BYLAWS OF THE
EIGHT MILE BOULEVARD ASSOCIATION, INC.
MICHIGAN DOMESTIC NONPROFIT CORPORATION

ARTICLE I

Section 1 The name of the Corporation shall be:

EIGHT MILE BOULEVARD ASSOCIATION, INC.

ARTICLE II

Section 2.1 The purpose of the Corporation shall be for the promotion of economic development and enhancement of Eight Mile Road between I-275 and I-94, in the State of Michigan. The Corporation will prepare plans, adopt policy and implement plans for public improvements along Eight Mile Road, and will encourage improvements to be undertaken by private property owners along Eight Mile Road.

The members of the Corporation share a common interest in promoting, advocating and facilitating the economic development, quality of life and positive image of the Eight Mile Road area.

Section 2.2 The activities of the Corporation will include the solicitation of grants, contributions and other property, the entering into contracts, the engagement of necessary personnel and services, and the transfer and investment of real and personal property as may be necessary to carry out the purposes of this Corporation.

ARTICLE III

Membership and Dues

Section 3.1 There shall be three (3) classes of membership in the Corporation: namely, Regular, Advisory and Contributing.

Section 3.2 Regular Membership: Any governmental entity (city/township or county) which borders 8 Mile Road between 1-275 and I-94, along with the Michigan Department of Transportation, may apply for Regular membership in the Corporation.

Regular Members, with the exception of the Michigan Department of Transportation shall pay annual dues based upon their respective percent of mileage (frontage on 8 Mile Road) unless otherwise determined in the annual budget and approved by the Governing Board.

Section 3.3 Advisory Membership: Advisory membership may be extended to any governmental or quasi-governmental agency or organization (such as, but not limited to, the following: Southeast Michigan Council of Governments, the Suburban Mobility Authority for Regional Transportation, the Detroit Department of Transportation, Michigan Department of Commerce, Michigan Department of Natural Resources, utility companies) which the Governing Board shall deem to have a legitimate interest in the Eight Mile Boulevard corridor and which can offer important input and considerations in the actions to be taken by the

Governing Board. Advisory membership must be approved by a majority vote of the Governing Board. Advisory Members may attend meetings of the Governing Board and the Planning Advisory Council and may participate in the discussion therein.

Advisory Members shall not pay membership dues and shall be nonvoting members.

Section 3.4 Contributing Members shall consist of such individuals or entities who shall have an interest in the enhancement, image and development of the Eight Mile Boulevard Corridor area. Contributing Members shall pay annual dues in such amount as shall be established from time to time by the Governing Board. Contributing Members shall be nonvoting members, except as provided in article IV.

Section 3.5 The Governing Board may establish prorated dues for Regular Members who join the Corporation alter the midpoint of the fiscal year.

Section 3.6 Any Regular Member which is in default in excess of one year in the payment of its dues hereunder, after notice of such default has been provided to such member and an opportunity to be heard, may be removed as a member of the Corporation upon a majority vote of the Governing Board.

ARTICLE IV

Governing Board

Section 4.1 The chief elected official, or such individual as designated by the chief elected official, of each Regular Member shall represent such Regular Member on the Governing Board.

Section 4.1a The Governing Board also may include up to 15 Contributing Members, who will serve for three-year terms. Contributing Members on the Governing Board shall be elected by a majority vote of the members of the Governing Board at any regular meeting. The Nominating Committee may propose Contributing Members for Governing Board membership at any regular meeting of the Governing Board. To preserve continuity, Contributing Members' terms shall be staggered and the total number of Contributing Members will not exceed that of the Regular Members. In the event that the total number of Contributing Members needs to be decreased, the last appointment to the Governing Board will be selected or voluntary resignation will be accepted.

Section 4.1b At its first meeting of calendar year 2001, the Governing Board shall elect three Contributing Members to serve a one-year term on the Governing Board, three Contributing Members to serve a two-year term on the Governing Board and three Contributing Members to serve a three-year term on the Governing Board. Election at that meeting to a one- or two-year term shall not prevent a Contributing Member from serving three subsequent consecutive three-year terms.

