

AGENDA

DGRI BOARD OF ADVISORS

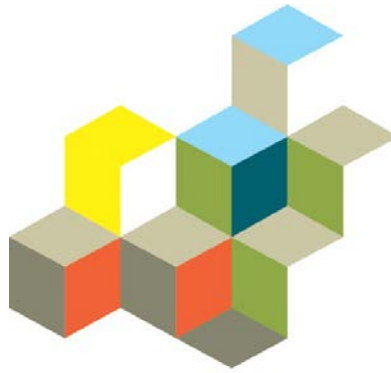


Board Members:

Rick Baker • Mayor Rosalynn Bliss • Kayem Dunn • Howard Hansen • Brian Harris • Bob Herr
Ray Kisor • Birgit Klohs • Brandy Moeller • Nikos Monoyios • Jon Nunn • Doug Small • Greg Sundstrom

Monday, August 21, 2017
1:00 p.m. Meeting
29 Pearl Street, NW Suite #1

- | | | |
|--|---------------|---------|
| 1. Call to Order | | Dunn |
| 2. Approve Minutes from April 18, 2017 DGRI Board Meeting (1:01)
(enclosed) | <i>Motion</i> | Dunn |
| 3. 2017 Alliance Appointments (1:03)
(enclosed) | <i>Motion</i> | Larson |
| 4. First Reading: DGRI Bylaw Amendments (1:18)
(enclosed) | Info Item | Larson |
| 5. ULI / NLC Rose Fellowship Presentation (1:25) | Info Item | Kelly |
| 6. Align Study Presentation (1:40) | Info Item | Various |
| 7. President & CEO Report (1:55) | Info Item | Larson |
| 8. Board of Advisors Discussion (2:05) | | |
| 9. Old Business | | |
| 10. New Business | | |
| 11. Public Comment | | |
| 12. Adjourn | | |



DOWNTOWN
GRAND RAPIDS INC.

Board of Advisors Meeting

April 18, 2017

1. Call to Order – The meeting was called to order at 10:01 am by Chair Kayem Dunn

2. Attendance

Present: Rick Baker, Mayor Rosalynn Bliss, Daryl Delabbio, Kayem Dunn, Howard Hansen, Brian Harris, Ray Kisor, Nick Monoyios, Jon Nunn, Lynee Wells

Absent: Bob Herr, Birgit Klohs, Brandy Moeller, Doug Small, Greg Sundstrom

Others Present: Kristopher Larson (DGRI President & CEO), Murphy Ackerman (DGRI Office Manager), Jana Wallace, Sarah VanderWerff, Melvin Eledge, Rebecca Krenz, Jodi Petersen, Tim Kelly, Jennie Schumacher

3. Approve Minutes from December 7, 2016 DGRI Board Meeting

Motion: Ray Kisor, supported by Brian Harris, moved approval of the December 7, 2016 DGRI Board of Advisors meeting minutes as presented. Motion carried unanimously.

4. Alliance 2.0 Civic Engagement Model

Mr. Larson explained that DGRI is evolving its Alliance structure to continue to adapt to the needs and priorities of the community. Mr. Larson gave a presentation on the proposed Alliance 2.0 model. Mr. Larson explained that this will help transition the Alliances from ideation groups to implementation groups. With the adoption of GR Forward, the Alliances have a guide to follow and will be able to more clearly define project timelines. Mr. Larson noted that each of the Alliances has had time to review and give feedback on the new structure. Each current member will have the opportunity to migrate to the new goal focused groups while also inviting new members to ensure that the right voices are around the table.

Mr. Larson gave an overview of each of the new groups. Mr. Larson said in addition to the new structure, there will also be a “Citizen Engagement Academy” that will work to educate and provide resources for members as they make decisions on important projects. Mr. Larson said recruitment will begin in June with the goal of relaunching in the new fiscal year. Mr. Baker asked if DGRI will play the lead role for each of the goals in GR Forward. Mr. Larson said DGRI will be the convener, but there will be ambitions that DGRI will not be able to do without key partners and stakeholders. Mr. Hansen asked if the groups will be able to gather as a whole to remain informed on all the work that is being done throughout the year. Mr. Larson said cross pollination between groups will be encouraged. Mr. Harris asked if staff has the bandwidth to support additional groups. Mr. Larson said the new groups will require involvement from staff that may not have had a role in the original model. Mr. Larson said DGRI is also currently looking to hire an additional staff member. Ms. Wells thanked Mr. Larson and staff for their work on the new structure as there have been different iterations. Ms. Wells said she is excited to see more focused directives for these groups. Ms. Dunn said she appreciates the continued focus on the goals of GR Forward as we move into implementation of the plan.

