

Adopted

8/9/06

**BYLAWS OF
POTTERVILLE DOWNTOWN DEVELOPMENT AREA**

A Michigan Governmental Agency

**ARTICLE I
ORGANIZATION AND PURPOSE**

Section 1. Government Agency The Entity is organized as and shall remain a governmental agency under the laws of the State of Michigan.

Section 2. Membership Basis The Entity is organized on a membership basis.

Section 3. Purpose The Entity is organized for the purpose of advancing the commercial, industrial, civic, and general interests of the City of Potterville and the DDA area.

Section 4. Limitation of Activities The Entity shall be nonpartisan and nonsectarian, and shall not, directly or indirectly, take part in nor lend any influence to or support for the nomination, election, or appointment of any candidate for public office at the city, township, county, state, or national level.

**ARTICLE II
MEMBERS**

Section 1. Number, Qualification and Term of Office Except as otherwise provided herein, the property, activities, and affairs of the Entity will be managed by its Members. Initially, the Members shall consist of nine (9) individuals. The term of office of any Member will commence upon his or her election or appointment by the Members and approval by the governing body and will continue until the end of three years of service and end at the next annual meeting of the Entity or until his or her death, resignation or removal prior to the next annual meeting. The Members shall consist of nine members and no less than four. The Members shall consist of the City Manager, a council appointment, five (5) members with an interest in the DDA zone and two (2) at large.

Section 2. Resignation, Removal and Vacancies A Member may resign by written notice to the Entity. The resignation will be effective upon its receipt by the Entity or a subsequent time as set forth in the notice of resignation. A Member may be removed, either with or without cause, by the affirmative vote of a majority of all Members entitled to vote.

Section 3. Annual Meeting The annual meeting of the Members will be held the second Wednesday of July each calendar year. The purpose of the annual meeting of the Members shall be to elect the officers and for the transaction of other business properly brought before the meeting.

Section 4. Regular Meetings Regular and special meetings of the Members may be held at such times and places as the Members shall be determined in compliance with the Michigan Open Meetings Act. Notice of meetings of the Members shall be given to each Member orally, in writing, or in any other medium reasonably calculated to effectuate notice, at least one (1) day prior to any such meeting, unless notice is waived.

Section 5. Special Meetings Special meetings of the Members may be called by the Chairperson and will be called by the Chairperson or Secretary at the request in writing of two (2) Officers or of at least four (4) of the Members entitled to vote at the meeting. Special meetings will be held at the place stated in the notice of meeting. Any request for a special meeting must state the purpose or purposes of the proposed meeting.

Section 6. Notice of Meetings Except as otherwise provided by these bylaws or by law, written notice containing the time, place and purpose of an annual, regular, or special meeting of the Members shall be given to each Member of record entitled to vote at the meeting not less than 10 days nor more than 60 days before the meeting. Annual or special meetings may be held without notice if all Members are present in person or if notice of the meeting is waived in writing, either before or after the meeting, by all Members not present at the meeting. Notice of regular meetings may be waived by any Member and/or each Member may elect to receive notice of regular meetings electronically or by any other form of communication or transmission agreed to by the Members. All meetings must comply with the Michigan Open Meetings Act.

Section 7. Quorum and Voting A majority of all the Members will constitute a quorum at any meeting. The vote of a majority of the Members present at a meeting at which a quorum is present constitutes the action of the Members, unless the vote of a larger number is required by law or by other sections of these bylaws or the articles of an Entity.

Section 8. Conduct of Meetings Meetings of the Members will be presided over by the Chairperson. If the Chairperson is not available the Vice-Chair person will preside over the meeting. The Secretary of the Entity or, in his or her absence, a person chosen at the meeting will act as secretary of the meeting.

Section 9. Compensation Members will serve without compensation but may be reimbursed for actual, reasonable, and necessary expenses incurred in his or her capacity as a Member.

