

BY-LAWS

OF

THE DOWNTOWN DEVELOPMENT AUTHORITY OF THE CITY OF GREENVILLE

*An Authority and Public Body Corporate
formed pursuant to Part 2, Public Act No. 57 of the Michigan Public Acts of 2018, as
amended and Chapter 14, Article II of the City of Greenville Code of Ordinances, as amended.*

ARTICLE I - Name

The Name of this corporation is the Downtown Development Authority of the City of Greenville.

ARTICLE II – Public Authority

The authority is a Downtown Development Authority incorporated pursuant to Act 197, Public Acts of Michigan, 1975, as amended now recodified as Public Act No. 57 of the Michigan Public Acts of 2018 (the "Act"). Any net earnings of the authority beyond that necessary for the retirement of indebtedness or to implement the public purposes or program or the City of Greenville may not inure to the benefit of a person other than the City of Greenville and, upon dissolution of the authority shall belong to the City. Upon dissolution of the authority title of all property owned by the authority, subject to existing rights in other parties, shall vest in the City of Greenville.

ARTICLE III – Offices

Section 1. Registered Office

The initial registered office of the authority is the Greenville City Hall, 411 South Lafayette, City of Greenville, Montcalm County, Michigan.

Section 2. Principal Office

The authority shall have its principal office at the location of the Registered Office, and it may also maintain offices at such other place or places as the board may from time to time designate.

Article IV – Purpose

The authority is organized and incorporated as authorized by and pursuant to the Act. The purpose for which the authority is created is to correct and prevent deterioration in residential, commercial, business, and industrial districts and certain other areas; to encourage historic preservation; to authorize the acquisition and disposal of interests in real and personal property; to authorize the creation and implementation of development plans in the districts; to promote the economic growth of the districts and residential and economic growth; to create a board; to prescribe its powers and duties; to authorize the levy and collection of taxes; to authorize the issuance of bonds and other evidences of indebtedness; and to authorize the use of tax increment financing. To accomplish the foregoing essential public purposes, the authority, pursuant to the Act, may do the following:

- a) Prepare an analysis of economic changes taking place in the downtown district.
- b) Study and analyze the impact of metropolitan growth upon the downtown district.
- c) Plan and propose the construction, the renovation, repair, remodeling, rehabilitation, restoration, preservation, or reconstruction of a public facility, an existing building, or a multiple-family dwelling unit which may be necessary or appropriate to the execution of a plan which, in the opinion of the board, aids in the economic growth of the downtown district.
- d) Plan, propose, and implement an improvement to a public facility within the development area to comply with the barrier free design requirements of the state construction code promulgated under the Stille-DeRossett-Hale single state construction code act, 1972 PA 230, MCL 125.1501 to 125.1531.
- e) Develop long-range plans, in cooperation with the agency which is chiefly responsible for planning in the municipality, designed to halt the deterioration of property values in the downtown district and to promote the economic growth of the downtown district and take such steps as may be necessary to persuade property owners to implement the plans to the fullest extent possible.
- f) Implement any plan of development in the downtown district necessary to achieve the purposes of this act, in accordance with the powers of the authority as granted by this act.
- g) Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties.
- h) Acquire by purchase or otherwise, on terms and conditions and in a manner the authority deems proper or own, convey, or otherwise dispose of, or lease as lessor or lessee, land and other property, real or personal, or rights or interests therein, which the authority determines is reasonably necessary to achieve the purposes of this act, and to grant or acquire licenses, easements, and options with respect thereto.
- i) Improve land and construct, reconstruct, rehabilitate, restore and preserve, equip, improve, maintain, repair, and operate any building, including multiple-family dwellings, and any necessary or desirable appurtenances thereto, within the downtown district for the use, in whole or in part, of any public or private person or corporation, or a combination thereof.

