

DUTIES AND RESPONSIBILITIES OF BOARD OFFICERS

THE WAYNE COUNTY CIVIC FACILITY DEVELOPMNET CORP (WCCFDC)

SECTION 1. – CHIEF EXECUTIVE OFFICER; CHIEF FINANCIAL OFFICER; OTHER OFFICERS.

The Corporation may have a Chief Executive Officer, a Chief Financial Officer, and a Secretary and other officers and assistant officers as the Board of Directors may determine. The offices of Chief Executive Officer and Secretary shall not be held by the same person. The officers shall have such duties as may be prescribed by these By-Laws and the Board of Directors.

SECTION 2. - TERMS OF OFFICERS.

The officers shall be appointed by the Directors at its annual meeting. Unless a shorter term is provided in the resolution of the Board appointing such officer, the term of office of each officer shall extend for one year after his or her appointment and until a successor is appointed and qualified. Officers shall be eligible to serve an unlimited number of consecutive terms.

SECTION 3. - ADDITIONAL OFFICERS.

Additional officers may be appointed for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine. Such positions may include an Acting Chief Financial Officer and Acting Secretary, and any other position established by the Board of Directors from time to time.

SECTION 4. - REMOVAL OF OFFICERS.

Any officer may be removed by majority vote of the Directors, with or without cause, at any time, provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting at which such action is taken.

SECTION 5. - RESIGNATION.

Any officer may resign at any time by giving written notice to the Board of Directors, the Chief Executive Officer or the Secretary; provided, however, the Chief Executive Officer must provide written notice of its intent to resign to the Board of Directors and the Secretary must provide written notice of its intent to resign to the Chairperson or the Board of Directors. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

SECTION 6. - VACANCIES.

A vacancy in any office of the Corporation shall be filled by the majority vote of the entire Board of Directors. 12

SECTION 7. –CHIEF EXECUTIVE OFFICER.

The Board of Directors shall appoint the Chief Executive Officer by resolution, which resolution shall set the Chief Executive Officer's annual compensation. The Chief Executive Officer shall generally supervise all affairs of the Corporation. The Chief Executive Officer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. - SECRETARY.

It shall be the duty of the Acting Secretary to supervise the preparation of minutes of all meetings of the Members and the Board of Directors and its committees, the giving of all notices required to be given by the Corporation, and the keeping of a current list of the Members of the Corporation, Directors and officers and their residence addresses. The Acting Secretary shall be responsible for supervising the preparation and maintenance of the books and records of the Corporation. The Acting Secretary shall attend to such correspondence as may be assigned to him or her and perform all the duties customarily incidental to that office and such other duties as may be assigned to him or her by the Board of Directors or the Chief Executive Officer. From time to time, the Board of Directors may employ or contract with an appointed Acting Secretary to whom the Board of Directors may designate certain duties of the Secretary and other such duties as may be assigned to him or her.

SECTION 9. – TREASURER/CHIEF FINANCIAL OFFICER.

The Board of Directors shall appoint the Chief Financial Officer by resolution, which resolution shall set the Chief Financial Officer's annual compensation. It shall be the duty of the Chief Financial Officer of the Corporation, with oversight by the Treasurer, to oversee the financial affairs of the Corporation, report at each regular meeting of the Board of Directors, and participate in preparing the annual report of the Corporation and the filing of all required tax returns and other regulatory reports. The Chief Financial Officer shall perform such other duties as may be assigned to him or her by the Board of Directors, the Treasurer or the Chief Executive Officer.

SECTION 10. – WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY - PERSONNEL.

The Corporation may use the agents, employees and facilities of the County and/or the Wayne County Industrial Development Agency ("WCIDA") to perform any or all of its functions as described in the Certificate of Incorporation and these By-Laws. In such event, the Corporation will, by resolution, enter into a contract with the County and/or WCIDA providing the terms upon which the County and/or WCIDA will provide the use of its agents, employees and facilities to the Corporation and the compensation, if any, that the Corporation shall pay to the County and/or WCIDA for the use by the Corporation of County and/or WCIDA agents, employees and facilities.