

CITY OF IONIA
Downtown Development Authority
By-Laws and Rules of Procedure

As adopted by the City of Ionia Downtown Development Authority
January 19, 2022.

1. AUTHORITY

These By-Laws and Rules of Procedure are adopted by the City of Ionia Downtown Development Authority (DDA). Meetings of the DDA Board of Directors shall be in accordance with the provisions of the Michigan Open Meetings Act, Public Act 267 of 1976, as amended.

2. POWERS

The DDA shall possess all powers identified by Public Act 57 of 2018, as amended, the Re-codified Tax Increment Financing Act, being more particularly as follows:

2.1 Prepare an analysis of economic changes taking place in the DDA District.

2.2 Plan and propose the construction, 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 of Directors, aids in the economic growth of the DDA District.

2.3 Plan, propose, and implement an improvement to a public facility within the DDA District to comply with the state construction code.

2.4 Develop long-range plans designed to halt the deterioration of property values in the DDA District and to promote the economic growth of the DDA District, and take such steps as may be necessary to persuade property owners to implement the plans to the fullest extent possible.

2.5 Implement any plan of development in the DDA District necessary to achieve the purposes of the Re-codified Tax Increment Financing Act.

2.6 Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties.

2.7 Acquire by purchase or otherwise, property which the DDA determines is reasonably necessary to achieve the purposes of the Re-codified Tax Increment Financing Act and to grant or acquire licenses, easements, and options with respect to that property.

2.8 Improve land and construct, reconstruct, rehabilitate, restore and preserve, equip, improve, maintain, repair, and operate any building, including multi-family dwellings, and any necessary or desirable appurtenances to that property, within the DDA District for the use, in whole or in part, of any public or private person or corporation or a combination of them.

- 2.9 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 DDA.
- 2.10 Lease any building or property under DDA control.
- 2.11 Accept grants and donations of property, labor, or other things of value from a public or private source.
- 2.12 Acquire and construct public facilities.
- 2.13 Create, operate, and fund marketing initiatives that benefit only retail and general marketing of the DDA District.
- 2.14 Contract for broadband service and wireless technology service in the DDA District.
- 2.15 Create, operate, and fund retail business incubators in the DDA District.

3. MEMBERSHIP

- 3.1 **Members:** The DDA Board of Directors shall be comprised of the Mayor and eight (8) members appointed by the Mayor, subject to confirmation by the City Council. At least five (5) of the members shall be persons having an interest in property located in the DDA 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 Mayor whose term shall coincide with his or her term as Mayor. An appointment to fill a vacancy shall be made by the Mayor, upon confirmation by the City Council, for the remainder of the unexpired term. Members of the Board shall serve without compensation but shall be reimbursed for actual and necessary expenses.
- 3.2 **Attendance.** If any member of the Board of Directors is absent from three (3) consecutive regularly scheduled meetings then that member shall be considered delinquent. Delinquency, nonperformance of duty, or misconduct, shall be grounds for the City Council to remove a member from the Board of Directors. The Board Secretary shall keep attendance records and shall notify the Mayor whenever a member of the Board of Directors is absent from three (3) consecutive regularly scheduled meetings, so the City Council can pursue action permitted by law or excuse the absences.
- 3.3 **Incompatibility of Office.** Each member of the Board of Directors shall avoid conflicts of interest and / or incompatibility of office. 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.
When a conflict of interest exists, the member of the Board of Directors shall do all of the following immediately, upon first knowledge of the case and determining that a conflict exists:

- A. Declare a conflict exists at the next meeting of the Board of Directors;
- B. Cease to participate at the Board of Directors' meetings during deliberation of the agenda item before the Board of Directors;
- C. Leave the meeting until that agenda item is concluded.

If a member of the Board of Directors is appointed to another office, which is an incompatible office with his or her membership on the Board of Directors, then on the effective date of the appointment to the other office, that shall result in an automatic resignation from the Board of Directors. If a member of another office is appointed to the Board of Directors, which is an incompatible office with his or her membership in the other office, then on the effective date of the appointment to the Board of Directors, that shall result in an automatic resignation from the other office.

3.4 Selection. The election of officers shall occur at the annual meeting. Nomination shall be made from the floor at the annual meeting in January. The terms of office shall be for one year and begin at the close of the annual meeting at which they are elected, or until a successor shall be elected and qualified. At the January meeting, the Board of Directors shall select from its membership a Chairperson, Vice-Chairperson, Treasurer, and Secretary. The Mayor shall not be eligible to serve as Chairperson or Vice-Chairperson. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office administered and recorded by the City Clerk.

3.5 Tenure. The officers shall take office immediately following their selection. They shall hold their office for a term of one year, or until successors are elected and assume office. No person shall hold more than one office at a time, unless approved by the Board of Directors.

