

**CITY OF THE VILLAGE OF DOUGLAS
DOWNTOWN DEVELOPMENT AUTHORITY (DDA) BYLAWS**

Adopted December 13, 2005

Amended February 21, 2006

Amended March 14, 2006

Amended January 20, 2020

Amended January 25, 2021

Amended January 26, 2022

I. AUTHORITY

1. **Establishment.** Pursuant to the adoption of the City (Village) of Douglas Ordinance, Number 144, on November 3, 1997 and effective on December 13, 1997 and also in compliance with State of Michigan acts, specifically, Act 57 of 2018, the Recodified Tax Increment Financing Act (amended January 20, 2020, to reflect repeal and replacement of Michigan Public Act 197 of 1975), the Downtown Development Authority herein after also known as the "DDA", is a public body corporate, with powers and duties as established by the ordinance noted above or state statutes, including the right to sue and be sued.
2. **Rules of the Board.** The following rules and regulations governing the meetings of the DDA were duly adopted at the Regular Meeting of the DDA held on December 13, 2005, and last amended January 26, 2022. Said rules and regulations shall serve as the bylaws which govern the appointed members of the DDA, herein after also known as the "Board". The rules ("Bylaws") of the Board shall be reviewed annually in January, and shall remain in effect until rescinded or amended by a majority vote of the DDA.
3. **Parliamentary Procedure.** Any Parliamentary Procedure not provided for by these rules and regulations shall be in accordance with Roberts Rules of Order, latest edition, a copy of which shall be retained on file in the Douglas City Clerk's Office. If legal interpretation regarding parliamentary procedures is needed, the City Attorney or one chosen by the DDA shall be consulted.

II. MEMBERSHIP

1. **Board Members.** Members shall be appointed for four (4) year terms, only as terms of the former members expire or vacancies otherwise occur. A member shall hold office until the member's successor is appointed.
2. **Appointment of Members.** Members shall be appointed by the chief executive officer (Mayor) of the municipality, subject to approval by the governing body of the municipality. 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. An appointment to fill a vacancy shall be made by the chief executive officer of the municipality for the unexpired term only.
3. **Board Composition.** The DDA shall be under the supervision and control of a board consisting of the chief executive officer of the municipality (Mayor), their designee ("legislative member") from the governing body of the municipality (City Council), and 7

members at-large. In addition to the chief executive officer of the municipality (Mayor), there shall be no less than 8 and no more than 12 members of the Board. Pursuant to State statute, not less than 1 of the members shall be a resident of the downtown district, if there are 100 or more persons residing within the downtown district.

4. **Assumption of Duties.** Before assuming responsibilities of the board and any duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office.
5. **Officers of the Board.** Members shall elect a Chair, Vice Chair, Treasurer, and Secretary to serve as "Officers" and carry out the duties prescribed herein. The chief executive officer of the municipality (Mayor) nor legislative members may be Officers, unless the governing body of the municipality (City Council) has on their own action assumed responsibility for the duties of the DDA Board, pursuant to State statute.
6. **Removal of Members.** 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 governing body. Removal of a member is subject to review by the circuit court.

III. MEETINGS

1. **Organizational Meeting.** The DDA's organizational meeting shall be their first meeting in January each year.
 - a. As the first item of business, the City Clerk shall administer the oath of office to the DDA Board if the oath has not previously been administered. The second item of business shall be the election of the Chair. The City Clerk shall preside over the election of the Chair. The DDA has established the following procedure for this election: City Clerk shall call for nominations for the office of Chair; when nominations are closed by majority vote, or no other nominations are forthcoming, the City Clerk shall commence the vote by roll call; when one nominee receives a majority of the votes of the members elected and serving; that nominee shall be declared Chair.
 - b. If the members present shall not cast a majority for one nominee, the past Chair shall preside until a majority of members elect one of its members to be the Chair. The DDA, may then proceed on to other agenda matters as they shall decide. Once elected, the Chair shall preside over the election of the remaining Officers using the same procedure noted above.
2. **Regular Meetings.** The DDA shall in general, hold a monthly meeting on the fourth Wednesday of the month. If any regularly scheduled meeting falls on a legal holiday, the regular meeting will be scheduled at the call of the Chair. Changes in the regular meeting schedule shall not be made except upon the approval of the majority of the board members.
3. **Special and Emergency Meetings.** If the DDA holds a special meeting, the City Clerk shall post a notice immediately and see that such meeting notice is delivered to each Board member's residence by personal delivery, facsimile transmission, e-mail or registered mail. No meeting, except emergency meetings, shall be held until the notice shall have been posted at least eighteen (18) hours prior to the meeting. This does not apply to subcommittee meetings of the DDA.

