

**BYLAWS OF
THE DOWNTOWN DEVELOPMENT AUTHORITY
OF THE CHARTERTOWNSHIP OF FLINT
DATED MARCH 15, 2018**

ARTICLE I – NAME

The name of this Authority is the Flint Township Economic Development Authority, (the "Authority"), of the Charter Township of Flint, (the "Township").

ARTICLE II – SEAL

The Authority shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Authority and the words "CORPORATE SEAL".

ARTICLE III – OFFICES

Section 1. Registered Office. The registered Office of the Authority is 1490 South Dye Road, Flint Township, Michigan.

Section 2. Other Offices. The Authority may have such other offices as the Board may determine, or the affairs of the Authority may require from time to time.

ARTICLE IV – PURPOSE

The Authority shall have all of the powers which are now or may hereafter be conferred on authorities organized pursuant to Public Act No. 197 of the Michigan Public Acts of 1975, as amended, (the "Act") and future amendments to the Act, including all powers necessary to carry out the purpose of its incorporation and all powers incident thereto

ARTICLE V - AUTHORITY BOARD OF DIRECTORS

Section 1. Authority Board of Directors. The Board shall consist of the Supervisor of the Charter Township of Flint (the "Township") and ten members who shall be appointed by the chief executive officer of the Township, subject to approval by the governing body of the Township. Not less than a majority of the members shall be persons 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, if the downtown district has 100 or more persons residing within it. Of the members first appointed, an equal number of the members, as near as is practicable, shall be appointed for 1 year, 2 years, 3 years, and 4 years. A member shall hold office until the member's successor is appointed. Thereafter, each member shall serve for a term of 4 years. An appointment to fill a vacancy shall be made by the chief executive officer of the Township for the un expired term only. Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

Section 2. Terms, Replacement, and Vacancies. Of the initial 11 members appointed, two terms shall expire on March 31, 2019, three terms shall expire on March 31, 2020, three terms shall expire on March 31, 2021, and three terms shall expire on March 31, 2022, the term for the supervisor or the supervisor's assignee shall expire upon expiration of the

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supervisor's elected term or upon the supervisor's resignation or removal from office. Thereafter, each member appointed shall serve for a term of four years. A member shall hold office until the member's successor is appointed. An appointment to fill a vacancy shall be made by the supervisor for the unexpired term only. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office.

Section 3. Removal. A member of the Board may be removed for cause by the Township board of trustees after having been given notice and an opportunity to be heard.

ARTICLE VI- OFFICERS

Section 1. Officers. The officers of the Board, who shall be elected by a majority of the Board, shall be a chairperson, a vice chairperson, a treasurer, and a secretary. All officers shall be members of the Board.

Section 2. Removal of Officers. An officer may be removed by the Board whenever, in its judgment, the best interest of the Board will be served.

Section 3. Chairperson. The chairperson shall preside at all meetings of the Board and shall discharge the duties as a presiding officer.

Section 4. Vice Chairperson. In the absence of the chairperson or in the event of inability to serve as chairperson, the vice chairperson shall perform the duties of the chairperson and when so acting, shall have all the powers and be subject to all the restrictions of the chairperson.

Section 5. Treasurer. The treasurer shall prepare, with the assistance of Township staff, monthly expense vouchers for publication and periodic financial reports covering the fiscal year of the Authority. The treasurer shall keep the financial records of the Authority and, together with the Township controller, shall approve all vouchers for the expenditure of funds of the Authority. The fiscal year of the Authority shall be January 1 to December 31. An annual audit will be made each year. The treasurer shall provide a bond in the amount prescribed by the Board.

Section 6. Secretary. The secretary, with the assistance of Township staff, shall maintain custody of the official seal and of records, books, documents, or other papers not required to be maintained by the treasurer. The secretary shall attend meetings of the board and keep a record of its proceedings and shall perform other duties delegated by the Board. The secretary shall give, or cause to be given, notice of all meetings of the Board, as required by law or these Bylaws.

Section 7. Delegation of Duties of Officers. In the absence of any officer of the Board due to resignation or removal, the Board may delegate the powers and duties of any officer to any Board member provided a majority of a quorum of the Board concurs therein.

Section 8. Election of Officers. Nominations shall be made from the floor at the annual meeting in March or at the initial meeting of the Board. Officers shall be confirmed by a roll call vote. The terms of office shall be for one year and begin at the close of the annual meeting at which they are elected, until his or her successor shall be elected and qualified, or immediately if the respective position is vacant. No member shall hold more than one office at a time.

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ARTICLE VII - DIRECTOR

The director shall be the chief executive officer of the Authority. The director shall supervise and be responsible for the preparation of plans and the performance of the functions of the Authority in the manner authorized by the Act. The director shall attend the meetings of the Board and shall provide to the Board and the Township board of trustees a regular report covering the activities and financial condition of the Authority. The position of director shall be filled by the Township's economic enhancement director. Before beginning his or her duties, the director shall subscribe to the constitutional oath.

ARTICLE IIX - MEETINGS

Section 1. Organizational Meeting and Election of Officers. Officers shall be elected at the first organizational meeting of the Board after the adoption of the Bylaws and shall be appointed thereafter pursuant to Article VI - Section 2.

