

**VILLAGE OF ALMONT
DOWNTOWN DEVELOPMENT AUTHORITY
BY- LAWS**

**ARTICLE I
BOARD MEMBERSHIP**

Section 1: Membership

The DDA Board of Directors shall be comprised of the Village Council President and ten (10) members appointed by the Village Council President, subject to confirmation by the Village Council. Not less than a majority of the members shall be persons having an interest in property located in the DDA district including officers, members, trustees, principals, or employees of a legal entity having an interest in property located in the downtown district. At least one (1) of the members shall be a resident of the DDA District, if the DDA District has one hundred (100) or more persons residing in it. Each member shall serve a term of four (4) years but for the Council President whose term shall coincide with his or her term as President. An appointment to fill a vacancy shall be made by the Council President, upon confirmation by the Village Council, for the remainder of the unexpired term. Not more than 2 (including the Village President) Village Council members may serve on the DDA Board at one time. Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

Section 2: Oath

Before assuming the duties of office, a member of the Board shall qualify by taking and subscribing to the constitutional oath of office as administered by the Almont Village Clerk.

Section 3: Conflict of Interest

A member of the Board who has a direct interest in any matter before the Authority shall comply with the conflict of interest policy as adopted by the Board.

If there is a question whether a conflict of interest exists, the question shall be put before the Board of Directors. Whether a conflict of interest exists shall be determined by a majority vote of the remaining members of the Board of Directors.

Conflict of Interest Policy:

A Board member who has a 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 a disclosure shall then refrain from participating in the Authority's decision-making process, which would include comments and or discussion relative to the matter. Failure of a member to disclose a potential conflict of interest as required by these Bylaws constitutes malfeasance in office. The Board members and the Authority shall comply with Michigan Public Act 317 of 1968 as amended, being Michigan Compiled Law 15.321 et. seq., or any other Michigan statute governing conflict of interest of Downtown Development Authority members then in effect.

A conflict of interest exists when:

1. The Board member has a business or financial interest in the matter or property involved or has a business interest in an applicant's company, agency or association.
2. An immediate family member is involved in any matter or request for which the DDA Board is asked to make a decision or recommendation. "Immediate family

member” is defined as the Board member’s spouse, children, step-children and their spouses, grandchildren and their spouses, parents and step-parents, brother and sister and their spouses, grandparents, fathers and mother-in-laws, or any person residing in the Board member’s household.

Section 4: Removal

Pursuant to notice and after having been given an opportunity to be heard, a member of the Board may be removed for cause by the Almont Village Council. A member of the Downtown Development Authority may be removed by the Almont Village Council, after written charges and a public hearing, for nonfeasance, misfeasance or malfeasance in office. Sufficient cause for removal includes, but is not limited to, a member of the board acquiring unexcused absences at three consecutive regular meetings, or 25 percent of such meetings in any calendar year. The member shall be deemed to have vacated their office, and the Almont Village Council may declare said office vacant. Upon such office being declared vacant, the President shall appoint with the approval of the Village Council a new member to fill such vacancy for the unexpired term.

ARTICLE II OFFICERS

Section 1: Officers

The officers of the Authority shall consist of a chairperson, vice chairperson, secretary and treasurer and executive director, if appointed.

Section 2: Elections

The officers of the Authority shall be elected in July of each year by the members of the Board. Each officer shall serve for one year or until his or her successor shall take office. Vacancies in office shall be filled by election of the Board.

Section 3: Chairperson

The chairperson shall be the chief executive and preside at all meetings of the Board. He/She shall sign all contracts or legal documents authorized by the Board of Directors, call special meetings pursuant to these By-Laws and shall perform such other duties as assigned to him or her by the Board. The President of the Village Council is prohibited from serving as the chairperson of the Board.

Section 4: Vice-Chairperson

The vice chairperson shall preside whenever the chairperson is unavailable and shall perform such other duties as assigned to him/her by the Board. In the event that the office of the chairperson becomes vacant, the vice-chairperson shall serve as chairperson until a new chairperson is elected. If neither the chairperson nor the vice chairperson is available to preside at a meeting, a temporary presiding officer shall be elected for that meeting.

