

**DOWNTOWN DEVELOPMENT AUTHORITY
OF THE CITY OF PORTLAND**

BY-LAWS

Article I

Name and Purpose

Section 1-The name of this organization shall be the Downtown Development Authority of the City of Portland (the "Authority").

Section 2-The purpose of the Authority is to implement Act 197 of the Public Acts of Michigan of 1975, as amended, (the "Act").

Section 3-The Downtown Development Authority of the City of Portland will remain a nonprofit entity forever.

Article II

Registered Office

Section 1- The registered office and the principal place of business of the Authority shall be the City Hall in the City of Portland ("Portland") or such other location as may from time to time be designated by the Board of Directors of the Authority.

Article III

Board of Directors

Section 1- The authority shall be under the supervision and control of the Board of Directors (the "Board") and the Board members shall be appointed pursuant to P.A. 197 of 1975, Section 4(1), as amended, whereby each member of the Board shall serve a four (4) year term. The Board shall consist of the Mayor and ten (10) members.

Section 2-Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

Section 3-Resignations of the members of the Board shall be effective upon delivery of the resignation in writing to the Mayor.

Section 4- Pursuant to notice and an opportunity to be heard, a member of the Board may be removed from office for neglect of duty, including non-attendance at three (3) or more meetings per year, misconduct, malfeasance, or any other good cause by a majority vote of the City Council.

Section 5- A member of the Board who has a direct interest in any matter before the Authority shall disclose the interest prior to the Authority taking any action with respect to the matter, which disclosure shall become a part of the record of the Authority's official proceedings. Further, any member making such disclosure may then be required by a majority vote of the Board to refrain from participating in the Authority's decision-making process relative to such matter.

Article IV *Officers*

Section 1-The Board of the Authority shall elect from its membership a chairman, vice-chairman, secretary, and a treasurer. In addition, the Board may appoint an assistant secretary, who need not be a member of the Board, to be charged with such duties as the Board deems appropriate. The election of any officer requires a majority vote of the members of the Board. Officers of the Authority shall be elected annually at the first regular meeting in July by the Board of Directors. 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

Section 2- All officers shall hold office for one year or until a successor is elected and qualified.

Section 3-An officer may be removed by a majority vote of the Board whenever in its judgment the best interest of the Authority would be served.

Section 4- A vacancy in any office shall be filled for its unexpired term by a majority vote of the members of the Board.

Section 5- The Board may authorize any officer, agent, employee or member to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Authority, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, employee or member shall have any power or authority to bind the Authority by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

Section 6- The Chairman shall preside at all meetings of the Board and shall discharge the duties of the presiding officer.

Section 7-In the absence of the Chairman or in the event of his/her inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman and when so acting shall have all the powers and be subject to all restrictions of the Chairman.

Section 8-The Treasurer shall keep the financial records of the Authority and 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 and shall furnish bond in an amount as prescribed by the Board.

Section 9-The Secretary, shall maintain custody of the official seal and of records, books, documents, or other papers not required to be maintained by the Treasurer. The Secretary shall attend meetings of the Board and keep a record of its proceedings, and shall perform such other duties delegated by the Board.

Article V
Submission of Budget

Section 1-On or before the first of March of each year, the Authority shall prepare a budget and submit it to the City Manager for transmittal to the City Council.

Article VI
Meetings

Section 1-Each year the Board shall adopt a schedule of regular meetings for that year.

Section 2- Robert's Rules of Order will govern the conduct of all meetings of the Board.

Section 3- Special meetings of the Authority maybe called by the Chairman or by any three members of the Board on notice to each member of the Board. Members of the Board may waive receipt of such notice.

Section 4- All meetings shall be held in compliance with the Open Meetings Act, Act. No. 267, P.A. 1976 as amended.

Section 5-Each member present at the meeting of the Authority shall be entitled to be a single vote.

Section 6-A majority of the Members of the Board in office shall constitute a quorum for the transaction of business.

Article VII
Voting

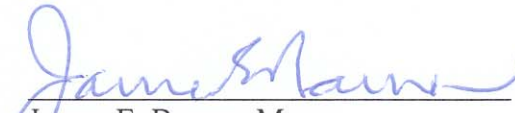
Section 1- An affirmative vote of the majority of those Board members present for the conduct of business shall be required for the approval of any request action or motion made by the Board. Voting shall ordinarily be by voice vote; provided however, that a roll call vote shall be required if requested by any Board Member or directed by the Chairperson. All members of the Board including the Chairperson shall vote on all matters, but the chairperson shall vote last. Any member may be excused from voting if that person has a bonafide conflict of interest as recognized by the majority of the remaining members of the board. Any member abstaining from a vote shall not participate in the discussion of that item.

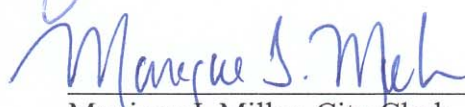
Article VII
Amendments

Section 1-These by-laws are subject to the approval of the City Council.

Section 2- These by-laws may be altered, amended, or repealed only by the affirmative vote of the majority of the members of the Board of Authority, subject to notice and quorum requirements as set forth in these by-laws, provided; however, that any such alteration, amendment or repeal shall require the approval of the City Council and shall be consistent with the provisions and requirements of the Act.


The by-laws and rules of procedure were approved by the City Council of the City of Portland, at their regular meeting held on July 6, 2010.



James E. Barnes, Mayor .


Monique I. Miller, City Clerk

The by-laws were adopted by the Board of Directors of the Downtown Development Authority at their regular meeting held Thursday, November 14, 1991.

These bylaws were amended by the Board of Directors of the Downtown Development Authority at their regular meeting held Wednesday, June 23, 2010.


Charles V. Dumas, Chairman


Georgina Trappen, Secretary