

Bv-LAWS

**THE ECONOMIC DEVELOPMENT CORPORATION OF THE CITY OF ALBION
TIFIA INCREMENT FINANCE AUTHORITY OF THE CITY OF ALBION
CITY OF ALBION BROWNFIELD REDEVELOPMENT AUTHORITY**

Part I *Master By-Laws*

Article I *Scope*

Section 1. *Common Board of Directors.* The City Council of the City of Albion has appointed a nine-member board of directors to supervise and control the business and affairs of The Economic Development Corporation of the City of Albion. The City Council has designated the board of directors of The Economic Development Corporation of the City of Albion to serve as the board of directors of the Tax Increment Finance Authority of the City of Albion and of the City of Albion Brownfield Redevelopment Authority. Each of those entities is referred to in these by-laws as “a corporation”; they are referred to collectively as “the corporations,” and are also referred to as “EDC,” “TIFA” and “BRA.”

Section 2. *By-Laws Generally Applicable to Operation of Board in All Capacities.* Except as otherwise specifically required by law, or as provided in these by-laws, the master by-laws as set forth in this Part I shall apply to the conduct and operations of the board of directors of The Economic Development Corporation of the City of Albion in that capacity and when it acts as the board of directors of the Tax Increment Finance Authority of the City of Albion and of the City of Albion Brownfield Redevelopment Authority.

Article II *Board of Directors*

Section 1. *General Powers.* The business and affairs of each corporation shall be supervised and controlled by a nine-person board of directors¹.

¹ 'Opinion of Michigan attorney general, No. 6264, December 11, 1984.

Section 2. *Appointment of Directors.* Directors are appointed by the mayor of the City of Albion with the advice and consent of the Albion City Council.

Section 3. *Tenure of Directors.* A director shall serve until his or her successor has been appointed.

Section 4. *Vacancies and Removal of Directors.* A seat shall become vacant at the expiration of the term of the incumbent and when his or her successor is appointed and qualified, or upon:

- A. the death of the incumbent;
- B. a resignation when accepted by the board;
- C. the incumbent's ceasing to qualify for office;
- D. a decision of a competent tribunal that the appointment of the incumbent is void;

E. removal of the incumbent by action of the Albion City Council for cause as provided by law, including without limitation these circumstances:

(1) the incumbent's default to the City of Albion which continues more than thirty (30) days after notice by the city clerk, unless the director is, in good faith, actually testing the existence or legality of the default by an appropriate action at law or in equity;

(2) final conviction of the incumbent of a felony involving moral turpitude, or of an offense involving a violation of an oath of office;

(3) a judicial determination that the incumbent is legally disabled;

(4) failure of the director to take the oath or make the affirmation, or file a bond if required, within 10 days after the appointment is effective, or within not more than 30 days, if the board allows;

F. unexcused absence from three consecutive regular meetings of the board. An absence may be excused only by a majority vote of the board taken at the meeting missed and recorded in the minutes.

G. absence from four regular meetings in any calendar year, unless the absences are excused as provided above;

H. any other event which, by law, creates a vacancy.

Section 5. *Conflicts of Interest.* Directors shall act in the interests of the corporations and not for personal gain or benefit². A director who has a pecuniary interest in any matter before

² 'Standards of Conduct for Public Officers and Employees, Act 196 of the Public Acts of 1973, as amended, MCL 15.341 *et seq.*, MSA 4.1700 (71) *et seq.*

a corporation shall as required by law³ disclose his or her interest before the corporation takes any action with respect to the matter. The disclosure shall become part of the official record of the corporation's proceedings. The interested director shall not participate in the board's proceedings relating to the matter unless participation is required by law. Approval of any transaction in which a director has such an interest shall be by vote of not less than two thirds of the full membership of the board of directors without the vote of the interested director. If a question of a director's interest in a matter arises other than by disclosure by the director, the board shall consider and shall by majority vote decide whether a conflict bars the director from participating and voting on the matter. The director whose interest is at issue shall not vote on that question.

Section 6. *Ex Officio Members.* Unless otherwise appointed as a regular director of the corporations, the president of the Greater Albion Chamber of Commerce and the supervisors of Albion and Sheridan Townships shall serve *ex-officio* as non-voting members of the board.

Article III *Meetings*

Section 1. *Annual Meeting.* Annually in December the board shall have an organizational meeting.

Section 2. *Regular and Special Meetings.* Each year at the annual meeting the board shall adopt a schedule of regular meetings. The schedule shall be posted as required by law. Meetings of the board may also be called by or at the request of the chair, the executive director, or any two directors. Meetings of the board shall be public except as provided by the Michigan Open Meetings Act⁴.

