

By-laws of the Howell Area Parks & Recreation Authority  
Adopted 12/9/08

**ARTICLE 1: MISSION**

The Howell Area Parks & Recreation Authority exists to bring communities together to enrich lives by promoting active and healthy lifestyles.

**ARTICLE 2: POWERS and AUTHORITY**

These by-laws offer further guidance and support to the Articles of Incorporation concerning the governance and operations of the Howell Area Parks & Recreation Authority, hereafter referred to as the Authority. These by-laws are meant to be complimentary and supportive to the Articles of Incorporation. In the event of a conflict between these by-laws and the Articles of Incorporation, the Articles shall prevail.

**ARTICLE 3: LOCATION & PARTICIPATING MUNICIPALITIES**

- 3.1 **PRINCIPAL OFFICE.** The principal office of the Authority shall be located at 925 W. Grand River Avenue, Howell, Michigan or such other location as may be designated by the Board of the Authority.
- 3.2 **PARTICIPATING MUNICIPALITIES.** The participating municipalities of the Authority are the City of Howell, portions of Genoa Township containing precinct 1, 2, 3, 5, 9, 10, Township of Marion and the precincts of the Township of Oceola which are contained in the Howell Public School District, in the County of Livingston, Michigan. The territory of the Authority shall be all of the combined territory of the participating municipalities.

**ARTICLE 4: BOARD OF TRUSTEES**

- 4.1 **POWERS OF BOARD.** The business and affairs of the Authority shall be managed by a Board of Trustees as defined in Article 5 of the Articles of Incorporation, first amended.
- 4.2 **NUMBER AND QUALIFICATION.** The board shall be directed and governed by an odd number and be made up of one member selected by the governing body of each of the participating municipalities, each of whom shall be an elected official of said participating municipality; and a member selected by the Howell Public Schools Board of Education. Each member of the board shall qualify by taking the constitutional oath of office when they are appointed and filing it with the clerk of his or her respective participating municipality, or in the case of the member selected by the Howell Public Schools Board of Education with the Secretary of the Howell Public Schools Board of Education.
- 4.3 **ALTERNATE MEMBERS.** The governing body of each participating municipality, and the Howell Public Schools Board of Education shall formally appoint an alternate member who shall attend and vote and otherwise act at such meetings in the absence of the member appointed by such governing body.
- 4.4 **VACANCIES.** The governing body which selected the representative shall fill the vacancy as expeditiously as possible.
- 4.5 **DURATION OF TERM.** Members of the board shall hold office for the term which they are appointed and until their successors are assigned and qualified, or until resignation or removal.
- 4.6 **RESIGNATION.** A trustee may resign by written notice to the Authority. The resignation is effective upon receipt by the Authority or at a later time as stated in the notice.
- 4.7 **REMOVAL.** A member of the board may be removed by the board for cause, which includes absence from two or more board meetings in any year of the member's term without excuse. A trustee may be removed from office on a majority vote of the remaining trustees in office at a regular or special meeting of the Board of Trustees called for the stated purpose of voting on the removal of such director; however, any director to be removed shall have the right to attend such meeting and to present any evidence which the trustee may wish to present at such meeting.
- 4.8 **DUTIES OF THE BOARD.** In addition to any other responsibilities of the Board of Trustees under Michigan law, the Authority's Articles of Incorporation or these Bylaws, the Board of Trustees will have the following specific obligations and responsibilities.

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- 4.8.1 The Board of Trustees must establish practices and procedures to assure that funds and property received by the Authority are disbursed only for the purpose for which they were received. The Board of Trustees must require a regular accounting of all funds held and disbursed by the Authority.
  - 4.8.2 The Board of Trustees will establish and approve policies governing the day-to-day operation of the Authority.
  - 4.8.3 The Board of Trustees will recruit, select, evaluate, and replace the paid Executive Director. It will fix the terms of compensation, benefits, duties, and responsibilities of the Executive Director in accordance with a personnel policy approved by the Board of Trustees.
  - 4.8.4 The Board of Trustees will require periodic reports on the operations of the Authority from the Director.
- 4.9 COMPENSATION. Trustees shall not be compensated for their services as such, but by resolution of the Board of Trustees, expenses if any, may be allowed for attendance at regular or special meetings of the board.
- 4.10 PARLIMENTARY PROCEDURE. The Board of Trustees will operate under the latest version of Roberts Rules of Order.

