

**By-laws**  
**St. Johns Downtown Development Authority**  
**St. Johns, Michigan**

**ARTICLE I**

**Name**

Section 1: The name of this organization is the St. Johns Downtown Development Authority, hereinafter referred to as the DDA.

Section 2: The municipality to which the DDA is affiliated is the City of St. Johns, Michigan, hereinafter referred to as the municipality or City.

**ARTICLE II**

**Mission Statement/Purpose**

Section 1: Mission Statement: The DDA is dedicated to the physical and economic development of the City's downtown by maintaining and improving the St Johns Downtown Development District with emphasis on preserving its historical heritage and stimulating the local economy for its citizens, businesses, and visitors.

Section 2: The DDA is organized to stimulate DDA economic development, through organization, encouraging cooperation and building leadership in the business community; promotion (creating a positive image for the district by promoting the district as an exciting place to live, shop and invest); design (improving the appearance of the district); and economic growth and restructuring (strengthening and expanding the economic base of the district).

Section 3: To take remedial actions to eliminate the physical, economic, and social deterioration of the DDA district and thereby promote St. Johns' historic preservation, contribute to its community betterment, and enhance the social welfare.

Section 4: To provide a forum for organizations and individuals to communicate with each other about the past, present, and future of St. Johns' DDA district.

Section 5: To accept grants and donations of property, labor, or other things of value from a public or private source.

**ARTICLE III**

**DDA Governing Board**

Section 1: The board shall be comprised of the Municipality's chief executive officer (sitting mayor) or their designee and no less than 8 and no more than 12 members.

The members shall include:

- (a) One member of the Clinton County Commission or their designee.
- (b) The remaining members will be recommended by the DDA board and are subject to final approval by the City Commission. A majority of the individuals appointed must have an interest in property in the DDA district as required by Section 204 (1) of Michigan Public Act 57 of 2018.
- (c) If the downtown district has 100 or more persons residing within its boundaries, not less than 1 of the DDA Board members shall be a resident of the downtown district.

Section 2: It is the specific intent of the board in recruiting volunteers for the DDA Board and committees, to seek out a broad and diverse spectrum of points of view and interests and to include representatives from both the residential and business communities in order to insure the broadest possible participation and support from the community.

Section 3: DDA Board members shall serve four-year terms. To the extent practicable, these terms shall be staggered.

Section 4: If a vacancy is created by the death, resignation or removal of a Board member, a successor shall be recommended by the DDA board and are subject to final approval by the City Commission, for the remainder of the unexpired term.

Section 5: DDA Board members are expected to attend all meetings of the DDA Board. The DDA Board of Directors shall recommend to the municipality that any member that misses three or more meetings in a row without an excused absence, or 4 unexcused absences during a calendar year, be subject to removal.

Section 6: Pursuant to Section 204(1) of Michigan Public Act 57 of 2018 (Recodified Tax Increment Financing Act), members of the Board shall serve without compensation but can be reimbursed for actual and necessary expenses approved by the DDA.

Section 7: All new DDA Board members shall be provided material to familiarize themselves with the objectives, responsibilities, and procedures of the DDA Board within the first three months of their initial term.

Section 8: A Board Member who has any substantial legal conflict of interest in any matter before the Authority shall disclose their interest prior to the Board taking any action with respect to the matter, which disclosure shall become part of the record of the official proceedings. A Board member unsure whether they have a conflict of interest on any given DDA matter is encouraged to consult with the City Attorney in this regard. A Board member with a bona fide conflict of interest shall refrain from participation in the proceedings related to that matter.

Section 9: Pursuant to Section 2 of 1961 PA120, the DDA Board shall also operate as the Board of the Principal Shopping District, if so designated by resolution of the City Commission. In such circumstance, these bylaws shall also pertain to the DDA's activities related to its duties as the board of the Principal Shopping District.



**ARTICLE IV**  
**Officers of the Board**

Section 1: The DDA Board shall elect from its membership a chairperson and vice chairperson. The chairperson presides over meetings, manages, and focuses the DDA Board's responsibilities, oversees the Board's interactions and handles administrative matters related to policy set by the DDA Board. The vice chairperson works closely with the chairperson, providing support through shared responsibilities, and when the chairperson is absent, assumes the duties of same.

Section 2: The DDA Board shall elect from its membership a secretary/treasurer. The secretary/treasurer assures that meeting minutes of the Executive Director are accurate and the financial reports from the City Treasurer accurately reflect revenue and expenses of the DDA.

Alternatively, and in accordance with Sections 205(2) and 205 (3) of Michigan Public Act 57 of 2018 (Recodified Tax Increment Financing Act), the Board by majority vote may also employ and fix the compensation of a treasurer and a secretary who are not members of the DDA Board.

Section 3: No Board member shall hold more than one office within the DDA at a time.

Section 4: Officers of the Board shall serve 1-year terms and may serve no more than three consecutive terms in any specific office unless this limitation is waived by a majority vote of the DDA Board.