Section 3. *Notice.* Notices of meetings shall be given in accordance with the Open Meetings Act.

Section 4. *Waiver of Notice, Other Requirements.* When the board or any committee may take action only after notice to any person or after the passage of a fixed time, the action may be taken without notice and without delay if at any time before or after the action is taken each person entitled to notice and to participate in the action waives notice and other requirements in writing. The waivers shall be part of the permanent record of the proceedings.

Section S. *Quorum.* A majority of the directors then in office constitutes a quorum for the transaction of business at any meeting of the board. If less than a majority of the directors is present at a meeting, a majority of the directors present may recess the meeting for not more than

³ 'Contracts of Public Servants with Public Entities, Act 317 of the Public Acts of 1968, as amended; **MCL 15.321 et seq**, MSA 4.1700 (51) *et seq*.

⁴ ACT 266, Public Acts of 1976, as amended; MCL 15.261 *et seq*, MSA 4.1800 (11) *et seq*.

36 hours. Thereafter, it may be reconvened only with notice as required by the Michigan Open Meetings Act. The vote of the majority of directors 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 law, the articles, or these by-laws.

Section 6. *Participation by Communication Equipment.* A member of the board or of a committee may participate in a meeting by conference telephone or similar means by which all participants can hear each other. Such participation in a meeting constitutes presence in person.

Section 7. *Actions as Board of Directors of EDC, TIFA or BRA.* Actions of the board may be taken in behalf only of the EDC, only of TIFA, only of BRA, or in behalf of any combination or all of them, as the sense, context and purpose of the action determine. The capacity in which the board acts on any matter shall be specified in the minutes of the meeting at which the action was taken. A meeting of the board shall be presumed to have been called as a meeting of the board of directors of EDC, TIFA, and BRA unless the notice states otherwise.

Section 8. *Rules.* Robert's Rules of Order will govern the conduct of meetings.

Article IV

Officers

Section 1. *Officers.* The officers of the corporations except the executive director shall be elected by the board from among the directors. There shall be a chair, one or more vice chairs, a secretary and a treasurer. The board may elect assistant officers. The board may also elect a deputy secretary and a deputy treasurer who need not be directors. Each officer shall hold the same office with respect to all three corporations unless otherwise specified in the act of election because of the particular requirements of one or two of the corporations. Two or more offices may be held by the same person. No officer shall execute, acknowledge or verify an instrument in more than one capacity if it is required to be executed, acknowledged or verified by two or more officers.

Section 2. *Election and Term of Office.* Elective officers of the corporations shall be elected at the annual meeting to terms commencing on January 1 next after the annual meeting. If the election of officers is not held at that meeting, it shall be held as soon thereafter as convenient. Each officer shall serve one calendar year, or if later until his or her successor is elected and seated, or until his or her resignation or removal. Each officer shall be sworn to the faithful discharge of his or her duties.

Section 3. *Removal.* An officer may be removed by the board with or without cause to serve the best interests of the corporation.

Section 4. *Vacancies.* A vacancy in any elective office may be filled at any meeting of the board for the unexpired portion of the term.

Section 5. *Chair.* The chair shall preside at all meetings and shall perform the duties of

the office as provided by statute, the articles or resolution, and by these by-laws. He or she shall be, *ex-officio*, a member of all standing committees. He or she may delegate duties to a vice chair.

Section 6. *Vice Chairs*. There may be one or more vice chairs, who shall perform such duties as are delegated to them by the chair. The vice chairs in order of their seniority shall perform the duties of chair in his or her absence or disability. The vice chair shall perform such other duties as the board prescribes.

Section 7. *Secretary*. The secretary shall attend all meetings of the board, record all votes, and keep permanent minutes of all proceedings. The secretary may delegate the tasks of recording and minute-taking, but shall remain responsible for the accuracy and completeness of such records. The secretary shall perform like duties for the standing committees when required. He or she shall perform the duties of secretary as provided by the articles.

Section 8. *Treasurer*. The Treasurer shall perform the duties of treasurer as provided in the articles. He or she shall:

A. work cooperatively with the City of Albion clerk-treasurer-finance director to ensure that investments are made and records kept in compliance with applicable municipal finance laws and accounting practices;

B. render to the board at regular meetings or whenever the board requires, an account of all his or her transactions as treasurer and of the financial condition of the corporations;

C. give the corporations a bond if required by the board in a sum, and with sureties satisfactory to the board, for the faithful performance of the duties of office, and for the restoration to the corporations of the corporations' books, papers, vouchers, money and other property in the treasurer's possession or control.

