

VILLAGE OF CASS CITY
DOWNTOWN DEVELOPMENT AUTHORITY
ADOPTED BYLAWS

ARTICLE I. PURPOSE AND POWERS

Section 1. The DDA shall analyze the impact of economic changes and growth in the downtown district and develop plans in coordination with the Village's Planning Commission, to promote orderly economic growth in the downtown district, hereinafter referred to as the Downtown Development District (DDD).

Section 2. With the advice and consent of the Village Council, the DDA shall implement a development plan in the DDD as necessary to achieve the purposes of the Downtown Development Act, all in accordance with the powers granted by said Act, to promote economic growth, halt property value deterioration, to eliminate the causes of that deterioration, to encourage historic preservation and to properly and reasonably use the powers conferred to the DDA pursuant to said Public Act 197 of the Public Acts of Michigan, 1975, as amended.

ARTICLE II. BOARD

Section 1. General Powers. The Authority shall be under the supervision and control of a Board of Trustees (the "Board"). In addition to any specific powers hereinafter provided, the general powers of the Board shall be to carry out the activities of the Authority as authorized from time to time by the By-Laws and the Act.

Section 2. Number, Tenure and Qualifications. The Board shall consist of nine members, eight of which shall be appointed by the Cass City Village Council (the "Village Council"). The ninth member shall be the President of the Village of Cass City. Not less than a majority of the members of the Board shall be persons having an interest in property located in the area described in Article X of these By-Laws. If 100 or more persons reside in such area, at least one of the members of the Board shall be a resident of said area. Members shall be appointed for a term of four (4) years, except that of the members first appointed, an equal number as near as is practicable shall be appointed for one (1) year, two (2) years, three (3) years and four (4) years, respectively. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office. The Village President shall serve for an indefinite term.

Section 3. Compensation of Member. Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary out-of-pocket expenses incurred in the performance of their official duties.

Section 4. Expiration of Term, Continuation in Office, Reappointment and Filling Vacancies. A member shall hold office until the member's successor is appointed. An appointment to fill a vacancy shall be made by the Village Council for the unexpired term only.

Section 5. Removal. Pursuant to notice and an opportunity to be heard, a member of the Board may be removed for cause by the Village Council. Cause shall include failure to attend three (3) successive regularly scheduled meetings of the Board.

Section 6. Disclosure of Interest. A Board member who has a direct interest in any matter before the Authority shall disclose his/her interest prior to the Authority taking any action with respect to the matter, which disclosure shall become a part of the record of the Authority's official proceedings. Any members making such disclosure shall refrain from voting in the Authority's decision-making process relative to such matter.

ARTICLE III. OFFICERS

Section 1. Officers. The officers of the Authority shall be a President and a Vice-President. The Village of Cass City Clerk/Treasurer, or their delegate, will serve as Treasurer and Secretary to the Board. The President and Vice-President shall be members of the Board and shall serve without compensation. The officers shall be elected annually by the Board at its annual meetings and shall hold office for a term of one (1) year and thereafter until their respective successors are elected and qualified, or until death, resignation or removal, provided that the first officers shall be elected at the first meeting of the Board or as soon thereafter as may be convenient and shall hold office until the first annual meeting 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 Authority shall be served.

Section 3. Filling of Vacancies. A vacancy may be filled by the Village Council for the unexpired portion of the term.

Section 4. President. The President shall preside at all meetings of the Board. He/She shall discharge the duties of a presiding officer. He/She shall be liaison and spokesperson to the Village Council, the public and the news media.

Section 5. Vice-President. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform all duties of the President. When so acting, the Vice-President shall have all the powers and be subject to all restrictions of the President.

Section 6. Secretary. The Secretary shall maintain custody of the official seal, records, books, documents and other papers of the Authority. The secretary shall attend meetings of the Board, keep a record of its proceedings, and shall perform such other duties as delegated by the Board.

Section 7. Treasurer. The Treasurer shall keep the financial records of the Authority. The Treasurer shall perform such other duties as may be delegated by the Board.

ARTICLE IV. MEETINGS

Section 1. Annual Meetings. The annual meeting of the Board shall be held in conjunction with the first regular meeting in March, at the Authority's principal office.

Section 2. Regular Meetings. Regular meetings of the Board shall be held on the second Tuesday of each month, unless changed by action of the President, at the Authority's principal office. In the event a regular meeting shall fall on a holiday, said meeting will occur on the following regular business day. The financial records shall be open to the public during regular business hours subject to and in accordance with Act 442, Public Acts of 1976. Any regular meeting cancelled for lack of a quorum will be rescheduled for the regular meeting day of the following month and notice of such rescheduling posted in accordance with Act 267, Public Acts of 1976, as amended.

Section 3. Special Meetings. Special meetings of the Board may be called by the President, by the Vice-President in the absence of the President, by any three (3) members of the Board, or by the Village Council, by giving twenty-four (24) hours notice of the time, date and place of the meeting and stating the purpose of the meeting, and by posting said notice eighteen (18) hours prior to the meeting at the Authority's principal office.

