

BYLAWS

DOWNTOWN DEVELOPMENT AUTHORITY

MELROSE TOWNSHIP

Article 1 Purposes and Powers

Section 1: Purposes

The Downtown Development Authority is organized pursuant to Melrose Township Ordinance No. 2-2005 (the "Ordinance") and Act 197 of the Public Acts of 1975 of the State of Michigan (the "Act"). The Authority shall seek to fulfill the purposes listed in the Ordinance and shall provide for the ongoing maintenance, promotion, security, and continued operation of the downtown district.

Section 2: Powers

The Authority holds all of the powers granted by the Ordinance and the Act now or hereafter conferred by law on Authorities organized under the Act.

Article 2 Board of Directors

Section 1: General Powers

The Authority shall be under the supervision and control of a Board of Directors who may exercise all of the powers provided under the Ordinance and the Act.

Section 2: Number, Tenure, and Qualifications

The Board of Directors shall consist of no more than nine persons, including the Supervisor of Melrose Township, each appointed for four years. In addition to the Supervisor, a maximum of two members may have no interest in property in the downtown district. At least one member shall be a resident of the downtown district if the district has one hundred or more persons residing within it. Before assuming the duties of office, a member shall qualify by taking the constitutional oath of office. Members of the board shall continue in office until a successor has been appointed.

Section 3: Selection of Board Members

The Supervisor of Melrose Township, with the advice and consent of the Board of Trustees, shall appoint the members of the board. If a vacancy is created by death, resignation, or removal of a member, a successor shall be appointed by the Supervisor, with the advice and consent of the Board of

Trustees, within thirty days to hold office for the remainder of the term so vacated.

Section 4: Compensation of Members

Members of the board shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

Section 5: Removal

Pursuant to proper notice and an opportunity to be heard, a member may be removed from office for cause by a majority vote of the Township Board. Sufficient cause for removal includes, but is not limited to, neglect of duty, nonattendance at meetings, or loss of status conferred by an interest in the downtown district.

Section 6: Disclosure of Interest

A board member who has a potential conflict of interest regarding any matter before the Authority shall disclose the interest prior to any action by the Authority with respect to the matter. The disclosure shall become a part of the record. Any member making such disclosure shall then refrain from participating in the Authority's decision making process relative to the matter, unless the Authority votes affirmatively that there is no conflict.

Article 3 Officers

Section 1: Election and Tenure

The officers of the Authority shall be a president, vice president, and secretary; and shall be elected, by the board of directors, at the first regular meeting and each annual meeting thereafter. An officer shall serve a term of one year and until a successor has been elected. No term of office shall extend beyond the membership term of the member.

Section 2: Vacancies and Removal

A vacancy may be filled by majority action of the board of directors. An officer may be removed at any time by majority action of the board.

Section 3: President

The president shall preside at meetings of the board and shall perform such duties as may be assigned from time to time by the board.

Section 4: Vice President

The vice president shall perform the duties of the president in the latter's absence and such other duties as may be assigned from time to time by the board.

Section 5: Secretary

The secretary shall have and perform the following duties and responsibilities:

- (a) Maintain custody of records, books, documents and other papers; attend meetings of the board and keep a record of its proceedings.
- (b) Perform other duties as may be assigned from time to time by the Board.

Article 4 Employment of Personnel

Section 1: Staff

The board may employ and fix the compensation of an executive director and other personnel as provided in the Act;

Section 5. Employee Benefits

Employees of the Authority shall be eligible to participate in the retirement and insurance programs of Melrose Township and shall be subject to the procedures stated in the personnel manual of the township.

Section 2: Contracts for Administrative Services

The board may contract with the Township for any or all administrative, planning and legal services in support of its operations. The treasurer of the Township shall serve as treasurer of the Authority and shall have the following duties:

- (a) Maintain the financial records of the Authority.
- (b) Sign all checks, which must be countersigned by either the president or secretary of the board, or the Township Supervisor.
- (c) Prepare financial reports as required by law.
- (d) Furnish bond in an amount determined by the board.

Article 5 Meetings

Section 1: Annual Meeting

The first meeting of each calendar year shall be the annual meeting. Officers of the board shall be elected at the annual meeting. If, for any reason, election of officers should not occur at the annual meeting, the board shall elect officers at a regular or special meeting within ninety days.

