

BYLAWS OF ST. CLAIR AREA FIRE AUTHORITY

ARTICLE I

Name, Registered Office and Registered Agent

Section I. *Name*

The name of this authority is the **St. Clair Area Fire Authority** (the " Authority ").

Section 2. *Other Offices.*

The Authority may have such offices as the Authority Board may determine or the affairs of the Authority may require from time to time.

ARTICLE II

Board Members

Section 1. *General Powers.*

The business and affairs of the Authority shall be managed by its Authority Board except as otherwise provided by statute, or by these Bylaws.

Section 2. *Authority Board Membership.*

Membership of the Authority Board shall be as set out in the Intergovernmental Agreement entered into by the City of St. Clair, Charter Township of China, Charter Township of East China and Township of St. Clair.

Section 3. *Removal.*

Members of the Authority Board may be removed by the appointing governing body.

Section 4. Conflict of Interest.

An Authority Board member who has a direct interest in any matter before the Authority shall disclose said member's interest prior to the Authority's consideration of the matter of its taking action with respect to the matter, which disclosure shall become a part of the record of the Authority's official proceedings. Said interested Authority Board member shall abstain from all discussion, consideration, or action relating to said matter.

Section 5. Meetings.

The Authority Board shall meet on a bi-monthly basis and shall publish a schedule of such meetings. In addition, meetings of the Authority Board may be called by or at the request of the Chief Executive Officer of the Authority Board or any two Authority Board members. The meetings of the Authority Board shall be public, and the appropriate notice of such meetings shall be provided to the public. However, upon a two-thirds (2/3) roll call vote of the regular Authority Board members then in office a closed meeting may be called for any of the reasons allowed under the Open Meetings Act (Act No.267) including but not limited to:

- a. To consider or to hear complaints or charges brought against an Authority officer, board member or individual agent, when the named person requests a closed hearing.
- b. To consider the purchase or lease of real property up to the time an option to purchase or lease said real property is obtained.
- c. To consult with its attorney regarding trial or settlement strategy in connection with specific pending litigation.

Meetings will be conducted under the Roberts Rules of Order.

Section 6. Notice

Notice of any meetings shall be given in accordance with the Open Meetings Act (Act No. 267 of the Public Acts of 1976). It shall be the responsibility of the registered agent to have all proper notices given.

Section 7. Quorum.

A majority of the members of the Authority Board then in office constitutes a quorum for the transaction for

business at any meeting of the Authority Board provided, that if less than a majority of the board members are present at the meeting, a majority of the board members present may adjourn the meeting without further notice. If a majority vote for adjournment is unable to be cast by those board members present the meeting shall be considered in recess until the next meeting at which a quorum is present. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the Authority Board unless the vote of a larger number is required by statutes or these Bylaws. Amendment of the Bylaws by the Authority Board requires the vote of not less than two-thirds (2/3) of the members of the Authority Board then in office.

Section 8. Committees.

The Authority Board may designate one or more committees, each committee to consist of one or more of the board members. The Authority Board may designate one or more board members as alternate members of a committee who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Authority Board (0 act at the meeting in place of such an absent or disqualified member. A committee, and each member thereof, shall serve at the pleasure of the Authority Board.

ARTICLE III

Officers

Section I. Officers.

The officers of the Authority shall be elected by the Authority Board and shall consist of a Chairperson, Vice-Chairperson. Secretary and Treasurer. The Authority Board may also appoint a deputy secretary and treasurer who need not be members of the Authority Board but shall in the case of the deputy treasurer give bond for the faithful discharge of duties of office in such sum and with such sureties as the Authority Board may determine. Two 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 capacity if the instrument is required by law or the articles or bylaws are to be executed, acknowledged or verified by two or more officers.

Section 2. Election and Term Of Office.

The officers of the Authority Board shall be elected annually by the Authority Board. If the election of officers shall not be held or made at such meetings, such election shall be held or made as soon thereafter as is convenient. Each officer so elected or appointed shall hold office for the term of which said officer is elected or appointed and until said officer's successor is elected or appointed and qualified, or until said officer's resignation or removal.

Section 3. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the appointment by the relevant appointing authority.

Section 4. Chief Executive Officer.

The Chairperson shall be the Chief Executive Officer of the Authority but he/she may from time to time delegate all or any part of his/her duties to the Secretary. He/she shall preside at all meetings of the Authority Board; he/she shall have general and active management of the business of the Authority and shall perform all duties of the office. He/she shall be ex-officio a member of all committees and shall have the general power and duties of supervision and management of the Authority.

Section 5. Secretary.

The Secretary shall attend all meetings of the Authority Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the committees when required. The Secretary shall further perform all duties of the office of Secretary as directed by the Chairperson. The Secretary shall be sworn to the faithful discharge of his/her duties.

Section 6. Treasurer.

The Treasurer shall perform all duties of the office of Treasurer. The Treasurer shall disburse the funds of the Authority as may be ordered by the Authority Board, taking proper vouchers for such disbursements, and shall render to the Authority Board, at the regular meetings of the Authority Board, or whenever they may require, an account of all his/her transactions as Treasurer and of the financial condition of the Authority. The Treasurer shall give the Authority a bond in a sum to be determined by the Authority Board and approved by a governing body with

one or more sureties satisfactory to the Board for the faithful performance of the duties of his/her office, and for the restoration to the Authority in case of his/her death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Authority.