Section 4.1c Should a vacancy occur, a Contributing Member shall be appointed to serve the balance of the term. Being elected to fill such a vacancy shall not prevent a Contributing Member from serving three subsequent consecutive three-year terms.

Section 4.2 Except as otherwise provided herein, the business affairs of the Corporation shall be managed by the Governing Board. The Governing Board shall have general management and control of the business and affairs of the Corporation and shall exercise all of the powers that may be exercised or performed by the Corporation under the Statutes of the State of Michigan, the Articles of Incorporation or the corporate Bylaws.

Section 4.3 Each member on the Governing Board may, by written notice, appoint his/her alternate to represent the member when such member is unable to attend the meeting. Alternates shall have voting rights in the absence of the member.

Section 4.4 The Governing Board shall meet at least four times per year. Written notice of the time and place shall be mailed, emailed, or sent by facsimile to each member at least seven days prior to the date of a Governing Board meeting. All meetings of the Governing Board shall be held at such place or places as shall be determined by the Governing Board or at such place as shall be specified in the notice of such meeting. Reasonable efforts will be given to location selection for Governing Board meetings to accommodate handicap individuals.

Section 4.5 Voting privileges shall be extended to all Regular Members and all Contributing Members elected to the Governing Board, each of which shall have one vote, to be exercised by the individual identified in Sections 4.1 and 4.1a hereof. All decisions shall be determined by a majority vote of members present at any meeting at which a quorum is assembled unless specifically provided for elsewhere in these Bylaws; provided, however, that notwithstanding anything to the contrary contained in these Bylaws, in case less than a quorum shall be assembled at any meeting, action may nonetheless be taken upon any question which could be decided by a majority vote of members as above provided, if such action shall be supported by the same absolute number of member votes as would be required for action at a meeting at which a quorum is assembled; and provided further, that as to any question subject to a greater or different voting requirement, action may likewise be taken in such case if supported by the same absolute number of member votes as would be required for action at a meeting at which a quorum is assembled. All votes shall be taken under the system of one member one vote unless a member on the minority side calls for a weighted vote. In weighted voting, regular members shall have one vote for each one-tenth of a mile of frontage on 8 Mile Road. Therefore Farmington Hills shall have 55 votes; Farmington 4; Southfield 60; Oak Park 15; Royal Oak Township 10; Ferndale 21; Hazel Park 13; Warren 57; Eastpointe 20; Livonia 59; Redford Township 15; Detroit 176; Harper Woods 5; Macomb County 77; Oakland County 178, and Wayne County 255. Contributing Members and MDOT shall each have 3 votes in weighted voting.

Section 4.7 The Governing Board shall at the first meeting of each calendar year elect a chairperson, vice chairperson, secretary-treasurer, and one trustee at large. The annual election of the officers shall be determined by majority vote. The Administrative Committee Chairperson will serve on the Executive Committee in an unelected capacity.

Section 4.6 The Governing Board shall have the responsibility to approve an annual budget, all plans and policies and all contracts.

ARTICLE V

Officers

Section 5.1 The Chairperson shall preside at all meetings of the Governing Board, shall sign and execute all authorized bonds, and approves contracts, and other obligations in the name of the Corporation for the Executive Director to sign when so authorized by the Board and shall do such other things as shall be necessary to the performance of the duties of this office or as may be designated by the Governing Board.

Section 5.2 The Vice Chairperson shall assume the duties and authority of the Chairperson in his/her absence or incapacity.

Section 5.3 The Secretary-Treasurer shall attend all meetings of the Governing Board.

The Secretary-Treasurer shall render to the Governing Board at the regular meeting of the Board, and whenever requested by them, an account of the financial condition of the Corporation.

Section 5.4 In the event of a vacancy in the office of Chairperson, Vice Chairperson, Secretary-Treasurer, or the one director at large position, the Governing Board shall fill the vacancy, by majority vote, at the next regular meeting of the Governing Board.

