

**BYLAWS OF  
THE WEST VERNOR & SPRINGWELLS  
BUSINESS IMPROVEMENT DISTRICT**

**I**

**NAME AND DEFINITIONS**

**1.1 NAME.**

The name of the BID is The West Vernor & Springwells Business Improvement District.

**1.2 DEFINITIONS.**

As used in these Bylaws, the following terms shall have the meanings set forth below:

“BID” means The West Vernor & Springwells Business Improvement District, a public body corporate and business improvement zone created by the City of Detroit and operating under the BIZ Statute.

“BID Zone Area” means the area in Southwest Detroit served by the BID as more specifically identified in the BID Zone Plan.

“BID Zone Plan” means the Business Improvement Zone Plan for The West Vernor & Springwells Business Improvement District, as it may have been amended or renewed from time to time.

“BID Zone Property” means real property in the BID Zone Area, other than property classified as residential real property under Section 34c of the General Property Tax Act, Act 206 of 1893, as amended, MCL 211.34c and other than property exempt from the collection to taxes under the General Property Tax Act, Act 206 of 1893, as amended, MCL 211.7 to 211.57. The term “BID Zone Property” includes taxable leaseholds and other taxable interests in exempt real property in the BID Zone Area.

”BIZ Statute” means Chapter 2 of Act 120 of 1961, as amended, MCL 125.990 *et seq.*, or comparable provisions of any subsequent Michigan legislation applicable to the BID.

“Board of Directors” or “Board” means the board of directors of the BID.

“Director” means an individual who is serving on the Board of the BID.

“Open Meeting Act” means Act 267 of 1976, as amended, MCL 15.261 *et seq.*, or comparable provision of any subsequent Michigan legislation applicable to the BID.

“Per Owner Vote” means one (1) vote for each Property Owner without regard to the number of BID Zone Properties held or their taxable values.

“Property Owner” means either (a) all of the individuals, partnerships, corporations, limited liability companies, associations or other legal entities shown in the records of the Detroit City Treasurer from time to time as the owner or owners of a BID Zone Property; or (b) if the owner or owners of a BID Zone Property shown in the records of the Detroit City Treasurer have authorized an agent to act on their behalf in writing, the designated agent.

“Weighted Vote” means, for each Property Owner, the lower of: (a) one (1) vote for each full thousand dollars of the taxable values of all BID Zone Properties owned or represented by the Property Owner for the preceding calendar year as shown in the records of the City of Detroit (as such values may have been adjusted); or (b) a number of votes equal to twenty-five thousandths of one percent (0.025%) of the taxable values of all BID Zone Properties for the preceding calendar year as shown in the records of the City of Detroit (as such values may have been adjusted).

## II

### MEETINGS OF PROPERTY OWNERS

#### 2.1 ANNUAL MEETING OF PROPERTY OWNERS.

A. The annual meeting of the Property Owners shall be held on such date and time in the month of September of each year beginning in 2008 and at such place in the City of Detroit available to the public and reasonably accessible from the BID Zone Area as determined by the Board.

B. The business conducted at the annual meeting of the Property Owners shall include:

1. Electing individuals to fill expiring terms on the Board (if any), including the terms of any Directors elected by the Board of Director to fill vacancies.
2. Receiving and discussing a report on the activities of the BID during the preceding year;
3. Receiving and discussing a report on the financial activities and status of the BID;
4. Considering any amendments to the BID Zone Plan proposed by the Board; and
5. Considering such other business within the powers of the Property Owners as may be proposed by the Board, a Property Owner or a person acting as proxy for a Property Owner.

## **2.2 SPECIAL MEETINGS OF THE PROPERTY OWNERS.**

The Board may call a special meeting of the Property Owners to consider such business as the Board considers appropriate and shall call a special meeting of the Property Owners upon the written request of Property Owners holding or representing at least ten (10%) of all the Per Owner Votes. A special meeting shall be held at such place in the City of Detroit available to the public and reasonably accessible from the BID Zone Area as determined by the Board. At a special meeting, the Property Owners shall consider only such business as specified in the resolution of the Board calling the meeting or in the written notice of Property Owners requesting the meeting.

## **2.3 NOTICE OF MEETINGS OF THE PROPERTY OWNERS.**

A. The BID shall provide public notice of all annual and special meetings of the Property Owners, including adjourned, recessed and rescheduled meetings, as required by the Open Meetings Act.

