

**.BYLAWS
OF
SAGINAW DOWNTOWN DEVELOPMENT AUTHORITY**

**ARTICLE I
POWERS AND DUTIES OF THE AUTHORITY**

Section 1. The Authority shall be a public body corporate which may sue and be sued in any court of this State.

Section 2. The Authority shall exercise its powers within the following area of the downtown district of the city of Saginaw:

Beginning at the northwesterly corner of Millard St. and S. Park Ave., thence southeasterly along the western line of S. Park Ave. to the southerly line of Burt St., thence northeasterly along the southerly line of Burt St. to the easterly line of S. Fourth St., thence northwesterly along the easterly line of S. Fourth St. to the southerly line of Thompson St., thence northeasterly along the southerly line of Thompson St. to the northerly line of Janes St. thence westerly along the northerly line of Janes St. to the southeasterly corner of Lot 1, Block 56 Glasby, and Gallagher's Addition, thence northerly along the easterly line of Lt. 1 to the northerly line of Lot 1, thence westerly along the northerly line of Lot 1 and Lot 1 extended to the northeasterly corner of Lot 2, Block 55 Glasby and Gallagher's Addition, thence westerly along the northerly line of Lot 3, Lot 2, Lot 1 and Lot 1 extended to the northeasterly corner of Lot 4, Block 44 of Glasby and Gallagher's addition, thence westerly along the northerly line of Lot 4 and Lot 3 to the center line of Block 44, thence northerly along the center line of Block 44 and the center line extended to the center line of Block 45 Glasby and Gallagher's Addition, thence northerly along the center line of Block 45 and the center line extended to the center line of Block 46 Glasby and Gallagher's Addition which is also the easterly line of Lot 1, thence northerly along the easterly line of Lot 1 and Lot 2 to the northerly line of Lot 2, thence westerly along the northerly line of Lot 2 and Lot 2 extended to the westerly line of S. Second St., thence northerly along the westerly line of S. Second St. and N. Second St. to the southerly line of Carroll St., thence westerly along the southerly line of Carroll St. to the westerly line of N. Franklin St., thence northerly along the westerly line of N. Franklin St. to the northerly line of Astor St., thence easterly along the northerly line of Astor St. to the easterly line of N. Second St., thence southerly along the easterly line of N. Second St. to the northerly line of Lot 6, Block 109, Hoyt's Northern Addition, thence easterly along the northerly line of Lot 6 and Lot 14, Block 109, Hoyt's Northern Addition to the westerly line of N. Third Ave., thence easterly across N. Third Ave. to the northerly line of Lot 6, Block 114, Hoyt's Northern addition, thence easterly along the northerly line of Lot 6 to the westerly line of Lot 13, Block 114, Hoyt's Northern Addition, thence northerly along the westerly line of Lots 13, 12, and 11, Block 114, Hoyt's Northern Addition to the center line of the main track of the C & O Railroad, thence westerly along the center line of the main track of the C & O Railroad (being the track crossing the Saginaw River) to the northerly limits of the City of Saginaw, thence westerly along the northerly City limits to the center line of the main track of the Grand Trunk Railroad, thence southerly along the center line of the main track of the Grand Trunk Railroad to the southerly line of Davenport St., thence westerly along the southerly line of Davenport St., to the easterly line of Schaefer St., thence southerly along the easterly line of Schaefer St. to the southerly