ARTICLE VI

Executive Committee

Section 6.1 The Executive Committee is hereby established. The Executive Committee shall meet as needed and consist of the Chairperson, Vice Chairperson, Secretary-Treasurer, one trustee elected at large, and the Administrative Committee Chairperson. The Executive Committee shall have the authority to approve budgeted expenditures and contracts up to an amount to be determined from time to time by Board resolution; to modify budget allocations so long as the funding for any work plan program is not reduced or increased by more than 10 percent and to interpret Board policies and speak on behalf of the corporation. The Executive Committee shall submit minutes of its proceedings at each meeting to the Governing Board at the next succeeding meeting of the Board. Any action by the Executive Committee shall be subject to an override vote by a majority vote of the Governing Board.

ARTICLE VII

Planning Advisory Council

Section 7.1 The Planning Advisory Council is hereby established. The Planning Advisory Council shall be a technical committee that consults with and advises the Governing Board on technical plans and policies and may perform such other duties as may be requested by the Governing Board.

Section 7.2 Regular Members and Advisory Members, shall be entitled representation on the Planning Advisory Council.

Section 7.3 The Planning Advisory Council shall meet as needed.

ARTICLE VIII

General provisions

Section 8.1 No part of the net earnings or dues of the Corporation shall go to the benefit of or be distributable to, any members of the corporation. The Governing Board may approve distribution of net earnings of the Corporation as staff incentive.

Section 8.2 Upon the dissolution of the Corporation, the Governing Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in a manner consistent with the Articles of Incorporation and the purpose of the Corporation.

Section 8.3 The Governing Board may engage the services of a staff for such period and under such terms as it shall determine. The duties of the staff shall be as established by the Governing Board.

Section 8.4 The Governing Board may borrow such money and issue such promissory notes to further Corporation programs/plans and purposes as are prudent and lawful under the Statutes of the State of Michigan. and the Articles of Incorporation.

Section 8.3 The Governing Board may (on behalf of the Corporation) accept gifts and or contributions for advancement of its programs and purposes. Such funds or materials shall be used in accordance with policies and procedures adopted by the Governing Board.

Section 8.6 The Chairperson of the Governing Board may designate, from time to time, other committees to assist the Board in achieving its purposes hereunder.

Section 8.7 The Governing Board may sponsor or co-sponsor such programs or activities with another organization, business or person as it feels may benefit the Corporation.

Section 8.8 The Governing Board shall have the power to purchase, accept, acquire, mortgage, and dispose of real and personal property, and to obtain, invest, and retain funds, in advancing the purposes of the Corporation. The title to all property, funds, and other assets of the Corporation shall at all times be vested in the Governing Board of this Corporation in trust for the joint use of the membership, but no member shall have any severable proprietary right, title or interest therein.

Section 8.9 The Governing Board shall have the power to do any lawful acts or things reasonably necessary or desirable for carrying out the Corporation's purposes, and for protecting the lawful rights and interests of its members in connection therewith.

Section 8.10 The fiscal year of the Corporation shall be July 1 to June 30. Members of the Governing Board shall serve without compensation or salary.

Section 8.11 A majority of Regular Members shall constitute a quorum for the purpose of doing business, except as provided for in Section 4.5.

Section 8.12 The current edition of Roberts Rules of Order (revised) shall apply to meetings of the Governing Board, and all committees, to the extent that such rules are not inconsistent with these Bylaws and with the rules and policies expressly established by the Governing Board.

ARTICLE IX

Amendments

Section 9.1 These Bylaws may be amended by an affirmative vote of two thirds of the Governing Board following general notice of proposed changes to all member. Such notice shall indicate the date, time, and place of the meeting of the Governing Board, issues to be decided and where written comments may be submitted and by what date. The notice shall be provided by mail directed to the individual identified in Section 4.1 hereof.

ARTICLE X

Indemnification of Corporate Agents

Section 10.1 Proceedings Against Corporate Agents. The Corporation shall have power to indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a board member, officer, employee, or agent of the corporation.

The indemnification shall be against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit, or proceeding. The Corporation shall have the power to indemnify the board member officer, employee, or agent of the Corporation, only if (s)he acted in good faith and in a manner (s)he reasonably believed to be In or not opposed to the best interests of the Corporation or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

Section 10.2 Proceedings by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a board member, officer, employee or agent of the Corporation. The indemnification shall be against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit. The Corporation shall indemnify any person only if that person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation or its members. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper

Section 10.3 Corporate Agent Successful In Proceeding. To the extent that a board member, officer, employee, or agent of a Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding, referred to above, or in defense of any claim, issue, or matter therein, that person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred.