**ARTICLE 5: MEETINGS OF THE BOARD**

- 5.1 REGULAR MEETINGS. Regular meetings of the Board of Trustees shall be held at least quarterly at such time and place as shall be determined by the Board of Trustees.
- 5.2 SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called by the Chairman or upon written request of any two members then in office.
- 5.3 ORGANIZATIONAL MEETING. Each year in July, the board shall hold an organizational meeting with the sole intent to elect officers of the Authority.
- 5.4 NOTICE OF MEETINGS. Written notice of regular, special or organizational meetings shall be provided all board members not less than 24 hours or more than 30 days before a meeting. The notice of a special meeting shall contain the purpose of the meeting. Notice may be given by mail, fax, e-mail or other electronic means of communication.
- 5.5 QUORUM. A majority of the members of the board then in office constitutes a quorum for the transaction of business at any regular, special or organizational meeting.
- 5.6 VOTING. Each member of the board shall have one vote on any matter to come before the board unless the member has a conflict of interest, as determined by the remaining members at the meeting. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the action of the board.
- 5.7 ADDITIONAL MEETING FORMATS. One or more members of the board, or a board committee, may participate in a meeting by means of a conference telephone or similar communications equipment which allows all persons participating in the meeting to interact with each other. Participation in a meeting in this manner constitutes presence in person at the meeting.

**ARTICLE 6: OFFICERS**

- 6.1 POSITIONS. The officers of the Authority shall be the chairman, vice chairman, secretary, and treasurer.

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- 6.2 **TERMS OF OFFICE.** Officers shall be elected annually by the Board of Trustees, from among its members, at its July board meeting. Officers will hold office for one (1) year terms, and until their successors are assigned and qualified, or until resignation or removal.
- 6.3 **RESIGNATION.** An officer may resign by written notice to the Authority. The resignation is effective upon receipt by the Authority or at a later time stated in the notice.
- 6.4 **REMOVAL.** The Board of Trustees may remove an officer with or without cause. An officer may be removed from office on a majority vote of the remaining directors then in office at a special meeting of the Board of Trustees called for the specific purpose of voting on the removal of such officer; however, any officer to be removed shall have the right to attend such special meeting and to present any evidence which (s)he may wish to present at such meeting.
- 6.5 **VACANCIES.** Vacancies for unexpired terms of office shall be filled by the board from among its current members.
- 6.6 **DUTIES OF OFFICERS.**
- 6.6.1 **CHAIRMAN.** The Chairman shall be the chief officer of the Authority, and shall have such powers and duties as are vested in the chairman of a corporation by law or custom, and as may be determined from time to time by the Board of Trustees, except as otherwise provided by law, the Articles of Incorporation, or these By-laws.
- 6.6.2 **VICE CHAIRMAN.** The Vice-Chairman shall, in the absence or disability of the chairman, perform the duties and exercise the powers of the chairman, and shall perform such other duties as the Chairman or the Board of Trustees may prescribe.
- 6.6.3 **SECRETARY.** The secretary shall attend meetings of the board and shall record the minutes of the meetings. The secretary shall give or cause to be given notice of all meetings to the members of the board, and shall perform such other duties as may be prescribed by the Chairman or the Board of Trustees.
- 6.6.4 **TREASURER.** The treasurer shall exercise general supervision over the receipt, custody and disbursement of the corporate funds within the policies determined by the Board of Trustees. The treasurer shall ensure that an accurate accounting of the financial transactions of the Authority is made, and shall report on all such transactions to the board. The treasurer shall have such further powers and duties as may be conferred upon him/her from time to time by the Chairman or the Board of Trustees.