Motion: Mayor Rosalynn Bliss, supported by Howard Hansen, moved to adopt the Alliance Civic Engagement Model. Motion carried unanimously.

5. Approve Amended Inter-Organizational Term Sheet

Mr. Larson explained that DGRI has run to term on its existing agreement with the City. Mr. Larson said as the organization has developed there are items in the original agreement that are no longer needed as well as some that need to be added. Mr. Larson said he worked closely with City staff and legal counsel to provide an updated agreement. Mr. Larson gave an overview of each of the changes made and said the new term would be through June 30, 2019. Mr. Harris asked if Mr. Sundstrom reviewed the document. Mr. Larson said Mr. DeLong primarily worked on the document but both Mr. Sundstrom and Commissioners would need to review the document as it requires approval from City Commission. Ms. Dunn she is happy to see changes made to reflect the progress that DGRI has made since its inception.

Motion: Jon Nunn, supported by Ray Kisor, moved to approve the Inter-Organizational Agreement between DGRI and the City of Grand Rapids. Motion carried unanimously.

6. DGRI Performance Indicator Methodology

Mr. Larson reviewed the performance indicators that were approved at the August meeting. Mr. Larson said he has been working to formalize the methodology in which each performance indicator will be measured. Mr. Larson said this is an important tool to ensure that we are being responsible stewards of public funds and providing the highest level of returns for Downtown. Mr. Larson reviewed each of the indicators and the proposed methodology. Mr. Baker asked if there will be a dashboard to see these measures. Mr. Larson said the State of the Downtown event will be used to share this information with the community and then it will be on the website. Ms. Wells asked if these goals will change in the

future. Mr. Larson said these are all subject to change if the Board decides items are no longer relevant or need to be adjusted. Mr. Baker said he appreciates the organization's commitment to measuring outcomes.

7. VoiceGR Survey Results

Mr. Larson explained that DGRI was able to add questions to the VoiceGR survey regarding the perception of parking availability in Downtown as well as the perception of Downtown being welcoming and inclusive. Ms. Petersen introduced herself and explained the purpose of the VoiceGR survey. Ms. Petersen said the goal is to work with local leaders to show them the perceptions that the community has to help guide and inform their work. Ms. Petersen said it is also helpful to create benchmarks for these questions as they do not currently exist. Ms. Petersen said the data is free and available to any who want to access it. Ms. Petersen provided the Board with the survey and the results. Ms. Petersen noted that there were over 5,000 respondents to the survey and it is representative of the community population on race, age, and poverty level. There is a small discrepancy with education and gender make ups. Ms. Petersen reviewed the answers to the questions that DGRI provided. Mr. Larson said these results help to receive information on why people may perceive things like parking the way they do. Mayor Bliss said with results such as these, it is important to look at correlation as opposed to causation. While it may be easy to see direct correlation between the data, it can be easy to assume what causes it based on anecdotal information. Ms. Petersen said she and Mr. Larson have discussed taking the data to the next level and going to the areas where people have commonly stated they do not view Downtown as welcoming, and asking them why they feel this way. Mr. Harris asked what "welcoming" means. Ms. Petersen said it is all self-perception. Mr. Larson said the organization can use this information as an outreach tool to help change those perceptions. Mr. Larson said now there is a baseline to use when setting goals. Mr. Harris said he is interested in digging deeper and defining what makes someone feel welcomed Downtown. Mr. Larson said DGRI is committed to understanding the information so changes can be made. Ms. Dunn thanked Ms. Petersen for her work on this and said she is excited to see the next steps with the information.

8. Ambassador Recognition

Mr. Eledge explained that SMS Holdings and Block by Block selects an ambassador as the best in the region. Mr. Eledge said Rebecca Krenz was selected to represent the Midwest region for her excellence in Downtown. Mr. Larson thanked Ms. Krenz for her work with the team.

9. Board Member Recognition

Ms. Dunn thanked Daryl Delabbio and Lynee Wells for their contributions to the organization as this is their last meeting.

10. President & CEO Report

DDA 4/12/17

- Approved \$180,000 for pedestrian improvements and lighting enhancements for Michigan St.

