BYLAWS OF THE
RECREATIONAL AUTHORITY OF ROSEVILLE AND EASTPOINTE

ARTICLE 1: MISSION

The Recreational Authority of Roseville and Eastpointe exists to present community recreational opportunities to youth, adults and senior citizens and in doing so to combine the resources of each participating community to enrich lives by promoting active and healthy lifestyles.

ARTICLE 2: POWERS AND AUTHORITY

These Bylaws offer further guidance and support to the Articles of Incorporation concerning the governance and operations of the Recreational Authority of Roseville and Eastpointe, hereafter referred to as the Authority. These Bylaws are meant to be complimentary and supportive to the Articles of Incorporation. In the event of a conflict between these Bylaws 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

Recreational Authority of Roseville and Eastpointe
18185 Sycamore, Roseville, Michigan 48066

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 Roseville and the City of Eastpointe in the County of Macomb, 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 the members of a Board of Trustees (the Board) as defined in 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 two (2) members selected by the governing body of each of the participating municipalities, as provided for in the Articles of Incorporation. A fifth member shall be chosen by the Board~~.~~, who shall be a registered voter of either participating municipality, and who shall serve for a period of three (3) years, as provided for in the Articles of Incorporation. The selection of subsequent fifth members from the qualified voter pools of each participating municipality shall alternate between the participating municipalities, however, a fifth member whose term is about to expire may be reappointed by the Board for additional terms upon the recommendation of each of the participating municipalities. In the event either or both

of the participating municipalities do not recommend the fifth member whose term is about to expire serve an additional term, then the Board shall choose a fifth member as provided herein.

4.3 VACANCIES. The governing body which selected the representative shall fill the vacancy as expediently as possible.

4.5 DURATION OF TERM. The term of each member shall be three (3) years except as otherwise provided for in the Articles of Incorporation. 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 vacancy occurs on the Board on the happening of any of the events set forth in MCL 201.3. Appointed members of the Board, if any, may be removed by the appointing authority for good cause after a public hearing. Vacancies shall be filled in the same manner as the original appointment for the unexpired term. In the event of a vacancy on the Board, the appointing authority selecting such representative shall fill the vacancy as expeditiously as possible.

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.

4.8.1 The Board of Trustees shall 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 shall require a regular accounting of all funds held and disbursed by the Authority.

4.8.2 The Board of Trustees shall establish and approve policies governing the day-to-day operation of the Authority.

4.8.3 The Board of Trustees shall recruit, select, evaluate, and hire the paid Executive Director. It shall 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. The Board shall also designate a Secretary and Treasurer.

4.8.4 The Board of Trustees will require periodic reports on the operations of the Authority from the Executive Director.

4.9 COMPENSATION. Trustees shall not be compensated.

4.9.1 EXPENSES. Reimbursement of expenses may be permitted upon the resolution of the Board.

4.10 PARLIMENTARY PROCEDURE. The Board of Trustees shall 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 publicly on the second Thursday of every month at 5:30 p.m. to consider all matters properly within its jurisdiction or at such other 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 Board members then in office.

5.3 ORGANIZATIONAL MEETING. Each year in February, the Board shall hold an organizational meeting with the sole intent to elect officers of the Authority, and appoint any committee members.

5.4 NOTICE OF MEETINGS. Written notice of regular, special or organizational meetings shall be provided to all Board members not less than twenty-four (24) hours or more than thirty (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, email 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 (1) vote on any matter to come before the Board unless the member has a direct conflict of interest, as determined by the remaining members at the meeting. The vote of the majority of the members present at a meeting at which a quorum is present shall be the action of the Board.

ARTICLE 6: OFFICERS

6.1 POSITIONS. The officers of the Authority shall be the Chairman and the Vice chairman.

6.2 TERMS OF OFFICE. Officers shall be elected annually by the Board of Trustees, from among its members, at its February 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 Trustees 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 she/he may wish to present at such meeting.

6.5 VACANCIES. Vacancies for unexpired terms of officers 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 Bylaws.

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.

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. The Board of Trustees shall set forth in a Resolution the purpose and powers of the respective committees.

8.2 COMMITTEE MEMBERSHIP. Each committee shall consist of at least two (2) committee members, at least one (1), but not more than two (2), of whom shall be a member of the Board. Unless otherwise provided for in these Bylaws, 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 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 respective chairpersons 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. The Executive Director or Treasurer may individually endorse checks not to exceed $1,000.00. Checks in excess of $1,000.00 shall require the endorsements of both the Executive Director and the Treasurer. All persons having access to the monetary assets of the Authority shall be bonded for such purposes. The Authority shall comply with PA 2 of 1968 of the State of Michigan.

9.3 TAX COLLECTION PROCEDURES. The Authority annually shall levy and collect the voter authorized tax in each municipality by the levy being applied and collected in the same manner as other taxes levied and collected by the participating municipalities each fiscal year.

9.4 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 trustees, 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 the Board at a meeting of the Authority under the rules established by the Board. A person shall not be excluded from a meeting of the Authority except for a breach of the peace committed at the meeting or at a previous meeting as determined by the Chair. 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 Bylaws 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 Articles of Incorporation. Any proposal to amend these Bylaws shall be included with ~~the~~ written notice at least thirty (30) days in advance of the meeting at which the amendment is proposed.

CERTIFICATION

I, Anthony J. Lipinski, Executive Director of the Recreational Authority of Roseville and Eastpointe, Macomb County, Michigan, do hereby certify that the foregoing Bylaws were offered by Trustee Switalski and seconded by Trustee Duchane and that the same was duly passed at a regular meeting of said Recreational Authority held in the City of Roseville Recreation Building on the 26th day of January, 2012, and that the vote was as follows:

Yeas: Switalski, Duchane, Klinefelt and Aiuto
Nays: None
Absent: None

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ANTHONY J. LIPINSKI
EXECUTIVE DIRECTOR