

BY-LAWS
OF
THE ECONOMIC DEVELOPMENT CORPORATION
OF THE CITY OF GLADSTONE

(A Public Corporation and Governmental Subdivision formed pursuant to Act 338 of the Public Acts of 1974, as amended)

ARTICLE I

Name

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

ARTICLE II

Public Corporation

The Corporation is a public economic development corporation incorporated pursuant to Act 338, Public Acts of Michigan, 1974, as amended. Any net earnings of the corporation beyond that necessary for the retirement of indebtedness or to implement the public purposes or program of the City of Gladstone may not inure to the benefit of a person other than the City of Gladstone and, upon dissolution of the Corporation shall belong to the City. Upon dissolution of the Corporation title to all property owned by the Corporation, subject to existing rights in other parties, shall vest in the City of Gladstone.

ARTICLE III

Offices

Section 1. Registered Office. The initial registered office of the corporation is the City Hall of the City of Gladstone, Delta County, Michigan.

Section 2. Principal Office. The Corporation shall have its principal office at the location of the Registered Office, and it may also maintain offices at such other place or places as the Board of Directors may from time to time designate.

The Board of Directors of the Economic Development Corporation of the City of Gladstone resolved on April 7, 1982 to amend Article IV of the By-Laws of The Economic Development Corporation of the City of Gladstone to read as follows:

CERTIFICATE OF AMENDMENT TO
BY-LAWS OF THE ECONOMIC DEVELOPMENT CORPORATION
OF THE CITY OF GLADSTONE

The following amendment to the By-Laws of The Economic Development Corporation of the City of Gladstone have been approved by the Board of Directors to comply with the 1981 amendments to the Economic Development Corporation Act.

BE IT RESOLVED that ARTICLE IV, Purpose, is hereby amended to read as follows:

ARTICLE IV

Purpose

The Corporation is organized and incorporated as authorized by and pursuant to the Economic Development Corporation Act {Act 338, Public Acts of 1974, as amended). The purpose for which the corporation is created is to alleviate and prevent conditions of unemployment; to assist and retain local industries and commercial enterprises; to strengthen and revitalize the economy of the City of Gladstone and of the State of Michigan; to provide means and methods for the encouragement and assistance of industrial and commercial enterprises in locating, purchasing, construction, reconstruction, modernizing, improving, maintaining, repairing, furnishing, equipping, and expanding in the City of Gladstone; to encourage the location and expansion of commercial enterprises to more conveniently provide needed services and facilities of the commercial enterprises to the City of Gladstone and the residents thereof.

To accomplish the foregoing essential public purposes, the corporation, pursuant to Act 338, P.A. 1974, may do the following:

- a) Construct, acquire by gift or purchase, reconstruct, improve, maintain, or repair Projects (as the word "project" is defined in Act 338, Public Acts of 1974, as amended), and acquire the necessary lands for the site therefor;
- b) Acquire by gift, or purchase the necessary machinery, furnishings, and equipment for a Project;
- c) Make secured or unsecured loans, participate in the making of secured or unsecured loans, undertake

commitments to make secured or unsecured loans and mortgages, sell loans and mortgages at public or private sale, rewrite loans and mortgages, discharge loans and mortgages, foreclose on a mortgage, or commence an action to protect a right conferred upon it by a law, mortgage, loan, contract, or other agreement;

d) Borrow money and issue its revenue bonds or revenue notes to finance or refinance part or all of the project costs and the costs necessary or incidental to the borrowing of money and issuing of bonds or notes for such purpose, and may secure those bonds and notes by mortgage, assignment, or pledge of any of its money, revenues, income and properties. Bonds and notes may be issued pursuant to this act to acquire and install projects, necessary lands, or an interest in the land or portion thereof, for the site therefor, and the necessary machinery, furnishings, and equipment for a project notwithstanding that the corporation does not own or propose to own such projects, lands, or machinery, furnishings, and equipment. The corporation for a municipality which has a population of more than 1,000,000 persons may combine part or all of the project costs of more than one project for pollution control facilities in a single financing arrangement. However, the bonds and notes for each project for pollution control facilities shall be secured by a separate agreement and collateral for each project;

e) Enter into leases lease purchase agreements, or installment sales contracts with any person, firm, corporation, or public authority for the use or sale of a Project, or any part thereof;

f) Mortgage or create security interests in the project, a part of the project, a lease or loan, or the rents, revenues, or sums to be paid during the term of a lease or loan, in favor of holders of bonds or notes issued by the corporation;

g) Sell and convey the Project or any part of the Project for a price and at a time as the corporation determines;

h) Lend, grant, transfer, or convey funds, described in Section 27, as permitted by law, but subject to applicable restrictions affecting the use of those funds;