- Approved \$20,000 to support mural project

DID 5/15/17

- Will consider FY18 Budget
- Will receive update on spring plantings

MNTIFA (5/10/17)

- Will consider FY18 Budget
- Will consider contribution to river trail design guidelines

DGRI (4/18/17)

- Will consider updated inter-organizational term sheet with City
- Will receive presentation from VoiceGR Survey
- Will review DGRI Performance Indicator Methodology
- Will consider approval of Alliance 2.1 model

Alliances:

INVESTMENT (4/11)

- Chair: Nikos Monoyios, Long Range Planner @ The Rapid
- Will consider pedestrian crossing improvement at Wealthy / Cass Sts.
- Will review FY18 budget recommendations
- 3rd look at Alliance 2.1 engagement model

VIBRANCY (3/14)

- Chair – Brandy Moeller, City of Grand Rapids
- Planning for Food Truck Rally event in May, 2017
- 2nd look at Alliance 2.0 engagement model

LIVABILITY (3/27)

- Chair: Lynee Wells, Principal @ Williams & Works – Working Group Discussions
- Reviewed FY18 budget recommendations
- Approved proposed Alliance 2.0 engagement model

DGRI Staff Highlights

Events / Marketing / Communications / Engagement

- Planning for Rollin'Out Food Truck event May 21, 2017
- Finalizing MITP 2017 series launch
- Held Women in City Building Event – Mar 30th – packed room - ~600 online streams of video

- Completed first GR Forward update video – 25,886 views March 8 – April 18
- Downtown Residents Network – Mix, Mingle, and Share – April 26th @ EVE at the BOB
- SAVE THE DATE: State of the Downtown – July 13th at 5:30 PM!
- Snow Days PED Counts: Average increase of 68% across all 6 counters

Planning / Development

- Calder Plaza Steering Committee voted to approve and recommend Conceptual Master Plan on 2/7.
- Met with Senator Horn, Rep Chatfield, and 10 other lawmakers 2/28 to determine how TIF reform will advance.
- Mobility: City Commission approved its portion for bikeshare feasibility study, partnering with the Rapid and the City of Grand Rapids on bus shelter improvements.
- Draft Development Agreement for theater project on Areas 4/5 delivered on 3/15
- Partnering with GR Chamber and Mobile GR on Parking-Cash out training program for employers – to be held 4/19 @ 11 AM at Start Garden. 30 RSVPs received.
- Participating with City of Grand Rapids in 201 Market RFQ reviews
- Held Food Truck stakeholder event 2/27 to develop metrics used to evaluate the health of the Downtown culinary economy
- Daniel Rose Fellowship:
 - Hosted Grand Rapids Study Visit Mar 20-23 for Daniel Rose Fellowship.
 - Project page available on the website. Follow-up engagement opportunity currently underway.
 - KL attended Anchorage Study Visit Apr 3-7
- City Commission approved Downtown Zoning changes 3/28
- IDA Value of Downtowns – Planning to incorporate findings in State of Downtown program

11. Board of Advisors Discussion

Mr. Monoyios thanked staff for their leadership and guidance with the Daniel Rose Fellowship. Mr. Monoyios said it is a testament to the process of GR Forward that these conversations and momentum are happening in the community.

Mr. Delabbio thanked the Board for the opportunity to serve. Mr. Delabbio thanked Mr. Larson for his leadership in developing the relationship with the County and encouraged him to continue building that partnership.

Ms. Wells thanked staff and the Board for allowing her to serve. Ms. Wells said she has learned an immeasurable amount and has been able to grow and develop professionally as well as personally.

12. Old Business

None.

12. New Business
None.

13. Public Comment
None.

12. Adjournment
The meeting adjourned at 11:22



MEMORANDUM

TO: DGRI Board of Advisors

FROM: Kristopher Larson, AICP

DATE: August 18, 2017

SUBJECT: Appointments to new GR Forward-Based Implementation Alliances

On October 24th, 2013, the DGRI Board of Advisors (DGRI BOA) approved the initial seating of the Alliances as a part of the new organizational structure. Most of the individuals involved were previously a part of the volunteer structures of the combining organizations. The compositions were based upon attempts to accommodate each individual's preference for volunteer contributions to a particular subject matter category germane to the organization.

