

Downtown Development Authority

BYLAWS

Approved: December 2018



Article I – Name

The name of this authority is the **Downtown Development Authority of the Village of Three Oaks** (the "Authority").

Article II – Purpose, Powers, & Mission Statement

Section 1 – Purpose

The purpose(s) for which the Authority is organized are as follows: To act as a Downtown Development Authority in accordance with Act 197 of the Public Acts of 1975, as amended, including but not limited to:

- a. to correct and prevent deterioration in the Downtown Development District;
- b. to encourage historic preservation;
- c. to create and implement development plans in cooperation with the Village;
- d. to promote economic growth, and;
- e. to increase tax valuation where possible.

Section 2 – Powers

The Authority shall exercise such powers and duties as are provided by and in accordance with the provisions of Act 197 of the Public Acts of 1975, as amended, and Ordinance 187 of the Village of Three Oaks.

Section 3 – Mission Statement

The Downtown Development Authority of the Village of Three Oak's mission is to promote and enhance a vibrant, culturally rich downtown business district, while retaining our small-town charm.

Article III – Board

Section 1 – General Powers

The Authority shall be under the supervision and control of a Board of Directors.

Section 2 – Number, Tenure, & Qualifications

The Board of the Authority shall consist of nine persons: The Village Council President and eight (8) other members. The members shall be appointed for a term of four years except that of members first appointed, two shall be appointed for one year, two for two years, two for three years, and two for four years. Not less than the majority of the members shall be persons having an interest in property located in the downtown district. The term of office shall begin on the first day of May.

Section 3 – Selection of Board Members

The Village President shall appoint the members of the board. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office.

Section 4 – Compensation of Members

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

Section 5 – Replacement & Vacancies

Subsequent directors shall be appointed in the same manner as original appointments at the expiration of each director's term of office. A director whose term of office has expired shall continue to hold office until their successor has been appointed by the Village President. A director may be re-appointed in the above manner to serve additional terms.

Section 6 – Removal of a Board Member

Section 4(4) of Act, MCL 125.1654(4), states a member may be removed for cause by a majority vote of the Three Oaks Village Council. Each director so removed shall have received prior notice and an opportunity to be heard.

Section 7 – Conflict of Interest

A director who has direct interest in any matter before the Authority will disclose their interest prior to the Authority taking any action with respect to the matter, which disclosure shall become part of the record of the Authority's official proceedings, and the interested director shall further refrain from participation in the Authority's proceedings relating to the matter.

Article IV – Meetings

Section 1 – Meetings

Meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or any two directors. The meetings of the Board of Directors shall be public, and the appropriate notice of such meetings shall be provided to the public.

Section 2 – Notice

Notice of any meetings shall be given in accordance with the Open Meetings Act (Act No. 267 of the Public Acts of 1976).

Section 3 – Quorum

A majority of the members of the Board of Directors, then in office, constitutes a quorum for the transaction of business at any meeting of the Board of Directors, provide that:

1. If less than a majority of the directors are present at a meeting, a majority of the director's present may adjourn the meeting from time to time without further notice.
2. In the event that effective membership is reduced due to conflict of interest, a majority of the remaining members present at a meeting at which a quorum is present constitutes the action of the board of directors, unless the vote of a larger number is required by statutes, ordinance, or these by-laws. Amendment of the by-laws by the Board of Directors requires the vote of not less than a majority of the members of the board then in office.

Section 4 – Participation by Communication Equipment

A member of the Board of Directors or of a committee designated by the board may participate in a meeting by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other; but is not eligible to cast a vote. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting. The meeting must be conducted in compliance with the Open Meetings Act (Act No. 267 of the Public Acts of 1976).

Section 5 – Agenda

The Chairman will prepare agendas for all meetings and send them to the Authority members at least twenty-four (24) hours prior to the meeting. Any member of the Authority may request any item to be placed on the agenda.

Section 6 – Rules of Order

The Board shall adopt rules consistent with Act No. 267 of the Public Acts of 1976, governing its procedure, the holding of regular and special meetings, subject to the approval of the Village Council. All meetings of the Board shall be open to the public.

Article V – Officers

Section 1 – Officers

The officers of the Authority shall be elected by the Board of Directors and shall consist of a Chair, Vice-Chair, and Secretary. The board may also appoint a deputy secretary who need not be a member of the board. Two or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by-laws to be executed, acknowledged or verified by two or more officers.

