

DOWNTOWN DEVELOPMENT AUTHORITY

Bylaws of The Downtown Development Authority of The City of Ypsilanti

Article I Purposes and Powers

Section 1. Purposes: The purpose or purposes for which the City of Ypsilanti Downtown Development Authority, (“Authority”) is organized are as follows: To act as a downtown development authority (“DDA”) in accordance with Act 197 of the Public Acts of 1975, as amended, and as from time to time amended; including particularly to correct and prevent deterioration in the downtown district(s); to encourage historical preservation; to create and implement development plans in the district(s), and to promote the economic growth and vitality of the district(s). In furtherance of these purposes, the Authority shall have all of the powers which now or hereafter may be conferred by law on Authorities organized under Public Act 197 of 1975, as amended, and as from time to time amended.

Section 2. Powers: As described in Section 7 of Public Act 197 of 1975, as amended, the Authority shall have the power or authority to:

- (a) Prepare an analysis of economic changes taking place in the downtown district(s).
- (b) Study and analyze the impact of metropolitan growth upon the downtown district(s).
- (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(s).
- (d) 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(s) and to promote the economic growth of the downtown district(s), and take such steps as may be necessary to persuade property owners to implement the plans to the fullest extent possible.
- (e) Implement any plan of development in the downtown district(s) necessary to achieve the purposes of Act 197, in accordance with the powers of the Authority as granted by Act 197.
- (f) Make and enter into contracts necessary or incidental to the exercise of its powers and performance of its duties.

- (g) Acquire by purchase or otherwise, on terms and conditions and in a 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 of interests therein, which the Authority determines is reasonably necessary to achieve the purposes of this Act, and to grant or acquire licenses, easements, and options with respect thereto.
- (h) 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(s) for the use, in whole or in part, of any public or private person or corporation, or a combination thereof.
- (i) 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.
- (j) Lease any building or property under its control, or any part thereof.
- (k) Accept grants and donations of property, labor, or other things of value from a public or private source.
- (l) Acquire and construct public facilities.

Article II

Board of Directors

Section 1. General Powers: The Authority shall be under the supervision and control of a Board of Directors who may exercise all powers provided in Act 197 of the Public Acts of 1975, as amended.

Section 2. Number, Tenure, and Qualifications: The Board of Directors of the Authority shall consist of the Mayor of the City of Ypsilanti and not less than eight (8) or more than twelve (12) Board members as determined by the City Council of the City of Ypsilanti. Not less than a majority of the Board members shall be persons having an interest in property located in the downtown district(s). Not less than one (1) of the Board members shall be a resident of the downtown district(s), if the downtown district(s) have one hundred (100) or more persons residing within it.

Section 3. Selection of Board Members: The Mayor of the City of Ypsilanti with the advice and consent of the City Council shall appoint the members of the Board. Of the first Board of Directors appointed, an equal number as near as practicable shall be appointed for terms of one (1) year, two (2) years, three (3) years, and four (4) years. Thereafter, each Board member shall serve for a term of four (4) years. Subsequent Board members shall be appointed in the same manner as the original appointments at the expiration of each Board member's term of office. Before assuming the duties of office, a Board member shall qualify by taking and subscribing to the constitutional oath of office.

Section 4. Compensation of Board of Directors: Board members shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

Section 5. Expiration of Term, Continuation in Office, Reappointment, and Filling Vacancies: Board members whose terms of office have expired shall continue to hold office until a successor has been appointed. If a vacancy is created by the death, resignation, or removal of a Board member, a successor shall be appointed by the Mayor of the City of Ypsilanti within thirty (30) days to hold office for the remainder of the term so vacated.

Section 6. Attendance: All Board members are required to attend no less than 75% of all regularly scheduled meetings, including the mandatory annual meeting, and no less than 75% of all regularly scheduled committee meetings within any given fiscal year. The number of missed meetings will be tracked by the Executive Director, and upon reaching the noted threshold, the Chairperson will be notified and removal proceedings shall commence.

