



CITY OF WIXOM
DOWNTOWN DEVELOPMENT AUTHORITY
BOARD OF DIRECTORS

BY-LAWS AND RULES OF PROCEDURE

The purpose of the following By-laws is to establish the rules of operation for the Board of Directors. In addition to establishing procedure, the By-laws also describe the organizational framework of the Board of Directors, and, in general terms, define the duties and responsibilities of the Board of Directors.

City of Wixom
Oakland County
Michigan

DDA Adoption: August 24, 1983
City Council Adoption: September 13, 1983
Bylaw Amendments Adopted by DDA: October 28, 1993
Bylaw Amendments Adopted by City Council: November 9, 1993
Bylaw Amendments Adopted by DDA: June 6, 2006
Bylaw Amendments Adopted by City Council: July 25, 2006
Bylaw Amendments Adopted by City Council: February 23, 2016
Bylaw Amendments Adopted by City Council: November 14, 2017

**CITY OF WIXOM
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BOARD OF DIRECTORS**

BY-LAWS AND RULES OF PROCEDURE

ARTICLE I: AUTHORITY

The rules and procedures of the City of Wixom Downtown Development Authority Board of Directors are subordinate and subject to the Public Act 197 of 1975 of the State of Michigan, as amended, and Ordinance No. 128, of the City of Wixom, Michigan.

ARTICLE II: TITLE

The title of the governing body of the Downtown Development Authority as established by the City Council of the City of Wixom shall be “The City of Wixom – Downtown Development Authority Board of Directors”, or “BOARD”.

ARTICLE III: MEMBERS

Section 1. Membership Composition:

The BOARD shall be composed of not less than eight (8) nor more than twelve (12) members, of which one shall be the Mayor of the City of Wixom and up to eleven (11) persons who shall be appointed by the Mayor; such appointment to be subject to approval by a majority vote of the City Council of the City of Wixom. Not less than a majority of the membership shall be persons having an interest in property in the Downtown Development District.

Section 2. Terms:

The terms of office of the members of the BOARD shall begin immediately upon their appointment. The term of office of each member of the BOARD shall be four (4) years. All members shall hold office until their successors are appointed. Vacancies occurring through other than the normal expiration of the term shall be filled for the unexpired term by the Mayor of the City of Wixom, subject to the approval by a majority of the City Council.

Section 3. Removal:

Members of the BOARD may, after notice and having been given an opportunity to be heard, be removed from office in accordance with the provisions of the statute under which these By-Laws are adopted and/or whenever the BOARD judges that it is in the best interest of the Wixom Downtown Development Authority.

Section 4. Attendance:

All members of the BOARD must attend at least 75% of scheduled meetings in any calendar year. To be excused, one must contact the Chairman, Executive Director and/or City administration prior to a scheduled meeting.

Section 5. Gifts:

The 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 Authority. The Executive Director shall inform the Wixom City Council of the receipt of any such gift.

Individual BOARD members shall not accept gifts, other than those of a nominal value, or solicit favors, discounts or services.

Section 6. Disclosure of Interests:

A BOARD member who has a direct interest in any matter before the BOARD shall disclose their interest prior to the BOARD taking any action with respect to the matter, with such disclosure becoming a part of the record of the official proceedings.

Section 7. Compensation and Reimbursement:

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

Section 8. Political Campaign Activity:

The BOARD shall not expend funds of the Wixom Downtown Development Authority or otherwise contribute to the advocacy of any political candidate or ballot question.

Section 9. Indemnification:

Whenever any claim is made or any civil action is commenced against any officer, agent or employee of the Authority for injuries or damages caused by the negligence of the officer, agent or employee while in the course of BOARD approved actions and while acting within the scope of his/her authority, the Authority will pay for legal services and also for any judgment or compromise settlement of the claim, pursuant to Act 170 of Public Acts of 1964 as amended.

ARTICLE IV: OFFICES

Section 1. Officers:

The officers of the BOARD shall be:

Chairperson, who shall preside at all meetings and shall have such other duties as further prescribed in the By-Laws, and shall have authority to preside at all Adjourned Meetings and call and preside at all Special Meetings.

