

The Downtown Development Authority
of the City of Plainwell, Michigan

Bylaws

ARTICLE I

PURPOSES

Section 1. Statement of Purposes. The Authority is organized to act as a downtown development authority in accordance with Act 197 of the Public Acts of 1975, as amended, MCL 125.1651 et. seq. (“Act 197”); including but not limited to, correct and prevent deterioration in downtown district, encourage historical preservation, create and implement development plans, promote the economic growth; and encourage the expansion of commercial enterprises. The City Council has designated the Board of the Authority as the governing body of the City of Plainwell Brownfield Redevelopment Authority, which the City created under Act 381 of the Public Acts of 1996, as amended, MCL 125.2651 et. seq. (“Act 381”). In furtherance of these purposes, the Authority shall have all of the powers which now are, or hereafter may be, conferred by law on authorities organized under Act 227, Public Acts of 1972; Act 149, Public Acts of 1911; Act 94, Public Acts of 1933; Act 344, Public Acts of 1945, Act 381; and Act 197, and ratified by the City Council of the City of Plainwell.

The Authority Board may

- (a) Prepare analyses of economic changes taking place in the downtown district of the City.
- (b) Study and analyze the impact of metropolitan growth upon the downtown district.
- (c) Plan and propose the construction, the renovation, repair, remodeling, rehabilitation, restoration, preservation, or reconstruction of a public facility, an existing building, or a multiple-family dwelling unit which may be necessary or appropriate to the execution of a plan which, in the opinion of the Board, aids in the economic growth of the downtown district.
- (d) Develop long-range plans, in cooperation with the agency which is chiefly responsible for planning in the City, designed to halt the deterioration of property values in the downtown district and to promote the economic growth of the downtown district, and take such steps as may be necessary to persuade property owners to implement the plans to the fullest extent possible.
- (e) Implement any plan of development in the downtown district necessary to achieve the purposes of Act 197, in accordance with the powers of the Authority as granted by Act 197.

- (f) Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties.
- (g) Acquire by purchase or otherwise, on terms and conditions and in a manner the Authority deems proper or own, convey, or otherwise dispose of, or lease as lessor or lessee, land and other property, real or personal, or rights or interests therein, which the Board determines is reasonably necessary to achieve the purposes of Act 197, and to grant or acquire licenses, easements, and options with respect to that property.
- (h) Improve land and construct, reconstruct, rehabilitate, restore and preserve, equip, improve, maintain, repair, and operate any building, including multiple-family dwellings, and any necessary or desirable appurtenances, within the downtown district for the use, in whole or in part, of any public or private person or corporation, or a combination thereof.
- (i) Fix, charge, and collect fees, rents, and charges for the use of any building or property under its control or any part thereof, or facility therein, and pledge the fees, rents, and charges for the payment of revenue bonds issued by the Authority.
- (j) Lease any building or property under its control, or any part thereof.
- (k) Accept grants and donations of property, labor, or other things of value from a public or private source.
- (l) Acquire and construct public facilities.
- (m) take other action Act 197 authorizes the Board to take.
- (n) take any action the Board of a municipal Brownfield Redevelopment Authority is authorized to take according to Act 381.

subject to any amendments to Act 197 either increasing or diminishing the powers of Downtown Development Authorities formed thereunder, and subject to amendments to Act 381 either increasing or diminishing the powers of Brownfield Redevelopment Authorities formed hereunder.

ARTICLE II

OFFICES

Section 1. Offices. The Authority may have such offices as the Board may determine, or the affairs of the Authority may require from time to time.

ARTICLE III

BOARD

Section 1. General Powers. The affairs of the Authority shall be managed by its Board.

Section 2. Number, Tenure and Qualifications. The Board of the Authority shall consist of nine (9) persons, the Chief Administrative Officer of the City and eight (8) other members. Each member shall be appointed for a term of four (4) years. At least five of the members shall be persons who either (a) have an interest in property located in the downtown district, or (b) are officers, members, trustees, principals or employees of a legal entity having an interest in property located in the downtown district. At least one Board member shall be a resident of the downtown district.

Section 3. Selection of Board Members. The Chief Executive Officer of the City of Plainwell, with the advice and consent of the City Council, shall appoint each member of the Board.

Section 4. Expiration of Term; Continuation in Office; Reappointment; Filling Vacancies. Each Board member whose term of office has expired shall continue to hold office until his or her successor has been appointed according to Section 3 above. If a vacancy is created by the death, resignation, or removal of a Board member, a successor shall be appointed according to Section 3 above within thirty (30) days to hold office for the remainder of the term so vacated.

Section 5. Removal. Pursuant to notice and an opportunity to be heard, a member may be removed from office for inefficiency, neglect of duty, misconduct, malfeasance, or any other good cause by a majority vote of the City Council.

Section 6. Disclosure of Interests. A Board member who has a direct interest in any matter before the Board shall disclose his or her interest prior to the Board taking any action with respect to the matter, which disclosure shall become a part of the record of the Board's official proceedings. Any Board member making such disclosure, shall then refrain from participating in the Board's decision making processes about such matter.

Section 7. Annual Meeting. The annual meeting of the Board shall be held on the third Wednesday in June in each year, at 7:30 p.m. for the purpose of electing officers and to transact such other business as may come before the meeting. If the election of officers is not held on the day designated herein for any annual meeting 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 8. Regular Meetings. Regular meetings of the Board shall be held at such time and place as the Board shall from time to time determine.

