DOWNTOWN DETROIT BUSINESS IMPROVEMENT ZONE
BOARD OF DIRECTORS

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RESOLUTION 2022-11
Amended and Restated (as of October 25, 2022)
Bylaws of the
Downtown Detroit Business Improvement Zone

ARTICLE 1
PURPOSE AND DEFINITIONS

1.1. **Purpose**. The Downtown Detroit Business Improvement Zone ("**Zone**") is organized as a Michigan business improvement zone under Chapter 2 of 1961 PA 120, as amended, MCL 125.990 to 125.990n ("**Act**"). The purpose of the Zone is described in the Act and the Zone Plan developed and adopted for the Zone.

1.2. **Definitions**. Unless otherwise stated, all of the terms used in these bylaws have the meaning defined in the Act and the Zone Plan.

ARTICLE 2
OFFICES

2.1. **Principal Office**. The principal office of the Zone is 1000 Woodward Avenue, Suite 380 Detroit, MI 48226. The principal office shall be the registered office of the Zone and the registered agent of the Zone shall be its secretary, unless another individual is designated as the resident agent of the Zone by the board of directors.

2.2. **Other Offices**. The Zone may establish and maintain offices authorized by the board of directors at such other places as the board of directors may designate or as the business of the Zone may require.

ARTICLE 3
BOARD OF DIRECTORS

3.1. **Terms**. Members of the board of directors shall be appointed for terms as provided in the Zone Plan. After the expiration of the initial terms, members of the board of directors shall be appointed for terms of 3 years. Members of the board are eligible for reappointment. A member of the board of directors may continue to serve after the expiration of the member's term until a successor is appointed and qualified. The secretary shall notify the board of directors of the expiration of a member's term at least 90 days before the expiration of the term.

3.2. **Vacancies**. (a) A position on the board of directors becomes vacant upon any of the following events occurring prior to the appointment of a successor by the appointing authority for the member:

(1) the expiration of the member's term;
(2) the death of the member;
(3) the resignation of the member;
(4) the removal of the member from office;
(5) the member ceasing to be an inhabitant of the state of Michigan;
(6) the member's conviction of any infamous crime or of any offense involving a violation of the member's oath of office;
(7) the decision of a competent tribunal declaring the member's appointment void; or
(8) the refusal or neglect of the member to take the oath of office.

(b) The secretary shall notify the members of the board of directors of a vacancy on the board of directors.

3.3. **Nominations.** (a) The executive committee created under section 5.5 may nominate individuals for appointment to the board of directors in the event of a vacancy on the board of directors other than the position nominated by the mayor of the city of Detroit. An individual need not be nominated by the executive committee to be appointed by the board of directors to fill a vacancy on the board of directors.

(b) A member of the board of directors or a group of two to seven members of the board of directors may recommend to the executive committee and the board of directors an individual for appointment to the board of directors in the event of a vacancy on the board of directors other than a vacancy in the position nominated by the mayor of the city of Detroit by notifying the secretary of the recommendation. The secretary shall notify the executive committee and the board of directors of a recommendation received under this section 3.3(b).

3.4. **Filling Vacancies**. A vacancy on the board of directors other than a vacancy in the position nominated by the mayor of the city of Detroit shall be filled by the board of directors in a manner consistent with these bylaws. A vacancy on the board of directors in the position nominated by the mayor of the city of Detroit is subject to confirmation as provided under MCL 125.990g. A vacancy arising before the expiration of a term shall be filled for the remainder of the term in the same manner as the original appointment.

3.5. **Resignation**. A member of the board of directors may resign by providing written notice to the secretary. The secretary shall notify the board of directors of a resignation of a member of the board of directors.

3.6. **Removal**. The board of directors, by an affirmative vote of the majority of the members of the board of directors serving at the time of the vote, may remove a member of the board of directors.

3.7. **Contact Information**. Each member of the board of directors shall register the member's mailing address, e-mail address, and telephone number with the secretary and notify the secretary of any change in the member's mailing address, e-mail address, or telephone number.

3.8. **Functions and Responsibilities**. (a) The board of directors shall exercise the functions and responsibilities of the board of directors under the Act, other applicable law, the Zone Plan, and these bylaws.

(b) Each year, the board of directors shall certify annual assessment calculations to the city of Detroit.

3.9. **Regular Meetings**. The board of directors shall hold regular meetings not less than quarterly at the times, dates, and places within the city of Detroit determined by the board.

