



**MONROE DOWNTOWN DEVELOPMENT AUTHORITY
MONROE, MICHIGAN**

BY-LAWS

**Adopted by the Monroe DDA: February 20, 2009
Reviewed by the City of Monroe: March 2, 2009**

ARTICLE 1

Name and Principal Office

Section 1: The name of this Authority is the Downtown Development Authority (DDA) of the City of Monroe.

ARTICLE 2

Statement of Mission and Purpose

Section 1: Mission Statement – The mission of the Monroe DDA is to enhance the quality of life and develop a positive image of Downtown Monroe for residents, businesses and visitors by promoting cultural and economic growth in the Downtown area.

Section 2: Purpose – The purpose of the Monroe DDA is to act in accordance with the provisions of Act 197 of the Public Acts of 1975 as amended hereinafter referred to as the “Act”. The Authority shall have all the powers, which now or hereafter may be conferred by law on authorities organized under this Act. The overall goal of the Authority is to undertake public improvements and other activities that have the greatest impact in strengthening the downtown area and attracting new private investments in the DDA area.

In addition, the Authority is organized to stimulate downtown revitalization in Monroe through organization (encouraging cooperation and building leadership in the business community); promotion (creating a positive image for downtown by promoting the downtown as an exciting place to live, shop and invest); design (improving the appearance of the downtown); economic restructuring (identifying new market opportunities and stimulate investment); and to receive, administer and distribute funds in connection with any activities related to the above purposes. No part of the net earnings of the Program shall inure to the benefit of any of its members or any other individual.

ARTICLE 3

Program Area

Section 1: The Program Area shall be that geographic area indicated on the attached map [Exhibit A].

ARTICLE 4

Board of Directors

Section 1: General Powers – The Authority shall operate within the Authority district described in the Ordinance as currently in effect and as it may be amended pursuant to the Ordinance and the Act. The Authority shall be under the supervision and control of the Authority’s Board of Directors, hereinafter referred to as the “Board”.

Section 2: Size and Tenure – The Board shall consist of the Mayor, Chief Executive Officer of the City of Monroe, and not less than eight (8) nor more than twelve (12) members as determined by the City Council, and not more than three (3) Ex-Officio non-voting members appointed by the Chairperson. The voting members shall be appointed for a term of four (4) years. No member shall be appointed to serve more than two (2) consecutive full four (4) year terms without a minimum of one (1) year break from the Board.

Section 3: Selection of Board Members – The Mayor of the City of Monroe, with the advice and consent of the City Council, shall appoint Board Members. Not less than a majority of the members shall have an interest in property located in the Authority District. Not less than one (1) of the members shall be a resident of the Downtown district, if the Downtown district has one-hundred (100) or more persons residing within it. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional Oath of Office.

Section 4: Compensation – All members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses while conducting the business of the Board provided prior approval has been authorized by the Board.

Section 5: Vacancies and Expiration of Terms – A member whose term of office has expired shall continue to hold office until the member’s successor is appointed and qualified. An appointment to fill a vacancy shall be made in the same manner as the original appointment, but for the unexpired term only. The Mayor of the City of Monroe shall, with the advice and consent of the City Council, appoint a successor within a reasonable period of time after the vacancy was created.

Section 6: Removal of Board Members – A Board Member may be removed from the Board for neglect of duty, including absence from three (3) consecutive regular meetings without excuse, malfeasance, or any other good cause by a majority vote of the Monroe City Council.

If two-thirds of the full membership of the Board feels a member has neglected his/her duty and should be removed, the Board shall forward a recommendation to the City Council. If the Mayor and City Council deem it necessary to remove a member, they shall notify that member by a written notice sent certified mail. That member shall be asked to appear before the council within fourteen (14) days. At that time, the Council will give the member an opportunity to be heard and then decide if the member shall be removed. Removal of a member is subject to review by the Circuit Court.

