



# CITY OF WIXOM DOWNTOWN DEVELOPMENT AUTHORITY

## BOARD OF DIRECTORS

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 DDA: October 26, 2017

Bylaw Amendments Adopted by City Council: November 14, 2017

Bylaw Amendments Adopted by DDA: October 25, 2023

Bylaw Amendments Adopted by City Council: November 14, 2023

CITY OF WIXOM  
DOWNTOWN DEVELOPMENT AUTHORITY  
BOARD OF DIRECTORS

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 57 of 2018, formerly 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.

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. A person so appointed shall be declared a voting member of the DDA Board, upon taking the oath of office.

Section 2.

The terms of office of the members of the BOARD shall begin immediately upon their appointment. The term of office for each member of the BOARD shall be four (4) years. All members shall hold office until their successors are appointed or to the end of their four (4) year term. Vacancies occurring 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.

DDA Board members are required to attend all meetings. Unexcused absences from three (3) consecutive meetings per year, or absence from four (4) total meeting per year (excused or unexcused) shall be considered cause to remove a member from the DDA Board. To be excused from a meeting, one must contact the Chairperson, Executive Director and/or City administration prior to a scheduled meeting.

Section 4:

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 Bylaws are adopted and/or whenever the BOARD judges that it is in the best interest of the Wixom Downtown Development Authority.

Section 5.

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 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.

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.

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

Section 8.

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.:

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.

Section 10:

All new members of the DDA shall participate in an orientation program familiarizing them with the goals and objectives of the Wixom DDA and their responsibilities, within the first twelve (12) months of their term.

Section 11:

Any member desiring to resign from the Board shall submit a letter of resignation to the Chairperson, City of Wixom Mayor, and Executive Director in writing. The Chairperson shall then present the resignation to the Board for further action.

Section 12:

All DDA Board members shall always act in the best interest of the DDA.

## ARTICLE IV: OFFICES

Section 1.

The officers of the Wixom DDA Board shall be comprised of a Chairperson, Vice-Chairperson, Recording Secretary, and Treasurer.

Section 2:

The **Chairperson** of the Wixom DDA shall preside at all meetings and shall have other duties as further prescribed.

**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.

**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 3.

The officers of the BOARD shall be elected each year for a **two-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.

Section 4

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.

**Article V: EXECUTIVE DIRECTOR**

The Board may contract an Executive Director to administer the activities of the Wixom DDA under the approval of City Council. In the case of a vacancy in this position the City Manager of the City of Wixom, or their designee will assume responsibility as acting Executive Director. If the Appointed Director is absent or disabled, the City Manager may designate a qualified person as acting Director to perform the duties of the office.

Section 1:

The DDA Executive Director shall manage the daily operations of the DDA. The Executive Director shall be responsible for coordinating the implementation of the DDA's policies and projects and such other duties as the DDA Board may require. The DDA Executive Director shall receive for their services such compensation as may be determined by the DDA Board.

Section 2:

The DDA Executive Director shall work with the DDA Chairperson/Vice Chairperson, City Manager, and other designated personnel. The DDA Executive Director shall supervise all other staff of the DDA.

Section 3:

The DDA Executive Director shall be the Chief Executive Administrator of the DDA. Subject to the approval of the DDA Board, the Executive Director shall supervise and be responsible for, the preparation and the performance of the functions of the DDA in the manner authorized by PA 57 of 2018. The DDA Executive Director shall attend all meetings of the DDA Board and shall render to the DDA Board a regular report covering the activities and financial condition of the DDA.

Section 4:

The DDA Executive Director shall sign a written contract of employment or for services signed and approved by the Chairperson and Vice-Chairperson of the DDA. The DDA Executive Director shall present all other staff hiring selections to the DDA Board for approval. Employment agreements shall be signed by the employee, DDA Chairperson, Vice Chairperson, and City Manager.

Section 5:

Performance evaluations will be conducted.

## ARTICLE VI: MEETINGS

Section 1.

The DDA Board shall meet at least regularly per a schedule adopted by the DDA Board each year prior to the start of the following calendar year, unless no business is on the agenda; in such case there shall be no meetings.

Any Regular Meeting may be adjourned to a definite date, by a majority vote of quorum of the members. Adjourned or Special meetings may be held at any time or place established by the Board of Directors. Special Meetings may be held as necessary, subject to the Chairperson, upon request of a majority of the Board of Directors.

Section 2.

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 VII: ORDER OF BUISNESS OF THE DDA

Section 1.

The order of business for a Regular Meeting shall be:

Call to order by Chairperson or Vice-Chairperson.

Roll Call.

Determination of a quorum.

Approval of Agenda

Public Comments.

Approval of Minutes of last preceding meeting.

Old Business.

New Business.

Public Comments.

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.

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

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.

## ARTICLE X: COMMITTEES

**Section 1:** 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.

**Section 2:** The DDA shall have at least four (4) committees, which shall be entitled Design, Economic Vitality, Promotion, and Organization. Each committee shall consist of no less than three (3) members. Each committee shall have a chairperson who shall be responsible for the directing and coordinating affairs of the committee. Each Committee chairperson shall be appointed by the DDA Chairperson.

**Section 3:** The majority of the whole designating committee shall constitute a quorum, and the acts of the majority of the members present shall be the act of the committee.

Section 4: The DDA Executive Director shall act as permanent consultant to each committee without needing to be in attendance at all meetings. The committees may include outside consultants, residents of the City, business people within the City, and anyone with a vested interest in the well-being of Wixom's Community.

Section 5: The Designs Committee shall focus on public spaces, building improvements, overall aesthetic of the district.

Section 6: The Economic Vitality Committee shall focus on market research, business assistance, and property development.

Section 7: The Promotions Committee shall focus on marketing, image building, retail and business promotions, and special events.

Section 8: The Organization Committee shall focus on volunteer and membership development, communication and public relations, and fundraising.

Section 9: All committee members shall abide by the DDA job description for their positions on their committee(s).

Section 10: All committees shall determine and schedule their meeting times, dates, and locations, consult with outside sources; interface with other City -appointed Boards and Commissions for an exchange of ideas that then be presented to the Wixom DDA Board of Directors prior to any action of the Wixom DDA Board of Directors.

The committees could interface by inviting member(s) of such boards and commissions to a committee meeting, member(s) of the committee attending said Board's meeting, telephone consultation, and written correspondence; make recommendation the Wixom DDA Board of Directors as delegated by said Board of Directors that within the authority and means of Wixom DDA Bord of Directors.

Section 11: The duties of the committees are to notify the DDA Executive Director and Chairperson of all meeting time, dates, and locations; keep written minutes of each meeting to be filed with the Wixom DDA; keep the DDA Executive Director informed of the events of each meeting by mean of the Chairperson if unable to attend; fulfill charges of and answer to the Wixom DDA Board of Directors; present committee reports at regularly scheduled monthly DDA Board meetings; and act in the best interest of the Wixom DDA at all times.

#### ARTICLE XII: ADMENDMENT OF BYLAWS

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 XIII: CONTRACTS, LOANS, CHECKS AND DEPOSITS

##### Section 1.

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.

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 City Treasurer.

Section 3.

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 XIV: FISCAL YEAR

The fiscal year of the Authority shall correspond at all times to the fiscal year of the City of Wixom, Michigan, July 1 to June 30.