

City of Bronson
Downtown Development Authority
Bylaws

As adopted February 6, 2013 at a Regular Meeting of the Board of Directors

Article I: Purpose and Powers

The Downtown Development Authority of the City of Bronson is organized and is empowered pursuant to Public Act 197 of 1975 (the "Act") as amended (MCL 125.1651 et seq) and Ordinance #193 of the City of Bronson (approved July 9, 2012). The Authority shall carry out activities authorized under the Act and shall have all the powers which are now or may hereafter be conferred by law on authorities under the Act and other applicable laws.

Article II: Board of Directors

Section 1- General Powers

The Authority shall be under the supervision and control of a Board of Directors (the "Board"). In addition to any specific powers hereinafter provided, the general powers of the Board shall be to execute the activities of the Authority as authorized from time to time by the Bylaws and the Act.

Section 2- Number, Tenure, and Qualifications

The Board shall consist of the Mayor of the City of Bronson (or his or her designee) and eight to twelve members. The members of the Authority shall be appointed by the Chief Executive Officer of the City of Bronson, subject to approval by the City Council. Not less than a majority of the members shall be persons having an interest in property located in the downtown district or officers, members, trustees, principals or employees of a legal entity having an interest in property located in the downtown district. Members of the Board shall serve terms of four years. Of the initial members appointed, an equal number of members, as near as practicable, shall be appointed for one year, two years, three years, and four years. Members shall hold office until the member's successor is appointed. Thereafter, each member shall serve a term of four years. An appointment to fill a vacancy shall be made by the Chief Executive Officer of the City of Bronson for the unexpired term only. Before assuming office, a member shall qualify by taking and subscribing to the constitutional oath of office.

Section 3- Compensation of Members

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, Re-appointment, 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 Mayor of the City of Bronson 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 Bronson City Council. Cause shall include failure to attend three (3) consecutive regular 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 interest prior to the Authority taking any action with respect to the matter, which disclosure shall become part of the record of the Authority's official proceedings. Any member making such

disclosure shall refrain from participating 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 Chairman, a Vice-Chairman, and a Secretary/Treasurer, elected as hereinafter provided. The Chairman and Vice-Chairman shall be members of the Board and shall serve without compensation. The officers shall be elected annually by the Board at its annual meeting 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 Board for the unexpired portion of the term.

Section 4- Chairman

The Chairman shall preside at all meetings of the Board. He shall discharge He or she shall discharge the duties of presiding officer. He or she shall be liaison and spokesperson to the Bronson City Council and the public.

Section 5- Vice-Chairman

In the absence of the Chairman, or in the event the Chairman is unable or unwilling to act, the Vice-Chairman shall perform all duties of the Chairman. When so acting, the Vice-Chairman shall have all the powers and be subject to all restrictions of the Chairman.

Section 6- Secretary/Treasurer

The Board may, but shall not be required, to fix compensation for a Secretary/Treasurer. The Secretary/Treasurer shall maintain custody of the official seal, records, books, documents and other papers of the Authority. The Secretary/Treasurer shall attend all meetings of the Board, keep a record of its proceedings, and shall perform such other duties as the Board may delegate to him or her. The Secretary/Treasurer shall keep the financial records of the Authority and, together with the Director, if one is appointed, or with the Chairman, if a Director is not appointed, shall approve all vouchers for the expenditure of funds of the Authority. The Secretary/Treasurer shall furnish a bond in an amount prescribed by the Board. The premium on the bond shall be deemed an operating expense of the Authority, payable from funds available to the Authority for expenses of operation.

Article IV: Meetings

Section 1- Annual Meeting

The annual meeting of the Board shall be held at the last regular meeting of a calendar year at the time and location where the Board shall determine regular meetings shall occur.

Section 2- Regular Meetings

In accordance with the Michigan Open Meetings Act (MCL 15.261 et seq), the Board shall set and give notice of the time and location of its meetings. Regular meetings may be cancelled by the

Chairman for lack of business, lack of quorum, or if in conflict with a state or national holiday. Rescheduled regular meetings may only be held if notice is given pursuant to the Michigan Open Meetings Act.

