

## **Mason County Promise Zone Authority Board Bylaws as amended December 14, 2020**

### **Preamble**

The Mason County Promise Zone Authority Board ("Board") is an eleven-member board created under the authority granted by the Michigan Promise Zone Authority Act, MCL 390.1661 *et seq.*, to supervise and control the Mason County Promise Zone Authority. In accordance with the Promise Zone Authority Act, which requires the Board to adopt rules governing its procedure and the holding of regular meetings, the following bylaws are established for the purpose of regulating the conduct of business by the Board and maintaining the decorum of the Board meetings. Unless otherwise provided in these bylaws, the Board shall follow Robert's Rules of Order.

### **Article I – Purpose**

The primary purpose of the Mason County Promise Zone Authority is to provide a significant commitment to the students and families of Mason County, whereby, eligible students will be able to earn a two-year college degree, certificate, or approved credential that is free of tuition and mandatory fees. The Mason County Promise Scholarship is an award that is "promised" to resident graduates of high schools within Mason County. The Promise provides the financial assistance necessary to obtain a two-year degree or its equivalent, including any certificate programs offered by the eligible partnering institution when used in conjunction with federal and state grants. The Promise will be a scholarship that will promote post-secondary education and training while preparing students for future success. The Promise provides the financial assistance necessary to obtain technical or vocational certification, in addition to the equivalent credits needed to obtain an Associate's degree at an eligible institute. The hope is that the Promise will provide education and training opportunities to graduates of Mason County schools in an effort to enhance the skilled trades and the workforce development of our community, and thus, continuing to improve economic growth in Mason County.

### **Article II - Board Members**

**Section 1.** Board members are appointed pursuant to the Michigan Promise Zone Authority Act.

**Section 2.** Before assuming duties, Board members shall take and subscribe to the constitutional oath of office.

**Section 3.** Board members shall serve without compensation, but may be reimbursed for actual and necessary expenses.

**Section 4.** Board members' respective terms expire on December 31st. Board members shall hold office until their terms expire or until a successor is appointed. Vacancies of the local members on the Board shall be filled, for the remainder of the unexpired term, by the Board.

(a) When a non-legislatively appointment term is set to expire, the renewal process shall be as follows:

i. Any non-legislatively appointed or elected board member whose term is up for renewal must submit an oral or written expression of interest in term renewal to be reviewed at a regular Board meeting, no earlier than August and no later than October 1st of the year when the term ends.

ii. At that same meeting, the Board will vote on whether to renew the member's term. Vote will take place by roll-call or ballot, and be decided by the majority. If the member's term is approved for renewal, the member will continue to serve through the current and subsequent term. If the term is not renewed, the member will serve until the end of the current term. If the term is not renewed, the Secretary, Director or other Board designee will provide public notice within five (5) days of the same meeting where the non-renewal vote occurred. The notice will include the term length and dates of the available position, qualifications, and application process, to be posted for a minimum of ten (10) business days.

iii. By the end of the calendar year, the Board will: Review all candidates and identify the pool of qualified candidates, and elect the successor by majority vote of Board members present at that meeting. If no qualified candidates apply, the Chairperson can appoint an eligible successor. The successor will begin their term of service at the Annual Meeting in January.

**Section 5.** Board members must disclose potential conflicts of interest in compliance with the Contracts of Public Servants with Public Entities Act. The Board may excuse a member from voting on a matter on which it determines the member has a conflict of interest by a vote of six of the members serving, with the member whose potential conflict of interest is the subject of the vote abstaining.

**Section 6.** Board members may be removed for cause by the governing body, Mason County Board of Commissioners, after having been given notice and an opportunity to be heard.

### **Article III - Board Officers**

**Section 1.** Annually, each December, the Board shall elect a Chairperson, Vice Chairperson, Treasurer, and Secretary from among its members by vote of a majority of the members. Newly elected officers will begin their service at the Annual Meeting in January.

**Section 2.** The Chairperson shall preside at all meetings of the Board and conduct the meetings in an orderly manner.

**Section 3.** The Vice Chairperson shall assume the responsibilities of the Chairperson in the Chairperson's absence.

**Section 4.** The Treasurer shall be responsible for keeping the financial records of the Authority and shall approve all vouchers for the expenditure of the Authority's funds.

**Section 5.** The Secretary shall be responsible for the following:

- (a) Giving public notice, in compliance with the Open Meetings Act, of all Board meetings.
- (b) Attending and taking minutes at Board meetings, calling the roll at Board meetings, and recording the names of the members present and the members absent in the minutes.
- (c) Preparing printed copies of the agenda for Board meetings.
- (d) Maintaining custody of the official seal and the records, books, documents, or other papers not required to be maintained by the Treasurer.

