

**BYLAWS OF THE DOWNTOWN DEVELOPMENT AUTHORITY  
OF THE VILLAGE OF BYRON, MICHIGAN**

Article I – Name/Registered Office.

The name of this Authority is the Downtown Development Authority (DDA) of the Village of Byron with its registered office at the Village Hall of the Village of Byron, PO Box 4, 146 South Saginaw Street, Byron, Michigan 48418.

Article II – Purpose.

The purpose of the Downtown Development Authority is to carry out those purposes and exercise those powers as conferred upon it by Act 197 of the Michigan Public Acts of 1975 as amended. The Authority shall have all the powers which now or hereafter may be conferred by law on authorities organized under this Act.

Article III - Board of Directors.

*Section 1* - The Authority shall be under the supervision and control of a board consisting of the President of the Village of Byron and 8 additional members as determined by Presidential appointment and confirmation from the Byron Village Council. Not less than a majority of the members shall be persons having an interest in property located in the Downtown District as established by Ordinance of the Village Council.

*Section 2* - Of the members first appointed, two members shall be appointed for a term of one year, two members shall be appointed for a term of two years, two members shall be appointed for a term of three years, and two members shall be appointed for a term of four years. Thereafter, each member shall serve for a term of four years. A member shall hold office until the member's successor is appointed. The President's term is indefinite and relates to time in office on the Village Council.

*Section 3* - A member of the Board may request the Board to grant a leave of absence not to exceed one year for medical reasons or other family matters. Such leave may be granted upon the request of the member and upon a majority vote of the remaining members of the Board prior to the commencement of the leave of absence.

*Section 4* - A member may be removed from office by the Village Council pursuant to notice and after being given an opportunity to be heard.

Article IV - Officers

*Section 1 – Officers* -The officers of the Board shall be a chairperson, a vice chairperson, a treasurer, and a recording secretary. All officers shall be members of the Board, with the exception of the recording secretary who need not be a member of the Board.

*Section 2 - Removal of Officers* - An officer may be removed by the Board whenever in its judgment the best interest of the Board will be served.

*Section 3 - Chairperson* - The chairperson shall preside at all meetings of the Board and shall discharge the duties as a presiding officer.

*Section 4 - Vice Chairperson* - In the absence of the chairperson or in the event of inability to serve as chairperson, the vice chairperson shall perform the duties of the chairperson and when so acting, shall have all the powers and be subject to all the restrictions of the chairperson.

*Section 5 - Treasurer* - The treasurer shall prepare, with the assistance of appropriate Village 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 Village, beginning March 1<sup>st</sup> through the end of February. The Treasurer shall participate in the annual audit that will be made each year as part of the regular Village audit. The treasurer shall provide a bond in the amount prescribed by the Board. The Treasurer shall co-sign all checks of the Authority as prepared for the Authority by the Village Treasurer. *Section 6* below defines the role of the Village Treasurer.

*Section 6 – Village Treasurer* - The Village of Byron Treasurer shall provide fiscal oversight and services to the Authority. The Treasurer shall not be a member of the Board of Directors. The Village Treasurer shall keep the financial records of the Authority and all vouchers shall be approved by the Authority Board. The Treasurer shall be exempt from all duties which do not pertain to the financial records. The Treasurer shall cause an annual audit of the financial books of the Downtown Development Authority to coincide with the annual Village audit, therein presented to the Board by the Village Treasurer.

*Section 7 - Recording Secretary* - The recording secretary shall be a Presidential appointment of a staff representative of the Village of Byron. The recording 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. 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, and shall maintain custody of the official seal, and of the records, books and all documents of the Authority.

*Section 8 - Delegation of Duties of Officers* - In the absence of any officer of the corporation, the Authority may delegate the powers and duties of any officer to any director provided a majority of the Authority then in office concurs therein.

*Section 9 - Election of Officers* - Nominations 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 his or her successor shall be elected and qualified. No member shall hold more than one office at a time.

#### Article V – Contracts, Loans, Checks and Deposits.

*Section 1. Contracts.* The Board may authorize any officer or officers 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 continued to specific instances subject to the limitations on power and authority of the Board as set forth in the Code of Ordinances of the Village of Byron.

*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 prepared by the Village

Treasurer and co-signed by the Authority Treasurer and, if decided, by any other 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 depositaries as the Board may select.

Article VI - Employment of Director.

The Board may employ and fix compensation of a director, subject to approval of the Village Council. The Director shall serve at the pleasure of the Board.