Section 4. Notice of Meetings. All meetings of the Board shall be held in compliance with Act 267, Public Acts of 1976, as amended, and shall be preceded by public notice of the time, date and place of the meeting in accordance with said act.

Section 5. Agendas. The Secretary shall prepare an agenda for all meetings, to be mailed out the Friday preceding the meetings. Items for discussion should be placed on the agenda prior to the meeting. Any member of the Board may place any item upon the agenda, by requesting the Secretary to do so, by noon on the Friday preceding the meeting. The agenda may be amended by a majority vote of the members present.

Section 6. Quorum and Voting. A simple majority of the voting members of the Board in office who are not disqualified from voting by a conflict of interest, shall constitute a quorum for the transaction of business. An affirmative vote of a majority of the voting members constituting a quorum shall constitute the action of the Board unless the vote of a larger number is required by statute or elsewhere in these By-Laws.

Section 7. Rules of Order. Robert's Rules of Order shall govern the conduct of all meeting. The Board shall adopt rules subject to the approval of the Village Council, governing its procedures and the holding of regular meetings.

ARTICLE V. EMPLOYMENT OF PERSONNEL

Section 1. Legal Counsel. The Board may retain legal counsel to advise the Board in the proper performance of its duties. The legal counsel shall represent the Authority in actions brought by or against the Authority.

Section 2. Other Personnel and Agents. The Board may employ other personnel and agents deemed necessary by the Board.

ARTICLE VI. COMMITTEES AND ADVISORY BOARDS

Section 1. Committees. The Board, by resolution, may designate and appoint its members to serve on one or more committees to advise the Board. The President of the Authority shall appoint the members and select the Chairperson of all committees. The committees may be terminated by a vote of the Board. At each annual meeting, the committees shall be evaluated and reappointed or dissolved. A majority of the members present at the meeting at which a quorum is present shall be empowered to act on behalf of the committee.

Section 2. Advisory Boards. The Board may, by resolution, authorize the establishment of advisory boards to the Authority and appoint a Chairperson of any such board. The Chairperson shall select, with the advice and consent of the Board, the members of the advisory board. Except for the Chairperson, each advisory board shall elect its own officers and establish rules governing its actions.

ARTICLE VII. FINANCES

Section 1. Definitions. The following terms, phrases, words and their derivations shall have the meaning given herein. When not inconsistent with the context, words used in the present tense include the future. Words in the plural number include the singular number, and words in the singular number include the plural number. The word "shall" is always mandatory and not merely directory.

- (1) "Account" is the line item budget set by the Committee Chairperson and not appropriated by Village Council, in accordance with the State Uniform Accounting Manual.
- (2) "Appropriation" means an authorization granted by Village Council to incur obligations and to expend public funds for a stated purpose.
- (3) "Board" means The Board of Trustees of the Cass City Downtown Development Authority.
- (4) "Contract" means an oral or written contract to purchase goods or services.
- (5) "DDA" means the Cass City Downtown Development Authority.

Section 2. Spending Authorization. The Committee Chairpersons are authorized to spend within their appropriations; however, the purchases and contracts for purchases or services, the cost of which exceeds \$500, must have prior Board approval with the exception of utilities. The Board shall set the number of authorized personnel positions and pay schedules for each by resolution.

Section 3. Purchase Authorization. Purchases up to \$500 must be authorized by the Committee Chairperson. Purchases of \$500.01 or more must be authorized by the Board. Competitive bidding will be required, according to the following schedule.

Section 4. Bidding.

- (1) \$0 - \$500 - Formal competitive bidding is not required; however, the purchaser should endeavor to buy materials at the least possible total cost.
- (2) \$500.01 - \$5,000 - Three (3) written bids is desired.
- (3) \$5,000.01 and over -
 - a) Reasonable bid specifications specifying sealed bids shall be written.
 - b) Advertisement in a local newspaper is required, specifying what is to be purchased, when the bids will be opened, and where to obtain more information.
 - c) The Secretary shall open bids at an open meeting on the date and time specified in the bid specifications.
 - d) The Board shall award the bid to the best bidder; not necessarily the lowest bidder, keeping in mind the quality of material, availability of service and other factors affecting total cost over the life of the object purchased.
 - e) In awarding contracts for purchases or services, the Board may take into consideration the proximity of the bidder to the Village of Cass City. The contract may be awarded to a local bidder, whose bid was not the lowest, if the difference in cost is only slight and that bidder has shown significant support of the Village of Cass City, by way of donations or payment of village taxes.
- (4) State Cooperative Purchasing - Competitive bidding is not required for State Cooperative or extended purchasing, since this responsibility has been delegated to the State of Michigan.

Section 5. Contracts. All contracts shall be signed by the President and by the Secretary after approval by the Board.

Section 6. Fees and Charges. All fees and charges shall be set by Board resolution.

