

ECONOMIC DEVELOPMENT CORPORATION

Meetings on third Thursday of each month at 7:30 a.m. in Third Floor Conference Room, City Hall. As set forth in Ordinance No. 1108 as amended by Ordinance No. 1118 and Ordinance No. 1557 and as set forth in the Articles of Incorporation of the Economic Development Corporation of the City of Kalamazoo; Appendix E of Kalamazoo Code of Ordinances.

Ordinance No. 1108

An Ordinance Approving the Incorporation of the City of Kalamazoo Economic Development Corporation.

WHEREAS, there exists in the City of Kalamazoo the certain need for programs to alleviate and prevent conditions of unemployment, to assist and retain local industries and commercial enterprises to strengthen and revitalize the City's economy; and

WHEREAS, it is therefore necessary to provide the means and methods for the encouragement and assistance of industrial and commercial enterprises in locating and expending in the City, to more conveniently provide needed services and facilities of such enterprises to the City and its residents; and

WHEREAS, Act 338 of the Public Acts of Michigan of 1974, MCLA 125.601 et seq., provides for the incorporation of an economic development corporation for the City to accomplish such purposes; and

WHEREAS, an application has been filed pursuant to the cited Act for permission to incorporate the City of Kalamazoo Economic Development Corporation; and

WHEREAS, a public hearing on said application and any competing application has been held.

THE CITY OF KALAMAZOO ORDAINS:

Section 1. The application under date of January 27, 1977, filed by Robert C. Bobb, James F. Bishop and Don M. Schmidt to incorporate the City of Kalamazoo Economic Development Corporation and the proposed Articles of Incorporation for said corporation are hereby approved.

Section 2. The City Clerk is hereby directed to publish a copy of the Articles of Incorporation in the Kalamazoo Gazette promptly after passage of this ordinance. The publication shall include the following: "A citizen of this City may question the incorporation by filing suit in the Circuit Court of Kalamazoo County within 60 days after the filing of certified copies of the Articles of Incorporation with the Secretary of State and the Clerk of Kalamazoo County."

Section 3. Upon passage this ordinance shall become effective March 7, 1977.

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Articles of Incorporation of Economic Development Corporation of the City of Kalamazoo

These Articles of Incorporation of the Economic Development Corporation of the City of Kalamazoo (hereinafter referred to as "Corporation") are adopted by the incorporating unit for the purpose of creating an Economic Development Corporation under the provisions of Act No. 338 of the Public Acts of 1974, as amended (MCLA 125.1601, et seq.)

Article I

The name of the Corporation is the Economic Development Corporation of the City of Kalamazoo. The Corporation shall be a Michigan non-profit corporation. (Ord. No. 1108, § 1, 7-18-77)

Article II

This Corporation is organized pursuant to Act 338 of the Public Acts of 1974, as amended (MCLA 125.1601, et seq.) with the approval of the City Commission of the City of Kalamazoo, by Ordinance No. 1118, adopted July 18, 1977.

Article III

The purpose of this Corporation is to provide means and methods for the encouragement and assistance of industrial and commercial enterprises in relocating, purchasing, constructing, reconstruction, modernizing, improving, maintaining, repairing, furnishing, equipping, and expanding in this City and to also encourage the location and expansion of commercial enterprises to more conveniently provide needed services and facilities of such commercial enterprises to the residents of this City.

Article IV

POWERS AND DUTIES:

Section 1. The Corporation shall be a public body corporate with power to sue and be sued in any court in the State of Michigan.

Section 2. The Corporation may construct, acquire by gift or purchase, reconstruct, improve, maintain, or repair projects (as defined in the Act) and acquire the necessary lands for the site therefore.

Section 3. The Corporation may acquire by gift or purchase the necessary machinery, furnishings, and equipment for a project.

Section 4. The Corporation may borrow money and issue its revenue bonds or revenue notes to finance part or all of the cost of the acquisition, purchase, construction, reconstruction, or improvement of a project or any part thereof, the cost of the acquisition and improvement of the necessary sites therefor, the acquisition of machinery, furnishings, and equipment therefor, and the costs necessary or incidental to the borrowing of money and issuing of bonds or notes for such purpose.

Section 5. The Corporation may enter into leases, lease purchase agreements, or installment sales contracts with any person, firm or corporation for the use or sale of the project.

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Section 6. The Corporation may mortgage the project in favor of any lender of money to the Corporation.

Section 7. The Corporation may sell and convey the project or any part thereof for a price and at a time as the Corporation determines.