Article VII – Meetings.

*Section 1 - Organizational Meeting and Election of Officers* - Officers shall be elected at the first organizational meeting of the Board after the adoption of the By-laws, then shall be elected thereafter pursuant to Section 2.

*Section 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. Election of officers shall occur at the annual meeting. If the election of officers does 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 90 days of the annual meeting.

*Section 3 - Regular Meetings* - Regular meetings of the Board shall be held at a time and place to be set by the Board at its annual meeting. Notice of regular meetings shall be published in accordance with the Village of Byron's procedures for the Village Council. The Board records shall be open to the public.

*Section 4 - Special Meetings* - Special meetings of the Board may be called by the chairperson, the vice chairperson in the absence of the chairperson, or by any three Authority members by giving 24 hours notice of the meeting, stating the purpose of the meeting and by posting a notice 18 hours prior to the meeting at the front entrance of the Village Hall.

*Section 5 - Notice of Meetings* - All meetings other than regularly scheduled meetings shall be preceded by public notice posted 18 hours prior to the meeting in accordance with Act 267 of the Public Acts of 1976 as amended.

*Section 6 - Agenda* - The recording secretary shall prepare the agendas for all meetings and send them to the Board members at least 24 hours prior to the meeting. Any member of the Board may request any item to be placed on the agenda. For those Board members who have internet access and e-mail addresses, e-mail transmittal of the agenda shall be deemed to fulfill the provisions of this section.

*Section 7 - Quorum and Voting* - A quorum shall constitute at least fifty percent of the members in office. A majority vote of a quorum of the Board shall constitute the action of the Board unless the vote of a larger number is required by statute, or elsewhere in these rules. In the event

that effective membership is reduced because of a conflict of interest, a majority of the remaining members eligible to vote shall constitute the action of the Board.

*Section 8 - Rules of Order - Robert's Rules of Order*, its most recent edition as may be published from time to time, will govern the conduct of all meetings.

*Section 9 - Open and Closed Meetings* - All regular and special meetings of the Board shall be open to the public. Closed meetings of the Board may be called for the purposes listed in the Open Meetings Act 267 of the Public Acts of 1976 as amended if approved by the Authority.

*Section 10 - Conflict of Interest* - A director who has a direct conflict of interest of more than a de minimis nature as defined by MCL 15.322 and 15.323 in any matter before the Board shall disclose that interest prior to the Authority taking any action with respect to the matter. This disclosure shall become part of the record of the Board's official proceedings. Any member making such disclosure shall, with the approval of the Board, refrain from participating in the Board's decision making process, to include all discussions, motions made and votes taken, relative to such matters, unless required by law.

*Section 11 - Mandatory Voting* - Except when a member is excused from participating on a matter by the chair because of a disclosed conflict of interest, all members present shall vote on all matters before the Board.

#### Article VIII - Executive Committee.

The officers of the Board, including chairperson, vice chairperson, treasurer and recording secretary, shall constitute the executive committee. The executive committee may fix the hours and place of meetings, make recommendations to the Board, and shall perform such other duties as specified in these Bylaws or as may be specified by the Board.

#### Article IX - Advisory Committees.

*Section 1 - Advisory Committees* - The Board, by resolution, may designate and appoint one or more committees to advise the Board. All advisory committee shall include at least one member of the Board. The chairperson of the Board shall appoint the members and select the chairperson of the advisory committees. Advisory committees may be evaluated, reappointed or dissolved at any time. A majority of the committee will constitute a quorum. A majority of the members present at the meeting at which a quorum is present shall be the action of the committee.

#### Article XI – Communications.

Information regarding the business of the Authority may be distributed to its directors and officers electronically via e-mail. Any director who elects not to receive information through e-mail shall be provided information through other methods, including but not limited to courier delivery or postal service.

#### Article XII - Amendments of By-laws.

*Section 1 – Amendments* -These By-laws may be amended at any regular meeting of the Board by a majority vote, provided that the amendment has been submitted in writing at the previous regular meeting. All amendments shall be approved by the Village Council.

*Section 2 - Temporary By-laws* - Until these By-laws shall become effective upon approval of Village Council of the Village of Byron, these By-laws shall be temporary by-laws for the Authority.

I HEREBY CERTIFY that the By-Laws were adopted as set forth above by the Village of Byron Downtown Development Authority on the 10th day of February, 2014.

Recording Secretary: James Crain

Amendment Record:

Amendment #1:

Amendment #2