**ARTICLE 7: EXECUTIVE DIRECTOR**

The board shall select and employ a competent, experienced administrator who shall be its executive director in the management of the Authority. The board shall delegate to the executive director the necessary authority and responsibility for the administration of the Authority and its activities, subject to policies adopted and orders issued by the board.

**ARTICLE 8: COMMITTEES**

- 8.1 **COMMITTEES.** The Board of Trustees may by resolution at any meeting of the board designate and empower standing and/or ad hoc committees to assist with the setting of policy, administering and staffing a function and /or performing other duties which will benefit the mission and purpose of the organization.
- 8.2 **COMMITTEE MEMBERSHIP.** Each committee shall consist of at least three (3) committee members, at least one, but not more than two, of whom shall be a member of the board. Unless otherwise provided for in these by-laws, the chairman of each committee shall be appointed by the chairman of the board. Any standing or ad hoc committee designated by the Board of Trustees may include as full voting members of such committees such persons, whether or not trustees or officers of the Authority, as the Board of Trustees shall determine. Each such committee shall have power to the

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extent delegated to it by the board, except that no such powers shall be delegated that are inconsistent or adverse to the Authority's Articles of Incorporation. Each committee shall keep minutes of the proceedings and report to the Board of Trustees. At least one (1) member of the management staff of the Authority shall be an ex-officio member on each committee.

- 8.3 COMMITTEE MEETINGS. Committees shall meet on the call of their representative chairs or in the event of their absence or inability to act, on the call of the chairman of the Board of Trustees or the executive director of the Authority. A majority of the members then serving on a committee constitutes a quorum for the meeting of the committee and the vote of a simple majority of those present at a meeting at which a quorum is present, constitutes an action of the committee. Each committee shall determine and schedule the number of regular meetings it will hold each year.

**ARTICLE 9: FISCAL YEAR AND FINANCES**

- 9.1 FISCAL YEAR. The fiscal year of the Authority shall be from July 1 of each year through June 30 of the following year.

- 9.2 CONTRACTS, CHECKS, BANK ACCOUNTS, ETC. The Board of Trustees is authorized to select such banks or depositories as it shall deem proper for funds of the Authority. The board shall determine who, if anyone, in addition to the Executive Director and the Treasurer shall be authorized from time to time on the Authority's behalf to sign checks, drafts and money orders for the payment of money, acceptances, notes and other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments. All persons having access to the monetary assets of the Authority shall be bonded for such purposes.

- 9.3 AUDIT OR FINANCIAL REVIEW. An audit of the Authority accounts shall be performed annually at the end of the fiscal year by a certified public accountant. The annual audit will be presented to the Board of Trustees for approval prior to sending three copies of the annual audit to each participating municipality and placed on file with the State of Michigan.

**ARTICLE 10: LIABILITY INSURANCE, INDEMNIFICATION**

- 10.1 LIABILITY INSURANCE. The Authority shall have and maintain liability insurance for the Authority.

- 10.2 INDEMNIFICATION. The Authority shall indemnify its directors and officers, employees and agents and other persons whom it shall have power to indemnify, as permitted by law, and as determined by the Board of Trustees.

**ARTICLE 11: OPEN MEETINGS AND FREEDOM OF INFORMATION PROVISIONS**

All meetings of the Authority shall be open to the public and shall be held in a place available to the general public. All deliberations and decisions of the Authority shall be made at a meeting open to the public. A person shall be permitted to address a hearing of the Authority under the rules established by these by-laws. A person shall not be excluded from a meeting of the Authority except for a breach of the peace committed at the meeting. All records, files, publications, correspondence, and other materials are available to the public for reading, copying, and other purposes as governed by the Freedom of Information Act.

**ARTICLE 12: BY-LAW AMENDMENT**

These by-laws may be amended, repealed or altered in whole or in part by the affirmative vote of two thirds (2/3) of the members of the Board of Trustees then in office, who are present at any regular meeting of the board, except that no such action shall be taken in a manner inconsistent with or adverse to "the Authority's" status. Any proposal to amend these by-laws shall be included with the written notice at least thirty (30) days in advance of the meeting at which the amendment is proposed.