

**The City of Negaunee**  
**Downtown Development Authority Bylaws**

**Article I**

**Purpose**

Created pursuant to Public Act 57 of 2018, as amended, the City of Negaunee Downtown Development Authority's ("DDA") purposes include, but are not limited to, helping correct and prevent deterioration in the Downtown District, encouraging historical preservation, creating and implementing development plans, promoting economic growth, and encouraging the expansion of commercial enterprises within the City of Negaunee.

**Article II**

**Powers and Duties**

The DDA is a public authority of the City of Negaunee. The DDA shall have and ascribe to all of the powers and duties as set forth in Public Act 57, 2018, as amended, and as approved by the Negaunee City Council. The DDA concedes specific powers granted to it by the Negaunee City Council as outlined herein.

**Article III**

**Board of Directors**

Sec. 1. Composition. The DDA shall be governed by a Board of Directors (the "Board") consisting of eight (8) members and the City Manager. Members shall be appointed by the City Manager, subject to the approval of the Negaunee City Council. Exclusive of the City Manager, at least five (5) members at-large shall have an interest in real property located within the Downtown District and at least one (1) member shall reside in Downtown District when the Downtown District has more than 100 residents.

Sec. 2. Terms of Office. An equal number of members shall be appointed for the initial terms of office which shall be one (1) year, two (2) years, and three (3) years. Subsequently, members shall serve three (3) year terms. Respective terms expire each year on December 31. A member shall hold office until a successor is appointed.

Sec. 3. Oath. Before assuming the duties of the Board, each member shall take and subscribe to the constitutional oath of office.

Sec. 4. Meeting Attendance. Board members shall attend all regular and special meetings of the DDA. Board members unable to attend shall notify either the Board

Chairperson or the City Manager prior to the meeting in order to be excused from the meeting.

Sec. 5. Removal of Member. Pursuant to reasonable notice and after having been given an opportunity to be heard, a member may be removed for cause by the Negaunee City Council.

#### **Article IV**

##### **Officers of the DDA**

Sec. 1. Officers. The officers of the Board shall be a Chairperson, Vice-Chairperson, Treasurer, and Secretary.

Sec. 2. Election and Terms of Office. Officers of the Board shall be elected at the Board's annual meeting, as set by the City Manager, unless otherwise noted under this Article. If the election of officers shall not be held at such meeting, such election shall be held within 90 days of such meeting. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Sec. 3. Removal. Any officer elected or appointed by the Board may be removed by a majority of the Board when it is in the best interest of the DDA.

Sec. 4. Vacancies. A vacancy in office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Sec. 5. Chairperson. The Chairperson shall preside at all meetings of the Board and shall discharge the duties of the presiding officer.

Sec. 6. Vice-Chairperson. In the absence of the Chairperson or in event of his/her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson.

Sec. 7. Treasurer. The Negaunee Accountant/City Clerk shall serve as Treasurer and shall keep the financial records of the DDA and shall not be eligible to vote on any matters before the DDA. The Treasurer with the director (if employed), shall approve all vouchers for the expenditure of funds of the DDA. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the DDA; receive and give receipts for moneys due and payable to the DDA from any source whatsoever, and deposit all such moneys in the name of the DDA in such banks, trust companies or other depositories as shall be selected by the Board.

Sec. 8. Secretary. The Secretary, who shall maintain custody of the official seal and of records, books, documents, or other papers not required to be maintained by the

Treasurer. The Secretary shall attend meetings of the Board and keep a record of its proceedings. The Secretary shall see that all notices are duly given in accordance with the provisions of these rules or as required by law and shall keep a register of the address of each Board member as furnished by such member. The Secretary shall also perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the Board.

Sec. 9. Legal Counsel. The Negaunee City Attorney shall act as legal counsel to advise the Board in the proper performance of its duties and obligations, and to represent the DDA in actions brought by or against the DDA.

## **Article V**

### **DDA Board Meetings**

Sec. 1. Regular Meetings. Regular meetings of the Board shall be held at such time and place as the City Manager shall from time-to-time determine.

Sec. 2. Special Meetings. Special meetings of the Board may be called as deemed necessary by the Director (if employed) and/or City Manager and Board Chairperson. Such meetings shall be advertised in accordance with the Open Meetings Act.

Sec. 3. Rules of all meetings shall be held in accordance with Roberts Rules of Order.

Sec. 4. Quorum and Voting. A majority of the members of the Board then in office shall constitute a quorum for the transaction of business. Except in those cases where a larger majority is required by law, no motion, resolution or action shall be adopted or passed, nor shall any appointment be made, nor any person removed from office as permitted by these Rules, except by the affirmative vote of a majority of those Board members present constituting a quorum.

Sec. 5. Public Meetings. All business of which the Board shall perform shall be conducted at a public meeting held in accordance with the Open Meetings Act.

Sec. 6. Annual Meeting. An annual meeting of the Board shall be held on the fourth Monday in the month of January of each year beginning with the year 2020 at 6:00 P.M. ET. for the purpose of electing officers and for the transaction of such other business as may come before the Board. If the election of officers shall not be held on the day designated herein for any annual meeting 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. In accordance with Public Act 57, two (2) additional public informational meetings shall be held at a time and date to be determined by the Board. The annual meeting may suffice as one of the required public informational meetings.

## **Article VI**

### **Standing and Special Committees**

Standing committees shall be made of three (3) DDA Board members. Members shall be annually appointed by the Board Chairperson. DDA member may sit on no more than two (2) standing committees, excluding special committees. It is expected that each DDA member sit on at least one (1) committee.

The following standing committees are as follows: Projects and Budget Committee, Economic Development Committee, and Community Affairs and Events Committee.