- i) Aid, assist and participate in clearing, rebuilding and rehabilitating blighted, deteriorated areas or structures;
- j) Encourage citizen participation and assistance in industrial and commercial enterprises, housing and community improvements and to disseminate information to the general public concerning the purposes and objectives of the corporation;
- k) Aid, assist and participate in the acquisition, rehabilitation or construction of industrial and commercial improvements, dwelling units or other structures or matters incidental thereto;
- l) Hold, demolish, repair, alter and improve or otherwise develop, clear, and dispose of real property;
- m) Enter into agreements and contract with any state agency or department, its political subdivisions and agency or department thereof, or any other official public body and any individual, corporation or other organization in connection with the purpose of the corporation;
- n) Accept, hold, own, and acquire by bequest, devise, gift, purchase, or lease any property, real or mixed, whether tangible or intangible, without limitation as to kind, amount or value;
- o) Sell, convey, lease, rent, mortgage, or make loans, grants or pledges of any such property, or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any;
- p) Carry on any activity for the purposes above stated, either directly or as agent, for or with public authorities, individuals, corporations or other organizations, or in whole or in part through or by means of public authorities, individuals, corporations or other organizations;.
- q) Lend, grant, transfer, or convey funds, as described in Act 338, Public Acts of 1974, as amended, as permitted by law, but subject to applicable restrictions affecting the use of such funds;

r) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized pursuant to Act 338, P.A. 1974, as amended, and for the foregoing purposes.

All the remaining provisions of the By-Laws of The Economic Development Corporation of the City of Gladstone are hereby reaffirmed and republished, as if the same had been fully set forth herein, except as the same shall have been amended above.

ARTICLE V

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 persons, not more than three of whom shall be an officer or employee of the City of Gladstone. The directors shall be appointed for terms of Six (6) years. If deemed necessary, adjustments may be considered to prevent a complete turnover of the board at one time minimizing disruption. The Mayor of the City of Gladstone with the advice and consent of the City Commission, shall appoint the members of the board of directors of the corporation.

The composition of the board of directors shall be broadly representative of the economic interests within the City of Gladstone. The makeup of the board of directors should optimally include members from professional services, financial intermediaries, developers and construction, utilities, manufacturing, hospitality, medical service providers, government, and individuals and organizations. The board of directors cannot include more than three board members from any one of the above categories.

Section 3. Special Directors. The corporation shall notify the Mayor of the City of Gladstone in writing of the Corporation's intension to commence preparation of a

project plan and there shall be appointed by the Mayor two (2) additional directors of the corporation who shall be representative of neighborhood residents likely to be affected by each such project proposed by the corporation 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 4. 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 successor has been appointed by the Mayor with the advice and consent of the City Commission. A Director may be reappointed by the Mayor with the advice and consent of the City Commission to serve additional terms. If a vacancy is created by death or resignation or removal by operation of law, a successor shall be appointed by the Mayor with the advice and consent of the City Commission within thirty (30) days to hold office for the remainder of the term so vacated.

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

Section 6. 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, and the interested director shall further refrain from participation in the Corporation's proceedings relating to the matter.

Section 7. Compensation. 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 \$50.00. However, nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VI

Meetings

Section 1. Meetings. Meetings of the Board of Directors may be called by or at the request of the President or any two directors. The meetings of the Board of Directors shall be public, and public notice of such meetings shall be given in accordance with Act 267, Public Acts of Michigan, 1976, as amended.

Section 2. Notice of Meetings. A written notice of the time, place and purpose of each meeting shall be given at least (3) days prior and delivered either personally, or by mail, email, or transmitted by facsimile or any other means of transmission reasonably likely to reach its destination to each member of record entitled to vote at such meeting.

Any director may waive notice of any meeting either before or after the meeting. The presence of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any meeting of the board of Directors need to be specified in the notice of waiver of notice of such meeting.

Section 3. 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 if such adjournment is for less than thirty-six (36) hours. Adjournments for more than thirty-six (36) hours shall be reconvened only after public notice has been posted as required by the Open Meetings Act, MCLA 15.265(4). The vote of the majority of members present at a meeting 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 by-laws.

Section 4. Participation by Communication Equipment. A member of the board of directors or 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 5. Committees. The board of directors may, by resolution adopted by a majority of members then in office, establish one or more committees, each committee to consist of one or more of the directors of the corporation. The President, acting as Chairman of the board, with the advice and consent of a majority of a quorum at any meeting, shall appoint members of each committee so established. Each member appointed to a committee shall serve until replaced by action of the Chairman with the advice and consent of a majority

of a quorum of the board. A committee so established by the board, to the extent provided in the establishing resolution, 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 by-laws of the corporation, or (d) fill vacancies in the board.

ARTICLE VII Officers

Section 1. Officers. The officers of the corporation shall consist of a president, secretary, treasurer, and if desired, one or more other vice presidents, and such other officers as may from time to time be determined by the board of directors, each of whom shall be elected by the affirmative vote of at least five (5) directors. Any two offices other than President, Secretary, and Treasurer may be held by the same person but an officer shall not execute, acknowledge, or verify an instrument in more than one capacity of the instrument is required by law or the articles or by-laws 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. The election should take place at the first regularly scheduled board meeting in April. If the election of officers shall not be held or at such meeting, such election shall be held or made as soon thereafter as is convenient. Each officer so elected shall hold office for the term of which he or she is elected and until his or her successor is elected and qualified, or until his or her resignation or removal.

