

**CITY OF RIVER ROUGE
DOWNTOWN DEVELOPMENT AUTHORITY**

Bylaws

ARTICLE I: AUTHORITY

The rules and procedures of the City of River Rouge Downtown Development Authority Board of Directors are subordinate and subject to the Public Act 197 of the Compiled Laws of Michigan of 1975, as amended (2018), and Ordinances No. 99-423 and 00-424, establishing the Downtown Development Authority.

ARTICLE II: TITLE

The title of the governing body shall be "Downtown Development Authority of the City of River Rouge Board of Directors", or "Board of Directors".

ARTICLE III: MEMBERS

Section 1. Number.

The Board of Directors shall be composed of eight (8) to twelve (12) members, as specified in Ordinance No. 99-423.

Section 2. Terms.

The terms of office of the members of the Board of Directors shall begin on the date of their appointment. The term of office of each member of the Board of Directors shall be four (4) years, except that in the case of the first Board of Directors appointed hereunder, an equal number of which shall be appointed for (4) four years, three (3) years, two (2) years, and one (1) year. The Mayor shall be a member pursuant to his/her office. All members shall hold office until their successors are appointed. Vacancies occurring otherwise than through the expiration of the term shall be filled for the unexpired term by the Mayor, subject to approval by the City Council. A majority of members must have an interest in property that is located in the Development Area.

Section 3. Removal.

Members of the Board of Directors may, after a public hearing, be removed from office in accordance with the provisions of the statute from which these Bylaws are adopted.

ARTICLE IV: OFFICERS

Section 1. Positions.

The officers of the Board of Directors shall be:

A Chairperson, who shall preside at all meetings and shall have such other duties as further

prescribed in the Bylaws, and shall have authority to preside at all Adjourned Meetings and call and preside at all Special Meetings.

A Vice-Chairperson, who shall, in the absence of the Chairperson or his/her inability to act, preside at all Adjourned Meetings, public hearings, and committee meetings of the Board of Directors and shall have the power to function in the same capacity as the Chairperson.

A Secretary, who shall have the authority to execute documents in the name of the Board of Directors and shall perform such other duties as the Board of Directors may, from time to time, determine.

A Treasurer, (who need not be a member of the Board of Directors), who shall distribute the funds of the Downtown Development 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 his/her transactions as Treasurer and of the financial condition of the Authority. The Treasurer shall give the Authority a bond if required by the Board in a sum, and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of the office, and for the restoration to the Authority in case of his/her death, resignation, retirement, or removal from office of all books, papers, vouchers, money, and other property of kind on his/her possession under his/her control belonging to the Authority.

Section 2. Terms.

The officers of the Board of Directors shall be elected each year for a one-year term by the Board of Directors at their first regular meeting in March, and shall hold office until their successors are elected and assume office.

Section 3. Absences.

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 office concurs.

Section 4. Staff.

The Board of Directors may hire an Executive Director who shall function as Chief Executive Officer and business manager of the Board of Directors. The Executive Director shall supervise the preparation of plans and the performance of the functions of the Downtown Development Authority in the manner authorized by the State Act. The Executive Director shall attend all meetings of the Board of Directors and shall have full right of discussion, but shall not have a vote on any matters. The Executive Director shall be responsible for the preparation of the budget of the Board of Directors and shall render to the Board of Directors and the River Rouge City Council a regular report governing the activities and the financial condition of the Downtown Development Authority.

ARTICLE V: MEETINGS

Regular meetings of the Board of Directors shall be held on the fourth Wednesday of each month at 5:00 p.m. Any Regular Meeting may be adjourned to a definite date,

by a majority vote of a quorum of the members. Adjourned or special Meetings may be held at any time or place established by the Board of Directors. Special Meetings may be held as necessary, subject to the call of the Chairperson or Acting Chairperson or upon the request of a majority of the Board of Directors.

ARTICLE VI: THE ORDER OF BUSINESS

Section 1. Order.

Roll Call
Approval of the Agenda
Approval of Minutes
Public Comment on Non-Agenda Items
Public Hearing(s) (*for a specific agenda item*)
New Business
Unfinished Business
Staff Communications
Board Member Comments
Adjournment

The Chairperson shall have the discretion to change the order of business whenever he or she deems it advisable to do so before the adoption of the agenda for the subject meeting.

Section 2. Parliamentary Procedure.

Parliamentary procedure shall be governed by Robert's Rules of Order.

Section 3. Public Participation.

All meetings, hearings, records, and accounts shall be open to the public, and posted in compliance with PA 267 of 1976, as amended, (being the Michigan Open Meetings Act). All regular and special meetings, hearings, records, and accounts shall be open to the public.

All public comment on all non-agenda items must be presented at the beginning of the meeting where provided in the printed agenda. All public comments on a matter subject to a public hearing shall occur during the designated public hearing where provided in the printed agenda. After that point during the meeting, public comment is normally not allowed; however, sometimes the DDA may direct questions to members of the public or open a subsequent public comment period for a New or Unfinished Business item.

Members of the public shall be allowed a maximum of five (5) minutes for each person wishing to make public comment at a DDA meeting. The Chairperson may ask members of the audience to caucus with others sharing similar positions so they may select a single spokesperson. If a single spokesperson is selected, that individual shall be able to make public comment at the DDA meeting without time limit or an extended time limit.

ARTICLE VII: QUORUM

For the transaction of ordinary business at any Regular Meeting, Adjourned Meeting or a Special Meeting, a simple majority (5-7 members, depending on the number appointed) shall constitute a quorum. An affirmative vote of the majority of the members present shall be

necessary in order to make a decision.

ARTICLE VIII: MINUTES

Section 1. Keeping.

The Board of Directors shall keep a set of Minutes of all Regular and Adjourned Meetings and at Special Meetings where official business is transacted. These Minutes shall become a public record and shall be filed with the City Clerk.

Section 2. Approval.

The Secretary or the Chairperson shall sign all Minutes, after approval by the Board of Directors members, at the following meeting.

Section 3. Retention.

DDA records shall be preserved and kept on file according to the State of Michigan General Retention Schedule and all other applicable state and local laws.

ARTICLE IX: COMMITTEES

The Board may establish special committees as the Board of Directors, from time to time, deems necessary.

ARTICLE X: AMENDMENT OF BYLAWS

These Bylaws may be amended by at least 2/3 vote of the entire membership of the Board, provided notice of the proposed change is given at a previous meeting.

ARTICLE XI: CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts.

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

Section 2. Checks Drafts etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be signed manually or by facsimile signature such officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the Board.

Section 3. 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 may select.

ARTICLE XII: FISCAL YEAR

The fiscal year of the Authority shall correspond at all times to the fiscal year of the City of the River Rouge.

ARTICLE XIII: CERTIFICATION

The undersigned, being respectively, the duly elected and acting Clerk of the City of the River Rouge, and the duly appointed and acting Chairperson of the Downtown Development Authority of the City of The River Rouge do hereby certify that the foregoing Bylaws were approved at a regular meeting of City Council of the City of River Rouge of the _____ and adopted by the Board of Directors of the Downtown Development Authority for the City of River Rouge at the meeting of the Authority _____.