The DGRI BOA has since appointed several other slates to serve in this volunteer capacity, with a more intentional focus on seeking to achieve representative diversity. Following the directive to build diverse, productive recommendation committees that will now be organized according to 5 key goals from GR Forward, DGRI staff led an effort to recruit new and diverse talent to serve on the Alliances. To accomplish this task, DGRI staff and leadership developed a thoughtful, partnership-oriented outreach program to assist in strategically positioning the Alliances both from inclusionary and expertise-driven orientations. The slates presented include 38 members of the previous Alliances, and 46 individuals new to Alliance service.

These appointments will make further, incremental progress in assisting DGRI in achieving representative diversity according to the factors considered, including age, sexual orientation, race, gender, and places where individuals live and work. On topics such as educational attainment, the Alliance slates significantly exceed (>90%) the citywide percentages (31%) for individuals having completed at least a bachelor's degree. There is also a strong representation from Downtown residential community, as 20% of the slate is comprised of individuals that live in Downtown Grand Rapids.

The following is a summary of the significant progress made between the 2015 and 2017 Alliance slates:

		City-wide	DGRI 2015	DGRI 2016	DGRI 2017
AGE	20-24	17%	0%	3%	2%
	25-34	30%	21%	38%	43%
	35-44	19%	41%	32%	30%
	45-54	18%	30%	21%	11%
	55-64	16%	8%	6%	14%
GENDER					
	Male	49%	71%	58%	50%
	Female	51%	29%	42%	50%
SEXUAL ORIENTATION					
	Heterosexual	96.20%	97%	92%	94%
	LGBT	3.8%*	3%	8%	6%
RACE					
	Asian	2%	3%	4%	4%
	African American	20%	19%	21%	16%
	Hispanic or Latino	13%	2%	6%	10%
	White	62%	76%	69%	65%
	Mixed Race	3%	-	-	5%

*Source: Movement Advancement Project

For the 2017 slates, DGRI staff followed the same path of strategically broadening the composition of the Alliances while ensuring that the most needed perspectives, expertise, and passions were around each of the respective tables. The lists on the following pages detail a slate of recommended appointments for 2017. If approved as presented, each Alliance will have an average of 17 members, with a total of 85 members of the community volunteering in the five GR Forward-based implementation Alliances.

With regards to organizational representations, the following highlight summary breaks down the organizational representation according to For-profit, not-for-profit, and governmental representatives.

For profit interests: 35 privately owned companies represented

Not-for-profit interests: 26 community not-for-profit organizations represented

Government interests: 16 representatives of government represented, including 12 from the City of Grand Rapids

Academic interests: 5 educational institutions represented

Retirees: 2 retirees

Goal 1 Alliance: Restore the River and Reconnect the City

Jay	Steffen	City of Grand Rapids Planning Department
Mark	Roys	CSM Group
Rick	Winn	Amway Hotel Corporation
Ted	Lott	Lott3Metz Architecture
Traci	Montgomery	Meijer
Joe	Elliot	RDV Corporation
Eddie	Tadlock	SMG
Janet	Korn	Experience Grand Rapids
Ben	Weatherhead	Hospitality Specialists - Homewood Suites Downtown GR
Laura	Cleypool	City of Grand Rapids Parks and Recreation
Lindsey	Gadbois	Tower Pinkster
Richard	Bishop	GRWW
Rob	Hyde	Calvin College, Godwin Heights High School, Cutlerville Chamber of Commerce, and Freelance race directing and coaching.
Rachel	Hood	Chase Park Grants
Rick	Devries	City of Grand Rapids
Tom	Hoving	Retired

Goal 2 Alliance: Toward a Diverse and Vibrant Downtown Neighborhood

Aaron	Terpstra	Mobile GR Parking Services
Jenn	Schaub	Dwelling Place
Nicole	Kosheba	Fishbeck, Thompson, Carr and Huber (FTCH)
Kisha	McPherson	Spectrum Health
Latesha	Lipscomb	Entrepreneur
Angie	Morales	Radio La Mejor GR
Chardonay	Henderson	United Methodist Community House
Daniel	Kvamme	City of Grand Rapids
Dave	Nitkiewicz	Experience Grand Rapids
Devin	Holston	Horrocks Market
Joshua	Verhulst	Hope Network
Latrishia	Sosebee	Dwelling Place of Grand Rapids San Chez Bistro
Monica	App	Rockford Construction
Nipun	Nath	
Rae	Westerhof	Samaritas
Noele	Stith	GR Initiative for Leaders
Omar	Cuevas	Grand Rapids Area Chamber of Commerce
Brianna	Gohlke-Clausen	YMCA

