

CITY OF MOUNT CLEMENS DOWNTOWN DEVELOPMENT AUTHORITY

BYLAWS

ARTICLE I BOARD OF DIRECTORS

Section 1 Board. The business and property of the authority shall be managed and directed by the board of directors, which currently consist of 10 members plus the chief executive officer of the municipality (Mayor), who are appointed by the Mayor of Mount Clemens subject to the approval of the City Commission and shall serve for four (4) year terms beginning with the date of their respective appointment and ending on the anniversary of June 30th of the fourth fiscal year of their appointment.

Section 2 Election of Officers and Fiscal Year. The fiscal year of the authority shall begin on July 1st of each year and end of the next succeeding June 30th. The board annually at its first regular meeting in July shall designate one of its members as chairperson and another as vice-chairperson. Each officer shall serve a term of one (1) year or any part thereof as may be determined and until a successor is designated. No term of office created under this section shall extend beyond the term of the member designated.

Section 3 Executive Director and Officers. The board may employ and fix the compensation of an Executive Director, subject to the approval of the City Commission. The Executive Director shall not be a member of the board. The board may also employ and fix the compensation of a Secretary and Treasurer, who need not be members of the board. The Executive Director, Secretary, and Treasurer shall serve at the pleasure of the board for no definite term of office. The board may retain legal counsel to advise the board in the proper performance of its duties. The legal counsel shall represent the authority in actions brought by or against the authority.

Section 4 Removal from Office. Members are automatically removed from office by death, resignation, or for cause after notice and an opportunity to be heard by the governing body.

Section 5 Downtown Development Authority Powers. The board may exercise all powers provided by Act 57, Public Acts of Michigan, 2018, as amended, or otherwise by law including those bestowed by the ordinance establishing the authority, as hereinafter set forth in Article IV of these bylaws.

Section 6 Technical Assistance. The board shall have the power to engage and employ such manual, clerical, technical, financial, and professional assistants as in its judgment may be necessary and is incidental to carry out the purposes of the authority.

Section 7 Seal. The board may adopt an official seal.

Section 8 Annual Audit. The board shall cause an annual audit of its business to be made and the result thereof shall be submitted to the City Commission.

ARTICLE II **MEETINGS**

Section 1 Public Meetings. Meetings of the board shall be held in accordance with the provisions of the Michigan Open Meetings Act, being Act 267 of the Public Acts of Michigan, 1976, as amended, and shall be held in the City of Mount Clemens, County of Macomb, Michigan.

Section 2 Regular Meetings. Regular meetings of the board shall be held at such time and place as the board shall from time to time determine. Regular meetings shall be held, at a minimum, once per month unless the board determines otherwise. The chairperson has the authority to cancel a regular meeting. Rather than cancel a scheduled regular meeting due to a lack of agenda items, the chairperson is encouraged to use that regular meeting time as a training session for topics relevant to the board's strategic planning efforts.

Section 3 Special Meetings. Special meetings of the board may be called by or at the request of the chairperson or Executive Director with at least two days written notice of the time and place of the meeting. A waiver of notice in writing signed by a member entitled to such notice, whether before or after the time of the meeting, shall be deemed the equivalent of the giving of such notice.

Section 4 Quorum and Voting. A majority of members of the board shall constitute a quorum for the transaction of business. If eligible voting membership is reduced due to a conflict of interest (Article II, Section 5), a majority of the remaining members shall constitute a quorum for voting and the transaction of business. A vote of the majority present at a meeting in which a quorum is filled shall constitute an official action of the board, unless the vote of a larger number is required by statute or elsewhere in these bylaws.

Section 5 Disclosure of Interests. Any member of the board who has a direct or indirect financial interest in any matter before the authority shall disclose said interest prior to the board taking any action regarding the matter. Said disclosure shall become a part of the record of the board's official proceedings. Any board member making such a disclosure shall not be permitted to participate in the deliberation or decision-making relative to the matter. All conduct of board members shall be subject to Act 317, Public Acts of Michigan, 1968 ("Contracts of Public Services with Public Entities") and Act 196, Public Acts of Michigan, 1973 ("Standards of Conduct for Public Officers and Employees"), each as amended.

Section 6 Meeting Minutes. Draft minutes of any meeting of the board will be emailed to all members for their review prior to the next regularly scheduled meeting. Minutes of closed meetings shall be maintained in conformity with and be subject to the provisions of the Michigan Open Meetings Act.

Section 7 **Parliamentary Authority.** The rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall govern the meetings of the board in all cases in which they are applicable and consistent with these bylaws and any other special rules of order the board may adopt.

ARTICLE III **OFFICIALS**

Section 1 **Chairperson and Vice-Chairperson.** The chairperson shall preside at all meetings of the board and shall do and perform other such duties as may be from time to time assigned by the board. The vice-chairperson shall perform the duties of the chairperson in the chairperson's absence and such other duties shall from time to time be assigned by the board.

Section 2 **Executive Director.** (1) The Executive Director shall be the chief executive officer of the authority. Before entering upon the duties of the office, the Executive Director shall take and subscribe to the constitutional oath and 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 of operation. Subject to the approval of the board, the Executive Director shall supervise, and be responsible for, the preparation of plans and the performance of the functions of the authority in the manner authorized by law. The Executive Director shall attend the meetings of the board and shall render to the board and to the City Commission reports as requested covering the activities and financial condition of the authority. If the Executive Director is absent or disable, the board may designate a qualified person as Acting Executive Director to perform the duties of the office. Before entering upon the duties of the office, the Acting Executive Director shall take and subscribe to the oath, and furnish bond, as required of the Executive Director. The Executive Director shall furnish the board with information or reports governing the operation of the authority as the board may require from time to time.

(2) The Executive Director annually shall prepare and submit for the approval of the board a budget for the operation of the authority for the ensuing fiscal year. The budget shall be prepared in the manner and contain the information required of municipal departments. Before the budget may be adopted by the board, it shall be approved by the governing body of the municipality. Funds of the municipality shall not be included in the budget of the authority except those funds authorized by law and by the City Commission.

Section 3 **Secretary.** The secretary shall maintain custody of the official seal and of records, books, documents, or other papers of the authority not required to be maintained by the treasurer. The secretary shall attend meetings of the board and keep a record of its proceedings and shall perform such other duties delegated by the Board.

Section 4 **Treasurer.** The treasurer shall keep the financial records of the authority. The Executive Director shall approve all vouchers for the expenditure of funds of the authority. The treasurer shall perform such other duties as may be delegated by the board and shall furnish bond in an amount as prescribed by the board.

Section 5 Bills. All expenditures shall be reported by the treasurer to the board after approval for payment by the Executive Director.

ARTICLE IV
BYLAWS

Section 1 Bylaw Amendments. The board shall have the power to make, alter, or amend the bylaws in whole or in part, to be effective upon approval of the City Commission. Written copies of the proposed changes shall be delivered to the board prior to submission for approval at the next preceding regular or special meeting of the board.

Adopted August 4, 2021



City of Mount Clemens
Downtown Development Authority
Chairperson

Approved by the City Commission of the City of Mount Clemens on Monday September 21st 2021



City of Mount Clemens
City Clerk