

THE CITY OF IMLAY CITY DOWNTOWN DEVELOPMENT AUTHORITY

BYLAWS**ARTICLE I****BOARD MEMBERSHIP****Section 1.1 – BOARD MAKEUP**

The Board of Directors of the Downtown Development Authority shall be made of a board of up to 9 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 1.2 – CONFLICT OF INTEREST

A member of the Board who has a direct interest, whether personal or financial, in any matter before the Authority shall be deemed to have a conflict of interest and shall comply with the conflict-of-interest policy as adopted by the Board.

The conflict shall be disclosed to the Board 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 1.3 – OATH OF OFFICE

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

Section 1.4 – REMOVAL FROM BOARD

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 according to the following definitions:

- Malfeasance is acting in a wrongful, dishonest, or illegal way in his/her capacity as a DDA director.
- Misfeasance is acting in a legal but harmful way to the objectives of the Authority as a DDA director.
- Nonfeasance is abstaining from voting where no conflict of interest exists.

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.

Section 1.5 – COMPENSATION

Board members shall serve without compensation for attendance at meetings, but may be reimbursed for reasonable expenses as incurred in the performance of their duties as approved by the DDA Board.

ARTICLE II

OFFICERS

Section 2.1 – OFFICERS

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

Section 2.2 – ANNUAL ELECTION

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 2.3 – DUTIES OF CHAIR

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 2.4 – DUTIES OF VICE CHAIR

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 2.5 – DUTIES OF SECRETARY

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 2.6 – DUTIES OF TREASURER

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 2.7 – EXECUTIVE DIRECTOR

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, if not covered by the City's Municipal Insurance policy. The premium on the bond shall be considered an operating expense of the Authority, payable from funds available to the Authority for the 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 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 3.1 – MEETING LOCATION

Regular meetings of the Board shall be held at the municipal offices of the City of Imlay City located at 150 N. Main Street, Imlay City, MI 48444 or such other location as designated by the Board.

Section 3.2 – MEETING DATES

On or before the last regular meeting of the current calendar year, regular meeting dates for the next calendar year shall be established and approved by the DDA, 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 ordinances.

Section 3.3 – SPECIAL MEETINGS

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 3.4 – MEETING NOTICES

Notifications for all meetings, including special meetings, informational meetings, workshops, and sub-committee 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. Notifications shall also be available on the DDA website and/or published in a local newspaper of general circulation.

Section 3.5 – INFORMATIONAL MEETINGS

Two annual informational meetings of the Authority shall be held each year. One shall be held in July and one in December. Notice of these meetings shall be sent to each taxing authority from which the DDA captures funds at least 14 days prior to the meeting date. The executive director or a board-appointed representative shall present to the City Commission a summary of the bi-annual report as presented during the informational meeting.

Informational meetings shall be held for the purpose of informing the public of the goals and direction of the authority, including projects to be undertaken in the coming year. They are not for the purpose of voting on policy, budgets or other operational matters. The informational meetings may be held in conjunction with other public meetings of the authority or municipality.

Section 3.6 – ORDER OF BUSINESS

The normal order of business shall be:

1. Call to order
2. Pledge of allegiance
3. Roll call
4. Correspondence
5. Special presentation (if needed)
6. Consent Agenda (approval of agenda, minutes, financial reports)
7. Public participation
8. Unfinished business
9. New business
10. Executive directors report
11. Public participation
12. Board member comments
13. Adjournment

Section 3.7 – QUORUM

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

Section 3.8 – MEETING CONDUCT

Meeting procedures shall follow Roberts Rules of Order as adopted by reference herein. Public participation shall be provided at every meeting. The Board chair may limit the time allocated for each participant to 3 minutes to provide for an orderly and timely meeting.

ARTICLE IV
OPERATIONAL PRODECURES

Section 4.1 – FISCAL YEAR

The fiscal year of the Authority shall be July 1st through June 30th.

Section 4.2 – ANNUAL BUDGET

The DDA Executive Director shall present to the Board a draft annual budget prior to May 1st. The Board may hold one or more workshop meetings to set priorities and goals of the authority to be included in the draft budget. The Board shall approve an annual budget prior to June 1st and send the approved budget to the City Commission who shall approve and include the DDA budget in its financial records.

Section 4.3 – RECORDS OF THE BOARD

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 4.4 – AMENDMENTS

Amendments to these bylaws may be proposed at any meeting of the Board but shall be reviewed annually at its first available meeting of the calendar year to ensure compliance.

Section 4.5 – ADOPTION OF BYLAWS

Any amendment to these bylaws must be approved by at least two-thirds of the regular members of the Board and approved by the City Commission.

The undersigned DDA Executive Director 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 _____ day of _____, 2024.

Christine Malzahn, Executive DDA Director

The undersigned 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 _____ day of _____, 2024.

Dawn Sawicki-Franz, City Clerk