ARTICLE IV OFFICERS

Section 1. Election or Appointment The Members shall elect a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer of the Entity at each annual meeting. The Members may also appoint any other officers as they deem necessary for accomplishing the purposes of the Entity. Each officer must be a Member of the Entity.

Section 2. Term of Office The term of office of all officers will commence upon their election or appointment and will continue until the next annual meeting of the Members or until their respective successors are chosen or until their resignation or removal. Any officer may be removed from office at any meeting of the Members, with the affirmative vote of a majority of the Members then in office, whenever in their judgment the best interest of the Entity will be served.

Section 3. Compensation Officers will serve without compensation but may be reimbursed for actual, reasonable, and necessary expenses incurred in his or her capacity as an officer.

Section 4. The Chairperson The Chairperson will be the chief executive officer of the Entity and will have general and active management of the activities of the Entity. The Chairperson will see that all orders and resolutions of the Members are carried into effect. The Chairperson will execute all authorized conveyances, contracts or other obligations in the name of the Entity except where required by law or these bylaws to be otherwise signed and executed and except where the signing and execution is expressly delegated by the Members to some other person. The Chairperson will preside at meetings of the Members.

Section 5. Vice Chairperson The Vice Chairperson will, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and will perform any other duties prescribed by the Members or the Chairperson.

Section 6. The Secretary. The Secretary will attend all meetings and record the minutes of all proceedings in a book to be kept for that purpose. The Secretary will give or cause to be given notice of all meetings of the Members for which notice may be required and will perform any other duties prescribed by the Members.

Section 7. The Treasurer The Treasurer will oversee the financial activities of the Entity and will make a report of the financial activities at all regular meetings of the Members. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Members. All books, papers, vouchers, money and other property of whatever kind belonging to the Entity that are in the Treasurer's possession or under his or her control will be returned to the Entity at the time of his or her death, resignation or removal from office. The Members may require the Treasurer to post a bond, in such amount as the Members deem advisable, for the faithful performance of his or her duties.

ARTICLE V COMMITTEES

Section 1. Creation of Committees. The Members may create and designate one or more committees as deemed appropriate. The committees will have the authority as delegated to them by the Members. Appointments to committees shall be by the Chairperson, subject to the approval of the Members.

ARTICLE VI INDEMNIFICATION

Section 1. Indemnification The Entity will, to the fullest extent now or hereafter permitted by law, indemnify any Members or officer of the Entity (and, to the extent provided in a resolution of the Members or by contract, may indemnify any volunteer, employee or agent of the Entity) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding solely by reason of the fact that the person is or was a member, officer, volunteer, employee or agent of the Entity, or is or was serving at the request of the Entity as a member, trustee, officer, partner, volunteer, employee or agent of another Entity, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Entity in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Entity or its Members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE VII BUDGET AND DISBURSEMENTS

Section 1. Fiscal Year The Entity's fiscal year shall begin on the first day of July and end on the last day of June.

Section 2. Annual Budget The proposed budget, consisting of estimated income and expenses and proposed expenditures and allotments shall be presented to the Members for modification and/or approval no later than the May regular meeting of the Members. Expenditures or disbursements not provided for in the approved budget shall not be made without the consent or approval of the Members.

Section 3. Disbursements All disbursements and expenditures by the Entity shall be made by check. All checks shall be signed by no less than two (2) officers.

Section 4. Distribution of Assets Upon Dissolution Upon the dissolution of the Entity, all remaining assets after satisfaction of the liabilities of the Entity in accordance with applicable law shall be transferred and distributed to the City of Potterville.

ARTICLE VIII MISCELLANEOUS

Section 1. Parliamentary Procedure All meetings of the Members shall be governed by and conducted according to the latest edition of Robert's Rules of Order, except where

said rules are inconsistent with these bylaws or special rules of order adopted by the Members.

Section 2. Amendments These Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the Members present at any regular or special meeting provided that notice of the proposed amendment or repeal is provided to each member at least ten (10) days prior to such meeting.