Goal 3 Alliance: A 21st Century Mobility Strategy

Haley	Patrone	[Currently self employed]
Jim	Botts	retired
Mark	Miller	Nederveld
Nikos	Monoyios	The Rapid
Ryan	Kilpatrick	Michigan Economic Development Corporation
Jonathan	Oeverman	City of Grand Rapids - Engineering Department
Trevor	Bosworth	Viridis Design Group
Trey	Conner	Grand Rapids Drive
Andrew	Queenan	Tower Pinkster
Breese	Stam	City of Grand Rapids
Kara	Peltier	Kendall College of Art and Design of Ferris State University
Kristin	Bennett	City of Grand Rapids
Daniela	Rojas	Hispanic Center of Western Michigan
Meegan	Joyce	The Rapid

Goal 4 Alliance: Expand Downtown Economic Opportunity

Brianna	Vasquez de Pereira	Kent School Services Network
Mark	Breon	Spectrum Health
Scott	Stenstrom	Fifth Third Bank
Brandy	McCallum	AHC Hospitality
Elyse Marie	Welcher	Parliament the Boutique Littlewings Designs
Guillermo	Cisneros	West Michigan Hispanic Chamber of Commerce
Jorge	Gonzalez	Start Garden
Rick	Chapla	The Right Place
Ace	Marasigan	Old National Bank
Farida	Islam	BCBSM
Attah	Obande	Spring GR
Jason	McClearn	Self employed- The Everyday Chef and Wife
Kara	Wood	City of Grand Rapids
Kristian	Grant	Mini Mogul Academy
Catlindt	Landrum	
Jessica	Ledesma	Ferris State University
Regina	Bradley	Dwelling Place of GR

Goal 5 Alliance: Create a Welcoming and Inclusive Downtown

Landon	Jones	Wolverine Building Group
Kelli Jo	Peltier	Make-A-Wish Michigan
Shaun	Biel	Spectrum Health
Adrienne	Brown-Reasner	Grand Rapids Children's Museum
Amelea	Pegman	ArtPrize
Brandy	Moeller	City of Grand Rapids
Chad	LeRoux	AHC+Hospitality
Evette	Pittman	City of Grand Rapids
Amanda	Gielczyk	Downtown Market
Emily	Evers	Artists Creating Together
Karrie	Enriquez	City of Grand Rapids Parks Department
Luis	Calderon	Prestige Transportation LLC Calderon Promotions
Nick	Nortier	Old Growth Creative
Stephanie	Adams	Friends of GR Parks
Lisa	Knight	GRAND RAPIDS URBAN LEAGUE
Ashlee	Lambart	Kendall College of Art & Design The Gilmore Collection
Camie	Castaneda	Nottawaseppi Huron Band of the Potawatomi
Reb	Roberts	Sanctuary Folk Art
Vaughan	Stevens II	Comcast Communications

RECOMMENDATION:

Appoint the 2017 GR Forward Implementation Based Alliance slates as recommended.

BYLAWS
OF
DOWNTOWN GRAND RAPIDS, INC.

ARTICLE 1
PURPOSE AND POWERS

1.1 Purpose and Powers. The purpose for which Downtown Grand Rapids, Inc. (“DGRI”), is formed and the powers that it may exercise are set forth in its Articles of Incorporation.

ARTICLE 2
BOARD OF ADVISORS

2.1 Composition, Qualifications and Number. The first Board of Advisors (the “Board”) consists of those persons designated by the incorporator for the term indicated in such designation. At the Board’s initial meeting and at any subsequent meeting of the Board, the Board may change the number of Advisors, designate additional Advisors, prescribe each of their qualifications and the term that each shall serve, *provided, however*, in no event may the Board consist of less than twelve (12) nor more than twenty (20) Advisors. If an Advisor is designated to serve a specific time period, he/she shall serve during such period. If an Advisor is designated to serve on the Board because of a specific title or position he/she holds, he/she shall serve so long as he/she continues to hold such title or position.

2.2 Resignation. An Advisor may resign by written notice to the Board.

2.3 New Advisors. DGRI shall provide each new Advisor with current copies of the Articles of Incorporation, Bylaws and other pertinent information regarding the organization and operation of DGRI.

2.4 Powers. The Board may exercise all of DGRI’s powers and shall oversee DGRI’s business with a specific emphasis on a long-term focus on visionary, collective impact, leadership and advocacy related to downtown Grand Rapids.

