

CITY OF LATHRUP VILLAGE  
DOWNTOWN DEVELOPMENT AUTHORITY

Bylaws

ARTICLE I: AUTHORITY

Section 1

The rules and procedures for the City of Lathrup Village Downtown Development Authority Board of Directors are subordinate and subject to the Public Act 57 of the Compiled Laws of Michigan of 2018, Recodified Tax Increment Financing Act<sup>i</sup>, and Ordinance No 97-323 as amended, of the City of Lathrup Village, Michigan.

ARTICLE II: TITLE

Section 1

The title of the governing body shall be "Downtown Development Authority of the City of Lathrup Village Board of Directors", or "Board of Directors".

ARTICLE III: MEMBERS

Section 1

The Board of Directors shall be composed of the following nine (9) members: the Mayor or his or her designee from the governing body of the municipality and eight (8) persons who shall be appointed by the Mayor; such appointments to be subject to approval by a majority vote of the members-elect of the City Council.<sup>ii</sup> 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<sup>iii</sup>.

Section 2

The terms of office of the members of the Board of Directors shall begin on the first day of February nearest the date of their appointment. The term of office of each member of the Board of Directors shall be four (4) years, except that in the case of the first Board of Directors appointed hereunder, two said members shall be appointed for a term of four (4) years, three of said members shall be appointed for a term of three (3)

years, two of said members shall be appointed for a term of two (2) years, three of said members shall be appointed for a term of one (1) year and the Mayor shall be a member pursuant to the term of his/her office. All members shall hold office until their successors are appointed. Vacancies occurring other than through expiration of the term shall be filled for the unexpired term by the Mayor, subject to the approval by a majority of the City Council. Appointees shall not serve more than three (3) consecutive terms.<sup>iv</sup>

### Section 3

Members of the Board of Directors may, after a public hearing, be removed from office in accordance with the provisions of the statute which these Bylaws are adopted.

### Section 4

Unexcused Absences: If a member of the Board of Directors shall have three (3) unexcused absences from regular meetings of the Board of Directors, the member shall be subject to removal from office pursuant to Article III, Section 3.<sup>v</sup> For reference, a Board Member's absence is unexcused if the member fails to notify City Staff in advance of a meeting and the member is not in attendance.

## ARTICLE IV: OFFICERS

### Section 1

The officers of the Board of Directors shall be:

A Chairperson, who shall preside at all meetings and shall have such other duties as further described in the Bylaws and shall have authority to preside at all Adjourned Meetings and call and preside at all Special Meetings.

A Vice Chairperson, who shall, in the absence of the Chairperson or his/her inability to act, preside at all Adjourned Meetings, public hearings and committee meetings of the Board of Directors and shall have the power to function in the same capacity as the Chairperson.

A Secretary, who shall have the authority to execute documents in the name of the Board of Directors and shall perform such other duties as the Board of Directors may from time to time, determine.

A Treasurer, (who need not be a member of the Board of Directors), who shall distribute the funds of the Downtown Development Authority as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board, at the regular meetings of the Board, or whenever they may require, an account of all his/her transactions as Treasurer and of the financial condition of the Authority. The Treasurer shall give the Authority a bond if required by the Board in a sum, and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of the office, and for the restoration to the Authority in case of his/her death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of kind on his/her possession under his/her control belonging to the Authority.

## Section 2

The officers of the Board of Directors shall be elected in even years for a two (2) year term by the Board of Directors at their first meeting in April and shall hold office until their successors are elected and assume office.<sup>vi</sup>

## Section 3

Delegation of Duties to Officers: In the absence of any officer of the Authority, or for any other reason that the Board may deem sufficient, the Board may delegate from time to time and for such time as it may deem appropriate, the powers or duties, or any of them, of such officer to any other officer, or to any director, provided a majority of the Board then in office concurs.

