

**Bylaws  
of the Downtown Development Authority  
of the Charter Township of Meridian**

Article I – Name

The name of this authority is the Downtown Development Authority (DDA) of the Charter Township of Meridian.

Article II – Purpose

The purpose of the Downtown Development Authority is to act in accordance with the provisions of Act 197 of the Public Acts of 1975 as amended. 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 to halt the property value deterioration and increase property tax valuation where possible in its business district, to eliminate the causes of such deterioration and to promote economic growth in and surrounding the Downtown Development Authority District.

Article III – Directors

Section 1. General Powers: The business and affairs of the Authority shall be managed by its Board except as otherwise provided by statute or by these bylaws.

Section 2. Replacement and Vacancies: Subsequent directors shall be appointed or reappointed in the same manner as original appointments at the expiration of each director's term of office. A director whose term of office has expired shall continue to hold office until a successor has been appointed.

Section 3. Removal: A director may be removed from office for cause by a majority vote of the legislative board of the Charter Township of Meridian with the consent of the Board of Directors. To execute the removal of a director from office, consult the Downtown Development Attendance Policy executed June 5, 2019.

Section 4. Conflict of Interest: A conflict of interest arises when a director has a business or financial interest in the outcome of a decision or action of the Authority; or if the director is engaged in, employed by, or provides services to an entity with a financial interest in the outcome; or if the director owns or has a financial interest in property immediately adjoining the subject property of a proposed project or development; or the director's spouse, child, parent or sibling has a business or financial interest in the outcome of a decision or action of the Authority, or is engaged in, employed by, or provides services to an entity with a financial interest in the outcome, or owns or has a financial interest in property immediately adjoining the subject property of a proposed project or development; or there is a reasonable appearance of a conflict of interest, as determined by a majority vote of the remaining directors present at any meeting. A director who has a conflict of interest in any matter before the Authority shall disclose that interest prior to the Authority taking any action with respect to the matter. This disclosure shall become part of the record of the Board's official proceedings. Any director having a conflict of interest shall then refrain from participating in the Board's decision-making process relative to such matters. For the purposes of this section, property separated by roads, avenues, or streets are not considered immediately adjoining.

#### Article IV – Officers

Section 1. Officers: The officers of the Authority shall be elected by the Board of Directors and shall consist of a Chairperson, Vice Chairperson and Secretary/Treasurer. The Board of Directors may also appoint a recording Secretary who need not be a member of the Board.

Section 2. Election and Terms of Office: The officers of the Board of Directors shall be elected annually by the Board. If the election of officers shall not be held or made at such meeting, such election shall be held or made as soon thereafter as it is convenient. Each officer so elected or appointed shall hold office for the term of which he/she is elected or appointed and until a successor is elected or appointed and qualified, or until his/her resignation or removal.

Section 3. Vacancies: A vacancy in any of the above mentioned offices because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the Board of Directors for the unexpired portion of the term of such office.

Section 4. Chairperson and Vice Chairperson: The Chairperson shall preside at all meetings of the Board of Directors and shall discharge the duties of a presiding officer. In the absence of the Chairperson or in the event of his/her inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson and when so acting shall have all the powers and be subject to all the restrictions of the Chairperson.

Section 5. Secretary/Treasurer: The Secretary/Treasurer shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary/Treasurer shall prepare, with the assistance of appropriate Township officials, annual financial report covering the fiscal year of the Authority. The Secretary/Treasurer shall also preside at all meetings of the Board of Directors where the Chairperson and Vice Chairperson are also unavailable.

#### Article V – Meetings

Section 1. Annual Meeting: An annual meeting shall be held the first meeting in January at a time and place to be set by the Board of Directors. Election of officers shall occur at the annual meeting. If the election of officers does not occur at the annual meeting, the

Board of Directors shall cause the election to be held at a regular or special meeting of the Board within 90 days of the Annual Meeting.

Section 2. Regular Meetings: Regular meetings of the Board of Directors shall be held at a time and place to be set by the Board.

