

BYLAWS OF
THE DOWNTOWN DEVELOPMENT AUTHORITY
- WEST DEARBORN

(An Authority formed pursuant to Act No. 57 of 2018; Code of Ordinances-City of
Dearborn Ordinance No. 81--116)

ARTICLE I

NAME REGISTERED OFFICE AND REGISTERED AGENT

Section 1. Name. The name of this authority shall be the Downtown Development Authority - West 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 Development Director of the City of Dearborn shall serve in the capacity as registered agent, with offices located in the Dearborn Administrative Center, 16901 Michigan Avenue, Dearborn, MI 48126. The Economic Development Director of the City of Dearborn shall serve as the administrative liaison and provide supportive staff for the Authority.

ARTICLE II
BOARD OF DIRECTORS

Section 1. General Powers. The Authority shall be under the supervision and control of the Board of Directors, except as otherwise provided by Act No. 57 of 2018 and Code of Ordinances-City of Dearborn Ordinance No. 81-116 as amended .

Section 2. Replacement and Vacancies. Members of the Board of Directors shall consist of eleven (11) members, including the Mayor or his or her designee from the City Council, plus ten additional members in accordance with the Dearborn Code of Ordinances. Members shall be

appointed by the Mayor, subject to the approval by the City Council, for a 4-year term. Not less than a majority of the members shall be persons having an interest in property located in the downtown district or officers, members, trustees, principals, or employees of a legal entity having an interest in property located in the downtown district. Not less than 1 of the members shall be a resident of the downtown district. An appointment to fill a vacancy shall be made by the Mayor for the unexpired term only. A Member whose term of office has expired shall continue to hold office until a successor is appointed. A Member may be appointed to additional terms in accordance with the provisions hereunder.

Section 3. Removal. Pursuant to notice and after having been given an opportunity to be heard, a member of the Board may be removed for cause by City Council.

Section 4. Conflict of Interest. A Member who has a conflict between a personal interest and the public interest shall fully disclose the nature of the 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. Except as provided by law, no Member may participate in, act upon, or vote upon any matter if a conflict exists. Any Board member is permitted to inquire about potential conflicts that may exist among other members.

Section 5. Meetings. At the first meeting of the calendar or fiscal year, the Authority shall set the dates, times, and places of the Authority's regular meetings for the coming year. Special meetings of the Authority may be called by or at the request of the Chairperson of the Board or any three Members. The business which the Board may perform shall be conducted at a public meeting of the Board held in compliance with the Open Meetings Act, Act. No. 267 of 1976, as amended. A 2/3 roll call vote of the Members then on the Board shall be required to call a closed session and the Board shall meet in closed session only for the purposes permitted by law.

Section 6. Public Participation at Meetings. A reasonable opportunity shall be given for members of the public to be heard at any open meeting on agenda items before the Authority.

In the interest of ensuring the orderly processing of items of business before the Authority, such public comments shall be heard at the end of the meeting agenda. Consistent with the Open Meetings Act, the Authority may impose a time limitation up to three (3) minutes per person for public comment. All individuals who wish to address the authority must identify themselves by name and address prior to speaking at the meeting.

Section 7. Notice. Public notice of all meetings that provides the time, date, and location of the meeting shall be given in the manner required by the Open Meetings Act, Act No. 267 of 1976, as amended. 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, its address, and shall be posted at the Dearborn Administrative Center and any other location considered appropriate by the Authority.

Section 8. Quorum. A majority of the members of the Authority then in office constitutes a quorum for the transaction of business at any meeting of the Board. If the Authority lacks a quorum, the Board members may receive reports and comments from the public or staff, ask questions, and comment on matters of interest. An affirmative vote of the majority of a quorum shall be required to adopt any resolution.

Section 9. Participation by Communication Equipment. All meetings of the Authority must be open to the public and must be held in a place available to the general public. Only as permitted by law, an absent Member may participate in, and vote on, business before the Authority by way of a two-way electronic communication device wherein all discussions and deliberations are able to be heard by the public in attendance at the meeting. For any member attending the meeting remotely, a public announcement at the outset of the

meeting to be included in the meeting minutes must be made, announcing that a Member is in fact attending the meeting remotely. Participation by communication equipment shall be permitted only in accordance with the Open Meetings Act, Act No. 267 of 1976, as amended.

Section 10. Attendance. Each Member is required to attend a minimum of two-thirds of the regularly scheduled Board meetings in a twelve (12) month period. If a Member has not fulfilled this requirement after a twelve (12) month period, the Board may recommend that the City Council declare that Member's position vacant and remove the Member from the Board, in accordance with Section 3. The Board may grant a waiver , given a sufficient explanation of extenuating circumstances. Waivers shall be considered monthly by the Board or upon request.

Section 11 Committees. The Board may, by resolution, designate one or more committees, each committee shall consist of at least one of the Members. The Board may designate one or more Members as alternate members of a committee to replace an absent or disqualified Member at a committee meeting. 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 shall meet in accordance with the Open Meetings Act, Act No. 267 of 1976, as amended .

Section 12 Personnel. Pursuant with Public Act No. 57 of 2018, the Board may employ personnel as deemed necessary. Such personnel may include, but is not limited to an executive director, treasurer, secretary, and legal counsel. The duties, rights and responsibilities of employees of the Authority shall be consistent with the provisions of Act No. 57 of 2018. The Board may employ and fix the compensation of an executive director, subject to the approval of the City Council. The employees of the Authority shall be eligible to participate in municipal retirement and insurance programs of the City of Dearborn as if they are civil service employees except that the employees of the authority are not civil service employees.

