

**RULES OF PROCEDURE (BY-LAWS) FOR THE
WILLIAMSTON DOWNTOWN DEVELOPMENT AUTHORITY
AN AUTHORITY FORMED PURSUANT TO ACT NO. 197, PA 1975, AS AMENDED,
AND CITY OF WILLIAMSTON ORDINANCE NO. 175, DECEMBER 28, 1981**

(Adopted November 19, 2013)

ARTICLE I. NAME, REGISTERED OFFICE AND REGISTERED AGENT

Section 1. Name.

The name of this authority shall be the "Williamston Downtown Development Authority."

Section 2. Office and Agent.

The Authority shall continuously maintain an office in the City of Williamston, County of Ingham, State of Michigan and an agent whose office address is identical to such registered office.

The registered office and agent may be changed from time to time by the Board of Directors of the Authority ("the Board") subject to the approval of the DDA. The Director of the Williamston Downtown Development Authority shall serve in the capacity as the agent, who is designated by the Board, with offices located in the City Hall, 161 East Grand River Avenue, Williamston, MI 48895.

Section 3. Rules of Procedure.

- 3.1 The rules of parliamentary practice as contained in Robert's Rules of Order, most recent edition, shall govern the DDA in all cases to which they are applicable, provided they are not in conflict with these Rules, other rules of the DDA or with the Ordinances and Charter of the City of Williamston.
- 3.2 These Rules of Procedure (also know as the "By-Laws") shall functioning as the Rules of Procedure contemplated in MCL 125.1654 (3) for the governing its procedure for the holding of regular meetings, subject to the approval of the governing body.

ARTICLE II. DIRECTORS

Section 1. General Powers.

The business and affairs of the Authority shall be conducted by the Board of Directors except as managed by the Director, as provided by Act No. 197, PA of 1975, as amended and City of Williamston Ordinance No. 175.

Section 2. Appointment to the DDA Board, Replacement and Vacancies.

The Downtown Development Authority shall consist of the Mayor and eight members per City of Williamston Ordinance No. 175. When the Mayor is not able to attend a meeting, the Mayor Pro-Tem shall attend on the Mayor's behalf with the same rights and privileges) and eight members.

With the exception of the City Council Mayor, all other members shall be appointed to four-year terms by the Mayor with the approval of the City Council.

Not less than five members shall be persons having an interest in property located in the downtown district; not less than one member shall be a resident of the downtown district. A board member whose term of office has expired shall continue to hold office until a successor has been appointed by the Mayor and confirmed by the City Council. A board member may be appointed to additional terms in accordance with the provisions hereunder.

If a vacancy is created by death or resignation, a successor shall be appointed by the Mayor within thirty (30) days to hold office for the remainder of the term of office so vacated.

Section 3. Removal.

Pursuant to notice and after having been given an opportunity to be heard, a member of the board may be removed for cause by the governing body. Removal of a member is subject to review by the circuit court.

Section 4. Meetings.

- 4.1 Meetings of the Board may be called by or at the request of the Chairperson of the Board, the Vice Chairperson of the Board, any two board members, or by the City Clerk or DDA Staff. The meetings of the board shall be public, and the appropriate notice of such meetings shall be provided to the public.
- 4.2 The WmDDA's regular monthly meeting shall be at 7:00 p.m. on the third Tuesday of each month.

Section 5. Notice.

Notice of any meeting shall be given in accordance with the Open Meetings Act (Act No. 267, PA of 1976). The City Clerk shall act as the board's designated agent for purposes of posting notice of all meetings.

Section 6. Quorum.

A majority of the members of the Board (five of nine board members) constitutes a quorum for the transaction of business at any meeting of the Board provided. If less than a majority of the board members are present at a meeting, a majority of the board members present may adjourn the meeting from time to time without further notice. An affirmative vote of at least five members of the Board of Directors shall be needed to adopt any resolution.

Section 7. Committees.

The DDA Board may designate one or more committees, each committee to consist of one or more of the board member. The Board may designate one or more members as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of such an absent or disqualified member. A committee and each member thereof shall serve at the pleasure of the Board.

Section 8. Minutes.

The WmDDA Secretary shall attend the Board Meetings and record all the proceedings and resolutions of the Board in accordance with the Open Meetings Act, please see MCL 15.269 (1). In the absence of the WmDDA Secretary, or in his/her absence, the Board may appoint one of its own members or another person to temporarily perform the Secretary's duties.

The WmDDA shall make the minutes open to the public for inspection in accordance with the Open Meeting Act, please see MCL 15.269 (2) - (4).

Section 9. Conduct of Meetings.

9.1 Meetings to be public

All Regular and Special Meetings of the Board shall be open to the public and citizens shall have a reasonable opportunity to be heard in accordance with such rules and regulations as the Board may determine, except that the meeting may be closed to the public and the media in accordance with the Open Meetings Act.