Section 2. Annual Meeting. Starting in the year 2019, an annual meeting shall be held in March at a time and place to be set by the executive committee. Election of officers shall occur at the annual meeting. If the election of officers does not occur on the day designated or any adjournment thereof, the Board shall cause the election to be held at a regular or special meeting of the Board within 90 days of the annual meeting.

Section 3. Regular Meetings. Regular meetings of the Board shall be held at a time and place to be set by the executive committee. The meeting calendar shall be submitted to the Township for publication. Notice of regular meetings shall be published in accordance with the Michigan Open Meetings Act. The Board records shall be open to the public.

Section 4. Special Meetings. Special meetings of the Board may be called by the chairperson, the vice chairperson in the absence of the chairperson, or by any three Authority members by giving 18 hour notice of the meeting, stating the purpose of the meeting and by posting sufficient public notice.

Section 5. Agenda. The secretary together with Township staff shall prepare the agendas for all meetings and send them to the Board members at least 18 hours prior to the meeting. Any member of the Board may request any item to be placed on the agenda.

Section 6. Quorum and Voting. A quorum shall constitute a majority of the Board members appointed and serving at the time. A majority vote of a quorum of the Board shall constitute the action of the Board unless the vote of a larger number is required by statute, or elsewhere in these Bylaws. In the event that effective membership is reduced because of a conflict of interest, a majority of the remaining members eligible to vote shall constitute the action of the Board.

Section 7. Rules of Order. *Robert's Rules of Order*, as defined in the pamphlet *The Meeting Will Come To Order*, will govern the conduct of all meetings.

Section 8. Conflict of Interest. A Board member who has a conflict of interest as defined in MCL 15.322 shall disclose that interest prior to the Board taking any action with respect to the matter. This disclosure shall become part of the record of the Board's official proceedings. Regardless of any exemption available under MCL 15.323,

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the Board shall not contract with any member who has a conflict. For purposes of this section a conflict does not include a contract which has no monetary remuneration.

Section 9. Mandatory Voting. Except when a member is excused from participating on a matter by the chair because of a disclosed conflict of interest, all members present shall vote on all matters before the Board.

ARTICLE IX - EXECUTIVE COMMITTEE

The officers of the Board, including chairperson, vice chairperson, treasurer, and secretary, plus the director shall constitute the executive committee. The executive committee shall have general supervision of the affairs of the Board between its business meetings, fix the hours and place of meetings, make recommendations to the Board, and shall perform such other duties as specified in these Bylaws or as may be specified by the Board.

ARTICLE X - AUTHORITY BOARD COMMITTEES AND ADVISORY COMMITTEES

Section 1. Authority Board Committees. The Authority Board, by resolution, may designate and appoint one or more committees to advise the Board. Committee members shall be members of the Board. The chairperson of the Board shall appoint the members and select the chairperson of the Board committees. The committees may be terminated by vote of the Board. At the annual meeting, the committees will be evaluated and reappointed or dissolved. A majority of the committee will constitute a quorum. A majority of the members present at the meeting at which a quorum is present shall be the action of the committee.

Section 2. Advisory Committees. The Board may, by resolution, authorize the establishment of advisory committees to the Authority Board. The chairperson shall select, with the advice and consent of the Authority Board members, the members of each advisory committee. The advisory committees shall elect their own officers and establish rules governing their action.

ARTICLE XI - INDEMNIFICATION

Section 1. Indemnification. Whenever any claim is made or any civil action is commenced against any officer or employee of the Authority, or injuries to persons or property caused by the negligence of the officer or employee while in the course of their employment, and while acting within the scope of their authority, the Board may, but is not required to pay for legal services and also for any judgment or compromised settlement of the claim, pursuant to 1964 PA 170.

Section 2. Reimbursement. Any indemnification under Section 1 shall be made by the Board only as authorized in the specific case upon a determination that indemnification of the employee or officer is proper in circumstances because they have met the applicable standard of conduct set forth in Section 1. Such determination shall be made in either of the following ways:

1. By a majority vote of the members of the Board who were not parties to such action, suit or proceedings, or
2. If such quorum is not obtainable, or even if obtainable, a quorum of disinterested members so directs, supported by the recommendation of legal counsel in a written opinion.

Section 3. Insurance. The Board may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Authority against any liability asserted against the officer or employee and incurred by them in any such capacity or arising out of their status as such, whether the Board would have power to indemnify that person against such liability under Sections 1 and 2 of this Article.

ARTICLE XII - AMENDMENTS OF BYLAWS

These Bylaws may be amended at any regular meeting of the Board by a majority vote of a quorum, provided that the amendment has been submitted in writing at the previous regular meeting; provided, however, that no such amendment shall take effect until approved by resolution of the Township board of trustees.

The invalidity of any section, clause or provision of this resolution shall not affect the validity of any part of this resolution which can be given effect without such invalid provision.

This Resolution shall take effect on March 15, 2018.

MADE AND PASSED THIS 15TH day of MARCH, 2018.

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