

## **Bylaws of the Baldwin Township Downtown Development Authority (DDA)**

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### **Article I: Name and Purpose**

#### **1. Name**

The name of this organization shall be the Downtown Development Authority of Baldwin Township (the "Authority").

#### **2. Purpose**

The purpose of the Authority is to promote economic growth and development within the downtown district of Baldwin Township by implementing projects, managing public improvements, and fostering a vibrant business and residential community in accordance with the Michigan Downtown Development Authority Act (P.A. 57 of 2018).

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### **Article II: Membership**

#### **1. Composition of the Authority**

The Authority shall be under the supervision and control of the Board of Directors consisting of the chief executive of the Township, Township Planning Commission Liaison, and not less than seven (7) and more than eleven (11) members as determined by the Township Board. Not less than a majority of the members shall be persons having an interest in the property located in the Downtown District. Not less than one of the members shall be a resident of the Downtown District, if the Downtown District has 100 or more people residing in it.

#### **Appointment**

The members shall be appointed by the chief executive officer of the Township, subject to the approval of the Township Board. An appointment to fulfill a vacant seat shall be made by the chief executive officer of the Township for the unexpired term only.

#### **2. Term of Office**

Of the members first appointed, an equal number, as near as is practical, shall be appointed for one year, two years, three years, and four years. Thereafter, each member shall serve for the term of four years. Members shall hold office until the members successor is appointed.

3. **Vacancies**

Any vacancy in the membership shall be filled by the chief executive of the Township, subject to the approval of the Township Board for the remainder of the unexpired term.

4. **Powers of Authority**

The Authority shall have all powers enumerated or implied by law in Act 197.

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**Article III: Officers**

1. **Officers**

The officers of the Authority shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer.

2. **Election of Officers**

Officers shall be elected by the members of the Authority at the first meeting of each calendar year. Nominations for officers shall be accepted from the floor.

3. **Duties of Officers**

- **Chairperson:** Shall preside over all meetings, set agendas, and represent the Authority at official functions.
  - **Vice Chairperson:** Shall perform the duties of the Chairperson in their absence or incapacity.
  - **Secretary:** Shall keep accurate records of all meetings and proceedings, including minutes, and maintain all official documents of the Authority.
  - **Treasurer:** Shall oversee financial records, budgets, and accounting for the Authority, and report on the financial status of the Authority at each meeting.
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**Article IV: Meetings**

1. **Regular Meetings**

The Authority shall hold regular meetings at least once a month, on a day and time designated by the Chairperson. Meetings shall be open to the public and comply with the Michigan Open Meetings Act.

Members will have the right to make changes to the agenda before it is approved.

## **2. Special Meetings**

Special meetings may be called by the Chairperson or upon request of at least 5 members of the Authority. Notice of special meetings shall be provided to all members at least 48 hours in advance.

## **3. Meeting Agendas**

1. The agenda of each DDA meeting shall be prepared by the DDA secretary and/or Township Staff at least twenty-four (24) hours prior to each regular meeting and at least eighteen (18) hours prior to each special meeting.
2. Material pertinent to agenda items to develop the meeting packet shall be assembled by the DDA secretary and/or Township staff and delivered to DDA board members at least twenty-four (24) hours prior to each regular meeting, and at least twelve (12) hours prior to each special meeting. Meeting packets shall be delivered to DDA board members via email unless other arrangements are made with the DDA secretary and/or Township staff.
3. Agenda items with supporting background materials will be submitted to the office of the Township Supervisor by noon the Friday preceding the scheduled meeting of the DDA board. The Township Supervisor or DDA Chairperson will determine the appropriateness of the placement of the items on the agenda for consideration by the DDA board, except that any request by a member of the DDA board for the DDA board's consideration will be included on the agenda. Requests by the public for placement of items on a DDA meeting agenda must be submitted in writing to the office of the Township Supervisor and are subject to approval of the Township Supervisor and the DDA Chairperson. The items must pertain to a topic of interest to the DDA.

## **4. Order of Business**

1. Call to Order
2. Roll Call
3. Approval of the Agenda
4. Review and Approve Minutes from Previous Meetings
5. Treasurer's Report
6. Committee Reports
7. Old Business
8. New Business
9. Announcements
10. Public Comment
11. Adjourn Meeting

## **5. Meeting Attendance**

1. A majority of the full potential membership of the DDA board constitutes a quorum. Once established, a quorum is defeated if less than a majority of board members remain to conduct business.
2. Regular attendance by DDA board members is expected. It is requested as a courtesy that DDA board members provide advance notification minimally to the Township Supervisor and Chairperson if they intend to be absent from a meeting. Absences may be excused by the DDA board for reasonable cause to be stated in the meeting minutes.
3. Three (3) consecutive excused absences, or two (2) consecutive unexcused absences from regular meetings of the DDA by any board member results in the forfeiture of appointment.

## **6. Removal of a Member**

Pursuant to notice and an opportunity to be heard, any officer may be removed by a two-third vote of the members of the Authority or by the Township Board of Trustees if they fail to fulfill their duties.

## **7. Quorum**

A quorum for the transaction of business shall be a majority of the members current serving members.

## **8. Voting**

Each member shall have one vote. Decisions of the Authority shall be made by a majority vote of those present at the meeting, unless otherwise specified.

## **9. Public Reporting Requirements**

All minutes of the DDA board meetings are approved by the DDA board and forwarded for review and acceptance by the Township Board of Trustees.

