

BYLAWS OF
WARREN BUSINESS IMPROVEMENT AUTHORITY
(An Authority formed pursuant to Act No. 280, PA 2005)

ARTICLE I
NAME DESIGNATED OFFICE AND DESIGNATED AGENT

A. Name. The name of this authority shall be the Warren Business Improvement Authority, hereafter referred to as the "Authority".

B. Designated Office and Agent. The Authority shall continuously maintain a designated office in the City of Dearborn, County of Wayne, State of Michigan and a designated agent whose office address is identical to such designated office. The designated 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 and Community Development Director of the City of Dearborn shall serve in the capacity as designated agent, with offices located in the Dearborn Administrative Center, 16901 Michigan Avenue, Suite 15, Dearborn Michigan 48126-2967.

ARTICLE II
PURPOSE

A. Corridor Improvement Authority Act. These rules are adopted by the Warren Business Improvement Authority Board ("the Board") to comply with the requirements outlined in P.A. 280 of 2005, as amended, being the Corridor Improvement Authority Act, (M.C.L. 125.2871 et seq.), hereinafter "the Act." They are designed to facilitate the performance of the Board's duties in an efficient manner.

ARTICLE III
MEMBERSHIP

A. Appointment of Members. The Board shall consist of nine (9) members, including the Mayor or his or her assignee and one representative who shall be designated by the Wayne County Executive. As required by the Act, a majority of the members shall have an ownership or business interest in property located in the development area. At least one (1) of the members shall be a resident of the development area or of a property within 1/2-mile of any part of the development area.

1. Appointment. Members shall be appointed by the Mayor, subject to the approval of the City Council. Before assuming the duties of office, a member shall qualify by taking and subscribing to the Constitutional Oath of Office.

2. Term of Office. Of the members first appointed, an equal number of members, as near as is practicable, shall be appointed for one (1) year, two (2) years, three (3) years,

and four (4) years. A member shall hold office until the member's successor is appointed. After the initial appointment, each member shall serve for a term of four (4) years. An appointment to fill a vacancy shall be made by the Mayor subject to approval of the City Council, and shall be for the unexpired term only. The representative designated by the Wayne County Executive shall not have a term of years, but shall serve at the pleasure of the County Executive.

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

4. Compensation. Members shall serve without compensation.

B. Committees. The Board may establish and appoint committees of the Board and advisory committees, as deemed necessary. Membership on advisory committees may include members of the Board, provided a quorum is not present, as well as others who are more knowledgeable on the particular issue and/or better represent various interests.

C. Conflict of Interest. Each member of the Warren Business Improvement Authority Board shall avoid conflicts of interest:

1. Typical Conflict Situations. A member shall not participate in the formal discussion and/or vote, discuss the merits informally with any other member, or otherwise attempt to influence a decision on a matter which:

a. Directly involves property he or she owns or leases as tenant, or property his or her employer owns or leases as tenant.

b. Involves a project or work on land adjacent to or immediately across the street from property referred to in 1.a. above.

c. Involves a corporation, company, partnership, or any other entity in which he or she is a part owner, or any other relationship where he or she may stand to have a financial gain or loss.

d. Involves potential financial benefit or loss to him or her, or to any family member stated in 1.e. below, as a result of any decision or recommendation made by the Board.

e. Involves his or her spouse, children, step-children, grandchildren, parents, brothers, sisters, grandparents, parents-in-law, or members of his or her household.

f. Involves his or her employee or employer who:

(i). Is an applicant or agent for an applicant, or

(ii) Has a direct interest in the outcome.

h. Involves a project on which he or she has acted as, is currently acting as, or is a candidate to act as, a professional paid consultant.

The above list is instructive, and is not exhaustive of all potential conflicts that may arise.

2. Disclosure of Possible Conflict. Each member shall disclose a conflict of interest as outlined above, or other potential conflict of interest, prior to the presentation of the applicable agenda item. In those instances where the conflict or possible conflict is not evident to the member until the presentation of the agenda item is in progress or has been completed, the member shall promptly advise the Chair, and all other pending business shall be suspended until the potential conflict is decided. In all cases, the Board shall deliberate on the disclosure and by a majority vote of the remaining members present, shall determine whether a conflict of interest exists.

3. Conflict of Interest Exists. Where a conflict of interest is determined to exist, the affected member shall cease to participate in discussion on the subject item and shall leave the room until that agenda item is concluded. If the Board determines that a conflict of interest exists but the Board has already voted on the matter, the vote of the member who had a conflict of interest shall be void, and the Recording Secretary shall have the minutes reflect both the original vote and the amended vote, with a notation as to why the vote was amended. If the voided vote causes the result of the Board vote to change [either resulting in a tie vote, or changing from a tie vote], then the Board shall take another vote on the matter and engage in as much additional discussion as may be appropriate prior to such second vote.

4. No Conflict of Interest Exists. Where no conflict of interest is determined to exist, the affected member shall participate in discussion and shall vote on the agenda item. It is not permissible for a member to abstain on any matter, except where there is a conflict of interest.

5. Voting with Conflict of Interest. Knowingly voting on any matter in which a member has a conflict of interest shall constitute malfeasance of office.

ARTICLE IV **MEETINGS**

A. General Powers and Qualifications. The business and affairs of the Authority shall be managed by its Board of Directors except as otherwise provided by the Act. All Officers shall be subject to compliance with the Dearborn City Charter, specifically, Section 6, titled, "General Provisions Affecting Officers of the City".