Section 8. The Corporation may lend, grant, transfer, or convey funds, described in Section 27 of the Act, as permitted by law, but subject to applicable restrictions affecting the use of those funds.

Section 9. The Corporation shall possess all of the powers necessary to carry out the purpose of its incorporation, including all the powers enumerated in the Act as it may be hereafter amended and the incidental powers necessary thereto, and no enumeration of the powers in these Articles shall in any way limit or restrict the power of the Corporation.

Section 10. The term of this Corporation shall be perpetual or until terminated in accordance with law.

Section 11. The Corporation shall be exempt from all taxation on its earnings or property.

Article V

BOARD OF DIRECTORS:

Section 1. The Corporation shall be directed and governed by a Board of Directors of not less than nine (9) members known as "Directors," each to be appointed by the Mayor of the City of Kalamazoo, with the approval of the City Commission. Not more than three (3) of the Directors shall be an officer or employee of the City. The Mayor and any member of the governing body of the City may serve on the Board of Directors. Directors shall be appointed for terms of six (6) years, except of the first Directors appointed, four (4) shall be appointed for six (6) years, except of the first Directors appointed, four (4) shall be appointed for six (6) years, one (1) for five (5) years, one (1) for four (4) years, one (1) for three (3) years, one (1) for two (2) years, and one (1) for one (1) year. The Secretary of the Corporation shall notify the Mayor in writing of the Corporation's intent to commence preparation of a project plan and there shall be appointed promptly after such notice two (2) additional Directors of the Corporation who shall be representative of the neighborhood residents likely to be affected by such project proposed, and who shall cease to serve when the project for which they are appointed is either abandoned or, if undertaken, is completed in accordance with the project plan.

Section 2. Directors shall serve without salary, but may be reimbursed their actual expenses incurred in the performance of their official duties.

Section 3. Subsequent Directors shall be appointed in the same manner as original appointments at the expiration of each Director's term of office.

Section 4. A Director whose term of office has expired shall continue to hold office until his or her successor has been appointed. A Director may be reappointed to serve additional terms. If a vacancy is created by death or resignation or removal by operation of law, a successor shall be appointed within 30 days to hold office for the remainder of the term of office so vacated. (Ord. No. 1118, § 3, July 18, 1977)

Section 5. A Director may be removed from office for cause by a majority vote of the City Commission.

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Section 6. A Director who has a direct interest in any matter before the Corporation shall disclose his or her interest prior to the Corporation taking any action with respect to the matter, which disclosure shall become a part of the record of the Corporation's official proceedings and the interest Director shall further refrain from participation in the Corporation's proceedings relating to the matter. (Ord. No. 1118, § 3, July 18, 1977)

Section 7. The meetings of the Board of Directors shall be public, and notice thereof shall be published in accordance with Act No. 267 of the Public Acts of 1976.

Article VI

OFFICERS OF THE BOARD:

Section 1. The Board of Directors shall designate one of its members as Chairperson, one of its members as Vice Chairperson, one of its members as Secretary, and one of its members as Treasurer, each to be designated for such term in office as may be fixed by their Bylaws. (Ord. No. 1118, § 3, July 18, 1977 and Ord. No. 1557, August 9, 1993)

Section 2. The Board of Directors shall adopt and may amend Bylaws and Rules of Procedure in accordance with the provisions of the Act and provide therein for regular meetings of the Board in accordance with the terms and provisions of the Act.

Section 3. The Board of Directors shall adopt a corporate seal.

Section 4. The Chairperson shall preside at meetings of the Board and shall sign and execute all authorized bonds, contracts, checks and other obligations in the name of the Corporation when so authorized by the Board of Directors. The Chairperson shall cause his or her facsimile signature to be affixed to interest coupons attached to bonds. The Chairperson shall do and perform such other duties as may be fixed by the Bylaws and from time to time assigned to him or her by the Board of Directors. The Vice Chairperson shall act in the absence of the Chairperson. (Ord. No. 1118, § 3, July 18, 1977 and Ord. No. 1557, August 9, 1993)

Section 5. The Secretary shall keep the Minutes of all meetings of the Board of Directors, and all committees thereof, in books provided for that purpose. The Secretary shall attend to the giving, serving and receiving of all notices or process of or against the Corporation. The Secretary may sign with the Chairperson in the name of the Corporation all contracts and bonds authorized by the Board, and when so ordered, the secretary shall affix the seal of the Corporation thereto. The Secretary shall have charge of all books and records, which shall at all reasonable times be open to inspection and examination by the Board, or any member thereof, the incorporating unit, or any lessee, and in general perform all the duties incident to this office. The Secretary shall preside at meetings of the Board in the absence of the Chairperson. (Ord. No. 1118, § 2, July 18, 1977)