- j) Fix, charge, and collect fees, rents, and charges for the use of any building or property under its control or any part thereof, of facility therein, and pledge the fees, rents and charges for the payments of revenue bonds issued the authority.
- k) Lease any building or property under its control, or any part thereof.
- l) Accept grants and donations of property, labor, or other things of value from a public or private source.
- m) Acquire and construct public facilities.
- n) Create, operate, and fund marketing initiatives that benefit only retail and general marketing of the downtown district.
- o) Contract for broadband service and wireless technology service in the downtown district.
- p) Create, operate, and fund a loan program to fund improvements for existing buildings located in a downtown district to make them marketable for sale or lease. The board may make loans with interest at a market rate or may make loans with interest at a below market rate, as determined by the board.
- q) Create, operate, and fund retail business incubators in the downtown district.
- r) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law on a corporation organized pursuant to the Act.
- s) The board may employ and fix the compensation of a board member, subject to the approval of the governing body of the municipality.
- t) The board may employ and fix the compensation of a treasurer, who shall keep the financial records of the authority and who, together with the board member, shall approve all vouchers for the expenditure of funds of the authority.
- u) The board may employ and fix the compensation of a secretary, who shall maintain custody of the official seal and of records, books, documents or other papers not required to be maintained by the treasurer.
- v) The board may retain legal counsel to advise the board in proper performance of its duties.
- w) The board may employ other personnel deemed necessary by the board.
- x) The board shall have the power to levy ad valorem taxes on the real and tangible personal property not exempt by law and as finally equalized in the downtown district at a rate of not more than two (2) mills each year if the City Commission annually approves the levy thereof by the Authority.

Article V – Board of Trustees

Section 1. General Powers

The business and affairs of the authority shall be managed by its board of trustees (the “board”) except as otherwise provided by statute, ordinance or the bylaws.

Section 2. Number, Tenure, and Qualifications

The authority shall be under the supervision and control of the board consisting of the chief executive officer of the municipality or their designee from the governing body of the municipality and not less than 8 or more than 12 members as determined by the governing body of the municipality. Members shall be appointed by the chief executive officer of the municipality, subject to approval by the governing body of the municipality. 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. A member shall hold office until the member's successor is appointed. Each member shall serve for a term of 4 years. An appointment to fill a vacancy shall be made by the chief executive officer of the municipality for the unexpired term only. Member 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.

Section 3. Director, Bond of Director

If a director is employed as authorized by the Act, they shall post bond in the penal sum of \$5,000.00 as required by City Ordinance and the Act.

Section 4. Removal

Pursuant to notice and after having been given an opportunity to be heard, a member of the board may be removed for cause (which may include, but is not limited to, failure to attend 4 consecutive meetings) by the City Council. Removal of a member is subject to review by the circuit court.

Section 5. Conflict of Interest

A board member who has a direct interest in any matter before the authority shall disclose their interest prior to the authority taking any action with respect to the matter, which disclosure shall become a part of record of the corporation's official proceedings, and the interested board member shall further refrain from participation in the authorities proceedings relating to the matter.

Section 6. Compensation

Board members shall serve without salary, but may be reimbursed their actual expenses incurred in the performance of their official duties, and may receive a per diem of not more than \$50.00. However, nothing herein contained shall be construed to preclude any board member from serving the authority in any other capacity and receiving compensation therefor, except in the capacity of director of the authority.

Article VI – Meetings

Section 1. Meetings

The board shall adopt a schedule of regular meetings subject to the approval of the governing body in a manner consistent with Act 267, Public Acts of Michigan, 1976, as amended. Meetings of the board may be called by or at the request of the Chairperson or any two board members. The meetings of the board shall be public, and public notice of such meetings shall be given in accordance with Act 267, Public Acts of Michigan, 1976, as amended.

Section 2. Notice to Board members

Notice of any meeting of the board shall be given at least three (3) days prior thereto by written notice, delivered personally, mailed, or emailed to each board member at their business address, or home address. Mailed notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any board member may waive notice of any meeting either before or after the meeting. The presence of a board member at any meeting shall constitute a waiver of notice of such meeting, except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the board need be specified in the notice or waiver of notice of such meeting.

