

**DOWNTOWN DEVELOPMENT AUTHORITY
CITY OF BUCHANAN, MICHIGAN
BYLAWS**

ARTICLE I

Name - Purpose - Authority

1. **Name.** The name of this organization is the DOWNTOWN DEVELOPMENT AUTHORITY of the City of Buchanan, a Municipal Corporation, hereinafter referred to as the “Authority” or “DDA”.

Purpose and Authority. The purpose and authority of the organization shall be as defined and authorized by Act 197 of Michigan Public Acts of 1975 and Ordinance No. 2025.05/442 of the City of Buchanan, Berrien County, Michigan, as amended, to:

- Correct and prevent deterioration in the downtown district;
- Encourage and financially develop historic preservation initiatives;
- Create, finance and implement marketing, promotion and development plans;
- Promote and finance economic growth and redevelopment of the district;
- Encourage the expansion of commercial enterprises in the downtown district; and,
- Provide recommendations supportive of DDA goals to the City of Buchanan.

ARTICLE II

Board of Directors

1. **Board of Directors.** The Authority shall be under the supervision and control of a Board of Directors (the “Board”) consisting of the chief executive officer of the municipality or his/her designee from the governing body of the municipality and not less than eight (8) or more than twelve (12) members as determined by the governing body of the municipality.
2. **Term.**
 - a) —Board members shall serve a four (4) year term, commencing on July 1, but shall not serve more than two (2) terms in succession. In the event of a member being reappointed to the Board, a period of two (2) years must have elapsed since his previous term(s).
 - b) All appointments for vacancies shall be for the unexpired term. If the unexpired term is less than two years in length, such appointment shall not be considered a term for purposes of the two (2) term limit described in Article II, paragraph 2a. If the unexpired term equals or exceeds two

years, such appointment shall be considered a term for purposes of the two-term limit.

3. Resignation and Removal.

- a) Any Board member may resign at any time by the delivery of a written resignation to the Mayor of the City of Buchanan and the DDA Chairman of the Board.
- b) The Board of Directors may by the majority vote of the board members present at any regular or special meeting, recommend to the City Commission of the City of Buchanan the removal of any Board Member for acts of omission or commission not conducive to the best interest of the Authority, or if said member fails to attend regularly (two-thirds (2/3) of the regular meetings in any fiscal year). Such recommendations, together with reasons therefore, shall be transmitted in writing to the City Commission of the City of Buchanan.
- c) Being duly noticed, and after having been given an opportunity to be heard, a member of the board may be removed for cause by majority vote of the DDA governing body. Removal of any member is subject to review by the circuit court.

ARTICLE III **Officers**

- 1. **Number.** The officers of the Authority shall be Chairman of the Board, Vice Chairman, Treasurer, and Secretary.
- 2. **Election, Term of Office and Qualifications.**
 - a) The officers shall be elected by a majority of the Board of Directors annually at the first meeting in July, for a one-year term. The offices of the Chairman and Vice-Chairman must be held by members of the Board of Directors.
 - b) City staff members elected to officer positions may not vote on matters brought before the Board.
 - c) Voting for officers and Directors shall be limited to Board members.
 - d) Officers shall be elected by a majority of the Board of Directors.
 - e) Officers shall not serve more than three (3) years in succession in any given office.
- 3. **Vacancies.** In case any office of the Authority becomes vacant for any reason, a majority of the Board of Directors shall elect an officer to fill such vacancy for the unexpired portion of the term.

4. **Chairman of the Board.** The Chairman of the Board shall be the Chief Executive Officer of the Board and preside at all meetings of the Authority and may cast a vote in all matters brought before the Board. He / She shall supervise and be responsible for the preparation of plans, approval of meeting agendas and performance of functions of the Authority. He / She or his/her representative shall attend all meetings. The Chairman or a Representative of the Board appointed by him/her, shall be the only person to represent the Board to the City Commission, press, or other public forum.
5. **Vice-Chairman.** The Vice -Chairman shall preside in the absence of the Chairman.
6. **Chief Executive Officer.** The Chairman of the Board shall be the chief executive officer of the Board. He/She shall supervise and be responsible for the preparation of plans and performance of functions of the Authority. He/She or his/her representative shall attend all meetings. The Chairman or a Representative of the Board appointed by him shall be the only person to represent the Board to the City Commission, press, or other public forum.
7. **Secretary.** The Secretary shall have charge of such books, documents and papers as the Board may determine and shall attend and keep minutes of all the meetings of the members. In the absence of the Secretary, the Chairman of the Board shall designate a member to record the minutes. The public body shall make proposed minutes available for public inspection within 8 business days after the meeting to which the minutes refer. The public body 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.
8. **Treasurer.** The Treasurer shall keep the financial records of the Authority in accordance with Governmental Accounting Standards Board principals. Subject to the requirements of Article V, The Treasurer shall approve all vouchers for expenditure of the Authority and report at each regular meeting of the Authority, providing the City Treasurer such financial records supporting annual auditing conducted by the City of Buchanan
9. **Removal.** Officers may be removed for the same reasons as Board members may be removed and by a majority vote of the members present.
10. **Code of Conduct:** All DDA officers and directors shall adhere to the City of Buchanan Code of Conduct Ordinance.
11. **Indemnification.** The Authority shall indemnify any current or former officer, director or board member of the DDA without limitation, against any and all expenses actually and reasonably incurred by him or her in connection with pending or threatened defense of any civil action, suit, or proceeding, and for any loss or claim resulting from any such action, suit, or proceeding, in which he or she is made a party by reason of being or having been a board member, director or officer, including but not limited to any matter as to which he or she is adjudged to be liable

in the performance of duty to the DDA. The DDA may, by majority vote of the directors, obtain a policy or policies of insurance for the purpose of providing additional resources for indemnification of the officers and directors of the Authority.