Section 6. The Treasurer shall have custody of all the funds and securities of the Corporation which may come into the Treasurer's hands or possession. When necessary or proper, the Treasurer shall endorse in behalf of the Corporation for collection, checks, notes and other obligations. The Treasurer shall deposit them to the credit of the Corporation in a designated bank or depository. The Treasurer shall sign all receipts and vouchers for payments made to the Corporation. The Treasurer shall jointly with such other officer as may be designated by the Board sign all checks, promissory notes or other obligations of the Corporation when so ordered by the Board. The Treasurer shall enter regularly in the books of the Corporation to be kept by him or her for this purpose full and accurate accounts of all monies received and paid by him or her on account of the Corporation, and shall at all reasonable times exhibit the books and accounts to the Board or any member thereof. The Treasurer shall perform all acts incidental to the

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position of Treasurer fixed by the Bylaws and assigned to him or her from time to time by the Board. The treasurer shall be bonded for the faithful discharge of his or her duties as Treasurer, the premium to be paid by the corporation. (Ord. No. 1118, § 3, July 18, 1977)

Section 7. The books and records of the Corporation and of the Board, officers and agents thereof, shall be open to inspect and audit by the City of Kalamazoo and its officers at all reasonable times. The Corporation shall submit an annual report to the City Commission.

Article VII

AMENDMENTS:

Section 1. The Articles of Incorporation and By-Laws of the Corporation may be amended by ordinance of the City of Kalamazoo, which ordinance shall be filed with the Secretary of State. No amendment shall impair the obligation of any bond or contract. Each amendment shall be adopted, executed and published and certified printed copies filed, in the same manner as these original Articles of Incorporation.

Article VIII

REGISTERED OFFICE:

Section 1. Location of the first registered office and post office is:
The Office of the Kalamazoo City Clerk
241 W. South Street
Kalamazoo, MI 49007

Article IX

Section 1. The Clerk of the City shall in conformity with Section 31 of the Act, cause the appropriate filing of these Articles and shall cause the articles to be published in the Kalamazoo Gazette of Kalamazoo, Michigan, a newspaper of general circulation within the City, which publication shall be accompanied by a Statement that the right exists to question the incorporation in court as provided in Section 31 of the Act.

Article X

Section 1. These Articles of Incorporation will become effective on March 7, 1977.

Section 2. These amended Articles became effective July 18, 1977.

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Bylaws of The Economic Development Corporation of the City of Kalamazoo

(A Michigan Non-Profit Corporation formed
pursuant to Act 338 of the Public Acts of 1974, as amended)

Article I Name and Registered Office

Name. The name of this corporation is the Economic Development Corporation of the City of Kalamazoo.

Article II 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 Bylaws.

Section 2. Replacement and Vacancies. Subsequent directors shall be appointed in the same manner as original appointments at the expiration of each director's term of office. A director whose term of office has expired shall continue to hold office until his or her successor has been appointed with the advice and consent of the Kalamazoo City Commission. A director may be reappointed with the advice and consent of the Kalamazoo City Commission to serve additional terms. If a vacancy is created by death or resignation, a successor shall be appointed with the advice and consent of the Kalamazoo City Commission within thirty (30) days to hold office for the remainder of the term of office so vacated.

Section 3. Removal. A director may be removed from office for inefficiency, neglect of duty, or misconduct or malfeasance by a majority vote of the Kalamazoo City Commission or this Board.

Section 4. Conflict of Interest. A director who has a direct interest in any matter before the corporation shall disclose his or her interest prior to the corporation taking any action with respect to the matter, which disclosure shall become a part of the record of the corporation's official proceedings.

Section 5. Meetings. Meetings of the board of directors may be called by or at the request of the chairperson of the Board or any two Directors. The meetings of the Board shall be public, and the appropriate notice of such meetings shall be provided to the public. The Board shall hold an annual meeting in the first calendar quarter of each year at which time officers of the Board shall be elected as provided in Article III, Section 2.

Section 6. Notice. Notice of any meetings shall be given in accordance with the Open Meetings Act (Act No. 267 of the Public Acts of 1976).