line of Congress Ave., thence westerly along the southerly line of Congress St. to the westerly line of Stone St., thence southerly along the westerly line of Stone St. to the southerly line of Cooper St., thence westerly along the southerly line of Cooper St. to the westerly line of N. Bond St. thence southerly and southwesterly along the westerly line of N. Bond St. to the southerly line of Remington St., thence southeasterly along the southerly line of Remington St. to the westerly line of N. Fayette St., thence southwesterly along the westerly line of N. Fayette St. to the northwesterly line of Court St., thence northwesterly along the northwesterly line of Court St. to the westerly line of S. Harrison St. thence southwesterly along the westerly line of S. Harrison St. to the southerly line of Cass St., thence southeasterly along the southerly line of Cass St. to the westerly line of S. Fayette St., thence southwesterly along the westerly line of S. Fayette St. to the southerly line of Stephens St., thence southeasterly along the southerly line of Stephens St. to the southerly line of Rust Ave. thence easterly along the southerly line of Rust Ave. to the easterly line of S. Washington Ave. thence northeasterly along the easterly line of S. Washington Ave. to the southerly line of E. Holland Ave. thence southeasterly along the southerly line of E. Holland Ave. to the easterly line of S. Jefferson Ave. thence northeasterly along the easterly line of S. Jefferson Ave. to the southerly line of Holden St. thence easterly along the southerly line of Holden St. to the easterly line of Owen St. thence northeasterly along the easterly line of Owen St. to the southerly line of Meredith St. thence easterly along the southerly line of Meredith St. to the easterly line of Howard St. thence northeasterly along the easterly line of Howard St. to the northerly line of Hoyt St. thence northwesterly along the northerly line of Hoyt St. the easterly line of Owen St. thence northeasterly along the easterly line of Owen St. to the northerly line of Millard St. thence northeasterly along the northerly line of Millard St. to the westerly line of S. Park St. which is the point of beginning. Excepting from the above description Lot 1, Joseph Campau Farm lying west of Michigan Ave. and south of Houghton Ave., Lots 2, 3, & 4 Joseph Campau Farm lying west of Michigan Ave. also known as Bliss Park..

Section 3. The Authority may prepare an analysis of economic changes taking place in the downtown district.

Section 4. The Authority may study and analyze the impact of metropolitan growth upon the downtown district.

Section 5. The Authority may plan and propose the construction, the renovation, repair, remodeling, rehabilitation, restoration, preservation, or reconstruction of a public facility, and 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 Authority, aids in the economic growth of the downtown district.

Section 6. The Authority may 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.

Section 7. The Authority may develop long-range plans, in cooperation with the City of Saginaw, 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 owners to implement the plans to the fullest extent possible.

Section 8. The Authority may implement any plan of development in the downtown district necessary to achieve the purposes of Act 197 of the Public Acts of 1975, as amended, (the “Act”) in accordance with the powers of the Authority as granted by the Act.

Section 9. The Authority may make and enter into contract necessary or incidental to the exercise of its powers and the performance of its duties.

Section 10. The Authority may 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 interest therein, which the Authority determines is reasonably necessary to achieve the purposes of the Authority, and to grant or acquire licenses, easements, and options with respect thereto.

Section 11. The Authority may 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 part, of any public or private person or corporation, or a combination thereof.

Section 12. The Authority may fix, charge, and collect fees, rents, and charges for the use of any building or property under its control or any part thereof, or facility therein, and pledge the fees, rents, and charges for the payment of revenue bonds issued by the Authority.

Section 13. The Authority may lease any building or property under its control, or any part thereof.

Section 14. The Authority may accept grants and donations or property, labor, or other things of value from a public or private source.

Section 15. The Authority may acquire and construct public facilities.

Section 16. The Authority may create, operate, and fund marketing initiatives that benefit only retail and general marketing of the downtown district.

Section 17. The Authority may contract for broadband service and wireless technology service in the downtown district.

Section 18. The Authority may create, operate, and fund a loan program to fund improvements for existing buildings located in the 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.

Section 19. The Authority may create, operate, and fund retail business incubators in the downtown district.

Section 20. The Authority may take such other action as is allowed by law.

Section 21. The Authority shall be deemed an instrumentality of a political subdivision for purposes of Act No. 227 of the Public Acts of 1972, being section 213 .321 to 213.332 of the Michigan Compiled Laws.

Section 22. The Authority shall be able to receive private property from the City of Saginaw, taken under Act No. 149 of the Public Acts of 1911, as amended, being section 213. 21 to 213.41 of the Michigan Compiled Laws, for the purpose of transfer to the Authority for use in an approved development, or terms and conditions deemed appropriate by the Authority, and the taking transfer, and use shall be considered necessary for public purposes and for the benefit of the public.

Section 23.

