

DOWNTOWN DEVELOPMENT AUTHORITY

BY-LAWS

ARTICLE I - NAME AND PURPOSE

1. The name of this organization shall be the Oshtemo Charter Township Downtown Development Authority (the "Authority").
2. The purposes of the Authority are to implement Act 197 of the Public Acts of Michigan of 1975, as amended (the "Act") and include, but are not limited to, the correction and prevention of deterioration in the downtown district, the encouragement of historic preservation, the creation and implementation of development plans in the downtown district, and the promotion of economic growth therein. The Authority shall have all the powers which now or hereafter may be conferred by law on authorities organized under the Act.

ARTICLE II - REGISTERED OFFICE

The registered office and the principal place of business of the Authority shall be 7275 West Main Street, Kalamazoo, MI 49009-9334, 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

1. The Authority shall be under the supervision and control of a Board of Directors (the "Board") consisting of the Township Supervisor and 12 other members appointed by the Supervisor with approval of the Township Board, which Board may exercise all powers provided by the Act.
2. Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses.
3. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office.
4. Members whose term of office have expired shall continue to hold office until a successor has been appointed.
5. Resignations of members of the Board shall be effective upon delivery of the resignation in writing to the Township Supervisor.

6. Pursuant to notice and an opportunity to be heard, a member of the Board may be removed from office for neglect of duty, including non-attendance at meetings, misconduct, malfeasance, or any other good cause by a majority vote of the Township Board.
7. A member of the Board who has a direct 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 shall refrain from participating in the Authority's decision-making process relative to such matter.
8. The Authority shall not enter into any contract except with the approval of the Township Board.

ARTICLE IV - OFFICERS

1. The Board of the Authority shall elect from its membership a chairperson, vice chairperson, secretary, and a treasurer. In addition, the Board may appoint an assistant secretary and an assistant treasurer, who need not be members 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.
2. All officers shall hold office for one year or until a successor is elected and qualified. Nevertheless, no office created under this Article shall extend beyond the term of the member designated.
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.
4. A vacancy in any office shall be filled for its unexpired term by a member designated by a majority vote of the members of the Board.
5. Subject to the approval of the Township Board, the Board may authorize any officer, agent, employee or member to enter into any contract or execute and delivery any instrument in the name of and 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 ledge its credit or to render it liable pecuniary for any purpose or in any amount.
6. The Chairperson shall preside at all meetings of the Board and shall discharge the duties of a presiding officer. The Chairperson shall do and perform such other duties as may be from time to time assigned by him by the Board.

7. 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 power and be subject to all restrictions of the Chairperson. The Vice Chairperson shall do and perform such other duties as may be from time to time assigned to him by the Board.
8. The Treasurer shall have the following duties: The Treasurer shall keep account of all money, funds and property of the Authority and shall render such accounts and present such statements to the Board as may be required. The Treasurer shall approve all vouchers for the expenditure of the funds of the Authority, which funds shall be deposited with the Township Treasurer. However, the Board shall have the power, by resolution, to delegate any of the duties of the Treasurer to other officers or agents of the Authority. The Treasurer shall do and perform such other duties as may be from time to time assigned to him by the Board.
9. 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 minutes of all meetings of the Board. The Secretary shall do and perform such other duties as may be from time to time assigned to him by the Board.

ARTICLE V - SUBMISSION OF BUDGET

On or before September 1st of each year, the Authority shall prepare a budget and submit it to the Supervisor for transmittal to the Township Board. The Board shall not finally adopt the budget until the budget has been approved by the Township Board. The Authority shall be audited annually by the same auditors auditing the Township and copies of the audit report shall be filed with the Township.

ARTICLE VI - MEETINGS

1. An annual meeting shall be held in January of each year at which meeting the election of officers shall occur. The Board shall adopt a schedule of regular meetings for that year.
2. Special meetings of the Authority may be called by the Chairperson or by any three members of the Board on at least 18 hours written notice to each member of the Board of the time and place of the meeting. Members of the Board may waive receipt of such notice.
3. All meetings shall be held in compliance with the Open Meetings Act, Act No. 267, P.A. 1976, as amended. Notice of all meetings shall be provided and posted in accordance with said Act 267 of the Public Acts of 1976, as amended.

4. Each member present at the meeting of the Authority shall be entitled to a single vote, but no member shall vote by proxy, unless his sealed vote is accepted by the majority of those present. A proxy vote shall not be used to make a quorum. A proxy vote shall be used only once on a question.
5. A majority of the members of the Board in office shall constitute a quorum for the transaction of business. The vote of a majority of the members present at a meeting at which a quorum is present shall constitute the action of the Board unless the vote of a large number is required by statute.

ARTICLE VII - AMENDMENTS

1. These By-laws are subject to the approval of the Township Board and shall not take effect until such approval by the Township Board has been provided. Until approved by the Township Board, these By-laws shall be the temporary By-laws of the Authority.
2. These By-laws may be altered, amended, or repealed only by the affirmative vote of a majority of the members of the Board of Authority, 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 Township Board and shall be consistent with the provisions and requirements of the Act.

Approved by:

BOARD OF DIRECTORS OF THE
DOWNTOWN DEVELOPMENT AUTHORITY
OF OSHTEMO CHARTER TOWNSHIP

Date: February 17, 2004

By Thomas Zrodzki

Its: Chairperson

TOWNSHIP BOARD OF THE
CHARTER TOWNSHIP OF OSHTEMO

Date: April 30, 2004

By John Van Dyke

Its: Township Supervisor