Section 5: Secretary

The secretary shall attend meetings of the Board and keep a record of the proceedings as well as oversee the activities of the recording secretary should there be one. The Board may choose to employ and fix the compensation of a recording secretary, who shall maintain custody of the official records, books, documents, or other papers not required to be maintained by the treasurer. The secretary shall keep minutes of all meetings of the Board of Directors and sign the adopted version of

the minutes. He/She shall be responsible for all correspondence and notices pertaining to meetings and official acts of the Board of Directors. The secretary shall perform such other duties as assigned to him or her by the Board. The DDA executive director may serve in the capacity of the recording secretary.

Section 6: Treasurer

The treasurer shall keep the financial records of the Authority and who, together with the executive director, if any, shall approve all accounts payable vouchers for the expenditure of funds of the Authority. The treasurer shall provide such reports on the DDA's finances as requested by the Board of Directors. The treasurer is responsible for the coordination of the annual DDA audit as well as the filing of required annual reporting documents. The treasurer shall perform such other duties as may be delegated to him or her by the Board and shall furnish bond in an amount prescribed by the Village of Almont Charter.

Section 7: Director

The Board may employ and fix the compensation of an executive director. The executive director shall serve at the pleasure of the board. A member of the Board is not eligible to hold the position of executive director. Relatives by blood or marriage of any Village Council or DDA Board of Directors member or Village Manager within the second degree of consanguinity or affinity, shall be disqualified from serving as the DDA executive director during the term of office of such Village Manager, Village Council or DDA board member.

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 amount of \$5,000 payable to the Authority for the use and benefit of the Authority, approved by the Board, and filed with the Clerk of the Village of Almont. The premium on the bond shall be considered an operating expense of the Authority, payable from funds available to the Authority for expense of operation.

The executive director shall be the chief executive officer of the Authority. 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 Public Act No. 197 of 1975. He/she shall attend the meetings of the Board and shall render to the Board and to the governing body a regular report covering the activities and financial condition of the Authority. He/she shall furnish the Board with information or reports governing the operations of the Authority, as the Board requires. If the executive director is absent or disabled, the Board may designate a qualified person as acting executive director to perform the duties of the office, the acting executive director shall take and subscribe to the constitutional oath and furnish a bond as required by the executive director.

ARTICLE III
MEETINGS

Section 1: Location

Regular meetings of the Board shall be held at the Village offices of the Village of Almont or such other location as designated by the Board. The meetings of the Board shall be public.

Section 2: Regular Meetings

Regular meetings of the Board of Directors shall be held at the Almont Village Offices on the fourth Wednesday of each month at 7:00 pm unless scheduled otherwise. The dates and times shall be posted at the Village office in accordance with the Open Meetings Act. Any changes in the date or time of the regular meetings shall be posted and noticed in the same manner as originally established.

Section 3: Special Meetings

Special meetings may be called by the chairperson, the DDA executive director, or by any two members of the Board of Directors who submit a written request to the chairperson or DDA executive director. The business which the Board of Directors may perform shall be conducted at a public meeting held in compliance with the Open Meetings Act. Public notice of the time, date, and place of the special meeting shall be given in a manner as required by the Open Meetings Act, and the recording secretary (or DDA executive director) shall send written notice of a special meeting to each board member not less than forty-eight (48) hours in advance of the meeting.

Section 4: Committees

The Board may, by resolution, designate one or more committees, each committee to consist of not more than 4 (four) board members. The Board may designate one or more members as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. A committee and each member thereof shall serve at the pleasure of the Board.

Section 5: Quorum

In order for the Board of Directors to conduct business or take any official action, a quorum shall be present. A quorum is considered a simple majority of the number of currently serving members of the Board of Directors. When a quorum is not present, no official action, except for closing the meeting may take place. The Board of Directors may discuss matters of interest, but can take no action until the next regular or special meeting.

