

CITY OF FLINT DOWNTOWN DEVELOPMENT AUTHORITY
CITY OF FLINT, MICHIGAN

FIRST AMENDED BY-LAWS

ARTICLE 1: PURPOSE AND POWERS

Section 1 – Purpose

The purpose of the City of Flint Downtown Development Authority (hereinafter referred to as City of Flint DDA or DDA) is to act in accordance with Act 197 of the Public Acts of 1975 (“Act 197”), as such statute may be amended from time to time, including: to correct and prevent deterioration in the downtown district; to encourage historical preservation, to create and implement development plans in the district, to promote economic growth and redevelopment of the district, and to encourage the expansion of commercial enterprises in the downtown district.

Section 2 – Powers

The City of Flint DDA shall have all powers under Act 197, as currently amended or as may be amended in the future, inclusive of the following:

1. Prepare an analysis of economic changes taking place in the downtown district;
2. Study and analyze the impact of metropolitan growth upon the downtown district;
3. Plan, propose and implement an improvement to a public facility within the downtown to comply with the barrier free design requirements of state law;
4. Develop long-range plans, in cooperation with the agency which is chiefly responsible for planning in the municipality, designed to halt and prevent the deterioration of the property values, economic stagnation and decline, and competitive decline in the downtown district; and to promote the economic growth of the downtown district, and take such steps as may be appropriate to persuade property owners to implement the plans to the fullest extent possible;

5. Implement any plan of promotions, development and financing in the downtown district necessary to achieve the purposed of Act 197, in accordance with the powers of the DDA as granted by Act 197;
6. Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties;
7. Acquire by purchase or otherwise, on terms and conditions and in a manner the DDA deems proper, or own, convey, or otherwise dispose of, or lease as lesser or lessee, and other property, real or personal, or rights or interest therein, which the DDA determines is reasonably necessary to achieve the purposes of Act 197, and to grant or acquire licensees, easements and options with respect thereto;
8. Improve land and construct, reconstruct, rehabilitate, restore and preserve, equip, improve, maintain, repair, and operate any building, including multiple-family dwellings and any necessary or desirable appurtenances thereto, within the downtown district for the use, in whole or in part, of any public or private person or corporation, or combination thereof;
9. Fix, charge and collect fees, rents, and charges for the use of any building or property under its control or any part thereof, or facility therein, and pledge the fees, rents and charges of the payment of revenue bonds issued by the DDA;
10. Lease any building or property under its control, or any part thereof;
11. Accept grants and donations of property, labor or other things of value from public or private source;
12. Acquire and construct public facilities;
13. Create, operate, and fund marketing initiatives that benefit only retail and general marketing of the downtown district.
14. Contract for broadband service and wireless technology service in the downtown district.
15. Create, operate, and fund a loan program to fund improvements for existing buildings located in a downtown district to make them marketable for sale or lease. The Board may make loans with interest at a market rate or may make loans with interest at a below market rate, as determined by the board.

16. Create, operate, and fund retail business incubators in the downtown district. Provided, however, that if it is the express determination of the Board to create, operate, or fund a retail business incubator in the downtown district, the Board shall give preference to tenants who will provide goods or services that are not available or that are underserved in the downtown district. If the Board creates, operates, or funds retail business incubators in the downtown district, the Board and each tenant who leases space in a retail business incubator shall enter into a written contract that includes, but is not limited to, all of the following:
 - a. The lease or rental rate that may be below the fair market rate as determined by the board.
 - b. The requirement that a tenant may lease space in the retail business incubator for a period not to exceed 18 months.
 - c. The terms of a joint operating plan with 1 or more other businesses located in the downtown district.
 - d. A copy of the business plan of the tenant that contains measurable goals and objectives.
 - e. The requirement that the tenant participate in basic management classes, business seminars, or other business education programs offered by the DDA, the local chamber of commerce, local community colleges, or institutions of higher education, as determined by the board.
17. Prepare its own budget for approval by the City Council for the City of Flint ("City Council");
18. Utilize Tax Increment Financing (TIF) or other revenue measures throughout the DDA District or portions thereof as authorized under Act 197, as may be amended in the future;
19. To employ a director, administrative staff, legal counsel, maintenance staff, consultants and other service providers;
20. To implement a parking enforcement bureau for parking enforcement in the downtown district;
21. To implement a loan program for improvements to buildings and/or infrastructure in the downtown district;
22. Implement and collect a tax imposed pursuant to section 12 of Act 197;

23. Collect and/or receive proceeds from a special assessment district created as provided by law;
24. Collect and/or receive money obtained from other sources approved by the City Council or otherwise authorized by law for use by the DDA or the City of Flint to finance a development program; and
25. Any other allowed actions approved by City Council as permitted by the laws of the State of Michigan.

