

By-Laws & Rules of Procedure

Downtown Development Authority

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GLADSTONE
— MICHIGAN —

Table of Contents

- I. AUTHORITY
- II. MEMBERSHIP
- III. OFFICERS
 - a. Selection
 - b. Resignation of the Officers
 - c. Duties of the Officers
- IV. MEETINGS
 - a. Meeting Notices
 - b. Regular Meeting & Special Meetings
 - c. Quorum
 - d. Motions
 - e. Voting
 - f. Order of Business
 - g. Public Comment
 - h. Rules of Order
 - i. Beginning and Ending Time
- V. MINUTES
- VI. OPEN MEETINGS AND FREEDOM OF INFORMATION PROVISIONS
- VII. AMENDMENTS

By-Laws & Rules of Procedure

Gladstone Downtown Development Authority

I. AUTHORITY

The Downtown Development Authority, hereinafter called, “The DDA” is a public authority of the City of Gladstone created by City Ordinance 471. These By-laws and Rules of Procedure are adopted by the City of Gladstone DDA pursuant to Public Act 197 of 1975, recodified as Public Act 57 of 2018, and shall have the powers and responsibilities as granted by the act.

II. MEMBERSHIP

- A. The DDA shall consist of the mayor or his or her designee and eight members selected by the mayor, who shall be appointed by the mayor, subject to the approval by a majority vote of the members elect of the City Commission. If the mayor chooses a designee, the designee shall be from the City Commission and shall serve for a period of at least one year.
- B. The majority of the members shall be persons having an interest in property in the downtown district. A minimum of one member shall be a resident of the downtown district and one member shall be a representative of Gladstone Area Schools.
- C. The term of each DDA member shall be four years. All members shall hold office until their successors are appointed. Members may be removed from office by the City Commission for misfeasance, malfeasance or nonfeasance upon written charges and after a public hearing.
- D. Vacancies occurring in office other than through the expiration of term shall be filled through appointment by the mayor for the un-expired term.
- E. Members of the DDA shall serve without compensation for their services, unless otherwise provided by the City Commission.
- F. Members of the DDA and staff shall be entitled to receive reimbursement for expenses incurred for travel in the performance of activities authorized by the City Commission, including but not limited to, attendance at conferences, workshops, educational and training programs and meetings. Such reimbursement for expenses shall be at the rates provided by the city for travel by City Staff. However, the following types of travel shall not be eligible for reimbursement:
 - a. Travel to and from DDA meetings.
 - b. Local travel for the purpose of viewing sites, which will be the subject of DDA action.
 - c. Attendance at conferences, workshops, education and training programs and meetings, which are held within a radius of ten (10) miles from Gladstone City Hall.
 - d. Travel for which there is no funds available in the DDA budget.
 - e. Travel which the chairperson of the DDA, in his or her sole discretion, determines to be not eligible for reimbursement under these provisions.

By-Laws & Rules of Procedure

Gladstone Downtown Development Authority

III. OFFICERS

A. Selection

- a. The officers of the DDA shall consist of Chairperson and Vice-Chairperson/Secretary selected from the general membership of the DDA.
- b. The election of all officers shall occur at the DDA's first regular meeting after May 10th each year.
- c. Nominations of members for an office shall be by a current member of the DDA during the meeting when elections are held.
- d. All nominations shall be seconded by another member of the DDA to be considered a valid nomination.
- e. All elections shall be conducted by a roll call vote. If there is only one nominee for an office, that nominee shall be assumed to be unanimously elected.
- f. To be elected to an office, a nominee must receive a majority of the votes of the full DDA.
- g. All terms of office shall be for two years with eligibility for reelection.

B. Resignation of the Officers

- a. An officer may resign his/her office by submitting a letter to the DDA Chairperson.
- b. The resignation from office will not be effective until acted upon and accepted by the DDA at its next regularly scheduled meeting.

C. Duties of the Officers

- a. The Chairperson shall:
 - i. Preside at all meetings and shall conduct all meetings in accordance with the Open Meetings Act, (Public Act 57 of 2018, as amended), and the rules provided herein.
 - ii. As appropriate, act as liaison between the DDA and the City staff, consultants and all other pertinent agencies or agents of the City of Gladstone.
 - iii. Appoint such committees and subcommittees as the Chairperson deems desirable.
 - iv. In cooperation with the City Manager, prepare the agendas for all meetings.
 - v. Be responsible for enforcing these Rules of Procedures and for enforcing orderly conduct at meetings.
 - vi. Have the powers and duties set forth in Roberts Rules of Order to the extent that they do not conflict with these Rules of Procedure.
 - vii. Have the authority to cancel a scheduled meeting in advance of the meeting date where the Chairperson has determined that quorum will not be available and shall reschedule the meeting as may be required.
 - viii. Appoint the recording secretary to record the official record of the meeting.
 - ix. The Chairperson shall have the duty to vote in the same manner as members of the DDA.
- b. The Vice-Chairperson/Secretary shall:
 - i. Assume the duties of the Chairperson in the absence of the Chairperson, or when specifically authorized to do so.

