

**VILLAGE OF KINGSLEY
DOWNTOWN DEVELOPMENT AUTHORITY
BYLAWS**

1.0 AUTHORITY

These bylaws are adopted by the Village of Kingsley DDA pursuant to Section 204(3), Part 2 of Act 57 of the Public Acts of 2018, as amended, concerning Downtown Development Authorities, being MCL 125.4204(3).

2.0 OFFICERS.

2.1 Officers.

The officers of the DDA shall be a chairperson, vice chairperson, secretary, and treasurer.

2.2 Election of Officers.

The officers of the DDA shall be chosen from its members by the DDA at its annual meeting held in March of each year. The term of office for each officer shall be one (1) year, or until their successor is chosen and assumes office.

2.3 Chairperson.

The chairperson shall preside over all meetings of the DDA.

2.4 Vice Chairperson.

The vice chairperson shall perform the duties of the chairperson during the absence or disability of the chairperson.

2.5 Secretary.

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

2.6 Treasurer.

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

2.7 Vacancies.

If a vacancy occurs in the office of chairperson, the vice chairperson shall assume the office of chairperson for the remainder of the term. All other vacancies in offices shall be filled by the board from its members for the unexpired term of the office.

3.0 MEETINGS

3.1 Regular Meetings

The board shall meet at the Village of Kingsley Hall located at 207 S Brownson Ave, Kingsley, Michigan 49649 on the first Monday every other month in regular session or at such other places and times as established by the board. At its first meeting in each calendar year, the board shall establish its schedule of regular meetings for the balance of the year. If any regularly scheduled meeting falls on a legal holiday, the regular meeting shall be held on the next business day that is not a legal holiday.

3.2 Special Meetings

The board shall meet in special session at the call of the chairperson or upon written request of no less than four (4) members of the board filed with the secretary. No less than 18 hours before the scheduled special meeting, the secretary, or their designee, shall provide each member of the board a notice of the special meeting, specifying the date, time, place, and purpose of the special meeting. This notice shall be given personally to each member of the board, mailed to each member by first class mail, left at the member's usual place of residence, or provided by electronic mail.

3.3 Emergency Meetings

Emergency meetings of the board may be held only in the event of a severe and imminent threat to the health, safety, or welfare of the public when two-thirds of the members of the entire board decide that delay would be detrimental to efforts to lessen or respond to the threat.

3.4 Place of Meetings

Meetings of the board shall be held in the Community Room at the **Village Hall**, unless public notice of the meeting states a different location. Whenever the regular meeting place of the board shall appear inadequate for members of the public to attend, the chairperson may change the meeting location to a larger facility in the village, or surrounding area. A notice of such change shall be prominently posted on the door of the regular meeting place. The secretary, or their designee, shall also give notice of the change in the meeting place in a newspaper if time permits.

3.5 Time of Regular Meetings

The time of the regular meetings will be 6:30 p.m. and shall be stated in the regular schedule of meetings adopted under Paragraph 3.1, unless the board by a vote of a majority of its members specifies a different starting time. The board shall not begin considering any matter on the agenda after 10:30 p.m. except by unanimous consent of the members present. Matters on the agenda which have

not been considered shall be placed on the agenda of the next regular meeting, or on the agenda of a special meeting, if one is called.

3.6 Change in Schedule

Change in the regular meeting schedule shall not be made except upon the approval of a majority of the entire board. In the event the board shall meet and a quorum is not present, the board, with the approval of those present, may adjourn the meeting to a later day and time provided that proper notice to members and the public is given.

3.7 Cancellation of Meetings.

If there is no business for the board to conduct at any scheduled meeting, or if inclement weather would in the opinion of the chairperson make holding the meeting unsafe for the board members or the public, the chairperson may cancel the meeting and place any business item on the agenda of the next regular meeting, or on the agenda of a special meeting, if one is called

4.0 PUBLIC NOTICE OF MEETINGS

The secretary, or their designee, shall provide the proper notice for all meetings of the board. All such notices shall comply with the Michigan Open Meetings Act and shall be posted in a conspicuous location at the **Village Hall** visible from the outdoors and on the DDA's website, as provided in these Bylaws.

4.1 Regular Meetings

A notice shall be posted within ten (10) days after the first meeting of the board in each calendar year indicating the date, time, and place of the board's regularly scheduled meetings.