ARTICLE 5

Officers

Section 1: Officers – The Officers of the Board shall be a Chairperson, Vice-Chairperson, Treasurer and Secretary. All officers shall be members of the Board, with the exception of the Secretary.

Section 2: Removal of Officers – An officer may be removed by a majority vote of the Board whenever in its' judgment the best interest of the Board will be served. An officer may resign from office and still continue to serve as a member of the Board.

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 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 the restrictions of the Chairperson.

Section 5: Treasurer – The Treasurer shall prepare a monthly statement of all revenues and expenses and, with the assistance of appropriate City 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 City, July 1 through June 30. The Board will direct an annual audit to be prepared and the results of which forwarded to the Michigan Department of Treasury. A copy of said audit shall be forwarded to City Council.

Section 6: Secretary – The Secretary or designee 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 Secretary shall give, or cause to be given, notice of all meetings of the Board and shall perform such other duties as may be prescribed by the Board. The Secretary shall, when authorized by the Board, attest by signature to actions of the Board.

Section 7: In the absence of any officer of the corporation, the Authority may delegate the powers and duties of any officer to any member provided a majority of the Authority then in office concurs therein.

Section 8: Election of Officers – Nominations shall be made from the floor at the Annual Meeting in July. Officers shall be elected by a majority vote of the Board. The term of office

shall be for one (1) year and begin at the close of the Annual Meeting at which they are elected. No member shall hold more than one (1) office at a time.

ARTICLE 6

Executive Director

Section 1: The Executive Director shall manage the daily operations of the Authority. The Executive Director shall be responsible for coordinating the implementation of the Authority's policies and projects and such other duties as the Board of Directors may require. The Executive Director shall receive for his/her services such compensation as may be determined by the Authority. The duties, rights and responsibilities of employees of the Authority shall be consistent with the provisions of Act No. 197 of the Public Acts of 1975.

ARTICLE 7

Meetings

Section 1: Annual Meetings – An Annual Meeting shall be held the first regular meeting in July at a time and place to be set by the Board. The report of the Nominating Committee and 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 ninety (90) days of the Annual Meeting

Section 2: Regular Meetings – Regular meetings of the Board shall be held at a time and place to be set by the Board. At least six (6) regular meetings per year shall be held. The Board records shall be open to the public.

Section 3: Special Meetings – Special meetings of the Board may be called by the Chairperson, Vice-Chairperson in the absence of the Chairperson, or by any three (3) Board members by giving twenty-four (24) hours notice of the meeting, stating the purpose of the meeting and by posting a notice eighteen (18) hours prior to the meeting in the DDA Office and in the lobby of City Hall.

Section 4: Notice of Meetings – Public notice of the time, date and place of the meetings of the Authority shall be given in the manner required by Act No. 267 of the Public Acts of 1976, Michigan Open Meetings Act.

Section 5: Agenda – The Secretary shall prepare the agendas for all meetings and send them to the Board members at least twenty-four (24) hours prior to the meeting. Any member of the Board may request any item to be placed on the agenda.

Section 6: Quorum and Voting – A majority of the members of the Board in office shall constitute a quorum for the transaction of business. A vote of the majority of the members shall constitute the action of the Board unless the vote of a larger number is required by statute, or elsewhere in these by-laws. 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 7: Rule of Order – Robert’s Rules of Order will govern the conduct of all meetings.

Section 8: Open and Closed Meetings – The Board shall adopt rules consistent with Act No. 267 of the Public Acts of 1976, Michigan Open Meetings Act, governing its procedure and the holding of regular meetings. All regular meetings of the Board shall be open to the public. Closed meetings of the Board may be called for purposes listed in the Open Meetings Act No. 267 of the Public Acts of 1976, as amended, if approved by the Authority.

Section 9: Attendance – A member who is absent from three (3) consecutive meetings of the Board may be removed from the Board by the Mayor with the concurrence of the City Council (see Article 4 Section 6).

ARTICLE 8

Committees

Section 1: Standing Committees -- This Program shall have at least four (4) standing committees, which shall be entitled Organization, Promotion, Design and Economic Restructuring.