B. Meetings. Meetings of the Board may be called by or at the request of the Chair of the Board or any two directors. The meetings of the Board shall be public, and the appropriate notice, in accordance with Subsection C, of such meetings shall be provided to the public. A 2/3 roll call

vote of the appointed members shall be required to call a closed session and the Board shall meet in closed session only for the purposes permitted by law. Except for closed meetings, any person shall be permitted to attend. At the Chair's discretion, non-board members may address the Board and speak on an agenda item. The Chair may impose reasonable time limitations on addresses to the Board.

C. Notice. Notice of the meeting shall be given in accordance with the Open Meetings Act (Act No. 267, PA of 1976). The Board's designated agent shall be responsible for posting notice of all meetings. 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 and its address and shall be posted at the Dearborn Administrative Center and any other location considered appropriate by the Authority.

D. Quorum. A majority of the members of the Board then in office constitutes a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

E. Voting. Voting shall be by voice or hand and shall be recorded as the number in support and the number in opposition. Abstentions for conflicts of interest shall be noted. Roll call votes shall only be recorded upon request by a member of the Board and shall be recorded by "yes" or "no." Voting by proxy shall not occur.

1. Simple Majority. Provided a quorum of presently appointed members is present, a majority vote of those members present shall be necessary to approve any motion, resolution or recommendation, except as otherwise required under State law or City ordinance.

F. Attendance. Each member is required to attend in person a minimum of two thirds of the regularly scheduled Board meetings in a calendar year. Member participation and voting by telephone shall be permitted for not more than three (3) regular or special meetings, per member, per year. Participation by telephone shall be indicated on the attendance sheet. If a member has not fulfilled this requirement during a consecutive twelve (12) month period, it shall constitute cause for removal in accordance with Article III(A)(3) above. The Board may grant a waiver of the minimum attendance requirement, given sufficient explanation of extenuating circumstances.

G. Agenda. The Economic and Community Development Director shall prepare the agenda for all regular and special meetings. This agenda shall generally be followed, except that either the Chair, or the Board by motion, may modify the order of business for good reason.

H. Robert's Rules of Order. Webster's New World Robert's Rules of Order Simplified and Applied shall be followed for issues not specifically covered by these rules. Where these rules conflict or are different than Robert's Rules, then these rules shall govern.

I. Records of Meeting. The Executive Director shall keep a public record of Board meetings, which at a minimum, shall include the following:

1. Meeting minutes for all regular and special meetings of the Board, to include specific motions made and the vote thereon.

2. Relevant written and visual materials submitted in connection with a specific project upon which the Board is required or requested to act.

ARTICLE V **OFFICERS**

A. Officers. The officers of the Authority shall be elected by the Board and shall consist of a Chair, Vice-Chair and Secretary-Treasurer. The Economic and Community Development Director of the City of Dearborn shall act as liaison between the Authority and the City administration. Two or more offices may be held by the same person but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law to be executed, acknowledged or verified by two or more officers.

B. Election and Term of Office. The officers of the Authority shall be elected annually by the Board. Each officer so elected or appointed shall hold office until December 31 of the year in which he or she is elected or appointed, or until resignation or removal.

C. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Mayor with the approval of City Council for the unexpired portion of the term of such office.

D. Chair. The Chair shall be the chief executive officer of the Authority, but may from time to time delegate all or any part of his or her duties to the Vice-Chair or Secretary-Treasurer. The Chair shall preside at all meetings of the Board, shall have general and active management of the business of the Authority and shall perform all duties of the office as provided in these Bylaws.

E. Vice-Chair. The Vice-Chair shall, during the absence of the Chair or if the chair is unable to act, be vested with the powers and shall perform such other duties and exercise such other powers as may from time to time be imposed upon or vested by resolution of the Board.

F. Secretary-Treasurer. The Secretary-Treasurer shall, personally or by designation to appropriate staff, attend all meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. He or she shall further perform all duties of the office of Secretary-Treasurer as provided in these Bylaws, including, but not limited to, disbursement of the funds of the Authority as may be ordered by the Board, maintaining proper vouchers for such disbursements, and rendering to the Board at the regular meetings of the Board, whenever it may require, an account of all transactions and of the financial condition of the Authority. The minutes of the Authority shall contain the date, time, place, members present and 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.

G. 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 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 Director, provided a majority of the Board then in office concurs therein.

ARTICLE VI **CONTRACTS , LOANS, CHECKS AND DEPOSITS**

A. Contracts. The Board may authorize any officer, officers, or designated agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances. A copy of the resolution approving such contracts must be attached to such contract.

B. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be signed by such officer, officers, or designated agent of the Authority and in such manner as shall from time to time be determined by resolution of the Board.

C. Deposits. All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as determined by the Finance Department of the City of Dearborn.

ARTICLE VII **FISCAL YEAR**

The fiscal year of the Authority shall correspond at all times to the fiscal year of the City of Dearborn.

ARTICLE VIII **REPORTING REQUIREMENTS**

The Board shall meet all reporting requirements established under the Act or by other Federal, State, and Local laws and regulations.

ARTICLE IX **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 unless their consideration was agreed to by a majority of

members present at the first meeting. Approved changes to these Bylaws take effect immediately.

ARTICLE X
CONFLICTS WITH STATE LAW

To the extent that these Bylaws may conflict with relevant provisions of State law, including the Corridor Improvement Act, Act 280 of 2005, as amended, the provisions of State law shall govern.

I HEREBY CERTIFY that the above Bylaws were amended as written by the Warren Business Improvement Authority, of the City of Dearborn on the ____ day of _____, 20__