

RESTATED BY-LAWS

OF THE

MACATAWA AREA COORDINATING COUNCIL

April 23, 2018

* * * * *

I. ESTABLISHMENT

There shall be established and continued the Macatawa Area Coordinating Council (“MACC”) under the terms and conditions and having the characteristics set forth herein. The MACC is designated and established as an Inter-Municipality Study Committee pursuant to Michigan Public Act 200 of the Public Acts of 1957, as amended, and pursuant to an Agreement dated the 1st day of April, 1993 (“Agreement”). Any prior bylaws or rules of the MACC are superseded and revoked by the adoption of these Bylaws.

II. PURPOSE

The purpose of the MACC is to encourage cooperation among neighboring governmental units on all matters which have community impact. The exact subject matter over which the MACC would study and provide recommendations shall be determined by the MACC Policy Board. Such subject matter could include: land use, traffic, recreation, parks, transportation, public safety, zoning, environment, housing, social concerns, and historical and cultural

activities. The MACC shall also perform the purposes as set forth and delineated in an Agreement approved and executed by the Participants (as defined below) as an Inter-Municipality Study Committee and all purposes permitted under Act 200 of the Public Acts of 1957, as amended.

III. COMPOSITION

The MACC shall be administered by a Policy Board (“Board”) which shall consist of the following members: one publicly elected official from each of the following nine units of government (the “City/Township Participants”): City of Holland, City of Zeeland, Holland Charter Township, Park Township, Laketown Township, Fillmore Township, Zeeland Charter Township, Olive Township, and Port Sheldon Township; one publicly elected official each from the Ottawa and Allegan Board of Commissioners (the “County Participants”); one appointed official each from the Ottawa and Allegan County Road Commissions; one appointed official from the Michigan Department of Transportation; one appointed official from the Macatawa Area Express Transportation Authority; and one to four at-large representatives elected to the Board by the other members of the Board (as provided in Article VI, below). The representatives of the Ottawa and Allegan County Road Commissions, the Michigan Department of Transportation, and the Macatawa Area Express Transportation Authority shall be designated the “Transportation Participants.”

Non-at-large members of the Board shall serve at the will of the governing body which appointed them, and each governing body may appoint and designate alternate representatives to attend meetings of the Board in the absence of the duly appointed representative.

IV. VOTING

No representative to the Board shall be permitted to vote by proxy vote. Board representatives shall be permitted one vote each on all matters presented to the Board with the following exception: representatives of the Transportation Participants shall be permitted one vote each on matters relating to the transportation issues of the Board, and shall not vote on any issues unrelated to the transportation purposes of the MACC. For purposes of administering these Bylaws, transportation issues shall be defined to include all those issues which require approval by the Board and the Michigan Department of Transportation, including by way of illustration but not limited to the following: Unified Work Program (“UWP”); Transportation Improvement Program (“TIP”), Long Range Transportation Plan (“LRTP”), Air Quality issues and plans; all issues and projects which are funded by either the Federal Highway Administration (“FHWA”) and/or the Federal Transit Administration (“FTA”); and the Federal Aid Urban Area Boundaries and Street Functional Classifications. The Michigan Department of Transportation shall have a vote on all issues that involve project specific funds, (i.e., planning funds) that are provided by MDOT and FHWA, other than the general overhead burden of operations of the MACC.

V. QUORUM; DECISIONS

No decision of the Board shall be made unless there is a quorum at a meeting. A quorum for Board action shall consist of eleven members for transportation issues, and nine members for non transportation issues.

VI. OFFICERS

The Board, at its first organizational meeting and in October of each year thereafter, shall elect an Executive Committee. The Executive Committee shall consist of seven members with at least one City/Twp. Participant, at least one County Participant, at least one Transportation Participant, and at least one at-large representative. No Executive Committee member shall serve more than eight successive one-year terms. The Board, as part of such election process, shall elect from the Executive Committee a Chairperson and three Vice Chairpersons for the MACC's fiscal year. A member of the Executive Committee may hold more than one office. The Secretary and Treasurer, who shall also be elected by the Board, shall not be required to be members of the Board and may be staff or contracted employees of the MACC.