Section 2: Standing Committee Structure – No fewer than three (3) committee members shall serve on each committee. The maximum number of committee members allowed to serve on each committee shall be at the discretion of the individual committee’s Chairperson. At least two (2), but no more than four (4) Monroe DDA Board Members shall serve on one (1) committee. The DDA Executive Director shall act as a permanent consultant to each committee without needing to be in attendance at all meetings. The committees shall include outside consultants, residents of the city and business people of the DDA district appointed by vote of the Monroe DDA Board of Directors deemed necessary.

Section 3: Term of Office –A committee member may be removed at any time, with or without cause, by a vote of the Monroe DDA Board of Directors. Subject to the foregoing, each member of each standing committee shall continue as such until the next annual meeting of the members of the Monroe DDA Board and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4: Chairperson -- One (1) member of each standing committee shall be appointed Chairperson by the Monroe DDA Board and does not have to be a DDA Board Member.

Section 5: Quorum – Unless otherwise provided in the resolution of the Monroe DDA Board designating a committee, a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6: Power of Committees – Standing committees shall determine and schedule their meeting times, dates (minimum of monthly) and locations; consult with outside sources; interface with other city-appointed Boards and Commissions for an exchange of ideas that would then be presented to the Monroe DDA Board prior to any action of the DDA Board.

The committees could interface by inviting member(s) of such Boards and Commissions to a committee meeting, member(s) of the committee attending said Board’s meeting, telephone consultation and written correspondence; make recommendations to the Board for approval; act on decisions made by the Board as delegated by said Board. Standing committees do not have the authority to take action without the approval of the Board; make decisions without the approval of the Board; act on proposed plans without approval from the Board; make recommendations between committees without Board approval; and enter into contracts or purchase agreements.

Section 7: Duties – The duties of the committees are to notify the Executive Director and Chairperson of all meeting times, dates and locations; keep written minutes of each meeting to be filed with the Monroe DDA; keep the Executive Director informed of the events of each meeting by means of the Chairperson if unable to attend; fulfill charges of and answer to the Board; present monthly committee reports at the Board’s regular meetings; act in the best interest of the Board at all times.

Section 8: Other Committees – The Board, by resolution adopted by a majority of members in office, may designate or appoint one (1) or more committees, in addition to the above-named standing committees, including, without limitation, an Executive Committee, composed of the four officers, and which shall, to the extent provided in said resolution, have and exercise the authority of the Board in the management of the Program. Other committees not having and exercising the authority of the Board in the management of the Program may be designated and appointed by a resolution adopted by a majority of the Directors appointed at a meeting at which a quorum is present. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon them by law.

ARTICLE 9

Agreements and Contracts

Section 1: Only the Board shall enter into any contract or execute and deliver any instrument on behalf of the Authority within the limits authorized by the Act.

ARTICLE 10

Assets and Liabilities

Section 1: Funds – All orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Authority shall be signed by the Executive Director and forwarded to the Finance Department of the City of Monroe for the issuance of payment. If for any reason the Board establishes a bank account outside of the City of Monroe’s bank account, then all checks, drafts and orders for payment of money, notes or other evidences of indebtedness shall be executed by the Treasurer and countersigned by the Chairperson of the Authority. The Vice-Chairperson is authorized to execute documents in the absence of the Treasurer or Chairperson. All funds of the Authority shall be placed in such banks, trust companies, or other depositories as designated by the Board.

Section 2: Gifts – The Board may accept on behalf of the Authority any contributions, gifts, bequests or devise for the general purposes or for any special purpose of the Authority.

Section 3: Budget – The committees of the Monroe DDA shall submit proposed objectives and goals to the Board in December for the development of an annual budget. The Board shall set goals and objectives annually in January to develop and approve a budget for the fiscal year beginning July 1st. The Board shall submit an annual budget to the City Council of the City of Monroe for final approval.