- a. **Special Meetings.** Special meetings of the DDA may be called by the Chair with eighteen (18) hours written notice to each member of the Board. The notice to the Board shall contain the time, place and purpose of the meeting and be served personally or by fax, e-mail, mail, hand delivered, verbally or left at their usual place of residence by the Chair or someone else designated. As an alternate means of calling meetings, other than those regularly scheduled, the Chair, may convene a meeting of the Board upon their discretion.

Whenever the Board shall be called into a Special Meeting, the matters to be considered shall be stated in the call of the meeting. The Agenda for special meetings shall be provided along with the notice of the meeting to Board Members. No business shall be transacted at any special meeting of the DDA unless the same has been stated in the notice of such meeting. Nothing in this section shall bar the DDA from holding an emergency meeting as defined in the Open Meetings Act.

- b. **Emergency Meetings.** Emergency meetings of the DDA may be held only by the vote of three (3) or more members of the Board and only if delay would threaten severe and imminent danger to the health, safety, and welfare of the public. A meeting is defined as an emergency meeting only if it must be held before proper public notice.
4. **Place of Meetings.** Regular meetings of the DDA shall be held at the Douglas City Hall (Dutcher Lodge). The Chair, if required, may change the meeting location to a different facility in the City or call a remote meeting if legally permissible, appropriately scheduled by the City Clerk, and held in accordance with the Open Meetings Act and City of the Village of Douglas Remote Meeting Special Procedures. Immediate notice of the change shall be prominently posted on the City website, door of the regular meeting place, and the bulletin board at the City Hall. The City Clerk shall also give notice of such change in the meeting place to the newspaper if time permits.
 5. **Time of Meetings.** Regularly scheduled meetings shall begin as prescribed by the City of the Village of Douglas Meeting Schedule, unless the Board shall, by a vote of three (3) or more members in session, set a different starting time. Matters on the agenda and not yet acted upon at the time of adjournment will be placed on the next, a future, or special agenda if one is called. Whenever the Board adjourns its meetings, the adjournment shall be at the call of the Chair.
 6. **Public Notice.** The City Clerk shall be responsible for providing the proper notice, including the Name of the Board, its principal address, and telephone number, for all meetings of the DDA as required by the Open Meetings Act.
 - a. **Regular Meeting Schedule.** The City Clerk shall include the regularly scheduled meetings of the DDA, in the annual City of the Village of Douglas Meeting Schedule, which shall be posted per the open meetings law, within ten (10) days after the first public body meeting within the calendar/fiscal year. The notification shall include the date, time, and place of the DDA's regularly scheduled meetings.
 - b. **Schedule Change.** If changes in the DDA meeting schedule occur, the City Clerk shall post notice.
 - c. **Notification to Media and Others.** The City Clerk shall notify the local newspaper, radio, or television station, and any other media source requesting the information, of the DDA's meeting schedule, schedule changes, or special emergency meetings. The City Clerk shall also notify other individuals or organizations of the regular meeting schedule,

changes in the schedule, or special and emergency meetings, but only upon their written request and agreement to pay the City Clerk for printing and postage expenses. The City Clerk shall mail all such notices required by this rule by first class mail.

IV. QUORUM:

A majority of the required Board, as specified in Membership under Board Composition, physically present at Roll Call shall constitute a quorum for transaction of the ordinary business of the DDA unless a greater number shall be required by applicable statutes of the State of Michigan. Board Members who are aware of their pending absence from an upcoming meeting should report their absence to either or Board Chair.

1. **Attendance.** Members shall not exceed three (3) absences from meetings each year.
2. **Remote Participation.** Members attending remotely may not vote, participate in discussion, or be considered in the establishment of Quorum. Exception to this rule is made only when legally permissible, and if scheduled as a remote meeting of the Board or a committee.

V. ORDER OF BUSINESS

The Secretary shall prepare the final agenda together with copies of meeting minutes, contracts, resolutions, reports, explanations, supporting documentation, etc., that relate to the matters of business on the agenda, and send it to all Board Members, post for public inspection, send see that the City Clerk sends to the newspaper as soon as possible preceding the DDA meeting. The City Clerk shall see that it is posted on the web site.