Section 7. Removal: Pursuant to proper notice, written explanation of rationale, and an opportunity to be heard, a Board member may be removed from office for neglect of duty including noncompliant attendance record (see Section 6), misconduct, malfeasance, or any other good cause. Following a majority vote of the Board to remove, a letter of recommendation shall be submitted to the City Council of the City of Ypsilanti. Upon a majority vote of the City Council to remove, the Board member shall be officially relinquished of their duties.

Section 8. Disclosure of Interest: A Board member who has a direct conflict of interest regarding any matter before the Authority shall verbally disclose his or her interest prior to the Authority taking any action with respect to the matter, and said disclosure shall become a part of the record of the Authority's official proceedings. Further, any Board member making such disclosure shall then refrain from participating in the Authority's decision-making process relative to such matter(s). Reference the Ypsilanti City Charter, Article IX Boards and Commissions, the Board of Ethics Ordinance, No. 90-819, and Ethics Resolutions 91-29, 77-264-A.

Article III Officers

Section 1. Election of Officers: The officers of the Authority shall be a Chairperson, Vice-Chairperson, and Treasurer who shall be elected at the first regular meeting and at each annual meeting thereafter.

Section 2. Term of Office: Officers shall serve a term of one (1) year or any part thereof as may be determined, and until his or her successor is designated. No terms of office created under this section shall extend beyond the term of the Board member designated.

Section 3. Authority: Except as may be set forth in the bylaws, officers shall have no additional authority, no officer shall have the authority to act unilaterally, or direct the staff on behalf of the Authority.

Section 4. Delegation of Duties: In the absence of an officer of the Authority, the Board may delegate the duties of any officer to another member provided the majority of the Board members concur therein.

Section 5. Filling of Vacancies and Removal of Officers: A vacancy may be filled by the Mayor of the City of Ypsilanti for the unexpired portion of an officer's term in accordance with Article II, Section 5. An officer may be removed by the Board in accordance with Article II, Section 7. If the Board desires the removal of a Board member from their officer responsibilities, the rationale shall be the same as previously noted, but the decision shall be made by a majority of the Board membership.

Section 6. Chairperson: The Chairperson shall preside at meetings of the Board and shall do and perform such other duties as may be from time to time assigned to him or her by the Board.

Section 7. Vice-Chairperson: The Vice-Chairperson shall perform the duties of the Chairperson in the Chairperson's absence and such other duties as shall from time to time be assigned to him or her by the Board.

Section 8. Treasurer: The Treasurer or a designee shall prepare, with the assistance of appropriate City officials, an annual financial report covering the fiscal year of the Authority. The fiscal year of the authority shall be the same as that of the City.

Article IV Employment of Personnel

Section 1. Executive Director: The Board may employ and fix the compensation of an Executive Director, subject to the approval of the City Council of the City of Ypsilanti. The Executive Director shall serve at the pleasure of the Board who shall also provide policy direction for the position. A member of the Board is not eligible to hold the position of Executive Director. 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 Act 197 of the Public Acts of 1975, as amended. The Executive Director shall attend the meetings of the Board, and shall render to the Board and to the City Council of the City of Ypsilanti a report covering the activities and financial condition of the Authority. 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 Executive Director shall furnish the Board with information or reports governing the operation of the Authority as the Board requires.

Section 2. Legal Counsel: 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 3. Recording Secretary: A Recording Secretary (member of the DDA staff) shall attend all meetings of the Board and record all votes and the minutes of all proceedings, and shall maintain a minute book for that purpose. The Recording Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board. The Recording Secretary shall, when authorized by the Board, attest by signature to actions of the Board.

Section 4. Other Personnel: The Board may employ and fix the compensation of other personnel deemed necessary by the Board to assist the Executive Director and the officers in carrying out their duties.

Section 5. Contracts for Employee Services: The Authority may, at its discretion, contract with the City of Ypsilanti for administrative, planning, legal, or other services in support of its operations.

Section 6. Review of Executive Director, Legal Counsel, Recording Secretary, and Other Personnel Contracts: On no less than an annual basis, and prior to approving the annual budget, the Authority shall review the above noted employment contracts/agreements, provide feedback, and/or modify where deemed necessary. This does not include DDA staff, which shall be the purview of the Executive Director.