9.2 Agenda Preparation

An agenda for each Regular Board Meeting shall be prepared by the Chair, the Secretary, the Staff (Board members and Committees can add agenda items) with the following order of business:

- a. Call to Order
- b. Pledge of Allegiance
- c. Roll Call
- d. Approval of Agenda
- e. Public Response
- f. DDA Minutes
- g. Accounts Payable
- h. Community Development Director's Report
- i. Treasurer's Report

- j. Action Items
- k. Discussion Items
- l. Correspondence Received/Information Only
- m. Outstanding Issues
- n. Public Response
- o. DDA Member Comments
- p. Adjournment

Agendas of each Special Board Meeting shall include the following order of business:

- a. Meeting called to order
- b. Roll Call
- c. Public Comment
- d. Business before the Board (must be on agenda posted at least 18 hours before meeting)
- e. Adjourn

Posted Agenda's for Special Meetings cannot be altered less than 18 hours before the meeting. Posted notices for Regular and Special Meetings shall include the address of the meeting place and the telephone number of the City Office.

9.3 Attendance at Board Meetings

Appointment to the WmDDA is a privilege freely sought. It carries with it the responsibility to participate in Board activities and represent the residents of City. Attendance at Board Meetings is critical to fulfilling this responsibility. The Board may excuse absences for cause. If a Board member has more than three unexcused successive absences for Regular or Special Board Meetings, the Board may enact a Resolution of Reprimand. In the event that a member's absence continues, the Board may enact a Resolution of Censure or refer the matter to the City Council for removal or both.

9.4 Presiding Officer

The presiding Officer shall be responsible for enforcing these rules of procedure and for enforcing orderly conduct at meetings. The Chair is ordinarily the presiding Officer. The Board shall elect one of its members Vice-Chair, who shall preside in the absence of the Chair. In the absence of both the Chair and Vice-Chair, the member who has the longest consecutive service on the Board shall preside.

9.5 Disorderly Conduct

The Chair may call to order any person who is being disorderly by speaking out of order or otherwise disrupting the proceedings, failing to be germane, speaking longer than the allotted time, talking in the audience or speaking vulgarities. Such Person(s) shall be seated and remain quiet until the Chair determines whether the person is in order.

If the person engaged in presentation is called out of order, he or she shall not be permitted to continue to speak at the same meeting, except by special leave of the Board. If the person shall continue to be disorderly and disrupt the meeting, the chair may order the sergeant at arms or other designated individual to remove the person from the meeting. No person shall be removed from a public meeting except for an actual breach of the peace committed at the meeting.

9.6 Approval of Agenda

Any member of the board may make a motion to amend, add to, or delete from the agenda of a regularly scheduled meeting, prior to approving the agenda. The agenda of a Special Meeting may not have anything added thereto, unless done in accordance with the posting requirements of the Open Meeting Act.

Section 10. Closed Meeting.

10.1 Purpose

Closed meeting may be held only for the reasons authorized in the Open Meetings Act, which are the following:

- a. To consider the dismissal, suspension, or disciplining of, or to hear complaints or charges brought against a public officer, employee, staff member or individual agent when the named person requests a closed meeting.
- b. For strategy and negotiation sessions connected with the negotiation of a collective bargaining agreement when either negotiating party requests a closed hearing.
- c. To consider the purchase of a lease of real property up to the time an option to purchase or lease that real property is obtained.
- d. To consult with the WmDDA Attorney or another Attorney regarding trial or settlement strategy in connection with specific pending litigation, but only when an open meeting would have a detrimental financial effect on the litigating or settlement position of the Board.

- e. To review the specific contents of an application for employment or appointment to a public office when a candidate requests that the application remain confidential. However, all interviews by a public body for employment or appointment to a public office shall be held in an open meeting.
- f. To consider material exempt from discussion or disclosure by state or federal statute. (Including the confidential legal opinion of the WMDDA Attorney).

10.2 Calling Closed Meeting

At a regular or special meeting, the board members, by a two-thirds (2/3) roll call vote, may call a closed session under the conditions outlined in Section 15.267 of the Open Meetings Act. The roll call vote and purpose(s) for calling the closed meeting shall be entered into the minutes of the public part of the meeting at which the vote is taken.

10.3 Minutes of Closed Meetings

A separate set of minutes shall be taken by the secretary, or the designated secretary of the Board, at the closed session. These minutes will be retained by the City Office, shall not be available to the public, and shall only be disclosed if required by civil action, as authorized by the Michigan Open Meetings Act. These minutes shall be destroyed one year and one day after approval of the minutes of the regular meeting at which the closed session was approved. Closed session meetings shall not be taped by anyone.

Section 11. Discussion and Voting

11.1 Duty to vote

Appointment to a deliberative body carries with it the obligation to vote. Board members present at the Board meeting shall vote on every matter before the body, unless otherwise excused or prohibited from voting by law. A Board member who is present and abstains or does not respond to a roll call vote shall be counted as voting with the side approving the motion and shall be so recorded, unless otherwise excused or prohibited by law from voting.