ARTICLE IV **Meetings**

1. **Regular Meetings.** The Board shall hold regular meetings at the City Hall in Buchanan, Michigan, or such other places as shall be designated by the Director at 5:00 PM on the second Wednesday of each month hereafter. All regular and special meetings shall be noticed and held in compliance with the Michigan Open Meetings Act.
2. **Special Meetings.** A special meeting may be called by the Chairman of the Board, Director or by any three (3) Board members at such times and places as indicated in the call for a special meeting. Notice and an Agenda of the Special meeting shall be given to all members and posted for public notice at least 24 hours prior to the meeting and be given in a reasonable manner under the circumstances then existing. Special meetings will be announced on the City Website and displayed at City Hall 24 hours before the scheduled meeting.
3. **Quorum.** A quorum shall be a simple majority of the Board members.

Voting.

- a) All business of this Authority, with the exception of bylaw amendments, purchases, sales, and any pending or threatened legal actions in which the DDA is a party, must be by a majority of the entire Board and as otherwise provided by these by-laws, shall be decided by a simple majority of the members present. All business concerning bylaws amendments, purchases, sales and legal actions shall be decided by majority vote of the entire Board. Where conflict of interest exists, board members must recuse themselves and abstain from voting.
 - b) In the event a member abstains, the reasons shall be stated on the record.
4. **Conflict of Interest.**
 - a) A member who has a direct or indirect financial interest in any matter before the authority shall disclose his/her interest prior to the authority taking any action with respect to the matter which disclosure shall become a part of the record of the Authority official proceedings. The City of Buchanan Code of Conduct Ordinance is adopted to apply to all DDA Board members, as well as any city officers, employees and agents.
 5. **Open to Public.** All meetings of the Authority shall be open to the public with the exception of business conducted in closed session under the rules of the

Open Meetings Act. To go into closed session, there must be a 2/3 majority vote by roll call vote of all members serving.

6. **Business at Meetings.** A Director, City Manager or Secretary, in consultation off the Chairman, shall prepare an agenda for each meeting subject to the approval of the Chairman, and provide said approved agenda to members at least 72 hours prior to the meeting with the exception of special meetings.
7. **Rules of Order.** All meetings shall be conducted in accordance with Robert's Rules of Order unless these bylaws otherwise provide.

ARTICLE V

Purchasing, Budget and Tax Increment Financing

1. The Treasurer shall be responsible for all DDA purchasing. As such, the Board authorizes the Director the power to procure goods, services, memberships and or/any other necessary transactions relevant to the DDA not in excess of One thousand dollars (\$1,000) without a vote of the Board. All other expenditures exceeding one thousand dollars (\$1,000) will require a majority vote of the board. In instances where competitive bidding can be utilized it shall be and bids and/or quotes will be solicited for review and approval by the Board. The DDA will adhere to the City of Buchanan's Purchasing Policy.
2. The DDA Tax Increment Financing and Development Plan shall be submitted and for review and approval by the City Commission.
3. The DDA's annual budget shall be based on the fiscal year of the City. Before the budget may be adopted by the Authority board it shall be approved by the City Commission.

ARTICLE VI

Counsel

By a majority vote, the Board may designate attorneys or other counsel to advise the Board in the proper performance of its duties and to represent it in any pending or threatened legal actions involving or brought by or against the Authority or its board members.

ARTICLE VII

Standing Committees

- 1) The authority may establish standing committees to support operations and goals of the DDA Authority. These committees may be permanent, unless terminated at any time by majority vote of the DDA, subject to annual review by the Board, and operating in accordance with these bylaws.

- a. Each standing committee shall be responsible for specific areas of focus that aligns with the mission and strategic plan of the DDA. The primary purpose of the committees includes research, planning, recommendations, and oversight in their respective areas.
- b. Standing committees shall meet as necessary to fulfil their responsibilities.
- c. Minutes of all committee meetings shall be maintained and submitted to the board.
- d. Committees shall report their activities and recommendations at regular Board Meetings.

ARTICLE VIII **Amendments**

These bylaws may be altered, amended or repealed by a majority vote of the entire Board as constituted. All said alterations, amendments or repeals of these bylaws shall be subject to the approval of the City Commission of the City of Buchanan.

Approved by the Downtown Development Authority on March 3, 2004.

Approved by the Buchanan City Commission on March 8, 2004.

Amended by the Downtown Development Authority on October 1, 2008.

Approved by the Buchanan City Commission on October 13, 2008.

Amended by the Downtown Development Authority on January 12, 2011.

Approved by the Buchanan City Commission on January 24, 2011.

Approved by the Downtown Development Authority on May 11, 2016

Approved by the Buchanan City Commission on May 23, 2016