# BYLAWS OF THE DOWNTOWN DEVELOPMENT AUTHORITY OF THE CITY OF GRAND BLANC

### **ARTICLE I: Name and Address**

The name of this Authority is the Downtown Development Authority (DDA) (hereinafter referred to as the "Authority"). The address of the Authority is 203 East Grand Blanc Road, Grand Blanc, Michigan 48439.

## **ARTICLE II: Purpose**

The purpose of the Downtown Development Authority is to carry out those purposes and exercise those powers as conferred upon it by Act 197 of the Michigan Public Acts of 1975 as amended. The Authority shall have all the powers which now or hereafter may be conferred by law on authorities organized under this Act.

#### **ARTICLE III: Board of Directors**

- Section 1. General Powers. The Authority shall be under the supervision and control of a board consisting of the Mayor of the City of Grand Blanc and 8 additional members as determined by the Grand Blanc City Council. Members shall be appointed by the Mayor, subject to approval by the City Council. Not less than a majority of the members shall be persons having an interest in property located in the Downtown District.
- Section 2. Board of Directors. The Board of Directors (hereinafter referred to as the "Board") of the Authority shall consist of not less than eight (8) persons and not more than twelve (12) persons. Of the members first appointed, two members shall be appointed for a term of one year, two members shall be appointed for a term of two years, two members shall be appointed for a term of three years, and two members shall be appointed for a term of four years. Thereafter, each member shall serve for a term of four years. A member shall hold office until the members successor is appointed.
- **Section 3.** Leave of Absence. A member of the board may request the board to grant a leave of absence not to exceed one year for medical reasons or other family matters. Such leave may be granted upon the request of the member and upon a majority vote of the

remaining members of the board prior to the commencement of the leave of absence.

- 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/her successor has been appointed with the advice and consent of the City Council of the City of Grand Blanc. A Director may be reappointed with the advice and consent of the City Council of the City of Grand Blanc to serve additional terms. If a vacancy is created by death or resignation, a successor shall be appointed with the advice and consent of the City Council of the City of Grand Blanc within thirty (30) days to hold office for the remainder of the term of office so vacated.
- **Section 5**. Removal. A Director may be removed from office for inefficiency, neglect of duty, or misconduct or malfeasance, by a majority vote of the City Council of the City of Grand Blanc or the Board.
- Section 6. Conflict of Interest. A Director who has a direct interest in any matter before the Authority shall disclose his/her interest prior to any discussion of that matter by the Authority, which disclosure shall become a part of the record of the Authority's official proceedings. The interested Director shall further refrain from participation in the Authority's action relating to the matter. Each Director, upon taking office and annually thereafter, shall acknowledge in writing that they have read and agree to abide by this section.
- Section 7. Meetings. Meetings of the Board may be called by or at the request of the Chairperson of the Board or any two Directors. The meetings of the Board shall be public, and the appropriate notice of such meetings shall be provided to the public. The Board shall hold an annual meeting in the first calendar quarter of each year at which time officers of the Board shall be elected as provided in Article IV, Section 7.
- **Section 8**. Notice of any meetings shall be given in accordance with the Open Meetings Act, 267 PA *1976*.
- **Section 9**. **Quorum**. A majority of the members of the Directors then in office constitutes a quorum for the transaction of business at any meeting of the Board, provided that a majority of the Board present may

adjourn the meeting from time to time without further notice. The vote of the majority of the Directors present at a meeting at which a quorum is present constitutes the action of the Board, unless the vote of a larger number is required by statute or by these Bylaws.

- Section 10. Participation by Communication Equipment. A member of the Board or of a committee designated by the Board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presence at the meeting.
- Section 11. Committees. The Board may, by resolution passed by a majority of the whole Board, designate one of more committees, each committee to consist of one or more of the Directors of the Authority. The Board may designate one or more Directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting. whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of such an absent or disqualified member. A committee, and each member thereof, shall serve at the pleasure of the Board. A committee so designated by the Board, to the extent provided in the resolution by the Board, may exercise all powers and authority of the Board in the management of the business and affairs of the Authority. expect that such committee shall not have the power or authority to: (a) recommend to members a dissolution of the Authority, or a revocation of dissolution, (b) amend the Bylaws of the Authority, or (c) fill vacancies in the Board.