**ARTICLE V**  
**Regular Meetings**

Section 1: Regular meetings of the DDA shall be held monthly. The time, date, and location of the regular monthly meetings of the DDA Board will be designated by the Board for the following calendar year at its last regular meeting of the previous calendar year.

Section 2: All regular meetings and special meetings of the DDA shall be open to the public and held in compliance with Act 1976 PA 267 (Michigan Open Meetings Act) ("OMA").

Section 3. The Chairperson, in consultation with the Vice Chairperson and the Executive Director shall prepare the agenda of each regular or special meetings of the DDA. Any member of the DDA may request an item be placed on the agenda by either contacting the Chairperson, or by motion at a regular or special meeting. Each agenda of regular and special meetings of the DDA shall provide for "Public Comment." Under this item, all persons shall have an opportunity to address the DDA Board under rules established by these bylaws, or by other public comment policy adopted by the DDA Board. Any person may address the DDA, after being recognized by the Chairperson. Any matter brought before the Board by a person testifying before the board may be considered at the meeting, referred to another time, referred for study and recommendation upon action of the DDA Board, or not acted on at all. If a majority of the DDA Board present agrees, said matter may be acted upon immediately. The Chairperson may, but is not required unless it is a duly noticed public hearing,

allow inquiries or comments to be made at such time as the related subject appears on the prepared agenda.

Section 4: A 2/3 majority roll call vote of members appointed and serving shall be required to call a closed session for closed sessions permitted under Section 8 of the OMA, except for the closed sessions permitted under section 8(a) and (c) of the OMA which only require a majority vote of the quorum present. The reason for going into closed session must be stated on the record prior to entering closed session.

Section 5: The DDA shall have the power to or recess any regular or special meetings to a date and time which shall not be beyond the time of the next regular meeting. If a meeting is recessed more than 36 hours, the DDA shall provide notice required by the OMA. The recessed meeting shall be considered as a continuation of the same regular or special meeting. Any business which would have been proper for the DDA to consider at such meeting may be considered and acted upon at the adjourned meeting.

Section 6: The majority of the DDA Board members appointed and serving shall constitute a quorum for the transaction of business at all meetings. No business can be transacted at any DDA meeting if a quorum is not present.

Section 7: Minutes shall be kept of each meeting of the DDA. Draft minutes of any meeting of the DDA will be distributed to all members of the DDA for their review prior to the next regularly scheduled meeting, and to the City upon request. Minutes of closed meetings shall be maintained in conformity with and shall be subject to the provisions of the OMA.

## **ARTICLE VI Special Meetings**

Section 1: Special meetings of the DDA Board may be called upon written request of the Chairperson or any two members of the Board on 18-hours written notice to each member of the DDA Board and shall be noticed in accordance the OMA. The written notice shall designate the purpose of such meeting and shall be served by email, served personally, or left at the usual place of residence or business of each Board member. Attendance at meeting shall be deemed confirmation of notice.

Section 2. No business shall be transacted at any special meeting unless the same has been stated in the notice of such a meeting.

## **ARTICLE VII Annual Meeting**

Section 1: An annual meeting of the DDA Board shall be held in the month of June each year.

The purpose of the meeting is to review Board member appointments, vote on the Board of Directors (Chairperson, Vice Chairperson and Secretary/Treasurer), assess yearly goals and accomplishments, and perform strategic planning for the upcoming year.



## **ARTICLE VIII**

### **Director**

Section 1: The board may employ and fix the compensation of a director, subject to the approval of the governing body of the municipality. A member of the board is not eligible to hold the position of director. The director shall be the chief executive officer of the authority. The director shall serve at the pleasure of the Board, in an at-will position.

The DDA Executive Director shall:

- a. Maintain the files of the Authority.
- b. Conduct all administrative duties resulting from actions of the Authority and the PSD.
- c. Complete all paperwork of Authority and PSD action consistent with these rules and regulations, except where otherwise directed by the Board.
- d. Prepare DDA and PSD meeting packets including Notice of meeting, agenda, past meeting minutes for approval, reports for Board consideration and action.
- e. Act as consultant to all committees established by the DDA.

Section 2: The DDA Executive Director shall report directly to the DDA Board. The DDA Executive Director shall supervise all other staff of the DDA. The DDA Executive Director shall attend all meetings of the DDA Board and shall render to the DDA Board and the municipality a monthly report covering the activities and financial condition of the DDA.

Section 3: The DDA Executive Director shall serve at the pleasure of the DDA Board and sign a written contract signed and approved by the DDA Board and the municipality.

Section 4: A performance evaluation process and procedure shall be utilized for review of the DDA Executive Director's job performance by the DDA Board. The Chairperson of the Board shall ensure that such process and procedure is in place and utilized on an annual basis.

## **ARTICLE IX**

### **Committees**

Section 1: The DDA shall create standing committees as the board of directors determines necessary to advise the DDA Board with regard to the business of the DDA. No fewer than three (3) individuals shall serve on each committee.

Section 2: The Chairperson of any committee shall be a member of the DDA Board. The Chairperson shall be responsible for directing and coordinating affairs of the committee and shall be appointed by the DDA Board.