Vice-Chairperson, who shall, in the absence of the Chairperson or his/her ability to act, preside at all Regular, Adjourned, or Special Meetings, public hearings, and committee meetings of the BOARD and shall have the power to function in the same capacity as the Chairperson.

Advisory-Chairperson, who is the outgoing Chairperson and will remain as an advisor to the incoming Chairperson.

Recording Secretary, (who is not required to be a member of the BOARD), shall record, review and present to the BOARD for approval all Wixom Downtown Development Authority BOARD of Directors meeting minutes, committee minutes and correspondence and shall perform such other duties as the BOARD may, from time to time, determine.

Treasurer, (who is not required to be a member of the BOARD) shall be the treasurer of the City of Wixom and shall disburse the funds of the Downtown Development Authority as may be ordered by the BOARD, taking proper vouchers for such disbursements, and shall render to the BOARD, at the regular meetings of the BOARD, or whenever they may require, an account of all his/her transactions as Treasurer and of the financial condition of the Authority. The Treasurer shall give the Authority a bond if required by the BOARD in a sum, and with one or more sureties satisfactory to the BOARD, for the faithful performance of the duties of the office, and for the restoration to the Authority in case of his/her death, resignation, retirement, or removal from office of all books, papers, vouchers, money, and other property of whatever kind in his/her possession or under his/her control belonging to the Authority.

Section 2. Annual Election:

The officers of the BOARD shall be elected each year for a one-year term by the BOARD at their first regular meeting on the fourth Tuesday in October, and shall hold office until their successors are elected and assume office. Each DDA Board member should expect to hold the office of Chairperson or Vice Chairperson at least once during their four year term.

Section 3. Delegation:

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 director, provided a majority of the BOARD then in office concurs.

Section 4. Executive Director:

The Executive Director of the BOARD shall be the City Manager of the City of Wixom or his/her designee. If the Director is absent or disabled, the BOARD may designate a qualified person as acting Director to perform the duties of the office.

The Executive Director shall function as chief executive officer and business manager of the BOARD. 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 Act. The Director shall attend all meetings of the BOARD and shall have full right of discussion, but shall not have a vote on any matters coming before the BOARD. The Director shall be responsible for preparation of the budget of the BOARD and shall render to the BOARD and the City Council a regular report covering and activities and the financial condition of the Authority. The Director,

or designee shall also serve as the downtown manager, should the BOARD deem it necessary, and shall utilize Wixom City staff to assist with his/her duties and responsibilities.

Subject to the budget, the Authority shall pay to the City of Wixom a sum equal to the cost of City of Wixom staff time dedicated to Authority work plus ten (10) percent.

ARTICLE V: MEETINGS

Section 1. Scheduled Meeting Times and Places:

As specified in Article VI, Section 3, the BOARD shall meet in October of each year and hold its Annual Meeting. Thereafter, unless changed by action of the BOARD, the BOARD shall meet nine times during the calendar year, on the fourth Tuesday at 7:30 A.M. in the Wixom City Hall. The Board will not meet officially in July, August or December. Any regular meeting may be adjourned to a definite date or alternate site, by a majority vote of a quorum of the Members. Adjourned or special meetings may be held at any time or place established by the BOARD. Public notice of all meetings shall be provided as required by State law. Special meetings may be held as necessary, subject to the call of the Chairperson or Acting Chairperson or upon request of a majority of the BOARD.

Section 2. Public Meetings:

All meetings of the BOARD shall be open to the public in accordance with the Open Meeting Act, Act No. 267 of the Public Acts of 1976 (as amended).

ARTICLE VI: MAIN STREET PROGRAM

Section 1. Purpose:

The Wixom Main Street Program shall utilize the technical assistance provided by Main Street Oakland County and its partner National Main Street to further economic development in the Downtown Development Authority District (DDA) while maintaining the historic character of Wixom.

The Wixom DDA is an active/working Board under the Main Street Program.