#### ARTICLE IV: Officers

Section 1. Officers. The officers of the Authority shall be elected by the Board and shall consist of a Chairperson, a Vice Chairperson and Secretary/Treasurer. The Board may also appoint a Recording Secretary who need not be a member of the Board. All officers shall be members of the Board, with the exception of the recording secretary who need not be a member of the Board. Two or more offices may be held by the same person, but an officer shall not execute, acknowledge, or verify an instrument in more than one

capacity if the instrument is required by law or Bylaws to be executed, acknowledged, or verified by two or more officers.

- **Section 2**. Removal of Officers. An Officer may be removed from office for inefficiency, neglect of duty, or misconduct or malfeasance, by a majority vote of the City Council of the City of Grand Blanc or the Board.
- Section 3. Chairperson and Vice Chairperson. The Chairperson shall be the chief executive officer of the Authority, but he or she may from time to time delegate all or any part of his/her duties to the Vice Chairperson. In his/her absence, the Vice Chairperson shall preside at all meetings of the Board, he or she shall have general and active management of the business of the Authority and shall perform all the duties of the office as provided by law or these Bylaws. He or she shall be ex-officio a member of all standing committees, and shall have the general powers and duties of supervision and management of the Authority.
- Section 4. Treasurer/ Secretary. The treasurer shall prepare, with the assistance of appropriate City officials, an annual financial report covering the fiscal year of the Authority. The fiscal year of the Authority shall be the same as that of the city. An annual audit will be made each year as part of the regular City audit. The treasurer shall provide a bond in the amount proscribed by the Board.
- Section 5. Recording Secretary. The recording secretary who, if not a member of the Board, shall be the City Manager of the City of Grand Blanc or his or her designee. The recording secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The recording secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and shall perform such other duties as may be proscribed by the Board. The recording secretary shall, when authorized by the Board, attest by signature to actions of the Board, and of the records, books and all documents of the Authority.
- **Section 6.** Delegation of Duties of Officers- In the absence of any officer of the Authority, or for any other reason that the Board may deem sufficient, the Board may delegate, from time to time and for such time as it may deem appropriate, the powers or duties, or any of them, of such officer to any other officer, or to any Director, provided a majority of the Board then in office concurs therein.

- Section 7 <u>Election of Officers</u> The officers of the Authority shall be elected by the Board at an annual meeting held during the second calendar quarter of each year. Officers shall be elected by secret ballot. The terms of office shall be for one year and begin at the close of the annual meeting at which they are elected, or until his or her successor shall be elected and qualified. No member shall hold more than one office at a time.
- Section 8. Nomination, Election, and Term of Office. The officers of the Authority shall be elected by the Board at an annual meeting held during the second calendar quarter of each year. The term of each office shall be for one (1) year. Each officer shall hold office until his/her successor is appointed. No person shall hold the same office for more than three successive terms.
- **Section 9**. <u>Vacancies</u>. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the Board for the unexpired portion of the terms of such office.

## **ARTICLE V: Employment of Director**

The Board may employ and fix compensation of a director, subject to approval of the City Council. The Director shall serve at the pleasure of the Board.

# **ARTICLE VI: Meetings**

- **Section 1.** Organizational Meeting and Election of Officers. Officers shall be elected at the first organizational meeting of the Board after the adoption of the Bylaws, then shall be appointed thereafter pursuant to Article VI, Section 7.
- **Section 2** Regular Meetings. Regular meetings of the Board shall be held at a time and place to be set by the Board at its annual meeting. Notice of regular meetings shall be published. The Board records shall be open to the public.
- Special Meetings. Special meetings of the Board may be called by the chairperson, the vice chairperson in the absence of the chairperson, or by any three Authority members by giving 24 hours notice of the meeting, stating the purpose of the meeting and by posting a notice 18 hours prior to the meeting in the lobby of City Hall.