ARTICLE III

OFFICERS

Section 1. Officers. The officers of the Authority shall be elected by the Board annually and shall consist of a Chairperson, Vice-Chairperson and Secretary-Treasurer. An officer shall not execute a contract on behalf of the Authority without a resolution adopted by the Board.

Section 2. Election and Term of Office. Each officer so elected shall hold office until December 31 of the year in which she or he is elected, or until his or her term expires, or upon resignation or removal, whichever occurs first.

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, in accordance with Act No. 57 of 2018 and the Dearborn Code of Ordinances.

Section 4. Chairperson. The Chairperson shall perform all duties of the office as provided in these Bylaws, by Act No. 57 of 2018, and the Dearborn Code of Ordinances. The Chairperson shall preside over all meetings of the Authority and shall perform all duties as directed by the Board. The Chairperson shall be ex-officio member of all standing committees, and shall have the general oversight of the Board. The Chairperson 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. To qualify to serve as the Chairperson, it is preferred that the Board Member have served at least one full year as an active Board Member.

Section 5. Vice-Chair. The Vice-Chair shall act as the Chair when the Chair is absent or unable to act, and otherwise 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 Board may employ and fix the compensation of a Secretary-Treasurer , who shall maintain custody of the official seal and of records, books. Documents, or other papers, and shall keep a record of Authority proceedings. The Secretary-Treasurer shall attend meetings of the Board and keep a record of its proceedings. 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. The Secretary-Treasurer shall give, or cause to be given, notice of all meetings of the Board and shall perform such other duties as may be prescribed by the Board. The Secretary-Treasurer shall, when authorized by the Board, attest by signature to actions of the Board. The Secretary-Treasurer shall also keep the financial records of the Authority and who, together with the director (if any), shall approve all vouchers for the expenditure of funds of the Authority, The Secretary-Treasurer shall perform all other duties as may be delegated to him by the Board and shall furnish bond in an amount prescribed by the Board, in accordance with Act No. 57 of 2018. The City of Dearborn may designate an accountant for the Authority who shall track all funds , expenses and revenues, and prepare a monthly financial report. The Secretary-Treasurer shall review and present a monthly financial report to the Board to receive and file.

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, by Resolution, 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 Member, provided a majority of the Board then in office concurs therein.

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 agenda for the Board. 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 necessary and all such meetings shall comply with the notice requirements, as set forth in Article II, Section 7.

ARTICLE IV

CONTRACTS, DONATIONS, AND POWERS OF THE BOARD

Section 1. Contracts. The Board may make and enter into contracts necessary or incidental to the exercise of powers and the performance of its duties. The Board may, by resolution, authorize an agent of the Authority to execute contracts and/or documents on behalf of the Authority, consistent with Act. No. 57 of 2018. A copy of the resolution approving such contracts must be

attached to such contract and must adhere to any Purchasing/Procurement policies that the Authority may adopt. .

Section 2. Checks, Drafts, etc. All orders for the payment of money, notes, or other evidences of indebtedness shall be signed by the Board's authorized agent and submitted to the Finance Department of the City of Dearborn for signature and for the issuance of payment..

Section 3. Grants and Donation. The Board may accept grants and donations of property, labor, or other things of value from a public or private source, consistent with Act No.57 of 2018.

Section 4 . Deposits. All funds of the Authority shall immediately be deposited into the appropriate fund or account to the credit of the Authority in such banks, trust companies, or other depositories as the Authority or Finance Director of the City of Dearborn may select. Report of these receipts shall be provided by the accountant of the Authority to the Secretary/Treasurer or its Agent for review and submittal to the Board.

Section 5. Other Powers of the Board. The Board shall perform and exercise all such powers as provided in Public Act No. 57 of 2018.

Section 6. Budget. Pursuant to Public Act No. 57 of 2018 , the director of the Authority or designee shall prepare and submit for the approval of the Board a budget for the operation of the authority for the ensuing fiscal year. The budget shall be prepared in the manner and contain the information required of municipal departments. Before the budget may be adopted by the Board, it shall be approved by City Council. The Authority shall submit an annual budget to the City Council by April 30 each year for inclusion in the City's annual budget presentation. The budget shall be adopted by the Board no later than by July 1 each year

Section 7. Audit. The governing body of the municipality may assess a reasonable pro rata share of the funds for the cost of handling and auditing the funds against the funds of the Authority , other than those committed, which cost shall be paid annually by the board pursuant to an appropriate item in its budget.

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 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 findings are made.

ARTICLE VII

REPORTING REQUIREMENTS

All expense items of the Authority shall be recorded monthly and financial records shall be open to the public. If the Board does not employ a Director, the Board shall file any and all necessary reports 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.

Pursuant to Act no. 57 of 2018, annually, the Authority shall submit to the City Council, the governing body of a taxing unit levying taxes subject to capture by the Authority, and the Michigan Department of Treasury, a report on the status of the tax increment financing account. The Board or its designee shall prepare all annual reporting requirements required by Public Act 57 within 180 days of the fiscal year end and post on the website of the Authority , and submit the reports to the City and the Michigan State Tax Commission

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 agreed to by 2/3 of the members present. 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 _____ day of _____, 20____.