B. At least fourteen (14) days' prior to each annual or special meeting of the Property Owners, the BID shall provide written notice to each Property Owner and to each tenant of BID Zone Property of the time and place of each annual and special meeting of the Property Owners (and of the purpose or purposes of each special meeting of the Property Owners) by first class mail addressed to the Property Owner or tenant at the address provided by the Property Owner or tenant to the BID for the purpose, or if none has been provided, at the Property Owner's or tenant's address (if any) as shown in the records of the Detroit City Treasurer as of a date not more than ninety (90) days before the date on which the notice is given. The written notice of the annual meeting of the Property Owners shall also include information about the availability of reports on the activities and financial status of the BID. No such written notice is required for an adjourned, recessed or rescheduled meeting of the Property Owners. Except as otherwise required by the BIZ Statute, as long as notice of a meeting of the Property Owners has been given in accordance with the Open Meetings Act, the failure to give or receive written notice by mail or any defect in such written notice shall not affect the validity of any meeting or of any action taken at a meeting by the Property Owners.

## **2.4 QUORUM.**

A minimum of ten (10%) percent of the Property Owners (without regard to assessed value or number of BID Zone Area tax parcels owned or represented) present in person or by proxy constitute a quorum for the transaction of business at any regular or special meeting of the Property Owners. Property Owners present in person or by proxy at an annual or special meeting of the Property Owners may continue to do business until adjournment or recess, notwithstanding the withdrawal of enough Property Owners to leave less than a quorum. Whether or not a quorum is present, a meeting of the Property Owners may be adjourned by the vote of the Property Owners present.

## **2.5 PROXIES.**

A. Subject to the limitation in subsection 2.5C, below, a Property Owner may authorize one (1) or more persons (including Directors) to act for the Property Owner by proxy. A proxy shall be in writing and signed by the Property Owner or by an agent or representative of the Property Owner and shall be notarized. Unless otherwise provided in the proxy, a proxy is not valid after the expiration of three (3) years from its date. A proxy is revocable at the pleasure of the Property Owner executing it.

B. Unless the instrument appointing a person to act on behalf of a Property Owner specifically states otherwise, a person designated in a proxy shall not be considered to be a Property Owner or to be an agent of the Property Owner for purposes other than voting and taking other actions at meetings of the Property Owners.

C. One person or group of persons may not act as a proxy for more than five (5) different Property Owners at one time; provided, however, that the Board may designate one (1) or more Directors to exercise proxies on behalf of the BID who shall not be subject to that limitation. For purposes of applying the preceding limitation, however, a group of business entities under common control or the members of a single family (consisting of an individual and that individual's spouse, parents, descendants and spouses of descendants) shall each be considered to be a single Property Owner. Any limitations on Weighted Votes cast by a person acting as proxy for multiple Property Owners shall be determined for each Property Owner separately.

## **2.6 VOTING.**

A. Each Property Owner shall be entitled to cast a number of votes equal to the Weighted Vote of the Property Owner with respect to each of the following matters:

1. The adoption of an amendment or amendments to a previously approved BID Zone Plan;
2. The adoption of a new 7-year BID Zone Plan; and
3. The dissolution of the BID.

An amendment to or renewal of a BID Zone Plan that changes the assessment or extends an assessment beyond the period previously approved by the Detroit City Council shall require approval by the Detroit City Council as well as by the Property Owners to be effective.

B. Each Property Owner, present in person or by proxy, shall be entitled to cast one (1) vote (the Per Owner Vote) on each matter coming before the Property Owners other than the actions listed in Section 2.6A above. Such votes shall not be affected by the number of BID Zone Area tax parcels held by the Property Owner or their taxable values.

C. The approval of a new 7-year BID Zone Plan shall be authorized by at least sixty percent (60%) of the Weighted Votes cast, in person or by proxy, by Property Owners entitled to vote on the matter at the meeting. When an action other than the approval of a new 7-year BID

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Zone Plan or the election of Directors is to be taken by vote of the Property Owners, it shall be authorized by a majority of the votes cast, in person or by proxy, by Property Owners entitled to vote on the matter at the meeting.

D. Each Property Owner may cast one (1) vote, in person or by proxy, for as many persons as there are Directors to be elected. Directors shall be elected by a plurality of the votes cast at an election. If Directors are to be elected to fill terms that have different durations, the candidates receiving the highest number of votes shall serve in the positions having the longest terms (unless candidates have been nominated for or have chosen to run for specific terms).