Pursuant to Section 910 of PA 57 of 2018, the new Act describes the requirement that an authority create a website or use a municipal website for the posting of the information listed in this section including budgets, audits, adopted plans, and other information. The DDA of Baldwin Township uses the municipal website, [baldwintwpiosco.gov](http://baldwintwpiosco.gov)

## **10. Public Participation**

1. Members of the public are invited and encouraged to attend all meetings of the DDA board.

2. Members of the public shall have the opportunity to address the DDA board at every meeting during the designated public comment periods. A person addressing the DDA board shall state their name, residential address, and affiliation with the Township if applicable. Individual speakers are allotted three (3) minutes.
3. During public hearings, public comments shall be limited to the subject of the public hearing. Individual speakers are allotted three (3) minutes.
4. During special meetings, public comments shall be limited to the subject(s) on the agenda of the special meeting.

At times it is desirable to include one or more members of the audience (Township staff, commission members, contractors, affected members of the public, etc.) in the DDA board's discussion. The presiding officer may allow a member of the audience to participate in discussion at their discretion. Other members wishing to engage a member of the audience in discussion shall make such a request to the presiding officer.

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## **Article V: Committees**

### **1. Standing Committees**

The Authority may establish committees as needed for the efficient operation of the organization. Committees may include, but are not limited to, an Executive Committee, Finance Committee, and Planning Committee.

### **2. Ad Hoc Committees**

The Chairperson may appoint ad hoc committees to handle specific issues or projects, with the approval of the Authority.

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## **Article VI: Fiscal Management**

### **1. Fiscal Year**

The fiscal year of the Authority shall be from April 1 to March 31 of that same year, or such fiscal year as may hereafter be adopted by the Township.

### **2. Adoption of Budget**

The Board shall annually prepare a budget and shall submit it to the Township Board on the same date that the proposed budget for the Township is required by law to be submitted to the Township Board. The Board shall not finally adopt a budget for any fiscal year until the budget has been approved by the Township Board. The Board may, however, temporally adopt a budget in connection with the operation if any

improvements which have been financed by revenue bonds where required to do so by the Ordinance authorizing the revenue bonds.

### **3. Financial Reports**

The Authority shall submit financial reports to the Township Board at the same time and on the same basis as departments of the Township are required to submit reports. The Authority shall be audited annually by the same independent auditors auditing the Township and copies of the audit report shall be filed with the Township Board.

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## **Article VII: Conflict of Interest**

### **Disclosure of Conflicts**

A conflict of interest is any interest competing with or adverse to a member's primary duty of loyalty to the public interest. Pursuant to Act 196 of 1973, commonly referred to as the "State Ethics Act," DDA board members shall not:

- divulge confidential information;
  - represent their opinions as those of the DDA;
  - use township personnel, property, or funds for personal gain or benefit;
  - solicit or accept gifts/loans/goods/services, etc. which tend to influence their performance of official duties;
  - engage in a business transaction in which they may profit from confidential information;
  - engage in or accept employment or render services for a public or private interest which is incompatible/in conflict with the discharge of official duties, or which may tend to impair their independence of judgment; or
  - participate in the negotiation or execution of contracts, making loans, granting subsidies, fixing rates, issuing permits, certificates, or other, regulation or supervision relating to a business entity in which the member has a financial or personal interest.
1. DDA board members are obligated to disclose any real, potential, or perceived conflicts of interest pertaining to themselves and/or other members as soon as it is known to them. Such real, potential, or perceived conflicts of interest may involve a member, a member of their immediate family or household, their employer or employee, or any entity in which the member or other person identified above has a personal financial interest. Ideally this is done in advance of any meeting for which an agenda item may represent a conflict of interest for one or more members.
  2. If the issue of a real, potential, or perceived conflict of interest is raised and the member who may have a conflict of interest does not recuse themselves from voting, any other DDA board member may make a motion for the member in question to be excused (prohibited) from voting on the agenda item in question. If such a motion is seconded and 2/3 of the members present, not including the member in question, vote

affirmatively to excuse the member in question from voting, then the member in question will be recorded as abstaining on that agenda item.

3. A member who has expressed their intention to abstain from voting or who has been excused from voting by the remainder of the DDA board due to a real, potential, or perceived conflict of interest may not participate in the discussion pertaining to that agenda item.
4. An interest that a member shares with the general public interest does not constitute a conflict of interest.
5. No member may vote on a matter in which they have a proprietary or financial interest, or from which they may gain a financial benefit.

### **Code of Ethics**

Members are expected to adhere to the highest ethical standards and to act in the best interests of the Authority and Baldwin Township. Please see MCL 15.342 and the full State Ethics Act for greater detail. Also see Act 317 of 1968 regarding prohibitions for members pursuing certain public contracts, and Act 566 of 1978 regarding incompatible public offices.

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### **Article VIII: Amendments to the Bylaws**

#### **1. Amendment Process**

These bylaws may be amended by a two-thirds vote of the members of the Authority at a regular meeting, provided that written notice of the proposed amendment has been provided to each member at least 7 days prior to the meeting.

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### **Article IX: Dissolution**

#### **1. Duration of Tax Increment Finance Plan**

Tax Increment Financing Plan will continue in effect until all purposes of the Development Plan and Tax Increment Financing Plan have been fulfilled.

Motion by \_\_\_\_\_

Supported by \_\_\_\_\_

Date \_\_\_\_\_

Yes:

No:

Abstain:

FINAL DRAFT