2.5 Compensation of Advisors. Advisors shall serve without compensation, but shall, upon approval of the Board, receive reasonable reimbursement for travel and expenses incurred in connection with the business of DGRI.

ARTICLE 3
EXECUTIVE COMMITTEE

3.1 Executive Committee. The Board shall establish an Executive Committee which serves as an advisory committee that offers recommendations to the Board for further deliberation and

discussion. The Executive Committee shall consist of seven persons serving on the Board. Those persons shall consist of the Board Chairperson, Board Vice-Chairperson, Board Immediate Past Chairperson, Chairperson of the Downtown Development Authority, Chairperson of the Downtown Improvement District, Chairperson of the Monroe North Tax Increment Finance Authority, City Manager (ex-officio), plus the DGRI President & CEO (ex-officio, non-voting), provided there are a minimum of five persons serving as officers. The Chairperson shall serve as the Chair of the Executive Committee. If there are not at least five persons serving in such positions, or if one of the officers listed is not serving on the Board, the Board shall appoint an Advisor or Advisors to serve with the officers on the Executive Committee. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board, shall advise and give recommendations to the Board related to the following:

- (a) Identifying key organizational metrics;
- (b) Developing Board meeting agendas;
- (c) Recommending governance policy to the Board;
- (d) Nominating members to serve on the Board;
- (e) Coordinating financial reporting and transparency measures;
- (f) Establishing annual performance expectations and compensation for the DGRI President & CEO;
- (g) Developing the annual performance review policy for the DGRI President & CEO; and
- (h) Such advice and recommendations as requested by the Board.

The Executive Committee shall report any such activity to the Board during regular and special Board meetings.

ARTICLE 4

~~ALLIANCES, COUNCILS, LISTENING POSTS AND SPECIAL PROJECT CITIZEN~~ ENGAGEMENT COMMITTEES

4.1 AlliancesCommittees. ~~There shall exist the following Alliances~~The Board may establish committees charged with developing strategic planning, policy, program, budget or implementation recommendations to the Board. Committees should seek to include a diverse array of partners, stakeholders, citizens, and other individuals associated with the work of the Board in alignment with GR Forward. , who shall provide recommendations and advice to the Board within their focus areas:

<u>Alliance</u>	<u>Focus</u>
<u>Alliance for Investment</u>	<u>Development Programs, Planning, Economic Development and Public Relations Investment</u>

~~Alliance for Vibrancy~~

~~Marketing, Promotions and Events~~

~~Alliance for Livability~~

~~Cleanliness, Beautification, Safety and Asset Management~~

The Board shall determine the term of appointment and appoint members to each ~~Alliance~~committee, who may consist in whole or in part of individuals who are not Advisors. An ~~Alliance~~committee member may be removed by the Board from a ~~committee~~ n Alliance from time to time with or without cause. Each ~~Alliance~~committee shall select its own chairperson who shall be selected annually and shall serve for a term ending December 31 following selection, *provided, however*, the first chairpersons selected shall serve for a term ending December 31, 201~~8~~4. Each chairperson of an ~~Alliance~~committee shall be an Advisor member of the Board.

4.2 ~~Alliance-Committee~~ Procedures. A majority of the members of a ~~committeeen Alliance~~ present in person at a meeting shall constitute a quorum. The concurring vote of a majority of ~~Alliance~~committee members present at a meeting shall constitute action of the ~~Alliance~~committee. All meetings of an ~~Alliance~~committee shall be noticed and held in compliance with the Open Meetings Act, Act 267 of the Public Acts of Michigan of 1976, as amended. A member of an ~~Alliance~~committee may participate in a meeting by means of a conference telephone or other means of remote communication whereby all persons participating in the meeting including the public attending at the meeting location can communicate with each other.

~~4.3 — Councils, Listening Posts, Groups, and Special Project Committees.~~ ~~The President of DGRI may from time to time appoint one or more councils, listening post groups and special project committees to provide advice and consultation to an Alliance or directly to the Board. The membership of each may consist in whole or in part of individuals who are neither Advisors nor Alliance members.~~

ARTICLE 5

BOARD MEETINGS

5.1 Regular Meetings. The Board shall initially hold regular meetings at the times and places (as limited by these Bylaws) determined at (a) the initial organizational meeting of the Board for the balance of the initial fiscal year of DGRI and (b) at the first meeting, i.e., annual meeting, of subsequent fiscal years of DGRI held at the call of the Chairperson of the Board.

