

**BY-LAWS OF THE STATE OF
MICHIGAN VETERANS' FACILITY AUTHORITY
Approved July 18, 2017**

ARTICLE I - THE AUTHORITY

Section 1. Purpose of the Authority. The Michigan Veterans' Facility Authority (MVFA) is a public body corporate and politic within the Michigan Department of Military and Veterans Affairs and shall develop and operate certain veterans' facilities.

Section 2. Seal of the Authority. The seal of the Authority shall bear the name of the Authority and be in such form as shall be determined by the Authority.

Section 3. Office of the Authority. The principal office of the Authority is at 3423 North Martin Luther King Jr. Boulevard, Lansing, Michigan, with other offices at such places as the Authority may designate.

Section 4. Powers of the Authority. The Michigan Veterans' Facility Authority shall have all the powers as enumerated in MCL 36.106, all other applicable State of Michigan Public Acts, Administrative Rules, and the Michigan Constitution.

ARTICLE II - MEMBERSHIP & OFFICERS

Section 1. Authority Appointments. Members of the Authority shall be appointed in accordance with MCL 36.105.

Section 2. Officers of the Authority. The officers of the Authority shall be a Chairperson, Vice Chairperson, Secretary and Treasurer. All of the positions shall be nominated at the first meeting of an odd calendar year with elections held at the next regularly scheduled meeting by the Authority Board Membership. Officers shall serve two (2) year terms.

Section 3. Election or Appointment. The board members shall elect a chairperson who is not the director of the department or his or her designee. All officers shall be elected every odd year (for two-year terms) by the Authority Board Members. Those terms of office begin on the next Regular Meeting of the Authority in the month following the election. All officers shall hold office until successors are elected and qualified.

Section 4. Absence of Officers. Whenever the Chairperson and Vice Chairperson are unable to attend a Meeting of the Authority, the Members present at such Meeting shall designate by majority vote a temporary Chairperson from among the Members present, who shall preside at such Meeting.

Section 5. Vacancies. Should any Officer Positions within the Authority become vacant, the Authority shall elect a successor from its members, who shall hold office until their successor is elected and qualified. Resignations shall be made in writing, dated, and addressed to the Chairperson.

Section 6. Officers of the Authority and Responsibilities.

Section 6.1 Chairperson. The Chairperson shall prepare an agenda and preside at all Meetings of the Authority.

Section 6.2 Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson when the Chairperson is absent from any Meetings or when the Chairperson otherwise advises the Vice Chairperson to do so. The Chairperson shall resume the duties upon notification to the Vice Chairperson.

Section 6.3 Secretary. The Secretary shall have general supervision over the administrative charge of the business and affairs of the Authority. Furthermore, the Secretary presents any Meeting Minutes and is responsible for all public correspondence.

Section 6.4 Treasurer. The Treasurer shall be responsible for the general oversight of funds raised and expended by the Authority. The Treasurer also reports the financial position of the Authority to the Board.

ARTICLE III - MEETINGS AND COMMITTEES

Section 1. Regular and Special Meetings. Regular Meetings shall be held at such times and places as determined by the Authority, with legal and proper public notice. The Chairperson may, or upon the request of three Members of the Authority shall, call a Special Meeting of the Authority. The call for a Regular Meeting, specifying the time and place of the Meeting, shall be delivered in person or e/mailed to the business or home address of each Member. The call for a Special Meeting, specifying the time and place of the Meeting, shall be made by telephone or e/mailed to the business or home address of each Member at least 18 hours prior to the time of the Meeting. Public notice of all regular, rescheduled, recessed, or Special Meetings shall be given in compliance with The Open Meetings Act, No. 267, Public Acts of Michigan, 1976, as amended.

Section 2. Order of Business. By vote of a majority of the Members eligible to vote at any Regular, adjourned Regular Meeting, or Special Meeting, any matter may be placed on the agenda at each such Meeting as special business. The Chairperson may place on the agenda of any Regular Meeting, adjourned Regular Meeting, or Special Meeting any special business, or any matter which the Chairperson deems of sufficient or pressing importance. An Authority Board Member may do the same with the consent of the Chairperson, or the majority of those Authority Board Members present. All business and meetings will be conducted in accordance with Robert's Rules of Order and State of Michigan Law.

Section 3. Manner of Voting. The voting on all questions at a Meeting of the Authority shall be by voice vote, unless a Member requests a roll call vote, in which case the yeas and nays shall be entered upon the minutes of such Meeting. A majority of the members eligible to vote, shall be necessary to pass resolutions or motions, provided however, that the number of affirmative votes necessary shall never be less than three (3) votes.

Section 4. Resolutions and Effective Date. All Resolutions shall be in writing and shall be contained in the minute book of the Authority, which shall be maintained by the Authority. Resolutions shall become effective on the day of passage, upon adjournment of the Meeting, unless otherwise stated in the Resolution.

Section 5. Standing Committees. The Authority may establish such standing committees as it deems desirable and discontinue the same at its pleasure. The Resolution shall set forth the number of members of the committee not to exceed four (4), never to constitute a quorum, and shall set forth the powers and duties of the committee subject to the limitations set forth in Section 7. The members of each such committee shall be appointed by the Chairperson. The Chairperson shall also designate the Chairperson of the Committee. Members of Standing Committees are allowed to fully participate and vote on all standing committee items whether physically or electronically present.

Section 6. Special Committees. The Chairperson may establish such special committees as are deemed desirable, and may discontinue the same at the Chairperson's pleasure. The Chairperson shall specify the number of members, not to exceed four (4), never to constitute a quorum, shall appoint the members of the committee, shall designate the Chairperson of the committee and shall determine its duties and powers subject to the limitations set forth in Section 7.

Section 7. Nature of Committees Generally. The responsibilities of all Standing and Special Committees shall be advisory and/or investigatory in nature and shall provide all proposed actions, if any, with a recommendation, if any, to the entire Authority Board for disposition.

Section 8. Public Comment. The Chairperson will call for public comment to be conducted at the beginning and end of each meeting and noted on the agenda. A three (3) minute time limit will be imposed on each speaker for the public comment period at the start of the meeting and a three (3) minute time limit for each speaker for the comment period at the end of the meeting.

ARTICLE IV - FISCAL YEAR

The fiscal year of the Authority shall be any twelve (12) consecutive calendar months commencing with the first day of October and ending the last day of the following September or such other twelve (12) consecutive calendar month period as the Authority may designate by Resolution.

ARTICLE V - AMENDMENTS

These Bylaws may be amended by Resolution duly adopted by the affirmative vote of a two-thirds majority of the Members present and eligible to vote at any meeting, provided that there is a quorum of members present, and that notice of intention to present such Resolution shall be given at least three (3) days in advance of the scheduled Meeting. Such notice may be given by any manner. Advance notice of motions to amend the proposed amendments to the Bylaws need not be given.

ARTICLE VI - SUSPENSION OF BYLAWS

Any and all of the provisions of the bylaws, except Article 5 and those required by state law, may be suspended by unanimous consent of the Members, present and eligible to vote at any Meeting of the Authority.

Revised December 10, 2019, Article II, Section 3

Revised March 16, 2021, Article I, Section 3, Office of Authority

Revised March 16, 2021, Article III, addition of Section 8

Revised August 22, 2023, Article III, Sections 5 and 6