Section 7. 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 from time to time without further notice. The vote of the majority of members present at a meeting

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at which a quorum is present constitutes the action of the Board of Directors, unless the vote of a larger number is required by statutes, the Articles of Incorporation or these Bylaws. Amendment of the Bylaws of the Board of Directors requires the vote of not less than a majority of the members of the board then in office.

Section 8. Participation by Communication Equipment. A member of the Board of Directors or of a committee designated by the Board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting.

Section 9. Committees. The Board of Directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of such an absent or disqualified member. A committee, and each member thereof, shall serve at the pleasure of the Board. A committee so designated by the Board, to the extent provided in the resolution by the board, may exercise all powers and authority of the Board in the management of the business and affairs of the corporation, except that such committee shall not have the power or authority to: (a) amend the Articles of Incorporation, (b) recommend to members a dissolution of the corporation or a revocation of dissolution, (c) amend the Bylaws of the corporation, or, (d) fill vacancies in the board.

Article III Officers

Section 1. Officers. The officers of the corporation shall be elected by the Board of Directors and shall consist of a Chairperson, Secretary and Treasurer. The Board may also appoint a Deputy Secretary and Treasurer who need not be members of 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 Articles or Bylaws to be executed, acknowledged or verified by two or more officers.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at an annual meeting held during the first calendar quarter of each year. Candidates shall be nominated by a nominating committee composed of three members appointed by the Chairperson. The term of each office shall be for one (1) year. Each officer shall hold office until his or her successor is appointed. No person shall hold the same office for more than three successive terms. (Amended April 16, 1992)

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the Board of Directors for the unexpired portion of the term of such office.

Section 4. Chairperson. The Chairperson shall be the chief executive officer of the corporation, but he or she may from time to time delegate all or any part of his or her duties to the Secretary. He or she, or in his or her absence, the Secretary shall preside at all meetings of the directors; he or she shall have general

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and active management of the business of the corporation and shall perform all duties of the office as provided by the Articles of Incorporation. He or she shall be ex-officio a member of all standing committees, and shall have the general powers and duties of supervision and management of the corporation.

Section 5. Secretary. The Secretary shall attend all 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. He or she shall further perform all duties of the office of Secretary as provided by the Articles of Incorporation. He or she shall be sworn to the faithful discharge of his or her duties.

Section 6. Treasurer. The treasurer shall perform all duties of the office of Treasurer as provided in the Articles of Incorporation. He or she shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the board, at the regular meetings of the board, or whenever they may require, an account of all his or her transactions as Treasurer and of the financial condition of the corporation. He or she shall give the corporation a bond if required by the Board of Directors in a sum, and with one or more sureties satisfactory to the board, for the faithful performance of the duties of his or her office, and for the restoration to the corporation, in case of his or her 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 7. Delegation of Duties of Officers. In the absence of any officer of the corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, from time to time 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 then in officer concurs therein.

Section 8. Executive Committee. The Chairperson, Secretary, and Treasurer shall comprise the Executive Committee. The Executive Committee may, upon a majority vote, authorize the expenditure of up to \$2,000.00 for any expense listed as an eligible item of assistance under the approved corporation funding guidelines. The Executive Committee must report any such expenditures to the Board of Directors at the next regularly scheduled Board meeting.

Article IV

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 any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and approved by the Kalamazoo City Commission. Such authority may be general or confined to specific instances.

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 corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

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Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

Article V Fiscal Year

The fiscal year of the corporation shall correspond at all times to the fiscal year of the City of Kalamazoo.

Article VI Initiation of Projects

All requests for the assistance of this Corporation shall be made in written form and should be addressed to the Secretary of this Board. Such requests shall include the following information:

1. Name, address and business status of applicant.
2. Brief personal or business history of applicant.
3. Narrative description of proposed project, including type of business to be conducted thereon and services to be provided thereby.
4. Description and location of project area.
5. Number of employment opportunities that will be afforded or retained in the community by the project.

Upon receipt of said application the Board shall tentatively assess the public purpose of the project, its desirability, suitability, and its economic feasibility. The Board may request other such data and information from the applicant as it deems appropriate. The Board shall not proceed with the project unless such tentative findings are made.

Article VII Miscellaneous

Section 1. Seal. The board of directors shall provide a corporate seal.

Section 2. Waiver of Notice. When the board of directors 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 requirements.

Article VIII Amendments

These bylaws may be altered or amended or repealed by the affirmative vote of a majority of the board of directors then in office at any regular or special meeting called for that purpose.