

CITY OF ALPENA
DOWNTOWN DEVELOPMENT AUTHORITY

BYLAWS

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Revised October 16, 1986
Revised November 10, 1988
Revised May 18, 1989
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Revised May 20, 1993
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1. SCOPE

The rules of procedure for the transaction of business of the City of Alpena Downtown Development Authority (“the Authority”) shall be in accord with:

- a. The Michigan Downtown Development Authority Act, Public Act 197 of 1975, being MCL 125.1651 *et seq.*, as amended;
- b. The Michigan Open Meetings Act, Public Act 267 of 1976, being MCL 15.261 *et seq.*, as amended;
- c. City of Alpena Ordinance No. 110, effective May 8, 1980; and
- d. Other applicable laws.

Insofar as these Bylaws are silent or do not comply with the requirements of the above statutes and ordinances, the above statutes and ordinances shall control.

2. OFFICERS

- 2.1 **Election of Officers.** The officers of the Authority shall be elected annually at the organizational meeting from among the duly appointed and serving members of the Authority. An Authority member shall not be elected unless duly nominated. A candidate for election may nominate him- or herself.

Nominations need not be seconded. Voting shall be conducted by voice vote. If no candidate for any office is opposed, a simple voice vote electing the slate of unopposed candidates shall be in order. For any office in which two or more candidates are nominated, voting shall be by roll call, and the votes of the various members shall be recorded in the minutes of the meeting. A candidate receiving a majority vote of the entire membership of the Authority shall be declared elected.

- 2.2 **Term of Officers.** A duly elected officer shall serve for a term of one year (commencing upon the adjournment of the organizational meeting at which he or she is elected), or until his or her successor shall take office.
- 2.3 **Vacancies in Office.** A vacancy in any office of the Authority shall be filled immediately as provided in paragraph 2.1 above. An individual elected to fill a vacancy shall serve through the end of the Authority's next annual organizational meeting, or until his or her successor shall take office.
- 2.4 **Duties of Officers.** The officers of the Authority and their respective duties are as follows:
 - a. **Chairperson.** The Chairperson shall preside at all meetings of the Authority; call special meetings of the Authority when necessary; and, in general, oversee the work and administration of the Authority and the execution of the Authority's will and purposes as determined by the Authority from time to time.
 - b. **Vice-Chairperson.** The Vice-Chairperson shall perform the duties of the Chairperson during the absence or inability of the Chairperson to act.

3. AUTHORITY MEMBERSHIP

- 3.1 **Appointment.** All members of the Authority shall be appointed by the Mayor of the City of Alpena and shall be subject to approval by the City Council for the City of Alpena.
- 3.2 **Term.** A duly appointed member of the Authority shall serve for a term of four years following his or her appointment and may be reappointed in the manner set forth in Section 3.1 above for such additional terms as the Mayor desires.
- 3.3 **Removal.** A duly appointed member of the Authority may be removed from his or her position under the following circumstances:

- a. **Voluntary Removal.** If a member of the Authority desires to discontinue serving in that capacity, he or she may voluntarily resign from the Authority at any time by serving written notice upon the Chairperson. An individual serving as an attorney-in-fact for a member of the Authority pursuant to a valid Power of Attorney may effect a voluntary resignation for the member.
- b. **Discretionary Removal.** Attendance and participation at meetings is essential to the role of a member of the Authority. Thus, if a member is absent without excuse for three consecutive meetings, or for four meetings in any twelve-month period, that member's continued membership shall be placed on the agenda for the next regular meeting of the Authority. The Authority shall have full discretion to remove a member under these circumstances by a majority vote as provided in Section 5.6 herein.

For purposes of this section, "absent without excuse" shall mean any absence that is not related to the following:

- Necessary medical procedures for the member of the Authority;
- Absences related to military service of the member of the Authority;
- Absences required by court order, such as jury duty or appearance in court pursuant to subpoena.

In order for any of the above-listed reasons to serve as a valid excuse for the absence of a member of the Authority, the member must communicate the reason for absence to the Executive Director prior to the meeting in question.

