

**VILLAGE OF METAMORA**  
**DOWNTOWN DEVELOPMENT AUTHORITY**  
**BYLAWS**

**Article 1**

**Purposes and Power**

**Section 1.0 Purposes**

The Downtown Development Authority (“Authority”) is organized pursuant to the Village of Metamora Ordinance (“Ordinance”) and Public Act 197 of the Public Acts of 1975 of the State of Michigan (“Act”). The Authority shall seek to fulfill the purposes listed in the Ordinance and shall provide for the ongoing maintenance, promotion, security, and continued operation of the downtown district.

**Section 2:0 Powers**

The Authority holds all of the powers granted by the Ordinance and the Act now or hereafter conferred by law on Authorities organized under the Act.

**Article 2**

**Board of Directors**

**Section 1: General Powers**

The Authority shall be under the supervision and control of a board of directors who may exercise all of the powers provided under the Ordinance and the Act.

**Section 2: Number, Tenure, and Qualifications**

The board of directors shall consist of eleven persons, the Village President of the Village of Metamora and ten additional members, each appointed for four years. At least six of the members shall have an interest in property in the downtown district; at least one shall be a resident of an adjacent residential area and at least one shall be a resident of the downtown district if the district

has one hundred or more persons residing within it. Before assuming the duties of office, a member shall qualify by taking the constitutional oath of office. Members of the board shall continue in office until a successor has been appointed.

**Section 3: Selection of Board Members**

The President of the Village of Metamora, with the advice and consent of the Village Council, shall appoint the members of the board. If a vacancy is created by death, resignation, or removal of a member, a successor shall be appointed by the President, with the advice and consent of the Village Council, within thirty days to hold office for the remainder of the term so vacated.

**Section 4: Compensation of Members**

Members of the board shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

**Section 5: Removal**

Pursuant to proper notice and an opportunity to be heard, a member may be removed from office for cause by a majority vote of the Village Council. Sufficient cause for removal includes, but is not limited to, neglect of duty, non-excused absence from three consecutive meetings, or loss of status conferred by an interest in the downtown district.

**Section 6: Disclosure of Interest**

A board member who has a conflict of interest regarding any matter before the Authority shall disclose the interest prior to any action by the Authority with respect to the matter. The disclosure shall become a part of the record. Any member making such disclosure shall then refrain from participating in the Authority's decision making process relative to the matter.

## **Article 3**

### **Officers**

#### **Section 1: Election and Tenure**

The officers of the Authority shall be a president, vice president, and secretary; and shall be elected, by the board of directors, at the first regular meeting and each annual meeting thereafter. An officer shall serve a term of one year and until a successor has been elected. No term of office shall extend beyond the membership term of the member.

#### **Section 2: Vacancies and Removal**

A vacancy may be filled by majority action of the board of directors. An officer may be removed at any time by majority action of the board.

#### **Section 3: President**

The president shall preside at meetings of the board and shall perform such duties as may be assigned from time to time by the board.

#### **Section 4: Vice President**

The vice president shall perform the duties of the president in the latter's absence and such other duties as may be assigned from time to time by the board.

#### **Section 5: Secretary**

The secretary shall have and perform the following duties and responsibilities:

- (a) Maintain custody of the official seal and of records, books, documents and other papers; attend meetings of the board and keep a record of its proceedings.
- (b) Perform other duties as may be assigned from time to time by the Board.

#### **Section 6: Treasurer**

The Treasurer shall have the duty of signing all checks. Checks must be countersigned by any two of the four Officers of the DDA

## Article 4

### **Employment of Personnel**

#### **Section 1: Staff**

The board may employ and fix the compensation of an executive director and other personnel as provided in the Act; Section 5. Employees of the Authority shall be eligible to participate in the retirement and insurance programs of the Village of Metamora and shall be subject to the procedures stated in the personnel manual of the Village.

#### **Section 2: Contracts for Administrative Services**

The board may contract for any or all administrative, planning and legal services in support of its operations, including but not limited to the Lapeer Development Authority. The treasurer of the Village of Metamora shall assist the Treasurer of the Authority and shall have the following duties:

- (a) Maintain the financial records of the Authority.
  
- (b) Prepare financial reports as required by law.
  
- (c) Serve as the Recording Secretary.

## Article 5

### **Meetings**

#### **Section 1: Annual Meeting**

An annual meeting shall be held in *March* of each year. Officers of the board shall be elected at the annual meeting. If, for any reason, election of officers should not occur at the annual meeting, the board shall elect officers at a regular or special meeting within ninety days.

#### **Section 2: Regular Meetings**

Regular meetings of the board shall be held at a time and place set by the board.

