

**BYLAWS GOVERNING
THE DOWNTOWN DEVELOPMENT AUTHORITY OF THE CITY
OF EATON RAPIDS**

ARTICLE I

PURPOSES

Section 1. Statement of purposes. The purpose or purposes for which the Authority is organized are as follows: To act as a downtown development authority in accordance with Chapters 8 ¼ and 19 ½ of the Eaton Rapids City Code; Act 57 of the Public Acts of 2018; and Act 197 of the Public Acts of 1975, as amended; including but not limited to; to correct and prevent deterioration in downtown district; to encourage historical preservation; to create and implement development plans, to promote the economic growth; to encourage the expansion of commercial enterprises. In furtherance of these purposes, the Authority shall have all of the powers which now are or hereafter may be, conferred by law on authorities organized under Act 227, Public Acts of 1972, Act 149, Public Acts of 1911; Act 202, Public Acts of 1943; Act 94, Public Acts of 1933; Act 344, Public Acts of 1945; Act 57 of the Public Acts of 2018, as amended; and particularly the powers granted by Act 197, Public Acts of 1975, and especially Section 7 thereof, to wit:

- (a) Prepare an analysis of economic changes taking place in the downtown district.
- (b) Study and analyze the impact of metropolitan growth upon the downtown district.
- (c) Plan and propose the construction, the renovation, repair, remodeling, rehabilitation, restoration, preservation, or reconstruction of a public facility, an existing building, or a multiple-family dwelling unit which may be necessary or appropriate to the execution of a plan which, in the opinion of the Board, aids in the economic growth of the downtown district.
- (d) Plan, propose, and implement an improvement to a public facility within the development area to comply with the barrier free design requirements of the state construction code promulgated under the state construction code act of 1972, Act. No. 230 of the Public Acts of 1972, being sections 124.1501 to 125.1531 of the Michigan Compiled Laws.
- (e) Develop long-range, plans, in cooperation with the agency which is chiefly responsible for planning in the municipality, designed to halt the deterioration of property values in the downtown district and to promote the economic growth of the downtown district, and take such steps as may be necessary to persuade property owners to implement the plans to the fullest extent possible.
- (f) Implement any plan of development in the downtown district necessary to achieve the purposes of Act 197, in accordance with the powers of the Authority as granted by Act '197.

- (g) Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties
- (h) Acquire by purchase or otherwise, on terms and conditions and in manner the Authority deems proper or own, convey, or otherwise dispose of, or lease as lessor or lessee, land and other property, real or personal, or rights or interests therein, which the Authority determines is reasonably necessary to achieve the purposes of this, and to grant or acquire licenses, easements, and options with respect thereto.
- (i) Improve land and construct, reconstruct, rehabilitate, restore and preserve, equip, improve, maintain, repair, and operate any building, including multiple-family dwellings, and any necessary or desirable appurtenances thereto, within the downtown district for the use, in whole or in part, of any public or private person or corporation, or a combination thereof.
- (j) Fix, charge, and collect fees, rents, and charges for the use of any building or property under its control or any part thereof, or facility therein, and pledge the fees, rents, and charges for the payment of revenue bonds issued by the Authority.
- (k) Lease any building or property under its control, or any part thereof.
- (l) Accept grants and donations of property, labor, or other things of value from a public or private source.
- (m) Acquire and construct public facilities.

Subject to any amendments to said statute either increasing or diminishing the powers of downtown development authorities formed thereunder.

Section 2. Development of work plans. The mission of the program will be achieved through the board's commitment to the Michigan Main Street's Work Plan process, using its four-point approach through the organization committee, promotion committee, design committee, and the economic vitality committee.

ARTICLE II

OFFICES

Section 1. Offices. The Authority may have such offices as the Board may determine, or the affairs of the Authority may require from time to time.

ARTICLE III

BOARD

Section 1. General Powers. The affairs of the Authority shall be managed by its Board.

Section 2. Number, Tenure and Qualifications. The Board of the Authority shall consist of nine (9) persons, the Mayor of Eaton Rapids and, eight (8) members. The members shall be appointed for a term of three (3) years. At least five of the members shall be persons having an interest in a business or property located in the downtown district. At least one of the members shall be a resident of the downtown district, so long as the district has 100 or more persons residing within it. At any time, the total membership cannot have more than three (3) at large members who do not fulfill these other requirements.