## Section 4

Appointment of Director: The Board shall have the authority to hire a Director of the Authority, whose duties shall be as follows:

- a. Maintain the files of the Authority.
- b. Prepare all reports of the Authority action.
- c. Prepare the agenda for all meetings.
- d. Prepare and submit reports on matters to be submitted for Authority consideration.
- e. Sign all plans, maps, charts, surveys, studies and all records, documents and other papers and reports of the Authority action consistent with these bylaws.
- f. Set for Public Hearing all requests requiring same, and give notice of such hearings as required by law after Authority approval.

- g. Carry on all the administrative duties resulting from action of the Authority.
- h. Prepare, sign and distribute Authority Meeting Minutes.
- i. Present Minutes to the Authority for approval.
- j. Prepare and submit annual budget for consideration by the Authority, and other financial information necessary to apprise the Board of the Authority's financial position.
- k. Distribute agenda and related materials to Authority members.
- l. Give notice to Authority members of all meetings.
- m. Perform other duties as may be directed or assigned by the Board.

## ARTICLE V: MEETINGS

### Section 1

Regular Meetings of the Board of Directors shall be held monthly.<sup>vii</sup> Any regular meeting may be adjourned to a definite date by a majority of a quorum of the members. Adjourned or special meetings may be held at any time or any place established by the Board of Directors. Special meetings may be held as necessary, subject to the call of the Chairperson or Acting Chairperson or upon the request of a majority of the Board of Directors.

## ARTICLE VI: THE ORDER OF BUSINESS

### Section 1

The Chairperson shall have the discretion to change the order of business whenever he or she deems it advisable to do so either before or during the progress of the meeting.

## ARTICLE VII: QUORUM

### Section 1

For the transaction of ordinary business at any Regular Meeting, Adjourned Meeting or a Special Meeting, five (5) members shall constitute a quorum. An affirmative vote of the majority of the members present shall be necessary in order to make a decision.<sup>viii</sup>

## ARTICLE VIII: MINUTES

### Section 1

The Board of Directors shall keep a set of Minutes of all Regular and Adjourned Meetings and at Special Meetings where official business is transacted. These Minutes shall become a public record and shall be filed with the City Clerk.

## ARTICLE IX: COMMITTEES

### Section 1

An Executive Committee, consisting of the Chairperson, Vice Chairperson, Secretary and Treasurer shall convene to carry out purchasing decisions as enumerated in Article XI below.

All members of the DDA Board of Directors are also expected to serve on one of the four auxiliary Main Street Committees for at least 2 years of their 4 year term, which meet monthly to plan and execute economic development initiatives as prescribed by the Main Street Program.

### Section 2

There may be such special committees as the Board may from time to time deem necessary.

## ARTICLE X: TRAININGS

In order to achieve the Mission and Vision statements annually reviewed and adopted by the DDA Board of Directors, each Board Member is asked to complete 4 hours of training per year. 3 of these hours must be facilitated by either the National Main Street Center and/or Main Street Oakland County.

## ARTICLE XI: AMENDMENT OF BYLAWS

### Section 1

These Bylaws may be amended or added to by the affirmative vote of six (6) out of the nine (9) members.<sup>ix</sup> No change may be made unless written notice to amend shall be filed with the Secretary at a Regular Meeting preceding the meeting at which the motion to change is made. The

requirement may be waived by the Board of Directors by a unanimous vote of the full Board of Directors.

## ARTICLE XII: CONTRACTS, PURCHASING, LOANS, CHECKS AND DEPOSITS

### Section 1. Contracts and Purchasing

#### A. Contracts

- a. The Board may authorize any officer or officers, agent or agents, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Authority and such authority may be general or confined to specific instances.

#### B. Transactions under \$1,000.00:

- a. The Executive Director may, in the exercise of their sole discretion and authority, contract for the purchase of all property and agree to amendments of existing contracts wherein the transactions involve less than \$1,000.00.
- b. Contracts made by the Board of Directors shall not be amended except by the Board of Directors, but substitutions or waivers arising in the course of performance involving less than \$1,000.00 may be authorized by the Executive Director.