Section 10.4 Expenses Payable in Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized in the Michigan Nonprofit Corporation Act, upon receipt of an undertaking by or on behalf of the board member, officer, employee, or agent to repay such amount, if it is ultimately determined that the person is not entitled to be indemnified by the Corporation.

Section 10.5 Rights not Exclusive. Further provisions may be made to indemnify directors or officers in any action, suit, or proceeding, whether contained in the articles, bylaws, a resolution of the Governing Board, an agreement or otherwise, so long as such provisions are not in conflict with the Michigan Nonprofit Corporation Act. Moreover, the indemnification provided herein continues as to a person who has ceased to be a board member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 10.6 Liability Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a board member, officer, employee, or agent of the Corporation against any liability asserted against that person and incurred by that person in such capacity or arising out of that person's status as such, whether or not the Corporation would have power to indemnify that person against liability pursuant to the Michigan Nonprofit Corporation Act

ARTICLE XI

Amendment of Articles

Section 11.1 The Corporation may amend its articles of incorporation if the amendment contains only such provisions as might lawfully be contained in the original articles of incorporation filed at the time when the amendment is approved.

Section 11.2 Amendments of the articles of incorporation shall be approved by the Governing Board. Notice of a meeting, setting forth the proposed amendment or a summary of the changes to be effected thereby, shall be given to each member of the Governing Board not less than five (5) days before the date of the meeting on which such proposed amendments are to be discussed. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the members of the Governing Board.

ARTICLE XII

Nominating Committee

Section 12.1 The Nominating Committee is hereby established. The nominating committee will identify, review and recommend Contributing Members for service on the

Governing Board, based on criteria which the Governing Board may from time to time establish. The Nominating Committee will present a slate of officers for election at the first regular Governing Board meeting of each calendar year.

Section 12.2 Members of the Nominating Committee will be elected at the first Governing Board meeting of each calendar year, except the nominating committee first elected after the adoption of this article XII, and will serve for a one-year term. The nominating committee first elected after the adoption of this article XII will be elected at the governing board meeting at which this article is first adopted, and will serve until the first governing board meeting of calendar year 1997. The nominating Committee will consist of all Governing Board members who wish to serve and who so notify the board in writing within two weeks of, and/or in person at the governing board meeting at which the nominating committee is elected.

ARTICLE XIII

Administrative Committee

Section 13.1 The Administrative Committee is hereby established. The Administrative Committee meets with the Executive Director every quarter (one month prior to each Governing Board meeting) on administrative activities including, but not limited to, review of financial plans and reports, review and approval of grant requests and activities, advice on office management and personnel policies and procedures, and initiation of strategic planning.

Adopted 3/29/93
Revised 4/26/93
Revised 11/29/93
Revised 5/5/94
Revised 10/29/96
Revised 12/19/96
Revised 1/10/01
Revised 4/06/05
Revised 10/4/06
Revised 04/04/07
Revised 01/07/09

Certified by _____
Lykesha Moore, Secretary-Treasurer

Date _____

From: "Tami Salisbury" <tami@eightmile.org>
To: <hayese@detroitmi.gov>
CC: <fordna@detroitmi.gov>, "Sommer Woods" <WoodsS@detroitmi.gov>
Date: 8/9/2012 3:33 PM
Subject: Appointment of Nate Ford as Mayor Dave Bing's Representative on 8MBA Board of Directors
Attachments: 8MBA Bylaws.pdf; Alternate Designation.pdf

Hi Eunice:

As we discussed, I have attached the Eight Mile Boulevard Association (8MBA) Bylaws as well as the Alternate Designation Form. Mr. Nate Ford (cc'ed) has agreed to replace Sommer Woods as Mayor Bing's alternate on the 8MBA Board of Directors. Please feel free to call me if you have any questions.

Best regards,

Tami Salisbury

Executive Director

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