

# **PINCKNEY DOWNTOWN DEVELOPMENT AUTHORITY**

220 SOUTH HOWELL STREET

PINCKNEY, MI 48169

(734) 878-6206

## **Restated & Amended BY-LAWS**

### **ARTICLE I. SCOPE OF THE DOWNTOWN DEVELOPMENT AUTHORITY**

Section 1. **Scope.** The Village of Pinckney Downtown Development Authority was created in part to correct and prevent deterioration of its business district; to promote economic growth and revitalization; to encourage historic preservation; to authorize the acquisition and disposal of interest in real and personal property; to authorize the issuance of bonds and the use of tax increment financing in the accomplishment of specific downtown development activities contained in locally-adopted development plans.

### **ARTICLE II. BOARD OF DIRECTORS**

Section 1. **Membership.** The Authority shall be under the supervision and control of a Board of Directors consisting of the President or Manager of the Village and ~~ten~~ ~~members~~ eight members. The members shall be appointed by the Village President/Manager subject to approval by the Village Council. Eligibility for membership on the Board, number of members, and terms of office shall be as provided in Public Act 197. A member shall hold office until the member's successor is appointed.

Section 2. **Officers.** The Board shall, annually and at its first regular meeting, appointing one of its members as chairperson, one as vice-chairperson, one as treasurer, and one as secretary. The officers so elected shall serve a term of one (1) year or any part thereof as may be determined, and until his successor is designated. No term of office created under this section shall extend beyond the term of the member's designated term.

Section 3. **Compensation.** Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

Section 4. **Director.** The Board may employ a director who shall not be a member of the Board. The director shall serve at the will of the Board for the term of his/her contract.

Section 5. **Lay-members.** The Board may utilize lay-members on subcommittees, or projects from time to time. A lay-member shall be a person who desires to support the Downtown Development Authority and its endeavors. Lay-members hold no responsibility and are only bound to the duties they commit themselves to in a subcommittee or project.

A. A Board member may request a person be placed on the lay-membership list, or any person may request to be placed on the list.

### ARTICLE III. MEETINGS

Section 1. **Regular Meetings.** Regular meetings of the Board will generally be held on the third Tuesday of the month at a location designated by the chairperson. Notice of all meetings shall be published in accordance with the Open Meetings Act 1976, Public Act 267, as amended.

Section 2. **Annual Meeting.** The Annual Meeting of the Board of Directors shall be held immediately prior to the regular Board meeting in March for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the election of officers shall not be held on the day designated herein for any annual meeting or any adjournment thereof, the Board of Directors shall cause the election to be held at a regular or special meeting of the Board of Directors as soon thereafter as conveniently may be.

Section 3. **Special Meetings.** Special meetings shall be held whenever called by direction of the chairperson, President of the Village of Pinckney, or any three (3) members of the Board on eighteen (18) hours written notice of the time and place of meeting. Notice of all special meetings shall be published in accordance with the Open Meetings Act 1976, Public Act 267, as amended.

Section 4. **Quorum and Vote.** ~~A simply majority of the Board, appointed and serving, shall constitute a quorum~~ Four (4) members of the Board, appointed and serving, shall constitute a quorum, and the affirmative vote of the majority of those present shall be necessary for the transaction of any and all business or the passage of any resolution. Amendment of the by-laws by the Board of Directors requires the vote of not less than a majority of the member of the board then in office.

Section 5. **Conflict of Interest.** Any member(s) finding a conflict of interest with one or more agenda items shall declare the same and excuse himself/herself, and refrain from discussing and voting on said item(s). Any abstention shall be noted in the minutes of the meeting.

Section 6. **Open Meetings.** At meetings of the Board, business shall be conducted in accordance with the Open Meetings Act 1976, Public Act 267, as amended.

Section 7. **Participation by Communication Equipment.** A member of the Board of Directors or of a committee designated by the Board may participate in a meeting by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting.

Section 8. **Rules of Order.** The Board shall adopt rules to govern the conduct of all meetings.

### ARTICLE IV. DUTIES

Section 1. **Chairperson.** The chairperson shall preside at the meetings of the Board. The vice-chairperson shall perform the duties of the chairperson in the chairperson's absence and such other duties as shall from time to time be assigned to him/her by the chairperson.

