

***CITY OF ROSEVILLE
DOWNTOWN DEVELOPMENT
AUTHORITY
BYLAWS***

Adopted by DDA Board:

Approved by the City of Roseville Board (Section 4(3) of the Act):

Prepared By:

Scott Adkins

City Manager

City of Roseville

29777 Gratiot Avenue

Roseville, MI 48066

(586) 445-5410

INDEX

TITLE/SECTION PAGE

DEFINITIONS (SECTION I)	2
DUTIES (SECTION II).....	3
COMMITTEES (SECTION III).....	3
OFFICERS AND DUTIES (SECTION IV).....	3
ELECTION OF OFFICERS (SECTION V).....	4
VACANCY (SECTION VI).....	5
RESIGNATION AND REMOVAL (SECTION VII)	5
AGENDA CONTENTS AND NOTICE (SECTION VIII).....	5
MEETINGS (SECTION IX)	6
VOTING (SECTION X).....	7
FUNDS AND BUDGETS (SECTION XI).....	9
ADMINISTRATIVE STAFF (SECTION XII).....	10
LEGAL COUNSEL (SECTION XIII).....	12
RULES (SECTION XIV).....	13
INSURANCE (SECTION XV)	14
CONFLICT (SECTION XVI).....	14
AMENDMENTS (SECTION XVII)	14
REPEAL (SECTION XVIII).....	14

SECTION I – DEFINITIONS

Section 1.1 Act. The Act shall be defined as Act 197, Public Acts of Michigan, 1975, as amended, MCL § 125.1651 et seq.

Section 1.2 Annual Meeting. The Annual Meeting shall be the first regular meeting of the Authority Board after February 1 of each year.

Section 1.3 Authority. The Authority is defined as the City of Roseville Downtown Development Authority.

Section 1.4 Authority Board. The Authority Board is defined as the Board as set forth in Section 4 of the Act, MCL § 125.1654.

Section 1.5 DDA Director. Means the individual appointed to the position of DDA Director pursuant to Section 5(1) of the Act, being MCL § 125.1655.

Section 1.6 Good Standing. Good Standing is defined as an individual that has no outstanding debts or obligations to the Authority or the Township more than thirty (30) days delinquent.

Section 1.7 City of Roseville. City of Roseville is defined as City of Roseville, Macomb, County Michigan.

Section 1.8 Majority Vote. A Majority Vote is defined as a vote of a majority of a quorum of the Authority Board present and voting.

Section 1.9 Malfeasance. Malfeasance is defined as a wrongful act which the actor has no legal right to do, or any wrongful conduct which affects, interrupts, or interferes with performance of official duty, or an act for which there is no authority or warrant of law or which a person ought not to do at all, or the unjust performance of some act, which party performing it has no right, or has contracted not, to do.

Section 1.10 Misfeasance. Misfeasance is defined as the improper doing of an act which an individual is required to do.

Section 1.11 Nonfeasance. Nonfeasance is defined as the omission of an act which a person is obligated or has the responsibility to perform, or the omission to perform a required duty at all, or the total neglect of duty.

Section 1.12 Resolution. A Resolution is defined as a written document or an oral motion that is acted upon and approved by a Majority Vote of the Authority Board.

Section 1.13 Vacancy. A Vacancy is defined as an officer of the Board that is permanently unable to fulfill their duties or resigns during the term in which they are serving.

SECTION II – DUTIES

The Authority's duties shall include, but not be limited to, the following:

Section 2.1 To correct and prevent deterioration in the business district.

Section 2.2 To encourage historic preservation.

Section 2.3 Acquire and dispose of interests in real and personal property.

Section 2.4 Create and implement development places in the districts.

Section 2.5 To promote the economic growth of the districts.

Section 2.6 Authorize the use of tax increment financing.

Section 2.7 Any other purpose that the Authority Board determines is consistent with the intent of the Public Act.

SECTION III – COMMITTEES

The committees of the Authority shall be created by motion of the Authority upon the recommendation of the Chair of the Board. The Authority Board shall appoint such committees as may be deemed necessary, including standing, ad hoc, or special committees.

SECTION IV - OFFICERS AND DUTIES

The Authority Board shall have the following officers:

Section 4.1 Chair of the Board. The Chair of the Board shall preside at all meetings. The Chair shall be responsible for timely, fair and reasonable conduct of the meeting's business. The Chair shall sign on the behalf of the Authority all documents and instruments required to be signed by the Chair of the Authority. The Chair shall assign duties to officers, committees and subcommittees of the Agency to the extent it is not inconsistent with these Bylaws.