4.2 Schedule Change

Whenever the board changes its regular schedule of meetings, a notice of the change in the regular meeting schedule shall be posted within three (3) days following the meeting in which the change was made.

4.3 Special and Emergency Meetings

If a special meeting of the board is scheduled under Paragraph 3.2 or an emergency meeting of the board is scheduled under Paragraph 3.3, then notice of such meeting shall be posted and delivered to the residence of each member by personal delivery, electronic mail, first-class mail, no less than 18 hours before such meeting. The notice shall also be posted on the DDA's website on either the homepage or on a separate webpage dedicated to public notices for non-regularly scheduled public meetings and accessible via a prominent and conspicuous link on the website's homepage that clearly describes its purpose for public notification of those

non-regularly scheduled public meetings. No meeting, except emergency meetings, shall be held until notice of the meeting has been posted at least eighteen (18) hours in advance of the meeting.

5.0 QUORUM AND ATTENDANCE

5.1 Quorum

A majority of members of the entire board shall constitute a quorum for the transaction of ordinary business of the board. In the event a quorum is not present at a scheduled meeting of the board, no business shall be conducted and the meeting shall be rescheduled to a later day and time and proper notice shall be given to the board members and to the public.

5.2 Attendance

Any member of the board shall notify the chairperson or secretary of their intent to be absent from a scheduled meeting.

6.0 MEETING AGENDAS

6.1 Agenda for Regular Meetings

The secretary, or their designee, shall prepare the agenda of business for all regular board meetings. Any member of the board desiring to place a matter on the agenda shall notify the secretary, or their designee, of such item by 3:00 p.m. on the Tuesday preceding the next regular meeting. Such items shall be placed on the agenda under New Business, Old Business, or other agenda category as appropriate in the order they were received by the secretary, or their designee. The board reserves the right to alter the agenda, the order of items on the agenda, and remove items by a majority vote of the members present at the meeting. Except upon the consent of a majority of the members present, the board shall not consider items not received by the secretary, or their designee, by the stated deadline.

6.2 Agenda for Special and Emergency Meetings

Whenever the board has a special meeting pursuant to Paragraph 3.2, the agenda shall be included in the notice of the meeting and no other matter shall be considered except when all members are present, and a majority concurs. The agenda for emergency meetings pursuant to Paragraph 3.3 shall be provided along with the notice of the meeting to members of the board if time permits. At other times, the chairperson shall declare the agenda upon the approval of a majority of the members present.

6.3 Distribution of Agenda and Materials

Upon the completion of the agenda, the secretary, or their designee, shall immediately distribute copies of the agenda together with copies of reports, explanations, etc., which relate to the matters of business on the agenda. Members of the board shall be entitled to receive such materials no later than three (3) days prior to the meeting, if time permits.

6.4 Order of Business

The agenda shall be arranged in the following order:

1. Call to order
2. Roll Call
3. Pledge of Allegiance
4. Introduction of Guest
5. Review and Approve Agenda
6. Approve Minutes
7. Treasurer's Report
8. Correspondence and Public Comments (3 minutes per person)
9. Committee/Liaison Reports
10. Old Business
11. New Business
12. Adjournment

7.0 CONDUCT OF MEETINGS

7.1 Meeting Chair

The chairperson shall preside at all meetings of the board. In the absence of the chairperson, the vice chairperson shall assume the duties of the chairperson. In the absence of both the chairperson and vice chairperson, the secretary shall assume the duties of the chairperson for the purpose of the board electing one of its members present to preside at the meeting.

7.2 Form of Address

Members of the board wishing to speak shall first obtain the approval of the chairperson and each member who speaks shall address the chairperson. Other persons at the meeting shall not speak unless recognized by the chairperson.

7.3 Rules for Citizen Comments to the Board

1. The public may only address the board at the time designated on the agenda.
2. Members of the public addressing the board shall take into consideration the rules of common courtesy.
3. Members of the public shall not use the public participation portion of the meeting to make personal attacks against members of the board or against other officials or DDA employees. If the intended comments constitute a complaint or charge brought against a member of the board or against a DDA employee alleging that the official or employee has violated a federal or state statute, or an ordinance, resolution, or policy of the DDA, the individual shall contact the secretary, or their designee, under Paragraph 5.1 to request placement on the agenda.
4. Members of the public wishing to speak shall first obtain the approval of the chairperson, and each person who speaks shall address the entire board.
5. The persons addressing the board shall, when requested, identify themselves.
6. Each member of the public addressing the board may speak for three (3) minutes unless they contact the secretary, or their designee, under Paragraph 6.1 to request placement on the agenda and specify the purpose of the presentation and length of time requested (maximum time allowed 15 minutes per speaker or group).
7. A member of the public who desires to submit a written statement shall give the statement to the secretary prior to the commencement of the meeting or any comments. All written statements and documents presented to the board by an individual are considered public documents and shall be retained in the record of the meeting.
8. The above provisions, however, shall in no way impair the right of the chairperson to control the meeting as presiding officer.

