

THE NORTHWEST WEXFORD EMERGENCY AUTHORITY BYLAWS

1.0 AUTHORITY

These Bylaws are adopted pursuant to Article VI of the Articles of Incorporation to provide for the conduct of the business of The Northwest Wexford Emergency Authority Board.

2.0 OFFICERS AND COMMITTEES

- 2.1 **Officers.** The officers of the Authority Board shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer.
- 2.2 **Election of Officers.** Except as provided herein, the officers of the Authority Board shall be chosen from its membership by the Board at its annual meeting held in July of each year. The officers shall serve at the pleasure of the Authority Board.
- 2.3 **Chairperson.** The Chairperson shall be the chief executive officer of the Authority and shall preside over all meetings of the Authority Board.
- 2.4 **Vice Chairperson.** The Vice Chairperson shall perform the duties of the Chairperson during the absence or disability of the Chairperson.
- 2.5 **Secretary.** The Secretary shall attend meetings of the Authority Board and keep a record of its proceedings, shall maintain custody of the official seal and of records, books, documents, or other papers not required to be maintained by the Treasurer, and perform such other duties delegated by the Chairperson or the Authority Board. The Secretary need not be a member of the Authority Board.
- 2.6 **Treasurer.** The Treasurer shall oversee the accounting records of the Authority and the deposit of funds in such accounts and depositories and subject to such controls as may from time to time be designated by the Authority Board. The Treasurer shall keep the financial records of the Authority and who, together with the Chairperson or other Board member designated by the Authority Board, shall approve all vouchers for the expenditure of funds of the Authority. The Treasurer may be required by the Authority Board to give a bond for the faithful execution of his or her duties as Treasurer in an amount and manner as the Board may direct. Finally, the Treasurer shall perform such other duties as may be assigned by the Chairperson or the Authority Board. The Treasurer need not be a member of the Authority Board.

2.7 Administrative Services. The Authority Board may engage the services of a third party to provide administrative support to the Board.

2.8 Multiple Offices. Except as provided in this subsection, two (2) or more offices may be held by the same person, but an officer shall not execute, acknowledge, or verify an instrument in more than one (1) capacity, if the instrument is required by law or the Articles of Incorporation to be executed, acknowledged or verified by two (2) or more officers. One person may not occupy the offices of the Chairperson and the Vice Chairperson.

3.0 MEETINGS

3.1 Regular Meetings

The Authority Board shall meet in regular session on such days and at such times as established by the Authority Board. At its first meeting in each calendar year, the Authority Board shall establish its schedule of regular meetings for the balance of the year. If any regularly scheduled meeting falls on a legal holiday, the regular meeting shall be held on the next day that is not a legal holiday.

3.2 Special Meetings

The Authority Board shall meet in special session at the call of the Chairperson or upon the written request of two (2) members of the Authority Board filed with the Secretary, or other person designated by the Authority Board. No less than 18 hours before the scheduled special meeting, the Secretary or his/her designate shall provide each member of the Authority Board a notice of the special meeting, specifying the date, time, place, and purpose of the special meeting. This notice shall be given personally to each member of the Authority Board, left at the member's usual place of residence, or provided by electronic mail.

3.3 Emergency Meetings

Emergency meetings of the Authority Board may be held only in the event of a severe and imminent threat to the health, safety, or welfare of the public when two-thirds of the members of the Authority Board decide that delay would be detrimental to efforts to lessen or respond to the threat.

3.4 Place of Meetings

Meetings of the Authority Board shall be held at such locations designated by the Authority Board, unless public notice of the meeting states a different location. Whenever the regular meeting place of the Authority Board shall appear inadequate for members of the public to attend, the Chairperson may change the meeting location to a larger facility in the surrounding area. A notice of such change shall be prominently posted on the door of the regular meeting place.

The Secretary or his/her designee shall also give notice of the change in the meeting place in a newspaper if time permits.

3.5 Time of Regular Meetings

The time of the regular meetings shall be as specified by the Authority Board, and shall be stated in the regular schedule of meetings adopted under Paragraph 3.1.