Section 6: Public Participation

All regular and special meetings shall be open to the public. All public comment on all agenda items should be presented at the beginning of the meeting where provided in the printed agenda, unless otherwise permitted by the chairperson. The chairperson may limit the amount of time allowed for each person wishing to make public comment to three (minutes) at a meeting.

Section 7: Motions

Motions shall be restated by the chairperson before a vote is taken. The name of the maker and supporter of the motions shall be recorded.

Section 8: Voting

An affirmative vote of the majority of the members of the Board of Directors present at a meeting shall be required for the approval of any requested action, unless statute requires otherwise. Voting shall ordinarily be voice vote; provided however that a roll call vote shall be required if requested by any Board member or directed by the chairperson. All members of the Board including the chairperson shall vote on all matters. Any member may be excused from voting but only if that person has a bonafide conflict of interest as set forth in these By-Laws.

Section 9: Minutes

All meetings and records of the Authority shall be open to the public. The DDA shall make proposed minutes available for public inspection within 8 business days after the meeting to which the minutes refer. The DDA shall make approved minutes available for public inspection within 5 business days after the meeting at which the minutes are approved by the public body.

Section 10: Order of Business

The normal order of business shall be:

- a. Call to order
- b. Roll call
- c. Public comment
- d. Approval of minutes
- e. Treasurer's report
- f. DDA Director report
- g. New business
- h. Old business
- i. Adjournment

Section 11: Annual Meeting

The annual meeting of the Authority shall be held in July of each year. The business of the annual meeting shall include the election of officers.

ARTICLE IV **RECORDS**

Section 1: Records

The Authority shall keep correct and complete records of books and accounts and minutes of all regular and special meetings. The records shall be kept at the principal office of the Authority, which will have a record of the names and addresses of the members. All books and records, financial or otherwise, of the Authority shall be made available to the public in compliance with the Michigan Freedom of Information Act. In addition to the records prescribed herein writings prepared, owned, used, in the possession of, or retained by the Board in the performance of an official function shall be made available to the public in compliance with Act No. 442 of the Public Acts of 1976. An annual audit by an independent Certified Public Accountant will be conducted.

Section 2: Fiscal Year

The fiscal year of the Authority shall be July 1st through June 30th.

ARTICLE V **INDEMNIFICATION**

Section 1: Indemnification

The DDA shall defend, save harmless and indemnify any officer, Board member, employee or volunteer of the DDA, whenever a claim is made or civil action is commenced against said party, including any tort or negligence action, professional liability claim or demand, or any other legal action, whether groundless or otherwise, while in the course of employment with or actions on behalf of the DDA, and while acting within the scope of his/her authority, such authority to include all obligations and commitments, as created by statute or these By-Laws. The DDA may compromise and settle any such claim or suit and pay the amount of any settlement or judgment thereon; provided, however, that nothing herein shall obligate the DDA to pay the costs, expenses or attorney fees for defending any criminal action brought by any State or Federal authority.

Section 3: Insurance

The Board may purchase and maintain a professional Liability/Errors & Omissions Insurance Policy on behalf of any person who is or was a member or officer of the corporation against any liability asserted against the officer or employee and incurred by them in any such capacity or arising out of their status as such, whether or not the Board would have power to indemnify that person against such liability under Sections 1 and 2 of this article. Any insurance policy purchased and maintained by the Authority shall list the Village of Almont as co-insured.

**ARTICLE VI
AMENDMENTS**

Amendments to these By-Laws may be proposed at any meeting of the Board. In order to become effective, any amendment to these By-Laws must be approved by at least two thirds of the regular members of the Board and approved by the Almont Village Council.

The undersigned Secretary of the Board of the Downtown Development Authority of the Village of Almont hereby certifies that these By-Laws as Amended and Restated were duly adopted by the Board at a meeting held on the ____ day of _____, 2015.

Steven Schneider, Secretary

The undersign Village Clerk of the Village of Almont hereby certifies that these By-Laws as Amended and Restated, were approved by the Village Council of the Village of Almont at a regular meeting held on the ____ day of _____, 2015.

Kimberly Keesler, Village Clerk