Section 9. *Executive Director, 'President'*. Any one or more of the corporations may employ an executive director and confer upon the director such duties and authority as the board determines. The executive director, who may be given the title of "president," shall be the chief executive officer of the corporation for which he or she is engaged with general powers and duties of supervision and management of the corporation's business. The executive director may authorize expenditures and disbursements of funds of the corporations within the authority given by the board and pursuant to budget. The board shall allocate the executive director's duties and authority as between the three corporations.

Section 10. *Delegation of Duties of Officers*. Any duty of an officer may be delegated to an assistant, if one has been elected. The board by majority vote may assign powers or duties of an officer to any other officer, or to a director, subject to the requirements of the articles and of any surety.

Section 11. *Salaries*. The officers of the corporations except the executive director, if one is appointed, shall serve without salary. Officers may be reimbursed actual, reasonable

expenses incurred by them in service to the corporations.

Article V *Committees*

The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees.

a. Each committee of the board shall consist of one or more directors. In no event shall a committee be so large as to constitute a quorum of the whole board. The board may designate one or more directors as alternate members of a committee to replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the others present, whether or not a quorum, may unanimously appoint another director to act at the meeting in place of the absent or disqualified member. Committees and their members shall serve at the pleasure of the board.

b. A committee may exercise the management powers and authority of the board to the extent provided in the resolution. In no event shall a committee have the power to: (a) amend the articles of incorporation, (b) recommend to members a dissolution of the corporation or a revocation of dissolution, (c) amend the by-laws of the corporation, or (d) hire or discharge.

c. Committees of the board shall be presumed to have been established to serve the board in its direction of the EDC, TIFA and BRA. In establishing a committee the board may specify in the resolution that it will be a committee of the board or only one or any two of the corporations.

d. The board may appoint advisory committees in like manner. Advisory committees may include people who are not directors. No powers or authority of the board may be delegated to advisory committees.

e. So long as the corporation is charged with the duty of administering the Albion Area Revolving Loan Fund for economic development, there shall be a standing Revolving Loan Fund Committee which shall serve and exercise discretion as provided in the fund guidelines.

Article VI *Contracts, Loans, Checks and Deposits*

Section 1. *Contracts.* The board may authorize its officers and agents to enter into contracts and to execute and deliver instruments in the name of and on behalf of the corporations. Such authority may be general or limited. Any contract or other instrument executed in the name of a corporation shall be signed by such officers or agents of the corporation as the board specifies, and in the manner the board authorizes by resolution.

Section 2. *Loans.* No loan shall be contracted on behalf of a corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board and approved by the Albion City Council. Such authority may be general or limited.

Section 3. *Checks, Drafts, etc.* All checks, drafts or other orders for the payment of money shall be issued by the City of Albion treasurer's office upon the authorization of the board or the executive director.

Section 4. *Deposits.* Funds of a corporation not otherwise employed shall be deposited to the credit of the corporation as the board directs after consultation with the city clerk-treasurer-finance director.

Section 5. *Spending Authority.* If an executive director is employed, the board may by resolution fix a limit below which the executive director may expend funds or commit a corporation without further authorization.

Section 6. *Professional Advisors and Contractors.* The board may contract for the services of attorneys, accountants, engineers, architects, consultants and other advisers.

Article VII *Fiscal Year,' Budget*

Section 1. *Fiscal Year.* The fiscal year of each corporation shall correspond at all times to the fiscal year of the City of Albion.

Section 2. *Budget.* Annually the board shall propose a budget for each corporation. The budget of each corporation may be adopted by the board only after it has been approved by the Albion City Council.

Article VIII *Employment and Policies*

Section 1. *Employees.* Besides the position of executive director, the board may authorize the creation of positions for managers, secretaries and others as necessary for the corporations.

Section 2. *Policies.* The board may adopt employment and personnel policies. To the extent it does not do so, employee policies and procedures adopted by the City of Albion are adopted by reference.

Article IX
Books and Records

The board shall cause correct and complete records of account of each of the corporations and minutes of meetings to be kept. The financial records shall be kept at the Albion City Hall. The city shall also maintain a record of the names and address of the directors. All books and records of the corporation shall be open to the public as required by the Michigan Freedom of Information Act⁵. An annual audit by an independent certified public accountant will be conducted as a part of the City of Albion audit.

Article X
Indemnification

Members of the board, officers, and employees shall be indemnified against liabilities incurred in service to EDC, TIFA and BRA in accordance with applicable City of Albion insurance policies.

