

WEST BRANCH AREA WASTEWATER TREATMENT PLANT AUTHORITY

BYLAWS

Minutes of the organizational meeting of the Board of Trustees of the West Branch Area Wastewater Treatment Plant Authority, County of Ogemaw, State of Michigan, held at the City of West Branch City Hall on the 22nd day of January, 2009 at 3:00 o'clock p.m., Eastern Standard Time.

PRESENT: Members Jay Spaulding, Denis Stephens, Todd Thompson and Tom Youatt

Also Present: Alternate Sue Delahanty and Alternate Chad Lucas

ABSENT: Members Tony Novak

The following preamble and resolution were offered by Member Thompson and supported by Member Lucas:

WHEREAS, the City of West Branch and the Townships of Ogemaw and West Branch have incorporated the West Branch Area Wastewater Treatment Plant Authority (the "Authority") pursuant to the provisions of Act 233, Public Acts of Michigan, 1955, as amended; and

WHEREAS, the Articles of Incorporation of the Authority require that certain bylaws and rules of procedure be adopted by the Board of the Authority;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The following shall be the Bylaws of the Authority:

A. Regular meetings of the Board of the Authority shall be held on the fourth (4th) Thursday at 3:30 p.m. in the WB City Hall chambers in West Branch, Michigan, which said meetings and place of meeting may be adjourned by action of the Board of the Authority from time to time a definitely fixed place, date and time.

B. Special meetings of the Board of the Authority shall be called by the Chair of the Board or by any two (2) members of the Board.

Written notice of special meetings of the Board shall be either (a) served personally on each member of the Board or (b) left at his or her usual place of residence not less than eighteen (18) hours prior to the time of the special meeting or (c) served by depositing the same in a United States Post Office box within the limits of the Authority not less than seventy-two (72) hours prior to the time of the special meeting, enclosed in a sealed envelope properly addressed to the member at the member's home or office address, with first class postage prepaid.

Public notice of all regular, special or rescheduled regular meetings of the Board of the Authority shall be given pursuant to the applicable provisions of The Open Meetings Act, being Act 267 of the Public Acts of 1976, as amended.

Any meeting at which a quorum of members of the Board are present shall be a legal meeting for the conduct of business, notwithstanding that written notice was not provided in the manner set forth above, provided that notice of such meeting of the Authority was given in accordance with the provisions of Act 267 of the Public Acts of 1976. Any member of the Board may waive notice of any meeting either before or after the holding thereof.

C. A quorum of the Board shall consist of (i) a majority of the members-elect of the Board and (ii) Board members representing at least two (2) constituent members of the Authority. For all matters, a vote of a majority of the members of the Board present at any meeting at which a quorum is present shall be sufficient passage.

D. The Board shall act by motion, resolution or ordinance and shall keep a journal of its proceedings which shall be signed by the Secretary. Said journal shall show how each member voted and each member shall vote upon all motions, resolutions and ordinances unless disqualified from voting thereon by reason of any direct or indirect personal interest as defined by the conflict of interest laws of the State of Michigan.

E. All checks of the Authority shall be executed by the Chair of the Board and by the Treasurer or Secretary of the Authority. Bonds of the Authority and interest coupons attached to bonds, if any, shall be executed with the manual or facsimile signatures of the Chair and the Secretary.

F. The Treasurer shall cause an annual audit to be made of the Authority's financial transactions by a certified public accountant and shall furnish at least two copies thereof to each constituent municipality.

G. The Secretary of the Authority is hereby authorized and directed to obtain a seal for the Authority which seal shall be the official seal of the Authority.

H. In case of the temporary absence or disability of any officer, the Board may appoint some other member of the Board to act temporarily in his or her stead.

I. The Board may appoint a recording secretary who need not be a member of the Board.

J. All actions of the Board of the Authority shall be governed by Roberts Rules of Order if not inconsistent with the Articles of Incorporation of the Authority or its Bylaws.

2. These Bylaws shall be effective immediately upon adoption of this resolution.

3. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution be and the same hereby are rescinded.

AYES: Members Lucas, Spaulding, Stephens, Thompson and Youatt

NAYS: Members None

RESOLUTION DECLARED ADOPTED.

Tom Youatt

Secretary

I hereby certify that the foregoing is a true and complete copy of a resolution adopted by the Board of Trustees of the West Branch Area Wastewater Treatment Plant Authority, County of Ogemaw, State of Michigan, at its organizational meeting held on January 22, 2009, that public notice of said meeting was given pursuant to and in full compliance with Act No. 267, Public Acts of Michigan, 1976, as amended, and that the Minutes of said meeting were kept and have been or will be made available to the public as required by said Act.

Tom Youatt

Secretary

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

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