

LOCAL DEVELOPMENT FINANCE AUTHORITY

OF

THE CITY OF WHITEHALL
(Muskegon County, Michigan)

BYLAWS

AND

RULES OF PROCEDURE

Approved by the Board on
December 15, 1988

By Brian M. Butchus
Secretary to the Board

Approved by the City
Council on December 13, 1988

By Brian M. Butchus
City Clerk

BYLAWS
AND
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OF

THE LOCAL DEVELOPMENT FINANCE AUTHORITY
OF THE CITY OF WHITEHALL

(A public body corporate formed pursuant to Act 281 of the Public Acts of 1986, as amended)

ARTICLE I

Name; Registered Office; Public Body Corporate

- Section 1. Name. The name of this corporation is the Local Development Finance Authority of the City of Whitehall.
- Section 2. Registered Office. The initial registered office of the Authority is the City Clerk's Office, City Hall, 405 East Colby Street, Whitehall, Michigan 49461. The resident agent shall be the person who from time to time is designated as Chairperson by the Board of the Authority.
- Section 3. Principal Office. The Authority shall have its principal office at City Hall, 405 East Colby Street, Whitehall, Michigan 49461, and it may also maintain offices at such other place or places as the Board of the Authority may from time to time designate.
- Section 4. Public Body Corporate. The Authority shall be a public body corporate which may sue and be sued in any court of the State of Michigan.

ARTICLE II

Purpose

The Authority is organized pursuant to Act 281 of the Public Acts of 1986, as amended, and its purpose or purposes are as set forth and established by said Act 281.

ARTICLE III

Board; Members

- Section 1. General Powers. The business and affairs of the Authority shall be managed by its Board, except as otherwise provided by statute or by these Bylaws.
- Section 2. Number, Tenure and Qualifications. The Board of the Authority shall consist of eleven (11) persons appointed in accordance with Section 5 of Act 281, P.A. 1986, as amended. Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses.
- Section 3. Conflict of Interest. A Board Member who has a direct interest in any matter before the Authority shall disclose his 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, and the interested Member shall further refrain from participation in the Authority's proceedings relating to the matter.
- Section 4. Meetings. Meetings of the Board may be called by or at the request of the Chairperson or any two Board Members but, in any event, are to be held at least once quarterly. The meetings of the Board shall be open to the public, and the appropriate notice of such meetings shall be provided to the public, in accordance with the Open Meetings Act (Act No. 267 of the Public Acts of 1976, as amended).
- Section 5. Quorum. A majority of the members of the Board then in office constitutes a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Members are present at a meeting, a majority of the Members present may adjourn the meeting from time to time without further notice. The vote of the majority of Members 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 statutes or these By-Laws.
- Section 6. Committees. The Board may, by not less than a majority vote of the members of the Board then in office, designate one or more committees, each committee to include one or more of the Members of the Board. The Members of the Board and members of the public on any committee may be changed at the

will of the Board by not less than a majority vote of the members of the Board then in office. A committee, and each member thereof, shall serve at the pleasure of the Board. A committee may exercise all administrative and ministerial, but no discretionary, powers and authority of the Board in the management of the business and affairs of the Authority.

- Section 7. Manifestation of Dissent. A Member of the Board who is present at a meeting of the Board at which action on any matter is taken shall be assumed to have assented to the action taken unless the dissent of such Member shall be entered in the minutes of the meeting or unless such Member shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of said meeting. Such right to dissent shall not apply to Members who voted in favor of such action.
- Section 8. Annual Report. Within a reasonable time after the end of each fiscal year, the Board will prepare an annual report for submission to the City Council.
- Section 9. Open Records. All expense items of the Authority shall be publicized annually and the financial records of the Authority shall be open to the public pursuant to Act No. 442 of the Public Acts of Michigan of 1976, as amended.
- Section 10. Removal. Subject to notice and an opportunity to be heard, a Member of the Board may be removed for cause by the City Council. Removal of a Member is subject to review by the circuit court.

ARTICLE IV

Officers

- Section 1. Officers. The officers of the Authority shall consist of a Chairperson, Vice Chairperson, Secretary and Treasurer, and, if desired, such other officers as may from time to time be determined by the Board. Two or more offices may be held by the same person but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or the By-Laws to be executed, acknowledged or verified by two or more officers.