### **Article IV - Board Meetings**

**Section 1.** Regular meetings of the Board shall be held at a time and location determined by the Chairperson.

- (a) The Board designates the First meeting in January as its Annual Meeting.
- (b) An annual schedule for all regular Board meetings and all meetings of standing committees be proposed no later than December, approved at the Annual Meeting, and subsequently posted in January for the entire year.

**Section 2.** Special meetings may be called by the Chairperson or any three Board members.

**Section 3.** The Authority Board must comply with the notice provisions of the Open Meeting Act. In addition, notice of any meetings shall be given to each board member stating the time and place of the meeting, delivered personally, mailed, sent by facsimile or electronic mail to the board member's business address. Any board member may waive notice of any meeting by written statement, facsimile or electronic mail sent by the board member, signed before or after the holding of the meeting. The attendance of a board member at a meeting constitutes a waiver of notice of such meeting, except for where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 4.** In order to legally transact business, the Authority Board shall have a quorum present. A "quorum" shall be defined as follows: Six (6) members of the Authority Board. Board members may attend meetings online or by teleconference, but will not constitute quorum or retain voting rights through this method unless they meet a provision of Section 6 of this Article.

**Section 5.** All action taken by the Board shall be by vote of a majority of the members appointed and serving, unless otherwise provided for in these bylaws or required by law.

**Section 6.** Remote Participation from March 18, 2020 until December 31, 2020 can take place remotely by any board member or members for any reason. On and after January 1, 2021, members may participate remotely if they require

accommodation due to military duty, a medical condition, or a statewide or local state of emergency or a state of disaster as described in section 3(2) of Michigan Public Act 228 of 2020. After December 31, 2021, Military Service will be the only reason for which Board members participating remotely can retain voting rights and constitute quorum. Compliance includes:

- (a) Public notice will be posted on the Mason County Promise Website for all meetings a minimum of 18 hours in advance. If a meeting will be held virtually via internet, the notice will include: Why the Board or Committee is meeting electronically, how members of the public can participate in the meeting electronically, how members of the public can provide input or ask questions on any business that will come before the public body, and how persons with a disability may participate in the meeting.
- (b) A meeting agenda will be posted for the public a minimum of two hours in advance of any meeting on the Mason County Promise website.
- (c) Unless participating remotely due to military service, any member participating remotely (internet, phone or other electronic means) shall announce during the roll call their name, physical location including city/township/village and state, and confirm that they are attending the meeting remotely. Members who intend to participate remotely shall inform the Director at least 18 hours in advance. The Director will post the notice of the member's remote participation, and means of remote contact by the public, on the Mason County Promise website at the same time as the meeting agenda is posted.
- (d) When members participate remotely at a Board meeting, a roll-call vote will be taken to ensure vote by all members is heard by the public and recorded in the minutes, and remote members can vote orally.

**Section 7.** The order of business at Board meeting shall be as follows:

- (a) Roll Call
- (b) Public Comment
- (c) Approval of Minutes
- (d) Treasurer's Report
- (d) Director's Report
- (e) New Business
- (f) Old Business
- (g) Public Comment
- (h) Adjournment

**Section 8.** The Board may meet in a closed session for a purpose permitted by the Open Meetings Act and in compliance with that Act. The Board Secretary shall take one set of minutes recording the purposes for which the closed session is called and the vote on calling the closed session. The Secretary shall take another set of minutes at the closed session.

**Section 9.** The Board shall have the power to enter into contracts; to authorize any individual employee or officer to enter into contracts on the Board's behalf; to acquire, own, lease, sell, or dispose of real and personal property; to retain accounting, legal, or other professional services; to purchase policies of insurance for employees, officers, or Board members; and to exercise all other powers conferred by the Michigan Promise Zone Authority Act.

#### **Article V - Employees of the Authority**

**Section 1.** The Board may appoint a Director to serve, at the pleasure of the Board, as chief executive officer of the Promise Zone Authority. Board members are ineligible to serve as Director.

**Section 2.** Before assuming his or her duties, the Director shall take and subscribe to the constitutional oath of office.

**Section 3.** A Director appointed by the Board shall attend the Board meetings and provide a regular report of the activities of the Authority and its financial condition.

**Section 4.** If the Director is absent or disabled, the Board may designate a qualified person as acting Director. The acting Director shall take and subscribe to the constitutional oath of office.

**Section 5.** The Board may appoint an employee to perform the duties of the Treasurer or Secretary as outlined in Article III, Sections 4 and 5. Said employee shall take and subscribe to the constitutional oath of office.

**Article VI – Committees**

**Section 1.** The Board may create committees as needed.

**Section 2.** Committee members and chairpersons shall be assigned by the Board Chairperson.

**Section 3.** All committees shall comply with the Open Meetings Act.

**Section 4.** All committees will be advisory in nature with all decisions being made by the full board unless authority is specifically delegated by a majority vote of the full board.

**Article VII - Amendments to the Bylaws**

These bylaws may be amended by a two-thirds vote of the Board members serving.