Section 3. Removal. Any officer elected by the board of directors may be removed by the board of directors with or without cause whenever in its judgement the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

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 of directors for the unexpired term of such office.

Section 5. President. The president 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 duties to an executive vice president, if one is elected, or to any vice president. He or she shall preside at all meetings of the directors as chairman of the board; he or she shall have general and active management of the business of the

corporation, and shall see that all orders and resolutions of the board are carried into effect. He or she shall execute all bonds, mortgages conveyances and other instruments entered into pursuant to the powers of the corporation as set forth in the articles of incorporation with the approval and authority of the board of directors. He or she shall be ex officio a member of all standing committees.

Section 6. Chairman of the Board. The president acting as chairman of the board shall preside at all meetings of the board of directors, and shall have and exercise such other authority as specifically granted to him or her from time to time by a resolution of the board of directors.

Section 7. Vice Presidents. The vice president shall perform such duties as are delegated to him or her by the president, and he or she and the other vice presidents in order of their seniority shall, in the absence or in the event of the disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors shall prescribe.

Section 8. Secretary. The secretary shall attend all meetings of the board and record all votes and the minutes of all proceedings in a file, electronic or otherwise, to be kept for that purpose; and shall perform like duties of the standing committees when required. The Secretary may, with the advice and consent of the board of directors, delegate the record keeping function of the position to a qualified individual. He or she shall give, or cause to be given, notices of all meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors under whose supervision he shall be. He or she 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 is shall be attested to by his or her signature or by the signature of the treasurer. He or she shall be sworn to the faithful discharge of his or her duties. The assistant secretary, if one is elected, shall perform the duties and exercise the power of the secretary in his or her absence or in the vent of his or her disability.

Section 9. 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 monies, and other valuable effects in the name and to the credit of the corporation in such depositaries as may be designated by the board of directors. 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 president and director, at the regular meetings of the board, or whenever they may require an account of all of 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, electronic records, spreadsheets, and whatever kind in his possession or under his or her control belonging to the corporation. The treasurer may, with the advice and consent of the board of directors, delegate the responsibilities of the office to a qualified individual, which may include the Treasurer of the City of Gladstone. The assistant treasurer, if one is elected, shall perform the duties and exercise the power of the treasurer in his or her absence or in the event of his or her disability.

Section 10. 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 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 office concurs herein.

Section 11. Salaries. The officers of the corporation shall serve without salary but may be paid compensation as provided in Article V, Section 7, hereof; provided, that nothing herein contained shall be construed to preclude any officer from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII Contracts, Loans, Checks and Deposits

Section 1. Contracts. The board of directors may authorize any officer of 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 in general or confined to specific instances.

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. 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. The Treasurer of the City of Gladstone, following proper internal control procedures, may sign checks, drafts, etc. when such spending is approved by the Board of Directors or is included in Board approved budgets.

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 pother depositories as the board of directors may select.

ARTICLE IX Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of April in each year and end on the last day of March in each year. Prior to the start of a new Fiscal Year, a Reorganization Meeting should take place to accept nominations for Officers and conduct Officer Elections. This Reorganization Meeting may be a part of a regularly scheduled Gladstone Economic Development Corporation Board meeting.

ARTICLE X Indemnification

Section 1. Indemnification, Judgement, Settlement, etc. The corporation shall indemnify any person who is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative by reason of the fact that he or she is or was a director of the corporation, against expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Reimbursement. To the extent that a director or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or in defense of any claim, issue or matter therein. He or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 3. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 2 upon receipt of and undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.

Section 4. Limitations. The corporation shall make no provision to indemnify directors or officers in any action, suit or proceeding referred to in Section 1 which shall be in conflict with the provisions of this article.

Section 5. Insurance. The board of directors may, in the exercise of its discretion, from time to time authorize by resolutions duly adopted, purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify him or her against such liability under Section 1 of this article.

Section 6. Merger and Acquisition. For the purposes of Sections 1 through Section 5 of this article, references to the corporation 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 director 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 in the same capacity.

ARTICLE XI
Miscellaneous

Section 1. Seal. The board of directors may provide a corporate seal, which, if authorized, shall have inscribed thereon the name of the corporation and the year 1980/

Section 2. Waiver of Notice. When the board of directors or any committee thereon may take action after notice to any person or after a 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.

Section 3. Fees. The board of directors may from time to time establish reasonable fees and charges for consideration of a Project (as "Project" is defined in Act 338, P.A., 1974, as amended).

ARTICLE XII
Amendments

These by-laws may be altered or amended or repealed by the affirmative vote of a majority of the governing body then in office at any regular or special meeting called for that purpose.

Adopted: 04-24-1980
Amendment Adopted 10-08-2018