(1) The activities of the Authority shall be financed from one or more of the following sources:

- (a) Donations to the Authority for the performance of its functions.
- (b) Proceeds of a tax imposed pursuant to Section 12 of Act 197 of the Public Acts of 1975.
- (c) Moneys borrowed and to be repaid as authorized by Sections 13 and 13a of Act 197 of the Public Acts of 1975.
- (d) Revenues from any property, building, of facility owned leased, licensed, or operated by the Authority or under its control, subject to the limitation imposed upon the Authority by trusts or other agreements.
- (e) Proceeds of a tax increment financing plan, established under Sections 14 to 16 of Act 197 of the Public Acts of 1975.
- (f) Proceeds from a special assessment district created as provided by law.
- (g) Moneys obtained from other sources approved by the Saginaw City Council or otherwise authorized by law for use by the Authority or the City of Saginaw to finance a development program.
- (h) Money obtained pursuant to Section 13b of Act 197 of the Public Acts of 1975.
- (i) Revenue from the Federal Facility Development Act, Act No. 275 of the Public Acts of 1992, or revenue transferred pursuant to section 11a of chapter 2 of the City Income Tax Act, Act No. 284 of the Public Acts of 1964.
- (j) Revenue from the Federal Data Facility Act, Act No. 126 of the Public Acts of 1993, or revenue transferred pursuant to section 11b of chapter 2 of the City Income Tax Act, Act No. 284 of the Public Acts of 1964.

(2) Moneys received by the Authority and not covered under subsection (1) shall immediately be deposited to the credit of the Authority, subject to disbursement pursuant to this act.

Section 24.

- (1) The Authority may, with the approval of the Saginaw City Council, levy an ad valorem tax on the real and tangible personal property, not exempt by law and as finally equalized in the downtown district. The tax shall not be more than 2 mills and shall be collected by the City of Saginaw at the same time and in the same manner as it collects its other ad valorem taxes. The tax shall be paid to the treasurer of the Authority and credited to the general fund of the Authority for purposes of the Authority.
- (2) The Authority may request of the City of Saginaw that the City borrow money and issue its notes therefore pursuant to the Revised Municipal Finance Act, Act No. 34 of the Public Acts of 2001.

Section 25. The Authority may borrow money and issue its negotiable revenue bonds therefore pursuant to Act No. 94 of the Public Acts of 1933, as amended, being sections 141.101 to 141.139 of the Michigan Compiled Laws. Revenue bonds issued by the Authority shall not, except as hereinafter provided, be deemed a debt of the City of Saginaw or the State. The City of Saginaw by majority vote of the members of its City Council may pledge its full faith and credit to support the Authority's revenue bonds.

Section 26.

- (1) As used in this section and sections 27 and 28 the following words shall have those meanings attributed to them pursuant to Act 197 of the Public Acts of 1975:
 - (a) "Captured assessed value".
 - (b) "Initial assessed value".
- (2) When the Authority determines that it is necessary for the achievement of the purposes of the Authority, the Authority shall prepare and submit a tax increment financing plan to the City Council. The plan shall include a development plan as provided in Section 29, a detailed explanation of the tax increment procedure, the amount of bonded indebtedness to be incurred, the duration of the program, and shall be in compliance with Section 27. The plan shall contain a statement of the estimated impact of tax increment financing on the assessed values of all taxing jurisdictions in the downtown development district. The plan may provide for the use of part or all of the captured assessed value, but the portion intended to be used by the Authority shall be clearly stated in the tax increment financing plan. The Authority or the City of Saginaw may exclude from captured assessed value growth in property value resulting solely from inflation. The plan shall set forth the method for excluding growth in property value resulting solely from inflation.
- (3) The percentage of taxes levied for school operating purposes that is captured and used by the tax increment financing plan shall not be greater than the plan's percentage capture and use of taxes levied by the City of Saginaw or Saginaw County for operating purposes. For purposes of the previous sentence, taxes levied by Saginaw County for operating purposes include only millage allocated for county purposes under the Property Tax Limitation Act, Act 62 of the Public Acts of 1933. For purposes of this subsection, tax increment revenues used to pay bonds issued by the City of Saginaw

shall be considered to be used by the tax increment financing plan rather than shared with the City of Saginaw. The limitation of this subsection does not apply to the portion of the captured assessed value shared pursuant to an agreement entered into before 1989 with Saginaw County or the City of Saginaw in which an enterprise zone is approved under the Enterprise Zone Act, Act 224 of the Public Acts of 1985.