Section 3. Selection of Board Members. The Mayor of the City of Eaton Rapids with the advice and consent of the City Council, shall appoint the members of the Board. Subsequent Board members shall be appointed in the same manner as the original appointments at the expiration of each member's term of office.

Section 4. Expiration of Term; Continuation in Office; Reappointment; Filling Vacancies. Members whose term of office has expired shall continue to hold office until his/her successor has been appointed with the advice and consent of the City Council to serve additional terms. If a vacancy is created by the death, resignation, or removal of a member, a successor shall be appointed with the advice and consent of the City Council within thirty (30) days to hold office for the remainder of the term so vacated.

Section 5. Removal. Pursuant to notice and an opportunity to be heard by the Chair and rest of the DDA membership, a member may be removed from office for inefficiency, neglect of duty, misconduct, malfeasance, accumulation of two (2) or more unexcused absences in a twelve (12) month period, or any other good cause by a majority vote of the DDA Membership.

Section 6. Disclosure of Interests. A board member who has a direct 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's official proceedings. Further, any member making such disclosure, shall then refrain from participating in the Authority's decision-making processes relative to such matter.

Section 7. Meetings.

Section 7.1. Regular Meetings. Regular meetings of the Board shall be held at such time and place as the Board shall from time to time determine.

Section 7.2. Annual Meeting. The annual meeting of the Board shall be the first regular meeting of the DDA to occur after January 1st of each calendar year, and shall include the election of officers. If the election of officers shall not be held at this first regular meeting, then the day designated herein for any annual meeting or any adjournment thereof, the Board shall cause the election to be held at a regular or special meeting of the Board within 90 days of the annual meeting.

Section 7.3. Informational Meeting. Pursuant to MCL 125.4910(4): The board shall hold at least two (2) informational meetings for the public. Notice must be published on the

municipality's or authority's website not less than 14 days before the date of the informational meeting. Notice must also be mailed not less than 14 days before the informational meeting by the authority to the governing body of each taxing jurisdiction levying taxes that are subject to capture. As an alternative to mailing notice, the authority may notify the clerk of the governing body of each taxing jurisdiction by electronic mail.

Section 7.4. Special Meetings. Special meetings of the Board may be called by or at the written request of the chairman or any two members. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meetings of the Board called by them.

Section 7.5. Notice of Meetings. Except as otherwise provided by law, all meetings shall be preceded by public notice in accordance with Public Act 267 of the Public Acts of 1976, as amended.

Section 8. Quorum and Voting. A majority of the members of the Board then in office shall constitute a quorum for the transaction of business. In the event that effective membership is reduced because of Disclosure of Interest (Article III, Section 6), a majority of the remaining members of the Board then in office shall constitute a quorum for the transaction of business. Except in those cases where a larger majority is required by law, no motion, resolution or action shall be adopted or passed, nor shall any appointment be made, nor any person removed from office as permitted by these Rules, except by the affirmative vote of at least five (5) members of the Board.

Section 9. Compensation of Members. Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses subject to authorization by a vote of two-thirds of the majority of the Board members then qualified to vote.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Authority shall be a chairman and vice chairman.

Section 2. Election and Terms of Office. Officers of the Authority shall be elected biannually by the Board at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held within 90 days of such meeting. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section.3. Removal. Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Authority would be served thereby.

Section 4. Vacancies. A vacancy in office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. Chairman. The chairman shall preside at all meetings of the Board and shall discharge the duties of the presiding officer.

Section 6. Vice-Chairman. In the absence of the chairman or in event of his/her inability or refusal to act, the vice-chairman shall perform the duties of the chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman. Any vice-chairman, shall perform such other duties as from time to time may be assigned to him/her by the chairman or by the Board.

Section 7. Treasurer. The Board shall appoint a member who shall liaison with the City Treasurer to keep the financial records of the Authority and who, together with the Director, shall approval all vouchers for the expenditure of funds of the Authority.

The Treasurer shall in general perform all the duties incident to the office of treasurer and such other duties as shall be assigned from time to time by the Board.

Section 8. Secretary. The Board shall appoint a secretary, who shall maintain custody of the official seal and of records, books, documents, or other papers not required to be maintained by the treasurer. The secretary shall attend meetings of the Board and keep a record of its proceedings.

The secretary shall work the City Clerk to see that all notices are duly given in accordance with the provisions of these rules or as required by law. The secretary shall also perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the Board.

Section 9. Immediate Past Chair. Will serve on the executive committee and provide additional guidance to the board and help facilitate a smooth transition during leadership changes.