E. All Weighted Votes on behalf of Property Owners shall be cast in writing.

F. The fact that a particular BID Zone Property is owned by more than one (1) person does not affect the total Weighted Vote or Per Owner Vote that may be cast by the Property Owner in the election of Directors or on other matters coming before the Property Owners. If the records of the Detroit City Treasurer show that a parcel of BID Zone Property is owned by two or more persons, any one of those persons may cast the entire Weighted Vote or Per Owner Vote of the Property Owner, in person or by proxy, at a meeting of the Property Owners, unless another person shown as an owner of the BID Zone Property in the records of the Detroit City Treasurer seeks to vote. In the latter event, the Weighted Vote or the Per Owner Vote (a) shall be allocated equally between owners who hold BID Zone Property tenants by the entirety; (b) shall be allocated equally among those owners seeking to vote who hold BID Zone Property as joint tenants; and (c) shall be allocated among those owners seeking to vote who hold BID Zone Property as tenants in common in proportion to their respective interests in the BID Zone Property.

G. For purposes of determining voting rights under Sections 2.6B and 2.6D: (a) two or more BIZ Zone Properties that are shown in the records of the Detroit City Treasurer as having multiple owners shall be treated as being held by a single Property Owner if, but only if, the identities of all the owners as shown in the records of the Detroit City Treasurer are the same; and (b) the voting rights of a person acting as a designated agent or proxy shall be determined based upon the ownership of the BIZ Zone Properties represented, as shown in the records of the Detroit City Treasurer.

## **2.7 CONDUCT OF PROPERTY OWNER MEETINGS.**

All meetings of the Property Owners shall be conducted in accordance with the applicable provisions of the Open Meetings Act. A chair shall preside at each meeting of Property Owners. In the absence of a specific selection by the Board, the chair shall be the Chairman or another Director designated in writing by the Chairman. Subject to the provisions of these Bylaws, the Open Meetings Act and other applicable law, the Board may establish reasonable rules and regulations for the conduct of meetings that are fair to Property Owners and to others attending the meeting. The chair of the meeting shall announce at the meeting when the polls close for each matter voted upon. If no such announcement is made, the polls shall be deemed to have closed upon the earlier to occur of (a) the beginning of voting on the next matter coming before the Property Owners; or (b) the final adjournment of the meeting. After the polls close, no ballots, proxies or votes, nor any revocations or changes thereto may be accepted.

### III

#### BOARD OF DIRECTORS

##### 3.1 DUTIES OF THE BOARD OF DIRECTORS.

The Board shall be the governing body of the BID and shall manage the activities of the BID and the implementation of the BID Zone Plan, including approving annual budgets and work programs. Specific duties of the Board include the following:

- A. Developing administrative procedures relating to the implementation of the BID Zone Plan.
- B. Recommending amendments to the BID Zone Plan as necessary.
- C. Scheduling and conducting annual and special meetings of the Property Owners.
- D. Developing a proposed zone plan for the next 7-year period.
- E. Approving the hiring or removal of an Executive Director for the BID (if any).
- F. Approving any contract or contracts for management of the BID.
- G. Approving other BID contracts requiring payments in excess of amounts established from time to time by resolution of the Board of Directors.

##### 3.2 QUALIFICATIONS OF DIRECTORS.

Each Director (other than the Director nominated by the Mayor of the City of Detroit) must be:

- A. An individual who meets one (1) of the following requirements:
  - 1. Is a Property Owner;
  - 2. Has been designated in writing by a Property Owner;
  - 3. Is an owner of property in the BID Zone Area that is exempt from the payment of real property taxes but voluntarily contributes to the BID under written agreement;
  - 4. Has been designated in writing by an owner of property in the BID Zone Area that is exempt from the payment of real property taxes but voluntarily contributes to the BID under written agreement;
  - 5. Is a proprietor or an owner of a business occupying space in the BID Zone Area under a lease that requires that the tenant pay or reimburse the landlord for BID assessments; or

6. Has been designated in writing by a proprietor or an owner of a business occupying space in the BID Zone Area under a lease that requires that the tenant pay or reimburse the landlord for BID assessments; and

B. An individual who at all times is not, or represents the owner or tenant of property in the BID Zone Area that is not, delinquent in the payment of BID assessments, payments to a landlord reimbursing BID assessments or contractual payment to the BID, as the case may be.