- (4) Approval of the tax increment financing plan shall be in accordance with the notice, hearing, and disclosure provision of Section 30. When the development plan is part of the tax increment financing plan, only one (1) hearing and approval procedure is required for the two (2) plans together.
- (5) Before the public hearing on the tax increment financing plan, the Saginaw City Council shall provide a reasonable opportunity to the members of the Saginaw County Board of Commissioners and to the members of the school board of any school district in which any portion of the development area is located to meet with the City Council. The Authority shall fully inform members of the Saginaw County Board of Commissioners and of the school board(s) of the fiscal and economic implications of the proposed development area. The members of the Saginaw County Board of Commissioners and of the school board(s) may present their recommendations at the public hearing on the tax increment financing plan. The Authority may enter into agreement with the Saginaw County Board of Commissioners, the school board(s), and the City Council in which the development area is located to share a portion of the captured assessed value of the district.
- (6) A tax increment financing plan may be modified if the modification is approved by the Saginaw City Council upon notice and after public hearings and agreements as are required for approval of the original plan.
- (7) Under a tax increment financing plan that includes a catalyst development project, an authority may pledge available tax increment revenues of the authority as security for any bonds issued to develop and construct a catalyst development project.

Section 27.

- (1) The City of Saginaw and Saginaw County Treasurers shall transmit to the Authority tax increment revenues. The amount of tax increment to be transmitted to the Authority shall be as established by Act 197 of the Public Acts of 1975.
- (2) The Authority shall expend the tax increments received for the development program only pursuant to the tax increment financing plan. Surplus funds shall revert proportionately to the respective taxing bodies. These revenues shall not be used to circumvent existing property tax limitations. The Saginaw City Council may abolish the tax increment financing plan when it finds that the purposes of which it was established are accomplished. However, the tax increment financing plan shall not be abolished until the principal of, and interest on, bonds issued pursuant to section 28 have been paid or funds sufficient to make the payment have been segregated.

- (3) Annually the authority shall submit to the Saginaw City Council a report on the status of the tax increment financing account. The report shall include: the amount and source of revenue in the account; the amount in any bond reserve account; the amount and purpose of expenditures from the account; the amount of principal and interest on any outstanding bonded indebtedness; the initial assessed value of the project area; the captured assessed value retained by the Authority; the tax increments received; the number of jobs created as a result of the implementation of the tax increment financing plan; and any additional information City council deems necessary. The report shall be published in a newspaper of general circulation in the City of Saginaw.

Section 28.

- (1) The City of Saginaw may by resolution of its City Council authorize, issue, and sell general obligation bonds subject to the limitations herein set forth to finance the development program of the tax increment financing plan and shall pledge its full faith and credit for the payment of the bonds. The City of Saginaw may pledge as additional security for the bonds any money received by the Authority or the City of Saginaw from other sources as provided herein. The bonds are subject to the Revised Municipal Finance Act, Act 34 of the Public Acts of 2001. Before the City of Saginaw may authorize the borrowing, the Authority shall submit an estimate of the anticipated tax increment revenue and other revenue to be available for payment of principal and interest on the bonds to the City Council. This estimate shall be approved by City Council by resolution adopted by majority vote of the members of the City Council, in the resolution authorizing the bonds, and when approved, the anticipated tax increment revenues and other revenue available for payment of principal and interest on the bonds shall be conclusive. The bonds issued under this section shall be considered a single series for the purposes of the Revised Municipal Finance Act, Act 34 of the Public Acts of 2001.
- (2) The Authority may by resolution of its governing body authorize, issue, and sell tax increment bonds subject to the limitations set forth in this subsection to finance the development program of the tax increment financing plan. The tax increment bonds issued by the Authority pursuant to this subsection shall pledge solely the tax increments of a development area in which the project is located or a development area from which tax increments may be used for the project or both. In addition or in the alternative, the bonds issued by the Authority pursuant to this subsection may be secured by any other revenues identified herein as sources of financing for activities of the Authority that the Authority shall specifically pledge in the resolution. However, the full faith and credit of the City of Saginaw shall not be pledged to secure bonds issued pursuant to this subsection. The bond issue may include a sum sufficient to pay interest on the tax increment bonds until full development of tax increments from the project and also a sum to provide a reasonable reserve for payment of principal and interest on the bonds. The resolution authorizing the bonds shall create a lien on the tax increments and other revenues pledged by the resolution which shall be a statutory lien and shall be a first lien subject only to liens previously created. The resolution may provide the terms upon which additional bonds may be issued of equal standing and parity of lien as to the tax increments and other revenues pledged pursuant to the resolution. Bonds