Section 2. **Director.** In the event the Authority employs a director, the director shall be the chief executive officer of the Authority. Subject to approval of the Board, the director shall supervise and be responsible in the manner authorized by law. The director shall attend the meetings of the Board, and shall render to the Board and to the governing body of the municipality a regular report covering the activities and financial condition of the Authority. If the director is absent, the Board may designate a qualified person as acting director to perform the duties of the office. Before entering upon the duties of his/her office, the acting director shall take and subscribe to the oath, and furnish bond as required of the director by law. The director shall furnish the Board with information or reports governing the operation of the Authority as the Board requires.

Section 3. **Secretary.** The secretary shall maintain custody of the official seal and of records, books, documents, or other papers not required to be maintained by the treasurer. The secretary shall attend meetings of the Board and keep a record of its proceedings, and shall perform such other duties delegated by the Board.

Section 4. **Treasurer.** The treasurer shall keep the financial records of the Authority and shall approve all vouchers for the expenditure of funds of the Authority. The treasurer shall perform such other duties as may be delegated by the Board and shall furnish bond in an amount as prescribed by the Board. The treasurer shall be exempt from all duties which do not pertain to the financial records. The treasurer shall cause an annual audit of the financial books of the Downtown Development Authority, therein presented to the Board.

Section 5. **Checks.** All checks shall be signed by the Village President and Village Clerk after approval by the Board.

Section 6. **Other Personnel.** The Board shall have the power to engage and employ such manual, clerical, technical, financial, and professional assistance as in its judgment may be necessary and is incidental to carry out the purposes of the Authority.

## **ARTICLE V. ATTENDANCE**

Section 1. The Downtown Development Authority schedules ~~twelve meetings~~ no less than ten (10) regular meetings a year and each member shall show their commitment to the Downtown Development Authority through attendance.

Section 2. The secretary shall notify the chairperson of a member's second unexcused absence or fourth total absence during the year in which it occurs.

A. The chairperson shall forward a letter to the member addressing the member's absence and attendance record.

Section 3. The chairperson shall submit a letter to the Village Council and each board member requesting the removal of a member after three (3) unexcused absences or five (5) total absences annually.

A. The letter shall contain the reason(s) for removal and refer to this Article of the Downtown Development Authority By-laws.

## **ARTICLE VI. STRUCTURE OF BY-LAWS**

Section 1. The Board shall have power to make, alter or amend the By-laws in whole or in part by majority vote.

## **ARTICLE VII. FISCAL YEAR**

Section 1. The fiscal year of the Authority shall begin on the first day of March and end on the last day of February in each year.

## **ARTICLE VIII. INITIATION OF PROJECTS**

Section 1. All requests for the assistance of this Authority shall be made in written form and should be addressed to the Chairman or Secretary of this Board. Such requests shall include the following information:

- Name, address and business status of applicant.
- Brief personal or business history of the applicant.
- Narrative description of proposed project, including type of business to be conducted thereon and services to be provided thereby.
- Description and location of project area.
- Number of employment opportunities that will be afforded or retained in the community by the project.

Upon receipt of said application the Board shall tentatively assess the public purpose of the project, its desirability, suitability, and its economic feasibility. The Board may request such other data and information from the applicant as it deems appropriate. The Board shall not proceed with the project unless such tentative findings are made.

### **Certification**

I hereby certify that the above By-laws were adopted on the 12<sup>th</sup> day of December, 2000, by Resolution of the Village of Pinckney Downtown Development Authority Board of Directors, which resolution took effect on December 12, 2000.

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Secretary,  
Village of Pinckney Downtown  
Development Authority


**Amendment Certification**

I hereby certify the above By-laws with amendments was adopted on the 20<sup>th</sup> day of April, 2004, by Resolution of the Village of Pinckney Downtown Development Authority Board of Directors, which Resolution took effect on April 20, 2004.

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Secretary,  
Village of Pinckney Downtown  
Development Authority

**Amendment Certification**

I hereby certify that the above Restated and Amended By-laws were adopted on the 20<sup>th</sup> day of January, 2009 by Resolution of the Village of Pinckney Downtown Development Authority Board of Directors and were there after submitted to the Village Council of the Village of Pinckney for consideration and approval.

  
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Secretary,  
Village of Pinckney Downtown  
Development Authority

DDC/kaa 1/21/09