A Director who has failed to meet the applicable requirements either Section 3.2A or 3.2B for a period of thirty (30) days shall cease to be a Director unless the Board has adopted a resolution extending the period for compliance. Whether or not the Board has adopted such a resolution, a Director who has failed to meet all of the applicable qualifications in this Section 3.2 for a period of sixty (60) days, shall immediately cease to be a Director and his or her position on the Board shall be considered to be vacant.

### **3.3 NUMBER, SELECTION, RESIGNATION, REMOVAL AND TERMS OF OFFICE OF DIRECTORS.**

A. The Board shall consist of an odd number of Directors and shall have at least five (5) but no more than fifteen (15) Directors, as the Board may determine from time to time; provided, however, that the Board may not reduce the size of the Board or adopt Bylaw amendments changing the terms of office of Directors in a way that has the effect of removing, or shortening the term of office of, any Director then serving.

B. One (1) position on the Board (which is identified in the BID Zone Plan) shall be filled by an individual nominated by the Mayor of the City of Detroit and approved by the Detroit City Council. That Director shall serve at the pleasure of the Mayor. Other Directors shall serve for one (1), two (2) or three (3) year terms, as set forth in the BID Zone Plan or in the resolutions of the Board establishing the size of the Board.

C. The terms of office of Directors identified in the initial BID Zone Plan shall be scheduled to end on September 30, 2009 for Directors identified in the initial BID Zone Plan as serving for one (1) year terms, on September 30, 2010 for Directors identified in the initial BID Zone Plan as serving for two (2) year terms and on September 30, 2011 for Directors identified in the initial BID Zone Plan as serving for three (3) year terms. The terms of office of Directors (other than (i) Directors identified in the initial BID Zone Plan; (ii) the Director nominated by the Mayor of the City of Detroit; and (iii) Directors elected to fill vacancies) shall commence on October 1 and shall be scheduled to end on September 30 of the first, second or third year thereafter. At each annual meeting of the Property Owners, the Property Owners shall elect Directors to fill positions on the Board having terms that are due to expire on September 30 of that year. Individuals so elected shall take office on October 1. A Director shall be eligible for re-election to an unlimited number of terms.

D. A Director may resign by written notice mailed or delivered personally to the principal office of the BID or to the Chairman. The resignation shall be effective immediately upon receipt by the Chairman or at the principal office of the BID, unless a later date is specified

in the resignation. A resignation does not need to be accepted or ratified by the Board of Directors in order to be effective.

E. Any Director may be removed from office for cause at any meeting of the Board of Directors by the vote of a majority of the Directors then serving. Because active involvement of all Directors is necessary for the BID to function effectively (and without limiting the preceding), the failure to attend three (3) consecutive meetings of the Board of Directors held during any period, whether or not the absences have been excused, shall be conclusively presumed to constitute cause for removal of a Director.

F. Vacancies in positions on the Board (other than in the position filled by a nominee of the Mayor of the City of Detroit) arising from death, resignation, removal, termination of office for failure to meet the qualifications under Section 3.2, the failure of Property Owners to elect a Director to fill an expired term or for any other reason, may be filled by the Board. The term of office of Director elected to fill a vacancy shall begin immediately upon election by the Board and shall continue until the following September 30. The Property Owners shall elect a successor (or reelect the Director) at the annual meeting immediately preceding expiration of the term. Unless the term of the Director whose position became vacant was scheduled to expire on the following September 30, the Director elected by the Property Owners to fill the vacancy shall serve for the remainder of the term of the Director whose position became vacant.

### **3.4 MEETINGS OF THE BOARD OF DIRECTORS.**

A. The Board shall adopt, and may modify, a schedule of regular meetings of the Board. The first regular meeting held after September 30 of each year shall be the annual meeting of the Board. At the annual meeting, Directors shall elect officers and consider such other business as may properly be brought before the meeting. If, for any reason, the annual meeting is not held in any year, the matters that might have been considered at that meeting may be taken up at any later regular, special or annual meeting.

B. Special meetings of the Board may be called by the Board or by the Chairman and shall be called by the Chairman upon the written request of at least three (3) Directors. The Board may conduct any business at a special meeting as may properly be brought before the meeting and is not limited to matters that may have been specified in the notice of the meeting.

C. All annual, regular and special meetings of the Board shall be held at such places in the City of Detroit available to the public and reasonably accessible from the BID Zone Area as determined by the Board or, if the Board has not acted, by the Chairman.

