DETROIT/WAYNE COUNTY STADIUM AUTHORITY

BY-LAWS

ARTICLE I

Section 1. The business and property of the Authority shall be managed and directed by the Detroit-Wayne County Stadium Authority Commission. The members shall initially serve a term of 4 years. Subsequent reappointments shall be for a term of 4 years.

Section 2. The Authority at its first regular meeting shall designate one of its members as Chairperson, one member as Secretary, and one member as Treasurer, each to be designated for such term in office as may be fixed by the Commission.

ARTICLE II

Section 1. All regular meetings of the Authority shall be held at the offices of the Detroit/Wayne County Stadium Authority in the City of Detroit, County of Wayne.

Section 2. One regular meeting of the Authority will be held at 2:00 p.m. during the first full week of each month on appropriate notice by the Secretary.

Section 3. Special meetings shall be held whenever called by the direction of the Chairperson, any two (2) members of the Authority, or the Chief Executive Officer of Wayne County on twenty-four hours' notice of the time and place of the meeting, or with no notice whatever should all be present and waive notice by consent.

Section 4. The transaction of any and all business or the passage of any resolution shall require the affirmance of at least four (4) members.

Section 5. At meetings of the Authority, business shall be transacted in such order as from time to time the Authority may determine by resolution.

Section 6. The Authority shall not enter into any contract with any person or corporation in which any Authority Board Member is financially interested.

ARTICLE III

Section 1. The Chairperson shall preside at meetings of the Commission and may sign and execute all authorized bonds, contracts, checks and other obligations in the name of the Authority when so authorized by the Board. The designation of terms of the Chairperson may be from one regularly scheduled meeting to the next regularly scheduled meeting. The Chairperson shall do and perform such other duties as may be fixed by the bylaws and from time to time assigned to the Chairperson by the Commission. The Chairperson may cause his or her facsimile signature to be affixed to bonds, notes, or other evidences of indebtedness of the Authority if so authorized by resolution of the Authority.

Section 2. The Secretary shall keep the minutes of all meetings of the Commission, and of all committees thereof, in books provided for that purpose, shall attend to the giving, serving and receiving of all notices or process of or against the Authority, may sign with the Chairperson in the name of the Authority all contracts and bonds authorized by the Commission and, when so ordered, shall affix the seal of the Authority thereto if a seal has been adopted. The Secretary may cause his or her facsimile signature to be attached to bonds, notes or other evidences of indebtedness of the Authority if so authorized by resolution of the Authority. The Secretary shall have charge of all books and records, all of which shall at all reasonable times be open to inspection and examination by the Commission or any member thereof, and shall in general perform all the duties incident to the Secretary's office. The Secretary shall maintain the books and records of the Authority at the principal offices of the Authority. The Secretary shall preside at meetings of the Commission in the absence of the Chairperson.

Section 3. The Treasurer shall have custody of all funds and securities of the Authority which may come into his or her possession. When necessary or proper, the Treasurer shall endorse on behalf of the Authority for collection, checks, notes and other obligations, and deposit them to the credit of the Authority in a designated bank or depository, shall sign all receipts and vouchers for payments made to the Authority, shall jointly with such other officer as may be designated by the Commission, sign all checks, bonds, promissory notes and other obligations of the Authority when so ordered by the Commission, shall render a statement of the Authority's cash accounts when required by the Commssion, shall keep full and accurate account of all moneys received and paid by the Treasurer on account of the Authority, and shall at all reasonable times exhibit his or her books and accounts to the Commission or any member thereof when so requested. The Treasurer shall perform all acts incidental to the position of Treasurer fixed by the bylaws and as assigned from time to time by the Commission. The Treasurer shall be bonded for the faithful discharge of his or her duties as Treasurer, the bond to be of such character, form and in such amount as the Commission may require.

Section 4. The Authority shall have the power to hire and determine the compensation of such employees and professional consultants as may be necessary or convenient for the Authority to carry out its functions under Act 31 of the Public Acts of the Extra Session of 1948; provided however that the Authority may not obligate the County of Wayne in such regard without the

express written approval of the Wayne County Board of Commissioners.

Section 5. The fiscal year shall begin on the first day of January and end on the thirty first day of December in each year.

Section 6. The Authority shall adopt a corporate seal.

Section 7. The Authority shall cause an annual audit of its business to be made and the result thereof shall be submitted to the Chief Executive Officer of Wayne County.

ARTICLE IV

AMENDMENT TO BY-LAWS

The Authority shall have the power to make, alter, amend or repeal the by-laws of the corporation by a majority vote at a regular or special meeting, provided that notice of intention to make, alter, amend or repeal the by-laws in whole or in part with written copies of the proposed changes have been given at the next preceding, regular or special meeting.

ARTICLE V

MANUAL OF PROCEDURE

Cushing's Manual of Parliamentary Practice shall govern the proceedings of the Authority in all matters not set forth in the by-laws.

doc id 14367/John C. Burchett/kim

1ST AMENDMENT

DETROIT-WAYNE COUNTY STADIUM AUTHORITY

BY-LAWS

On October 9, 1998 the Detroit/Wayne County Stadium Authority amended Article III, Section 5 of the Bylaws to read as follows:

Section 5. The fiscal year shall begin on the first day of October and end on the thirtieth day of September of the following year.