

ARTICLE 1: NAME

Section 1. The official name of this body shall be the “Detroit Promise Zone Authority Board of Directors,” (herein after known as the “Board”).

ARTICLE II: PURPOSE

Section 1. The purpose of the Board is to supervise and control the Detroit Promise Zone Authority, (MCL 390.1661 *et seq.*, herein after known as the “Authority”) pursuant to the Michigan Promise Zone Authority Act, (herein after known as the “Act”). These proceedings and rules described in these bylaws are subject to the Open Meetings Act, 1976 PA 267, MCL 15.261 to 15.275.

ARTICLE III: BOARD MEMBERS AND EMPLOYEES

Section 1. To the extent required by law, the business of the Detroit Promise Zone Authority shall be conducted by the Board as provided for in these bylaws.

Section 2. Board members shall be appointed in the manner, and for a term, as described in the Act.

Section 3. The Board shall elect a Chairperson and a Vice Chairperson annually from among its members by vote of a majority of the members serving at its first meeting each September.

Section 4. The Chairperson shall preside at all meetings of the Board and conduct the meetings in an orderly manner.

Section 5. The Vice Chairperson shall assume the responsibilities of the Chairperson in the Chairperson’s absence.

Section 6. A Board member may be removed from office for cause by a majority vote of the City Council, following provision of notice and an opportunity to be heard. The Board shall appoint a new member to fill a vacancy resulting in a removal pursuant to this Section 6.

Section 7. Board members shall receive no compensation for their service as Board members. The Authority may provide Board members reimbursement for actual and necessary expenses incurred on behalf of the Authority.

Section 8. The Board may retain legal counsel to advise the Board in the proper performance of its duties.

Section 9. The Board may employ a Director, Treasurer, and any other personnel that the Board considers necessary.

ARTICLE IV: DUTIES

Section 1. Subject to Michigan law, the Board shall control all corporate powers of the Authority. Unless otherwise specified in these by-laws, the Board shall conduct business according to Robert’s Rules of Order. Without limiting its general powers, the Board shall have the following powers:

- A. To select and remove all the other officers, agents, and employees of the Authority; prescribe such power and duties for them consistent with Michigan law, and these bylaws; and require bond as permitted by law.
- B. To conduct, manage, and control the affairs and business of the Authority, and to make rules and regulations consistent with Michigan law and with these bylaws.

- C. To make or cause to be made annual or periodic reports required by law to be delivered to the appropriate office within the time limits set by law.
- D. To accept on behalf of the Authority, a contribution, gift, bequest or devise for the purposes of the Authority.
- E. To extent permitted by law, to borrow money or incur indebtedness for the purpose of the Authority.
- F. To enter into agreements with other entities for the purpose of administering or distributing funds so long as such activities further the purposes of the Authority, and for all other purposes permitted by law.
- G. To acquire by purchase or otherwise, on terms and conditions and in a manner the Authority considers proper, own, convey, or otherwise dispose of, or lease as lessor or lessee, land and other property, real or personal, or rights or interests in the property, that the Authority determines is reasonably necessary to achieve the purposes of the Act, and grant or acquire licenses, easements and options.
- H. To fix, charge, collect fees, rents, and charges for the use of any facility, building, or property under its control or any part of the facility, building, or property.
- I. To lease, in whole or in part, any facility, building or property under its control.
- J. To solicit and accept grants and donations, property, labor, or other things of value from a public or private source.

Section 2. The Board may by resolution authorize any officer or agent of the Authority to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority. Unless so authorized, no officer, agent or employee 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 monetarily for any purpose or in any amount.

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

Section 4. The Board shall submit audited financial statements, and certification by the Board that the Board and Authority are in compliance with the Act, in the manner as prescribed by the Act.

ARTICLE V: BOARD MEETINGS

Section 1. Regular meetings of the Board shall be held at a time and location determined by the Chairperson.

Section 2. Special meetings may be called by the Chairperson or any three Board members.

Section 3. The presence of five members of the Board shall constitute a quorum for the transaction of business. Members may be physically present or present by teleconference in order to be counted in a quorum or to vote.

Section 4. All action taken by the Board shall be by vote of a majority of the members present, unless otherwise provided for in these bylaws or required by law.

Section 5. The order of business at Board meetings shall be as follows:

- A. Roll Call
- B. Approval of Agenda
- C. Approval of Minutes
- D. Chair Report (if any)

- E. Agenda Items
- F. New Business
- G. Public Comment
- H. Adjourn

Section 6. Notice requirements, public accessibility, keeping of meeting minutes and other requirements of the Open Meetings Act, 1976 PA 267, MCL 15.261 to 15.275, shall be adhered to and followed.

ARTICLE VI: LIABILITY, INDEMNITY, AND RESTRICTIONS

Section 1. A Board member shall notify the Board and excuse himself or herself from any vote upon which that Board member has a legally prohibited financial conflict of interest. The foregoing shall not affect the right of any Board member to make donations to the Authority.

Section 2. The Authority will indemnify any present or former Board member with regards to expenses, including attorney fees, judgments, fines, settlements, and reasonable expenses, actually incurred by such person relating to his or her conduct as a Board member, except that the indemnification permitted by this Section 2 shall not apply 1) to breach of the duty of loyalty to the Authority, 2) for acts of omissions not in good faith or which involve intentional misconduct or knowing violation of the law, 3) for a transaction from which such person derived an improper personal benefit, or 4) against judgments, penalties, fines or settlements arising from any proceedings by or in the right of the Authority, or against expenses in any case, where such person shall be adjudged liable to the Authority.

Section 3. The Board shall procure for the Authority liability insurance of such types and in such amounts as it finds necessary.

ARTICLE VII: AMENDMENTS

Section 1. These bylaws may be amended or repealed and new bylaws adopted by the vote of two-thirds of the then serving members of the Board.

The undersigned certify that the above bylaws are the bylaws of this Authority as adopted at a meeting of the duly elected Board of Directors.

Passed and approved on the 14th day of March, 2016.