issued under this subsection that pledge revenue received under section 23 for repayment of the bonds are subject to the Revised Municipal Finance Act, Act 34 of the Public Acts of 2001.

Section 29.

- (1) When the Authority decides to finance a project in the downtown district by the use of revenue bonds or tax increment financing as authorized in herein, it shall prepare a development plan.
- (2) The development plan shall contain:
 - (a) The designation of boundaries of the development area in relation to highways, streets, streams or otherwise.
 - (b) The location and extent of existing streets and other public facilities within the development area and shall designate the location, character, and extent of the categories of public and private land uses then existing and proposed for the development area, including residential, recreational, commercial, industrial, educational, and other uses and shall include a legal description of the development area.
 - (c) A description of existing improvements in the development area to be demolished, repaired, or altered, a description of any repairs and alterations, and an estimate of the time required for completion.
 - (d) The location, extent, character, and estimated cost of the improvements including rehabilitation contemplated for the development area and an estimate of the time required for completion.
 - (e) A statement of the construction or stages of construction planned, and the estimated time of completion of each stage.
 - (f) A description of any part of the development area to be left as open space and the use contemplated for the space.
 - (g) A description of any portions of the development area which the Authority desires to sell, donate, exchange, or lease to or from the City of Saginaw and the proposed terms.
 - (h) A description of desired zoning changes and changes in streets, street levels, intersections, and utilities.
 - (i) An estimate of the cost of the development, a statement of the proposed method of financing the development and the ability of the Authority to arrange the financing.
 - (j) Designation of the person or persons, natural or corporate, to whom all or a portion of the development is to be leased, sold, or conveyed in any manner and for whose benefit the project is being undertaken if that information is available to the Authority.
 - (k) The procedures for bidding for the leasing, purchasing, or conveying in a manner of all or a portion of the development upon its completion, if there is no express or implied agreement between the authority and persons, natural or corporate, that all or a portion of the development will be leased, sold or conveyed in any manner to those persons.

- (l) Estimates of the number of persons residing in the development area and the number of families and individuals to be displaced. If occupied residences are designated for acquisition and clearance by the Authority, a development plan shall include a survey of the families and individuals to be displaced, including their income and racial composition, a statistical description of the housing supply in the city, including the number of private and public units in existence or under construction, the condition of those in existence, the number of owner-occupied and renter-occupied units, the annual rate of turnover of the various types of housing and the range of rents and sale prices, an estimated capacity of private public housing available to displaced families and individuals.
- (m) A plan for establishing priority for the relocation of persons displaced by the development in any new housing in the development area.
- (n) Provision for the costs of relocating persons displaced by the development and financial assistance and reimbursements of expenses, including litigation expenses and expenses incident to the transfer of title, in accordance with the standards and provisions of the Federal Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970, being Public Law 91-646, 42 U.S.C. sections 4601, et seq.
- (o) A plan for compliance with Act No. 227 of the Public Acts of 1972, being sections 213.321 to 213.332 of the Michigan Compiled Laws.
- (p) Other material which the Authority or the Saginaw City Council deems pertinent.

Section 30. A person to be relocated by the Authority shall be given not less than ninety (90) days written notice to vacate unless modified by court order for good cause.