D. All meetings of the Board shall be conducted in accordance with the applicable provisions of the Open Meetings Act.

### **3.5 NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS.**

A. The BID shall provide public notice of all annual, regular and special meetings of the Board, including adjourned, recessed and rescheduled meetings, as required by the Open Meetings Act.

B. Written notice of the time and place of all annual, regular and special meetings of the Board shall be given to each Director at least three (3) days before the date of the meeting, either personally or by sending such notice to each director by regular or electronic mail at the address designated by the director for such purposes, or if none is designated, at the director's last known address. No such notice is required for an adjourned, recessed or rescheduled meeting of the Property Owners. As long as notice of a meeting of the Board has been given in accordance with the Open Meetings Act, the failure to give or receive written notice by regular or electronic mail or any defect in such written notice shall not affect the validity of any meeting or of any action taken at a meeting by the Board.

### **3.6 QUORUM AND VOTING REQUIREMENTS.**

A majority of the Directors then in office constitutes a quorum for the transaction of business. Each Director shall have one (1) vote on all matters coming before the Board (without regard to the taxable value of any BID Zone Property owned, leased or represented by the Director). The vote of a majority of the Directors then in office shall be the act of the Board, unless a larger vote may be required by law, under the BID Zone Plan or in these bylaws. A Director may not designate a proxy or other representative to cast a vote or to take any other action on his or her behalf at a meeting of the Board of Directors or of a committee of the BID.

### **3.7 COMPENSATION.**

Directors shall receive no compensation for their services on the Board or as officers. The preceding shall not, however, prevent the BID from purchasing insurance providing coverage to Directors or BID officers nor shall it prevent the Board from reimbursing Directors for their actual and necessary expenses incurred in the performance of their official duties as Directors or officers of the BID and authorized by the Board.

### **3.8 CONFLICTS OF INTEREST.**

Directors and officers of the BID are subject to, and must comply with, Act No. 317 of 1968 (MCL 15.321 *et seq.*), which governs contracts directly and indirectly between public servants and public bodies, and with other applicable laws addressing conflicts of interest, incompatibility of public office and ethical standards for public officials and public servants.

### **3.9 EXECUTION OF CONTRACTS AND CONVEYANCES.**

The Board may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the BID, and such authority may be general or confined to specific transactions. The Board may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the Chairman or any Vice Chairman and the Secretary or the Treasurer may execute such instrument on behalf of the BID.

## IV

### OFFICERS

#### **4.1 OFFICERS.**

The officers shall be a Chairman, two (2) Vice Chairmen, a Secretary and a Treasurer. All officers shall be Directors when elected. A director resigning his or her position as an officer shall remain on the Board. No individual may hold more than one (1) office at a time. An individual who has served three (3) consecutive full one (1) year terms as Chairman, Vice Chairman, Secretary or Treasurer shall not be eligible to serve in that office again until two (2) years after the expiration of the last such term (but shall be eligible for election to other offices).

#### **4.2 ELECTION AND TERM OF OFFICE.**

All officers shall be elected for a term of one (1) year (or until their successors have been elected) by the Board at its annual meeting.

#### **4.3 REMOVAL.**

Any officer may be removed with or without cause by vote of the Directors at any annual, regular or special meeting of the Board.

#### **4.4 VACANCIES.**

In the event of the death, resignation, removal or other inability to serve of any officer, the Board shall elect a successor who shall serve until the expiration of the normal term of such office or until his or her successor shall be elected.

#### **4.5 CHAIRMAN.**

The Chairman shall be the chief policy officer of the BID, shall preside at all meetings of the Board at which the Chairman is present and shall preside at meetings of the Property Owners when designated to do so in accordance with Section 2.7. If the Board has not designated an executive director for the BID, the Chairman shall also see that all orders and resolutions of the Board are carried into effect, and shall have the general powers of supervision and management usually vested in the chief executive officer of a public body.

#### **4.6 VICE CHAIRMEN.**

There shall be two (2) Vice Chairmen, who shall have such duties as determined from time to time by the Board or the Chairman. One (1) Vice Chairman, who shall be called the First Vice Chairman, shall be designated to perform the duties of the Chairman during periods when the Chairman is absent or is otherwise unable to perform his or her duties. If the designated Vice Chairman is unable to carry out such duties, the other Vice Chairman, who shall be called the Second Vice Chairman, shall do so.