Article XI
Amendments

These by-laws may be amended or repealed by the affirmative vote of two thirds of the whole board at any regular or special meeting called for that purpose with at least 30 days' notice, subject to the approval of the Albion City Council by resolution.

Part II
Special By-Laws for
The Economic Development Corporation of the City of Albion

Article I
Name and Registered Office

Section 1. *Name.* The corporation is The Economic Development Corporation of the City of Albion ("EDC"). The corporation was established by articles of incorporation adopted

⁵ Act 442, Public Acts of 1976, as amended; MCL 15.231 *et seq.*, MSA 4,1801(1) *et seq.*

July 29, 1977, as amended November 2, 1977, all pursuant to the Economic Development Corporations Act⁶.

Section 2. *Registered Office.* The corporation’s registered office is at 112 W. Cass St., Albion, Michigan 49224.

Article II

Purposes and Powers

Section 1. *Purposes.* The corporation exists to promote economic development in the City of Albion and the surrounding community, as provided in Section 2 of the act and in Article II of the articles.

Section 2. *Powers.* The corporation has the powers enumerated in the act and in the articles, and all the powers of Michigan corporations generally, unless limited by law. It may undertake one or more “projects” within the meaning of the act. It may act as agent for’ other public authorities, including the City of Albion. Its board of directors may act as the board of directors for The Tax Increment Finance Authority of the City of Albion (“TIFA”) and the City of Albion Brownfield Redevelopment Authority (“BRA”).

Part III

Special By-Laws for the Tax Increment Finance Authority of the City of Albion

Article I

Name and Registered Office

Section 1. *Name.* The corporation is the Tax Increment Finance Authority of the City of Albion (“TIFA”). The corporation was established by resolution of the Albion City Council May 3, 1982, as modified November 7, 1983, all pursuant to the Tax Increment Finance Authority Act⁷.

Section 2. *Registered Office.* The corporation’s registered office is at 112 W. Cass St., Albion, Michigan 49224,

⁶ Act 338 of the Public Acts of 1974, as amended, MCL 125.1601 *et seq.*, MSA 5,3520 (I) *et seq.*

⁷ Act 450 of the Public Acts of 1980, as amended, MCL 125.1801 *et seq.*, MSA 3.540 (201) *et seq.*

Article II
Purposes and Powers

Section 1. *Purposes.* TIFA exists to promote economic growth in the area of the City of Albion designated as the Tax Increment Finance Authority district.

Section 2. *Powers.* TIFA has the powers enumerated in the act and in the resolution, and all the powers of Michigan corporations generally, unless limited by law. It may undertake one or more “development plans” within the meaning of the act.

Part IV
Special By-Laws for the
City of Albion Brownfield Redevelopment Authority

Article I
Name and Registered Office

Section 1. *Name.* The corporation is the City of Albion Brownfield Redevelopment Authority (“BRA”). The corporation was established by resolution of the Albion City Council December 4, 2000, all pursuant to the Brownfield Redevelopment Financing Act⁸.

Section 2. *Registered Office.* The corporation’s registered office is at 112 W. Cass St., Albion, Michigan 49224.

Article II
Purposes and Powers

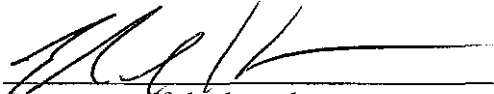
Section 1. *Purposes.* BRA exists to identify and treat environmentally distressed areas, including those which are functionally obsolete or blighted, in order to promote revitalization in the Albion brownfield redevelopment zone, which is congruent with the city limits of the City of Albion.

⁸ Act 38 1 of the Public Acts of 1996, as amended, MCL 125.2651 *et seq*, MSA 3.540 (265 1) *et seq*.

Section 2. *Powers*. BRA has the powers enumerated in the act and in the resolution, and all the powers of Michigan corporations generally, unless limited by law. It may undertake one or more "brownfield plans" within the meaning of the act, and may establish a local site remediation revolving fund.

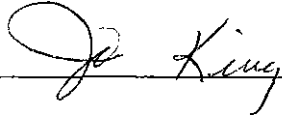
CERTIFICATES OF ADOPTION

I CERTIFY that these by-laws were adopted by the requisite vote of the board of The Economic Development Corporation of the City of Albion, for itself and as the board of directors of The Tax Increment Finance Authority of the City of Albion and as the board of directors of the City of Albion Brownfield Redevelopment Authority, May 9, 2001.



Secretary of the board

I CERTIFY that these by-laws were ratified by resolution of the Albion City Council adopted June 4, 2001.



City Clerk