5.2 Special Meetings. Special meetings of the Board may be called by (a) the Board Chairperson or (b) any three (3) Advisors of the Board by giving the Advisors at least twenty-four (24) hours' written, telephonic or electronic transmission notice of the special meeting and its purpose.

5.3 Location of Meetings. All regular and special meetings of the Board shall be held in downtown Grand Rapids.

5.4 Compliance with Open Meetings Act. All regular and special meetings of the Board shall be noticed and held in compliance with the Open Meetings Act, Act 267 of the Public Acts of Michigan of 1976, as amended.

5.5 Attendance at Meetings. To participate in Board meetings, Advisors shall be present in person or, alternatively, may participate by means of a conference telephone or other means of remote communication whereby all persons participating in the meeting including the public attending at the meeting location can communicate with each other.

5.6 Quorum. A majority of currently serving Advisors of the Board and present in person at the meeting shall constitute a quorum for the transaction of Board business.

5.7 Board Action. Any action taken by the Board shall be by majority vote of Advisors present.

5.8 Voting Rights. Each Advisor present in person at a Board meeting is entitled to one vote.

5.9 Meeting Agendas. The Chairperson of the Board shall cause the preparation of an agenda for all meetings of the Board and, whenever possible, provide for the receipt of the agenda by Advisors of the Board at least twenty-four hours prior to the meeting. At the beginning of any regular meeting, any Advisor may add items to the meeting agenda.

5.10 Rules of Order. The most recent version of *Webster's New World Robert's Rules of Order Simplified and Applied*, 1999, shall govern the conduct of all meetings of the Board.

ARTICLE 6

BOARD OFFICERS

6.1 Officers. The officers of the Board are the President, Chairperson, Vice Chairperson, Secretary and Treasurer. The President shall be selected as provided in Section 6.2 hereof. The Chairperson and Vice Chairperson shall be selected by the Board from its Advisors. The Secretary and Treasurer shall also be selected by the Board, but need not be an Advisor. The same person may hold the office of Secretary and Treasurer. The Board may from time to time appoint other officers, including an assistant secretary and an assistant treasurer, to perform duties and exercise responsibility that the Board prescribes.

6.2 Term of Office. The officers of the Board shall be elected at the initial organizational meeting of the Board and biannually at the annual meeting of the Board of every second year thereafter. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient, and an officer whose term has expired shall continue to hold office until a successor is elected.

6.4 Filling of Vacancies. If a vacancy of an office of the Board exists, a successor shall be elected by the Board to serve for the remainder of the vacated term within sixty (60) days after the vacancy occurred.

6.5 Duties of Officers. The officers of the Board shall have the following duties:

- a) Chairperson—the Chairperson shall preside at all meetings of the Board and shall discharge the duties of a presiding officer.
- b) Vice Chairperson—the Vice Chairperson shall perform the duties of the Chairperson in his/her absence.
- c) Secretary—the Secretary shall maintain or cause to be maintained the records, books, documents and other papers of DGRI not required to be maintained by the Treasurer. The Secretary shall keep or cause to be kept a record of the proceedings of the Board and shall perform such other duties as may be delegated by the Board.
- d) Treasurer—the Treasurer shall keep or cause to be kept the financial records of DGRI, perform such other duties as may be delegated by the Board and furnish a bond in an amount as may be prescribed by the Board. The premium of any required bond shall be paid by DGRI.

ARTICLE 7

APPOINTMENT, EMPLOYMENT AND RETENTION OF PERSONNEL

7.1 Appointment of President. The Board shall appoint and employ a President. The President shall be the chief executive officer of DGRI, an ex-officio, non-voting member of the Board and Executive Committee and shall serve at the pleasure of the Board. An Advisor of the Board is not eligible to hold the position of President. The President shall have general and active management of the activities of DGRI, shall attend all meetings of the Board and shall provide to the Board a regular report covering the activities and financial condition of DGRI. The President shall also furnish the Board with information and reports governing the operation of DGRI as the Board may from time to time require. If the President is absent or disabled, the Board may delegate a qualified person as acting President.

7.2 Other Personnel. Subject to Board approved budgeted authority, the President may employ and retain other personnel as it considers necessary, including DGRI staff, consultants, planners, engineers, project coordinators and auditors, and shall define each of their duties and responsibilities.

ARTICLE 8

CONTRACTS AND FUNDS

8.1 Contracts. The Board may authorize any of the officers of the Board, the President or any agent of DGRI to enter into any contract or to execute and deliver any instrument on behalf of DGRI within the limits authorized in DGRI's Articles of Incorporation and these Bylaws.