- c. **Removal by Death or Incapacitation.** A member who dies or who is declared incompetent by (1) a court of competent jurisdiction or (2) two or more licensed physicians in writing shall be automatically removed from their position with the Authority upon a voice vote of a majority of a quorum of the membership at any meeting held in accordance with these Bylaws.

4. STAFF

4.1 **Executive Director.** The Executive Director shall:

- a. Maintain the files of the Authority;
- b. Prepare all reports of Authority action;

- c. Prepare the agenda for all meetings, including copies of all reports, exhibits, proposals, and other items to be considered at the meeting, and distribute and post the agenda as required by these Bylaws;
- d. prepare and submit reports on matters to be submitted for Authority consideration;
- e. sign all plans, maps, charts, surveys, studies, plats, and all records, documents, and other papers and reports of Authority action consistent with these Bylaws, except as otherwise directed by the Authority. The meaning of "sign" shall allow for execution by electronic means or typed signature;
- f. Set for public hearing all requests requiring same, and give notice of such hearings as required by law;
- g. carry on all the administrative duties resulting from actions of the Authority;
- h. prepare, sign, and distribute minutes of Authority meetings, including same with the agenda to be distributed for the next regular meeting of the Authority, and present the minutes to the Authority for correction and adoption;
- i. give notice as required by law to all Authority members of all meetings;
- j. give public notice of all meetings as required by law;
- k. present to the Authority all matters which come to the Executive Director's attention and require Authority action;
- l. Prepare an annual budget proposal to be considered by the Authority for adoption, and any proposed budgetary amendments as necessary;
- m. prepare financial statements on a monthly basis in the form required by the Authority, including same with the agenda to be distributed for the next regular meeting of the Authority;
- n. serve as the "clerk" or "secretary" of the Authority according to the meanings of those terms under any applicable law;
- o. Complete other tasks and fulfill other duties as required by the Authority from time to time.

- 4.2 **Status of Executive Director.** The Executive Director is not an *ex officio* member of the Authority, and shall have no vote in the transaction of Authority business.
- 4.3 **Other Staff.** The Executive Director shall have the power to engage other staff, subject to the approval of the Authority. The Executive Director shall manage and oversee other staff, and have the power to reprimand and discharge other staff, on an as-needed basis. The Authority may also act to reprimand or discharge staff.
- 4.4 **Delegation of Duties.** The Executive Director may delegate to other staff or to appropriate volunteers the performance of any duty or responsibility, subject to applicable law. The Executive Director shall remain ultimately answerable for the discharge or performance of any delegated duty or responsibility.

5. MEETINGS AND VOTING

- 5.1 **Organizational Meeting.** The Authority shall hold its annual organizational meeting in conjunction with its regular meeting in April of each year. The purpose of the organizational meeting shall be to elect officers as provided in these Bylaws and to conduct such other organizational business as may be necessary or beneficial to the Authority.
- 5.2 **Regular Meetings.** Regular meetings of the Authority shall be held monthly on the 1st Tuesday of each month at 3:00 PM , or at such other times as are approved by the Authority, at which time the business of the Authority, including public hearings, action on all matters required by law, and such other action or business that may be required to give effect to adopted programs of the Authority shall be conducted.
- 5.3 **Special Meetings.** Special meetings may be called by the Chairperson or by the Executive Director on the explicit request of the Chairperson or any four members of the Authority on at least 18 hours' notice to each member of the Authority. For the purposes of this paragraph 5.3, "notice" shall mean either (1) written notice served personally or left at the member's usual place of residence or with the person in charge at the member's usual place of business; (2) telephone notice to the member, if the member personally answers the telephone call; (3) e-mail notice delivered to the member's usual e-mail address for Authority business, if such e-mail notice is reasonably calculated to be seen by the member. Any special meeting shall be a valid meeting for all purposes without such notice if all members of the Authority are present at the meeting or have waived notice of the meeting in writing.