7.4 Disorderly Conduct

The chairperson shall call to order any person who is being disorderly by speaking or otherwise disrupting the proceedings, by failing to be germane, by speaking longer than the allotted time, or by speaking vulgarities. Such person shall thereupon be seated until the chairperson has determined whether the person is in order. If a person so engaged in a presentation is ruled out of order, he or she shall not be permitted to speak further at the same meeting except upon the vote of a majority of the board members present and voting. If the person continues to be disorderly and to disrupt the meeting, the chairperson

may request the sheriff, a deputy sheriff, or other police officer to remove the person from the meeting. No person shall be removed from a public meeting except for an actual breach of the peace committed at the meeting. The board shall also have the right to adjourn the meeting if it is interrupted due to the disorderly conduct of any person.

8.0 RECORD OF MEETINGS

8.1 Minutes and Official Records

The secretary shall be responsible for maintaining the official record and minutes of each meeting of the board. The minutes shall include all the actions and decisions of the board with respect to substantive (non-procedural) motions. The minutes shall include the names of the mover and seconder and the vote of the members. The record shall also state whether the vote was by voice or by roll call; when by roll call, the record shall show how each member voted. The secretary shall maintain copies of each resolution or other matter acted upon by the board. The official minutes, however, may refer to those matters by an identifying number and the descriptive title of the resolution or other matter.

8.2 Record of Discussion

The secretary shall not be responsible for maintaining a written record or summary of the discussion or comments of the members of the board nor of the comments made by members of the public.

8.3 Request for Remarks to Be Included

Any member of the board may have their comments printed as part of the record upon the concurrence of a majority of the other members. Comments to be included in the record shall be provided in writing by the member.

8.4 Public Access to Meeting Records

The secretary shall make available to members of the public the records and minutes of the board meetings in accordance with the Michigan Open Meetings Act and the Michigan Freedom of Information Act

9.0 COMMITTEES

9.1 Establishment; Appointment

If deemed advisable, the board may establish standing and ad hoc committees, define the purpose of each committee, and specify the number of members on each committee. The chairperson shall appoint the members of the committees. The chairperson shall be an ex officio member of all committees without a vote.

Upon the motion of any board member, and approval by a majority of the entire board, a committee may be discharged from further consideration of any matter.

9.2 Committee Meetings

A majority of the members of a committee shall constitute a quorum. Each committee shall comply with the provisions of the Michigan Open Meetings Act and the Freedom of Information Act.

9.3 Exercise of Governmental Function

A committee shall not exercise a governmental function as defined by the Michigan Open Meetings Act in a meeting not open to the public unless the act permits the action to be considered in executive session closed to the public. The responsibility of each committee is to make recommendations to the board and to report matters considered and rejected as well as those considered and recommended.

10.0 EXECUTIVE MEETINGS (CLOSED SESSION)

10.1 The vote to hold an executive meeting shall be recorded in the minutes of the meeting at which the decision was made.

10.2 The board may meet in executive session, closed to members of the public, upon the motion of any member and roll call approval by two-thirds of the members for the following purposes:

10.2.1 To consider the purchase or lease of real property, until an option to purchase or lease that property is obtained.

10.2.2 To consult with its attorney regarding trial or settlement strategy in connection with specific pending litigation, but only when an open meeting would have a detrimental financial effect on the litigating or settlement position of the DDA.

10.2.3 To meet with an attorney to consider the attorney's written opinion.

10.2.4 To review the specific contents of an application for employment to a DDA position and the applicant requests that the application remain confidential.

Whenever the board meets to interview an applicant, the meeting shall be open to the public.

10.3 The board may also meet in executive session upon the motion of any member and roll call approval by a majority of the entire members for the following purposes:

10.3.1 To consider the dismissal, suspension, or disciplining of, or to hear complaints or charges brought against, or to consider a periodic personnel evaluation of a public officer, employee, staff member, or individual agent if the named person requests a closed hearing. If the person rescinds his/her request for a closed meeting the matter at issue shall thereafter be considered only in open public meeting.

