

DOWNTOWN DEVELOPMENT AUTHORITY
CHARTER TOWNSHIP OF SCIO

BYLAWS

ARTICLE I

BOARD OF DIRECTORS

Section 1. The business and property of the authority shall be managed and directed by the board of directors of the authority, the members of which shall serve for four (4) year terms from the date of their respective appointment except as provided for in the ordinance creating the authority.

Section 2. The fiscal year of the authority shall begin on January 1st of each year and end on the next succeeding December 31. The board of directors of the authority annually at its first regular meeting in the Charter Township of Scio, Michigan (the "Township") shall elect one of its members as chairperson and one of its members as deputy chairperson. The officers so elected shall serve a term of one (1) year or any part thereof as may be determined, and until a successor is designated. No term of office created under this section shall extend beyond the term of the member designated.

Section 3. The board of directors of the authority may employ and fix the compensation of a director, subject to the approval of the Township Board. The director shall not be a member of the board of directors of the authority.

The board of directors of the authority may employ and fix the compensation of a secretary and treasurer, who need not be members of the board. The director, secretary and treasurer shall serve at the pleasure of the board of directors of the authority for no definite term of office. The board of directors of the authority may retain legal counsel to advise the board of directors of the authority in the proper performance of its duties. The legal counsel shall represent the authority in actions brought by or against the authority.

Section 4. The board of directors of the authority may exercise all powers provided by Act 197, Public Acts of Michigan, 1975, as amended, or otherwise by law including those bestowed by the ordinance establishing the authority.

Section 5. The board of directors of the authority shall have the power to engage and employ such manual, clerical, technical, financial and professional assistants as in its judgment may be necessary and are incidental to carrying out the purposes of the authority.

Section 6. The board of directors of the authority may adopt an official seal.

Section 7. The board of directors of the authority shall cause an annual audit of its business to be made and the result thereof shall be submitted to the Township Board.

ARTICLE II

MEETINGS

Section 1. Meetings of the board of directors of the authority shall be held in accordance with the provisions of the Michigan Open Meetings Act, being Act 267 of the Public Acts of Michigan, 1976, as amended and shall be held in the Township.

Section 2. Regular meetings of the board shall be held at 8 o'clock p.m., on the Thursday preceding the third Tuesday of each month.

Section 3. Special meetings shall be held whenever called by direction of the chairperson, the director, or any two (2) members of the board of directors of the authority on two (2) days written notice of the time and place of meeting. A waiver of notice in writing signed by a member entitled to such notice, whether before or after the time of the meeting, shall be deemed the equivalent of the giving of such notice.

Section 4. Five (5) members of the board of directors of the authority shall constitute a quorum. A majority vote of those present shall be necessary for the transaction of any and all business or the passage of any resolution.

Section 5. At meetings of the board of directors of the authority, business shall be transacted in such order as

from time to time the board of directors of the authority may determine.

ARTICLE III

OFFICIALS

Section 1. The chairperson shall preside at meetings of the board of directors of the authority and shall do and perform such other duties as may be from time to time assigned by the board of directors of the authority. The deputy chairperson shall perform the duties of the chairperson in the chairman's absence and such other duties as shall from time to time be assigned by the board of directors of the authority.

Section 2. (1) The Director shall be the chief executive officer of the authority. Before entering upon the duties of his office, the Director shall take and subscribe to the constitutional oath, and furnish bond, by posting a bond in the penal sum determined in the ordinance establishing the authority payable to the authority for use and benefit of the authority, approved by the board of directors of the authority, and filed with the municipal clerk. The premium on the bond shall be deemed an operating expense of the authority, payable from funds available to the authority for expenses of operation. Subject to the approval of the board of directors of the authority, the Director shall supervise, and be responsible for, the

preparation of plans and the performance of the functions of the authority in the manner authorized by law. The Director shall attend the meetings of the board of directors of the authority, and shall render to the board of directors of the authority and to the Township Board a regular report covering the activities and financial condition of the authority. If the Director is absent or disabled, the board of directors of the authority may designate a qualified person as Acting Director to perform the duties of the office. Before entering upon the duties of the office, the Acting Director shall take and subscribe to the oath, and furnish bond, as required of the Director. The Director shall furnish the board of directors of the authority with information or reports governing the operation of the authority as the board of directors of the authority may require from time to time.

(2) The Director annually shall prepare and submit for the approval of the board of directors of the authority a budget for the operation of the authority for the ensuing fiscal year. The budget shall be prepared in the manner and contain the information required of municipal departments. Before the budget may be adopted by the board of directors of the authority, it shall be approved by the Township Board. Funds of the Township shall not be included in the budget of the authority except those funds authorized by law and by the Township Board.

Section 3. The secretary shall maintain custody of the official seal and of records, books, documents, or other papers of the authority not required to be maintained by the treasurer. The secretary shall attend meetings of the board of directors of the authority and keep a record of its proceedings, and shall perform such other duties delegated by the board of directors of the authority.