1. **Regular Meeting Agenda.** The agenda shall be arranged in the following order of business:

1. Call to Order
2. Roll Call/Quorum
3. Approval of Agenda -Changes/Additions/Deletions
4. Approval of Minutes -Changes/Additions/Deletions
5. Officer Reports
6. Public Comments (3 minutes, each.)
7. Unfinished Business
8. New Business
9. Committee Reports
10. Staff/Manager Reports
11. Public Comments (3 minutes, each.)
12. Board Comments
13. Chair Comments
14. Adjournment

2. **New Business.** Pending matters and requests for the agenda for all regularly scheduled DDA meetings, shall be compiled by the Board Chair. Any Board Member, organization or person desiring to place a matter on the agenda shall notify the City Clerk/Board Chair of such item seven (7) days prior to the Call to Order of next regular meeting.

Items that the City Clerk/Board Chair do not receive by the stated deadline shall not be included on the formal agenda, but may be considered by the Board, only upon the

unanimous consent of members present.

3. **Unfinished Business.** Agenda items previously discussed, unfinished shall be included under the "Unfinished Business" section of the agenda for discussion and possible action.

VI. CONDUCT OF MEETING

1. **Form of Address.** Members of the Board wishing to speak, shall first obtain the approval of the Chair, and each person who speaks shall address the Chair. Other persons at the meeting shall not speak unless recognized by the Chair.
2. **Making Motions.** All members of the Board may make motions.
3. **Statement by Board Chair.** No motion or resolution shall be adopted until the motion or resolution is stated by the chair of the meeting. All motions, except procedural motions and resolutions, may be required in writing upon the demand of any member. A request to recess for the purpose of writing out a motion or resolution shall be in order. Each written motion or resolution shall be read by the Board Chair before being debated.
4. **Disorderly Conduct.** The Chair may call to order any person who is being disorderly by speaking or otherwise disrupting the proceedings, failing to be germane, speaking longer than the allotted time, or speaking vulgarities. Such person shall there upon be seated until the Chair shall have determined whether the person is in order. If the person shall continue to be disorderly and disrupt the meeting, inhibiting the ability of the Board to conduct further business, the Chair may order the person to be removed from the public meeting.
5. **Procedures of Meetings.** Adjournment of all meetings of the DDA and its Committees shall be one (1) hour after Call to Order. Should it be deemed at the scheduled time of Adjournment that proceedings immediately require more time, the Board shall by a majority vote of quorum, extend the meeting by increments of thirty (30) additional minutes, not to exceed one (1) hour after the originally scheduled time of Adjournment. Upon adjournment, a draft of minutes of the proceedings of each meeting shall be presented within five business (5) days to the City Clerk. Approved minutes shall be online or placed in the official DDAbook in City Hall.

VII. RECORD OF MEETINGS

A copy of all meeting minutes' resolutions, contracts, or other matters acted upon by the Board, shall be given to the City Clerk for filing and safe keeping.

1. **Recording Responsibility.** The City Clerk shall be responsible for maintaining the official record and minutes of each meeting of the DDA. The minutes shall include all the actions of the Board with respect to motions. The record shall include the names of the mover and seconder and the vote of the Board. The record shall also state whether the vote was by voice or by roll call, and when by roll call, the record shall show the "yes", "no" or "abstention" of each member. A vote upon all financial resolutions unless unanimous, shall be recorded by "yes" or "no" in the records.
2. **Public Access to Meeting Records.** The records of the DDA shall be available to the public in accordance with the Freedom of Information Act. Minutes approved by the

Board shall be available within five (5) business days of the meeting at which they were approved.

