

**DOWNTOWN DEVELOPMENT AUTHORITY
OF THE
CITY OF BERKLEY**

BY-LAWS

ARTICLE I
NAME AND PURPOSE

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

Section 2: The purpose of the Authority are to implement Act 197 of the Public Acts of Michigan of 1975, as amended, (the "Act"), and include, but are not limited to the correction or prevention of deterioration in the downtown district, the encouragement of historic preservation, the creation and implementation of development plans in the downtown district, and the promotion of economic growth therein.

ARTICLE II
REGISTERED OFFICE

Section 1: The registered office and principle place of business of the Authority shall be the City Hall in the City of Berkley or such location as may from time to time be designated by the Board of Trustees of the Authority.

ARTICLE III
BOARD OF TRUSTEES

Section 1: The Authority shall be under the supervision and control of a Board of Trustees (the "Board") consisting of the City Manager and twelve (12) other members appointed by the City Manager and approved by the City Council, all in accordance with the Act.

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

Section 3: Resignation of members of the Board shall be effective upon delivery of the resignation in writing to the City Manager.

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, excessive misconduct, malfeasance, or any other good cause as determined by not less than two-thirds (2/3) of the members of the Board and 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. Said disclosure shall become a part of the record of the Authority's official proceedings.

ARTICLE IV
OFFICERS

Section 1: The Board of the Authority shall elect from its membership a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The specific job responsibilities of these positions shall be identified in job descriptions approved by a majority vote of the Board. 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.

Section 2: Officers elected in January of 2001 shall hold office until June 30, 2002 and the term of office shall expire on June 30th each year thereafter or until a successor is elected and qualified.

Section 3: An officer may be removed by a two-thirds (2/3) vote of the Board whenever in its judgement 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 and on behalf of the Authority. 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 pecuniarily for any purpose or in any amount.

Section 6: The Chairperson shall preside at all meetings of the Board and shall discharge the duties of a presiding officer.

Section 7: 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 8: The Treasurer shall keep the financial records of the Authority and shall sign all vouchers for the expenditure of funds of the Authority which have been approved by the Board. 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. The funds of the Authority shall be deposited by the Treasurer of the Authority with the City Clerk/Treasurer. Any bank accounts of the Authority shall provide for the Chairperson, Vice-Chairperson and Treasurer as signatories, with 2 out of the 3 signatures required. DDA bills to be paid by the City Clerk/Treasurer shall be approved for payment in the same manner.

Section 9: The Secretary shall maintain custody of the official seal and of records, books, minutes, documents, or other papers not required to be maintained by the Treasurer. The Secretary shall perform such other duties delegated by the Board. By majority vote, the Board of Trustees can assign the responsibilities of the Secretary to another individual if they determine that it is in their best interests to do so.

SECTION V
SUBMISSION OF BUDGET

Section 1: 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: The most recent edition of Robert's Rules of Order shall govern the conduct of all meetings of the Board.

Section 3; Special meetings of the Authority may be called by the Chairperson or by any seven (7) members of the Board giving not less than eighteen (18) hours notice to all Members 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 a meeting of the Authority shall be entitled to a single vote, but no member shall vote by proxy unless his/her sealed vote is delivered to the Chairperson prior to the meeting and accepted by a majority of those present. A proxy vote shall not be used to make a quorum. A proxy vote shall be used only once on a question.

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

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 two-thirds (2/3) of the Members of the Board of the 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.

Date:

Approved by:

Chairperson
Board of Trustees of the City of Berkley
Downtown Development Authority

Date:

Approved by:

Mayor
City of Berkley