3.10. **Special Meetings**. A special meeting of the board of directors may be called by the chairperson or any seven members of the board of directors. The Chairperson or members of the board of directors calling the special meeting shall fix the time, date, and place within the city of Detroit for the special meeting.

3.11. **Annual Meeting**. Each calendar year, the board of directors shall schedule and hold an annual meeting of Property Owners within the Zone Area. The annual meeting may be held at a regular or special meeting of the board of directors

3.12. **Open Meetings.** The board of directors shall comply with the Open Meetings Act, 1976 PA 267, as amended, MCL 15.261 to 15.273. Public notice of the time, date, and place of board of directors meetings shall be given in the manner required by the Open Meetings Act.

3.13. **Notice to Board.** In addition to notice requirements under the Open Meetings Act, notice of any meeting of the board of directors stating the time, date, place, and purpose of the meeting shall be given to each member of the board of directors by: (1) mailing a written notice of the meeting to the address designated by a member of the board of directors at least three days before the meeting; (2) personally delivering written notice of the meeting to a member of the board of directors at least two days before the meeting; (3) verbally notifying a member of the board of directors of meeting at least two days before the meeting in person, by telephone, or by electronic means of verbal communication; or (4) electronically transmitting notice of the meeting to a member at least two days before the meeting by electronic mail or other form of electronic communication directed to the e-mail address designated by the member of the board of directors. A member of the board of directors may waive notice of any meeting by written or electronically-transmitted statement sent by the member of the board of directors and signed before or after the meeting of the board of directors. The attendance of a member of the board of directors at a board of directors meeting constitutes a waiver of notice of the meeting.

3.14. **Quorum**. A majority of the members of the board of directors serving on the board of directors constitutes a quorum for the transaction of the business of the board of directors.

3.15. **Voting**. The board of directors shall act at a meeting of the board of directors by a majority vote of each of the members of the board of directors serving at the time of the vote. Members of the board of directors may not engage in proxy or weighted voting.

3.16. **Participation by Electronic Communication**. Members of the board of directors may participate in meetings by electronic means of communication to the fullest extent permitted by law. Subject to any guidelines and procedures adopted by the board of directors, members of the board of directors not physically present at a meeting of the board of directors may participate in the meeting by means of simultaneous electronic communication, be considered present in person for all relevant purposes, and may vote at the meeting.

3.17. **Public Comment Policy.** (a) All members of the public will be afforded the opportunity to address the board of directors at a meeting of the board of directors on matters

related to the business of the Zone during the public comment time on the agenda for the meeting.

(b) Members of the public wanting to address the board of directors must first state their name and address by including that information on a public comment card submitted to the secretary.

(c) The comment time for each member of the public is limited to three minutes.

(d) Members of the public submitting written comments to the board of directors must provide their name, address, and signature on a submitted document.

3.18. **Rules of Order**. Unless inconsistent with these bylaws, the rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the board of directors in all applicable matters.

3.19. **Expenses**. Members of the board of directors may be reimbursed by the Zone for their actual and necessary expenses incurred in the performance of their official duties as members of the board of directors only pursuant to an expense policy adopted by the board of directors.

ARTICLE 4
OFFICERS

4.1. **Officers**. Selected members of the board of directors shall serve as officers in the following positions: chairperson, vice-chairperson, secretary, and treasurer. The board of directors may elect a member of the board of directors as an assistant secretary, assistant treasurer, or other officer of the Zone. An officer elected under this article shall be elected to a one-year term as an officer and is eligible for reelection after the expiration of a term. A vacancy in an officer position caused other than by the expiration of a term shall be filled for the balance of the term. The secretary shall notify the board of directors of a vacancy in the position of chairperson, vice-chairperson, secretary, treasurer, assistant secretary, assistant treasurer, or other officer of the Zone.

4.2. **Chairperson**. (a) The board of directors shall elect from among the members of the board of directors a chairperson. The chairperson shall hold office until the expiration of the chairperson's term, but may resign as chairperson by written notice to the secretary. The chairperson shall preside over meetings of the board of directors. The chairperson shall serve as a member of the executive committee created under section 5.5.

(b) The chairperson shall serve as the chief administrative officer of the Zone, including for both of the following purposes:

(1) the Uniform Budgeting and Account Act, 1968 PA 2, as amended, MCL 141.421 to 141.440a;

(2) the Freedom of Information Act, 1976 PA 442, as amended, MCL 15.231 to 15.246 ("**FOIA**"), including as FOIA coordinator for the Zone.