- Section 2. Election, Appointment and Term of Office. The officers of the Authority shall be elected or appointed, as the case may be, annually by the Board. If the election or appointment of officers shall not be held or made at such meeting, such election or appointment shall be held or made as soon thereafter as is convenient. Each officer so elected or appointed shall hold office for the term of which he/she is elected or appointed and thereafter until his/her successor is elected or appointed and qualified, or until his/her resignation or removal.
- Section 3. Removal. Any officer of the Board may be removed by the Board with or without cause whenever in its judgment the best interests of the Authority would be served thereby.
- Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the Board for the unexpired portion of the term of such office.
- Section 5. Chairperson. The Chairperson shall be elected by the Board and, if present, shall preside at all meetings of the Board. The Chairperson shall be the Chief Executive Officer of the Authority, but may from time to time delegate all or any part of his/her duties to a Vice Chairperson. The Chairperson shall have general and active management of the Authority, and shall see that all orders and resolutions of the Board are carried into effect. The Chairperson shall execute all bonds, mortgages, conveyances and other instruments entered into pursuant to the powers of the Authority with the approval and authority of the Board.
- Section 6. Vice Chairperson. The Vice Chairperson shall be elected by the Board and shall perform such duties as are delegated by the Chairperson. The Vice Chairperson shall, in the absence or in the event of the disability of the Chairperson, perform the duties and exercise the powers of the Chairperson, and shall perform such other duties as the Board shall prescribe.
- Section 7. Secretary. The Board may appoint or employ and fix the compensation of a Secretary who shall attend meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the

standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board. The Secretary shall keep in safe custody the seal and records, books and documents of the Authority, and when authorized by the Board, affix the same to any instrument requiring it. The Assistant Secretary, if one is elected, shall perform the duties and exercise the power of the Secretary in his/her absence or in the event of his/her disability.

Section 8. Treasurer. The Board may appoint or employ and fix the compensation of a Treasurer who shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Authority and shall deposit all monies, and other valuable effects in the name and to the credit of the Authority in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Authority as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board, whenever they may require, an account of all transactions as Treasurer and of the financial condition of the Authority. The Treasurer shall give the Authority a bond if required by the Board, in a sum, and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his/her office, and for the restoration to the Authority, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Authority. The Assistant Treasurer, if one is elected, shall perform the duties and exercise the power of the Treasurer in his/her absence or in the event of his/her disability.

Section 9. Delegation of Duties of Officers. In the absence of any officer of the Authority, or for any other reason that the Board may deem sufficient, the Board may delegate, from time to time, any of the powers or duties of such officer to any other officer, or to any Member, provided a majority of the Board then in office concurs therein.

ARTICLE V

Contracts, Loans, Checks and Deposits

- Section 1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority shall be confined to the specific instances therein specified.
- Section 2. Loans. No loan shall be contracted on behalf of the Authority and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board and approved by the City Council of the City of Whitehall. Such authority shall be confined to the specific instances therein specified.
- Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be signed by such officer or officers, agent or agents, of the Authority and in such manner as shall from time to time be determined by resolution of the Board. In the absence of determination by the Board, the signature of any officer shall be sufficient.
- Section 4. Deposits. All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the Board may select.

ARTICLE VI

Fiscal Year

The fiscal year of the Authority shall begin on the first day of July in each year and end on the last day of June in each year.

ARTICLE VII

Indemnification

- Section 1. Indemnification. Whenever any claim is made or any civil action is commenced against any officer or employee of the Authority for injuries to persons or property caused by the negligence of the officer or employee while in the course of his/her

employment and while acting within the scope of his/her authority, the Authority may, but is not required, to pay for legal services and also for any judgment or compromise settlement of the claim, pursuant to Act 170 of the Public Acts of 1964, as amended.

Section 2. Reimbursement. Any indemnification under Section 1 shall be made by the Authority only as authorized in the specific case upon a determination that indemnification of the employee or officer is proper in the circumstances because such officer has met the applicable standard of conduct set forth in Sec. 1. Such determination shall be made in either of the following ways:

1. By the Board by a majority vote of a quorum consisting of Members who were not parties of such action, suit or proceeding.
2. If such quorum is not obtainable or, even if obtainable, if a quorum of disinterested Members so directs, supported by the recommendation of independent legal counsel in a written opinion.

Section 3. Insurance. The Board may, in the exercise of its discretion, authorize by resolutions duly adopted, purchase and maintain insurance on behalf of any person who is or was a Member of the Board or officer of the Authority, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as a Member or officer, whether or not the Authority would have power to indemnify such person against such liability under Secs. 1 and 2 of this Article.

Section 4. Merger and Reorganization. For the purposes of Secs. 1 through 3 of this Article, references to the Authority include all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation, so that a person who is or was a Member or officer of such constituent corporation shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he/she would if he/she had served the resulting or surviving corporation in the same capacity.

ARTICLE VIII

Section 1. Seal. The Board may provide a corporate seal.

Section 2. Waiver of Notice. When the Board or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participate in the action to be taken submits a signed waiver of such requirement.

ARTICLE IX

Initiation of Projects

All requests for the assistance of this Authority shall be made in written form and should be addressed to the Secretary of this Board. The requests shall contain such information as the Board may, from time to time, prescribe.

ARTICLE X

Amendments

These By-Laws may be amended or repealed by the affirmative vote of not less than a majority of the Members of the Board then in office at any regular or special meeting called for that purpose; provided, however, that the amendments or repeal is authorized by the City Council of the City of Whitehall and further approved as provided by law.