4.0 PUBLIC NOTICE OF MEETINGS

The Secretary or his/her designee shall provide the proper notice for all meetings of the Authority Board. All such notices shall comply with the Michigan Open Meetings Act and shall be posted in a conspicuous location at the Authority Board's meeting location visible from the outdoors and on the Authority's website, as provided in these Bylaws.

4.1 Regular Meetings

A notice shall be posted within ten (10) days after the first meeting of the Authority Board in each calendar year indicating the date, time, and place of the Board's regularly scheduled meetings.

4.2 Schedule Change

Whenever the Authority Board changes its regular schedule of meetings, a notice of the change in the regular meeting schedule shall be posted within three (3) days following the meeting in which the change was made.

4.3 Special and Emergency Meetings

If a special meeting of the Authority Board is scheduled under Paragraph 3.2 or an emergency meeting of the Authority Board is scheduled under Paragraph 3.3, then notice of such meeting shall be posted immediately and delivered to the residence of each member by personal delivery, facsimile transmission, email, or registered mail. The notice shall also be posted on the Authority's website on either the homepage or on a separate webpage dedicated to public notices for nonregularly scheduled public meetings and accessible via a prominent and conspicuous link on the website's homepage that clearly describes its purpose for public notification of those nonregularly scheduled public meetings. No meeting, except emergency meetings, shall be held until notice of the meeting has been posted at least eighteen (18) hours in advance of the meeting.

4.4 Notification to Media and Others

The Secretary or his/her designee shall notify, without charge, any newspaper or radio or television station of the Authority Board's meeting schedule, schedule changes, or special or emergency meetings whenever such newspaper or radio or television station has filed with the Secretary a written request for such notice. The Secretary or his/her designee shall also notify other individuals or organizations of regular meeting schedules, changes in the schedule, or special

and emergency meetings, but only upon their written request and agreement to pay the Authority for printing and postage expenses. With written consent of the persons or agencies requesting notification, notice may be made by facsimile transmission or email. In the absence of such consent, notices shall be made by first class mail.

5.0 QUORUM, ATTENDANCE, AND VOTING

5.1 Quorum

A quorum of the Authority Board necessary to conduct business shall be a majority of the entire board members. In the event a quorum is not present at a scheduled meeting of the Authority Board, no business shall be conducted and the meeting shall be rescheduled to a later day and time and proper notice shall be given to the Authority Board members and to the public.

5.2 Voting

All decisions of the Authority Board shall be made by the vote of a majority of the board members present and voting.

6.0 MEETING AGENDAS

6.1 Agenda for Regular Meetings

The Chairperson, or other person designated by the Authority Board, shall prepare the agenda of business for all regular Authority Board meetings. Any member of the Authority Board, a committee of the Authority Board, or the public desiring to place a matter on the agenda shall notify the Chairperson, or other person designated by the Authority Board, of such item by 4:00 p.m. on the Wednesday preceding the next regular meeting. Such items shall be placed on the agenda in the order they were received under New Business, Old Business, or other agenda category as appropriate. The Authority Board reserves the right to alter the agenda, the order of items on the agenda, and remove items by a majority vote of the members present and voting at the meeting. Except upon the consent of a majority of the members present and voting, the Authority Board shall not consider items not received by the Chairperson, or other person designated by the Authority Board, by the stated deadline.

6.2 Agenda for Special and Emergency Meetings

Whenever the Authority Board is called into special session pursuant to Paragraph 3.2, the agenda shall be included in the notice of the meeting and no other matter shall be considered except when all members are present and a majority concurs. The agenda for emergency meetings pursuant to Paragraph 3.3 shall be provided along with the notice of the meeting to members of the

Authority Board, if time permits. At other times, the Chairperson shall declare the agenda upon the approval of a majority of the members present and voting.

6.3 Distribution of Agenda and Materials

Upon the completion of the agenda, the Chairperson, or other person designated by the Authority Board, shall immediately distribute copies of the agenda together with copies of reports, explanations, etc., which relate to the matters of business on the agenda. Members of the Authority Board shall be entitled to receive such materials no later than two (2) days prior to the next regular meeting.

6.4 Consent Agenda (Defined)

The Authority Board may elect to utilize a consent agenda that shall consist of those matters that the Authority Board has determined to be “routine” and usually are matters about which the Authority Board commonly concurs. Among such matters are the approval of minutes, approval of bills for payment, appointment of persons to budgeted and classified positions, correspondence, and other matters that the Authority Board is required by statute or rule to approve.