VIII. COMMITTEES

1. **Standing Committees.** Each year at the first regularly scheduled meeting of the Board, in January, the Chair, with the approval of the Board, shall at their discretion elect to name and appoint members of Standing Committees. Each Standing Committee shall thoroughly investigate any matters relating to their topic and or referred to it by the Board and shall report its findings and recommendations to the Board without delay. The Board shall by motion and majority vote add to, delete and make any appropriate changes to the responsibilities, charge, power and duties of the specific Standing Committees as needed.
2. **Special AD HOC Committees:** Special AD HOC Committees may be formed as recommended, to address specific issues. The Chair may appoint ad hoc committees as required or needed.
3. **Committee Composition.** All Committees shall consist of at least three (3) members as appointed by the Board Chair.
 - a. **Committee Chair.** The Board Member first listed on the roster of each committee shall be the Committee Chair. In the absence of the Committee Chair, the person next listed shall assume the Chair. The Chair of the Committee is responsible for calling together the committee -that means he/she sets the time, date, and place of the meeting and notifies the committee members.
 - b. **Committee Quorum.** The Committee Chair shall ensure quorum has been reached prior to conducting business of the Committee. A quorum shall be considered a majority of the committee's members physically present.
4. **Record of Committee Meetings.** The Secretary of the Boar shall ensure each committee maintain a written record of its meeting, and deliver such record to to the City Clerk to include in DDA packets for approval by the Board. The record of each Committee meeting shall include at least the following: the date and place of the meeting, members attending, and the vote on any recommendations the committee has approved to go before the Board. Such meeting records shall constitute a public record in the meaning of the Freedom of Information Act, and shall be made available to any person as required by law.

Committee meeting minutes shall be included in the Board packet for review and discussion. Any recommendations from Committee meetings shall be included within the minutes and delivered to the Board prior to discussion and action by the full Board.

IX. CLOSED SESSION

The Board may meet in closed session, closed to the public, upon the motion of any member and roll call approval by two-thirds of the members.

1. **Rationale of Closed Session.** The vote to go into closed session shall be recorded in the minutes of the meeting at which the decision is made, with one of the following

permissible purposes stated:

- a. To consider the purchase or lease of real property up to the time that an option to purchase or lease of such real property is obtained.
 - b. To consult with legal counsel regarding trial or settlement strategy in connection with specific pending litigation, but only when an open meeting would have a detrimental effect on the Board's litigation or settlement position.
 - c. To consider material exempt from discussion or disclosure by State or City statutes, i.e. for consideration of a written legal opinion within the attorney-client privilege, but not for consideration of an oral opinion.
2. **Record of Closed Session.** At each Closed Session, the Secretary, or the designated secretary in their absence, shall keep a separate record which shall be reviewed and approved by the Chair. These minutes shall not be disclosed to the public except upon court order. Said minutes may be destroyed after one year and one day have passed after the meeting, following the approval of the minutes of the meeting at which the closed session was approved.

X. CONFLICT OF INTEREST

Because many members of the DDA operate, represent or own businesses and/or property in the DDA District, matters before the Board may, at some time, result in a conflict of interest for certain Board members. Matters before the Board which affect all businesses in the district in equal measures will not be construed as posing a conflict of interest. However, when a matter before the Board affects a single business or group of businesses differently than all other businesses, Board members who have a direct or perceived interest in such matters shall disclose their interest prior to the Board taking any action with respect to the matter. The disclosure shall become part of the record of the Board's official proceedings and the interested Board member shall refrain from participation in the Board's proceedings relating to the matter.

XI. VOTING

Whenever a question is put by the Chair, every member present shall vote on all questions, no member present shall abstain from voting "yes" or "no" unless excused by unanimous consent of the other members present. Any member refusing to vote may be guilty of misconduct in office.

1. **Roll Call Votes.** The names and votes of members shall be recorded on all actions to adopt resolutions, to appoint or elect officers, financial matters, and all other final actions. Procedural questions may be decided by voice vote. Upon the request of any Board Member, a roll call vote shall be taken on other motions and actions.
 - a. When a roll call vote is required on a question, and after the Chair has stated the question, the Secretary shall call the roll. No motion shall be in order until such roll call is completed and the result is announced by the Chair.
 - b. In all roll call votes, the names of the members of the body shall be called in alphabetical order and the name called first shall be advanced one position alphabetically in each successive roll call vote.

- c. Roll call vote is required during all remote meetings.
- 2. **Voice Vote.** In all cases where a non-roll call vote is taken, the Chair shall decide the results. Any member may call for a division and the "yes" and "no" shall be called upon by the request of the Chair or any member.
- 3. **Votes Required.** Except as otherwise provided in these rules, no resolution shall be adopted or passed except by the affirmative vote of at least a majority of members, in session, of the Board.

APPROVED: Randy Walker, Chair
City of the Village of Douglas Downtown Development Authority (DDA)

Approved: December 13, 2005

Amended: February 21, 2006
March 14, 2006
January 20, 2020
January 25, 2021
January 26, 2022