- **Section 4**Notice of Meetings. All meetings other than regularly scheduled meetings shall be preceded by public notice posted 18 hours prior to the meeting in accordance with Act 267 of the Public Acts of 1976 as amended.
- **Section 5** Agenda. The recording secretary shall prepare the agendas for all meetings and send them to the Board members at least 24 hours prior to the meeting. Any member of the Board may request any item to be placed on the agenda.
- **Section 6**Quorum and Voting. A quorum shall constitute at least fifty percent of the members in office. A majority vote of a quorum of the Board shall constitute the action of the Board unless the vote of a larger number is required by statute, or elsewhere in these rules.
- **Section 7** Rules of Order. Roberts Rules of Order will govern the conduct of all meetings.
- **Section 8**Open and Closed Meetings. All regular and special meetings of the Board shall be open to the public. Closed meetings of the Board may be called for the purposes listed in the Open Meetings Act 267 of the Public Acts of 1976 as amended if approved by the Authority.
- Section 9 Conflict of Interest. A director who has a direct conflict of interest of more than a de minimus nature as defined by MCL 15.322 and 15.323 in any matter before the Board shall disclose that interest prior to the Authority taking any action with respect to the matter. This disclosure shall become part of the record of the Boards official proceedings. Any member making such disclosure shall, with the approval of the Board, refrain from participating in the Boards decision making process, to include all discussions, motions made and votes taken, relative to such matters, unless required by law.

#### **ARTICLE VII: Executive Committee**

The officers of the Board, including chairperson, vice chairperson, treasurer and recording secretary, shall constitute the executive committee. The executive committee shall have general supervision of the affairs of the Board of Directors of the Authority between its business meetings, fix the hours and place of meetings, make recommendations to the Board, and shall perform such other duties as specified in these Bylaws or as may be specified by the Board. The Executive Committee may,

upon a majority vote, authorize the expenditure of up to \$100.00 for any expense listed as an eligible item for expenditure under the approved Authority funding guidelines. The Executive Committee must report any such expenditure to the Board at the next regularly scheduled Board meeting. All expenditures shall be processed through the City of Grand Blanc Finance Department.

### **ARTICLE VIII: Board Committees**

The Board, by resolution, may designate and appoint one or more committees to advise the Board. Committee members shall be members of the Board. The chairperson of the Board shall appoint the members and select the chairperson of the Board committees. The committees may be terminated by vote of the Board. At the annual meeting, the committees will be evaluated and reappointed or dissolved. A majority of the committee will constitute a quorum. A majority of the members present at the meeting at which a quorum is present shall be the action of the committee.

# ARTICLE IX: Contracts, Loans, Checks and Deposits

- Section 1. <u>Contracts</u> The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.
- Section 2 Loans/Grants No grant or loan shall be contracted on behalf of the Authority and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board and approved by City Council of the City of Grand Blanc. Such authority may be general or confined to specific instances. All loans and grants shall be processed through the City of Grand Blanc Finance Department.
- **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 Authority, shall have at least two signatures from the following:

Chair, Recording Secretary, Treasurer or Vice Chair. Expenditures over one hundred dollars (\$100.00) shall be authorized by a resolution of the Board and approved by the Grand Blanc City Council. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the authority shall be processed through the City of Grand

Blanc Finance Department.

Section 4 <u>Deposits</u> All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the Board may select. All deposits shall be processed through the City of Grand Blanc Finance Department.

## **ARTICLE V: Fiscal Year**

The fiscal year of the Authority shall correspond at all times to the fiscal year of the City of Grand Blanc.

#### **ARTICLE VI: Waiver of Notice**

When the Board or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participation in the action to be taken submits a signed waiver of such requirements.

# **ARTICLE X: Amendments of Bylaws**

These Bylaws may be amended at any regular meeting of the Board by a majority vote, provided that the amendment has been submitted in writing at the previous regular meeting. All amendments shall be approved by the City Council.

I HEREBY CERTIFY that the above Bylaws were adopted the \_\_\_\_\_\_ of \_\_\_\_\_\_\_, 2006.