

**BYLAWS
DOWNTOWN DEVELOPMENT AUTHORITY
VILLAGE OF SPRING LAKE**

Article 1 Purposes and Powers

Section 1: Purposes

The Downtown Development Authority is organized pursuant to Chapter 58, Article 2 of the Code of Ordinances (the "Code") adopted by the Village of Spring Lake and Act 197 of the Public Acts of 1975 for the State of Michigan (the "Act"). The Authority shall seek to fulfill the purposes listed in the Code and shall provide for the ongoing maintenance, promotion, security, and continued operation of the downtown district.

Section 2: Powers

The Authority holds all of the powers granted by the Code 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 Code and the Act.

Section 2: Number, Tenure, and Qualifications

The Board of Directors shall consist of no more than nine persons, including A representative of the Village Council, each appointed for four years. In addition to the Council representative, a maximum of three members may have no interest in property in the downtown district. At least one member shall be a resident of the downtown district. 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 Council, 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 within 30 days by the President, with the advice and consent of the Village Council, 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, nonattendance at meetings, or loss of status conferred by an interest in the downtown district.

Section 6: Disclosure of Interest

A board member who has a potential 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, unless the Authority votes affirmatively that there is no conflict.

Article 3 Officers

Section 1: Election and Tenure

The officer of the Authority shall be a chairperson and vice-chairperson; and shall be elected by the board of directors at a 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 the President of the Village Council, with the advice and consent of the Council. An officer may be removed at any time by majority action of the board, or by majority action by the Village Council.

Section 3: Chairperson

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

Article 4 Meetings

Section 1: Annual Meeting

The first meeting of each calendar year shall be the annual meeting. 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. At a minimum, a meeting shall be held in each quarter.

Section 3: Special Meetings

Special meetings shall be held whenever called by the chairperson or any three 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 a minimum of 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

More than 50% of the 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 Rule of Order will guide 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 5 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.

Section 2: Adoption of a Budget

The board shall annually prepare a budget and shall submit it to the Village Council on the same date that the recommended budget for the Village is required. 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 Code 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 at the same frequency and by the same independent auditors auditing the Village. 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.

Article 6 District Boundaries

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

Article 7 Miscellaneous

Section 1: 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 2: Offices

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

Article 8 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.

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.

Motion by: **Miller**

Second by: **Nauta**

VOTES: Yes: **Bennett, Miller, Nauta, Powers & VanStrate**

No:

Absent: **MacLachlan & Meyer**

DATE: January 19, 2015

James MacLachlan, Village President

Lou Draeger, Chairperson