

BYLAWS
OF
NEWAYGO COUNTY AREA PROMISE ZONE AUTHORITY

ARTICLE I

Name

This organization shall be called the Newaygo County Area Promise Zone Authority.

ARTICLE II

Form of Authority

The Authority is organized as a non-profit, non-stock directorship corporation.

ARTICLE III

Offices

Section 1. Principal Office. The principal office of the Authority shall be located at the Newaygo County Regional Educational Service Agency (NC RESA) Educational Service Center, 4747 W. 48th Street, Fremont, MI 49412.

Section 2. Registered Office. The registered office of the Authority may be the same as the principal office of the Authority, but in any event must be located in the State of Michigan, and be the business office of the Resident Agent, as required by the Michigan Non-Profit Corporation Act. Changes in the Resident Agent and registered address of the Authority must be reported to the Michigan Department of Labor and Economic Growth and to the Michigan Department of Treasury. The Chairperson shall serve as the Resident Agent.

ARTICLE IV

Board of Directors

Section 1. The business, property and affairs of the Authority shall be managed by the Authority Board of Directors. The Board of Directors may exercise any and all of the powers granted to it under the Michigan Non-Profit Corporation Act or Chapter 390 of the Michigan Compiled Laws. The Board of Directors may delegate such powers to the officers and committees of the Authority as it deems necessary so long as such delegation is consistent with the Articles, these Bylaws, and the applicable law.

Section 2. Method of Selection and Appointment. The method of appointment of members of the Board of Directors shall be governed by Section 390.1665 of the Michigan Compiled Laws. The Newaygo County Regional Educational Service Agency Superintendent is authorized to develop and administer the Board of Directors selection and appointment process that includes an Application for the Board of Directors Appointment and is in accord with these policies:

- A. The Newaygo County Regional Educational Service Agency Superintendent shall appoint nine members to the Board of Directors with the advice and consent of the Newaygo County Regional Educational Service Agency Board. One member shall be appointed by the Michigan Senate Majority Leader, and one member shall be appointed by the Michigan Speaker of the House of Representatives.
- B. Not more than three members shall be governmental officials, and one member shall be a representative of the public school community.
- C. Of the members first appointed, an equal number of the members as near as is practicable shall be appointed for one year, two years, three years and four years, and shall hold office until the member's successor is appointed. After the initial appointment, each member shall serve for a term of four years.
- D. An appointment to fill a vacancy shall be made by the consensus of the Board of Directors (by a 2/3 majority vote of those serving) for the unexpired term only.
- E. The Chairperson of the Authority Board of Directors shall be the Newaygo County RESA Superintendent.
- F. Members of the Board of Directors shall serve without compensation, but may be reimbursed for actual and necessary expenses.

Section 3. Oath of Public Office. All members of the Board of Directors must take the constitutional oath of office and sign the Oath of Public Office. No appointment shall be effective prior to the filing of the Oath of Public Office with the Newaygo County Regional Educational Service Agency offices.

Section 4. Removal. Any director may be removed by the Board of Directors by a 2/3 vote of the Board of Directors of the Authority.

Section 5. Resignation. Any director may resign at any time by providing written notice to the Authority or by communicating such intention (orally or in writing) to the Chairperson. Notice of resignation will be effective upon receipt or at a subsequent time, if designated in a written notice. A successor shall be appointed as provided in Section 2D of this Article.

Section 6. Board Vacancies. A Board of Director vacancy shall occur because of death, resignation, removal, failure to maintain residency in the State of Michigan, disqualification or as otherwise specified by statute. Any vacancy shall be filled as provided in Section 2D of this Article.

ARTICLE V

Annual Regular Meeting

Section 1. The Authority shall hold an annual meeting each year. The Board of Directors must approve by resolution the time and place within the State of Michigan for the holding of regular quarterly meetings. The Authority shall provide notice of the annual and all regular meetings as required by the Open Meetings Act.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or by a majority of the Board of Directors. The Chairperson may fix the place within the State of Michigan for holding any special meeting of the Board of Directors if no other place is fixed. The place of meeting shall be the principal business of the Authority in the State of Michigan. The Authority shall provide notice of all special meetings as required by the Open Meetings Act.

Section 3. Notice and Waiver. The Authority must comply with the notice provisions of the Open Meetings Act. In addition, notice of any meeting shall be given to each director stating the time and place of the meeting, delivered personally, mailed, sent by facsimile or electronic mail to the director's home or business address.

Section 4. Quorum. In order to legally transact business, the Authority shall have a quorum physically present at a duly called meeting of the Authority. A "quorum" shall be defined as follows: Seven (7) members of the Authority.

Section 5. Manner of Acting. The act of the majority of the directors at a meeting at which a quorum is present shall be the act of the Authority. The Authority shall permit polling or e- voting as allowed under the Open Meetings Act. Silence is consensus.

Section 6. Open Meetings Act. All meetings for the Authority shall at all times be in compliance with the Open Meetings Act.