#### **4.7 SECRETARY.**

The Secretary shall see that all required notices of meetings of the Property Owners and the Board are given, shall see that minutes of meetings of the Property Owners and the Board are maintained, shall receive and attend to correspondence of the Board, shall have custody of documents belonging to the corporation (except as otherwise provided in these bylaws or by the Board) and of the BID seal (if any), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board.

#### **4.8 TREASURER.**

The Treasurer shall have charge of the BID funds, except for such funds as the Board may designate; shall see that an accounting system is maintained that will give a true and accurate accounting of the financial transactions of the BID; shall see that audits of the BID are conducted in accordance with applicable law; and shall render reports from time to time as requested by the Board of his or her activities and the financial condition of the BID. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board in accordance with the BIZ Statute and other applicable laws.

### **V**

## **COMMITTEES**

#### **5.1 COMMITTEES.**

The Board shall establish an Administrative Oversight Committee and a Nominating Committee and may establish and define the responsibilities of such additional standing and special committees as it determines are appropriate from time to time to carry out the purposes and programs of the BID. Notwithstanding the preceding, however, committees shall perform only administrative and advisory functions and no committee shall exercise any governmental or proprietary powers or functions on behalf of the BID. Except as otherwise provided by the Board or in these bylaws, individuals who are not Directors shall be eligible to serve on BID committees (but shall not be eligible to serve as chair of any committee). Unless the composition of a committee is set forth in these Bylaws, the members and chairs of committees shall be nominated by the Chairman and elected by the Board at its annual meeting for one (1) year terms or until their successors have been duly elected, but may be removed and replaced at any time by the Board. The Chairman and, if elected, the executive director of the BID may attend and participate, without a vote, in the meetings of all committees of which the Chairman or the executive director is not otherwise a member.

#### **5.2 ADMINISTRATIVE OVERSIGHT COMMITTEE.**

The Administrative Oversight Committee shall consist of the Chairman, all Vice Chairmen, the Secretary and the Treasurer of the BID. The Administrative Oversight Committee shall supervise matters involving the proposed agendas for meetings of the Board of Directors and of the Property Owners; the negotiation and performance of BID contracts; the selection, compensation and supervision of BID personnel (if any); the preparation of proposed budgets for

the BID; audits and financial management of the BID; and other issues relating to the day-to-day operation of the BID and shall provide recommendations with respect to such matters, as necessary, to the Board of Directors. The Administrative Oversight Committee shall perform such additional tasks as determined from time to time by the Board of Directors.

### **5.3 NOMINATING COMMITTEE.**

The Board shall appoint a Nominating Committee consisting of the Chairman and at least two (2) other Directors. The Nominating Committee shall recommend: (a) procedures for carrying out the nominating process to the Board; (b) a slate of one (1) or more candidates for each position on the Board to be filled at annual meetings of the Property Owners; and, (c) when requested to do so by the Board, candidates to fill vacancies occurring on the Board between annual meetings of the Property Owners and candidates to serve as officers. An individual need not be recommended by the Nominating Committee to be elected as a Director or officer. In recommending candidates, the Nominating Committee shall seek and consider recommendations from Property Owners and tenants of BID Zone Property and shall promote the goal expressed in the BID Zone Plan that the Board represent the diversity of the business and property owners the BID Zone Area, including those situated in various parts of the BID Zone Area, owners of large and modest properties, members of differing racial and ethnic groups and those providing various kinds of goods or services.

## **VI**

### **MISCELLANEOUS**

#### **6.1 PRINCIPAL OFFICE.**

The principal office of the BID shall be at such place in BID Zone Area as the Board shall determine from time to time.

#### **6.2 FISCAL YEAR.**

The fiscal year of the BID shall begin on July 1 of each year and continue until June 30 of the following year (or until the earlier termination of the BID).

#### **6.3 DISSOLUTION.**

The BID may be dissolved under the procedures set forth in Section 101 of the BIZ Statute, MCL 125.9901 and the BID Zone Plan.

#### **6.4 AMENDMENTS.**

These Bylaws may be amended, and new bylaws adopted, by the Board of Directors. Amendments to these Bylaws and any new bylaws may be proposed at any meeting of the Board of Directors, but shall not be effective until ratified by the Board of Directors at a subsequent annual, regular or special meeting; provided, however, that no provision of any amended or new bylaw that is inconsistent with the BID Zone Plan shall be effective until a corresponding

amendment to the BID Zone Plan has been adopted by the Property Owners (and, if applicable, by the Detroit City Council).

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