Section 4. The treasurer shall keep the financial records of the authority and, together with the Director, shall approve all vouchers for the expenditure of funds of the authority. The treasurer shall perform such other duties as may be delegated by the board of directors of the authority and shall furnish bond in an amount as prescribed by the board of directors of the authority.

Section 5. All checks shall be signed by the treasurer and countersigned by either the chairperson or the secretary, except as otherwise provided by the board of directors of the authority.

ARTICLE IV

BYLAWS

Section 1. The board of directors of the authority shall have power to make, alter or amend the bylaws in whole or in part, upon the affirmative vote of a majority of the members of the board of directors of the authority to be effective upon approval of the Township Board. Written

copies of the proposed changes shall be delivered to the board of directors of the authority prior to submission for approval at the next preceding regular or special meeting of the board of directors of the authority.

Section 2. These bylaws shall become effective upon approval of the Township Board of the Charter Township of Scio. Until such approval the bylaws shall be temporary bylaws for the authority.

Adopted May 16, 1988

Secretary

Approved by the Township Board
of the Charter Township of Scio
on May 20, 1988

Township Clerk

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Ordinance No. ____

Amending the Articles of Incorporation of the
Downtown Development Authority
of the Charter Township of Scio

WHEREAS, the Charter Township of Scio Downtown Development Authority (the "Authority") was established pursuant to Ordinance 88-1 adopted by the Township Board of the Charter Township of Scio (the "Township") on April 11, 1988; and

WHEREAS, the Articles of Incorporation for the Downtown Development Authority established a Board of Directors consisting of nine members; and

WHEREAS, the Board of Directors of the Authority have recommended to the Township that the Township increase the Board membership to 11 members and appoint as the two additional members representatives from the Ann Arbor Public Schools District and the Dexter Public Schools District recommended by the Superintendent of the Schools of each of those districts;

NOW THEREFORE, the Charter Township of Scio ordains:

1. Amendment of Section 7 of Ordinance No. 88-1.

Section 7 of Ordinance No. 88-1 shall be amended in its entirety to provide as follows:

Section 7. Board of Directors. The Authority shall be under the supervision and control of the Board. The Board shall consist of the Chief Executive Officer and ten members. Members shall be appointed by

the Chief Executive Officer, subject to approval by the Township Board. Not less than a majority of the members shall be persons having an interest in property located in the Downtown District. Not less than 1 of the members shall be a resident of the Downtown District, if the Downtown District has 100 or more persons residing within it. Members shall be appointed to serve for a term of four years, except that of the members first appointed, an equal number, as near as is practicable, shall be appointed for terms of 1 year, 2 years, 3 years, and 4 years. A member shall hold office until the member's successor is appointed and qualified. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office. An appointment to fill a vacancy shall be made by the Chief Executive Officer for the unexpired term only. Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses. The chairperson of the Board shall be elected by the Board. The Board shall adopt Bylaws governing its procedures subject to the approval of the Township Board. In the event that the Board determines to employ a Director of the authority, such Director shall furnish a bond in the penal sum of Ten Thousand Dollars (\$10,000) payable to the authority for use and benefit of the authority and shall file the same with the Clerk of the Township.

Section 2. Repealer. All other portions of Ordinance 88-1 shall remain in full force and effect. All other ordinance and parts of ordinances in conflict herewith are hereby repealed.

Section 3. Publication, Recording and Filing. This Ordinance shall be published once after its adoption in full in the Ann Arbor News, a newspaper for general circulation of the Charter Township of Scio and the Township Clerk shall file a certified copy of the Ordinance with the Michigan Secretary of State promptly after its adoption.

Section 4. Effective Date. This Ordinance shall take effect immediately upon its publication.

CERTIFICATES

I hereby certify that the foregoing is a true and complete copy of Ordinance No. _____, duly adopted by the Board of Supervisors of the Charter Township of Scio, County of Washtenaw, State of Michigan, at a _____ meeting held on _____, 1988, and that said meeting was conducted and public notice of said meeting was given pursuant to and in full compliance with the Open Meetings Act, being Act 267, Public Acts of Michigan, 1976, as amended, and that the minutes of said meeting were kept and will be or have been made available as required by said Act.

I further certify that the following Members were present at said meeting _____
_____ and that the following Members were absent _____.

I further certify that Member _____ moved adoption of said Ordinance and that Member _____ supported said motion.

I further certify that the following Members voted for adoption of said Ordinance _____
_____ and that the following Members voted against adoption of said Ordinance _____.

Township Clerk

I hereby certify that the foregoing ordinance received legal publication in the _____ on _____, and that a certified copy of the foregoing ordinance was filed with the Michigan Secretary of State on _____, 19__.

Township Clerk