ARTICLE 2: OFFICES

Section 1 – Offices

The DDA shall maintain such offices as it may determine or the business of the DDA may require from time to time. The current offices of the DDA are situated at 412 S. Saginaw Street, Suite 206, Flint, Michigan 48502.

ARTICLE 3: BOARD MEMBERS

Section 1 – General Powers

The business affairs of the DDA shall be managed by the Board of Directors (“Board”).

Section 2 – Number, Tenure and Qualifications

The Board shall consist of ten (10) Members (defined herein as either “Director” or “Member”) plus the acting Mayor of the City of Flint (“Mayor”). Directors shall be elected for a staggered term of four (4) years. At the first election following the adoption of these Bylaws, three (3) persons will be elected for two (2) year terms; three (3) persons for three (3) year terms; and four (4) persons for four (4) year terms. Thereafter, Directors shall serve four (4) year terms with approximately one-third of the Directors elected each year. Each Director shall hold office until his/her successor has been properly elected and qualified pursuant to Sections 3 and 4 of this Article 3. Not less than a majority of the Members shall be persons having an interest in property located in the DDA District (the map of the DDA District is attached hereto as Exhibit A) or officers, members, trustees, principals, or employees of a legal entity having an interest in property located in DDA District; Directors who are appointed to the Board to meet the requirement in these Bylaws of having an interest in the DDA District shall be designated as such at the time of appointment and if during the Director’s term the Director ceases to meet the requirement in these Bylaws of having an interest in the DDA District the Mayor shall, pursuant to Article 3,

Section 3 of these Bylaws, appoint a person to replace the non-conforming Director for the remainder of the non-conforming Director's term. Directors have a duty to the DDA to inform either the Mayor or the Executive Director as soon as possible of a change in the Director's status of having an interest in the DDA District. Not less than one (1) of the Members shall be a resident of the DDA District, if the DDA District has one hundred (100) or more persons residing within it; Directors who are appointed to the Board to meet the requirement in these Bylaws of residing in the DDA District shall be designated as such at the time of appointment and if during the Director's term the Director ceases to meet the requirement in these Bylaws of residing in the DDA District the Mayor shall, pursuant to Article 3, Section 3 of these Bylaws, appoint a person to replace the non-conforming Director for the remainder of the non-conforming Director's term. Directors have a duty to the DDA to inform either the Mayor or the Executive Director as soon as possible of a change in the Director's status of residing in the DDA District.

Section 3 – Selection of Board Members

The Mayor shall appoint Members of the Board, upon consultation with the Board, subject to confirmation by the City Council. Subsequent voting Board Members shall be appointed in the same manner as the original appointments at the expiration of each Board Members term of office. Candidates for a Member position on the Board shall be identified through a recruitment application and selection process that will consider the needs of its programs. The Mayor may ask for the assistance or advice of the Board, Committees, or the Executive Director, as further defined in Article 4, in selecting voting Board Member candidates. A person so appointed by the Mayor and confirmed by the City Council shall be declared a voting member of the Board upon taking the oath of office.

Section 4 – Expiration of Term; Continuation in Offices; Reappointment; Filling Vacancies

A Director whose term of office has expired shall continue to hold office until his or her successor has been appointed by the City Council. If a vacancy on the Board is created by the death, resignation or removal of a Member, a successor shall be appointed by the Mayor subject to confirmation by the City Council. Candidates for a seat on the Board shall be identified through a recruitment, application and selection process that takes into consideration the needs of the various DDA programs. The Mayor may ask for the assistance or advice of the Board, Committees, or the Executive Director in selecting Board Member candidates.

Section 5 – Board Member Attendance

1. When appointed, each Member should state his/her willingness and intention to attend each scheduled monthly meeting of the Board.
2. In the event of business trips, family vacation, changed job requirements, sickness or other personal matters that prohibit the Member from attending a Board Meeting, the Member shall notify DDA staff or the DDA Board Chairman as early as possible of the inability to attend the scheduled meeting, thus insuring that a quorum will be present for the meeting.
3. If a Member is absent without excuse from more than three (3) meetings in any twelve (12) month period of time, the Board may recommend through the Mayor to the City Council that the Member be removed.

