



CITY OF COOPERSVILLE

BY-LAWS

DOWNTOWN DEVELOPMENT AUTHORITY

These by-laws are adopted by the Downtown Development Authority Board pursuant to Public Act No. 197 as amended of the Michigan Compiled Laws 1975, effective April 3, 1990 and subject to approval by the City Council.

The provisions of these by-laws shall prevail to the extent that they are not inconsistent or in conflict with the laws of the State of Michigan.

ARTICLE I

NAME AND PURPOSE

Section 1 – The name of this organization shall be the Coopersville Downtown Development Authority Board,

Section 2 – The purposes of the Coopersville Downtown Development Authority Board are to act as a Downtown Development Authority in accordance with Act 197 of the Public Acts of 1975, as amended, and include, but are not limited to, the correction and prevention of deterioration in business districts, the encouragement of historic preservation, the creation and implementation of development plans in the district, and the promotion of economic growth in the Downtown Business District. In furtherance of these purposes, the Downtown Development Authority Board shall have all the powers which now or hereafter may be conferred by law on authorities organized under Act 197, Public Acts of 1975, as amended.

ARTICLE II

REGISTERED OFFICE

Section 1 – The registered office and the principal place of business of this organization shall be the City Hall of Coopersville or such other location as may from time to time be designated by the Executive Committee.

ARTICLE III

MEMBERSHIP / TRUSTEES

Section 1 – The Downtown Development Authority shall be under the supervision and control of a Board consisting of the Chief Executive Officer of the City of Coopersville and twelve other members appointed by the Chief Executive Officer, with approval of the City Council.

Section 2 – For the purpose of the Downtown Development Authority the Chief Executive Officer of the City of Coopersville is the City Manager.

Section 3 – At least seven of the members shall be persons having an interest in property located within the boundaries of the Downtown Development Authority.

Section 4 – Of the members appointed, three shall be appointed for one year; three for two years; three for three years; and three for four years. Thereafter a member shall serve for a term of four years. The terms of office shall begin on the first day of July or until a successor is named.

Section 5 – An appointment to fill a vacancy shall be made by the chief executive officer of the City of Coopersville (City Manager) for the unexpired portion of the term only, with approval of the City Council.

Section 6 – Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

Section 7 – Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office.

Section 8 – There shall be a vacancy if a member of the Board is absent from four consecutive regular meetings of the Downtown Development Authority Board, unless such absences, with reason therefor stated at the time and appearing in the minutes of the meeting from which the member was absent, be excused, or 25% of such meeting in any calendar year, unless such absences are so excused by the Board.

Absences from the city or failure to perform the duties of a member of the Downtown Development Authority Board for 90 consecutive days, unless such absence from the city or failure to perform duties of a board member shall be excused by the Board prior to the expiration of such 90 days, will create a vacancy.

Section 9 – Resignation of members of the Downtown Development Authority Board should be made in writing to the appointing authority. The appointing office shall announce the resignation of any

member to the Board at its next meeting. Members whose terms of office have expired shall continue to hold office until a successor has been appointed. If a vacancy has been created by the death, resignation, of removal of a member, a replacement shall be appointed within 30 days to fill the remainder of the term.

Section 10 – Removal – Pursuant to proper notice and an opportunity to be heard, a member may be removed from office for neglect of duty, including nonattendance at meetings, misconduct, malfeasance, or any other good cause by a majority vote of the City Council. Removal of a member is subject to review by the Circuit Court.

Section 11 – Disclosure of Interest – A board member who has a direct interest in any matter before the Downtown Development Authority Board shall disclose his/her interest prior to the Board taking any action with respect to the matter, which disclosure shall become a part of the record of the Board’s official proceedings. Further, any member making such disclosure shall the refrain from participating in the Board’s decision making process relative to such matter.

ARTICLE IV

OFFICERS

Section 1 – The Downtown Development Authority Board shall be managed by a board of 12 members, from whom shall be elected a chairman and a chairman pro tempore by a majority vote of Board members.

Section 2 – All officers shall hold office for one year or until a successor is elected and qualified. The term of office shall begin at the annual meeting in July.

Section 3 – The Downtown Development Authority Board shall delegate such powers and duties to the officers as are required for the conduct of their office.

Section 4 – A vacancy in any office shall be filled for its unexpired term by a majority vote from the Downtown Development Authority Board.

Section 5 – The Downtown Development Authority Board may authorize any officer, agency, employee or member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Downtown Development Authority, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agency, employee or member shall have any power or authority to bind the Downtown Development Authority by any contract or engagement or to pledge its credit or to render its liable pecuniarily for any purpose or in any amount.

Section 6 – The City treasurer shall serve as the Downtown Development Authority Board treasurer.