Article V

Meetings

Section 1. Annual Meeting: An annual meeting shall be held in September of each calendar year. The election of officers shall occur at the annual meeting. The evaluation of items such as the meeting dates and location, bylaws, policies and procedures, mission and goals, committee structure, and committee membership shall also occur at the annual meeting. If the election of officers should not occur on the day designated, or any adjournment thereof, the Board shall cause the election to be held at a regular or special meeting of the Board within ninety (90) days of the annual meeting.

Section 2. Regular Meetings: Regular meetings of the Board shall be held at a time and place to be set by the Board.

Section 3. Special Meetings: Special meetings shall be held whenever called by direction of the Chairperson, Executive Director, Mayor of the City of Ypsilanti, or any two (2) members of the Board. As per the Open Meetings Act (Section 5 below), notice of the meeting shall be provided to each Board member no less than eighteen (18) hours prior which denotes the time, location, and purpose.

Section 4. Closed Meetings/Sessions: Closed meetings/sessions shall occur consistent with the notice, purpose, and requirements provision of the Open Meetings Act (Section 5 below).

Section 5. Notice of Meeting: All meetings shall be preceded by public notice posted in accordance with the Open Meetings Act, Act 267 of the Public Acts of 1976, as amended. A similar notice shall be posted on the website, at the DDA office, and at City Hall.

Section 6. Agenda: The Executive Director, in coordination with the Chair and/or Executive Committee, shall prepare the agendas for all meetings and provide them to the Board members at least seven (7) days prior to a regular meeting or no less than twelve (12) hours prior to a special meeting. Any Board member may request that an item be placed on the agenda, but all such requests shall be submitted through the Chair and/or Executive Committee. However, the Executive Director shall utilize discretion in the quantity of scheduled items to maintain a maximum two (2) hour meeting timeframe.

Section 7. Quorum and Voting: A majority of the Board members in office shall constitute a quorum for the transaction of business. In the event that effective membership is reduced because of disclosure of a conflict of interest (Article II, Section 7) or vacancies, a majority of the remaining members eligible to vote shall constitute the action of the Board. Additionally, all officers must vote, but only if present (no by proxy votes), unless abstention is necessary due to the disclosure of a conflict of interest.

Section 8. Rules of Order: Robert's Rules of Order will govern the conduct of all meetings. However, the Board may also utilize the informal process of allowing friendly amendments to be incorporated into a motion, which assumes concurrence on the part of the motion maker.

Section 9. Open Meetings: All meetings of the Authority and its standing advisory committees shall be open to the public in accordance with the Open Meetings Act, Public Act 267 of 1976, as amended.

Article VI Advisory Committees

Section 1. Advisory Committees: The Board, by resolution adopted by a majority of the Board members present at any meeting, may designate and appoint one (1) or more committees to advise the Board. Except as otherwise provided in such resolution, the members of such committee shall be Board members of the Authority. Membership on the committees shall be voluntary unless an inadequate number of volunteers (less than three (3)) step forward at which point the Chairperson shall appoint the members thereof. All Board members shall serve on at least one (1) committee and no more than six (6) DDA Board members shall serve on each committee. However, any member may be removed by the person or persons authorized to appoint such member whenever in their judgments the best interests of the Authority shall be served by such removal (see Article II, Section 6). The quantity and role of the committees shall be formalized through a separate policy. However, the role of the committees, unless specifically noted otherwise, is limited to making recommendations to the DDA Board.

Section 2. Executive Committee: The Board, by resolution adopted by a majority of the Board members, may designate an executive committee comprised of such persons as the Chairperson of the each committee and specified members of the Board of Directors. The executive committee shall be authorized to make decisions between business meetings provided they do not involve significant financial obligations as defined in the funding and purchasing policy.

Section 3. Term of Office: Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Authority and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chair and Vic-Chair: Two (2) members of each committee shall be elected Chair and Vice-Chair by the committee members thereof. The term of office shall be commensurate with Board membership (see Section 3 above).

Section 5. Quorum: Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the acts of a majority of the members present at a meeting at which a quorum is present shall be the acts of the committee.

Article VII

Fiscal Year, Adopting of Budget, Financial Reports, Expending Funds and Contractual Obligations

Section 1. Fiscal Year: The fiscal year of the Authority shall begin on the 1st day of July and end on last day of June each year, or such other fiscal year as may hereafter be adopted by the City.