Section 6 – Removal

Pursuant to notice and after having been given an opportunity to be heard, a Member of the Board may be removed for cause by the City Council.

Section 7 – Disclosure of Interests

A Director of the Board, the Executive Director or an employee who has a direct interest in any matter before the Board shall disclose his or her interest prior to the Board taking any action with respect to the matter, which disclosure shall become a part of the official record of the proceedings.

Section 8 –Annual Meeting

An annual meeting of the Board shall be held in the month of January each year, beginning with the year 2013, for the purpose of strategic planning, assessment of yearly goals and accomplishments, election of Officers, and for the transaction of such other business as may come before the meeting. Nominations for the Officers of the Board shall be recommended in November of each year.

Section 9 – Regular Meetings

Regular meetings of the Board shall be held at such time and place, as the Board shall from time to time determine. Regular meetings shall be held, a minimum of once per month, unless the Board determines otherwise. The Chairman shall determine the specific time and day of each month that regular meetings shall be held based on the availability of the Members of the Board.

Notice of the regular meeting shall be posted outside of the City of Flint City Hall and on the Board website. All meetings shall be held in accordance with the Open Meetings Act.

Section 10 – Special Meetings

Special meetings of the Board may be called at the request of the Mayor, the Board Chairman or at the written request of four Board Members. The person calling the special meeting of the Board may fix the time and place for the holding of the special meeting, with no less than forty-eight (48) hours notice to all Board Members. Notice shall be by telephone, email, posted on the Board website and posted outside of City of Flint City Hall. All meetings shall be held in accordance with the Open Meetings Act.

Section 11 – Notice of Meetings

All meetings shall be preceded by public notice in accordance with the Open Meetings Act.

Section 12 – Quorum and Voting

A majority of the Members of the Board then in office shall constitute a quorum for the transaction of business. In the event that the number of Members available to vote is reduced because of Disclosure of Interests (Article 3, Section 6), a majority of the remaining Members eligible to vote shall constitute a quorum for the transaction of business. The vote of a majority of Members present at a meeting at which a quorum is present shall constitute the action of the Board unless the vote of larger number of Members is required by statute or elsewhere in these Bylaws.

Section 13 – Public Meetings

The meetings of the Board shall be public and shall follow all provisions of the Michigan Open Meetings Act.

Section 14 – Compensation of Members

Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses subject to authorization by a vote of the majority of the Board then eligible to vote.

Section 15 – Minutes of All Meetings

The minutes of any meeting of the Board will be prepared and provided to all Members for their review prior to the next regularly scheduled meeting and to the City of Flint City Clerk. Minutes of closed meetings shall be maintained in conformity with and shall be subject to the provisions of the Open Meetings Act.

ARTICLE 4: OFFICERS

Section 1 – Officers

The Officers (“Officer”) of the Board shall be a Chairman, Vice-Chairman, Secretary and Treasurer.

Section 2 – Election and Term of Office

Officers of the Board shall be elected annually by the Members at the regular annual meeting of the Board. If the election of Officers shall not be held at annual meeting, the election shall be held within ninety (90) days of the annual meeting date. The first election of Officers shall be held at the first regular meeting of the Board to be held following adoption of these By-Laws by City Council. The initial term of office for the Officers shall expire upon the election of Officers at the next Annual Meeting of the Board.

Each officer shall hold office until his successor shall have been duly elected. No Member shall hold more than one office at a time. An Officer must be a current Board Member.

Section 3 –Removal

After notice and having been given an opportunity to be heard, the Board may remove any Officer from his or her Officer position for cause whenever the Board determines, by a majority vote, that it is in the best interest of the Board. The removed Officer shall continue to be a Member of the Board until removed from his or her membership by the City Council (see Article 3, Section 6).

Section 4 – Vacancies

A vacancy in office because of death, resignation, removal, disqualification or otherwise, may be filled by a current Board Member appointed by the Board Chairman or Mayor, subject to approval of the DDA Board for the unexpired portion of the term in compliance with Section 2 of this Article 4.

Section 5 – Chairman

The Chairman shall preside at all meetings of the Board and shall discharge the duties of the presiding officer.

