

Downtown Development Authority  
Village of Mattawan, Van Buren County, Michigan

BYLAWS

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ARTICLE I AUTHORITY

These bylaws are adopted pursuant to the authority of Michigan Compiled Laws 125.1651 et seq., and shall be construed in a manner that is consistent with the statute. The Authority and its Board reserve the right to utilize all authority described by state law.

ARTICLE II OFFICERS, TERMS, REMOVAL, INDEMNIFICATION

The Authority shall conduct an organizational meeting each year. At such meeting, the Authority shall elect from among its members a chairperson, a vice chairperson and a secretary-treasurer. The chairperson shall preside over meetings of the Authority. Meetings shall be conducted pursuant to the current version of Robert's Rules of Order unless a provision of the Rules is inconsistent with state law or these Bylaws, in which case state law or the Bylaws shall control. In the chairperson's absence, the vice-chairperson shall preside. In the absence of the vice-chairperson, the secretary-treasurer shall preside. If none of the officers is present, the Board shall appoint one of its members to preside.

The Executive Director for the Authority shall be the Mattawan Village Manager, or in the absence of a Village Manager, another qualified person appointed by the Board. The Executive Director shall function as the chief executive officer and business manager of the Authority. The Executive Director shall supervise the preparation of plans and the performance of the functions of the Authority in the manner authorized by the state law, these Bylaws and other instruction from the Board. The Director shall attend all meetings of the Board and shall have full right of discussion but shall not have a vote on any matter. The Director shall be responsible for the preparation of the budget of the Authority and shall render to the Board and Village Council a regular report on the activities and financial condition of the Authority.

The Board shall consist of eleven (11) members. The terms of office of Board members shall begin immediately upon their appointment and shall be four (4) years, except that in the case of the first Board appointed hereunder, three (3) of the members shall be appointed for a term of one (1) year, three (3) for a term of two (2) years, three (3) for a term of three (3) years and two (2) for a term of four (4) years.

In the absence of an 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 of such officer to any other officer, or to any director, provided that said duties are delegated by a majority vote of the Board.

Pursuant to notice and an opportunity to be heard, a member of the Board may be removed by a vote of at least five (5) members of the Village Council.

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

Board members shall be represented and indemnified for claims and civil action made against them as provided for elected and appointed officials and employees.

### ARTICLE III MEETINGS, QUORUM,

At the annual meeting, the Board shall determine the date and time of each regular meeting of the Board for the ensuing year. All meetings shall be open to the public and minutes shall be kept of each meeting so held; at least one set of minutes shall be available at the office of the Village Clerk for inspection by the public. All members of the Authority shall be given notice of the date, time and tentative agenda of the meetings at least forty-eight (48) hours in advance of the meeting. Notice to members may be served personally, by mail or by telephone. All proceedings conducted by the Board shall comply with the Michigan Open Meetings Act.

Special meetings shall be subject to the call of the Chairperson, Acting Chairperson or Executive Director. A special meeting may also be called upon the written request of a majority of the members of the Board.

Meetings shall be held at Village Hall and notice of such meetings shall be posted on the bulletin board at Village Hall, which is accessible to the public.

A quorum shall consist of the presence of at least a majority of the members of the Authority. The affirmative vote of at least a majority of Board members' present shall be required to take official action.

A member of the Board who has a direct interest in any matter before the Authority shall disclose the interest prior to the Authority taking any action with respect to the matter. Such disclosure shall become part of the official proceedings of the meeting. Any member making such disclosure may then be required, by a majority vote of the Board, to participate in the Authority's decision-making process relative to such matter.

The agenda at all regular meetings of the Authority shall be as follows:

1. Call to Order by Chairperson
2. Attendance
3. Approval of Agenda
4. Approval of Minutes
5. Treasurer's Report
  - a. Authorization to Pay Bills
6. Public Comment
7. Reports from Officers, Board, Committees
8. Old Business
9. New Business
10. Comments from Board Members

11. Adjournment

The Chairperson shall be a voting member of the Board and shall have the power to make and support motions. The Chairperson shall have the discretion to change the order of business whenever he or she deems it advisable to do so either before or during the progress of the meeting.

ARTICLE IV COMMITTEES

The Authority is authorized to appoint committees or advisory boards, as the Board deems appropriate.

ARTICLE V CONTRACTS, LOANS, CHECKS

The Board may authorize, by a resolution adopted by an affirmative vote of a majority of the members, that the Executive Director may enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Board and that such authorization may be general or confined to specific instances.

The Board may borrow funds, specifically or generally identified, from the Village for its functions, including its costs of organization. Such advances by the Village shall be a debt of the Board and shall be recorded in the books of account of the Board and the Village. Said debts shall be repaid, as the parties shall agree as funds for repayment become available to the Board.

At least two officers of the Authority shall sign checks or drafts.

The fiscal year of the Authority shall correspond at all times to the fiscal year of the Village of Mattawan, Van Buren County, Michigan.

These bylaws may be changed or added to by the affirmative vote of a majority of the members. No amendment shall be discussed and adopted unless a written notice to amend the bylaws shall be filed with the secretary-treasurer at a regular meeting preceding the meeting at which the amendment will be discussed. The Board may waive this requirement by a unanimous vote of the full board. Any amendment to these bylaws is subject to approval by the Mattawan Village Council and must comply with state law.

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Adopted this 18<sup>th</sup> day of March, 2004

I hereby certify that the above Bylaws were duly adopted by the Mattawan Downtown Development Authority by a vote of 9 yea, -0- nay, and 2 absent, at a meeting held at the Mattawan Village Hall, Van Buren County, Michigan, at 9:00 a.m. on the 18<sup>th</sup> day of March, 2004.

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Lesley Benson, Acting Clerk for the  
Village of Mattawan