

BYLAWS OF THE MIDLAND DOWNTOWN DEVELOPMENT AUTHORITY

ARTICLE I

Purpose

As authorized by City Ordinance, the Downtown Development Authority is vested with all the powers and duties given by the provisions of Act 197 of the Public Acts of 1975, as amended. The Downtown Development Authority's purpose is to correct and prevent deterioration in business districts; to encourage historic preservation; to authorize the acquisition and disposal of interests in real and personal property; to authorize the creation and implementation of development plans in the districts; to promote the economic growth of the districts; to create a board; to prescribe its powers and duties; to authorize the levy and collection of taxes; to authorize the issuance of bonds and other evidences of indebtedness; to authorize the use of tax increment financing.

ARTICLE II

Membership

Section 1. Number, Tenure, Selection, and Qualifications: The Downtown Development Authority is composed of 13 members; 12 are appointed by the City Manager. The City Manager is also a member by virtue of his position. One of the 12 members must be a resident of the district. The members shall have an interest in the district. The term of each member shall be three years, serving staggered terms. Members may be reappointed to any number of successive terms.

Section 2. Attendance at Meetings: If a Downtown Development Authority member is absent from three consecutive regular meetings or more than __ meetings in a calendar year without valid reason, as determined by the Downtown Development Authority, the Board position will be declared vacant, the Chair shall recommend to the City Council that such Authority member be removed ~~for cause~~. However, a majority vote of the Board of Directors may waive this provision.

Section 3. Disclosure of Interest: A Downtown Development Authority Member who feels he/she has any interest in any matter before the Authority shall disclose the interest prior to the Authority taking any action with respect to that matter. This disclosure shall become a part of the record of the official proceedings and the interested Authority member shall refrain from participation in the proceedings related to the matter.

ARTICLE III

Officers

Section 1. Officers: The officers of the Downtown Development Authority shall be the Chair, Vice-Chair, and Secretary.

Section 2. Selection of Officers: The Chair and Vice-Chair shall be elected annually, from nominations received from the Nominations Committee, by the Authority during the first regular meeting in July and assume responsibilities following selection. The Secretary shall be appointed by the City Manager from a City staff position; the Secretary is a non-voting member of the

Authority.

Section 3. Vacancies: A vacancy in office, occurring because of death, resignation, and removal or otherwise, shall be filled for the unexpired portion of the term by the City Manager subject to the approval by the City Council.

Section 4. Chair: The Chair shall preside at meetings, appoint members to all committees, act as an ex-officio member of all committees, and perform other duties as directed by the Authority.

Section 5. Vice-Chair: In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair. The Vice-Chair shall also perform duties as assigned by the Authority.

Section 6. Secretary: The Secretary shall keep the minutes of all meetings of the Authority, give or serve all notices required by ordinance or these bylaws, maintain Authority records, prepare the agenda for all meetings of the Authority, inform the Authority of correspondence relating to business of the Authority, and attend to such correspondence.

ARTICLE IV Meetings

Section 1. Regular Meetings: Regular meetings of the Downtown Development Authority shall be held in the City Hall at 3:00 p.m. on the second Wednesday of each month. The regular meeting may be cancelled or rescheduled by the Commission at a prior meeting.

Section 2. Special Meetings: Special Meeting may be called by the Chair subject to the posting and notification requirements of the Michigan Open Meetings Act.

Section 3. Quorum: A quorum shall consist of a majority of the Authority serving.

Section 4. Voting: An affirmative vote of a majority of those present shall be necessary for the adoption of any resolution or other voting matter.

Section 5. Proceedings: At any regular meeting of the Downtown Development Authority, the following shall be the regular order of business.

1. Roll Call
2. Approval of Agenda
3. Minutes of Preceding Meeting
4. Public Comments
5. Committee Reports
6. Unfinished Business
7. New Business
8. Adjournment

Section 6. Open Meetings: All meetings shall be held in accordance with the Open Meetings Act.

Section 7. Parliamentary Authority: Where not in conflict with these bylaws or the laws of the State of Michigan, Robert's Rules of Order, Newly Revised shall govern the proceedings of the Authority meetings.

Section 8. Special Rules: Special rules for conducting its business may be adopted by the Authority. Such rules may be amended at any meeting by a majority vote of the total Authority, provided written notice of the proposed amendment has been mailed to each member prior to the meeting.

