

**MUNICIPAL STABILITY BOARD
FOR
THE STATE OF MICHIGAN**

Amended and Restated Bylaws

ARTICLE I

Adoption of Bylaws

The Municipal Stability Board for the State of Michigan (the "Board") adopts these Bylaws to govern its organization and operations pursuant to the Protecting Local Government Retirement and Benefits Act, Act No. 202, Michigan Public Acts of 2017 (the "Act").

ARTICLE II

Members - Term of Office

The members of the Board, their terms of office, and the method of selecting the members shall be as set forth in Section 7 of the Act. Appointed members of the Board shall serve their term unless removed for cause or a member submits their resignation. A vacancy on the Board occurring other than by expiration of a term shall be filled by the Governor of the State of Michigan in the same manner as the original appointment for the balance of the unexpired term. Each member of the Board shall take and subscribe to the constitutional oath of office under Section 1 of Article XI of the Constitution of Michigan of 1963. The oath shall be filed with the Secretary of State of the State of Michigan.

ARTICLE III

Officers and Employees

Section 1. Officers. The officers of the Board shall be the Chairperson and Vice-Chairperson.

Section 2. Chairperson. The member of the Board appointed under Section 7(2)(a) of the Act shall be the Chairperson of the Board. The Chairperson shall preside at all meetings of the Board.

Section 3. Vice-Chairperson. The Chairperson shall select a member of the Board to serve as a Vice-Chairperson who shall serve at the pleasure of the Chairperson. The Vice-Chairperson shall preside at all meetings of the Board in the event of the Chairperson's absence or recusal, or if the Chairperson position is vacated. The Vice-Chairperson shall have the other duties and responsibilities as delegated by the Chairperson and as permitted by law.

Section 4. Board Officer Vacancies. Should the office of Vice-Chairperson become vacant, the Chairperson shall select a successor from the Board.

Section 5. Retention of Professionals. The Board may contract for professional services, as it requires, and shall determine the qualifications it considers necessary. "Professional services" means services that require a high degree of intellectual skill, an advanced degree, or professional licensing or certification. Those providing the professional services are distinguished based on their specialized knowledge, experience, and expertise. Professional services include, but are not limited to, accounting,

actuarial, appraisal, auditing, investment advisor, and legal services. Any use of or contract for legal services requires prior approval by the Department of Attorney General.

Section 6. Budgeting, Procurement, Personnel, and Related Management Functions. Except as otherwise provided in the Act, the Board shall exercise its powers, duties, functions, and responsibilities under the Act independently of the State Treasurer. The budgeting, procurement, personnel, and related management functions of the Board shall be performed under the direction and supervision of the State Treasurer.

Section 7. Compensation. Members of the Board shall serve without compensation for their service on the Board, but may receive reasonable reimbursement for necessary travel and expenses incurred in the discharge of their official duties.

ARTICLE IV

Meetings

Section 1. Regular and Special Meetings. Regular Meetings of the Board shall be held no less than quarterly at the times and places determined by the Chairperson. Special Meetings of the Board shall be held at such times and such places as may be determined by the Board at any Regular or Special Meeting, or at any other times and places as determined by the Chairperson. The call for a Regular Meeting, specifying the time and place of the meeting and the suggested agenda shall be delivered in person, mailed, faxed, or emailed to each member of the Board prior to the date of such meeting. The call for a Special Meeting specifying the time and place for such meeting may be emailed (confirmation required) or given by telephone to the business or home address or cell phone of each member of the Board not less than 18 hours before the time of the meeting. Notice, posting and other procedures for the call of Regular or Special Meetings shall always be performed in accordance with the Open Meetings Act, Act No. 267, Michigan Public Acts of 1976 (the "Open Meetings Act"). The Chairperson shall have the authority to cancel a properly scheduled Regular Meeting or Special Meeting so long as (1) notice of cancellation is provided to each member of the Board in accordance with this Section and (2) the meeting's notice and posting is updated in accordance with the Open Meetings Act.

Section 2. Quorum. A majority of the members of the Board shall constitute a quorum of the Board for the transaction of business at a meeting, or the exercise of a power or function of the Board.

Section 3. Action by the Board. The Board shall only take the actions approved by a resolution or motion of the Board which had a concurring vote of a majority of the members of the Board.

Section 4. Policies and Procedures. The Board may establish rules and procedures by resolution which govern the meetings and the members of the Board, provided such rules and procedures comply with the Act and the Open Meetings Act.

Section 5. Resolutions Involving Multiple Municipalities. Any member of the Board may remove any municipality from resolutions involving multiple municipalities prior to voting on such resolution. This removal does not require a second or a vote by the Board. All removed municipalities shall be considered by separate individual resolutions at the same meeting.

Section 6. Manner of Voting. The voting on a resolution shall be by a roll call vote. The voting on all other questions at a meeting of the Board may be by a voice vote, unless a member requests a roll call. In the case of either a roll call vote or a voice vote, the individual yeas and nays shall be entered in the minutes of that meeting.

Section 7. Prohibition of Texting During Open Meetings. Each member of the Board shall refrain from texting or using personal electronic communication devices during open meetings in violation of the Open Meetings Act.

Section 8. Public Meetings. All meetings of the Board shall be held in compliance with the Open Meetings Act.

Section 9. Minutes. Minutes of all the Board meetings, including all votes, shall be kept on file in the Department of Treasury. Proposed minutes for a Board meeting shall be prepared within eight business days of the meeting. The minutes shall be corrected and approved at the succeeding meeting. If corrected, the minutes shall show both the original entry and the correction. The minutes for each meeting of the Board shall be open and available to the public in compliance with the Open Meetings Act and the Freedom of Information Act, Act No. 442, Michigan Public Acts of 1976.

Section 10. Resolutions and Effective Date. All resolutions shall be in writing and shall be kept on file in the Department of Treasury. Resolutions shall become effective on the day of passage, upon adjournment of the meeting, unless otherwise stated in the resolution.

ARTICLE V

Liability of Members, Officers, and Employees

To the greatest extent authorized by law, no provision of these bylaws or any agreement or policy approved by the Board, shall be construed to waive the governmental immunity afforded to the Board under law. The Board, its agents and representatives, retain all governmental and official immunities conferred by law.

ARTICLE VI

Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the Board shall extend from October 1 of each calendar year to the ensuing September 30 of the following calendar year, unless the State's fiscal year changes, and then in that case, the Board's fiscal year shall be the same as the State's fiscal year.

Section 2. Execution of Documents. The Board may authorize by resolution the execution of documents or certificates on behalf of the Board by the members of the Board and other authorized officers of the Board as it considers appropriate.

Section 3. Conflict of Interest. Members of the Board and contractors or agents of the Board shall be subject to the provisions of Act No. 317, Michigan Public Acts of 1968 and Act No. 318, Michigan Public Acts of 1968.

Section 4. Conflict with the Act. To the extent that there is any conflict between these Bylaws and the Act or the underlying statutes, the Act and the underlying statutes shall control.

Section 5. Ethical Duties. Members of the Board and contractors or agents of the Board shall be subject to the provisions of the State Ethics Act, Act No. 196, Michigan Public Acts of 1973.

ARTICLE VII

Amendment and Suspension of Bylaws

Section 1. Amendment. These Bylaws may be amended by resolution adopted by the affirmative vote of a majority of the members of the Board. Advance notice of motions to amend the Bylaws need not be given.

Section 2. Suspension. Any and all of the provisions of the Bylaws, except those required by state law, may be suspended by the affirmative vote of a majority of the members of the Board.

Adopted: 09/20/2022