

By-laws of the Wyandotte Downtown Development Authority

*An Authority formed pursuant to Act No. 197, PA 1975,
as amended, and City Ordinance No. 818*

ARTICLE I

NAME, REGISTERED OFFICE AND REGISTERED AGENT

Section 1. Name.

The name of this authority shall be the Wyandotte Downtown Development Authority.

Section 2. Registered Office and Agent.

The Authority shall continuously maintain a registered office in the City of Wyandotte, County of Wayne, State of Michigan and a registered agent whose office address is identical to such registered office. The registered office and agent may be changed from time to time by the Board of Directors of the Authority ("the Board") subject to the approval of the City Council. The Director of the Wyandotte Downtown Development Authority shall serve in the capacity as the registered agent, with offices located in the City Hall, 3131 Biddle Avenue, Wyandotte, Michigan 48192.

Section 3. Robert's Rules of Order Newly Revised.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the DDA meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the DDA may adopt.

ARTICLE II

DIRECTORS

Section 1. General Powers.

The business and affairs of the Authority shall be conducted by the Board of Directors except as managed by the Director, as provided by Act No. 197, PA of 1975, as amended and City of Wyandotte Ordinance No. 818.

Section 2. Replacement and Vacancies.

Subsequent directors shall be appointed by the Mayor, subject to confirmation by the City Council, for the unexpired term of office. A director whose term of office has expired shall continue to hold office until a successor has been appointed by the Mayor and confirmed by the

City Council. A director may be appointed to additional terms in accord with the provisions hereunder. If a vacancy is created by death or resignation, a successor shall be appointed by the Mayor within thirty (30) days to hold office for the remainder of the term of office so vacated.

Section 3. Removal.

A director may be removed from office for cause by the City Council pursuant to notice and after having been given an opportunity to be heard.

Section 4. Conflict of Interest.

A director who has a direct interest in any matter before the Authority shall disclose such interest prior to the Authority taking any action with respect to the matter, which disclosure shall become a part of the record of the Authority's official proceedings.

Section 5. Meetings.

Meetings of the Board may be called by or at the request of the Chairperson of the Board or any two directors. The meetings of the board shall be public, and the appropriate notice of such meetings shall be provided to the public.

Section 6. Notice.

Notice of any meeting shall be given in accordance with the Open Meetings Act (Act No. 267, PA of 1976). The Director shall act as the board's designated agent for purposes of posting notice of all meetings.

Section 7. Quorum.

A majority of the members of the Board then in office constitutes a quorum for the transaction of business at any meeting of the Board provided. If less than a majority of the directors are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. An affirmative vote of at least five members of the Board of Directors shall be needed to adopt any resolution.

Section 8. Committees.

The Board may, by resolution, designate one or more committees, each committee to consist of one or more of the directors. The Board may designate one or more members as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of such an absent or disqualified member. A committee and each member thereof shall serve at the pleasure of the Board.

ARTICLE III

OFFICERS

Section 1. Officers.

The officers of the Authority shall be elected by and from the Board and shall consist of a

chairperson, vice-chairperson, secretary and treasurer. The Board may also appoint a deputy secretary and treasurer who need not be members of the Board but shall in the case of the deputy treasurer give bond for the faithful discharge of the duties of the office in such sum and with such sureties as the Board may determine. Two or more offices may be held by the same person but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law to be executed, acknowledged or verified by two or more officers. The Downtown Development Authority Director shall act as the liaison between the Authority and the City.

Section 2. Election and Term of Office.

The officers of the Authority shall be elected annually in May by the Board except for the original officers. If the election of officers shall not be held or made at such meeting, such election shall be held or made as soon thereafter as is convenient. Each officer so elected or appointed shall hold office until the following April 30th or until resignation or removal.

Section 3. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the Board for the unexpired portion of the term of such office.

Section 4. Chairperson.

In the absence of employing a director, the Chairperson shall be the chief executive officer of the Authority, but may from time to time delegate all or any part of the duties to the Vice-Chairperson, Secretary or Treasurer. The Chairperson shall preside at all meetings of the Board and have general and active management of the business of the Authority and shall perform all duties of the office as provided in these By-Laws. The Chairperson shall be ex-officio a member of all standing committees, and shall have the general powers and duties of supervision and management of the Board.

Section 5. Vice-Chairperson.

In the absence of the Chairperson, the Vice-Chairperson shall perform all the Chairperson's duties, and if the office of Chairperson shall become vacant, the Vice-Chairperson shall hold the office of Chairperson until the next regular election of officers.

Section 6. Secretary.

The Secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. The Secretary shall further perform all duties of the Office of Secretary as provided by statute and by these By-Laws and shall be sworn to the faithful discharge of such duties.

Section 7. Treasurer.

The Treasurer shall perform all duties of the Office of Treasurer as provided by statute and by these By-Laws. The Treasurer shall disburse the funds of the Authority as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board, at the regular meetings of the Board, or whenever they may require, an account of all transactions as

Treasurer and of the financial condition of the Authority. The Treasurer shall give the Authority a bond in a sum, and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of the office, and for restoration of the Authority in case of death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Authority.

Section 8. Delegation of Duties of Officers.

In the absence of any officer of the Authority, or for any other reason that the Board may deem sufficient, the Board may delegate from time to time and for such time as it may deem appropriate, the powers or duties, or any of them, of such officer to any other officer, or to any director, provided a majority of the Board then in office concurs therein.

Section 9. Wyandotte Business Association/DDA Board Director membership.

DDA Board of Director's cannot also hold WBA Executive Committee membership due to the potential for actions which could reflect a perceived or real appearance of a conflict of interest. If this situation comes to actuality, the individual must recuse himself/herself from voting on the item/topic.

ARTICLE IV

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts.

The Board may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or continued to specific instances subject to the limitations on power and authority of the Board as set forth in Sec. 28-34 of the Code of Ordinances of the City of Wyandotte.

Section 2. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be signed by such officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the Board.

Section 3. Deposits.

All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the Board may select.

ARTICLE V

FISCAL YEAR

Section 1. Fiscal Year.

The fiscal year of the Authority shall correspond at all times to the fiscal year of the City of Wyandotte.

ARTICLE VI

INITIATION OF PROJECTS

Section 1. Initiation of Projects.

All requests for the assistance of this Authority shall be made in written form and should be addressed to the Board. Such requests shall include the following information:

1. Name, address and business status of applicant.
2. Brief personal or business history of applicant.
3. Narrative description of proposed project, including type of business to be conducted thereon and services to be provided thereby.
4. Description and location of project area.
5. Number of employment opportunities that will be afforded or retained in the community by the project.
6. Potential impact of the proposed project on the development plan and/or financial plan of the Authority.

Upon receipt of said application the Board shall tentatively assess the public purpose of the project; its desirability, suitability, and its economic feasibility. The Board may request such other data and information from the applicant as it deems appropriate. The Board shall not proceed with the project unless such tentative findings are made.

ARTICLE VII

AMENDMENTS

These By-Laws may be altered or amended or repealed by the affirmative vote of the Board then in office at any regular or special meeting called for that purpose.

I HEREBY CERTIFY that the By-Laws were amended as set forth above by the Wyandotte Downtown Development Authority of the City of Wyandotte on the 14th day of July, 2009.

SECRETARY *Alexis Chipare* DATE *7/15/09*