Section 4.2 Vice-Chair. The Vice Chair shall act in the place of the Chair in the event of an absence, inability to act or improper refusal to act, and shall exercise and discharge such other duties as may be required of the Chair of the Board or the Authority Board.

Section 4.3 Secretary. The Secretary, who need not be a member of the Authority Board, and may be a governmental or privately retained person or entity, shall record the votes and keep the minutes of all meetings and proceedings of the Authority Board and of the members; serve notice of meetings of the Authority Board and of the members; keep appropriate current records showing the members of the Authority Board together with their addresses; provide agendas prepared by the DDA Director, and shall perform such other duties as required by the Authority Board. The Secretary shall furnish such bonds, the cost of which shall be paid by the Authority as may be required by law or by resolution of the Authority Board for the faithful performance of official duties of the Officers of the Authority Board. The Secretary shall cosign all documents as required by the Authority Board.

Section 4.4 Treasurer. The Treasurer shall be a member of the Authority board. The Treasurer's duties and responsibilities include reviewing financial data of the DDA on a regular basis, and presenting a treasurer's report to the Authority board on a monthly basis.

SECTION V - ELECTION AND TERM OF OFFICERS

The officers of the Authority Board shall be elected at the annual meeting of the Authority Board. Such officers shall serve until they resign their position as officer and their respective successors shall be selected and qualify or until they are no longer serving on the Authority Board.

Section 5.1 An individual may not be elected or appointed as an officer unless the individual is in Good Standing.

Section 5.2 Nominations for officer position on the Authority Board shall be made at the Annual Meeting by any member of the Authority Board that is in Good Standing.

Section 5.3 Election of the Officers shall be by roll call vote at the Annual Meeting.

Section 5.4 The persons receiving the Majority Vote for each office shall be elected.

Section 5.5 The newly elected Authority Board members shall take office immediately.

Section 5.6 No person shall simultaneously hold more than one office.

SECTION VI – VACANCY

Section 6.1 In the event of a Vacancy of an officer of the Authority Board, the Board shall recommend the selection of an individual to fill the vacancy to the City Council, who may in return appoint that person to the Board. In all cases, it shall be the sole discretion of the Roseville City Council to make Board appointments.

Section 6.2 The person receiving the Majority Vote of the Roseville City Council shall be selected to the position.

Section 6.3 The individual selected to fill the position shall serve the remainder of the term of the individual that is unable to fulfill their responsibilities.

Section 6.4 The newly selected Authority Board member shall take office immediately.

SECTION VII - RESIGNATION AND REMOVAL

Section 7.1 Any member of the Authority Board may be removed for Malfeasance, Misfeasance, or Nonfeasance from the Authority Board by a majority vote of the Roseville City Council.

Section 7.2 Any officer of the Authority Board may resign at any time by giving written notice to the Authority Board, the Chair of the Board, the Secretary, the City Clerk, City Manager or Mayor.

Section 7.3 Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION VIII - AGENDA CONTENTS AND NOTICE

Section 8.1 An agenda shall be prepared for each regular and special meeting of the Authority Board.

Section 8.2 The agenda for each meeting of the Authority Board shall be prepared by the DDA Director, if the Authority Board has not appointed an individual to the position of DDA Director or the position of DDA Director is Vacant, the agenda shall then be prepared by the Chair of the Board.

Section 8.3 Information received after the day and time established by the DDA Director for the preparation of the agenda shall not be included on the agenda unless approved by the DDA Director or Chair of the Board.

Section 8.4 Members of the Authority Board shall receive written notice of the time and place of each meeting of the Authority Board, by personal service, by leaving at the minimum an agenda at his or her place of residence, by e-mail at least eighteen (18) hours prior to the time of such meeting, or by depositing the same in the United States Post Office or mailbox within the limits of the

Authority, at least seventy-two (72) hours prior to the time of such meeting, enclosed in a sealed envelope properly addressed to him or her at his or her home or office address, with postage fully prepaid. Any Board member that has provided the Authority Board with an e-mail address consents to receiving notice of all meetings via e-mail pursuant to the terms set forth in this paragraph.

Section 8.5 Any Authority Board member shall have the right to add items to the agenda upon concurrence from the Authority Board prior to the approval of the agenda.

SECTION IX – MEETINGS

Section 9.1 Regular meetings of the Authority Board shall be held at such time and place as shall be prescribed by Resolution of the Authority Board.

Section 9.2 Special meetings of the Authority Board shall be called by the Chair of the Board or any three (3) Authority Board members by written request filed with the DDA Director requesting a meeting of the Authority Board. In such case, the Chair of the Board shall schedule a meeting of the Authority Board within one (1) week from the date the DDA Director received the notice.