Section 6 –Vice Chairman

In the absence of the Chairman, or in the event of his or her inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman. When so acting, the Vice-Chairman shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice-Chairman shall perform such other duties as from time to time may be assigned by the Chairman or the Board.

Section 7 –Secretary

The Secretary shall record, review and present to the Board for approval all meeting minutes, committee reports and correspondence.

Section 8 –Treasurer

The Treasurer shall be responsible to the Board for all DDA fund, expense and other reports created by DDA staff and accountants. The Treasurer shall be a permanent member of the DDA's Personnel and Finance Committee.

Section 9 –Executive Director

on. Such other person shall be designated as the Acting Executive Director.

The Board may employ and fix the compensation of an executive director ("Executive Director"). The Board shall appoint a search committee of no more than five members, representing each of the Board's five Committees. The search committee shall update the job description for the position of Executive Director and post the job opening in all local newspapers, on the DDA website, and in all trade publications related to downtown development. The search committee will review all applications, select candidates to be interviewed and conduct all interviews. Upon completion of all interviews, the search committee shall submit to the entire Board the top two applicants. The Board shall conduct a final interview of the top two candidates and select one person whose name the Board shall submit to the Mayor for appointment. If the Mayor approves of the candidates, the Mayor will submit one of the two final candidates the name to City Council for confirmation/approval by the City Council of a proposed Executive Director. The Executive Director shall serve at the pleasure of the Board. A member of the Board shall not hold the position of Executive Director while serving on the Board. The Board may require the Executive Director to

post a bond payable to the DDA for the use and benefit of the DDA. The premium for such bond is to be paid by the DDA. The Executive Director shall be the Chief Executive Officer of the DDA. Subject to the approval of the Board, the Executive Director shall supervise, and be responsible for, the preparation of plans and the performance of the functions of the DDA. The Executive Director shall attend the meetings of the Board and shall render to the Board a regular report covering the activities and financial condition of the DDA. The Executive Director shall furnish the Board with information or reports governing the operation of the DDA as the Board requires. The Executive Director shall be fully informed of the rules and regulations covering the DDA; the Downtown Development Authority Act, Act No. 197 of the Public Acts of 1975, as amended; and the Open Meetings Act, Act No. 267 of the Public Acts of 1976, as amended; and shall be responsible for notifying the members of the Board of requirements of the foregoing rules and statutes as they relate to items of business under consideration by the Board. If the Executive Director is absent or disabled, the Board may delegate his functions and responsibilities to any person otherwise qualified under this Section. Such other person shall be designated as the Acting Executive Director.

ARTICLE 5: COMMITTEES

Section 1 –Committees

Committees of the Board shall be as follows:

- A. Economic Restructuring Committee;
- B. Marketing Committee;
- C. Design Committee;
- D. Outreach Committee;
- E. Personnel and Finance Committee; and
- F. Any other Committee subsequently created by the DDA Board.

Section 2- Committee Structure

The Chairperson of each Committee shall select the members of the Committee; provided, however that the Board may appoint additional members to a Committee in addition to those selected by the Chairperson of the Committee. No fewer than three (3) Committee Members and no more than twenty (20) Committee Members shall serve on each committee. The Board staff shall act as permanent ex officio members to each Committee without needing to be in attendance at all meetings. Committee Members shall be volunteers who reside in the City of Flint or are persons who have an interest in property or businesses in the community.

Section 3- Term of Office

Each Member of the Committees shall volunteer to participate in the Committee for one (1) year, unless the committee shall be sooner terminated, or unless such member is removed from the committee, or unless the member shall cease to qualify as a member. There shall be no limit to the number of terms of office for a Committee Member.

Section 4 – Chairperson

The Chairperson of a Committee shall be a Member of the Board. The Chairman of the Board shall appoint the Chairperson of each Committee.

Section 5 – Quorum

Unless otherwise provided in the resolution of the Board designating a Committee, it shall not be necessary for a quorum to be present for the Committee to act. The Members of the Committee present at a meeting of the Committee shall be authorized to act.

Section 6 – Power of Committees

Committees shall determine and schedule their meeting times, dates and locations; consult with outside sources; interface with other City of Flint appointed boards and commissions for an exchange of ideas that would then be presented to the Board for action.

