation

1. An agenda for each regular meeting shall be prepared by the group's Chair with the following order of business:
 - a. Call to order and roll call
 - b. Approval of Agenda
 - c. Announcements by the Chair
 - d. Public hearings on ordinances, resolutions or other matters requiring a public hearing.
 - e. Presentations
 - f. Public Comment. May not exceed three minutes per person. A person may reserve time to speak on agenda items. This may result in the item being moved up on the agenda, at the Chair's discretion.
 - g. Consent Agenda
 - h. Unfinished Business. Unfinished Business is intended for items that were on the last meeting agenda and further information was required before taking action.
 - i. New Business. New business is intended to introduce a new topic and should be the time when members ask questions or seek other clarifications. If need be, the item can be moved to "Unfinished Business" for the next meeting, by a majority vote.
 - j. Public Comment. May not exceed three minutes per person.

- k. Comments from the Members
- l. Adjournment

2. Any member shall have the right to add items to the regular agenda, provided support from one additional member is obtained. Any member shall have the right to remove items from the regular agenda by a majority vote.

C. Consent Agenda

A consent agenda may be used to allow the authority, board or committee to act on numerous administrative or non-controversial items at one time. Included on this agenda can be non- controversial matters such as approval of minutes or payment of bills. Upon request by any one (1) member, an item shall be removed from the consent agenda and placed on the regular agenda for discussion.

D. Quorum

A majority of the members in office at the time shall constitute a quorum for the transaction of business at all meetings. In the absence of a quorum, a lesser number may adjourn any meeting to a later time or date.

E. Attendance at meetings

1. Appointment to any City authority, board or committee is a privilege freely sought by the nominee. It carries with it the responsibility to participate in person at meetings. Attendance at meetings is critical to fulfilling this responsibility.
2. Any two or more members of the authority, board or committee may by vote either request or compel the attendance of its members and other officers of the group at any meeting. Any member of the authority, board or committee or other officer who, when notified of such request for their attendance, fails to attend such meeting for reasons other than confining illness or absence from Marquette County, shall be deemed guilty of misconduct in office, unless excused by the authority, board or committee. The presiding officer shall enforce orderly conduct at meetings and any member of the authority, board or committee or other officer who shall fail to conduct himself/herself in an orderly manner at any meeting shall be reported to the City Manager and Mayor.

F. Presiding Chairman

The presiding Chair shall be responsible for enforcing these Rules of Procedure and for enforcing orderly conduct at meetings. The authority, board or committee shall appoint one of its members Vice Chair who shall preside in the absence of the Chair. In the event of absence or disability of both, the Chair may designate another of its members to serve as Acting Chair during such absence or disability.

G. Disorderly Conduct

1. The Chair may call to order any person who is being disorderly by speaking out of order or otherwise disrupting the proceedings such as walking about or whispering, failing to be germane, speaking longer than the allotted time or speaking vulgarities. Such person shall be seated until the Chair determines whether the person is in order.
2. If the person so engaged in presentation is called out of order, he or she shall not be

permitted to continue to speak at the same meeting except by special leave of the authority, board or committee. If the person shall continue to be disorderly and disrupt the meeting, the Chair may order the person from the meeting. No person shall be removed from a public meeting except for an actual breach of the peace committed at the meeting.

3. Any police officer shall enforce the provision of this section.

III. DISCUSSION AND VOTING

A. Rules of Parliamentary Procedure

1. The rules of parliamentary practice as contained in the latest edition of *Robert's Rules of Order* shall govern the group in all cases to which they are applicable, provided that they are not in conflict with these Rules, City ordinances, the City Charter, or applicable state statutes.
2. A vote upon all motions and resolutions shall be taken by "Yes" and "No" vote and entered upon the records; except that where the vote is unanimous, it shall only be necessary to so state.
3. The Chair shall preserve order and decorum and may speak to points of order in preference to other members. The Chair shall decide all questions arising under this parliamentary authority, subject to appeal and reversal by a majority of the members present.
4. Any member may appeal to the authority, board or committee a ruling of the Chair. If the appeal is seconded, the member making the appeal may briefly state the reason for the appeal and the Chair may briefly state the ruling. There shall be no debate on the appeal and no other member shall participate in the discussion. The question shall be, "Shall the decision of the Chair be sustained?" If the majority of the members present vote "Yes," the ruling of the Chair is sustained; otherwise it is overruled.