Section 9.3 At least a majority of the members appointed to the Authority Board by the Roseville City Council shall be required for a quorum. The Board shall act by motion or Resolution.

Section 9.4 Attendance at Authority Board Meetings is a privilege conferred upon the Authority Board member. It carries with it the responsibility to participate in Authority Board activities and represent the businesses and business owners of the City of Roseville. Attendance at Authority Board meetings is critical to fulfilling this responsibility.

Section 9.5 The Authority Board may excuse absences for cause. If an Authority Board member has more than three unexcused absences from Authority Board meetings in a twelve (12) month period, the Authority Board may enact a Resolution of reprimand and require the Secretary to serve a copy of the Resolution upon the Roseville City Council. In the event that the Authority Board

member's unexcused absences continue for an additional regular or special meeting during the same twelve (12) month period, the Roseville City Council may remove the representative for cause.

Section 9.6 Decisions of the Chair of the Board are final on questions of procedure, except that any ruling may be appealed to a vote of the Authority Board. If a ruling of the Chair is overruled by the Authority Board, the Chair shall amend its ruling to reflect the will of the Authority Board. Procedure shall follow *Roberts Rules of Order*.

Section 9.7 The Secretary shall provide and distribute draft copies of the minutes of each Authority Board meeting to the Authority Board members and make the draft copies available to the public within 8 days following the meeting pursuant to Section 9(3) of Act 267 of the Michigan Public Acts of 1976, being MCL §15.269(3). Copies shall be mailed or e-mailed to all of the Authority Board members. Additional copies may be e-mailed to any municipality requesting in writing a copy of the minutes. If, however, a municipality requests a written copy of the minutes to be sent by any other method than email, the request by the municipality shall be treated as a subscription pursuant to Section 3 of Act 442 of the Michigan Public Acts of 1976, as amended. The approved minutes shall be made available for public inspection within five (5) business days after the meeting at which the minutes are approved by the Authority Board pursuant to Section 9(3) of Act 267 of the Michigan Public Acts of 1976, as amended.

SECTION X – VOTING

Section 10.1 Each Authority Board member is entitled to one (1) vote for each issue that is brought before the Authority Board by motion or resolution.

Section 10.2 All votes shall be cast as voice votes, unless the vote authorizes the expenditure of money, then the vote shall be a roll call vote. If the voice vote is not unanimous, a roll call vote shall then be taken. For a roll call vote the names of the Authority Board members shall be called in alphabetical order with the exception that the Chair of the Board votes last.

Section 10.3 Election to a deliberative body carries with it the obligation to vote.

Section 10.3.1 Authority Board members present at an Authority Board meeting shall vote on every matter before the body, unless otherwise excused or prohibited from voting by law.

Section 10.3.2 An Authority Board member who does not respond to a roll call or voice vote shall be counted as voting with the prevailing side and shall be so recorded, unless otherwise prohibited by law from voting.

Section 10.4 A vote of a majority of a quorum of the Board present and voting shall be required for passage of any action.

Section 10.5 Conflict of interest, as defined by law, shall be the sole reason for an Authority Board member to abstain from voting.

Section 10.5.1 The opinion of the attorney of the City of Roseville, acting on behalf of the Authority shall be binding on the Authority Board with respect to the existence of a conflict of interest.

Section 10.5.2 A vote may be tabled, if necessary, to obtain the opinion of the City attorney as to whether a conflict of interest exists.

Section 10.6 An Authority Board member is allowed to participate in an Authority Board meeting via Skype, Windows Meeting Space, or similar program. Participation by electronic means is permissible, however, only if the so participating Authority Board member and the remainder of the Authority Board can see and hear each other, and only if any members of the public attending the meeting can hear the so participating member. The Authority Board member participating via electronic means shall be considered present in determining a quorum. The Authority Board member participating in debate with the Authority Board and thereafter voting shall have its votes included in the total votes cast on any question before the Authority Board. Voting by telephone or other means where the Authority Board and the Authority Board member cannot see each other is expressly forbidden.

Section 10.7 Voting by proxy is not permitted.

Section 10.8 All votes must be held and determined in public; no secret ballots are permitted, except in strict adherence to the standards of the Michigan Open Meetings Act.

Section 10.9 In all cases, the Secretary of the Authority or his/her designee shall declare the result.

Section 10.10 It shall be in order for any Authority Board member voting in the majority to move for a reconsideration of the vote on any question at that meeting or at the next succeeding meeting of the Authority Board.

Section 10.11 Any Authority Board Member voting in the majority may move for a reconsideration of the vote on any question at the next succeeding meeting of the Authority Board. When a motion to reconsider fails, it cannot be renewed.

