

BY-LAWS

WHEREAS, the Common Council of the City of Detroit has incorporated the City of Detroit Building Authority (the "Building Authority") pursuant to the provisions of Act 31, Public Acts of Michigan, 1948 (First Extra Session), as amended; and

WHEREAS, the Articles of Incorporation of the Building Authority require that certain bylaws and rules of procedure be adopted by the Commission of the Building Authority;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The following shall be the Bylaws of the Building Authority:

A. Regular meetings of the Commission of the Building Authority shall be held on the **third Friday of** each calendar month at 8:00 a.m. in the City-County Building, which said meetings may be adjourned by action of the Commission of the Building Authority from time to time to a definitely fixed place, date and time.

B. Special meetings of the Commission of the Building Authority shall be called by the Chairman of the Commission or by any two (2) members of the Commission.

Written notice of special meetings of the Commission shall be either (a) served personally on each member of the Commission or left at his or her usual place of employment or residence not less than twelve (12) hours prior to the time of the special meeting; (b) given personally by telephonic communication to each member of the Commission not less than twelve (12) hours prior to the time of the special meeting or (c) given by first class mail to each member of the Commission not less than seventy-two (72) hours prior to the time of the special meeting. In the event of notice

of a special meeting by telephonic communication with each member of the Commission, an affidavit shall be filed by the person giving notice of said special meeting to a Commissioner by telephonic communication, that notice was given to the Commissioner by such means. In the event of notice of special meeting on other than a regularly working day, notice pursuant to (a) above shall be served personally on each member of the Commission at his or her usual place of residence.

Public notice of all regular, special or rescheduled regular or special meetings of the Commission of the Building Authority shall be given pursuant to the applicable provisions of Act 267 of the Public Acts of 1976.

Any meeting at which all members of the Commission are present shall be a legal meeting for the conduct of business, notwithstanding the fact that it was not called in the manner set forth above and notwithstanding the fact that notice of the meeting was not given in the manner set forth above, provided, that notice of such meeting of the Building Authority was given in accordance with the provisions of Act 267 of the Public Acts of 1976.

Any action of the Commission of the Building Authority taken without notice to a Commissioner as hereinabove required shall be valid if such Commissioner not so notified at anytime before or after the action is taken submits a signed waiver of notice, and, if signed after the action was taken, also ratifies the action so taken.

C. A majority of the qualified membership of the Commission of the Building Authority shall constitute a quorum and all proceedings of the Commission shall require for favorable action vote of three members of the Commission.

D. The Commission shall keep a journal of its proceedings, which shall be signed by the Chairman and Secretary. Said journal shall show how each member voted and each member shall note upon all motions and resolutions unless he is disqualified from voting thereon by reason of any direct or indirect personal interest as defined by the State of Michigan Conflict of Interest Laws.

E. All checks of the Building Authority shall be executed by any two of the officers of the Commission of the Building Authority, one of which may be by facsimile. All bonds or other obligations of the Building Authority shall be executed by the Chairman and either the Secretary or Treasurer, one of which may be by facsimile. Interest coupons shall be executed by the Chairman and either the Secretary or Treasurer, both of which may be by facsimile.

F. The Treasurer shall make an annual report of the receipts and disbursements of the funds of the Building Authority at the regular meeting held on the third Friday of October of each year.

G. The Secretary of the Building Authority is hereby authorized and directed to obtain a seal for the Authority, which seal shall be the official seal of the Building Authority.

H. In case of the temporary absence or disability of any officer, the Commission may appoint some other member of the Commission to act temporarily in

his or her stead, except that in the case of the temporary absence or disability of the Chairman, the Secretary of the Commission shall act as Chairman.

I. The Commission by resolution may establish advisory committees for the purpose of assisting the Commission in the discharge of its duties. The resolution establishing an advisory committee shall state the names of the committee members, their terms of office and the committee's function.

Meetings of the Commission of the Building Authority shall be governed by Roberts Rules of Order if not inconsistent with the Articles of Incorporation of the Building Authority or its Bylaws.

K. The Authority, to the full extent permitted by law, at its expenses, shall indemnify and save harmless, of, from and against, any and all claims, damages, demands, expenses to include all attorney fees and legal costs, liabilities and losses any person made, or threatened to be made, a party to any pending, threatened or completed civil, criminal, administrative or arbitrate action, suit or proceeding and any appeal therein (and any injury or investigation which could lead to such action, suit or proceeding) by reason of the fact that he or she is or was a commissioner, officer or employee of the Authority, except in relation to matters as to which it shall be finally adjudged in such action, suit or proceeding that such person is liable for negligence or misconduct in the performance of his or her duties or acted in an unreasonable manner or not in good faith. Such right of indemnification shall inure to the benefit of the legal representative of such person in any such action.

IN WITNESS WHEREOF, the foregoing Restated Bylaws were adopted by the Commission of the City of Detroit Building Authority, Wayne County, Michigan, at a meeting duly held on the _____ day of _____, 1979.

Dated: _____

RESOLUTION APPROVING RESTATED BYLAWS

RESOLVED, That the Commission of the City of Detroit Building Authority ("Authority") hereby adopts the Restated Bylaws of the City of Detroit Building Authority (original Bylaws adopted _____), which Restated Bylaws restate and integrate and do not further amend the bylaws as theretofore amended.

February 15, 1980