Section 9. Special Meetings. Special meetings of the Board may be called by or at the written request of the Chairperson or any two members. The person or persons authorized to call

special meetings of the Board may fix any place as the place for holding any special meetings of the Board called by them.

Section 10. Notice of Meetings. Except as otherwise provided by law, all meetings shall be preceded by public notice in accordance with Open Meetings Act, Public Act 267 of the Public Acts of 1976, as amended.

Section 11. Quorum and Voting. A majority of the members of the Board then in office shall constitute a quorum for the transaction of business. The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board. If effective membership is reduced because of Disclosure of Interest (Article III, Section 6), a majority of the remaining members of the Board then in office shall constitute a quorum for the transaction of business.

Except in those cases where a larger majority is required by law, no motion, resolution or action shall be adopted or passed, no appointment shall be made, and no person removed from office, except by the affirmative vote of at least five (5) members of the Board.

Section 12. Public Meetings. The meetings of the Board shall be public and shall be conducted according to the Open Meetings Act.

Section 13. Compensation of Members. Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Authority shall be a chairperson and vice-chairperson.

Section 2. Election and Term of Office. Officers of the Authority shall be elected annually by the Board at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held within 90 days of such meeting. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Authority would be served thereby.

Section 4. Vacancies. A vacancy in office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. Chairperson. The chairperson shall preside at all meetings of the Board and shall discharge the duties of the presiding officer.

Section 6. Vice-Chairperson. In the absence of the Chairperson or in the event of his inability or refusal to act, the vice-chairperson shall perform the duties of the chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairperson. Any vice-chairperson shall perform such other duties as from time to time may be assigned to him or her by the chairperson or by the Board.

Section 7. Employment of Personnel. The Board may employ personnel as deemed necessary by the Board. Such personnel may include, but not be limited to, a director, treasurer, secretary and legal counsel.

Section 7.1. Director. The Board may employ and fix the compensation of a director, subject to approval by the City Council. The director shall serve at the pleasure of the Board. A member of the Board shall not hold the position of director while serving on the Board. The Board may require the director to post a bond payable to the Authority for the use and benefit of the Authority. The premium for such bond shall be paid by the Authority. Subject to the approval of the Board, the director shall supervise, and be responsible for, the preparation of plans and the performance of the functions of the Authority. The director shall be the chief executive officer of the Authority. The director shall attend the meetings of the Board, and shall render to the Board and to the City Council a regular report covering the activities and financial condition of the authority. The director shall furnish the Board with information or reports governing the operation of the Authority as the Board requires. If the director is absent or disabled, the Board may delegate his functions and responsibilities to any person otherwise qualified under this section. Such other person shall be designated as the acting director.

Section 7.2. Treasurer. The Board may employ and fix the compensation of a treasurer, who shall keep the financial records of the Authority and who, together with the director, shall approve all vouchers for the expenditure of funds of the Authority. The treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. He or she shall have charge and custody of, and be responsible for, all funds and securities of the Authority; receive and give receipts for moneys due and payable to the Authority from any source whatsoever, and deposit all such moneys in the name of the Authority in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws. In general the treasurer perform all the duties incident to the office of treasurer and such other duties as shall be assigned from time to time by the Board.

Section 7.3. Secretary. The Board may employ and fix the compensation of a secretary, who 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. The secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and shall keep a register of the mailing address of each Board member as furnished by such member. The secretary and such other duties as from time to time may be assigned by the Board.

Section 7.4. Legal Counsel. The Board may retain legal counsel to advise the Board in the proper performance of its duties and to represent the Authority in actions brought by or against the Authority.

ARTICLE V

COMMITTEES

Section 1. Board Committees. The Board, by resolution adopted by a majority of the Board, may designate and appoint one or more committees, each of which shall consist of two or more members, which committees shall have and exercise such authority as shall be granted to them by such resolution; provided, however, such committee shall not have the power or authority to adopt an agreement of merger or consolidation or an agreement for the sale, lease or exchange of all, or substantially all of the Authority's property and assets, dissolve the Authority or amend the Bylaws of the Authority. Except as otherwise provided in such resolution, the members of such committee shall be members of the Authority and the Chairperson shall appoint the members thereof. Any member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Authority shall be served by such removal.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairperson. One member of each committee shall be appointed Chairperson by the person or persons authorized to appoint the members thereof.

Section 4. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VI

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board may authorize the Chairperson, agent or agents of the Authority, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authorization may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be signed by two persons the Board designates.

Section 3. Deposits. All funds of the Authority shall be immediately deposited to the credit of the Authority in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Authority any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Authority.

ARTICLE VII

BOOKS AND RECORDS

The Authority shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board and committees having any of the powers of the Board, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Authority shall be open to the public at all times. An annual audit shall be conducted by an independent Certified Public Accountant and published.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws may be adopted by a majority of the members present at any regular meeting if written notice is given of intention to amend or repeal or to adopt new Bylaws at such meeting. The full nature of the Bylaws change shall be included in the notice. Adoption of Bylaw changes shall require the affirmative vote by the majority of the members then in office. In addition, the City Council must approve Bylaw changes.

These Bylaws were adopted by the Board of the City of Plainwell Downtown Development Authority on _____, 2007.

These Bylaws were adopted by the Plainwell City Council on _____, 2007.