

## BYLAWS

### SOUTHGATE DOWNTOWN DEVELOPMENT AUTHORITY

#### ARTICLE I

Section 1. GENERAL POWERS. Except as otherwise provided, the business affairs of the Southgate Downtown Development Authority (DDA), shall be managed by its Board. The Board shall have general management and control of the business and affairs of the DDA and shall exercise all of the powers that may be exercised or performed by the DDA under the statute of the State of Michigan, Public Act 197 of 1975, City of Southgate Ordinances, Articles of Incorporation or the Bylaws.

Section 2. NUMBER. The number of members sitting on the Board shall consist of no less than nine (9) nor greater than twelve (12) members.

Section 3. APPOINTMENT. The current Mayor of the City of Southgate (Mayor) shall have a seat on the Board. The Mayor, subject to approval of City Council shall appoint all other members.

Section 4. MEMBERSHIP SECTORS. There are four (4) sectors or categories of Board membership. A member that qualifies for more than one (1) category may satisfy the mandatory membership requirements.

1. MAYOR (*Mandatory*) - The current Mayor shall have a seat on the Board.
2. RESIDENT (*Mandatory*) - Whenever the Downtown Development District (the District) has 100 or more persons residing within its boundaries, at least one (1) member shall be a resident of the District.
3. STAKEHOLDER (*Mandatory*) - Not less than a majority of the members shall have an interest in the property located in the District. An "interest" is described as residency, property ownership and/or business ownership.
4. AT-LARGE - The "At Large" members would be selected on the basis of enhancing the total effectiveness of the Board by bringing specific skills, qualities, community insight, or other needed attributes to the Board.

Section 5. RESTRICTIONS ON MEMBERSHIP. With the exception of the Mayor, no one who is currently serving as an elected official shall be allowed to serve on the Board.

Section 6. TERM OF OFFICE. A board member shall hold office until the member's successor is appointed. All seats on the Board shall have a term of four (4) years and be staggered as nearly as practicable. The Mayor's position shall coincide with the mayoral term of office and cease when the Mayor leaves office.

Section 7. REMOVAL. Pursuant to notice and after having an opportunity to be heard, a member of the Board may be removed, with cause, by a vote of the Southgate City Council. Being absent from three (3) consecutive **regular** board meetings shall constitute cause for removal.

Section 8. BOARD VACANCIES. Vacancies occur when a board seat is vacated between terms. The right to fill vacancies is reserved exclusively to the Mayor and shall be made for the balance of the vacated term only. Vacancies of a particular sector shall be filled with the same or in accordance with Article I, Section 4.

Section 9. REGULAR MEETINGS. Regular meetings of the Board shall be scheduled on a monthly basis at a date and time determined by the Board at its January meeting. Changes may be made in the regular meeting schedule due to lack of actionable items. Such changes shall be communicated to the Board. All regular meetings shall be conducted in public and held in compliance with the Open Meeting Act, Act No. 267 of Public Acts of 1976 as it currently exists and as amended in the future. Public notice of the time, date and place of the meeting shall be given in a manner required by the Open Meetings Act.

Section 10. SPECIAL MEETINGS. Special meetings of the Board may be called by the Chairperson or shall be called by the Secretary on the written request of not less than three (3) board members. All special meetings shall be conducted in public and held in compliance with the Open Meeting Act, Act No. 267 of Public Acts 1976 as it currently exists and as amended in the future. Public notice of the time, date and place of the meeting shall be given in a manner required by the Open Meetings Act. A special meeting shall be held only when notice of the time and place thereof is mailed/electronic transference or delivered personally to each board member, at the address which appears on the records of the DDA, at least two (2) days before the day on which the meeting is to be held. The business to be transacted at, and the purpose of, a special meeting must be specified in the notice of the meeting.

Section 11. MEETING BY CONFERENCE TELEPHONE OR OTHER TECHNOLOGICAL CONVEYANCE. A member of the Board or of a committee designated by the Board may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. However, a person participating in a meeting by means of a conference telephone or similar communication equipment shall not be counted for purposes of voting or determining the presence or a quorum.

Section 12. QUORUM. A quorum at a meeting of the Board for the transaction of business is constituted by a majority of the members of the Board.

Section 13. REQUIRED VOTE. Amendment of the Bylaws by the Board requires the vote of not less than two-thirds ( $\frac{2}{3}$ ) of the members of the Board then in office. For all other purposes, unless the vote of a larger number is required by the Act, the vote of the majority of the members present at the meeting at which a quorum is present constitutes the action of the Board or of the committee. At all meetings of the Board, each board member present shall have only one (1) vote.

Section 14. ADJOURNMENT. In the absence of a quorum, a majority of the board members present at the time and place of any meeting may adjourn such meeting from time to time until a quorum is present.

Section 15. PROCEDURAL PROCESS FOR THE CONDUCTING OF MEETINGS. All board meetings shall be conducted under a prescribed framework, such as Roberts Rules of Order or board practice.

Section 16. COMPENSATION. Board members shall not receive any salary from the DDA, but the Board may reimburse a member(s) for actual, reasonable and necessary expenses incurred in his or her capacity as a board member.

## **ARTICLE II – RECORDS**

Section 1. EXPENSES. All expense items of the Board shall be publicized monthly and the financial records shall always be open to the public.

Section 2. OTHER DOCUMENTS. All writings prepared, owned, used, in the possession of, or retained by the Board in performance of an official function shall be made available to the public in compliance with the Freedom of Information Act, Act No. 442 of the Public Acts of 1976, being sections 15.231 to 15.246 of the Michigan Compiled Laws, as amended from time to time.