4.3. **Vice-Chairperson.** The board of directors shall elect from among the members of the board of directors a vice-chairperson. The vice-chairperson shall hold office until the expiration of the vice-chairperson's term, but may resign as vice-chairperson by written notice to the secretary. If the chairperson is absent, the vice-chairperson shall preside over meetings of the board of directors. If the office of chairperson is vacant, the vice-chairperson shall be the acting chairperson of the board of directors. The vice-chairperson shall serve as a member of the executive committee created under section 5.5.

4.4. **Secretary**. The board of directors shall elect from among the members of the board of directors a secretary. The chairperson shall hold office until the expiration of the chairperson's term, but may resign as chairperson by written notice to the chairperson. The secretary shall do all of the following:

(1) keep the minutes of the meetings of the board of directors and the executive committee created under section 5.5;
(2) see that all notices, including notices of vacancies and recommendations of individuals to fill vacancies, are given under these bylaws and applicable law;
(3) keep a register of the mailing address, phone number, and e-mail address of each member of the board of directors;
(4) serve as a member of the executive committee created under section 5.5; and
(5) perform all other duties incident to the office of secretary and other duties assigned by the board of directors.

4.5. **Treasurer**. The board of directors shall elect from among the members of the board of directors a treasurer. The treasurer shall hold office while a member of the board of directors and until a successor is appointed and qualified. The treasurer may resign as treasurer by written notice to the secretary. The treasurer shall do all of the following:

(1) have charge and custody over the funds and any securities of the Zone;
(2) maintain the financial records of the Zone, including records of receipts and disbursements;
(3) deposit funds and securities received by the Zone in depositories authorized by the board of directors;
(4) serve as a member of the executive committee created under section 5.5; and
(5) perform all other duties incident to the office of treasurer and other duties assigned by the board of directors.

4.6. **Assistance for Secretary and Treasurer**. Zone personnel shall assist the secretary and the treasurer in the performance of their duties. The board of directors may delegate a specific duty or authority of the secretary or the treasurer to another officer of the Zone. The board of directors may contract with another person or entity to assist the secretary and treasurer in performing the duties of their offices.

ARTICLE 5
COMMITTEES

5.1. **Establishment**. In addition to the executive committee established under section 5.5, the board of directors may by resolution establish other committees composed of members of the board of directors.

5.2. **Function**. A committee established by the board of directors under section 5.1 shall function in an advisory capacity to the board of directors and may consider matters referred by the board of directors. While a committee may recommend action by the board of

directors, the committee shall not determine whether items will or will not be referred for action by the board of directors.

5.3. **Meetings**. Except as provided in section 5.5, each committee shall elect from among the members of the committee a committee chairperson and a committee vice-chairperson. The committee chairperson shall preside over meetings of the committee. If the committee chairperson is absent, the vice-chairperson shall preside over meetings of the committee. A committee shall meet at the time, date, and place within the city of Detroit determined by the committee chairperson. Notice of meetings of a committee shall be provided to members of the committee in the same manner as notice for a meeting of the board of directors under section 3.13.

5.4 **Reports**. Each committee established by the board of directors shall report on its activities at each meeting of the board of directors.

5.5. **Executive Committee.** The board of directors may by resolution establish an executive committee consisting of the chairperson, the vice-chairperson, the secretary, the treasurer, and three other members of the board of directors elected by the board of directors to serve a 1-year term as a member of the executive committee. A member of the executive committee elected by the board of directors may resign as a member of the executive committee by written notice to the secretary. The chairperson shall preside over meetings of the executive committee. If the chairperson is absent, the vice-chairperson shall preside over meetings of the executive committee. The executive committee shall function in an advisory capacity to the board of directors, may consider matters referred by the board of directors, nominate individuals for appointment to the board of directors, consider recommendations of individuals to fill vacancies on the board of directors, and make other recommendations to the board of directors relating to the functions and responsibilities of the Zone. While the executive committee may recommend action by the board of directors, the executive committee shall not determine whether items will or will not be referred for action by the board of directors.

ARTICLE 6
CONTRACTS, FUNDS, AND GIFTS

6.1. **Contracts**. The board of directors may authorize any officer or agent to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged on behalf of the Zone, consistent with these bylaws and applicable law. When the board of directors authorizes the execution of a contract or of any other instrument on behalf of the Zone without specifying the executing officer or agent, the chairperson may execute the contract or instrument.