Section 3. Quorum

Five of the members of the board then in office constitutes a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the board members are present at a meeting, a majority of the board members present may adjourn the meeting from time to time without further notice. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the board, unless the vote of a larger number is required by statute, the articles of incorporation or these by-laws.

Section 4. Committees

The board may, by resolution adopted by a majority of the members then in office, establish one or more committees, each committee to consist of one or more of the board members of the authority. The Chairperson of the board, with the advice and consent of a majority of a quorum at any meeting, shall appoint the members of each committee so established. Each member appointed to a committee shall serve until replaced by action of the Chairperson with the advice and consent of a majority of a quorum of the board. A committee so established by the board, to the extent provided in the establishing resolution, may exercise all powers and authority of the board in the management of the

business and affairs of the corporation, except that such committee shall not have the power or authority to:

- a) Amend the articles of incorporation,
- b) Recommend to members a dissolution of the corporation or a revocation of dissolution,
- c) Amend the bylaws of the corporation, or,
- d) Fill vacancies in the board

Article VII – Officers

Section 1. Officers

The officers of the board shall consist of a chairperson, secretary, treasurer, and, if desired, one or more vice chairpersons, and such other officers as may from time to time be determined by the board, each of whom shall be elected by the affirmative vote of at least five (5) board members. Any two officers other than chairperson, secretary, and treasurer may be held by the same person but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or the articles or bylaws to be executed, acknowledged or verified by two or more officers.

Section 2. Election and Term of Office

The officers of the corporation shall be elected annually by the board. If the election of officers shall not be held or made at such meeting, such election shall be held or made as soon thereafter as is convenient. Each officer so elected shall hold office for the term of which they are elected and until their successor is elected and qualified, or until their resignation or removal.

Section 3. Removal

Any officer elected by the board may be removed by the board with or without cause whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the board for the unexpired portion of the term of such office.

Section 5. Chairperson

The chairperson shall be the chief executive officer of the authority, but they may from time to time delegate all or part of their duties to an executive vice chairperson, if one is elected, or to any vice chairperson. They shall preside at all meetings of the board members as chairperson of the board; they shall have general and active management of the business of the authority, and shall see that all orders and resolutions of the board are carried into effect. They shall execute all bonds, mortgages, conveyances and other instruments entered into pursuant to the powers of the authority as set forth in the articles of incorporation with the approval and authority of the board. They shall be ex officio a member of all standing committees.

Section 6. Chairperson of the Board

The chairperson of the board, shall preside at all meetings of the board, and shall have and exercise such other authority as specifically granted to them from time to time by a resolution of the board.

Section 7. Vice Chairpersons

The vice chairperson shall perform such duties as are delegated to them by the chairperson, and shall, in absences or in the event of the disability of the chairperson, perform the duties and exercise the powers of the chairperson, and shall perform such other duties as the board shall prescribe.

Section 8. Secretary

The secretary shall attend all meetings of the board and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. They shall give, or cause to be given, notice of all meetings of the board, and shall perform such other duties as prescribed by the board under whose supervision they shall be. They shall keep in safe custody the seal of the corporation, and when authorized by the board, affix the same to any instrument requiring it, and when so affixed it shall be attested by their signature or by the signature of the treasurer. They shall be sworn to the faithful discharge of their duties. The assistant secretary, if one is elected, shall perform the duties and exercise the power of the secretary in their absence or in the event of their disability. The Secretary may delegate a portion of these duties to a qualified staff person of the City of Greenville where not inconsistent with law.

