



VILLAGE OF
PINCKNEY
DOWNTOWN DEVELOPMENT AUTHORITY

RESTATED & AMENDED BY-LAWS

SECTION 1: SCOPE OF THE DOWNTOWN DEVELOPMENT AUTHORITY

The Downtown Development Authority (DDA) of the Village of Pinckney 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.

SECTION 2: BOARD OF DIRECTORS

Membership: The Authority shall be under the supervision and control of a Board of Directors. The Village Planning Commission shall serve as the Board of Directors of the Authority as provided in Public Act 57 and in Village Ordinance 31.46(F). The two ad hoc non-voting members of the Planning Commission shall not be counted for determining a quorum or as to the number of required votes to pass a measure, and shall not vote, but otherwise may participate in the Board's deliberations.

Officers: The Chairperson, Vice-Chairperson and Secretary of the Planning Commission will serve the same positions on the Board of Directors of the DDA for the same terms. In addition, the Village Accountant will act as Treasurer of the Board.

- **Chairperson:** The Chairperson shall preside at all meetings and shall conduct all meetings in accordance with rules adopted herein. In the absence of the Chairperson, the Vice-Chairperson shall become the presiding officer. In the absence of the Chairperson and Vice-Chairperson the Secretary shall preside over the meeting.
- **Vice-Chairperson:** The Vice-Chairperson shall act in the capacity of Chairperson, with all the powers and duties in the Chairperson's absence.
- **Secretary:** The Secretary shall perform such duties as the Board may determine, including providing sufficient information from which to prepare the minutes of each meeting. A recording secretary may be used, however the Secretary is ultimately responsible for the state of the minutes.
- **Treasurer:** The Village Accountant will act as Treasurer and shall keep the financial records of the Authority. The Village Accountant shall be exempt from all duties which do not pertain to the financial records. The Village Accountant shall cause an annual audit of the financial books of the Downtown Development Authority, therein presented to the Board.

SECTION 3: ATTENDANCE

- The Downtown Development Authority will schedule no less than ten (10) regular meetings a year and each member shall show their commitment to the Downtown Development Authority through attendance.

- Member Absences. In order to maintain the maximum participation of all appointed Board members at all scheduled meetings, the following is the attendance guide and member replacement policy for "excused" or "unexcused" absences:
 - In the event of unplanned personal matters, business trips, family vacation trips, changed job requirements, sickness, or other physical disabilities that prohibit the member from attending the scheduled meeting, the Zoning Administrator and/or Board Chair should be notified as soon as possible prior to the time of the scheduled meeting of their inability to attend. The member upon this notification will receive an "**excused absence**" for the involved scheduled meeting. Failure to give proper notice will result in an "**unexcused absence**".
 - If any member is absent from three (3) consecutive scheduled meetings with an "excused absence" or two (2) "unexcused absences", the member shall be reported in writing to the Village President. The Village President will contact the member in writing and question his/ her continued ability or interest in being on the Board, giving the member a chance to rectify the attendance issue or submit a resignation.
 - If any member is absent, whether excused or not, from any five (5) scheduled monthly Board meetings, whether consecutive or not, during any one-year period, that member will also be reported in writing to the Village President. The Village President will contact the member in writing and question the member's continued ability or interest to be on the Board. The member will be considered for an appointment nullification when the absences total six in the calendar year.
 - The appointment nullification action would be initiated by the Village President and forwarded on to the Village Council for official action.
- Board Members may be removed from office by the Village Council for misfeasance, malfeasance, or nonfeasance, upon written charges and after a public hearing.
- Board Members may resign by sending a letter of resignation to the Village President, Village Council, or Chairperson.
- Vacancies shall be appointed promptly by the Village President, with the approval of the Village Council, upon the resignation or removal of a Board Member. Successors shall serve out the unexpired term of the member being replaced.

SECTION 4: COMPENSATION

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

SECTION 5: PERSONNEL

- 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.
- 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.

SECTION 6: MEETINGS

Open Meetings Act Compliance: All meetings of the Downtown Development Authority Board shall comply with the requirements of the Open Meetings Act.

Regular Meetings: Regular meetings of the Board will generally be held on the first Monday of the month immediately following the Planning Commission's regularly scheduled meeting. When a regular meeting falls on a legal holiday or upon a day resulting in a conflict, the Board shall, if possible, select a suitable alternate meeting date in the same month as the originally scheduled meeting. Notice of all meetings shall be published in accordance with the Open Meetings Act 1976, Public Act 267, as amended. All meetings of the Board shall be conducted in accordance with the Open Meetings Act 1976, Public Act 267, as amended.