#### **Projects and Budget Committee**

The Projects and Budget Committee's primary roles include:

- a. To annually, present to the Board a budget;
- b. To present to the Board projects that fall under the Downtown Plan and coincide with the City of Negaunee's Capital Improvements Plan; and
- c. To hold oversight on approved Capital Improvements Plan projects and report such progress and updates to the Board, a summarized report of such programs shall be furnished at the annual meeting.

#### **Economic Development Committee**

The Economic Development Committee's primary roles include:

- a. To present to the Board proposed programs that fall under the Downtown Plan and are tied directly to the fiscal budget or to a proposed budget;
- b. To hold oversight on approved programs tied to the budget and report such findings to the Board, a summarized report of such programs shall be furnished at the annual meeting;
- c. To specifically develop from time-to-time a proposed Marketing and Branding Plan for the DDA;
- d. To provide from time-to-time annual economic reports as it pertains to the City of Negaunee to the Board;
- e. To specifically develop an ongoing membership services program that focuses on business retention and expansion;

- f. To specifically administer the vetting process of the DDA Façade program; and
- g. To develop and implement a business recruitment and retention plan including a market analysis and strategy.

#### Community Affairs and Events Committee

The Community Affairs and Events Committee's primary roles include:

- a. To promote the adopted Marketing and Branding Plan of the DDA;
- b. To present a proposed calendar of events, at the annual meeting, tied to the approved budget;
- c. To carry out the approved calendar of events;
- d. To attract organizations to hold events in downtown Negaunee;
- e. To offer assistance to other organizations holding events in downtown Negaunee; and
- f. To recommend to the Board financial grant assistance for events in downtown Negaunee.

#### Special Committees

Special committees may be created by the chairperson to take on specific tasks not related to those already assigned to the standing committees. Such committees shall report to the DDA Board and may not exist for more than one (1) year.

### **Article VII**

#### **Budget process**

A proposed DDA budget shall be submitted to the City Manager during the City's budget process. All policies and procedures of the City's budgeting process shall be adhered to. The final budget must be approved and adopted by the Negaunee City Council before the ensuing fiscal year funds may be expended. All matters concerning expenditures are governed by the Negaunee City Charter and/or must be adhered to. Proposed budget items must be linked to the Negaunee Downtown Development Authority Plan and coincide with the current City of Negaunee Capital Improvements Plan where applicable. The proposed budget shall originate from the Projects and Budget Committee, but shall be subject to full Board approval.

## **Article VIII**

### **Books and Records**

The DDA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board and 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 DDA shall be available to the public. An annual audit shall be conducted by an independent Certified Public Accountant and published, and shall be in compliance with Public Act No. 2 of 1968 and Public Act 621 of 1978, and Public Act 57 of 2018, as amended.

## **Article IX**

### **Fiscal Year**

The fiscal year of the DDA shall begin on the first day of January and end on the last day of December each year.

## **Article X**

### **Political Campaign Activity**

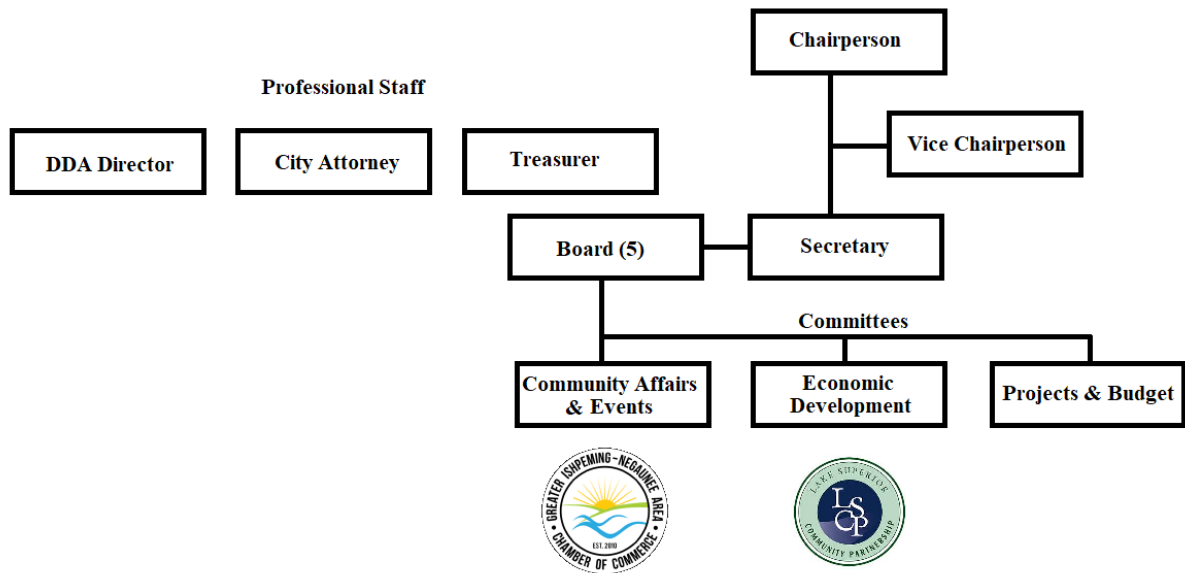
The DDA shall not expend any DDA funds or otherwise contribute to the advocacy or endorsement of any political candidate or ballot question.

## **Article XI**

### **Amendment to the Bylaws**

These rules may be altered, amended or repealed and new rules may be adopted by 2/3 of the sitting members of the DDA Board at any regular meeting if written notice is given in advance of the intention to alter, amend or repeal or to adopt new rules at such meeting, and sufficient quorum exists. The full nature of the rule change shall be included in the notice.

## Organizational chart



Adopted November 25<sup>th</sup>, 2019.