

**BY-LAWS**  
**OF**  
**THE ECONOMIC DEVELOPMENT CORPORATION OF THE**  
**CITY OF ROCHESTER HILLS, COUNTY OF OAKLAND, STATE OF MICHIGAN**

**ARTICLE I**

Name, Registered Office and Registered Agent

Section 1. Name. The name of this Corporation is The Economic Development Corporation of the City of Rochester Hills (Corporation).

Section 2. Registered Office and Agent. The Corporation shall continuously maintain a registered office in the City of Rochester Hills, County of Oakland, State of Michigan, and a registered agent whose office address is identical to such registered office. The registered office and agent may be changed by the Board of Directors of the Corporation subject to the approval of the City Council of the City of Rochester Hills. The registered office is 1000 Rochester Hills Drive, Rochester Hills, Michigan, 48309. The agent is the Mayor of the City of Rochester Hills.

Section 3. Other Offices. The Corporation may have such other offices as the Board of Directors may determine or the affairs of the Corporation may require from time to time.

**ARTICLE 11**

Purpose

The Corporation is organized pursuant to Act 338 of the Public Acts of 1974, as amended, and its purposes will be in accordance with the Articles of Incorporation.

**ARTICLE III**

Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided by

statute, by the Articles of Incorporation or by the By-Laws.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall consist of nine (9) persons, not more than three (3) of whom shall be an officer or employee of the City of Rochester Hills. The Mayor and any member of the City Council may serve on the Board of Directors. The Directors shall be appointed by the Mayor, with the advice and consent of the City Council, for terms of six (6) years. Terms shall expire on March 31 in the years of expiration.

Section 3. Additional Directors. Promptly after the Corporation notifies the City Council in writing of its designation of a Project area, the Mayor with the advice and consent of the City Council shall appoint two (2) additional Directors to the Board of Directors for the project proposed by the Corporation, who shall serve, participate, vote and exercise authority only in respect to the Project, for terms of up to six (6) years, and they shall be representative of neighborhood residents and business interests likely to be affected by the Project proposed by the corporation. Each of said additional Directors shall serve as Directors of the Corporation until the Project for which they are appointed is either abandoned or, if undertaken, is completed in accordance with the Project Plan, at which time each Director shall cease to serve.

Section 4. Salary. Directors shall serve without salary, but may be reimbursed their actual expenses incurred in the performance of their official duties, and may receive a per diem of not more than \$65.00, as determined by Resolution of the City Council. The Chairman may receive a per diem of not more than \$75, as determined by Resolution of the City Council.

Section 5. Vacancies. A Director whose term of office has expired shall continue to hold office until his successor has been appointed by the

Mayor with the advice and consent of the City Council  
of the City of Rochester Hills.

A Director may be reappointed to serve additional terms. If a vacancy is created by death or resignation, a successor shall be appointed by the Mayor with the advice and consent of the City Council of the City of Rochester Hills within thirty (30) days to hold office for the remainder of the term of the vacated office.

Section 6. Removal. A Director may be removed from office for cause by a majority vote of the City Council of the City of Rochester Hills.

Section 7. Conflict of Interest. A Director who has a direct interest in any matter before the Corporation shall disclose the Director's interest before the Corporation takes any action with respect to the matter, which disclosure shall become a part of the record of the Corporation's official proceedings and the interested Director shall further refrain from participation in the Corporation's action with respect to the matter.

Section 8. Annual Meeting and Election of Officers. The Annual Meeting of the Board of Directors of the Corporation shall be held at the registered office in the City of Rochester Hills, at such time during the month of April as may be designated by the Chairperson, or by majority of the Board of Directors, commencing with the first Annual Meeting to be held during the year 1980, for the purpose of electing officers and for the transaction of such other business as may properly be brought before the meeting.

Section 9. Meetings. The Regular Meetings of the Board of Directors shall be held on the 4<sup>th</sup> Thursday of each month at the registered office. The Board of Directors may set another date and location by resolution. Special Meetings of the Board of Directors may be called by the Chairperson or any two (2) Directors. All meetings

of the Board of Directors shall be open to the public in accordance with Act No. 267 of the Public Acts of 1976, as amended. Notice of all meetings shall be given in accordance with Act. No. 267 of the Public Acts of 1976, as amended. In parliamentary matters, Robert's Rules of Order, Newly Revised, shall govern, except as otherwise provided by these By-Laws, the City's Ordinances of the law of the State of Michigan.

Section 10. Quorum. A majority of the members of the Board of Directors then in office constitutes a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the Directors are present at a meeting a majority of the Directors present may adjourn the meeting. The vote of the majority of members present at a meeting at which a quorum is present constitutes action of the Board of Directors, unless the vote of a larger number is required by statutes, the Articles of Incorporation or these By-Laws. The approval of a Project or Project Area shall be by an affirmative vote of at least five (5) members of the Board of Directors. If any recommendation relative to a Project or Project area fails to obtain five (5) votes, the request shall be tabled to the next regular scheduled meeting of the Board or such other time as set by the Board, and the recommendation for approval or denial shall be determined at such later meeting by a majority vote of the Board members present at said later meeting.

Section 11. Committees. The Board of Directors may, by resolution, establish one or more committees. The Chairperson, with the advice and consent of the Board of Directors, shall appoint the members of each committee so established. Each member appointed to a

committee shall serve until removed by action of the Chairperson, with the advice and consent of the Board of Directors.