Section 2 – Election & Term of Office

The officers of the Authority shall be elected annually by the Board of Directors. If the election of officers shall not be held or made at such meeting, such election shall be held or made as soon thereafter as is convenient. Each officer so elected or appointed and until their successor is elected or appointed and qualified, or until their resignation or removal.

Section 3 – Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled at any meeting of the Board of Directors for the unexpired portion of the term of such office.

Section 4 – Chair

Having set the agenda, with input from other board members, the Chair shall preside at all meetings of the board. The chair shall be ex, officio, a member of all standing committees. He or she shall also perform all duties incidental to the office and have the general powers and duties of supervision and management of the Authority.

Section 5 – Vice-Chair

The Vice-Chair shall perform such duties as are delegated by him by the Chair, and shall, in the absence or in the event of the disability of the chairperson, perform such other duties as the Board of Directors shall prescribe.

Section 6 – Secretary

The Secretary shall attend all meetings of the board and record all votes and the minutes of all proceedings in a book to be kept for that purpose within seven (7) days after the meeting; shall perform like duties for the standing committees when required; and shall further perform all duties incidental to the office of Secretary. The Secretary shall keep minutes in accordance with the provisions of the Open Meetings Act (Act No. 267 of the Public Acts of 1976).

Section 7 – Treasurer

The function of Treasurer shall be performed by the Treasurer of the Village of Three Oaks, including all duties incidental to the office of Treasurer. The Treasurer shall disburse the funds of the Authority as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the board, at the regular meetings of the board, or whenever they may require an account of all their transactions as Treasurer and of the financial condition of the Authority. The Treasurer shall give the Authority a bond if required by the Board of Directors in a sum and with one or more sureties satisfactory to the board for the faithful performance of the duties of their office, and for the restoration to the Authority, in case of their death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the Authority.

Section 8 – Delegation of Duties of Officers

In the absence of any officer of the Authority, or for any other reason that the board may deem sufficient, the board may delegate from time to time and for such time as it may deem appropriate, the powers or duties or any of them of such officer to any other officer or to any director, provided a majority of the board then in the office concurs there.

Section 9 – Salaries

The officers of the Authority shall serve without salary; provided that nothing herein contained shall be construed to preclude any officer from serving the Authority in any other capacity and receiving compensation therefore.

Article VI – Contracts, Loans, Checks, & Deposits

Section 1 – Contracts

The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.

Section 2 – Loans

No loan shall be contracted on behalf of the Authority and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and approved by the Three Oaks Village Council. Such authority may be general or confined to specific instances.

Section 3 – Checks, Drafts, Etc.

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be approved by such officer(s) or agent(s) of the Authority and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4 – Deposits

All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies, or other depositories as the Board of Directors may select.

Article VII – Financing of Authority

The activities of the Authority shall be financed as outlined in Village Ordinance 187.

Article VIII – Initiation of Projects

All requests for the assistance of this Authority shall be made in written form and should be addressed to the Secretary of this Board. Such request shall include the following information:

- Name, address, and business status of applicant.
- Brief personal or business history of the applicant.
- Narrative description of proposed project, including type of business to be conducted thereon and services to be provided thereby.
- Description and location of project area.
- Number of employment opportunities that will be afforded or retained in the community by the project.

Upon receipt of said application the Board shall tentatively assess the public purpose of the project, its desirability, suitability, and its economic feasibility. The Board may request such other data and information from the applicant as it deems appropriate. The Board shall not proceed with the project unless such tentative findings are made.

Article IX – Miscellaneous

Section 1 – District Boundaries

The Authority shall exercise its powers within the area of the downtown district of the Village of Three Oaks as authorized in Ordinance 187.

Section 2 – Fiscal Year

The fiscal year of the Authority shall correspond at all times to the fiscal year of the Village of Three Oaks.

Section 3 – Waiver of Notice

When the Board of Directors or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period to time, if at any time before or after the action is completed the person entitled to notice or to participate in the action to be take submits a signed waiver of such requirements.

Article X – Amendments

The by-laws may be altered or amended or repealed by the affirmative vote of a majority of the DDA Board and ratified by the Village Council.