### **ARTICLE III – COMMITTEES**

Section 1. COMMITTEES. The Chairperson and/or the Board may designate one (1) or more committees, with each committee consisting of one (1) or more board members of the DDA to serve in an advisory capacity to the Board. The Chairperson may designate one (1) or more board members as alternate members at a meeting of a committee. A committee, and each member, shall serve at the pleasure of the Board and/or Chairperson. A majority of any committee will constitute a quorum.

Section 2. COMMITTEE CATEGORIES. Standing Committees may be established to serve in an advisory capacity to the Board to address reoccurring issues or subjects. Ad-hoc Committees may be established to meet the need of a particular project or issue that is not of a reoccurring nature. Ad-hoc Committees, in general, should be given a specific change and, once that task is completed, become inactive.

### **ARTICLE IV – OFFICERS**

Section 1. NUMBER AND ELECTION. The officers of the DDA shall consist of a Chairperson, Secretary, Treasurer, and may consist of one (1) or more Vice-Chairpersons, and such other officers as may be determined by the Board. The Board shall appoint the officers at each January meeting or as necessary to fill vacancies.

Section 2. TERM OF OFFICE. An officer appointed, as herein provided, shall hold office for the term appointed and until a successor is appointed and qualified.

Section 3. REMOVAL. An officer elected or appointed by the Board may be removed by the Board, with or without cause, by a two-thirds ( $\frac{2}{3}$ ) vote.

Section 4. DUTIES OF OFFICERS. An officer, as between that officer and other officers and the corporation, has such authority and shall perform such duties in the management of the DDA as provided in these Bylaws, or as may be determined by resolution of the Board, consistent with these Bylaws. An officer shall discharge the duties of his/her position in good faith and with that degree of diligence, care and skill, which an ordinary prudent person would exercise under similar circumstances in a like position.

Section 5. THE CHAIRPERSON. The Chairperson shall preside at all meetings of the members and of the board when present. The Chairperson shall, in general, perform all duties and have all powers incident to the office of Chairperson and shall perform such other duties and have such other powers as, from time to time, may be assigned by these Bylaws or by the Board.

The Chairperson shall act as the only public spokesperson for the Board. No other board member, officer or committee member shall be authorized to speak on behalf of the board unless authorized by the Chairperson.

Section 6. THE VICE-CHAIRPERSON(S). At the request of the Chairperson or in the event of his/her absence or disability, the Vice-Chairperson designated by the Chairperson (or in the absence of such designation, the Vice-Chairperson designated by the Board) shall have all the powers of, and be subject to all the restrictions upon, the Chairperson. Any Vice-Chairperson shall perform such other duties and have such other powers as, from time to time, may be assigned by these Bylaws, the Board, or the Chairperson.

Section 7. THE SECRETARY. The Secretary shall keep the minutes of the proceedings of the members and of the Board in one (1) or more books to be kept for that purpose. The Secretary shall, in general, perform all duties and have all powers incident to the office of Secretary and shall perform such other duties and have such other powers as may, from time to time, be assigned by the Bylaws, the Board, or the Chairperson. The Secretary shall give all notices required by the Articles or Bylaws. The duties of the Secretary may be assigned to an individual currently not on the Board, but for the purpose of serving as "recording" Secretary.

Section 8. THE TREASURER. The Treasurer shall have custody of the DDA funds and securities and shall keep full accurate accounts of the receipts and disbursements in books belonging to the DDA. The Treasurer shall cause all moneys and other valuable effects to be deposited in the name and to the credit of the DDA in such depositories as may be designated by the Board consistent with City ordinances. The Treasurer shall cause the funds of the corporation to be distributed when such disbursements have been duly authorized, taking proper vouchers for such disbursements, and shall render to the Chairperson of the Board, whenever requested, an account of all transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall, perform all duties and have all powers incident to the office of Treasurer and shall perform such other duties and such other powers as may, from time to time, be assigned by these Bylaws, the Board, or the Chairperson. The duties of the Treasurer may be assigned to an individual currently not on the Board, but for the purpose of fulfilling the responsibilities of this office (i.e. the City of Southgate Assistant City Administrator/Finance Director).

#### **ARTICLE V - GENERAL PROVISIONS**

Section 1. CORPORATE LOAN, GUARANTEE OR ASSISTANCE FOR ITS OFFICERS OR EMPLOYEES. The DDA may not lend money to, guarantee an obligation of, or otherwise assist an officer, member or employee of the DDA.

Section 2. DISCLOSURE OF INTEREST. A board member who has any interest in any matter before the DDA shall disclose such interest prior to the Board taking action with respect to such matter, which disclosure shall become part of the record of the official proceedings. The interested board member shall refrain from participating in any proceedings related to a matter wherein such a potential conflict of interest exists.

#### ARTICLE VI – INDEMNIFICATION

**A board member who is acting or reasonably believes he or she is acting within the scope of his or her authority and meets the requirements of MCLA 691.1407 as amended or any other applicable law regarding governmental or volunteer immunity shall be immune from Tort Liability. An insurance policy to indemnify board members who act within the scope or reasonably believes he or she is acting within the scope of his or her authority shall be maintained for all board members.**

#### ARTICLE VII - AMENDING OR REPEALING BYLAWS

Section 1. POWER TO AMEND OR REPEAL. The power to amend or repeal the Bylaws or adopt new Bylaws is subject to the approval of the Southgate City Council.

Adopted on the 19th day of October, 2006, by resolution of the Board of Directors of the Southgate Downtown Development Authority.

Amended on the 15<sup>th</sup> day of February, 2018, by resolution of the Southgate Downtown Development Authority Board Members. Approved on the 21<sup>st</sup> day of March, 2018, by the Southgate City Council.

BY: 

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Wally Kleit - Secretary  
Southgate Downtown Development Authority