Special Meetings: Special meetings may be called in compliance with the Open Meetings Act. Public notice shall state the purpose, time, and location of the special meeting and shall be posted in accordance with the Open Meetings Act. No official action shall be taken at any special meeting unless the item has been stated in the notice of such meeting.

Agenda: The Zoning Administrator shall be responsible for preparing an agenda for Authority meetings. Meeting packets shall be distributed to the Board on the Thursday before the meeting, if possible, and shall include all items necessary for decisions on agenda items. The order of business for meetings shall be as follows:

1. Call to Order
2. Roll Call
3. Approval of Agenda
4. Approval of Minutes
5. Reports
6. Public Forum
7. Old Business
8. New Business
9. Public Forum
10. Member Discussion
11. Adjournment

This order of business may be revised by a majority vote of the members present. A written agenda for special meetings shall be prepared and followed; however, the form as enumerated above shall not be necessary. Special meeting agendas may only be revised by a 2/3 majority of the entire Board (or 5 members).

Public Forum: A person shall be permitted to address the Board during Public Forum with a time limit of five (5) minutes per individual presentation. Those representing a group may be permitted additional time (all those in the group must identify themselves by a show of hands at the beginning of the speaker's presentation) at the discretion of the Chairperson. The Secretary will maintain the official time and notify the speakers when their time is up. Persons addressing the Board shall state their name and their home address. They should confine discussion to the question at hand and to its merits. Speakers should address their remarks to the Chairperson and maintain a courteous tone. No person shall have the right to speak more than once on any particular subject until all other persons wishing to be heard on the subject have the opportunity to speak.

Quorum and Vote: A simple majority 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.

Rules & Procedures: The Chairperson shall be responsible for enforcing the rules of procedure and for enforcing orderly conduct at meetings. In the absence of the Chairperson, the Vice-Chairperson shall become the presiding officer. In the absence of the Chairperson and Vice-Chairperson the Secretary shall preside over the meeting.

Conflict of Interest: A member shall disclose that a potential conflict of interest may be present. A conflict of interest exists when a member has a “personal or financial interest” in the outcome of the proposed action. This is a factual question, the answer to which depends upon the circumstances of each particular case. 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.

Parliamentary Practice: The rules of parliamentary practice as contained in the latest edition of Roberts Rules of Order shall govern the Board of Directors in all cases to which they are applicable, provided they are not in conflict with these rules, the ordinances of the Village of Pinckney, or state statutes applicable to the Village of Pinckney.

Participation by Communication Equipment: Board members must be physically present at a meeting to be considered in attendance or participate in any manner on any matter before the Board. A member of a committee designated by the Board or Village Consultant 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. When possible, broadcast of meetings will be provided via communication equipment through computer, mobile app or telephone for informational purposes. Although the Chairperson may recognize a member of the public to speak via telephone or communication equipment, is not intended to substitute in-person public comment. Such comments shall be noted in the record.

SECTION 7: PUBLIC RECORDS

All meetings, minutes, records, documents, correspondence and other materials of the DDA Board shall be open to public inspection in accordance with the Freedom of Information Act, except as may otherwise be provided by law.

SECTION 8: PAYABLES

The Village Clerk and/or Village Accountant has authorization to pay vendors each month, at their discretion, providing that the amounts due are within the approved budget for that fiscal year for the general operation of DDA approved functions such as office supplies, electricity, etc. as well as other Board approved purchases. The Clerk shall provide a list of payables for Board approval for any payment in the preceding month(s).

SECTION 9: INITIATION OF PROJECTS

All requests for the assistance of this Authority shall be made in written form and should be addressed to the Zoning Administrator for presentation to the 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.

SECTION 10: REQUEST FOR DDA EVENT FUNDING

One of the goals of the Downtown Development Authority is to support and encourage businesses and support activities to retain local retail businesses in the district. Festivals, parades and activities downtown encourage customer traffic and brings the community together as well as introduce visitors to our Village. In order to qualify for funding, events must:

- Take place within the DDA District
- Include participation of local businesses
- Include marketing of the event as well as promotion of the DDA and its businesses

SECTION 11: FISCAL YEAR

The fiscal year of the Authority shall correspond at all times to the fiscal year of the Village of Pinckney.

SECTION 12: STRUCTURE OF BY-LAWS

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

SECTION 13: CERTIFICATION

These Bylaws were adopted following a motion by Member _____,
Supported by Member _____.

Dated: _____

_____ Chairperson, DDA Board of Directors

_____ Vice-Chairperson, DDA Board of Directors

_____ Secretary, DDA Board of Directors