6.1 Duties of Chairperson. The Chairperson shall act as the principal executive officer of the Board and shall preside at all meetings of the Board. In addition, the Chairperson shall have such other powers and duties as may be prescribed by the Agreement, these Bylaws, and such additional powers and duties as may be designated by the Board.

6.2 Duties of the Vice Chairpersons. The three Vice Chairpersons shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson, as directed by the Board.

6.3 Duties of Secretary. The Secretary shall be responsible for preparing and maintaining minutes of each Board meeting and for other record-keeping duties as prescribed by the Board.

6.4 Duties of Treasurer. The Treasurer shall generally supervise the collection, investment, and disbursement of funds as directed by the Board.

Officers shall serve for the fiscal year for which the officer was elected and thereafter until a successor is elected. An officer may be removed at any time without cause upon the affirmative vote of two-thirds of the Board. Removal of a person as an officer shall constitute removal from the Board if the officer was a member of the Board.

VII. STANDING SUBCOMMITTEES

The Board may establish and dissolve subcommittees as it deems necessary from time to time. There shall be one standing subcommittee of the Board, which shall be the Technical Transportation subcommittee. The Technical Transportation subcommittee shall consist of the engineering, technical, and/or planning staffs of the units of government appointing members to the Board and others appointed from time to time by the Board. The Technical Transportation subcommittee shall not have more than one representative from each member unit of government.

7.1 Subcommittee Quorum/Voting Requirements

A majority of the members of a subcommittee shall constitute a quorum for the transaction of business before the subcommittee. Except as otherwise provided, the procedures of subcommittees shall be governed by the most recent edition of Roberts Rules of Order. All subcommittees shall meet at the call of the Chairperson of the subcommittee; upon the request of a majority of the members of the subcommittee; or upon the request of the Board. Any matter before a subcommittee shall be decided by a majority of the quorum present at the meeting of the subcommittee. Each member of a subcommittee shall be entitled to one vote on any issue before the subcommittee.

7.2 Functions of the Subcommittees.

The functions of subcommittees are to:

- A. Make studies of and inquiries into areas of concern and interest as designated by the Board;
- B. Report information to the Board; and
- C. Prepare and submit recommendations of administrative action and proposed resolutions to the Board.

7.3 Removal of a Member of a Subcommittee.

By affirmative vote of 2/3rds of the members of the Board a committee member may be removed without cause from a designated subcommittee assignment.

VIII. EFFECT OF DECISION

Decisions of the Board shall be communicated in writing to the governing bodies of the members of the Board by distribution of the Board's minutes. If the decision of the Board recommends action by one or more of the units of government appointing members to the Board, the minutes of the Board shall so state.

IX. PROCEDURAL DECISIONS

Procedural decisions, such as rules of order, agendas, and the like, shall be determined by the Board and shall be adopted by the Board subsequent to the adoption of these Bylaws. In the absence of such action by the Board or the application of a specific rule or procedure, the Board shall be governed by the most recent edition of Robert's Rules of Order.

X. MEETINGS

The Board shall meet at least quarterly, and more frequently as determined by a majority of the members of the Board. Meetings may be rotated

among the various offices of the member units of government, as determined by the Board. All meetings of the Board shall be subject to the Michigan Open Meetings Act and documents of the MACC shall be subject to disclosure under the Michigan Freedom of Information Act.

XI. EXPENSES

Costs incurred by the MACC shall be allocated among the units of government appointing members to the Board based upon the funding formula established by the Agreement or otherwise agreed upon from time to time by the MACC and the governmental unit. A budget for the MACC shall be adopted and the per capita contributions or other payments shall be paid by units of government in accordance with the Agreement or as otherwise agreed from time to time.

XII. AMENDMENTS OF BYLAWS

To the extent not otherwise prohibited by law, amendments to the Bylaws shall be approved by not less than a two-thirds vote of the entire Board and a two-thirds vote of the governing bodies of the nine member units of government listed first in Article III, above. All amendments to the Bylaws must be in writing and submitted to such units of government at least fifteen days prior to any vote on such amendment.