

THE DOWNTOWN DEVELOPMENT AUTHORITY OF THE CITY OF IMLAY CITY

RULES

ARTICLE I

BOARD MEMBERSHIP

Section 1

The board of Directors of the Downtown Development Authority of the City of Imlay City shall be subject to approval by the Mayor and the City Commission of the City of Imlay City.

Section 2

A member of the Board who has a direct interest in any matter before the Authority shall comply with the conflict of interest policy as adopted by the Board.

Conflict of Interest Policy

A board member who has a conflict of interest regarding any matter before the Authority shall disclose the interest prior to any action by the Authority with respect to the matter. The disclosure shall become a part of the record. Any member making such a disclosure shall then refrain from participating in the Authority's decision-making process, which would include comments and or discussion relative to the matter. The Board members and the Authority shall comply with Michigan Public Act 317 of 1968 as amended, being Michigan Compiled Law 15.321 et. seq., or any other Michigan statute governing conflict of interest of Downtown Development Authority members then in effect.

Section 3

Before assuming the duties of office, a member of the Board shall qualify by taking and subscribing to the constitutional oath of office.

Section 4

The board of Directors of the Downtown Development Authority shall be made of a board of 10 members. Members shall be appointed by the Mayor, subject to approval by the City Commission. Not less than a majority of the members shall be persons having an interest in property located in the downtown district or officers, members, trustees, principals, or employees of a legal entity having an interest in property located in the downtown district. Not less than 1 of the members shall be a resident of the downtown district, if the downtown district has 100 or more persons residing within it.

Section 5

Pursuant to notice and after having been given an opportunity to be heard, a member of the board may be removed for cause by the City Commission. A member of the Downtown Development Authority may be removed by the City Commission, after written charges and a public hearing, for nonfeasance, misfeasance or malfeasance in office. Sufficient cause for removal includes, but is not limited to, a director of the board

acquiring unexcused absences at three consecutive regular meetings, or 25 percent of such meetings in any calendar year. The member shall be deemed to have vacated their office, and the City Commission may declare said office vacant. Upon such office being declared vacant, the Mayor shall appoint with the approval of the City Commission a new member to fill such vacancy for the unexpired term.

ARTICLE II

OFFICERS

Section 1

The officers of the Authority shall consist of a chairperson, vice chairperson, secretary and treasurer and director if appointed.

Section 2

The officers of the Authority shall be elected in July of each year by the members of the Board. Each officer shall serve for one year or until his or her successor shall take office. Vacancies in office shall be filled by election of the Board.

Section 3

The chairperson shall preside at all meetings of the Board and shall perform such other duties as they are assigned to him or her by the Board.

Section 4

The vice chairperson shall preside whenever the chairperson is unavailable. If neither the chairperson nor the vice chairperson is available to preside at a meeting, a temporary presiding officer shall be elected for that meeting.

Section 5

The Board may employ and fix the compensation of a secretary, who shall maintain custody of the official seal and records, books, documents, or other papers not required to be maintained by the treasurer. The secretary shall attend meetings of the Board and keep a record of the proceedings and shall perform such other duties delegated by the Board.

Section 6

The treasurer of the City of Imlay City will be asked to serve as the DDA treasurer. They shall keep the financial records of the Authority and who, together with the Director, if any, shall approve all accounts payable vouchers for the expenditure of funds of the Authority. The treasurer shall perform such other duties as may be delegated to him or her by the Board and shall furnish bond in an amount prescribed by the City of Imlay City Charter.

Section 7

The Board may employ and fix the compensation of a director, subject to the approval of the City of Imlay City Commission. The director shall serve at the pleasure of the board. A member of the Board is not eligible to hold the position of director. Before entering upon the duties of the office, the director shall take and subscribe to the constitutional

oath and furnish bond by posting a bond in the amount of \$5,000 payable to the Authority for the use and benefit of the Authority, approved by the Board, and filed with the Clerk of the City of Imlay City. The premium on the bond shall be considered an operating expense of the Authority, payable from funds available to the Authority for expense of operation. The director shall be the chief executive officer of the Authority. Subject to the approval of the Board, the director shall supervise and be responsible for the preparation of plans and the performance of the functions of the authority in the manner authorized by Public Act No. 197 of 1975. The director shall attend the meetings of the Board and shall render to the Board and to the governing body a regular report covering the activities and financial condition of the Authority. If the director is absent or disabled, the Board may designate a qualified person as acting director to perform the duties of the office, the acting director shall take and subscribe to the constitutional oath and furnish a bond as required by the director. The director shall furnish the Board with information or reports governing the operations of the Authority, as the Board requires.

ARTICLE III

MEETINGS

Section 1

Regular meetings of the Board shall be held at the City offices of the City of Imlay City or such other location as designated by the Board.

Section 2

If standard meeting dates are established, a resolution setting the specific date of each regular meeting of the year shall be adopted by the City Commission with the recommendation of the Downtown Development Authority each January and posted at the City Offices. Further, notices shall be posted to comply with state law and local ordinance.

Section 3

Special meetings may be called by the chairperson, the secretary, the DDA Director, or by any two members who submit a written request to the chairperson or DDA Director.

Section 4

Notice of all special meetings shall be posted at the City offices at least 18 hours prior to the meeting or as otherwise required to comply with applicable laws and ordinances.

Section 5

A majority of the membership of the Board shall constitute a quorum for any meeting or as required by law.

Section 6

All meetings and records of the Authority shall be open to the public. The DDA shall make proposed minutes available for public inspection within 8 business days after the meeting to which the minutes refer. The DDA shall make approved minutes available

for public inspection within 5 business days after the meeting at which the minutes are approved by the public body.

Section 7

The normal order of business shall be:

- a. call to order
- b. roll call
- c. public participation
- d. approval of minutes
- e. expenditure report
- f. old business
- g. new business
- h. DDA Director report
- i. adjournment

Section 8

The annual meeting of the Authority shall be held in July of each year. The business of the annual meeting shall include the election of officers. The fiscal year of the Authority shall be July 1st through June 30th.

ARTICLE IV

Section 1

Amendments to these Rules may be proposed at any meeting of the Board.

Section 2

In order to become effective, any amendment to these Rules must be approved by at least two thirds of the regular members of the Board and approved by the City Commission of the City of Imlay City.

The undersigned Secretary of the Board of the Downtown Development Authority of the City of Imlay City hereby certifies that these Rules as Amended and Restated, were duly adopted by the Board at a meeting held on the 10th day of December 2018.

Kelly Villanueva, Secretary

The undersign City Clerk of the City of Imlay City hereby certifies that these Rules as Amended and Restated, were approved by the City Commission of the City of Imlay City at a regular meeting held on the 18th day of December 2018.

Lynn Eutsler, City Clerk