- 5.4 **Strategic Planning Special Meeting.** A special meeting for the purpose of strategic planning for the Authority shall occur annually and shall be called and noticed in accordance with paragraph 5.3 above. The Authority shall evaluate the existing strategic plan and review the need for the strategic planning special meeting at its April meeting each year. The strategic planning meeting may be waived by official action of the Authority as provided in paragraph 5.6 below. However, the strategic plan should be updated at least every five years.
- 5.5 **Quorum.** A majority of the duly appointed and serving membership of the Authority shall constitute a quorum for the transaction of business at any meeting of the Authority.
- 5.6 **Votes Required for the Transaction of Business.** The number of affirmative votes required to transact business at any meeting of the Authority shall be a majority of the those duly appointed and serving membership of the Authority present unless these bylaws require or allow a different number.
- 5.7 **Presiding Officer in Absence of Chairperson and Vice-Chairperson.** In any meeting of the Authority at which neither the Chairperson or the Vice-Chairperson is present, the members present at the meeting and constituting a quorum shall elect for the meeting a presiding officer from among themselves by majority vote of the members present. Any member may call a meeting to order and occupy the chair until a presiding officer is duly elected.
- 5.8 **Submission of Agenda Items.** Resolutions, recommendations, suggestions, requests for action, and other items shall be submitted to the Executive Director at least seven business days prior to the meeting at which such items are to be acted upon if such items are to be included in the Executive Director's agenda. The Executive Director's agenda is deemed adopted as the agenda for the meeting, subject to the addition of any late agenda items at the meeting. Late agenda items may be added upon the unanimous consent of the authority members present at the meeting and constituting a quorum.
- 5.9 **Distribution of Agenda to Authority Members.** The agenda and all attached materials prepared for any regular meeting of the Authority shall, at least three days prior to the regular meeting, be distributed through regular channels to all members of the Authority. The agenda and all attached materials prepared for any special meeting of the Authority shall be similarly distributed at least 18 hours prior to the special meeting. The Authority may at any regular or special meeting vote to waive strict compliance with the agenda distribution requirements set forth in this paragraph 5.9.

5.10 **Posting and Distribution of Agenda to News Media.** The agenda for any regular meeting of the Authority shall, at least three days prior to the regular meeting, be distributed through regular channels to Alpena's traditional print, television, and radio news outlets, and be posted for the benefit of the public at both the Authority's office and the Alpena City Hall. The agenda and all attached materials prepared for any special meeting of the Authority shall be similarly distributed and posted at least 18 hours prior to the special meeting. Distribution to news media and posting for the public is intended in the interest of increased transparency beyond the requirements of applicable laws, and non-compliance with the agenda distribution and posting requirements set forth in this paragraph 5.10 shall not operate to borrow the occurrence of any meeting, or avoid any action taken at any meeting.

5.11 **Order of Business.** The order of business at regular meetings of the Authority shall be as follows:

- a. Call to Order.
- b. Citizens Appearing Before the Authority.
- c. Late Additions to Agenda (requires unanimous consent).
- d. Review and Adoption of Minutes of Previous Meeting.
- e. Public Hearings.
- f. Executive Director's Report.
- g. Correspondence.
- h. Review and Acceptance of Monthly Financial Reports.
- i. Committee Reports (beginning with Committee on Finance & Budget).
- j. Report from the City of Alpena.
- k. Unfinished Business.
- l. New Business.
- m. Adjournment.

In the interests of promoting efficiency in the course of meetings, the Executive Director may in his or her discretion schedule any items of unfinished business or new business relating to other items on the agenda such as any of the various reports to be given together with those items for the Authority's consideration.

- 5.12 **Citizens Appearing Before the Authority.** Citizens appearing at a meeting to address the Authority shall be limited in their comments to three minutes, unless additional time is allowed by the Authority. A request for Authority action made by citizens addressing the authority may only be acted upon by the Authority if the request was submitted to the Executive Director for inclusion in the meeting's agenda in accordance with these Bylaws, or if the agenda is duly amended to allow for consideration of the request. Neither members nor staff of the Authority shall be obligated to answer or respond to questions posed or remarks made by a citizen addressing the Authority. The Authority shall not be obligated to consider or act upon any request made by a citizen addressing the Authority.
- 5.13 **Governing Rules of Procedure.** In all matters of procedure on which these Bylaws and any applicable laws are silent, meetings of the Authority shall be conducted in accordance with the then current edition of *Robert's Rules of Order Newly Revised*, as interpreted by the Authority's counsel if present, or by the meeting's presiding officer if counsel is not present, subject to appeal according to the rules for appealing a ruling of the chair as set forth in said rules.