Section 2. Committees:

Four committees (“Main Street Committees”) shall be maintained to set goals and revitalize the DDA District. The DDA Board will all participate as (A) the Organization Committee. This committee is to build consensus and cooperation among the many groups and individuals who have an important role in the process.

- (B) Promotion – markets the district’s assets to customers, potential investors, new businesses, local citizens and visitors.
- (C) Design – enhances the physical appearance of the DDA District by rehabilitating historic buildings, encouraging supportive new construction, developing sensitive design management systems and long-term planning.

- (D) Economic Vitality – strengthens the DDA District’s existing economic base while finding ways to expand it to meet new opportunities and challenges from outlying development.

Section 3. Membership:

The committees shall be comprised of volunteers of residents and business owners in the Wixom Downtown. The DDA Chairperson shall appoint the members of the Main Street Committees with the consent of a majority of the DDA Board.

Section 4. Chairpersons:

The DDA Chairperson shall appoint a chairperson of each Main Street Committee, with the consent of a majority of the DDA Board. The committee chairperson shall be responsible for running the committee meetings and for reporting to the DDA Board through a Memorandum.

ARTICLE VII: THE ORDER OF BUSINESS OF THE DDA

Section 1. Regular Meeting:

The order of business for a Regular Meeting shall be:

1. Call to order by Chairperson or Vice-Chairperson.
2. Roll Call.
3. Determination of a quorum.
4. Approval of Agenda.
5. Public Comments.
6. Approval of Minutes of last preceding meeting.
7. Hearings.
8. Old Business.
9. New Business.
10. Public Comments.
11. Adjournment.

Section 2. Chairperson’s Discretion:

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.

Section 3. Annual Meeting:

The order of business for the Annual Meeting, to be the BOARD'S first Regular Meeting in October, shall be:

1. Call to order by Chairperson or Vice-Chairperson.
2. Roll Call.
3. Determination of a quorum.
4. Public Comments.
5. Election of new officers.
6. Taking of Chair by new Chairperson.
7. Establishing of regular meeting dates, time and location.
8. Regular order of business.

Section 4. Parliamentary Authority:

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the BOARD in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the BOARD may adopt.

ARTICLE VIII: QUORUM

For the transaction of ordinary business at any Regular Meeting, adjourned meeting, or special meeting, a majority of the Regular Members shall constitute a quorum. An affirmative vote of a majority of the members present at a duly called meeting of the BOARD shall be necessary in order to make a decision.

ARTICLE IX: MINUTES

Section 1. Required:

The Recording Secretary of the BOARD shall be responsible for a set of Minutes of all regular, adjourned or special meetings where official business was transacted. These Minutes shall become a public record and shall be filed with the City Clerk.

Section 2. Signatures:

The Secretary or the Chairperson shall sign all Minutes, after approval by the Board members, at the next official meeting.

ARTICLE X: COMMITTEES

There may be such special committees established by the BOARD as the BOARD may, from time to time, deem necessary. Membership of these committees may be from within or outside of the membership of the BOARD.

ARTICLE XI: AMENDMENT OF BY-LAWS

These By-Laws may be amended by the BOARD. Any change to these By-Laws is subject to the approval of the City Council.

ARTICLE XII: CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts:

The BOARD may authorize any officer, agent or agents, or employee of the City of Wixom 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 confined to specific instances. The policies, procedures, limits, etc. for entering into approved agreements, contracts, purchases, etc. shall be the same as those promulgated by the City of Wixom for agreements, contracts, purchases, etc. entered into or made by any officer, agent or agents, or employees of the City of Wixom on behalf of the City of Wixom.

All purchases and sales shall be evidenced by written contracts or purchase orders.

Section 2. Checks, Drafts, Payments:

All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness approved by the Authority and issued in the name of the Authority, shall be signed by the Executive Director and/or the Treasurer.

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 XIII: FISCAL YEAR

The fiscal year of the Authority shall correspond at all times to the fiscal year of the City of Wixom, Michigan.