B. Conduct of Discussion

1. During discussion and debate, no person shall speak until recognized for that purpose by the Chair. After such recognition, the member shall confine discussion to the question at hand and to its merits and shall not be interrupted except by a point of order or privilege raised by another member. Speakers should address their remarks to the Chair, maintain a courteous tone and avoid interjecting a personal note into debate.
2. No member shall speak more than once on the same question unless every member desiring to speak to that question shall have had the opportunity to do so.
3. The Chair, at his or her discretion and subject to the appeal process mentioned in A. 4. above, may permit any person to address the group during its deliberations.

C. Duty to Vote

Election to a deliberative body carries with it the obligation to vote. Authority, board or committee members present at the meeting shall vote on every matter before the body, unless otherwise excused or prohibited from voting by law or Charter.

1. Conflict of interest, as defined by law, shall be the sole reason for a member to abstain from voting. The opinion of the City Attorney shall be binding with respect to the existence of a conflict of interest. A vote may be tabled, if necessary, to obtain the opinion of the City Attorney. No member shall vote on any question concerning their own conduct.
2. On all other questions each member who is present shall vote when their name is called unless excused by the unanimous consent of the remaining members present. Any member refusing to vote except when not so required by this paragraph shall be guilty of misconduct in office.
3. The right to vote is limited to the members present at the time the vote is taken. Voting by proxy or by telephone is not permitted.
4. All votes must be held and determined in public; no secret ballots are permitted.
5. Prior to calling for a vote, the presiding Chair should state the question being voted upon.

D. Results of Voting

1. In all cases where a vote is taken, the Chair shall declare the result.
2. It shall be in order for any member voting in the majority to move for a reconsideration of the vote on any question at that meeting or at the next succeeding meeting of the authority, board or committee. When a motion to reconsider fails, it cannot be renewed.

IV. PUBLIC PARTICIPATION

A. General

1. Each regular meeting, the agenda shall provide for reserved time for public comment. During public comment a member of the public may request permission to speak at the time an agenda item comes before the authority, board or committee.
2. If requested by a member of the authority, board or committee, the Chair shall have discretion to allow a member of the audience to speak at times other than reserved time for audience participation.
 - a. No person shall speak until recognized for that purpose by the Chair. After such recognition, the person shall confine discussion to the question at hand and to its merits, and shall not be interrupted except by a point of order or privilege raised by a member of the authority, board or committee. Speakers should address their remarks to the Chair, maintain a courteous tone and avoid interjecting a personal note into debate.

B. Length of Presentation

Any person who addresses the group during the times set for public comment time, shall be limited to three minutes in length for the first Public Comment time and three minutes in length for the second Public Comment time, per individual presentation. The Secretary will maintain the official time and notify the speakers when their time is up.

C. Addressing the Authority, Board or Committee

When a person addresses the authority, board or committee, he or she shall state his or her name and home address. Remarks should be confined to the question at hand and addressed to the Chair in a courteous tone. No person shall have the right to speak more than once on any particular subject until all other persons wishing to be heard on that subject have had the opportunity to speak.

V. MISCELLANEOUS

A. Adoption and Amendment of Rules of Procedure

1. A copy of the Rules adopted shall be distributed to each authority, board or committee member.

2. The City Commission may alter or amend its rules at any time, when not in conflict with the City Charter, by a vote of a majority of its members, after notice has been given of the proposed alteration or amendment.

B. Suspension of Rules

These rules may be suspended for a specified portion of a meeting by an affirmative vote of two-thirds of the members present except that members' actions shall conform to state statutes and to the Michigan and the United States Constitutions.

C. Committees

1. Standing and special committees
 - a. There shall be no standing committees
 - b. The authority, board or committee may create a subcommittee of up to three members to examine a specific subject for a specific period of time.

2. Ad Hoc Committee

Ad Hoc committees may be formed for a specific purpose and for a specific period of time as approved by the group. A broad diversity of experts and/or interests may be represented on an Ad Hoc committee. Only a majority of ad-hoc committee members need to be City residents.