Section 10. Employment of Personnel. The Board may employ personnel as deemed necessary by the Board. Such personnel may include, but not be limited to, a director, legal counsel, and/or any other support staff necessary to achieve the desired goals of the DDA.

Section 10.1. Executive Director. The Board may employ and fix the compensation of an Executive Director. The director shall serve at the direction of the Board. A member of the Board shall not hold the position of director while serving on the Board. The director shall supervise, and be responsible for the preparation of plans and the performance of the functions of the Authority. The director shall attend the meetings of the Board, and shall render to the Board a regular report covering the activities and financial condition of the authority. The director shall furnish the Board with information or reports governing the operation of the Authority as the Board requires. If the director is absent or disabled, the Board may delegate his/her functions and responsibilities to any person otherwise qualified under this section. Such other person shall be designated as the acting director. The Director shall subscribe to the constitutional oath, as administered by the City Clerk; pursuant to Public Act 57 of 2018, 125.4205 sec. 205 (1).

Section 10.1.1. Executive Director Bond. The Executive Director shall furnish bond, by posting a bond in the penal sum determined in the ordinance establishing the authority, payable to the authority, for use and benefit of the authority approved by the board, and filed with the municipal clerk. The premium on the bond shall be deemed an operating expense of the authority, payable from funds available to the authority for expenses and operation; pursuant to Public Act 57 of 2018, 125.4205 sec. 205 (1).

Section 10.2. Legal Counsel. The Board may retain legal counsel to advise the Board in the proper performance of its duties and to represent the Authority in actions brought by or against the Authority.

ARTICLE V

COMMITTEES

Section 1. Committees and Subcommittees. The Board, by resolution adopted by a majority of the members, may designate and appoint one or more committees, each of which shall consist of two or more members, which committees shall have and exercise such authority as shall be granted to them by such resolution; provided, however, such committee shall not have the power or authority to adopt an agreement of merger or consolidation or an agreement for the sale, lease or exchange of all, or substantially all of the Authority's property and assets, dissolve the Authority or amend the rules of the Authority. Except as otherwise provided in such resolution, committee or subcommittee membership shall be approved by the Chair or other designated representatives of the Authority. Any member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Authority shall be served by such removal.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Authority and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize the chairman, agent or agents of the Authority, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authorization may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be submitted in the form of a purchaser order request to the City Treasurer, who will issue the check in the name of the Authority.

Section 3. Deposits. All funds of the Authority shall be immediately deposited to the credit of the Authority in such banks, trust, companies or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Authority any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Authority.

ARTICLE VII

BOOKS AND RECORDS

Section 1. Books and Record Keeping. The Authority shall keep correct and complete books and records of account and shall also 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 giving the names and addresses of the members entitled to vote. All books and records of the Authority shall be open to the public at all times. An annual audit shall be conducted by an independent Certified Public Accountant and published, and shall be in compliance with Public Act No. 2 of 1968 and Public Act 621 of 1978.

Section 2. Reporting. The Authority shall submit a report, on a form to be provided by Department of Treasury, to the municipality, the governing body of each taxing unit levying taxes which are subject to capture by the authority, and the Department of Treasury no later than 180 days after the end of the Authority's fiscal year. The report shall contain all required information pursuant to MCL 125.4911(1).

Section 2.1 TIF Plan Reporting. Authority must send a copy or an electronic mail link of its currently adopted development plan or its currently adopted tax increment finance plan, if separate from the development plan, to the Department of Treasury. This plan shall be re-submitted upon any amendments, changes, or alterations of the plan; pursuant to MCL 125.4912.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE IX

Eaton Rapids DDA
Bylaws
Adopted 2019 (Amended 12/9/2022)

AMENDMENTS TO RULES

These rules may be altered, amended or repealed and new rules may be adopted by a majority of the members present at any regular meeting if written notice is given of intention to alter, amend or repeal or to adopt new rules at such meeting. The full nature of the rule change shall be included in the notice.

Adoption of rule changes shall require affirmative votes by the majority of the members appointed.

ARTICLE X

PARLIAMENTARY AUTHORITY

The rules contained the current edition of Robert's Rules of Order shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

Adopted by the Eaton Rapids Downtown Develop Authority Board on the 8th of February, 2019, with amendments made February 14, 2020, and February 11, 2022.

Don McNabb, Chairman

Bill DeFrance, Vice Chair