6.5 Consent Agenda – Procedure

The Chairperson, or other person designated by the Authority Board, in preparing the meeting agenda, shall list those matters under the heading of “consent agenda” and include the associated materials with those distributed to the members in accordance with Paragraph 6.3.

At a meeting for which a consent agenda has been prepared, the Authority Board, upon the motion of a member, shall vote on the approval of the matters included under the consent agenda. Before putting the question to the members, the Chairperson shall permit the Board members to remove from the consent agenda, those items on which they have questions or wish to discuss. The Chairperson shall then direct the Secretary to remove such matters and place them in their usual place on the meeting’s agenda. A vote shall not be required to remove a matter from the consent agenda.

6.6 Order of Business

The agenda for regular meetings shall be as follows:

1. Call to Order
2. Pledge of Allegiance
3. Roll Call (To determine a quorum)
4. Approve Agenda
5. Public Comments (Limited to three minutes)
6. Emergency Service Director’s Report
7. Approve Minutes from Last Meeting
8. Treasurer’s Report
9. Approve Payment of Bills
10. Correspondences
11. Committee Reports

12. Old Business
13. New Business
14. Public Comments (Limited to three minutes)
15. Date/Time/Place of Next Meeting (as required)
16. Adjournment

The Authority Board reserves the right to change the agenda.

7.0 CONDUCT OF MEETINGS

7.1 Chair

The Chairperson shall preside at all meetings of the Authority Board. In the absence of the Chairperson, the Vice Chairperson shall assume the duties of the chair. In the absence of both the Chairperson and Vice Chairperson the Secretary shall assume the duties of the chair for the purpose of the Authority Board.

7.2 Form of Address

Members of the Authority Board wishing to speak shall first obtain the approval of the chair and each member who speaks shall address the chair. Other persons at the meeting shall not speak unless recognized by the chair.

7.3 Rules for Public Comments to the Authority Board

1. The public may only address the Authority Board at the time designated on the agenda.
2. Members of the public addressing the Authority Board shall take into consideration the rules of common courtesy.
3. Members of the public shall not use the public participation portion of the meeting to make personal attacks against members of the Authority Board or against other Authority officials or employees. If the intended comments constitute a complaint or charge brought against a member of the Authority Board or against another Authority official or employee alleging that the official or employee has violated a federal or state statute, or an ordinance, resolution, or policy of the Authority, the individual shall contact the Secretary, or other person designated by the Authority Board, under Paragraph 6.1 to request placement on the agenda.
4. Members of the public wishing to speak shall first obtain the approval of the chair, and each person who speaks shall address the entire Authority Board.
5. The persons addressing the Authority Board shall, when requested, identify themselves (name and township) for the purpose of being properly included in the minutes.
6. Each member of the public addressing the Authority Board may speak for three (3) minutes unless they contact the Secretary, or other person designated by the Authority Board, under Paragraph 6.1 to request

placement on the agenda. To be placed on the agenda, the person shall specify the purpose of the presentation and length of time requested (maximum time allowed 15 minutes per speaker or group).

7. A member of the public who desires to submit a written statement shall give the statement to the Secretary, or other person designated by the Authority Board, prior to the commencement of the meeting or any comments. All written statements and documents presented to the Authority Board by an individual are considered public documents and shall be retained in the record of the meeting.
8. The above provisions, however, shall in no way impair the right of the chair to control the meeting as presiding officer.

7.4 Disorderly Conduct

The chair shall call to order any person who is being disorderly by speaking or otherwise disrupting the proceedings, by failing to be germane, by speaking longer than the allotted time, or by speaking vulgarities. Such person shall thereupon be seated until the chair has determined whether the person is in order. If a person so engaged in a presentation is ruled out of order, he or she shall not be permitted to speak further at the same meeting except upon the vote of a majority of the Authority Board members present and voting. If the person continues to be disorderly and to disrupt the meeting, the chair may request the sheriff, a deputy sheriff, or other police officer to remove 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. The Authority Board shall also have the right to adjourn the meeting if it is interrupted due to the disorderly conduct of any person.