Section 2: Regular Meetings

Regular meetings of the board shall be held at a time and place set by the board. At a minimum, a meeting shall be held in each quarter.

Section 3: Special Meetings

Special meetings shall be held whenever called by the president or any three members of the board upon eighteen hours written notice of the time and place of the meeting.

Section 4: Notice of Meetings

All meetings shall be preceded by public notice posted a minimum of eighteen hours prior to the meeting in accordance with Act 267 of the Public acts of 1976, as amended (the Open Meetings Act).

Section 5: Agenda

An agenda shall be prepared for all meetings and copies provided to the Authority members at least 18 hours prior to the meeting. Any member of the Authority may place an item on the agenda.

Section 6: Quorum and Voting

More than 50% of the members of the board shall constitute a quorum. The vote of the majority of the members present at the meeting at which a quorum is present shall constitute the action of the board unless the vote of a larger number is required by statute or elsewhere in these bylaws.

Section 7: Order

Robert's Rules of Order will guide the conduct of all meetings.

Section 8: Open Meetings

All meetings of the Authority shall be open to the public in accordance with Public Act 267 of 1976.

Article 6 Advisory Committees

Section 1: Establishment

The board of directors, by majority action, may designate one or more committees to advise the board. The president shall appoint the members of advisory committees with the consent of a majority of the Board of Directors. The Executive Committee shall be one such standing committee. The Executive Committee shall be comprised of the DDA officers and the Chairs of any advisory committees. The Executive Committee shall meet periodically as necessary to review upcoming DDA agenda items and to coordinate between the various Committees.

Section 2: Terms of Office

Each member of an advisory committee shall continue in office until the next annual meeting of the Authority and until a successor is appointed, unless the committee shall be terminated, or unless the member shall be removed by majority vote of the board of directors.

Section 3: Chairpersons

The president of the board shall appoint a chairperson of each advisory committee with the consent of a majority of the board of directors.

Section 4: Quorum

A majority of the whole committee shall constitute a quorum and acts of a majority of the members present at a meeting shall be the acts of the committee.

Article 7 Fiscal Year, Budget, Financial Reports

Section 1: Fiscal Year

The fiscal year of the Authority shall be the same as the fiscal year of the Township.

Section 2: Adoption of a Budget

The board shall annually prepare a budget and shall submit it to the Township Board on the same date that the recommended budget for the Township is required. The board shall not finally adopt a budget for any fiscal year until it has been approved by the Township Board. The board may temporarily adopt a budget in connection with the operation of any improvements which have been financed by revenue bonds where required to do so by the ordinance authorizing the bonds.

Section 3: Audit and Financial Reports

The Authority shall submit financial reports to the Township Board at the same time and on the same basis as departments of the Township are required to submit reports. The Authority shall be audited at the same frequency and by the same independent auditors auditing the Township. Copies of the audit report shall be filed with the Township Board. As required by the Act, the financial records of the Authority shall always be open to the public.

Article 8 District Boundaries

The Authority shall exercise its powers within the DDA District of Melrose Township as designated in the Ordinance establishing the Authority as the Ordinance may be amended from time to time.

Article 9 Miscellaneous

Section 1: Books and Records

The Authority shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board, and committees having any of the powers of the board, and shall keep at the principal office a record of the names and addresses of members entitled to vote. All books and records of the Authority shall be open to the public.

Section 2: Offices

The Authority may establish an office, or offices, as the board may determine, or as the affairs of the Authority may require.

Article 11 Amendments to the Bylaws

Section 1: Amendments

The board shall have power to make, alter, or amend the bylaws in whole or in part, to be effective upon approval of the Township Board.

Section 2: Temporary Bylaws

Until these bylaws shall become effective upon approval of the Township Board, these bylaws shall be temporary bylaws for the Authority.

Motion by:

Second by:

VOTES: Ayes:

 Nays:

 Absent:

DATE:

Dave Rentschler, President

Joe Conti, Secretary

- Originally Approved June 10, 2008
- Revised March 12, 2013 to allow 2 out-of district members and reduce total members from thirteen to nine.