### **Section 3: Special Meetings**

Special meetings shall be held whenever called by the president, the executive director, or any two members of the board upon eighteen hours written notice of the time and place of the meeting.

### **Section 4: Notice of Meetings**

All meetings shall be preceded by public notice posted eighteen hours prior to the meeting in accordance with Act 267 of the Public acts of 1976, as amended (the Open Meetings Act).

### **Section 5: Agenda**

An agenda shall be prepared for all meetings and copies provided to the Authority members at least 18 hours prior to the meeting. Any member of the Authority may place an item on the agenda.

### **Section 6: Quorum and Voting**

Any six members of the board shall constitute a quorum. The vote of the majority of the members present at the meeting at which a quorum is present shall constitute the action of the board unless the vote of a larger number is required by statute or elsewhere in these bylaws.

### **Section 7: Order**

Robert's Rules of Order will govern the conduct of all meetings.

### **Section 8: Open Meetings**

All meetings of the Authority shall be open to the public in accordance with Public Act 267 of 1976.

## **Article 6**

### **Advisory Committees**

#### **Section 1: Establishment**

The board of directors, by majority action, may designate one or more committees to advise the board. The president shall appoint the members of advisory committees with the consent of a majority of the board of directors.

The Executive Committee shall be one such standing committee. The Executive Committee shall be comprised of the DDA president and the Chairs of the Organization, Promotions, Design, and Economic Restructuring committees from the Main Street Program. This committee shall meet periodically to review upcoming DDA agenda items and to coordinate between the various Main Street Committees.

#### **Section 2: Terms of Office**

Each member of an advisory committee shall continue in office until the next annual meeting of the Authority and until a successor is appointed, unless the committee shall be terminated, or unless the member shall be removed by majority vote of the board of directors.

#### **Section 3: Chairpersons**

The president of the board shall appoint a chairperson of each advisory committee with the consent of a majority of the board of directors.

#### **Section 4: Quorum**

A majority of the whole committee shall constitute a quorum and acts of a majority of the members present at a meeting shall be the acts of the committee.

## **Article 7**

### **Fiscal Year, Budget, Financial Reports**

#### **Section 1: Fiscal Year**

The fiscal year of the Authority shall be the same as the fiscal year of the Village of Metamora.

## **Section 2: Adoption of a Budget**

The board shall annually prepare a budget and shall submit it to Village Council on the same date that the recommended budget for the Village is required by Village Charter to be submitted by the Village President to the Council. The board shall not finally adopt a budget for any fiscal year until it has been approved by the Village Council. The board may temporarily adopt a budget in connection with the operation of any improvements which have been financed by revenue bonds where required to do so by the ordinance authorizing the bonds.

## **Section 3: Audit and Financial Reports**

The Authority shall submit financial reports to the Village Council at the same time and on the same basis as departments of the Village are required to submit reports. The Authority shall be audited annually by the same independent auditors auditing the Village and copies of the audit report shall be filed with the Village Council.

As required by the Act, the financial records of the Authority shall always be open to the public and a monthly accounting of expenses will be made at a regular board meeting, or to the Village Council if the Authority is not scheduled to meet.

## **Article 8**

### **District Boundaries**

The Authority shall exercise its powers within the DDA District of the Village of Metamora as designated in the Ordinance establishing the Authority as the Ordinance may be amended from time to time.

## **Article 9**

### **Amendments to the Bylaws**

#### **Section 1: Amendments**

The board shall have power to make, alter, or amend the bylaws in whole or in part, to be effective upon approval of the Village Council of the Village of Metamora.

## **Section 2: Temporary Bylaws**

Until these bylaws shall become effective upon approval of the Village Council, these bylaws shall be temporary bylaws for the Authority.

## **Section 3:**

An amendment of these bylaws shall have immediate effect upon approval of the Village Council.

## **Article 10**

### **Miscellaneous**

#### **Section 1: Corporate Seal**

The board shall adopt a corporate seal.

#### **Section 2: Books and Records**

The Authority shall keep correct and complete books and records of account and shall 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 of the names and addresses of members entitled to vote. All books and records of the Authority shall be open to the public.

#### **Section 3: Offices**

The Authority may establish an office, or offices, as the board may determine, or as the affairs of the Authority may require.

#### **Section 4: Enforcement**

If any part of these bylaws is found to be invalid or unenforceable by a court of competent jurisdiction, the remainder shall remain in full force and effect.

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The above bylaws were adopted by the Village of Metamora Downtown Development Authority Board at their meeting on April 1, 2008.

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Secretary

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Date