Section 2. Adoption of Budget: The Board shall annually prepare a budget and shall submit it to the City Council of the City of Ypsilanti. The Board shall not formally adopt a budget for any fiscal year until the budget has been approved by the City Council. The Board may, however, temporarily adopt a budget in connection with the operation of any improvements which have been financed by revenue bonds when required to do so by the ordinance authorizing the revenue bonds.

Section 3. Audit and Financial Reports: The Authority shall submit financial reports to the City Council. The Authority shall be audited annually by the same independent auditors auditing the City of Ypsilanti and copies of the audit report shall be filed with the City Council.

Section 4. Expending Funds: The expenditure of funds shall be in accordance with the funding and purchasing policy of the Authority which shall require the signature of at least one (1) officer of the Board and/or the Executive Director.

Section 5. Contracts: The Board shall authorize an agent or agents of the Authority to enter into any contract or execute and deliver any instrument on behalf of the Authority within the limits authorized by Public Act 197, as amended. The authorization may be general or confined to specific instances as per the policy of the Authority.

Article VIII

District Boundaries

The Authority shall exercise its powers within the downtown district(s) of the City of Ypsilanti as designated in the ordinance establishing the Authority, and as such ordinance may from time to time be amended.

Article IX
Miscellaneous

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.

Section 2. Corporate Seal: The Board may adopt a corporate seal.

Section 3. Books and Records: The Authority shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and its 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.

Article X
Amendments to Bylaws

Section 1. Amendments: The Board shall have power to make, alter, or amend the bylaws in whole or in part, to be effective upon approval of the City Council of the City of Ypsilanti, with written copies of the proposed changes having been given at the next preceding regular or special meeting.

Section 2. Temporary Bylaws: Until these bylaws shall become effective upon approval of City Council of the City of Ypsilanti, these bylaws shall be temporary bylaws for the Authority.

Adopted December 17, 2009.

By: _____
Dave Wheeler, Chairperson

Approved _____
By the City Council of the City of Ypsilanti

By: _____
Frances McMullan, City Clerk

**Downtown Development Authority of the
City of Ypsilanti
County of Washtenaw, State of Michigan**

**RESOLUTION APPROVING BYLAWS FOR THE
DOWNTOWN DEVELOPMENT AUTHORITY OF THE
CITY OF YPSILANTI**

Minutes of a regular meeting of the Board of Directors of the Downtown Development Authority of the City of Ypsilanti, County of Washtenaw, State of Michigan, held at SPARK East (215 West Michigan Avenue, Ypsilanti), on the 17th day of December 2009 at 8:00 AM, Eastern Standard Time.

PRESENT: Members Barnes, Donegan, L. French, S. French, Greff, Karnopp, James, Mauer, Rinehart, Schreiber, and Wheeler.

ABSENT: Members Coleman and Daniels.

The following preamble and resolution were offered by Member Greff and supported by Member S. French.

WHEREAS, the City of Ypsilanti (the "City") is authorized by the provisions of Act 197, Public Acts of Michigan, 1975, as amended ("Act 197"), to create a downtown development authority; and

WHEREAS, it is necessary for the best interests of the public, to halt property value deterioration and increase property tax valuation where possible in the business district(s) of the City, to eliminate the causes of such deterioration, and to promote economic growth; and

WHEREAS, a proposed ordinance designating a downtown district(s) and incorporating a downtown development authority pursuant to Act 197 has been adopted by the City Council; and

WHEREAS, the Board of Directors of the Downtown Development Authority of the City of Ypsilanti (the "DDA") deems it appropriate to approve the Bylaws of the DDA.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The Bylaws of the DDA, a form of which is attached hereto, are hereby approved.
2. The Chairperson of the DDA is hereby authorized to transmit a copy of the Bylaws, together with a certified copy of this resolution, to the City Council of the City of Ypsilanti requesting its approval.

3. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution are and the same hereby are rescinded.

AYES: Members Barnes, Donegan, L. French, S. French, Greff, Karnopp, James, Mauer, Rinehart, Schreiber, and Wheeler.

NAYS: Members _____.

YES: 11 NO: 0 ABSENT: 2 VOTE: approved