#### C. Transactions between \$1,000.00 and 5,000.00:

- a. The Executive Director shall obtain comparative prices for purchases, except when they shall determine that no advantage to the DDA would result. A recommendation shall then be issued based on the information attained.
- b. The Executive Committee will review the Executive Director's recommendation and vote to either approve or deny the purchase. A  $\frac{3}{4}$  approval is required to complete the purchase and voting must be completed in person.
- c. No competitive bidding shall be required as to these classes of contracts, unless the Executive Director so directs.
- d. All contracts, purchase orders, amendments, and modification agreements also require approval from the Executive Committee.

#### D. Transactions over \$5,000.00:

- a. Any purchase of goods or services shall require the Board of Directors approval and comply with the competitive bid process articulated in the City Charter.

- b. All requests for renewal and/or change orders which cause a contract to exceed \$5,000.00 per Bid or Proposal, or \$5,000.00 per vendor for any 12 month period shall also require the Board of Directors approval.

Section 2. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes of other evidence of indebtedness issued in the name of the Authority, shall be signed manually or by facsimile signature by such officer or officers, agent or agents of the Authority and in such manner as shall be from time to time determined by resolution of the Board.

Section 3. Deposits

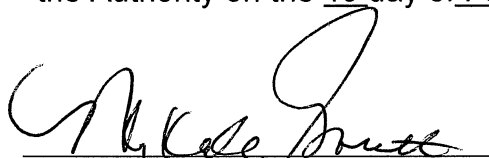
All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in banks, trust companies, or other depositories as the Board may select.

ARTICLE XIII: FISCAL YEAR

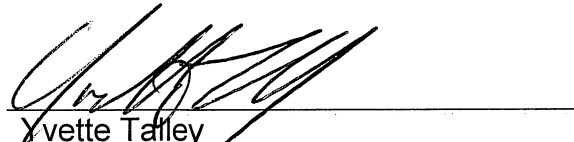
The fiscal year for the Authority shall correspond at all times to the fiscal year for the City of Lathrup Village, Michigan.

ARTICLE XIV: CERTIFICATION

The undersigned, being respectively, the duly appointed and acting City Clerk for the City of Lathrup Village, Michigan, do hereby certify that the foregoing Bylaws were approved at a regular meeting of the City Council of the City of Lathrup Village on the 25 day of January 2021, and adopted by the Directors of the Lathrup Village Downtown Development Authority at a meeting of the Authority on the 19 day of February 2021.<sup>x</sup>

  
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Mykale Garrett  
City of Lathrup Village

  
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Dan Sugg, Chairperson  
Downtown Development Authority  
City of Lathrup Village

  
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Yvette Talley  
City Clerk  
City of Lathrup Village, Michigan

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- <sup>i</sup> Public Act 58 of 2018; Approved by City Council on January 25, 2021 Resolution, per Article XI
  - <sup>ii</sup> Approved by City Council on December 20, 1999, Action CO 99-153; amendments to number of board seats Approved by City Council on January 25, 2021 Resolution, per Article XI
  - <sup>iii</sup> Public Act 57 of 2018, Section 125.4204.(1); Approved by Board of Directors per Article XI, Section 1 on February 19, 2021
  - <sup>iv</sup> Approved by City Council on January 25, 2021 Resolution, per Article XI
  - <sup>v</sup> Approved by Board of Directors per Article X, Section 1 on 4/04/2000
  - <sup>vi</sup> Approved by City Council on January 25, 2021 Resolution, per Article XI
  - <sup>vii</sup> Approved by Board of Directors per Article X, Section 1 on 10/14/2005
  - <sup>viii</sup> Approved by City Council on January 25, 2021 Resolution, per Article XI
  - <sup>ix</sup> Approved by City Council on January 25, 2021 Resolution, per Article XI
  - <sup>x</sup> Approved by Board of Directors per Article XI, Section 1 on February 19, 2021; detailed outline of 2021 amendments are contained in the January 25, 2021 City Council Resolution.