Section 3: The maximum number of individuals allowed to serve on each committee shall be at the discretion of the individual committee's Chairperson but shall in no event constitute a quorum of the

members appointed and serving on the DDA Board. The committees may include outside consultants, residents of the city and businesspeople of the DDA district. A committee member shall serve at the pleasure of the DDA Board and be appointed to the committee by the Board.

Section 4: The DDA Executive Director shall act as a consultant to each committee (on an as needed basis) and is expected to attend committee meetings when their presence will promote the objectives of the DDA and the work of the subject committee.

Section 5: All Committee meetings will be open to the public and shall comply with the Open Meetings Act (unless there are enough Board members on said committee to constitute a quorum of the DDA board). Each Committee Chair shall: notify the Board of all meeting times, dates and locations so as to aid in publicity and recruitment of additional members; keep written minutes of each meeting to be included in the monthly packets and filed with the DDA; keep the DDA Executive Director informed of the events of each meeting; fulfill charges of and answer to the DDA; act in the best interest of the DDA at all times. Committee meeting shall be scheduled monthly at a regular time and date unless circumstances require a different schedule. Cancellation of monthly meetings shall be done with at least 24 hours' notice to committee members when feasible. Notice can be by email or any other reasonable means of communication.

## **ARTICLE X**

### **Contracts, Budget, and Funds**

Section 1. The board may authorize the DDA Executive Director or the Chairperson or both, of the DDA to enter into any contract or execute and deliver any instrument on behalf of the DDA within the limits authorized by Public Act 57.

Section 2: The Director shall, in March of each year, prepare and submit for the approval of the Board a budget for the operation of the DDA for the ensuing fiscal year. The budget shall be prepared in the manner and contain the information required of municipal departments. Before the budget may be adopted by the Board, it shall be approved by the governing municipality. Funds of the municipality shall not be included in the budget of the Authority except those funds authorized by law and by the City Commission.

Section 3: All orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the DDA shall be submitted to the Treasurer/Financial Director of City of St. Johns for payment. As required by the Act, the financial records of the Authority shall always be open to the public and a monthly accounting of expenses will be made at a regular board meeting.

Section 4: The DDA Board may accept on behalf of the Authority any contribution, gift, bequest, or device for the general purposes or for any special purpose of the DDA. Any contribution to the DDA or the City under this section must be approved by majority vote of the DDA Board.

Section 5 All fund use allocation, which is not already provided for in the DDA annual budget and is over \$1000, shall require approval by a majority vote of the DDA Board.

**ARTICLE XI  
Fiscal Year**

Section 1: The fiscal year of the DDA shall begin on the first day of July and end on the last day of June each year.

**ARTICLE XII  
Citizens Council**

Section 1: A citizen's council shall be established whenever the population of the district is more than 99 residents and shall convene at a minimum once a year. The Director or Chairperson shall establish the date for such meeting(s) and shall provide notice of same to all council members.

Section 2: The citizens council shall be composed of 9 members who reside in the district. These members will be recommended by the DDA board and formally appointed by the City Commission.

Section 3: The citizens council established pursuant to this part shall act an advisory body to the authority and the municipality in the adoption of the development or tax increment financing plans, and otherwise act in accordance with Act 57 of 2018.

**ARTICLE XIII  
District Boundaries**

Section 1: The Authority shall exercise its powers within the following area of the downtown district of the City of St. Johns as shown on Attachment A.

**ARTICLE XIV  
By-Laws**

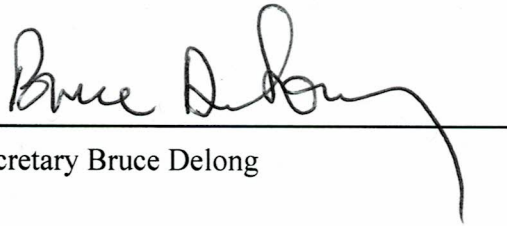
Section 1: The Board shall have the power to make, alter or amend these by-laws in whole or in part, subject to approval of the City Commission. Written copies of any proposed changes shall be delivered to the Board prior to the DDA meeting at which such amendments shall be considered.

Section 2: These by-laws and any subsequent amendments shall become effective upon approval of the City Commission of the City of St. Johns. Until such approval the by-laws shall be temporary by-laws for the Authority once approved by formal DDA vote.

Approved by the City of St. Johns DDA Board on

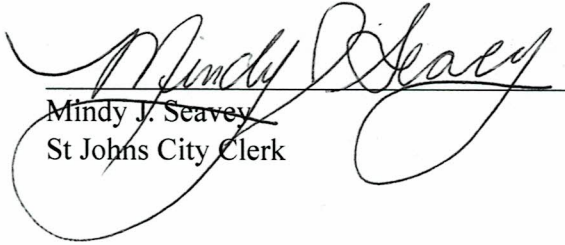
Date of Approval



  
Secretary Bruce Delong

Date October 5, 2022

Approved by the City Commission of the City of St. Johns on October 10, 2022 (Date of Approval).

  
Mindy J. Seavey  
St Johns City Clerk

Date October 11, 2022