Section 3- Special Meetings

In accordance with the Michigan Open Meetings Act (MCL 15.261 et seq), a special meeting of the Board may be called by the Chairman, the Vice-Chairman in the absence of the Chairman, the Director (if one has been appointed), by any three (3) members of the board, or by a majority vote of the Bronson City Council. Notice of special meetings shall be made pursuant to the Michigan Open Meetings Act.

Section 4- Agendas

The chairman or the Director (if one is appointed) shall prepare or cause to be prepared an agenda for all meetings and send, deliver, and/or electronically send it to all Board members at least twenty-four hours prior to a meeting. Any member of the Board may request an item be placed on the agenda. Pursuant to the Michigan Open Meetings Act, the public shall be given the opportunity to address the Board at its meetings. A consent agenda may be used to allow the Board to act on numerous administrative or noncontroversial items at one time. Included on this agenda can be noncontroversial matters such as approval of minutes, payment of bills, approval of recognition resolutions, etc. Upon request by any member of the Board, an item shall be removed from the consent agenda and placed on the regular agenda for discussion.

Section 5- Quorum and Voting

A majority of the voting members of the Board in office 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, local ordinance, or elsewhere in these Bylaws.

Section 6- Rules of Order

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

Article V: Employment of Personnel

Section 1- Director

The Board may employ and fix the compensation of an Executive Director for the Authority subject to the approval of the Bronson City Council. The Board shall by resolution approve a job description and requirements for the position in accordance with the Act. The Director shall perform the duties required under the Act, local ordinance, and other requirements. The Director shall serve at the pleasure of the Board but shall report to the City Manager of the City of Bronson and shall be designated as a Department Head of the City of Bronson.

Section 2- 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. Unless the Board shall otherwise designate, the City Attorney of the City of Bronson shall serve as counsel to the Board.

Section 3- Other personnel and Agents

The Board may employ other personnel and agents deemed necessary by the Board. The Board may also enter into contracts for professional service with any individual, corporation, partnership, or entity.

Article VI: Committees and Advisory Boards

Section 1- Committees

The Board by resolution may designate and appoint one or more committees to advise the Board. The committee members shall be members of the Board. The Chairman 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. Advisory boards may be dissolved or otherwise amended by a resolution of the Board at any time.

Article VII: Contracts and Funds

Section 1- Contracts

The Board may authorize the Director or an agent or agents of the Authority to enter into any contracts necessary or incidental to the exercise of its powers and the performance of its duties authorized under the Act.

Section 2- Funds

All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority shall be signed by the Secretary/Treasurer and countersigned by the Director, if one is appointed, or the Chairman if a Director is not appointed. Monies received by the Authority shall immediately be deposited to the credit of the Authority, subject to disbursement pursuant to the Act. The Board may select banks, trust companies, or other depositories for the deposit of Authority funds. No funds of the Authority shall be disbursed except as provided for in the budget of the Authority. Pursuant to the Act, no budget of the Authority shall be adopted by the Board until it has first been approved by the Bronson City Council.

Section 3- Contributions or Gifts

The Board may accept on behalf of the Authority any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Authority.

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 the same as the principal office of the City of Bronson wherever the City Council may determine. All books and records of the Authority shall be open to the public subject to and in accordance with the Michigan Freedom of Information Act (MCL 15.231 et seq).

Section 2- Fiscal Year

The fiscal year of the Authority shall be the same as the fiscal year of the City of Bronson as may be set by the City Charter, the City Council, or state law.

Article IX: Raising of Funds

Section 1- Bonds

The Authority may borrow money and issue: (i) revenue bonds therefor pursuant to the Act and Public Act 94 of 1933 (MCL 141.101 et seq) 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 City of Bronson or the State of Michigan.

Section 2- Development Plans and Tax Increment Financing Plans

When the Authority determines 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 Bronson City 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 or leased 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 Bronson City Council and consistent with the Act.

Article X: District Boundaries

The Authority shall exercise its powers within the area

Article XI: Amendment and Repeal of Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws adopted, by the affirmative vote of a majority of the members of the Board at any regular meeting. The Bronson City Council shall approve such changes before any amendment or alteration may occur.

Article XII: Indemnification

Any member of the Board, and any officer or employee of the Authority, may 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 or she reasonably believed to be in, and not opposed to, the best interests of the Authority). 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 majority vote of members not parties to the same of 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 the 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 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 any 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 is entitled to be indemnified by the Authority as authorized by this Article.