Section 31. Periodically, a representative of the Authority responsible for preparation of a development or tax increment financing plan within the development area shall consult with and advise the development area citizens council, if one is established pursuant to law, regarding the aspects of a development plan, including the development of new housing for relocation purposes located either inside or outside of the development area. The consultation shall begin before any final decisions by the Authority and the City Council regarding a development or tax increment financing plan. The consultation shall continue thorough the preparation and implementation of the development or tax increment financing plan.

Section 32.

- (1) The director of the Authority shall prepare and submit for the approval of the board a budget for the operation of the Authority of the ensuing fiscal year. The budget shall be prepared in the manner and contain the information required of City of Saginaw departments. Before the budget may be adopted by the board, it shall be approved by the City Council. Funds of the City shall not be included in the budget of the Authority except those funds authorized by the Act or by the City Council.
- (2) The City Council may assess a reasonable pro rata share of the funds for the cost of handling and auditing the funds against the funds of the Authority, other than those committed, which cost shall be paid annually by the board pursuant to an appropriate item in its budget.

Section 33.

- (1) A public facility, building, or structure which is determined by the City of Saginaw to have significant historical interests shall be preserved in a manner deemed necessary by the City in accordance with laws relative to the preservation of historical sites. The preservation of facilities, buildings, or structures determined to be historic sites by a municipality shall include, at a minimum, equipping the historic site with a fire alarm system.
- (2) The Authority shall refer all proposed changes to the exterior of sites listed on the State Register of Historic Sites and the National Register of Historic Places to the applicable historic district commission created under Public Acts No. 169 of the Public Acts of 1970, being sections 399.201 to 399.212 of the Michigan Compiled Laws, or the State for review.

Section 34. When it has completed the purposes for which it was organized, the Authority shall be dissolved by ordinance of the City Council. The property and assets of the Authority remaining after the satisfaction of the obligations of the Authority shall belong to the City of Saginaw.

Section 35. The Authority possesses all the powers necessary to carry out the purposes of its incorporation including the incidental powers necessary thereto. The powers herein granted shall be in addition to those granted by the statute, and the enumeration of a power in these Bylaws or in the Act shall not be construed as a limitation on the general powers of the Authority.

ARTICLE II
BOARD

Section 1. General Powers

The Authority shall be under the supervision and control of a board.

Section 2. Number, Tenure, and Qualifications

The board of the Authority shall consist of thirteen persons, the Chief Executive Officer of the municipality and twelve members. Of the members first appointed, an equal number of members, as near as is practicable, shall be appointed for 1 year, 2 years, 3 years and 4 years. Thereafter each member shall serve for a term of 4 years. Not less than a majority of the members shall be persons having an interest in property located in the downtown district. Not less than one of the members shall be a resident of the downtown district, if it has one hundred or more persons residing within it.

Section 3. Selection of Board Members

The City Manager of the City of Saginaw with the advice and consent of the City Council shall appoint the members of the board. Subsequent board members shall be appointed in the same manner as the original appointments at the expiration of each member's term of office. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office.

Section 4. Compensation of Members

Members of the board shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

Section 5. Expiration of term, Continuation in Office, Reappointment, and Filling Vacancies

Members whose terms of office have expired shall continue to hold office until a successor has been appointed. If a vacancy is created by the death, resignation, or removal of a member, a successor shall be appointed by the City Manager with the advice and consent of the City Council to hold office for the remainder of the term so vacated.

Section 6. Removal

Pursuant to proper notice and an opportunity to be heard, a member may be removed from office for cause by a majority vote of the City Council. Removal of a member is subject to review by the circuit court.

