

BY LAWS  
OF  
THE DOWNTOWN DEVELOPMENT AUTHORITY – WEST DEARBORN  
(An Authority formed pursuant to Act No. 197, PA 1975,  
and City Ordinance No. 81--116)

ARTICLE I

NAME DESIGNATED OFFICE AND DESIGNATED AGENT

Section 1. Name. The name of this authority shall be the Downtown Development Authority – West Dearborn, hereafter referred to as the “Authority”.

Section 2. Designated Office and Agent. The Authority shall continuously maintain a designated office in the City of Dearborn, County of Wayne, State of Michigan and a designated agent whose office address is identical to such designated office. The designated 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 Economic and Community Development Director of the City of Dearborn shall serve in the capacity as designated agent, with offices located in the City Hall, 13615 Michigan Avenue, Suite 9, Dearborn, Michigan 48126.

ARTICLE II

DIRECTORS

Section 1. General Powers and Qualifications. The business and affairs of the Authority shall be managed by its Board of Directors except as otherwise provided by Act No. 197, PA 1975 and City of Dearborn Ordinance No. 81-116, as amended, hereafter referred to as the “Act”. All Officers shall be subject to compliance with the Dearborn City Charter, specifically, Section 6, titled, “General Provisions Affecting Officers of the City”.

## ARTICLE II

### DIRECTORS

(con't)

Section 2. Replacement and Vacancies. Directors shall be appointed by the Mayor, subject to confirmation by the City Council, for a 4 year term of office. A Director whose term of office has expired shall continue to hold office until a successor is appointed. A Director may be appointed to any number of additional terms as determined by the Mayor, in accordance with the provisions herein. An appointment to fill a vacancy shall be made by the Mayor for the remainder of the term only.

Section 3. Removal. The City Council may remove a Director from office for cause including, but not limited to, inefficiency, neglect of duty, misconduct, or malfeasance.

Section 4. Conflict of Interest. A Director who has a direct personal and/or financial interest in any matter before the Authority must disclose his or her interest prior to the Authority taking any action with respect to the matter, and such disclosure shall become a part of the record of the Authority's official proceedings. Such declaration shall be made before discussion on the item begins, and the declarant shall be recused from the meeting while the item is being discussed and voted upon. Any Board member is permitted to inquire about potential conflicts that may exist among other members.

Section 5. Meetings. Meetings of the Board may be called by or at the request of the Chair of the Board or any two directors. The meetings of the Board shall be public, and the appropriate notice, in accordance with Section 6, of such meetings shall be provided to the public. A 2/3 roll call vote of the appointed members shall be required to call a closed session and the Board shall meet in closed session only for the purposes permitted by law. Except for closed meetings, any person shall be permitted to attend. At the Chair's discretion, non-board members may address the Board and speak on an agenda item. The Chair may impose time limitations on addresses to the Board.

## ARTICLE II

### DIRECTORS

(con't)

Section 6. Notice. Notice of the meeting shall be given in accordance with the Open Meetings Act (Act No. 267, PA of 1976). The Board's designated agent shall be responsible for posting notice of all meetings. For regular meetings of the Authority, there shall be posted within ten (10) days after the first meeting in each calendar year a public notice stating the dates, times and places of its regular meetings. For a rescheduled regular or a special meeting of the Authority, a public notice stating the date, time and place of the meeting shall be posted at least eighteen (18) hours before the meeting. The public notice shall contain the name of the Authority, its telephone number and its address and shall be posted at the Dearborn City Hall and any other location considered appropriate by the Authority.

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 that 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 51% or greater of the Board of Directors present shall be required to adopt any resolution. In no circumstance may any resolution be adopted by less than 5 affirmative votes.

Section 8. Participation by Communication Equipment. A member of the Board or of a committee designated by the Board may participate in a meeting by means of which all persons participating in the meeting can hear each other.

## ARTICLE II

### DIRECTORS

(con't)

Section 9. Attendance. Each member is required to attend in person a minimum of two thirds of the regularly scheduled Board meetings in a calendar year. If a member has not fulfilled this requirement after a twelve (12) month period, the Board may, by resolution, declare that member's position vacant. Once a position is declared vacant, it may be filled in accordance with Article II, Section 2. The Board may grant a waiver of the minimum attendance requirement, given a sufficient explanation of extenuating circumstances.

Section 10. 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 Directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. A committee, and each member thereof, shall serve at the pleasure of the Board. Committees shall consist of less than a quorum of members and may meet in open or closed session. No committee meeting shall be held if a majority of the committee members is not present. If a quorum of the Board is present, a meeting may not be held, unless the meeting was properly noticed in accordance with Article II, Section 6.