8.0 RECORD OF MEETINGS

8.1 Minutes and Official Records

The Secretary shall be responsible for maintaining the official record and minutes of each meeting of the Authority Board. The minutes shall include all the actions and decisions of the Authority Board with respect to substantive (non-procedural) motions. The minutes shall include the names of the mover and seconder and the vote of the members. The record shall also state whether the vote was by voice or by roll call; when by roll call, the record shall show how each member voted. The Secretary shall maintain, in the office of the Authority, copies of each resolution or other matter acted upon by the Authority Board. The official minutes, however, may refer to those matters by an identifying number and the descriptive title of the resolution or other matter.

8.2 Record of Discussion

The Secretary shall not be responsible for maintaining a written record or summary of the discussion or comments of the members of the Authority Board nor of the comments made by members of the public. The Secretary, has the option to make an audio tape recording of each meeting of the Authority Board.

Each such recording shall be maintained by the Authority until the minutes are transcribed and formally approved by the Authority Board. Thereafter, the recording may be erased or destroyed, unless the recording is pertinent to any pending or reasonably anticipated legal proceeding.

8.3 Request for Remarks to Be Included

Any member of the Authority Board may have his or her comments printed as part of the record upon the concurrence of a majority of the other members. Comments to be included in the record shall be provided in writing by the member.

8.4 Public Access to Meeting Records

The Secretary, or other person designated by the Authority Board, shall make available to members of the public the records and minutes of the Authority Board meetings in accordance with the Michigan Open Meetings Act and the Michigan Freedom of Information Act. Minutes of Authority Board meetings, prepared but not approved by the Authority Board, shall be available for public inspection not more than eight (8) business days following the meeting. Minutes approved by the Authority Board shall be available within five (5) business days of the meeting at which they were approved.

9.0 COMMITTEES

9.1 Establishment; Appointment

If deemed advisable, the Authority Board may establish standing and ad hoc committees, define the purpose of each committee, and specify the number of members on each committee. The Chairperson shall appoint the members of the committees. The Chairperson shall be an *ex officio* member of all committees without a vote.

Upon the motion of any Authority Board member, and approval by a majority of the Authority Board, a committee may be discharged from further consideration of any matter.

9.2 Committee Meetings

A majority of the members of a committee shall constitute a quorum. Each committee shall comply with the provisions of the Michigan Open Meetings Act and the Freedom of Information Act.

A committee meeting may be called by the Authority Board, the Chairperson of the Authority Board, or the Chairperson of the committee. A notice of the committee meeting, indicating the time, date, and place of the meeting, shall be communicated to each member of the committee as soon as practical prior to the meeting.

9.3 Exercise of Governmental Function

A committee shall not exercise a governmental function as defined by the Michigan Open Meetings Act in a meeting not open to the public unless the act permits the action to be considered in executive session closed to the public. The responsibility of each committee is to make recommendations to the Authority Board and to report matters considered and rejected as well as those considered and recommended.

10.0 EXECUTIVE MEETINGS (CLOSED SESSION)

10.1 The vote to hold an executive meeting shall be recorded in the minutes of the meeting at which the decision was made.

10.2 The Authority Board may meet in executive session, closed to members of the public, upon the motion of any member and roll call approval by two-thirds of the members for the following purposes:

10.2.1 To consider the purchase or lease of real property, until an option to purchase or lease that property is obtained.

10.2.2 To consult with its attorney regarding trial or settlement strategy in connection with specific pending litigation, but only when an open meeting would have a detrimental financial effect on the litigating or settlement position of the Authority.

10.2.3 To meet with an attorney to consider the attorney's written opinion.

10.2.4 To review the specific contents of an application for employment to an Authority position and the applicant requests that the application remain confidential. Whenever the Authority Board meets to interview an applicant, the meeting shall be open to the public.

10.3 The Authority Board may also meet in executive session upon the motion of any member and roll call approval by a majority of the entire members for the following purposes:

10.3.1 To consider the dismissal, suspension, or disciplining of, or to hear complaints or charges brought against, or to consider a periodic personnel evaluation of a public officer, employee, staff member, or individual agent if the named person requests a closed hearing. If the person rescinds his/her request for a closed meeting the matter at issue shall thereafter be considered only in open public meeting.