Section 7. Conflict of Interest

- (a) No board member, officer, or employee of the Authority shall be a party, directly or indirectly, to a contract between himself or herself or the Authority except as provided in subsection (c) hereof.
- (b) No board member, officer, or employee of the Authority shall directly or indirectly solicit any contract between the Authority and (a) himself or herself; (b) any firm (meaning a co-partnership or other unincorporated association) of which he or she is a partner, member or employee; (c) any private corporation or company in which he or she is a stockholder owning more than 1% of the total outstanding stock of any class where such stock is not listed on a stock exchange or stock with a present total market value in excess of \$25,000.00 where such stock is listed on a stock exchange or of which he or she is a director, officer or employee; or (d) any trust of which he or she is a beneficiary or trustee; nor shall he or she take any part in the negotiations for such a contract or the renegotiations thereof or amendment thereto or in the approval thereof; nor shall he or she represent either party in the transaction; except as provided in subsection (c) hereof.
- (c) The provisions of subsection (a) and (b) shall apply to all board members, officers, or employees who are paid for working for more than an average of 25 hours per week for the Authority, but shall not apply to any other board member, officer, or employee if he or she promptly discloses his or her pecuniary interest in the contract to the official body which has power to approve the contract, which disclosure shall be made a matter of record in its official proceedings; and if the contract is approved by not less than 2/3 of the full membership of the approving body without the vote of a member thereof, if any, making such disclosure.

Section 8. Attendance

Board members are required to attend 2/3 of regular Board meetings within the fiscal year. Failure to do shall result in removal of said Board member(s) subject to Section 4 of the Act.

ARTICLE III
OFFICERS

Section 1. Officers

The officers of the Authority shall be a Chairperson, Vice Chairperson, Secretary and Treasurer.

Section 2. Removal of Officers

An officer may be removed by the board whenever in its judgment the best interest of the Authority would be served.

Section 3. Filling of Vacancies

A vacancy of an officer may be filled by the board for the unexpired portion of the term.

Section 4. Chairperson

The Chairperson shall preside at all meetings of the board and shall discharge the duties of a presiding officer.

Section 5. Vice Chairperson

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

Section 6. Treasurer

The Treasurer shall keep the financial records of the Authority and with the Executive Director shall approve all vouchers for the expenditure of funds of the Authority. All expense items of the Authority shall be publicized monthly and the financial records shall always be open to the public. The Treasurer shall perform such other duties as may be delegated by the board and shall furnish bond in an amount prescribed by the board.

Section 7. Secretary

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 any other individual. The Secretary shall keep a record of the proceedings of the board and shall perform such other duties delegated by the Board.

ARTICLE IV MEETINGS

Section 1. Annual Meeting

The annual meeting shall be held on the second Friday in February. The election of officers shall occur at the annual meeting. If the election of officers should not occur on the day designated, or any adjournment thereof, the board shall cause the election to be held at a regular or special meeting of the board within ninety days of the annual meeting.

Section 2. Regular Meetings

Beginning in January of each year, regular meetings of the Board shall be held every month when a full-time Director is employed by the Authority. Otherwise, regular meetings of the Board shall be held every other month. In the event the meeting day shall fall on a holiday, the meeting will occur on the following day. Any regularly scheduled meeting may be canceled for lack of a quorum.

Section 3. Special Meetings

Special meetings of the Board may be called by the Chairperson, by the Vice Chairperson in the absence of the Chairperson, by the Executive Director, by any three members of the board, or by the City Council by giving twenty four hours notice of the meeting stating the purpose of the meeting and by posting the notice eighteen hours prior to the meeting.

Section 4. Notice of Meeting

All meetings shall be preceded by public notice posted in accordance with the Open Meetings Act (Act 267 of the Public Acts of 1976, as amended). Notice to the members of the Board and to the public shall be the responsibility of the Secretary.

Section 5. Agenda

The Chairperson may direct the Executive Director to prepare the agendas for all meetings and send them to the Authority members at least twenty-four hours prior to a meeting. Any member of the Authority may request any item to be placed upon the agenda.

Section 6. Quorum and Voting

A majority of the members of the board in office shall constitute a quorum for the transaction of business. A vote of seven members shall constitute the action of the board unless the vote of a larger number is required by statute or elsewhere in these bylaws. In the event that effective membership is reduced because of disclosure of interest (Article II, Section 7), a majority of the remaining members eligible to vote shall constitute the action of the board.

Section 7. Rules of Order

Robert's Rules of Order will govern the conduct of all meetings.

