

**DOWNTOWN DEVELOPMENT AUTHORITY
OF THE CITY OF PORTLAND**

BY-LAWS

Article I. Name and Purpose.

Section 1. The name of this organization shall be the Downtown Development Authority of the City of Portland (the "Authority").

Section 2. The purpose of the Authority is to implement Act 197 of the Public Acts of Michigan of 1975, as amended, MCL 125.1651 *et seq.* (the "Act").

Section 3. The Downtown Development Authority of the City of Portland shall be established and operate as a nonprofit entity.

Article II. Registered Office.

Section 1. The registered office and the principal place of business of the Authority shall be the City Hall in the City of Portland ("Portland") or such other location as may from time to time be designated by the Board of Directors of the Authority.

Article III. Board of Directors.

Section 1. The Authority shall be under the supervision and control of a Board of Directors (the "Board") and the Board members shall be appointed pursuant to Section 4(1) of the Act, as amended. The membership composition of the Board shall comply with the requirements of the Act. The Board shall have the powers and responsibilities provided in Section 7 of the Act, as amended. The Board shall consist of the Mayor of Portland (during his/her term in office) and eight (8) to ten (10) members.

Section 2. A member of the Board shall serve a four (4) year term. A member of the Board shall hold office until his/her successor is appointed. Resignations of members of the Board shall be effective upon delivery of the resignation in writing to the Mayor. Vacancies occurring on the Board shall be filled by appointment of the Mayor for the unexpired term.

Section 3. Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

Section 4. Pursuant to notice and an opportunity to be heard before the City Council, a member of the Board may be removed from office for neglect of duty, including non-attendance at three (3) or more meetings per calendar year, misconduct, malfeasance, or any other good cause by a majority vote of the City Council.

Section 5. A member of the Board who has a direct personal or financial interest in any matter before the Authority shall disclose the 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. Further, any member making such disclosure may then be required by a majority vote of the Board to abstain from participating in the Board's decision-making process relative to such matter.

Section 6. Six (6) members of the Board shall constitute a quorum for the transaction of business at meetings of the Board unless otherwise specified by state law. The chairperson of the Board may postpone or reschedule a meeting in the event a quorum will not be present upon proper notification in accordance with the Open Meetings Act, Act 267 of 1976, as amended, MCL 15.261 *et seq.* (the “OMA”).

Section 7. The Board may establish advisory committees as necessary to assist in the fulfillment of its responsibilities and goals. Committee members shall be appointed by the chairperson of the Board, with concurrence from the Board. The purpose, functions, and term of each committee shall be defined and established by the Board. Each committee shall be comprised of less than a quorum of the Board and shall be solely advisory in nature without the authority to vote or make decisions that bind the Board or the Authority. Any committee member may be removed by a majority vote of the Board whenever in its judgment the best interest of the Authority would be served. A vacancy on any committee shall be filled for its unexpired term by a majority vote of the members of the Board.

Article IV. Officers.

Section 1. The Board shall elect from its membership a chairperson, vice-chairperson, secretary, and a treasurer. In addition, the Board may appoint any of the following assistant secretary, assistant treasurer, assistant human resource manager, who need not be a member of the Board, to be charged with such duties as the Board deems appropriate. The election of any officer requires a majority vote of the members of the Board. Officers of the Authority shall be elected annually at the first regular meeting in July of the Board. 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

Section 2. All officers shall hold office for one year or until a successor is elected and qualified. Officers shall be eligible for re-election.

Section 3. An officer may be removed by a majority vote of the Board whenever in its judgment the best interest of the Authority would be served. A vacancy in any office shall be filled for its unexpired term by a majority vote of the members of the Board

Section 4. The chairperson shall be responsible for providing orientation to newly appointed members of the Board.

Section 5. In accordance with the Act, the Board may authorize any officer, agent, employee or member to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Authority, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, employee or member shall have any power or authority to bind the Authority by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

Section 6. The chairperson shall preside at all meetings of the Board and shall discharge the duties of the presiding officer. In the absence of the chairperson or in the event of his/her inability or refusal to act, the vice-chairperson shall perform the duties of the chairperson and when so acting shall have all the powers and be subject to all restrictions of the chairperson.