Section 7. Presumption of Assent. A director of the Authority who is present at a meeting of the Authority at which action on any corporate matter is taken shall be presumed to have assented to the action unless that director's dissent or abstention shall be entered in the minutes of the meeting.

ARTICLE VI

Committees

Section 1. The Board of Directors by resolution may designate one or more committees; each committee is to consist of one or more directors selected by the Board of Directors. As provided in the resolution initially adopted, and as thereafter supplemented or amended by further resolution, the committees shall have such powers as delegated by the Board of Directors, except (i) filling of vacancies in the officers of the Authority of committees created pursuant to this section; (ii) amending the Articles of Incorporation or Bylaws;

or (iii) any action the Board of Directors cannot lawfully delegate under the Articles, Bylaws of applicable law. All committee meetings shall at all times be in compliance with the Open Meetings Act. Each committee shall make such recommendations to the Board of Directors of its activities as the Board of Directors may request.

ARTICLE VII

Officers of the Board

Section 1. The Board of Directors shall nominate and elect a Chairperson, Treasurer and Secretary of the Board on an annual basis without limitation on each term. Service as chairperson will run from January 1 through December 31.

Section 2. Removal. The chairperson or any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, by a 2/3 majority vote of those serving, whenever in its judgment the best interest of the Authority would be served thereby.

ARTICLE VIII

Contracts, Loans, Checks and Deposits; Special Corporate Acts

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract, to execute and deliver any instrument or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Authority. Such authority may be general or confined to specific instances, but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by an instrument in writing. No contract entered into, by or on behalf of the Authority, shall in any way bind the Newaygo County Regional Educational Service Agency or impose any liability on the Newaygo County Regional Educational Service Agency, its trustees, officers, employees, or agents.

Section 2. Loans. No loans shall be contracted on behalf of the Authority and no evidences of indebtedness shall be issued in its name. No loans, advances, overdrafts, or withdrawals by a director or the chairperson other than in the ordinary and usual course of the business of the Authority shall be made or permitted.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority shall be signed by the fiduciary designee and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Authority shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the Board of Directors may select provided that such financial institution is eligible to be a depository of surplus funds under Section 1221 of the Revised School Code, being Section 380.1221 of the Michigan Compiled Laws.

Section 5. Voting of Gifted, Bequested or Transferred Securities Owned by the Authority. Subject always to the specific directions of the Authority, any shares or other securities issued by another corporation and owned or controlled by the Authority may be voted at any meeting of security holders or such other corporation by the chairperson of the Board of Directors, or by the proxy appointed by the chairperson, or in the absence of the chairperson and the chairperson's proxy, by the director of the Authority. Such proxy or consent in respect to any shares or other securities issued by any other corporation and owned by the Authority shall be executed in the name of the Authority by the chairperson or the Board of Directors without the necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature of attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this Authority shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by the Authority the same as such shares or other securities might be voted by the Authority. This section shall in no way be interpreted to permit the Authority to invest any of its surplus funds in any shares or securities issued by any other corporation. This section is intended to apply, however, to all gifts, bequests or other transfer of shares of other securities issued by any other corporation which are received by the Authority.

Section 6. Contracts Between the Authority and Related Persons. As required by applicable law, any director, officer or employee of the Authority who enters into a contract with the Authority that meets the definition of a contract under the statute on Contracts of Public Servants with Public Entities, Act No. 317 of the Public Acts of 1968, being Sections 15.321 to 15.330 of the Michigan Compiled Laws, shall comply with the public disclosure requirements set forth in Section 3 of the statute.

ARTICLE IX

Indemnification

Each person who is or was a director, officer or member of a committee of the Authority and each person who serves or has served at the request of the Authority as a trustee, director, officer, partner, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Authority to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. The Authority may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his/her status as such, whether or not the Authority would have power to indemnify such person against such liability under the preceding sentence. The Authority may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification to any employee or agent of the Authority to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

ARTICLE X

Fiscal Year

The fiscal year of the Authority shall begin on the 1st day of January in each year.

ARTICLE XI

Amendments

These Bylaws may be altered, amended or repealed and new Amended Bylaws may be adopted by obtaining the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board of Directors, if a notice setting forth the terms of the proposal has been given in accordance with the notice requirements of these Bylaws and applicable law, and the written approval of the changes or amendments by 2/3 vote of the appointed and serving Board of Directors. These Bylaws and any amendments to them take effect only after they have been approved by the Board of Directors.

CERTIFICATION

The Board of Directors of the Authority certifies that these Bylaws were adopted as and for the Bylaws of a Michigan corporation in an open public act meeting by the Board of Directors on the 14th day of February, 2017.

The Board of Directors further certifies that these Bylaws were provided to the Newaygo County Regional Educational Service Agency Board by the Authority, and that a copy of the executed Bylaws is being presented to the Newaygo County Regional Educational Service Agency Superintendent.

Dr. Lori Tubbergen Clark, Chairperson
Newaygo County Area Promise Zone Authority.



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