SECTION XI - FUNDS AND BUDGETS

Section 11.1 All monies accruing to the Authority Board through any source and all surplus funds of the Authority shall be invested in accordance with Act 20 of the Michigan Public Acts of 1943, as amended.

Section 11.2 All claims (bills) against the Authority that are budgeted and within the limitations of the appropriated amount budgeted in the Activity/Department in which the expense is budgeted are pre-approved for payment by the Authority Board. The Authority Board shall receive a list of claims (bills) that were budgeted and within the limitations of each Activity/Department in which the expense is budgeted that have been paid by the Authority. This list shall be approved at the next regular meeting of the Authority Board. For any claims (bills) against the Authority that were not budgeted or that are in excess of the limitations of the appropriated amount budgeted in the Activity/Department in which the expense is budgeted, the Authority Board shall approve the claim (bills) prior to being paid.

Section 11.3 The DDA Director shall prepare a proposed annual budget for submission to the Authority Board no later than sixty (60) days before the start of each fiscal year of the Authority, which shall be consistent with Act 2, of the Michigan Public Acts of 1968, as amended. If the Authority Board has not appointed an individual to the position of DDA Director or the position of

DDA Director is vacant, the proposed budget shall then be prepared by the Chair of the Board and the Treasurer.

Section 11.4 The Authority Board shall transmit the proposed budget to the City Manager before the March 1 of each year. Once the City Council approves the proposed budget, the Authority Board shall thereafter adopt the budget pursuant to Section 28(1) of the Act, being MCL §125.1678(1).

Section 11.5 The audit of the Authority shall be conducted in a manner consistent with Section 28(2) of the Act, being MCL § 125.1678(2).

SECTION XII - ADMINISTRATIVE STAFF OF THE AUTHORITY

Section 12.1 Administration. The Administrative staff of the Authority may consist of a DDA Director, which may be a public or private entity, as duly appointed pursuant to this section and such other supervisory, administrative and operating personnel as may from time to time be employed or retained by the Authority. The Authority may also utilize City staff and consultants when possible to server in administrative roles and capacities.

Section 12.1.1 Appointment. Id the Authority chooses to employ a DDA Director, such Director shall be appointed by a majority vote of the Authority Board.

Section 12.1.2 Removal. The DDA Director shall serve at the pleasure of the Authority Board and may be removed without cause by the Authority Board at any time. The Action of the Authority Board in removing the DDA Director shall be final.

Section 12.1.3 Duties. If a DDA Director is employed, The DDA Director shall be the chief administrative officer of the Authority and shall be responsible for the efficient management, execution and administration of all of the business and affairs of the Authority authorized and directed by the Authority Board. Without limiting the generality of the preceding sentence, the DDA Director shall specifically have the power and duty to:

1. Recommend policies, plans and procedures for the administration, organization and operation of the Authority;

2. Recommend policies, plans and procedures for the development, implementation and administration of Authority facilities;
3. Recommend such administrative and operating policies, programs, resolutions, rules, regulations, procedures and orders as may be deemed necessary and appropriate for the benefit of the Authority and the accomplishment of the goals and objectives of the Authority as established by the Authority Board;
4. Subject to budgetary approval, the DDA Director has the authority to hire personnel to fill positions or vacancies on the Authority's administrative staff. Additionally, the DDA Director has the authority to discharge or retire members of such staff in accordance with administrative rules and procedures established by the Authority Board and as otherwise required by law;
5. Supervise all administrative staff and consultants of the Authority;
6. Purchase materials and services according to administrative rules and procedures established by the Authority Board and as otherwise required by law;
7. Execute all contracts and other documents and instruments duly authorized to be signed on behalf of the Authority, except such contracts, documents or instruments as may be required to be signed by the Chair of the Board or by some other officer of the Authority;
8. Prepare the agenda for all Authority Board meetings;
9. Attend all Authority Board meetings unless excused therefrom;
10. Prepare and recommend, not later than sixty (60) days before the start of each fiscal year of the Authority, an annual budget for the Authority;
11. Enforce the regulations of the Authority;

12. Assist the Treasurer with preparing any financial or investment documents as may be necessary or required by the Authority Board.

Section 12.2 Other Personnel, including assistants. Any and all supervisory, administrative and operating employees approved by the Authority Board, other than the DDA Director, shall be under the supervision and direction of the DDA Director.

SECTION XIII - LEGAL COUNSEL FOR THE AUTHORITY

Section 13.1 Legal Counsel. The Authority Board may retain legal counsel to advise the Authority Board in the proper performance of its duties. If the Authority Board determines it necessary, the Authority Board may also employ the services of Special Legal Counsel.