ARTICLE V

COMMITTEES

Section 1 – Executive Committee – there shall be an executive committee composed of five persons who shall be the current chairman, director, and chairpersons of the Developmental, Financial

and Marketing Committees. Except as otherwise provided herein (see Art. IV Sec. 5) such committee shall, during the intervals between the meetings of the Downtown Development Authority Board, possess and may exercise all of the powers of the Downtown Development Authority in the management of its affairs. Three members of the executive committee present at any meeting shall constitute a quorum. The executive committee shall keep full records and accounts of its proceedings and transactions. All action by the executive committee shall be reported to the Downtown Development Authority Board at its meeting next succeeding such action and shall be subject to control, revision, and alterations by the Downtown Development Authority Board. Provided that no right of third persons shall be prejudicially affected thereby. Vacancies in the executive committee shall be filled by the Downtown Development Authority Board as soon as possible.

Section 2 – Nominating Committee – A nominating committee of three members shall be appointed by the chairman within ten (10) days following the first June City Council meeting. This committee shall compile and submit at the annual Downtown Development meeting in July the entire slate of officers to be elected at the annual meeting. A majority of the nominating committee shall constitute a quorum.

Section 3 – Financial, Developmental and Marketing Committees – The Downtown Development Authority Board shall appoint three to five members to serve as advisory bodies to help determine policies and formulate programs for carrying out the Downtown Development Authority Board’s purposes.

Section 4 – The chairman, subject to the approval of the Board, can from time to time appoint other committees as shall be appropriate for the conduct of the business of the Board and shall prescribe the duties and powers of such committee and the term of its existence. The chairman of any such committee must be a member of the Downtown Development Authority Board, but other members may be appointed from outside the board.

ARTICLE VI

FINANCES

Section 1 – The Downtown Development Authority Board shall prepare a budget to be submitted to the City Council via the City Manager by March 1 for review.

Section 2 – The fiscal year of the Downtown Development Authority shall begin on the first day of July each year, unless otherwise provided by the Downtown Development Authority Board, and end on the last day of June.

Section 3 – The chairman shall appoint three or more members of the Authority to an Audit Committee as soon as practicable following the end of each fiscal year. The audit committee shall examine and verify the accounts of the treasurer and shall promptly make a report thereof to the Downtown Development Authority Board, and to the City Manager.

Section 4 – The activities of the Authority shall be financed from one or more of the sources which now or hereafter may be provided for under Act 197, Public Acts of 1975.

ARTICLE VII

MEETINGS

Section 1 – There shall be at least one meeting per month of the Downtown Development Authority Board.

Section 2 – Robert’s Rules of Order will govern the conduct of all meetings.

Section 3 – Special meetings of the Downtown Development Authority Board may be called by the Chairman, the executive board or by three members of the Downtown Development Authority Board.

Section 4 – All meetings will be posted and are open to the public, with the exceptions as outlined in Section 8 of the Open Meetings Act, Act No. 267, Public Acts of 1976 as amended.

Section 5 – Each member present at the meeting of the Downtown Development Authority Board shall be entitled to a single vote, but no member shall vote by proxy, unless his/her sealed vote is accepted by a majority of those present. A proxy vote shall not be used to make a quorum. A proxy vote shall be used only once on a question.

Section 6 – At the annual meeting (July) the election of officers shall be held and committees appointed.

Section 7 – A majority or the members of the Board in office shall constitute a quorum for the transaction of business.

ARTICLE VIII

BOUNDARIES

Section 1 – The Downtown Development Authority Board shall exercise its powers within the area indicated on the Downtown Development Authority District map.

Section 2 – The boundaries of the Downtown Development Authority District may change under the procedures outlined in Act 197, Public Acts of 1975, as amended.

ARTICLE IX

STAFF

Section 1 – The Downtown Development Authority Board may employ staff and retain counsel as deemed necessary by the members of the Board.

ARTICLE X

AMENDMENTS

Section 1 – These by-laws governing the procedures, meetings, etc., are subject to the approval of the City Council.

Section 2 – These by-laws may be altered, amended, or repealed only by the affirmative vote of a majority of the members of the Downtown Development Authority Board at an annual or special meeting, subject to notice and quorum requirements as set forth in these by-laws, provided, however, that any such alteration, amendment or repeal shall have the approval of the City Council and is not inconsistent with the provisions and requirements of Act 197 of the Public Acts 1975, as amended.

Approved by the Coopersville Downtown Development Authority Board on _____ with a vote of _____.

Approved by the Coopersville City Council on _____ with a vote of _____.

Rodney C. Lloyd, Mayor

Kimberly Borgman, City Clerk