

BY LAWS
OF THE DOWNTOWN DEVELOPMENT AUTHORITY
OF THE CITY OF GRAND LEDGE

November 13, 2019

ARTICLE I – GENERAL STATEMENT

Section 1 – Organizational Structure: The City of Grand Ledge Downtown Development Authority (DDA) is a nonprofit public body corporate duly formed by Ordinance No. 403 of the City of Grand Ledge in accordance with Act 197 of the Michigan Public Acts of 1975, as amended, and Act 57 of the Michigan Public Acts of 2018 (the “Acts”). The DDA shall have all the powers which now or hereafter may be conferred by law on authorities organized under this Act. The principal office of the DDA is located at 310 Greenwood Street, Grand Ledge, Michigan 48837.

Section 2 – Purpose: The purpose of this organization is to oversee the City of Grand Ledge Downtown Development Authority and related activities in accordance with Act 197 of the Public Acts of Michigan of 1975 and Act 57 of the Michigan Public Acts of 2018, as such statutes may from time to time be amended, and particularly within the City of Grand Ledge to initiate projects and programs to halt property value deterioration and increase property tax valuation in designated districts, to eliminate the causes of deterioration, to promote economic growth and encourage expansion of commercial and industrial enterprises in the designated district.

Section 3 – Geographic Boundaries of the DDA District: The geographic boundaries of the DDA District is depicted in the attached appendix (the “District”).

Section 4 – Accounting: The fiscal year shall follow that of the City.

Section 5 – Budget: The DDA shall annually prepare a budget recommendation for submission to and approval of the City Council.

ARTICLE II – BOARD OF DIRECTORS

Section 1 - Number and Qualifications: The DDA shall be under the supervision and control of a Board of Directors (“Board”) consisting of the Mayor of the City of Grand Ledge and not less than 8 or more than 12 additional members as determined by the Grand Ledge 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 DDA District. If the DDA District has 100 or more persons residing in it, at least one member shall be a resident of the DDA District.

Section 2 – Tenure: Of the members first appointed, an equal number of members shall be appointed for respective terms of one year, two years, three years or four years.

Thereafter, each member shall serve for a term of four years. A member shall hold office until the member's successor is appointed.

Section 3 - Authority: The Board shall constitute the governing body of the Authority pursuant to Section 4 of the Act.

Section 4 - Oath: Before assuming the duties of the office, a member shall qualify by taking and subscribing to the constitutional oath of office.

Section 5 – Removal of Board Member: Pursuant to notice and an opportunity to be heard, a member may be removed from office for inefficiency, neglect of duty, misconduct, malfeasance, accumulation of three (3) or more unexcused absences in a twelve (12) month period, or any other good cause by a majority vote of the City Council. If a Board Member is absent from three (3) consecutive meetings without valid reason, as determined by the Board, the Chairperson may recommend to the City Council that such member be removed for cause.

Section 6 - Vacancies: Any vacancy occurring on the Board shall be filled by appointment by the Mayor, subject to the approval of the City Council.

Section 7 – City Management: City Management shall prepare, an annual financial report covering the fiscal year of the DDA. An annual audit will be made each year as part of the regular City audit.

ARTICLE III – OFFICERS

Section 1 - Officers: The officers of the Board shall be a Chairperson, a Vice Chairperson, and a Secretary. All officers shall be members of the Board, with the exception of the Secretary, who need not be a member of the Board.

Section 2 – Removal of Officers: Any officer may be removed from their office by a majority of the Board whenever in its judgment the best interest of the Board would be served thereby.

Section 3 – Chairperson: The chairperson shall preside at all meetings of the Board and shall discharge the duties as a presiding officer; such as, appoint members to all committees, act as an ex-officio member of all committees, approve all expenditures of the DDA, and perform other duties as directed by the Board.

Section 4 – Vice Chairperson: In the absence of the Chairperson or in the event of inability to serve as Chairperson, the Vice Chairperson shall perform the duties of the Chairperson and when so acting, shall have all the powers and be subject to all the restrictions of the Chairperson. The Vice Chairperson shall also perform duties as assigned by the Board.

Section 5 – Secretary: The Secretary, or their designee, 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 and shall perform such other duties as may be prescribed by the Board. The City Clerk, or their designee, shall give, or cause to be given, notice of all meetings of the Board. The Secretary shall, when authorized by the Board, attest by signature to actions of the Board, and the City Clerk shall maintain custody of the official records, books and all documents of the DDA.

Section 6 – Delegation of Duties of Officers: In the absence of any officer, the DDA may delegate the powers and duties of any officer to any Board member provided a majority of the Board at any meeting wherein such action occurs concurs therein.

Section 7 – Election of Officers: Nominations shall be made from the floor at the annual meeting in January. 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 – Compensation: Officers and members of the Board shall serve without compensation, but may be reimbursed for actual and necessary expenses.