Section 7. Budgetary Control. The Board shall submit a recommended budget and subsequent amendments to the Village Council for approval. The proposed budget shall suggest appropriations for expenses by activity totals and for revenues by fund total.

Section 8. Checks.

- (1) All checks shall be signed by the following: Village President and Treasurer.
- (2) The Treasurer shall not sign checks in excess of the activity appropriation.
- (3) All checks shall become null and void sixty (60) days after the date shown thereon, and shall have a statement to that effect printed on the face of the check, commencing with the next time the checks are printed.

Section 9. Financial Reports.

- (1) At the regular Board meeting of each month, the Treasurer shall submit a report showing the:
 - a) Current cash balance for the DDA.

- (2) At the first meeting of each fiscal year, the Treasurer shall submit a report comparing appropriations to actual revenue and fund balance to actual expenses for the previous fiscal year.

Section 10. Uniform Chart of Accounts. The Downtown Development Authority chart of accounts, account numbering system, budget, and other financial records shall conform to all applicable State and Federal laws.

Section 11. Budget Process. The Board shall annually prepare a budget and shall submit it to the Village Manager prior to the first Monday in September. All budget amendments shall be approved by the Village Council.

ARTICLE VIII. BOOKS AND RECORDS

Section 1. Bookkeeping, Minutes and the Annual Audit. The Authority shall keep correct and complete records of books and accounts and minutes of Board meetings. The records shall be kept at the principal office of the Authority at which shall be maintained a record of the names and addresses of each member of the Board. The Authority's principal office shall be at the Village of Cass City Municipal Building. All books and records of the Authority shall be open to the public subject to and in accordance with Act 442, Public Acts of 1976. An annual audit by an independent certified public accountant will be conducted, under the direction of the Treasurer, and copies shall be submitted to the Board.

Section 2. Fiscal Year. The fiscal year of the Authority shall begin on the first day of January of each year and end on the last day of December of each year.

ARTICLE IX. RAISING OF FUNDS

Section 1. Bonds. The Authority may borrow money and issue: (i) revenue bonds pursuant to the Act and Act 94, Public Acts of 1933, as amended; and/or (ii) tax increment bonds pursuant to Section 16(2) of the Act. Bonds issued by the Authority shall not, except as provided in the Act, be deemed a debt of the Village or of the State of Michigan.

Section 2. Development Plans and Tax Increment Financing Plans. When the Authority determines that it is necessary, in order to carry out and/or finance its activities, the Authority shall prepare and submit a Development Plan and/or Tax Increment Financing Plan to the Village Council. Any such plan or plans shall contain the information required in Sections 14 and 17 of the Act, as the same may be applicable.

Section 3. Other Means of Financing. The Authority may derive revenue from any property, building, or facility owned, leased, licensed or operated by the Authority or under its control, subject to the limitations imposed upon the Authority by trusts or other agreements. The Authority may also obtain money from any other sources approved by the Village Council and consistent with the Act.

ARTICLE X. DISTRICT BOUNDARIES

The Authority shall exercise its powers within the area described within Ordinance 129 of the Village, as the same may be amended from time to time.

ARTICLE XI. AMENDMENT AND REPEAL OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws adopted, by the affirmative vote of a majority of the members of the Board at any regular meeting.

ARTICLE XII. INDEMNIFICATION

Any member of the Board, and any officer or employee of the Authority, shall be indemnified by the Authority for expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action or suit by or in the right of the Authority), in the event of which such indemnification may extend only to expenses, including reasonable attorney's fees, actually and reasonably incurred in connection with the defense or settlement of such action or suit and then only if such person acted in good faith and in a manner he reasonably believed to be in, and not opposed to, the best interest of the Authority. No person shall be so indemnified in relation to any matter in any action, suit, or proceeding as to which he shall finally be adjudged to have been guilty of or liable for gross negligence, willful misconduct or criminal acts. No person shall be so indemnified in relation to any matter in any action, suit or proceeding which has been made the subject of a compromise settlement, except with the approval of a court of competent jurisdiction and the Board acting by a majority vote of members not parties to the same or substantially the same action, suit or proceeding. The foregoing right of indemnification shall not be deemed exclusive of other rights to which such person may otherwise be entitled, and shall continue as to a person who has ceased to be a member of the Board, officer, or employee and shall inure to the benefit of the heirs, executors and administrators of such person.

The Authority may, upon the affirmative vote of a majority of the Board, purchase insurance for the purpose of indemnifying Board members and officers and other employees of the Authority to the extent that such indemnification is allowed under the preceding paragraph. Such insurance may, but need not be for the benefit of all members, officers and employees.

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in the first paragraph of this Article XII may be paid by the Authority in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the member of the Board, officer, or employee to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Authority as authorized in this Article XII.

Proposed Adoption of these Bylaws made by Althaver, Supported by Weiler, Ayes: Althaver, Ligrow, Peters, Prieskorn, Weiler, Delamarter, Kranz. Nays: None, Excused: Brown.
Adopted on March 8, 2022.