Section 7. Delegation Of Duties Of Officers.

In the absence of any officer of the Authority, or for any other reason that the Authority Board may deem sufficient, the Authority Board may delegate, from time to time and for such time as it may deem appropriate, the powers or duties, or any of them, of such officer to any other officer. or to any board member, provided a majority of the Authority Board then in office concurs therein.

ARTICLE IV

Contracts. Loans. Checks and Deposits

Section I. Contracts.

The Authority Board may authorize any officer or officers. agent or agents, to enter into any contract execute and deliver any instrument in the name of and on behalf of the Authority and such authority may be general or confined to specific instances.

Section 2. 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 such officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the Authority Board.

Section 3. Deposits.

All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the Authority Board may select.

ARTICLE V

Fiscal Year

The Fiscal year of the Authority shall begin on the _____ day of _____ and end on the _____ day of _____

ARTICLE VI

Powers of Authority

The Authority Board of the Authority shall have the power to perform all functions authorized such boards by the Michigan Urban Cooperation Act (Act 7 of Public Acts of 1967) together with such other powers as are necessarily incident thereto, including the following:

- a. Management administration, control and direction of the operations, personnel, buildings, ground, facilities, firefighting apparatus and equipment related directly or indirectly to the protection of persons or property from, and the prevention of the occurrence of, fire, including investigation and detection of the causes of fire;
- b. Budget preparation and control;
- c. Improvement and expansion of the foregoing;
- d. Preparation and maintenance of records and reports; and
- e. Such other duties and responsibilities as determined necessary from time to time by resolution of the Authority Board and any other power or duty authorized or permitted by any statute or ordinance, directly or indirectly related to the Fire Department's purposes.

ARTICLE VII

Fire Department

Section I. Fire Department.

The Authority Board shall oversee the obligations of the St. Clair Area Fire Department and shall cause said Fire Department to develop and adopt its own set of bylaws governing the internal affairs and obligations of said Fire Department. The Fire Department Bylaws and amendments thereto shall not be effective until approved by the Authority Board which may also at any time revoke, modify or amend any such bylaws.

Section 2. Requirements Bylaws.

The Bylaws of the Fire Department shall, at a minimum, provide for the following:

- a. The procedure for calling special and regular meetings, which procedure shall comply with applicable state statutes
- b. Designation of a person responsible for, and the procedure to be followed in. giving notices of Fire Department meetings, which complies with applicable state statutes.
- c. Designation of a person responsible for, and the procedure to be followed in, preparing and maintaining a record of official proceedings of the Fire Department, which shall comply with applicable state statutes.
- d. An enumeration and designation of the officers of the Fire Department together with the terms of office, powers, duties and procedure for election or appointment thereof.
- e. A procedure for the appointment of advisory committees to serve such purposes as the Fire Department deems necessary
- f. An enumeration of the members of the Fire Department together with the terms of office thereof, which shall be staggered
in accordance with the Charter or in accordance with state law where provided.
- g. The conditions for eligibility of nonvoting members of the Fire Department if there are any.
- h. A registered address at which the Fire Department will receive mail and other official communications.
- i. A fiscal year, if different from the City's.
- j. Such other matters as may be deemed to be advisable by the Authority Board of the Fire Department.

Section 3. Membership.

- a. *Qualifications and eligibility.* All members of the Fire Department shall be resident electors of a participating municipality for their prescribed terms of office. The residency requirement may be

waived. No elected member of a participating municipality's governing body may serve on the Fire Department.

b. *Removal.* Members of the Fire Department may be removed by the Authority Board, for cause, as provided in the Bylaws

of the Fire Department.

c. *Appointment of fire chief and members.* The Authority Board may appoint a fire chief. Members of the Fire Department shall be appointed as provided in the Bylaws.

d. *Expenses.* The Authority Board may authorize payment of reasonable and necessary expenses incurred by any such member in the performance of authorized business of the Fire Department.

Section 4. *Budgets and Reports.*

The Fire Department shall prepare and submit a proposed budget to the Authority Board, as required. The Fire Department shall also prepare and file any reports at such time and in the form required by the Authority Board or state statute.

Section 5. *Public Hearing: Decisions.*

If the Fire Department holds any public hearing, the hearing shall be conducted in accordance with the requirements of any applicable state statute. Decisions shall be made in accordance with principles of due process of law, and the reasons and facts relied upon in making the decision shall be set forth in the record of the proceeding.

ARTICLE VIII

Miscellaneous

Section 1. *Seal.*

The Authority Board shall provide a corporate seal, which shall be in the form of two concentric circles and shall have inscribed thereon the name of the Authority.

Section 2. *Waiver Of Notice.*

When the Authority or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if any time before or after the action is completed the person entitled to notice or to participate in the action to be taken submits a signed waiver of such requirements.

Section 3. Depository for Board Documents.

The depository for all Authority Board documents, minutes, seals, etc., shall be the registered agent.

ARTICLE IX

Amendments

These Bylaws may be altered or amended or repealed by the required affirmative vote of the Authority Board then in office at any regular or special meeting called for that purpose and approved by the participating municipalities.

At a regular meeting of the Authority Board it was moved by _____ and seconded by _____ to adopt the Bylaws of the St. Clair Area Fire Department Authority as set out above.

Ayes _____

Nays _____

Secretary.