Section 11. Standing Committees. The following standing committees shall be established to provide support to the Board. These committees shall be appointed by the Chair, who shall also appoint the Chair and Vice-Chair of each committee. The committee shall meet as needed and all such meetings shall comply with Article II, Section 6. The following Standing Committees are hereby established:

Budget Committee

Streetscape Committee

Marketing Committee

The Standing Committee Chairs may not have alternates.

ARTICLE III  
OFFICERS

Section 1. Officers. The officers of the Authority shall be elected by the Board and shall consist of a Chair, Vice-Chair and Secretary-Treasurer. The Economic and Community Development Director of the City of Dearborn shall act as liaison between the Authority and the City administration. 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.

Section 2. Election and Term of Office. The officers of the Authority shall be elected annually by the Board. Each officer so elected or appointed shall hold office until December 31 of the year in which he or she is elected or appointed, 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. Chair. The Chair shall be the chief executive officer of the Authority, but may from time to time delegate all or any part of his or her duties to the Vice-Chair or Secretary-Treasurer. The Chair shall preside at all meetings of the Board, shall have general and active management of the business of the Authority and shall perform all duties of the office as provided in these Bylaws. He or she shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management of the Board and Authority staff. The Chair shall also act as Chair of the Executive Committee, assuming the same powers and authority as listed above, and further described in Article III, Section 8.

## ARTICLE III

### OFFICERS (con't)

Section 5. Vice-Chair. The Vice-Chair shall, during the absence of the Chair or if the chair is unable to act, be vested with the powers and shall perform such other duties and exercise such other powers as may from time to time be imposed upon or vested by resolution of the Board. The Vice-Chair shall act as Liaison between the Standing Committees and the Board, and shall review recommendations made by the Standing Committees.

Section 6. Secretary-Treasurer. The Secretary-Treasurer shall, personally or by designation to appropriate staff, 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. He or she shall further perform all duties of the office of Secretary-Treasurer as provided in these Bylaws, including, but not limited to, disbursement of the funds of the Authority as may be ordered by the Board, maintaining proper vouchers for such disbursements, and rendering to the Board at the regular meetings of the Board, whenever it may require, an account of all transactions and of the financial condition of the Authority. The minutes of the Authority shall contain the date, time, place, members present and absent, any decisions made at a meeting open to the public, and the purpose or purposes for which a closed session is held. The minutes shall include all roll call votes taken at the meeting.

Section 7. Delegation of Duties and 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.

## ARTICLE III

### OFFICERS (con't)

Section 8. Executive Committee. The Executive Committee shall consist of the three Board officers, Chair, Vice-Chair, and Secretary-Treasurer, together with the Chairs of the Standing Committees. The Executive Committee shall be responsible for reviewing the agenda for the regular Board meetings and proposing the Strategic Agenda for the Board. The Executive Committee may be authorized to act on behalf of the full Board when necessary. The Board may pre-approve, by resolution, for the Executive Committee to act as the full Board on items of exigency that may occur between regularly scheduled Board meetings. Such actions shall be brought to the Board at the next regular meeting for its review. The committee shall meet as needed and all such meetings shall comply with the notice requirements, as set forth in Article II, Section 6.

## ARTICLE IV

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board may authorize any officer, officers, or designated agent 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 confined to specific instances. A copy of the resolution approving such contracts must be attached to such contract.

## ARTICLE IV

### CONTRACTS, LOANS, CHECKS AND DEPOSITS (cont'd)

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, officers, or designated agent 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 determined by the Finance Department of the City of Dearborn.

## ARTICLE V

### FISCAL YEAR

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

ARTICLE VI  
INITIATION OF PROJECTS

All requests for assistance from this Authority shall be made in written form and should be addressed to the Secretary-Treasurer of this 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 and the Board determines that the project is consistent with the overall plan, is a desirable project, and is authorized by the Act. The Board is not required to award any funding to a project that is not supported by a majority of the Board.

ARTICLE VII  
REPORTING REQUIREMENTS

The Board shall meet all reporting requirements established under the Act or by other Federal, State, and Local laws and regulations.

ARTICLE VIII  
AMENDMENTS

These Bylaws may be altered or amended or repealed by the affirmative vote of the Board then in office over the minimum course of two regular or special meetings. At the first meeting, proposed alterations, amendments or repeal of any part of these Bylaws are to be announced for consideration at a subsequent meeting. The proposed changes may be put to a vote at the second meeting, but cannot be adopted unless their consideration was agreed to by a majority of members present at the first meeting. Approved changes to these Bylaws take effect immediately.

I HEREBY CERTIFY that the above Bylaws were amended as written by the Downtown Development Authority – West Dearborn, of the City of Dearborn on the 16th day of October, 2008.

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SECRETARY-TREASURER  
Karen Nigosian