

BY LAWS
OF
THE DOWNTOWN DEVELOPMENT AUTHORITY – EAST DEARBORN
(An Authority formed pursuant to Act No. 197, PA 1975,
and City Ordinance No. 77-1877)

ARTICLE I

NAME REGISTERED OFFICE AND REGISTERED AGENT

Section 1. Name. The name of this authority shall be the Downtown Development Authority – East Dearborn.

Section 2. Registered Office and Agent. The Authority shall continuously maintain a registered office in the City of Dearborn, 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 Economic and Community Development Director of the City of Dearborn shall serve in the capacity as registered agent, with offices located in the City Hall, 13615 Michigan Avenue, Suite 9, Dearborn, Michigan 48126.

ARTICLE II

DIRECTORS

Section 1. General Powers. 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. 77-1877, as amended.

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 additional terms in accord with the provisions hereunder. An appointment to fill a vacancy shall be made by the Mayor for the remainder of the term only.

Section 3. Removal. A Director may be removed from office for cause including but not limited to inefficiency, neglect of duty, or misconduct or malfeasance by the City Council.

Section 4. Conflict of Interest. A Director who has a direct interest in any matter before the Authority shall disclose his or her interest prior to the Authority taking any action with respect to the matter, 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 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, a person shall be permitted to attend and address any Board meeting. The Chair may impose time limitation 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 needed to adopt any resolution. No resolution shall be adopted by less than five affirmative votes. Whenever a quorum is present, but due to abstentions for conflict of interest an affirmative vote of five members is not possible, then a majority vote shall be 2/3 or more of the remaining voting members.

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. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting.

ARTICLE II

DIRECTORS

(con't)

Section 9. Attendance. Each member is required to attend 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 can declare that member's position vacant. Once a position is declared vacant, the Board can recommend new candidates, subject to Article II, Section 2. The Board may grant a waiver, 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. 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. 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 members or a quorum of the Board is present.

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 she or he 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 Directors, 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. She or he 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 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 duties and exercise such other powers as may from time to time be imposed upon or vested by resolution of the Board.

Section 6. Secretary-Treasurer. The Secretary-Treasurer 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. 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, taking proper vouchers for such disbursements; and rendering to the Board at the regular meetings of the Board, whenever they may require, an account of all transactions as Treasurer and of the financial condition of the Authority. The minutes of the Authority shall contain the date, time, place, members 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. 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 regular 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 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 confined to specific instances. A copy of the resolution approving such contracts must be attached to such contract.

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

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 of 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.

ARTICLE VII
REPORTING REQUIREMENTS

All expense items of the Authority shall be recorded monthly and financial records shall always be open to the public. The Board, in the absence of an individual serving in the capacity as “Director”, shall file any and all reports required to be filed by the Director with the City Council or other City agencies in connection with a proposed development plan and/or tax increment financing plan. Annually, the Board shall submit to the City Council a report on the status of any tax increment financing account utilized by the Authority. The report shall be published in a newspaper of general circulation in the municipality.

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 – East Dearborn, of the City of Dearborn on the 12th day of January, 2012.

SECRETARY-TREASURER
Scott Saionz