

By-Laws & Rules of Procedure

Gladstone Downtown Development Authority

III. OFFICERS

A. Selection

- a. The officers of the DDA shall consist of Chairperson and Vice-Chairperson/Secretary selected from the general membership of the DDA.
- b. The election of all officers shall occur at the DDA's first regular meeting after May 10th each year.
- c. Nominations of members for an office shall be by a current member of the DDA during the meeting when elections are held.
- d. All nominations shall be seconded by another member of the DDA to be considered a valid nomination.
- e. All elections shall be conducted by a roll call vote. If there is only one nominee for an office, that nominee shall be assumed to be unanimously elected.
- f. To be elected to an office, a nominee must receive a majority of the votes of the full DDA.
- g. All terms of office shall be for two years with eligibility for reelection.

B. Resignation of the Officers

- a. An officer may resign his/her office by submitting a letter to the DDA Chairperson.
- b. The resignation from office will not be effective until acted upon and accepted by the DDA at its next regularly scheduled meeting.

C. Duties of the Officers

- a. The Chairperson shall:
 - i. Preside at all meetings and shall conduct all meetings in accordance with the Open Meetings Act, (Public Act 57 of 2018, as amended), and the rules provided herein.
 - ii. As appropriate, act as liaison between the DDA and the City staff, consultants and all other pertinent agencies or agents of the City of Gladstone.
 - iii. Appoint such committees and subcommittees as the Chairperson deems desirable.
 - iv. In cooperation with the City Manager, prepare the agendas for all meetings.
 - v. Be responsible for enforcing these Rules of Procedures and for enforcing orderly conduct at meetings.
 - vi. Have the powers and duties set forth in Roberts Rules of Order to the extent that they do not conflict with these Rules of Procedure.
 - vii. Have the authority to cancel a scheduled meeting in advance of the meeting date where the Chairperson has determined that quorum will not be available and shall reschedule the meeting as may be required.
 - viii. Appoint the recording secretary to record the official record of the meeting.
 - ix. The Chairperson shall have the duty to vote in the same manner as members of the DDA.
- b. The Vice-Chairperson/Secretary shall:
 - i. Assume the duties of the Chairperson in the absence of the Chairperson, or when specifically authorized to do so.

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- ii. Succeed to the office of Chairperson in the event of a vacancy in that office, in which case the DDA shall select a successor to the office of Vice-Chairperson/Secretary at the earliest practical time.
- iii. Perform such other duties as the Chairperson may assign.
- iv. As Secretary of the DDA shall:
 - 1. Delegate the execution of documents in the name of the DDA to the recording secretary.
 - 2. Delegate the receipt and review of all communications addressed to the Secretary to the recording secretary.
 - 3. Delegate to the recording secretary the keeping of attendance records, providing of all required notices, and preparation of a meeting agenda.
 - 4. Perform such other duties as may be ordered by the Chairperson or DDA
- c. The recording secretary shall take notes for minutes and prepare a first draft of minutes for review, perform the duties delegated to the recording secretary by the Secretary, and perform other duties as may be ordered by the Chairperson or DDA.

IV. MEETINGS

A. Meeting Notices

- a. All meeting notices shall be posted at the City Hall in accordance with the Open Meetings Act.
- b. The notice shall include the date, time, and place of the meeting.
- c. Notice of any change in the date or time of a meeting shall be posted in the manner required by the Open Meetings Act.

B. Regular Meetings and Special Meetings

- a. The DDA shall hold a regular meeting each month for which there is business to be conducted but shall hold at least four regular meetings each year. It shall keep a record of its transactions, findings and determinations, and such record shall be a public record.
- b. At the first meeting of the DDA in each calendar year a schedule of the meeting dates, times and places shall be set and within ten days after a Public Notice of the dates, time and place shall be posted in compliance with the Open Meetings Act.

If there is a change in the schedule of the regular meetings of the DDA there shall be posted within three days after the meeting at which the change is made, a Public Notice stating the dates, times, and place.

- c. Special meetings of the DDA shall be held at the call of the Chairperson or upon written request to the secretary by at least three DDA members and shall be scheduled in compliance with the Open Meetings Act. Each member of the DDA shall receive notice (written, email or voicemail) of a special meeting at least 24 hours prior to the meeting. Special meeting notices shall state the purpose of the meeting. No official action shall be transacted at any special meeting of the DDA unless the item has been stated in the notice of such meeting.

- d. Closed sessions may be scheduled in accordance with the Open Meetings Act.

C. Quorum