10.3.2 To consider strategy connected with the negotiation of a collective bargaining agreement.

10.4 Minutes, Executive Meetings

For each executive meeting, the secretary shall make a separate record of the topics discussed. This record shall not be disclosed to the public except upon the order of a court. The secretary shall destroy the minutes after one year and one day have passed after the meeting at which the board approved the minutes of the meeting at which the board voted to hold the executive meeting.

11.0 PROCEDURAL MOTIONS AND RESOLUTIONS

11.1 Statement by Chairperson, Motions, and Resolutions

No motion or resolution shall be entertained unless the same is seconded. No motion or resolution shall be adopted until the chairperson states the motion. All motions, except procedural motions and resolutions, may be required to be in writing upon the demand of any member. A request to recess for the purpose of writing out a motion or resolution shall be in order.

11.2 Non-debatable Motions

The motions to fix the time of the next meeting, adjourn, recess, point of privilege, call for orders of the day, to table, vote immediately, limit or extend debate shall be ordered and voted upon without debate.

11.3 Motion to reconsider

The motion to reconsider shall be in order on any question that the board has decided, but no question shall be reconsidered more than once. The motion to reconsider shall be in order on the same day as the vote to be reconsidered was taken or at the next meeting of the board. The motion to reconsider shall be made only by a member who voted with the prevailing side. A motion to reconsider a motion to amend shall not be in order if the main question has been

voted upon. If the board has adopted a motion to reconsider, however, motions to amend shall be in order.

11.4 Motion to clear the floor

The motion to clear the floor may be made by the chairperson or a member, whenever procedural matters have become sufficiently confused. If the motion to clear the floor has been adopted, it shall clear the floor of all motions as though they had been withdrawn. The motion shall not be subject to debate nor, if adopted, to reconsideration.

11.5 Temporary suspension of the bylaws

These bylaws may be suspended temporarily at any time by vote of two-thirds of the entire board to achieve any legal objective of the board in a legal manner.

11.6 Appeal rulings of the chairperson

Any member of the board may appeal the ruling of the chairperson. On all appeals receiving a second, the question shall be, "Shall the decision of the chairperson stand as the decision of the board?" The question shall then be decided by the vote of a majority of the board members present and voting.

12.0 VOTING

12.1 Abstaining from voting

Except as provided herein, whenever the chairperson puts a question to the board, every member present shall vote on the question. No member present shall abstain from voting "yes" or "no." If there is a conflict of interest which prevents a member of the board present from voting, the nature of such conflict of interest shall be stated on the record and its existence confirmed by the chairperson with the advice of the DDA attorney. Once the conflict of interest is confirmed, the member with the conflict of interest shall abstain from any discussions concerning and voting on the matter.

12.2 Roll call votes

The names and votes of members shall be recorded on board actions to adopt final measures such as resolutions, appointment or election of officers, etc. A roll call vote shall be taken on other motions and actions at the request of any board member.

12.3 Votes Required

Except as provided elsewhere in these bylaws and except for those decisions required by statute to have a higher majority, procedural and other questions arising at a meeting of the board shall be decided by a majority of the members present and voting. A majority of the entire board, however, shall be required for the allowance of a financial claim against the DDA.

13.0 PARLIAMENTARY AUTHORITY

Generally, Robert's Rules of Order (Newly Revised) shall govern all questions of procedure not otherwise provided by these bylaws or by state or federal law. The DDA attorney shall serve as the board's parliamentarian and shall advise the chairperson regarding bylaws.

14.0 AMENDMENTS

These bylaws may be added to, amended, or repealed in whole or in part. Proposed changes to these bylaws must be submitted in writing to the members of the board at least one (1) month in advance of the meeting at which the proposed changes will be considered. A majority vote of the entire board shall be required to amend these bylaws.

15.0 SEVERABILITY

If any section, provision or clause of these bylaws or the application thereof to any person or circumstance shall be invalid, such invalidity shall not effect any remaining portion or application of these bylaws which can be given effect without the invalid portion or application.

These bylaws were adopted by the Village of Kingsley DDA at its meeting held on _____, 2023.

Jess Ashmore, Secretary

These bylaws were approved by the Village of Kingsley Council at its meeting held on _____, 2023.

Ann McClain, Village Clerk