By-Laws & Rules of Procedure

Gladstone Downtown Development Authority

- ii. Succeed to the office of Chairperson in the event of a vacancy in that office, in which case the DDA shall select a successor to the office of Vice-Chairperson/Secretary at the earliest practical time.
- iii. Perform such other duties as the Chairperson may assign.
- iv. As Secretary of the DDA shall:
 1. Delegate the execution of documents in the name of the DDA to the recording secretary.
 2. Delegate the receipt and review of all communications addressed to the Secretary to the recording secretary.
 3. Delegate to the recording secretary the keeping of attendance records, providing of all required notices, and preparation of a meeting agenda.
 4. Perform such other duties as may be ordered by the Chairperson or DDA
- c. The recording secretary shall take notes for minutes and prepare a first draft of minutes for review, perform the duties delegated to the recording secretary by the Secretary, and perform other duties as may be ordered by the Chairperson or DDA.

IV. MEETINGS

A. Meeting Notices

- a. All meeting notices shall be posted at the City Hall in accordance with the Open Meetings Act.
- b. The notice shall include the date, time, and place of the meeting.
- c. Notice of any change in the date or time of a meeting shall be posted in the manner required by the Open Meetings Act.

B. Regular Meetings and Special Meetings

- a. The DDA shall hold a regular meeting each month for which there is business to be conducted but shall hold at least four regular meetings each year. It shall keep a record of its transactions, findings and determinations, and such record shall be a public record.
- b. At the first meeting of the DDA in each calendar year a schedule of the meeting dates, times and places shall be set and within ten days after a Public Notice of the dates, time and place shall be posted in compliance with the Open Meetings Act.

If there is a change in the schedule of the regular meetings of the DDA there shall be posted within three days after the meeting at which the change is made, a Public Notice stating the dates, times, and place.

- c. Special meetings of the DDA shall be held at the call of the Chairperson or upon written request to the secretary by at least three DDA members and shall be scheduled in compliance with the Open Meetings Act. Each member of the DDA shall receive notice (written, email or voicemail) of a special meeting at least 24 hours prior to the meeting. Special meeting notices shall state the purpose of the meeting. No official action shall be transacted at any special meeting of the DDA unless the item has been stated in the notice of such meeting.

- d. Closed sessions may be scheduled in accordance with the Open Meetings Act.

C. Quorum

By-Laws & Rules of Procedure

Gladstone Downtown Development Authority

- a. The presence of a majority of membership of the DDA shall constitute a quorum of the DDA.
 - b. If a quorum is not present, the members of the DDA may discuss matters of interest but can take no action until the next regular or special meeting.
- D. Motions
- a. All motions shall be restated or summarized by the Chairperson before a vote is taken.
 - b. The name of the maker and supporters of the motions shall be recorded.
- E. Voting
- a. All DDA members shall have the duty to vote on matters before the DDA and shall not abstain on any matter except where there is a conflict of interest.
 - b. The affirmative vote of five members of the DDA is required to make any determination upon any matter, except as otherwise provided in these Rules of Procedure or ordinance or City Code or state law.
 - c. A simple majority of a quorum is required for procedural motions or resolutions, such as:
 - i. Motion to approve or amend the minutes.
 - ii. Motion to table.
 - iii. Motion to postpone.
 - iv. Motion to recess.
 - v. Motion to adjourn.
 - vi. Motion to recognize achievement or contribution.
 - vii. Motion to add matters to the agenda.
 - viii. Motion to approve consent agenda.
 - ix. Motion to Set Public Hearings.
 - d. Voting on procedural motions or resolutions described in “C” above may be voice vote. In all matters other than procedural, the presiding officer shall call for a voice vote, and if no member states opposition to the motion, it shall be deemed to have passed unanimously and shall be so recorded. In the event any member votes “no”, a roll call shall be conducted and recorded.
 - e. Before participating in a decision or hearing or casting a vote on a matter on which a member may reasonably be considered to have a conflict of interest, the member SHALL disclose the potential conflict of interest to the DDA. The member is disqualified from participating in the discussion or hearing and from voting on the matter as provided here in or as may be provided by a majority vote of the remaining members of the DDA. Failure of a member to disclose a potential conflict of interest as required in these bylaws constitutes malfeasance in office.
 - i. A conflict of interest for a member of the DDA shall include, but not necessarily be limited to, a matter pending before the DDA which:
 - 1. Concerns the member himself or herself
 - 2. Concerns work on land owned by the member, or which is adjacent to land owned by the member.
 - 3. Involves a corporation, company, partnership, or other entity in which the member is a part owner, or any other relationship where the member may stand to have a financial gain or loss.