8.2 DGRI Funds. All funds of DGRI shall be deposited in such banks, trust companies or other depositories as selected by the Board. All checks, drafts or other orders for payment of money shall be signed by the Treasurer or an assistant treasurer and countersigned by the Chairperson, Vice Chairperson or President.

ARTICLE 9

BOOKS, RECORDS, ACCOUNTING SYSTEM AND AUDITS

9.1 Books and Records. DGRI shall keep or cause to be kept current and complete records of the books and accounts of DGRI and the minutes of all meetings of the Board. All records and minutes shall be kept at the principal office of DGRI and shall be open to the public.

9.2 Accounting System. The Board shall cause to be established and maintained, in accordance with generally accepted accounting principles, an appropriate accounting system.

9.3 Annual Audit. An annual audit of DGRI's financial books and records shall be conducted by an independent certified public accounting firm.

ARTICLE 10

INDEMNIFICATION AND INSURANCE

10.1 Scope of Indemnity DGRI shall indemnify its Board members and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of DGRI, by reason of the fact that such person was serving as a Board member or officer of DGRI, to the fullest extent permitted by the Nonprofit Corporation Act, Act 162 of the Public Acts of Michigan of 1982, as amended ("Act 162"). DGRI may indemnify persons who are not Board members or officers to the extent authorized by resolution of the Board or by contractual agreement authorized by the Board. A change in Act 162, the Articles of Incorporation or these Bylaws that reduces the scope of indemnification does not apply to any action or omission that occurs before the change.

10.2 Authorization of Indemnification. Unless ordered by a court or otherwise provided by law, DGRI shall indemnify a person only upon determination that the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to DGRI's best interests. Such determination must be made (a) by majority vote of a quorum of the Board consisting of Advisors who were not parties to the action or suit, (b) if a quorum of disinterested Advisors is not obtainable, by a majority vote of a committee of Advisors who were not parties to the action and consisting of not less than two disinterested Advisors, or (c) by independent legal counsel in a written opinion.

10.3 Insurance. DGRI may purchase and maintain insurance on behalf of any person who is or was an Advisor, officer, employee, member of an Alliance, council, listening post group and special project committee, volunteer, or agent of DGRI or is or was serving at DGRI's request in any other enterprise against any liability incurred in such capacity.

ARTICLE 11
DEDICATION OF ASSETS

11.1 Use of Funds. DGRI's funds and property must be used exclusively for DGRI's purposes set forth in the Articles of Incorporation. No part of the income or assets of DGRI may inure to the benefit of any individual or member of the Board.

11.2 Dissolution and Liquidation. If DGRI's purposes fail or if the corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code of 1986, as amended (the "Code"), and any such defect is not cured by appropriate amendment, or in the event of voluntary dissolution, then all of DGRI's assets and accumulated income must be distributed to such other organizations or units of government as the Board (or in default of designation by the Board, the Circuit Court for the County of Kent, Michigan) designates (or is contractually obligated to designate) as best accomplishing the purposes for which DGRI was formed, provided that (a) each organization receiving such assets is qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws and (b) each distribution to a unit of government is made for a public purpose to the United States federal government or to a state or local government. DGRI must dissolve after all its property has been so distributed.

ARTICLE 12
MISCELLANEOUS

12.1 Fiscal Year. The fiscal year of DGRI shall begin on July 1 of a year and end on June 30 of the following year, *provided, however*, the first fiscal year of DGRI shall commence on the date DGRI was incorporated, i.e., June 14, 2012, and end on June 30, 2014.

12.2 Indebtedness. DGRI shall not incur any indebtedness.

12.3 Annual Budget. The Board shall cause to be prepared an annual operating budget of DGRI which shall be approved by the Board.

12.4 Policies and Procedures. The Board shall have the power to adopt such policies, procedures, rules and regulations, including a conflict of interest policy, not inconsistent with Act 162, the Articles of Incorporation and these Bylaws as it deems advisable and related to the affairs of DGRI.

12.5 Amendment. The Board may amend these Bylaws not inconsistent with Act 162 and the Articles of Incorporation by an affirmative two-thirds vote of currently serving Advisors at a regular or special meeting provided notice of the amendment has been given at the last preceding regular meeting.

Dated: _____, 2013

Mary Sierawski
DGRI Secretary