Section 7. The Treasurer shall keep the financial records of the Authority and shall approve all vouchers for the expenditure of funds of the Authority. The Treasurer shall perform such other duties as may be delegated by the Board and shall furnish bond in an amount as prescribed by the Board.

Section 8. The Secretary, 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 in accordance with the OMA, and shall perform such other duties delegated by the Board.

Article V. Employees and Personnel.

Section 1. The Board may employ such personnel as it deems necessary to fulfil its responsibilities and goals. Personnel may include, but shall not be limited to, a director and legal counsel. The director is accountable to the Board as a whole, with the chairperson leading communications. The terms of any employment shall be determined by the Board.

Article VI. Submission of Budget.

Section 1. On or before the first of March of each year, the Authority shall prepare a budget and submit it to the City Manager for transmittal to the City Council.

Article VII. Meetings.

Section 1. In accordance with the OMA, each year the Board shall adopt a schedule of regular meetings for that year.

Section 2. Robert's Rules of Order will govern the conduct of all meetings of the Board.

Section 3. Special meetings of the Board maybe called by the Chairperson or by any three members of the Board on notice to each member of the Board. Members of the Board may waive receipt of such notice. All meetings shall be held in compliance with the OMA.

Section 4. Each member present at the meeting of the Board shall be entitled to be a single vote.

Article VIII. Voting.

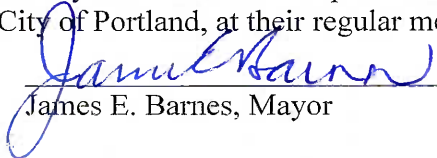
Section 1. An affirmative vote by a majority of Six (6) members of the Board shall constitute a quorum for the transaction of business at meetings and shall be required for the approval of any request action or motion made by the Board. Voting shall ordinarily be by voice vote; provided however, that a roll call vote shall be required if requested by any Board Member or directed by the Chairperson. All members of the Board including the Chairperson shall vote on all matters, but the chairperson shall vote last. A member of the Board who has a direct personal or financial interest in any matter may be required to abstain as specified above.

Article X. Amendments.

Section 1. These by-laws are subject to the approval of the Portland City Council.

Section 2. These by-laws may be altered, amended, or repealed only by the affirmative vote of the majority of the members of the Board, subject to notice and quorum requirements as set forth in these by-laws, provided; however, that any such alteration, amendment or repeal shall require the approval of the City Council and shall be consistent with the provisions and requirements of the Act.

The by-laws and rules of procedure represented here were approved by the City Council of the City of Portland, at their regular meeting held on September 5, 2017

 _____, 2017
James E. Barnes, Mayor

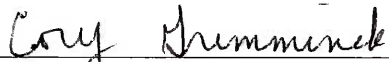
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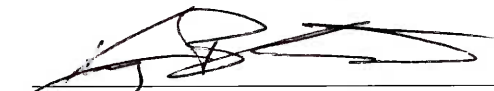
CERTIFICATION

The by-laws were adopted by the Board of Directors of the Downtown Development Authority at their regular meeting held Thursday, November 14, 1991.

The by-laws were adopted by the Board of Directors of the Downtown Development Authority at their regular meeting held Wednesday, June 23, 2010


We certify that this is a true and complete copy of the By-laws adopted at a regular meeting of the Board of Directors of the Downtown Development Authority of the City of Portland, held on September 21, 2017.

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Cory Gimmminck, Chair
9/22, 2017

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Kory Blastic, Secretary
9-22, 2017

As the Clerk of the City of Portland, Michigan, I certify this is a true and complete copy of the By-laws of the Downtown Development Authority of the City of Portland approved at a meeting of the City Council held on September 5, 2017.

Date: Sept. 22, 2017

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Monique I. Miller, City Clerk