6.2. **Loans**. No loans shall be contracted on behalf of the Zone and no evidences of indebtedness shall be issued in the name of the Zone unless authorized by a resolution of the board of directors.

6.3. **Checks, Drafts, and Orders**. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Zone shall be signed by the treasurer or the chairperson.

6.4. **Deposits**. All funds of the Zone not otherwise employed shall be deposited to the credit of the Zone in a bank, trust company, or other depository as authorized by the board of directors and consistent with any investment policy adopted by the board of directors, if the

bank, trust company, or other depository is eligible to be a depository for public moneys under 1932 (1st Ex Sess) PA 48, as amended, MCL 129.11 to 129.15.

6.5. **Investments**. The Zone may deposit or invest any of its money in a manner consistent with requirements applicable to a school district under Section 1223 of the Revised School Code, 1976 PA 451, as amended, MCL 380.1223, consistent with an investment policy adopted by the board of directors.

6.6. **Gifts**. (a) For the purposes of the Zone or the Zone Plan, the chairperson is authorized, on behalf of the Zone to do both of the following:

(1) accept gifts, grants, assistance funds, or other contributions to the Zone;

(2) apply for, execute documents on behalf of the Zone, and take other action necessary to obtain grants, assistance funds, or other contributions payable to the Zone;

(b) The chairperson shall report gifts, grants, assistance funds, or contributions accepted on behalf of the Zone to the board of directors.

6.7. **Fiscal Year**. The fiscal year of the Zone shall begin on July 1 of a calendar year and end on June 30 of the next calendar year.

ARTICLE 7
LEGAL REPRESENTATION AND INSURANCE

7.1. **Legal Representation**. (a) If the validity of the Zone or an action or activity within the scope of the Act or the Zone Plan is challenged in a legal proceeding where a member of the board of directors or another officer of the Zone ("**Protected Person**") is named as a defendant, to the fullest extent permitted by law and from funds lawfully available to the Zone, the cost of legal representation of the Protected Person is the responsibility of the Zone, not the Protected Person.

(b) The Zone, to the fullest extent permitted by law and from funds lawfully available to the Zone, will reimburse a Protected Person for costs incurred by the Protected Person, including attorney fees and settlement costs, resulting from any legal challenge or proceeding related to the implementation of the Act or the Zone Plan.

(c) A Protected Person may request that the Zone defend the Protected Person in a proceeding relating to the activities or omissions of the Protected Person under the Act or the Zone Plan and the Zone will assume the defense of the Protected Person at the Zone's own reasonable cost, to the fullest extent permitted by law and from funds lawfully available to the Zone unless a conflict under applicable law or rules prohibits the Zone from defending the Protected Person, in which case the Protected Person may retain counsel and the Zone is responsible for the reasonable costs of representing the Protected Person to the fullest extent permitted by law and from funds lawfully available to the Zone.

(d) If a Protected Person retains counsel and the Zone is responsible for the reasonable costs of representing the Protected Person in connection with a legal proceeding, the Protected Person will be defended by counsel as each Protected Person determines and the Zone will pay all reasonable and necessary costs of the defense, including reasonable counsel fees, to the fullest extent permitted by law and from funds lawfully available to the Zone.

7.2. **Insurance**. (a) The board of directors may authorize the purchase and maintenance of insurance on behalf of any individual who is, or was, a member of the board of directors, officers, employee, or agent of the Zone, or is, or was, serving at the request of the Zone as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, authority, intergovernmental entity, or other enterprise against any liability asserted against the individual and incurred by the individual, in any capacity or arising out of the individual's status.

(b) The board of directors may authorize the purchase and maintenance of liability insurance on behalf of the Zone.

ARTICLE 8
AMENDMENTS

8.1. **Amendments.** These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the affirmative vote of a majority of the board of directors at any regular meeting of the board of directors. These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the affirmative vote of the board of directors at any special meeting of the board of directors, if a notice setting forth the terms of the bylaws proposal has been given in accordance with the notice requirements for special meetings.

Secretary's Certification:

I certify that these amended and restated bylaws were duly adopted by the board of directors of the Downtown Detroit Business Improvement Zone at a properly-noticed open meeting held with a quorum present on October 25, 2022.



By: _____
Michael McLauchlan
Secretary