10.3.2 To consider strategy connected with the negotiation of a collective bargaining agreement.

10.4 Minutes, Executive Meetings

For each executive meeting, the Secretary shall make a separate record of the topics discussed. This record shall not be disclosed to the public except upon the order of a court. The Secretary shall destroy the minutes after one year and one day have passed after the meeting at which the Authority Board approved the minutes of the meeting at which the Authority Board voted to hold the executive meeting.

11.0 PROCEDURAL MOTIONS AND RESOLUTIONS

11.1 Statement by Chair, Motions, and Resolutions

No motion or resolution shall be entertained unless the same is seconded. No motion or resolution shall be adopted until the chair states the motion. All motions, except procedural motions and resolutions, may be required to be in writing upon the demand of any member. A request to recess for the purpose of writing out a motion or resolution shall be in order.

11.2 Non-debatable Motions

The motions to fix the time of the next meeting, adjourn, recess, point of privilege, call for orders of the day, to table, vote immediately, limit or extend debate shall be ordered and voted upon without debate.

11.3 Motion to Reconsider

The motion to reconsider shall be in order on any question that the Authority Board has decided, but no question shall be reconsidered more than once. The motion to reconsider shall be in order on the same day as the vote to be reconsidered was taken and at the next meeting of the Authority Board. The motion to reconsider shall be made only by a member who voted with the prevailing side. A motion to reconsider a motion to amend shall not be in order if the main question has been voted upon. If the Authority Board has adopted a motion to reconsider, however, motions to amend shall be in order.

11.4 Motion to Clear the Floor

The motion to clear the floor may be made by the chair or a member, whenever procedural matters have become sufficiently confused. If the motion to clear the floor has been adopted, it shall clear the floor of all motions as though they had been withdrawn. The motion shall not be subject to debate nor, if adopted, to reconsideration.

11.5 Temporary Suspension of the Rules

These rules may be suspended temporarily at any time by vote of a majority of the members present and voting to achieve any legal objective of the Authority Board in a legal manner.

11.6 Appeal Rulings of the Chair

Any member of the Authority Board may appeal the ruling of the chair. On all appeals receiving a second, the question shall be, "Shall the decision of the chair stand as the decision of the Authority Board?" The question shall then be decided by the vote of a majority of the Authority Board members present and voting.

12.0 VOTING

12.1 Abstaining from Voting

Except as provided herein, whenever the chair puts a question to the Authority Board, every member present shall vote on the question. No member present shall abstain from voting "yes" or "no." If there is a conflict of interest which prevents a member of the Authority Board present from voting, the nature of such conflict of interest shall be stated on the record and its existence confirmed by the chair with the advice of the Authority attorney. Once the conflict of interest is confirmed, the member with the conflict of interest shall abstain from any discussions concerning and voting on the matter.

12.2 Roll Call Votes

The names and votes of members shall be recorded on Authority Board actions to adopt final measures such as resolutions, appointment or election of officers, etc. A roll call vote shall be taken on other motions and actions at the request of any Authority Board member.

12.3 Votes Required

As required by Article VI of the Authority's Article of Incorporation, all decisions of the Authority Board shall be made by the vote of a majority of the board members present and voting.

13.0 PARLIAMENTARY AUTHORITY

Generally, Robert's Rules of Order (Newly Revised) shall govern all questions of procedure not otherwise provided by these Bylaws or by state or federal law.

14.0 AMENDMENTS

These Bylaws may be added to, amended or repealed in whole or in part. Proposed changes to these Bylaws must be submitted in writing to the members of the Authority Board at least one (1) month in advance of the meeting at which the proposed changes will be considered. A majority vote of the entire Authority Board shall be required to amend these Bylaws.

15.0 SEVERABILITY

If any section, provision or clause of these Bylaws or the application thereof to any person or circumstance shall be invalid, such invalidity shall not affect any remaining portion or application of these Bylaws which can be given effect without the invalid portion or application.

These Bylaws were adopted by The Northwest Wexford Emergency Authority Board at its meeting held on August 9, 2022.

Tom Williams, Chairperson, Northwest Wexford Emergency Authority

Kim Manuel, Secretary, Northwest Wexford Emergency Authority