

Bylaws of the Downtown Development Authority of the City of Fremont

ARTICLE 1 – NAME

The name of the City of Fremont (the “City”) Downtown Development Authority is the Downtown Development Authority of the City of Fremont (the “DDA”).

ARTICLE 2 – AUTHORITY

The DDA shall be under the supervision and control of the Board of Directors, subject to approval of the Fremont City Council. Meetings of the DDA shall be in accordance with the Michigan Open Meetings Act, Public Act 267 of 1976, as amended.

ARTICLE 3 - POWERS

The DDA shall possess all powers provided by law subject to the limitations of law and herein. Specifically, the DDA shall possess all powers identified by Act No. 197, Public Act of 1975, as amended, the Downtown Development Authority Act. The DDA shall have all the powers, which now or hereafter may be conferred by law on authorities organized under this Act and herein.

ARTICLE 4 – PURPOSE

The overall purpose of the DDA is to undertake public improvements and other activities that have the greatest impact in strengthening the downtown area and attracting new private investment in the DDA District.

In addition, the DDA is organized to stimulate downtown revitalization in Fremont through

- organization (encouraging cooperation and building leadership in the business community);
- promotion (creating a positive image for downtown by promoting the downtown as an exciting place to live, shop and invest);
- design (improving the appearance of the downtown);
- economic restructuring (identifying new market opportunities and stimulate investment); and
- preventing deterioration and promoting economic growth within Fremont’s downtown by developing, adopting and implementing plans for new and re-development.

The DDA will have subcommittees that will aid in carrying out the purpose of the DDA.

ARTICLE 5 – BOARD OF DIRECTORS

Section 1. Board of Directors Role and Terms : The business and property of the DDA shall be managed and directed by the Board of Directors, the members of which shall serve for four (4) year terms from the date of their respective appointment except as provided for in the ordinance creating the DDA and herein.

Section 2. Size and Tenure: The Board shall consist of the Mayor and not less than eight (8) members or more than twelve (12) members as provided by Act 197.

Section 3. Selection of Board Members – The members shall be appointed or removed by the Fremont Mayor subject to approval by the Fremont City Council and shall hold office for the terms provided in Act 197. All members shall hold office until the member is removed or his/her successor is appointed.

Section 4. Conflict of Interest – A director who has a direct interest in any matter before the DDA shall disclose such interest prior to the DDA discussing or taking any action with respect to the matter, not participate in discussion or action, and which disclosure shall become a part of the record of the DDA's official proceedings.

ARTICLE 6 – OFFICERS

Section 1. The business and property of the DDA shall be managed and directed by the board of directors, the members of which shall serve for four (4) year terms from the date of their respective appointment except as provided for in the ordinance creating the DDA.

Section 2. The board annually at its first regular meeting in the fiscal year shall designate one of its members as chair and one of its members as vice chair. The officers so elected shall serve a term of one (1) year or any part thereof as may be determined, and until his/her successor is designated. No term of office created under this section shall extend beyond the term of the member designated.

Section 3. The board shall appoint a director/treasurer, who shall not be a member of the board, and a secretary, who need not be a member of the board. The director/treasurer and secretary shall serve at the will of the board for no definite term of office.

Section 4. The chair shall preside at meetings of the board and shall do and perform such other duties as shall be from time to time be assigned to him by the board. The vice chair shall perform the duties of the chair in the chair's absence and such other duties as shall from time to time be assigned to him by the board.

Section 5. The Fremont City Manager shall be the director of the DDA. Subject to the approval of the board, the director shall supervise, and be responsible for, the preparation of plans and the performance of the functions of the authority in the manner authorized by this law. The director shall attend the meetings of the board, and shall render to the board and to the governing body of the city a regular report covering the activities and financial condition of the DDA. If the director is absent or disabled, the secretary shall act as director to perform the duties of the office. Before entering upon the

duties of the office, the acting director shall take and subscribe to the oath, and furnish bond, as required of the director. The director shall furnish the board with information or reports governing the operation of the DDA as the board requires.

Section 6. The secretary shall maintain custody of the official seal, if created, and records, books, documents, or other papers not required to be maintained by the director/treasurer. The secretary shall attend meetings of the board and keep a record of its proceedings and shall perform such other duties delegated by the board.

Section 7. The treasurer shall keep the financial records of the DDA and shall approve all vouchers for the expenditure of funds of the DDA. The treasurer shall perform such other duties as may be delegated to him by the board and shall furnish bond in an amount as prescribed by law.

Section 8. All checks shall be signed by the treasurer or his/her designee, except as otherwise provided by the board.

Section 9. The board shall have the power to engage and employ such manual, clerical, technical, financial, and professional assistance as in its judgment may be necessary and is incidental to carry out the purposes of the DDA.

Section 10. The DDA shall not have a corporate seal, but in the event that a seal shall be necessary, the seal of the DDA shall be in the form of a circle and shall have inscribed thereon the words "Corporate Seal".

Section 11. The board shall cause an annual audit of its business to be made and the result thereof shall be submitted to the governing body of the City.

ARTICLE 7 – MEETINGS

Section 1. All regular meetings shall be held in the City of Fremont, County of Newaygo, Michigan.

Section 2. A regular meeting of the board will be held at 8:00 a.m. on the third Wednesday of each month on an as needed basis, unless otherwise scheduled.

Section 3. Special meetings shall be held whenever called by direction of the chair or director or any two (2) members of the board on eighteen hours written notice of the time and place of meeting.

Section 4. Notice of all meetings shall be posted at City Hall according to the Open Meetings Act. The notice shall include the date, time and purpose of the meeting.

Section 5. A majority of the board members shall constitute a quorum and a majority vote shall be necessary for the transaction of regular business but a 2/3 majority of the membership shall be necessary for the passage of any plans, resolutions, policies or governing documents.

Section 6. At meetings of the board, business shall be transacted in such order as from time to time the board may determine.

ARTICLE 8 – FISCAL YEAR; ADOPTION OF BUDGET

The fiscal year of the Authority shall begin on July 1 of each year and end on June 30 of the following year, or such other fiscal year as may hereafter be adopted by the City.

The board shall annually prepare a budget and shall submit it to the City Council on the same date that the proposed budget for the City is required by law to be submitted to the City Council. The Board shall not finally adopt a budget for any fiscal year until the budget has been approved by the City Council. The Board, may, however, temporarily adopt a budget in connection with the operation of any improvements which have been financed by revenue bonds where required to do so by the ordinance authorizing the revenue bonds.

The Authority shall submit financial reports to the City Council at the same time and on the same basis as departments of the City are required to submit reports. The Authority shall be audited annually by the same independent auditors auditing the City and copies of the audit report shall be filed with the City Council.

ARTICLE 9 – ROBERT’S RULES OF ORDER NEWLY REVISED

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the DDA meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the DDA may adopt.

ARTICLE 10 – AMENDMENTS

The board shall have the power to make, alter, or amend the bylaws in whole or in part, to be effective upon approval of the City Council of the City of Fremont.

ARTICLE 11 – EFFECTIVE DATE

These bylaws shall become effective upon approval of the City Council of the City of Fremont. Any Bylaws of the Fremont Downtown Development Authority in existence prior to the adoption of these bylaws will be rescinded permanently.