Section 3. Special Meetings: Special meetings of the Board of Directors may be called by Chairperson, by the Vice Chairperson in the absence of the Chairperson, or by any three members by giving twenty-four hours notice of the meeting stating the purpose of the meeting and by posting the notice eighteen hours prior to the meeting.

Section 4. Notice: Notice of any meetings shall be given in accordance with the Open Meetings Act (Act No. 266 of the Public Acts of 1976)

Section 5 Quorum: A majority of the members of the Board in office shall constitute a quorum for the transaction of business. A vote of a 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 rules. 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 6 Open and Closed Meetings: All regular and special 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 267 of the Public Acts of 1976 as amended if approved by the Authority.

Section 7. Status Reports: Periodic reports to the Township Board on the status of the activities of the Authority shall be made as necessary.

Article VI – Amending Bylaws

Section 1. Amendments: These bylaws may be altered or amended or repealed by the affirmative vote of the Board of Directors then in office at any regular meeting or at a special meeting called for that purpose.

Article VII – Indemnification

Section 1. Indemnification: Whenever any claim is made or any civil action is commenced against any officer or employee of the DDA, or injuries to person or property caused by negligence of the officer or employee which in the course of his/her employment, and while acting within the scope of the authority, the Board of Directors may, but is not required, to pay for legal services and also, for any judgment or compromised settlement of the claim.

ADOPTED:

YEAS: Chair Susan Fulk, Vice-Chair Renee Korrey, Supervisor Ron Styka, Members Peter Campbell, Bill Cawood, Will Randle, Jim Raynak, Scott Weaver

NAYS: None

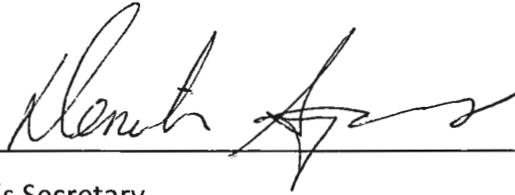
ABSENT: Demetrios James Spanos

STATE OF MICHIGAN )

) ss

COUNTY OF INGHAM )

I, the duly authorized and acting Secretary of the Downtown Development Authority of the Charter Township of Meridian, hereby certify that the foregoing Bylaws were amended by the Board of Directors of the Downtown Development Authority of the Charter Township of Meridian on the 3rd day of June, 2019.



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It's Secretary

## **Attendance Policy Purpose**

This policy is intended to support full contribution of all board directors. The contributions of our volunteer advisory boards are the key to efficient governance, transparency and commitment to growing our prime community. The Charter Township of Meridian, Downtown Development Authority enact this policy today June 5, 2019(revised).

## **Board Attendance Issue Identification Process**

In order to remove a board member from service first an attendance problem must be identified by at least two directors of the DDA board. As determined this day, if any of the following conditions exist in regard to a board member's attendance, the body should consider the individual to have an attendance issue. To determine if the issue is enough to remove a board member, please see the below attendance requirement:

1. A member has three un-notified absences in a row ("un-notified" means the member did not call ahead to a reasonable contact in the organization before the upcoming meeting to indicate they would be gone from the upcoming meeting).
2. The member has four notified absences in a row.
3. The member misses one third of the total number of board meetings in a twelve-month period.

## **DDA Board Response to a Board-Attendance Issue**

If a board-attendance problem is identified as indicated above, a member of the Executive Committee of the Board (Chair, Vice Chair or Secretary) or, their designee will promptly contact the member to discuss the problem. The member's response will promptly be shared by the Chair with the entire board at the next board meeting. In that meeting, the board will decide what actions to take regarding the board director's future on the board. If the board decides to terminate the board member's directorship, termination will be conducted by the process specified in the Downtown Development Authority bylaws. The board will promptly initiate a process to begin recruiting a new board member.

## **DDA Board Member Removal Process**

The Board Chair will call the member with the board-attendance problem and notify him or her of the board's decision to terminate the member's directorship per the terms of the Board Attendance Policy. The Chair will request a letter of resignation from the member to be received within the next two weeks. The board will also submit a letter to the Township Supervisor, stating that a member has been identified with an attendance issue and request to remove that member from the DDA board.