3.6 Duties.

A. The Chairperson shall:

1. Be the chief executive of the Board of Directors and shall preside at all meetings;
2. Appoint all members to advisory committees established and provided by the Board of Directors;
3. Sign all contracts or legal documents authorized by the Board of Directors;
4. Call special meetings pursuant to these By-Laws and Rules of Procedure;
5. Perform such other duties as may be directed by the Board of Directors.

B. The Vice-Chairperson shall:

1. In the event of the absence of the Chairperson or his or her inability to discharge the duties of the office of Chairperson, such duties shall, for the time being, be performed by the Vice-Chairperson;
2. In the event that the office of the Chairperson becomes vacant, the Vice-Chairperson shall serve as Chairperson until a new Chairperson is elected;
3. Perform such other duties as may be ordered by the Board of Directors.

- C. The Secretary shall:
 - 1. Be responsible for overseeing the activities of the Recording Secretary;
 - 2. Execute documents in the name of the DDA;
 - 3. Perform such other duties as may be ordered by the Board of Directors.

- D. The Recording Secretary shall:
 - 1. Be the DDA Director or his or her designee;
 - 2. Shall prepare the agenda for the Board of Directors' meetings pursuant to these By-Laws and Rules of Procedure;
 - 3. Shall keep minutes of all meetings of the Board of Directors and sign the adopted version of the minutes;
 - 4. Shall be responsible for all correspondence and notices pertaining to meetings and official acts of the Board of Directors.

- E. The Treasurer shall:
 - 1. Assist the City Treasurer in the managing the accounts and funds of the DDA;
 - 2. Provide such reports on the DDA's finances as requested by the Board of Directors.

4. MEETINGS

- 4.1 Meeting Notices. Notice of all meetings shall be posted at City Hall according to the Open Meetings Act. The notice shall include the date and time of the meeting.

- 4.2 Annual Meeting. An annual meeting shall be held the first regular meeting in January at a time and place to be set by the Board. The election of officers shall occur at the annual meeting.

- 4.3 Regular Meetings. Regular meetings of the Board of Directors shall be held at City Hall on the third Wednesday of each month at 8:00AM unless scheduled otherwise. The dates and times shall be posted at City Hall 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.

- 4.4 Special Meetings. A special meeting may be called by the Chairperson or by two members of the Board of Directors upon written request to the Recording Secretary. 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 shall send written notice of a special meeting to each Director not less than forty-eight (48) hours in advance of the meeting.

- 4.5 Quorum. In order for the Board of Directors to conduct business or take any official action, a quorum shall be present. A majority of the Directors appointed and serving shall constitute a quorum for the transaction of business at any meeting of the Board, provided that a majority of the Board present may adjourn the meeting from time to time without further notice. A vote of the

majority of the Directors present at a meeting which a quorum is present constitutes an action of the Board, unless the vote of a larger number is required by statute or by these Bylaws. 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.

4.6 Public Participation. All regular and special meetings shall be open to the public.

A. 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. Guests are requested to provide their name and address when making public comments.

B. Comments shall be limited to five (5) minutes for each person.

C. The Board of Directors shall not respond to public comment. Board members shall refrain from speaking during this portion of the meeting.

4.7 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.

4.8 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 Section 3.3 herein.

4.9 Order of Business. A written agenda for all regular meetings shall be prepared as follows. The order of business shall be:

1. Call to Order
2. Roll Call of Members
3. Public Comments and Information
4. Consent Agenda
5. Approval of Meeting Minutes
6. Financial Report
7. DDA Director Update
8. Board Decisions and Action Items
9. Discussion Items
10. Upcoming Events
11. Adjournment

4.10 Rules of Order. All meetings of the Board of Directors and any committees shall be conducted in accordance with generally accepted parliamentary procedure, as governed by "Robert's Rules of Order".

5. MINUTES

Meeting minutes shall contain a brief synopsis of the meeting, including a complete restatement of all motions and recording of votes; complete statement of the conditions or recommendations made on any action; and a recording of attendance. The official records shall be deposited with and kept by the City Clerk.

6. ANNUAL REPORT

By March 31st of each year the Board of Directors shall submit to the City Council, a written report of its activities covering the previous calendar year.

7. AMENDMENTS

The Board of Directors may amend these rules by a majority vote at any Board of Directors' meeting provided that all members have received an advance copy of the proposed amendments prior to the meeting at which such amendments are to be considered.

8. ADOPTION

These Downtown Development Authority Board of Directors By-Laws and Rules of Procedure were adopted at a regular meeting of the Board of Directors held on June 16, 2021.

10. FILING

Filed with the City Clerk on January 20, 2022.


Mary Patrick, City Clerk