Section 7 – Duties

The duties of the Committees are to notify the Executive Director and the Chairman of the Board of all meeting times, dates and locations; create agendas and keep written minutes of each meeting to be filed with the records of Secretary of the Board; keep the Executive Director informed of the events of each meeting; fulfill requests of and answer to the Board; present monthly Committee reports at the Board Meetings; act in the best interest of the Board at all times.

ARTICLE 6 – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 – Contracts

The Board may authorize the Executive Director, DDA Chairman, DDA Vice-Chairman, DDA Treasurer or DDA Secretary to enter into any contract or execute and deliver any instrument in the name of and on behalf of the City of Flint DDA. Such authorization may be general or confined to specific instances.

Section 2 – Checks, Drafts, etc

Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness in excess of five hundred dollars (\$500.00) issued in the name of the DDA, shall be signed by the treasurer or the treasurer's designee and countersigned by the Executive Director or Chairman of the Board of the DDA.

Section 3 – Deposits

All funds of the City of Flint DDA shall immediately be deposited into the appropriate fund or account to the credit of the City of Flint DDA in such banks, trust companies or other depositories as authorized by the Board under Article 6, Section 2, above.

Section 4 – Gifts

The Board may accept any contributions, gifts, bequests, or devises for the general purposes or for any special purpose of the City of Flint DDA, as allowable by the General Accounting Standards Board, generally accepted accounting principals, the Internal Revenue Service or applicable regulations. The identity of the donor need not be reported should the donor wish to remain anonymous.

Section 5 – Budget

The Committees shall submit proposed objectives and goals to the Board in April for the development of an annual budget. The Board shall set goals and objectives annually by June 1 to develop and approve a budget for the fiscal year beginning the first day of July, and amend such budget throughout the year as required under Michigan law. The Board shall submit an annual budget to the City of City by June 1 for inclusion in the annual budget presentation to City Council.

Section 5 - Fidelity or Penal Bonds.

Persons serving the Board in the capacity of Chairman, Vice-Chairman, Treasurer, or Director and if approved by the Board, an official designee of the

Treasurer, shall post bond in the amount of \$100,000 naming the DDA as the party to whom the bond would be paid. The premium for such bond will be considered an operating expense of the DDA.

ARTICLE 7: BOOKS AND RECORDS

The DDA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board and committees having any of the powers of the Board, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote; in addition, the DDA shall file with the City Clerk of the City of Flint all minutes and/or documents as required by Michigan or other law. All books and records of the DDA shall be open to the public at all times.

All bank accounts maintained by the DDA shall incorporate the words "Downtown Development DDA account" in the title of such accounts. Upon the creation of any new accounts, the DDA shall so advise the City Clerk.

The DDA shall keep correct and complete books and records of account, and shall also keep minutes of Board meetings and Committee meetings. An annual audit shall be conducted by an independent certified public accountant and published. The Treasurer or Director shall provide the City Clerk with regular financial reports of the activities of the revenues received and expenditures made by the DDA. In addition, notice of expenditures in excess of \$2,000 shall be given to the City Clerk on a monthly basis. The DDA shall also keep at the principal office a record giving names and addresses of the Members entitled to vote. The books and records of the DDA shall be open to the public at all times in accordance with the State of Michigan Freedom of Information Act. The Board Treasurer shall provide the Board with regular financial reports of activity including revenues received and expenditures. All bank accounts maintained by the DDA shall incorporate the words "City of Flint Downtown Development Authority" or "Downtown Development Authority of the City of Flint" in the title of such accounts. The Director shall notify City Council of the creation of any new accounts.

ARTICLE 8: FISCAL YEAR

The fiscal year of the Board shall begin on the first day of July and end on the last day of June the following year.

ARTICLE 9: AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted if written notice is given of intention to adopt new By-Laws at a meeting of the Board. The full nature of the By-Law changes shall be included in the notice. Adoption of By-Law changes shall require affirmative votes by two-thirds of the Members and shall be subject to approval by City Council.

ARTICLE 10: 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 11: POLITICAL CAMPAIGN ACTIVITY

The DDA shall not expend funds of the DDA or otherwise contribute to the advocacy of any political candidate or ballot questions.

Adopted as amended by City of Flint Downtown Development Authority Board Members on _____, 2011.

_____, Chairman

_____, Secretary

Adopted by City of Flint City Council, on _____, 2011

Dayne Walling, Mayor

Inez Brown, City Clerk