Article V Committees

Section 1. Number, Names and Committee Appointments: The Downtown Development Authority shall have Four Standing Committees; Executive Committee, Budget and Finance Committee, Economic Sustainability Committee, Communication Committee The Chair shall appoint at least three Authority members to each Standing Committee in July of each year after assuming office. One of the appointed Authority members shall serve as chair of each standing committee.

By September each year each committee shall submit a charter for approval by the DDA Board. The Charter shall at a minimum include the following items:

- The name of the committee
- Committee members names and backgrounds
- Process to change committee membership
- The role of each committee member
- What activities the committee can undertake
- What activities the committee can not undertake
- The Committees mission
- The Committee's vision for downtown Midland.

Section 2. Executive Committee Membership: The Executive Committee shall consist of the chair, vice-chair of the DDA, and the chair of each standing committee. The committee shall meet monthly or as deemed necessary by the committee. **Do you want to include the chair and vice chair of the MDBA on this committee?**

Section 3. Budget Committee Membership: The Budget Committee shall consist of the Chair and Vice-Chair of the Authority, Chairs of each of the Standing Committees, the ~~City Finance Director, The City Manager, The DDA Executive Director~~ and a Budget Committee Chair appointed by the DDA Chair. The Chair shall make appointment to the Budget Committee at the July meeting of each year after assuming office. The Committee shall schedule quarterly meetings – October, January, April, June of each year. The Committee may meet more often if needed.

Section 4. Economic Sustainability Committee Membership: The Economic Sustainability shall consist of the 3 DDA Board members appointed and up to ___ members nominated by the committee and approved by the DDA Board.

Section 5. Communication Committee: The Communication Committee shall consist of the 3 DDA Board members appointed and up to ___ members nominated by the committee and approved by the DDA Board.

Section 6. Committee Roles:

- a. Executive Committee: To improve board governance, review and monitor board governance , implement an annual strategic Planning process, to initiate possible bylaw changes and to appoint a Nominations Subcommittee in May of each year to prepare a slate of officers for next fiscal year beginning in July. Any other roles identified in the committees approved charter or assigned by the DDA Board.
- b. Budget and Finance Committee: To prepare and monitor the annual budget of the Authority and to develop a budget/funding plan to maintain infrastructure. Any other roles identified in the committees approved charter or assigned by the DDA Board.
- c. Economic Sustainability Committee: To promote the recommendations of various downtown studies, survey existing and businesses, manage the Retail Business Incubator Program, manage the Downtown Façade Program, prepare a long term capital improvement plan, recruit new businesses to the district. Any other roles identified in the committees approved charter or assigned by the DDA Board.
- d. Communication Committee: To facilitate communication between the DDA Board and various other organizations having an interest in promoting downtown Midland. Any other roles identified in the committees approved charter or assigned by the DDA Board.

Section 7. Committee Creation: The Chair of the Authority may create additional committees at any time following identification of the committees role and the approval of the Authority.

Section 8. Subcommittee Creation: The Chair of any committee may ~~create~~ charter a subcommittee for up to two years to deal with specific tasks or issues germane to the roles of the committee. Subcommittees may be chartered for longer than two years by full Authority.

Special Rules #1.

- A. Every member desiring to speak shall address the chair and, upon recognition of the presiding officer, shall confine himself/herself to the question under debate, avoiding all personalities and indecorous language.
- B. A motion to reconsider any action taken by the Authority may be made only on the day such action was taken. It may be either made immediately during the same session or at a recessed or adjourned session thereof. Such motion shall be made by one of the prevailing side, but may be seconded by any member, and may be made at any time and have precedence over all other motions or while a member has the floor. The question may then be debated.
- C. An Authority member may request, through the presiding officer, the privilege of having an abstract of his/her statement on any subject under consideration by the Authority entered into

the minutes. If the Authority consents thereto, such statement shall be entered into the minutes.

- D. While the Authority is in session the members shall preserve order and decorum, and a member shall neither by conversation or otherwise delay or interrupt the proceedings or the peace of the Authority nor disturb any member while speaking or refuse to obey the orders of the Authority or its presiding officer, except as otherwise herein provided.
- G. Any member shall have the right to have the reasons for his/her dissent from, or protest against, any action of the Authority entered on the minutes.

ARTICLE V
Amendments to Bylaws

Portions of these bylaws not subject to State law or City Council determination may be amended at any meeting by a majority vote of two-thirds of the total Authority, provided written notice of the proposed amendment has been mailed to each member prior to the meeting.

ADOPTED:

Second draft 4-22-09
Third Draft 6-1-09
Fourth Draft 7-16-09
Fifth Draft 8-27-09