ARTICLE V
EMPLOYMENT OF PERSONNEL

Section 1. Executive Director

The board may employ and fix the compensation of a director, subject to the approval of the City Council. The director shall serve at the pleasure of the board. A member of the board is not eligible to hold the position of director. Before entering upon the duties of his or her 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, and filed with the City Clerk. The premium on the bond shall be deemed an operating expense of the Authority, payable from funds available to the Authority for expenses and operation. The director shall be the chief executive officer of the Authority. Subject to the approval of the board, 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 the Act. The director shall attend the meetings of the board and shall render to the board and to the City Council a regular report covering the activity and financial condition of the Authority. If the director is absent or disabled, the board may designate a qualified person as acting director to perform the duties of the office. Before entering upon the duties of his office, the acting director shall take and subscribe to the oath, and furnish, bonds as required of the director. The director shall furnish the board with information or reports governing the operation of the Authority as the board requires.

Section 2. Treasurer

If a board member has not been appointed Treasurer, the board may employ and fix the compensation of a Treasurer whose duties shall be as set forth in Section 6 of Article III hereof.

Section 3. Secretary

If a board member has not been appointed Secretary, the board may employ and fix the compensation of a Secretary whose duties shall be as set forth in Section 7 of Article III hereof.

Section 4. Legal Counsel

The board may retain legal counsel to advise the board in the proper performance of its duties. The legal counsel shall represent the Authority in actions brought by or against the Authority.

Section 5. Other Personnel

The board may employ other personnel deemed necessary by the board.

ARTICLE VI
COMMITTEES AND ADVISORY BOARDS

Section 1. Committees

The board by resolution may designate and appoint one or more committees to advise the board, and will also evaluate, reappoint, or dissolve such committees. The committee

members shall be members of the Authority. The Chairperson of the Authority shall appoint the members and select the chairperson. The committees may be terminated by a vote of the Authority. A majority of the committee will constitute a quorum. A majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Such committees shall be subject to the Open Meetings Act (Act 267 of the Public Acts of 1976, as amended).

Section 2. Advisory Boards

The board may by resolution authorize the establishment of advisory boards to the Authority. The Chairperson shall select with the advice and consent of the Authority members the members of each advisory board. The advisory board shall elect their own officers and establish rules governing their action. Depending on the nature of such boards, they may be subject to the Open Meetings Act (Act 267 of the Public Acts of 1976, as amended).

ARTICLE VII CONTRACTS AND FUNDS

Section 1. Contracts

The board may authorize the Executive Director or an agent or agents of the Authority to enter into any contract or execute and deliver any instrument on behalf of the Authority within the limits authorized by the Act. The authorization may be general or confined to specific instances.

Section 2. Funds

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Authority shall be signed by two of the four signers approved by the board. One other member of the board may be authorized to execute documents in the absence of the Treasurer, the Executive Director, or the Chairperson. All funds of the Authority shall be placed in such banks, trust companies, or other depositories as selected by the board.

Section 3. Contributions or Gifts

The board may accept on behalf of the Authority any contribution, gift, request, or device for the general purposes or for any special purpose of the Authority.

ARTICLE VIII BOOKS AND RECORDS

Section 1. Books and Records

The Authority shall keep correct and complete records of books and accounts and minutes of the meetings. The records shall be kept at the principal office of the Authority which will have a record of the names and addresses of the members of the Authority. All books and records of the Authority shall be open to the public. An annual audit by an independent certified public accountant will be conducted. Such records shall be maintained in accordance with the retention schedules established by the Michigan Department of Technology, Management, and Budget.

Section 2. Fiscal Year

The fiscal year of the Authority shall at all times conform to the fiscal year of the City of Saginaw.

ARTICLE IX
AMENDMENT TO RULES

These rules may be altered, amended, or repealed, and new rules adopted by a majority of the members present at any regular meeting.

Adoption & Amendments:

- Adopted October 22, 1981
- Amended August 18, 1987
- Amended 1993 (Article I, Section 2), Approved by City Council October 25, 1993
- Amended November 13, 1996 (Article II, Section 2; Article IV, Section 6)
- Amended January 9, 1998 (Article IV Section 2), Approved by Council February 9, 1998
- Amended April 14, 2000 (Article II, Section 2; Article II, Section 8; Article IV, Section 4), Approved by City Council on September 11, 2000