Section 9 – Optional Designation of an Executive Director: The Board may hire an Executive Director to manage the daily operations of the DDA. The duties, rights and responsibilities of employees of the DDA shall be consistent with the provisions of Act No. 197 of the Public Acts of 1975.

ARTICLE IV – MEETINGS

Section 1 – Organizational Meeting and Election of Officers: Initial Officers shall be elected at the first organizational meeting of the Board after the adoption of these Bylaws, then shall be elected thereafter pursuant to Section 8 of Article IV.

Section 2 – Annual Meeting: An annual meeting shall be held during the first regular Board meeting in January of each year. Election of officers shall occur at the annual meeting. If the election of officers does not occur on the day designated or any adjournment thereof, the Board shall cause the election to be held at a regular or special meeting of the Board within 90 days of the annual meeting.

Section 3 – Regular Meetings: The DDA shall meet as determined by the Board.

Section 4 – Quorum: A quorum shall consist of a majority of the board members serving.

Section 5 – Special Meetings: Special meetings may be called by the Chairman or by three Board Members by serving the other Board Members written notice of the date, time, and place of the special meeting. Notice may be served by delivering it to the members personally, by email notification, or by leaving the notice at each member's

residence with a person of the household at least 18 hours prior to the meeting. A special meeting may also be requested by the City Council.

Section 6 – Notice of Meetings: All meetings other than regularly scheduled meetings shall be preceded by public notice of the time, date and place thereof in accordance with the Open Meetings Act, Act 267 of the Public Acts of 1976 as amended.

Section 7 – Agenda: City Management shall prepare the agendas for meetings.

Section 8 – Voting: 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.

Section 9 – Rules of Order: Parliamentary procedure in meetings shall be informal. However, if required to keep order, meetings shall then be generally governed by the latest edition of Robert’s Rules of Order, Newly Revised.

Section 10 – Open Meetings: All meetings shall be held in accordance with the Open Meetings Act.

Section 11 – Mandatory Voting: Except when a member is prohibited from participating on a matter because of a conflict of interest, all members present shall vote on all matters before the Board.

ARTICLE V – CONFLICTS OF INTEREST AND INCOMPATIBILITY OF OFFICE

Section 1 – Avoiding Conflicts: Each member of the Board shall avoid conflicts of interest which shall at a minimum include but not necessarily be limited to, deliberating or voting on, or review a matter:

- A. Directly concerning him or her or out of which s/he may receive financial benefit that is more than incidental
- B. Concerning land owned by him or her
- C. Involving a corporation, company, partnership, or any other entity in which he or she is a part owner, or any other relationship where he or she may stand to have a financial gain or loss that is more than incidental
- D. Involving land adjacent to land owned by him or her if the particular improvement or issue with respect to that land also is adjacent to or otherwise may impact the land adjacent to that land owned by him or her
- E. Concerning his or her spouse, children, step-children, grandchildren, parents, brothers, sisters, grandparents, parents-in-law, grandparents in-law, or members of his or her household
- F. Where his or her employee or employer is:
 - a. An applicant or agent for the applicant, or
 - b. Has a direct interest in the outcome

Section 2 – Disclosure of Interest: A Board Member who has any interest in any matter before the DDA shall disclose his or her interest prior to Board discussion of the matter, which disclosure shall become part of the record of the official proceedings, and the interested Board member shall refrain from participation in the proceedings related to that matter, if a conflict of interest is determined by a majority of the Board.

Section 3 – Existing Conflicts: Where a conflict of interest may exist, the question shall be put to a City attorney for the Board and the opinion of the attorney shall be binding with respect to the existence of a conflict of interest. A vote may be postponed to obtain the opinion of the attorney.

Section 4 – Resignation: If a member of the Board is appointed or elected to another office, which is an incompatible office with his or her membership on the Board, then on the effective date of the appointment to the other office, that appointment shall result in an automatic resignation from the Board. If a member of another office is appointed to the Board, which is an incompatible office with his or her membership in the other office, then on the effective date of the appointment to the Board, that appointment shall result in an automatic resignation from the other office. If it is unclear whether or not a Board member hold, or will hold, an incompatible office, the question shall be put before a City Attorney for a determination.

ARTICLE VI – EXECUTIVE COMMITTEE

The officers of the Board, including Chairperson, Vice Chairperson, and Secretary together with the Mayor and/or the Mayor’s designee, shall constitute the Executive Committee of the DDA.

ARTICLE VII – BOARD COMMITTEES

The Board, may designate and appoint one or more committees to advise the Board. A majority of the 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. Any committee(s) may be terminated by vote of the Board. At the annual meeting, the committees will be evaluated and either 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 VIII – AMENDMENTS OF BYLAWS

Portions of these by laws not subject to State Statue may be amended at any regular meeting of the Board by a majority vote of two-thirds, provided that the amendment has been submitted in writing at the previous regular meeting. All amendments must be approved by the City Council before taking effect.

Adopted: _____