Section 13.2 Appointment. The Legal Counsel shall be appointed by the Authority Board. The Legal Counsel shall be appointed for an indefinite term and solely on the basis of demonstrated legal ability and qualifications, with special weight given to actual training and experience in and knowledge of local government law and practice.

Section 13.3 Removal. The Legal Counsel shall serve at the pleasure of the Authority Board and may be removed without cause by the Authority Board at any time. The action of the Authority Board in removing the Legal Counsel shall be final.

Section 13.4 Duties. The Legal Counsel shall be the chief legal officer of the Authority and the principal legal advisor to the Authority Board, DDA Director, and staff of the Authority. Without limiting the generality of the preceding sentence, the Legal Counsel shall specifically have the power and duty to:

1. Provide legal advice to the Authority Board and its administrative staff relating to the development and implementation of plans and projects allowed by these Bylaws and pursuant to the Act;
2. Prepare and draft resolutions, contracts and other legal documents and instruments related to Authority business and affairs;

3. Render legal opinions when requested by the Chair of the Board, the DDA Director or the Authority Board on matters related to the Authority's business and affairs;
4. Attend all Authority Board meetings, unless excused therefrom;
5. Attend Authority committee and subcommittee meetings when requested by the Chair of the Board or the DDA Director;
6. Make reports from time to time and otherwise perform such other duties and special services as the Chair of the Board, the Authority Board, or the DDA Director may require;
7. Represent the Authority in all litigation, negotiations and other legal matters except in cases where Special Legal Counsel has been appointed by the Authority Board;
8. Recommend the retention of Special Legal Counsel to represent or to assist the Legal Counsel in matter requiring special expertise or additional resources and, if requested and approved by the Authority Board, oversee matters handled by such Special Legal Counsel.

SECTION XIV – INSURANCE

The Authority shall maintain a liability insurance policy in connection with its activities to cover injuries to persons and damages to property, in an amount as determined by the Authority Board with a deductible of not less than an amount determined by the Authority Board. An insurance policy shall include all necessary riders to the insurance policy to ensure that all Authority Board members have adequate errors and omission coverage. Additionally, the insurance policy shall cover all Authority staff members acting on the behalf of the Authority. The Authority Board shall furnish written proof of such insurance coverage to any member of the Authority Board within fourteen (14) days of receiving the Authority Board member's written request.

SECTION XVI – CONFLICT

If any conflict between any word, sentence, or provision of these Bylaws and City of Roseville Ordinance number 1286, adopting Chapter 116 of the Roseville Code of Ordinances or the Act, the word, sentence or provision of the City of Roseville Ordinance number 1286, Chapter 116 of the Roseville Code of Ordinances shall control.

SECTION XVII – AMENDMENTS

These Bylaws may be amended or altered at any regular meeting by a two-thirds (2/3) majority vote of the members of the entire Authority Board, if the proposed changes have been read at a preceding meeting and the changes were incorporated in the minutes of that meeting. The Bylaws may not be amended to conflict with City of Roseville Ordinance 1286, Chapter 116 of the Roseville Code of Ordinances.

STATE OF MICHIGAN }

} ss

COUNTY OF MACOMB }

I, _____, Clerk of the City of Roseville Board, do hereby certify the foregoing is a true and complete copy of the Bylaws approved by the City of Roseville Downtown Development (DDA) Board, acting in the City of Roseville, County of Macomb, State of Michigan, at a regular meeting held on _____, 2016, and that public notice of said meeting was given pursuant to Act 267 of the Michigan Public Acts of 1976, as amended, including in the case of a special or rescheduled meeting, notice by publication or posting at least eighteen (18) hours prior to the time set for the meeting.

IN WITNESS WHEREOF, I have affixed my official signature on

_____, 2016.

Richard M. Steenland,
City Clerk

STATE OF MICHIGAN }

} ss

COUNTY OF MACOMB}

I, _____, Secretary of the City of Roseville
Downtown Development Authority (DDA) Board, do hereby certify the foregoing
is a true and complete copy of the Bylaws adopted by the City of Roseville
Downtown Development Authority Board, acting in the City of Roseville, County
of Macomb, State of Michigan , at a regular meeting held on
_____, 2016, and that public notice of said meeting
was given pursuant to Act 267 of the Michigan Public Acts of 1976, as amended,
including in the case of a special or rescheduled meeting, notice by publication or
posting at least eighteen (18) hours prior to the time set for the meeting.

IN WITNESS WHEREOF, I have affixed my official signature on
_____, 2016.

Secretary