## ARTICLE IV

### Officers

Section 1. Appointment. The Board of Directors by vote of a majority of its members shall elect as the officers of a Corporation, a Chairperson, a Vice Chairperson, a Secretary and a Treasurer.

The Secretary may or may not be a member of the Board of Directors.

The Treasurer shall be the Treasurer of the City of Rochester Hills.

The officers shall be elected annually by the Board of Directors at its Annual Meeting and shall hold office for a term of One (1) year (provided that the first officers shall hold office until The First Annual Meeting of the Board of Directors) and thereafter until his or her successor is elected and qualified, or until death, resignation or removal.

The officers shall be sworn to the faithful discharge of their duties.

Section 2. Chairperson. The Chairperson shall be the chief executive officer of the Corporation. The Chairperson shall preside at all meetings of the Board of Directors, and shall see that all orders and resolutions of the Board are carried into effect. The Chairperson may execute with the Secretary or any other proper officer authorized by the Board of Directors, all bonds, notes, mortgages, conveyances and other instruments which the Board of Directors had either authorized to be executed, or had expressly delegated the signing and execution thereof. He or she shall be an ex-officio member of all standing committees, and shall have and exercise such other authority as is specifically granted by the Board.

Section 3. Vice Chairperson. The Vice Chairperson shall perform such duties as are delegated to him or her or by the Chairperson and shall, in the absence or in the event of the disability of the Chairperson, perform the duties and exercise the powers of the Chairperson. The

Vice Chairperson shall perform such other duties as the Board of Directors shall prescribe.

Section 4. Secretary. The Secretary shall be the recording officer of the Corporation, and shall attend all meetings of the Board, 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 keep in safe custody the seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it, and when so affixed it shall be attested by his or her signature or by the signature of the Treasurer.

Section 5. Treasurer. The Treasurer 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 Corporation and shall deposit all moneys, and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors taking proper vouchers for such disbursements, and shall render to the Directors, at the regular or special meetings of the Board, or whenever they may require, an account of the financial condition of the Corporation. The Treasurer shall give the Corporation a bond, if required by the Board, for the faithful performance of the duties of his or her office and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

Section 6. Removal. Any officer may be removed by vote of a majority of the Directors, with or without cause, whenever in the judgment of the Board of Directors the best interests of the Corporation

would be served.

Section 7. Vacancy. A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the Board of Directors at any meeting for the unexpired portion of the term of the office.

Section 8. Delegation of Duties of Officers. In the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate, and for such time as it may deem appropriate, the powers or duties, or any of them, of such officer to any other officer, or to any Director, provided a majority of the Board concurs therein.

## **ARTICLE V**

### **Contracts, Loans, Checks and Deposits**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver an instrument in the name of and on behalf of the Corporation.

Section 2. Loans. No loan shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and approved by the City Council of the City of Rochester Hills.

Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such bonds, trust companies or other depositories as shall be determined by resolution of the Board of Directors.

Section 5. Audit. The Board of Directors shall cause an annual audit of its business to be made and the results of such audit shall be

reported to the Board of Directors and the City Council of the City of Rochester Hills.

Section 6. Annual Report. The Corporation shall report to the Rochester Hills City Council annually, which report shall fully describe the activities of the Corporation, including a statement of all revenues and expenditures since the previous report. The financial records, accountings, audit reports, and other reports of public moneys under the control of the Corporation shall be public records and open to inspection. The Corporation shall publish in a newspaper of general circulation in the City, not more than 120 days after the conclusion of the Corporation's fiscal year a statement of all of its revenues and expenditures for the year and shall distribute copies of the report upon request.

## **ARTICLE VI**

### **Fiscal Year – Seal**

Section 1. Fiscal Year. The fiscal year of this Corporation shall correspond with that of the City of Rochester Hills.

Section 2. Seal. The Board of Directors shall provide for a suitable corporate seal for use by the Corporation.

## **ARTICLE VII**

### **Indemnification**

The Corporation shall indemnify each director and officer and his legal representative against all claims, liabilities, costs and expenses including, but not limited to, attorney fees, judgments and fines imposed upon or reasonably incurred by him in connection with any action, suit, or proceeding, or the settlement or compromise thereof (other than amounts paid to the Corporation itself), in which action, suit or proceeding he may be involved by reason of his being or having been a director or officer of the Corporation, or, at the request of the Corporation, of another Corporation in which the Corporation owns

shares of capital stock or of which it is a creditor; provided, however, that no indemnification shall be made in relation to matters as to which such director or officer shall have been willfully negligent in the performance of his duties as director or officer, or to have engaged in willful misconduct in connection therewith.

**ARTICLE VIII**

**Amendments**

These By-Laws may be amended by a vote of a majority of the Board of Directors, excluding those appointed for specific projects, at any Regular or Special meeting called for that purpose.

Any such amendments shall not be effective until approved by the City Council of the City of Rochester Hills, and filed with the Secretary of State.

BY: \_\_\_\_\_,  
Secretary,  
City of Rochester Hills  
Economic Development Corporation  
Board of Directors

Authenticated:

\_\_\_\_\_  
Bryan K. Barnett, Mayor  
City of Rochester Hills

Adopted on: \_\_\_\_\_