

FEBRUARY 2020

BYLAWS

WASHTENAW REGIONAL RESOURCE MANAGEMENT AUTHORITY

Section 1. Organization.

The name of the Authority shall be the **WASHTENAW REGIONAL RESOURCE MANAGEMENT AUTHORITY (“WRRMA”)**.

Section 2. Members.

The initial membership of the WRRMA Board shall be consistent with the requirements of the Articles of Incorporation dated September 23, 2019 (“Articles”).

Section 3. Organization.

At each January meeting of the WRRMA Board, there shall be an election of the Chairperson, the Vice Chairperson and the Secretary. Each shall serve until the next January meeting and each shall then be eligible for appointment to an officer position going forward.

Section 4. Legal Counsel.

WRRMA shall have the right to retain legal counsel of its choosing and enter into a Legal Counsel Agreement. The selected legal counsel to WRRMA shall not be the named municipal attorney or Township attorney to any constituent municipality or Township of WRRMA.

Section 5. Meetings.

Regular meetings of the WRRMA Board shall be at such time and place as established by the WRRMA Board with appropriate notice provided to each WRRMA Board Member. The annual meeting schedule shall be established by a majority vote at the WRRMA meeting each January.

Any special meeting of the WRRMA Board may be called by the WRRMA Board Chairperson or any three (3) WRRMA Board Members and shall otherwise be consistent with the Articles.

Minutes shall be prepared for any meeting of the WRRMA Board consistent with Michigan's Open Meetings Act, including any and all future amendments. Public comment shall be allowed at each meeting as a designated agenda item.

All meetings of the WRRMA Board shall use Robert's Rules of Order unless modified by a majority vote of the WRRMA Board at any meeting.

Section 6. Quorum and Voting.

A majority of the total number of voting WRRMA Board Members shall be required to constitute a quorum for the transaction of business. A majority vote of the quorum shall be recognized as a valid act of the Authority. The manner of voting shall be by yeas and nays. All resolutions and/or matters involving the expenditure of funds shall be by a roll call vote. Any WRRMA Board Member has the right to request and receive a roll call vote on any matter presented to the WRRMA Board for action. Items on the agenda for discussion or transmittal only shall be received and filed by motion.

Section 7. Agenda.

All meetings of the WRRMA Board shall be conducted pursuant to an agenda and the order of business shall, unless modified by the WRRMA Board by a majority vote of the voting WRRMA Board Members present, be as follows:

- Call to Order
- Approval of Agenda
- Approval of Minutes
- Unfinished Business
- New Business
- Reports
- Public Comment
- Adjournment

Any amendment to an agenda shall be amended by a majority vote of the voting WRRMA Board Members present at that WRRMA Board meeting.

Section 8. Committees.

To assist the WRRMA Board in executing its goals, objectives and responsibilities, the Chairperson may appoint WRRMA Board Members to serve on such committees as are deemed, from time to time, to be appropriate and necessary. The Chairperson of the Authority may also designate the Chairperson of these committees. There shall be no standing committees. No committee shall have authority to act in any manner to bind the WRRMA Board or any constituent member of WRRMA.

All committees shall be accountable to the WRRMA Board. All proposals by a committee for action shall be reviewed by the WRRMA Board and presented for vote by the WRRMA Board.

Section 9. Open Meetings.

All meetings of the WRRMA Board, including its committees, shall be posted and conducted consistent with Michigan's Open Meetings Act, including all amendments to that law.

Section 10. Records.

All public records of WRRMA shall be subject to Michigan's Freedom of Information Act and all public records shall be maintained consistent with applicable retention policies.

Section 11. Amendments.

The WRRMA Board may adopt, amend or repeal any of these Bylaws by a majority vote of the full WRRMA Board membership.

Section 12. Conflicts.

No WRRMA Board Member, officer, or employee of the Authority shall have any personal financial interest, directly or indirectly, in any contract or other dealing with the Authority that violates the applicable state law governing financial conflicts. WRRMA Board Members, officers, and employees shall also comply with all applicable State of Michigan laws relating to conflicts of interest of public officials. It is the responsibility of the interested WRRMA Board Member, officer or

employee to promptly inform the WRRMA Board or their supervisor, as the case may be, of any potential conflict of interest.

Section 13. Articles of Incorporation.

The Articles of Incorporation shall at all times be adopted by reference herein and, where there is any conflict, the then current Articles of Incorporation shall be controlling.

Adopted by the WRRMA Board, this 24 day of February, 2020.

Name: Della DiPietro

Title: Secretary

Name: James A. Coe

Title: Chair