6. COMMITTEES

- 6.1 **Standing Committees.** The Authority shall have the following standing committees:
- a. Finance & Budget.
 - b. Economic Development.
 - c. Design & Beautification.
 - d. Education & Promotion.
- 6.2 **Other Committees.** The Authority may establish other committees as deemed necessary from time to time.
- 6.3 **Chairs of Committees.** Chairs of committees shall be appointed at the discretion of the Chairperson of the Authority or the Executive Director, and may be removed with or without cause, and with or without a hearing or notice, by two thirds of the duly appointed and serving membership of the Authority.

Chairs of committee shall be evaluated for reappointment annually. Chairs of committees need not be members of the Authority.

- 6.4 **Members of Committees.** Members of committees shall be appointed at the discretion of the Chairperson of the Authority or the Executive Director, and may be removed with or without cause, and with or without a hearing or notice, by two thirds of the duly appointed and serving membership of the Authority. Members of committees need not be members of the Authority, but each committee shall have as a member or as its chair at least one member of the Authority. The Executive Director shall serve as an *ex officio* voting member of each committee. Committee membership shall be evaluated annually by the Authority.
- 6.5 **Committee Nominations for Appointment.** Each year, at the July meeting of each respective committee, the committee shall nominate individuals for appointment or reappointment to the committee and shall nominate a chairperson. Those nominations shall be presented to the Authority at its August meeting each year.
- 6.6 **Committee Attendance.** Attendance and participation at meetings is essential to the role of a Committee Member. Thus, if a Committee Member is absent without excuse for three consecutive meetings, or for four meetings in any twelve-month period, that Committee Member's continued membership on the committee shall be placed on the agenda for the next regular meeting of the Authority. The Authority shall have full discretion to remove a member under these circumstances by a majority vote as provided in Section 5.6 herein.

For purposes of this section, "absent without excuse" shall mean any absence that is not related to the following:

- Necessary medical procedures for the member of the Authority;
- Absences related to military service of the member of the Authority;
- Absences required by court order, such as jury duty or appearance in court pursuant to subpoena.

In order for any of the above-listed reasons to serve as a valid excuse for the absence of a member of the Authority, the member must communicate the reason for absence to the Executive Director or the Committee Chairperson prior to the meeting in question.

- 6.7 **Powers of Committees.** The Committees of the Authority shall have no power to "decide" as defined in the Michigan Open Meetings Act or any other

applicable law. Committees shall make recommendations to the Authority, which shall deliberate and reach a decision regarding those recommendations in an open meeting as provided in these Bylaws.

- 6.8 **Authority Member Committee Service.** Each member of the Authority shall, at all times during the term of his or her service, serve on at least one standing or other committee.
- 6.9 **Resignation from Committees.** A committee chair's or committee member's resignation may be accepted at the discretion of the Chairperson of the Authority or the Executive Director, or by a majority of the duly appointed and serving members of the Authority.
- 6.10 **Reports of Committees.** All chairs of committees or their designated deputies shall report to the Authority monthly in conjunction with the Authority's regular meeting. All reports shall be submitted in writing to the Executive Director at least seven business days prior to the regular meeting, for inclusion with the Executive Director's agenda; However, chairs of committees who are members of the Authority may report orally at the regular meeting, except as to items for which Authority action is requested.

7. AMENDMENT AND SUPERSESSION

- 7.1 **Amendment.** These Bylaws may be amended by two thirds of the duly appointed and serving membership of the Authority.
- 7.2 **Supersession.** These Bylaws supersede all prior bylaws, rules, regulations, and procedures adopted by the Authority.