ARTICLE 11

Records

Section 1: Records – The Authority shall keep correct and complete records of books and accounts and minutes of all regular and special meetings. The records shall be kept at the principal office of the Authority, which will have a record of the names and addresses of the members. All books and records, financial or otherwise, of the Authority shall be made available to the public in compliance with the Michigan Freedom of Information Act, Act No. 442 of the Public Acts of 1976. In addition to the records prescribed herein writings prepared, owned, used, in the possession of, or retained by the Board in the performance of an official function shall be made available to the public in compliance with Act No. 442 of the Public Acts of 1976. An annual audit by an independent Certified Public Accountant will be conducted.

Section 2: The fiscal year of the Authority shall at all times conform to the fiscal year of the City of Monroe.

ARTICLE 12

Conflict of Interest

Section 1: No member, officer or employee of the Authority shall be party, directly or indirectly, to a contract between himself/herself or the Authority except as provided in *Section 3* hereof.

Section 2: No member, officer or employee of the Authority shall directly or indirectly solicit any contract between the Authority and (1) himself/herself; (2) any firm (meaning a co-partnership or other unincorporated association) of which he/she is a partner, member or employee; (3) any private corporation in which he/she is a stockholder owning more than one percent (1%) for the total outstanding stock of any class whether or not it is listed on a stock exchange, or of which he/she is a director, officer or employee; (4) any trust of which he/she is a beneficiary or trustee; nor shall he/she take any part in the negotiations for such a contract or the re-negotiation thereof or amendment thereto or in the approval thereof; nor shall he/she represent either party in the transaction, except as provided in *Section 3* hereof.

Section 3: The provisions of *Sections 1* and *2* shall apply to all members, officers or other employees who are paid for working more than an average of twenty-five (25) hours per week for the Authority, but shall not apply to any other member, officer or employee if he/she promptly discloses his/her pecuniary interest in the contract to the official body which has power to approve the contract, which disclosure shall be made a matter of record in its official proceedings; and if the contract is approved by not less than 2/3 of the full membership of the approving body without the vote of a member thereof, if any, making such disclosure.

ARTICLE 13

Indemnification

Section 1: Indemnification – Whenever any claim is made or any civil action is commenced against any officer or employee of the Authority, or injuries to persons or property caused by the negligence of the officer or employee while in the course of their employment, and while acting in the scope of their authority, the Board may, but is not required, to pay for legal services and also for any judgment or compromised settlement of the claim, pursuant to Act No. 170, of the Public Acts of 1964, as amended.

Section 2: Reimbursement – Any indemnification under *Section 1* shall be made by the Board only as authorized in the specific case upon a determination that indemnification of the employee or officer is proper in circumstances because they have met the applicable standard of conduct set forth in *Section 1*. Such determination shall be made in either of the following ways:

1. By a majority vote of the members of the Board who were not parties to such action, suit or proceedings; or

2. If such quorum is not obtainable, or even if obtainable, a quorum of disinterested members so directs, supported by the recommendation of legal counsel in a written opinion.

Section 3: Insurance – The Board may purchase and maintain a professional Liability/Errors & Omissions Insurance Policy on behalf of any person who is or was a member or officer of the corporation against any liability asserted against the officer or employee and incurred by them in any such capacity or arising out of their status as such, whether or not the Board would have power to indemnify that person against such liability under *Sections 1* and *2* of this article. Any insurance policy purchased and maintained by the Authority shall list the City of Monroe as co-insured.

ARTICLE 14

Amendment of By-Laws

Section 1: 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 a previous regular meeting.

ARTICLE 15

Effect of Non-Compliance

Section 1: Subject to the provisions of law: (1) no meeting or action taken by the Board under procedures substantially in compliance with these By-Laws shall be deemed voidable, as a result of a non-compliance; (2) any action taken under procedures not in compliance with these By-Laws may be ratified and confirmed at any subsequent meeting of the Board, pursuant to these By-Laws, and the validity thereof shall not be affected or influenced by any deficiencies in the original procedures.