By-Laws & Rules of Procedure

Gladstone Downtown Development Authority

4. Concerns the member's spouse, children, stepchildren, grandchildren, parents, brothers, sisters, grandparents, parent in-law, or members of the member's household.
 5. The member's employee or employer is:
 - a. An applicant or agent for an applicant, or
 - b. Has a direct interest in the outcome.
 6. The member has a close business or family relationship with an applicant, the applicant's attorney or other representative, or any expert witness.
 - ii. A conflict of interest shall not include an interest the member may have in common with the general public interest.
 - iii. If such a conflict of interest is identified, the member shall disqualify himself or herself at the outset of the hearing or discussion and shall not participate in the discussion or decision, and if so, requested by the chairperson shall leave the meeting room until the issue is concluded.
 - iv. In the event a member is unsure whether he or she is in a conflict of interest position, the remaining members of the DDA by a majority vote shall decide whether or not a conflict of interest exists, and such decision shall be binding and final.
 - f. On all other issues each member shall have an obligation to vote, unless excused for good cause by the unanimous vote of the remaining members present.
- F. Order of Business
- a. A written agenda for all members shall be prepared and followed. No matters for consideration shall be accepted after the agenda packets have been delivered unless the DDA, by separate action, accepts the matter for discussion/action. The general order of business shall be the following:
 - i. CALL TO ORDER
 1. ROLL CALL
 - ii. PUBLIC COMMENT
 - iii. APPROVAL OF MINUTES
 - iv. FINANCIALS
 - v. CONFLICTS OF INTEREST
 - vi. ADDITIONS TO THE AGENDA
 - vii. UNFINISHED BUSINESS
 - viii. NEW BUSINESS
 - ix. CITY COMMENTS & REPORTS
 - x. BOARD COMMENTS & REPORTS
 - xi. ADJOURNMENT
 - b. A written agenda for special meetings shall be prepared and followed, however the form enumerated above shall not be necessary.
- G. Public Comment
- a. During this portion of the agenda, a member of the audience may address the DDA on any issue, including items that were not scheduled on the agenda.

By-Laws & Rules of Procedure

Gladstone Downtown Development Authority

- b. A member of the audience speaking during this portion of the agenda shall limit his/her remarks to three minutes unless such time limit is extended by the Chairperson.
- H. Rules of Order
 - a. DDA meetings shall be informal. However, if required to keep order, meetings shall be governed by “Roberts Rules of Order”, latest published edition, for issues not specifically covered by these Bylaws. Where these Bylaws conflict or are different than “Roberts Rules of Order”, then these Bylaws control.
- I. Beginning and Ending Time
 - a. All DDA meetings shall begin promptly at the time set in the meeting schedule.
 - b. Every effort should be made to complete the agenda items.
 - c. At the discretion of the Chairperson a motion to adjourn may be entertained even though all business on the agenda has not been completed.

V. MINUTES

- A. The DDA minutes shall be prepared by the recording secretary.
- B. The minutes shall contain the following:
 - a. A synopsis of the discussion of the DDA and comments by the public.
 - b. A complete restatement of all motions, and a record of all transactions, findings, and determinations.
 - c. A record of the outcome of DDA voice votes and a recording of roll call votes.
 - d. A summary of the conditions or recommendations made on any action, and
 - e. A record of member’s attendance.
- C. The minutes of the DDA including all attached communications, actions and resolutions shall be deposited with the City Clerk to be accepted by the City Commission. Minutes shall be available for public inspection after the meeting to which the minutes refer. Corrections in the minutes shall be made not later than the next meeting after the meeting to which they refer and shall be made available not later than the next meeting after correction.

VI. OPEN MEETINGS AND FREEDOM OF INFORMATION PROVISIONS

- A. All meetings of the DDA shall be open to the public and held in a place available to the general public, except for closed sessions authorized under the Open Meetings Act.
- B. All deliberations and decisions of the DDA shall be made at a meeting open to the public, except decisions made at a closed session as noted in section “VI; A”.
- C. A person shall not be excluded from a meeting of the DDA except for breach of the peace committed at the meeting or a closed session as provided in the Open Meetings Act.
- D. All records, files, publication, correspondences, and other materials are available to the public for reading, copying and other purposes as governed by the Freedom of Information Act, except for the records of closed sessions.

VII. AMENDMENTS

- A. These By-laws and Rules of Procedure may be amended by the DDA by a concurring vote of five members during any regular meeting or special meeting, provided that all members have received an advanced copy of the proposed amendments prior to the meeting at which such

By-Laws & Rules of Procedure
Gladstone Downtown Development Authority

amendments are to be considered. Amendments will then be submitted to the City Commission for final approval.

THESE BY-LAWS AND RULES OF PROCEDURE WERE ADOPTED ON 10/8/2013.

Downtown Development Authority Chairperson

Date

Vice-Chairperson/Secretary

Date