11.2 Conflict of Interest.

- 11.2.1 Conflict of interest, as defined by law, shall be the sole reason for a member to abstain from voting. A board member who has a conflict of interest in any matter before the Authority shall disclose such conflict prior to the Authority taking any action with respect to the matter, which disclosure shall become a part of the record of the Authority's official proceedings.

11.2.1.1 If a member has a question regarding whether he/she has a “conflict of interest” in a matter before the board, the issue shall be referred to the WmDDA attorney, whose opinion shall be binding on the board.

11.2.1.2 A vote may be tabled, if necessary to obtain the opinion of the WmDDA Attorney.

11.2.2 All DDA Board members shall file conflict of interest forms in accordance with City of Williamston Ordinance No. 251. Failure to timely file said form shall constitute good cause for removal under Article III, Section 3.

11.3 Right to Vote

The right to vote is limited to the members of the Board present at the time the vote is taken. Voting by proxy, telephone or electronic mail is not permitted.

11.4 Results of Voting

In all cases where a vote is taken, the chair shall declare the result. It shall be in order for any Board member voting in the majority to move for a reconsideration of the vote on any question at that meeting or at the next succeeding meeting of the Council. When a motion to reconsider fails, it cannot be renewed.

Section 12. Citizen Participation

12.1 General

Each Regular board Meeting agenda shall provide for reserved time for audience participation at both the beginning and the end of the meeting.

If requested by a member of the Board, the presiding officer shall have discretion to allow a member of the audience to speak at times other than reserved time for audience participation.

12.2 Length of Presentation

Any person who addresses the Board during a Board meeting shall be limited to three (3) minutes in length per individual presentation. The time period will include Board response, if any. Persons may not give unused time to persons out of time. Organizations or groups who make presentations to the board concerning agenda items have twenty (20) minutes to make their presentation. This twenty (20) minute time period includes Board discussion.

12.3 Addressing the Board

During Public Comment the Chair will ask if anyone wishes to make public comment and will then call upon individuals one at a time. When a person addresses the Board, he or she shall stand at the podium and state his or her name and home address. Remarks should be addressed to the Board in a courteous tone. No person shall have the right to speak more than once on any particular subject.

ARTICLE III. OFFICERS

Section 1. Officers.

The officers of the Authority shall be elected by and from the Board and shall consist of a chairperson and vice-chairperson. The Board may also appoint a secretary and treasurer who need not be members of the Board.

Section 2. Election and Term of Office.

The officers of the Authority shall be elected annually in July 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 is convenient. Each officer so elected or appointed shall hold office until the following June 30th or until resignation or removal.

Section 3. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the Board for the unexpired portion of the term of such office.

Section 4. Chairperson.

The Chairperson shall be the chief executive officer of the Authority, but may from time to time delegate all or any part of the duties to the Vice Chairperson, Secretary, Treasurer, DDA staff or contracted service providers. The Chairperson shall preside at all meetings of the Board and have general and active management of the business of the Authority and shall perform all duties of the office as provided in these Rules of Procedure. The Chairperson shall be ex-officio a member of all standing committees, and shall have the general powers and duties of supervision and management of the Board.

Section 5. Vice-Chairperson.

In the absence of the Chairperson, the Vice-Chairperson shall perform all the Chairperson's duties, and if the office of Chairperson shall become vacant, the Vice-Chairperson shall hold the office of Chairperson until the next regular election of officers.

Section 6. Staff.

The Board may employ and fix the compensation of staff and other personnel as provided in the DDA Act; Section 5. DDA staff shall be subject to the procedures stated in the personnel manual of the City.

Section 7. Contracts for Services.

The DDA Board may contract with the City of Williamston for any or all administrative, financial, planning, engineering, marketing, advertising, design, legal and other services in support of its operations.

Section 8. Delegation of Duties of Officers.

In the absence of any officer of the Authority, or for any other reason that the Board may deem sufficient, the Board may delegate from time to time and for such time as it may deem appropriate, the powers or duties, or any of them, of such officer to any other officer, or to any DDA staff or contracted service providers, provided a majority of the Board then in office concurs therein.

ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts.

The Board may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or continued to specific instances subject to the limitations on power and authority of the Board.

Section 2. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be signed by such officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the Board.

Section 3. Deposits.

All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the Board may select.

ARTICLE V. FISCAL YEAR

Section 1. Fiscal Year.

The fiscal year of the Authority shall correspond at all times to the fiscal year of the City of Williamston.

ARTICLE VI. INITIATION OF PROJECTS

Section 1. Initiation of Projects.

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

1. Name, address and business status of applicant.
2. Brief personal or business history of applicant.

3. Narrative description of proposed project, including type of business to be conducted thereon and services to be provided thereby.
4. Description and location of project area.

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.

ARTICLE VII. AMENDMENTS

These Rules of Procedure may be altered or amended or repealed by the affirmative vote of the Board then in office at any regular or special meeting called for that purpose, subject to approval of the City Council.