Section 9. Treasurer

The treasurer shall have the custody of the corporate funds and securities and shall keep or cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys, and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated

by the board. He shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the chairperson and board members, at the regular meetings of the board, or whenever they may require an account of all their transactions as treasurer and of the financial condition of the corporation. They shall give the corporation a bond if required by the board in a sum, and with one or more sureties satisfactory to the board, for the faithful performance of the duties of their office, and for the restoration to the corporation, in case of their death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the corporation. The assistant treasurer, if one is elected, shall perform the duties and exercise the power of the treasurer in their absence or in the event of their disability. The Treasurer may delegate a portion of these duties to a qualified staff person of the City of Greenville where not inconsistent with law.

Section 10. Delegation of Duties of Officers

In the absence of any officer of the corporation, or for any other reason that the board may deem sufficient, the board may delegate, from time to time and for such time as it may deem appropriate, the powers or duties, or any of them, of such officer to any other officer, or to any board member, provided a majority of the board then in office concurs therein.

Article VIII – Contracts, Loans, Checks, and Deposits

Section 1. Contracts

The board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances pursuant to the Act.

Section 2. Loans

No loan shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances pursuant to the Act.

Section 3. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board.

Section 4. Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board may select.

Article IX – Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of July in each year and end on the last day of June in each year, except 1st year, by resolution of the board.

Article X – Indemnification

Section 1. Indemnification, Judgment, Settlement, Etc.

Whenever any claim is made or any civil action is commenced against any officer, volunteer, or employee of the authority for injuries to persons or property caused by the negligence of the officer, volunteer, or employee while in the course of employment with or acting on behalf of the Authority and while acting within the scope of the person's authority, the authority may pay for, engage, or furnish the services of an attorney to advise the officer, employee, or volunteer as to the claim and to appear for and represent the officer, volunteer, or employee in the action. The authority may compromise, settle, and pay the claim before or after commencement of a civil action, pursuant to Act No. 170 of the Michigan Public Acts of 1964, being Sections 691.1401 *et seq.*, of the Michigan Compiled Laws, as amended. Whenever a judgement for damages is awarded against an officer, employee, or volunteer of the authority as a result of a civil action for personal injuries or property damage caused by the officer, employee, or volunteer while in the course of employment with or while acting within the scope of the person's authority, the authority may indemnify the officer, employee, or volunteer or pay, settle, or compromise the judgment.

Section 2. Reimbursement

Any indemnification under Section 1 shall be made by the Authority only as authorized in the specific case upon a determination that indemnification of the officer, volunteer, or employee is proper in the circumstances because the person has met the applicable criteria set forth in Section 1. Such determination shall be made in either of the following ways: (1) By the Board by a majority vote of a quorum consisting of members of the Board who were not parties to such action, suit, or proceeding; or (2) If a quorum is not obtainable, by the recommendation of independent legal counsel in a written opinion.

Section 3. Advancement of Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 2 upon receipt of and undertaking by or on behalf of the board member or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation.

Section 4. Limitations

The corporation shall make no provision to indemnify board members or officers in any action, suit or proceeding referred to in Section 1 which shall be in conflict with the provisions of this article.

Section 5. Insurance

The board may, in the exercise of its discretion, from time to time authorize by resolution duly adopted, purchase and maintain insurance on behalf of any person who is or was a board member or officer of the corporation, against any liability asserted against him and incurred by him in any such capacity or arising out of their status as such, whether or not the corporation would have power to indemnify him against such liability under Section 1 of this article.

Section 6. Merger and Reorganization

For the purposes of Section 1 through 5 of this article, references to the corporation include all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation, so that a person who is or was a board member or officer of such constituent corporation shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation in the same capacity.

Article XI – Miscellaneous

Section 1. Seal

The board may provide a corporate seal which, if authorized, shall have inscribed thereon the name of the corporation and the year 1979.

Section 2. Waiver of Notice

When the board or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and

without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participate in the action to be taken submits a signed waiver of such requirements.

Article XII – Amendments

These bylaws may be altered or amended or repealed by the affirmative vote of a majority of the board members then in office at any regular or special meeting called for that purpose, subject to the approval of the City Council.

I HEREBY CERTIFY that the above bylaws were adopted the 8th day of February 2022.


Secretary