

VILLAGE OF BELLEVUE  
DOWNTOWN DEVELOPMENT AUTHORITY  
BOARD OF DIRECTORS

BYLAWS AND RULES OF PROCEDURE

The main function or purpose of the following Bylaws is to establish the rules of operation for the Board of Directors. In addition to establishing procedure, the Bylaws also describe the organizational framework of the Board of Directors, and in general terms, define the duties and responsibilities of the Board of Directors.

ARTICLE I: AUTHORITY

The rules and procedures of the Village of Bellevue Board of Directors are subordinate and subject to Public Act 197 of the Compiled Laws of Michigan of 1975, as amended, and Ordinance No. 2010-001, as amended, of the Village of Bellevue.

ARTICLE 2: TITLE

The title of the governing body shall be "The Village of Bellevue Downtown Development Authority Board of Directors" or "Board of Directors".

ARTICLE 3: MEMBERS

Section 1

The Board of Directors shall be composed of the following nine (9) members: The Village Chief Executive Officer and eight (8) persons who shall be appointed by the Village President, such appointment to be subject to approval by a majority vote of the members-elect of the Village Council.

Section 2

The terms of office of the members of the Board of Directors shall begin on the first day of May nearest the date of their appointment. The term of office of each member of the Board of Directors shall be four (4) years, except that in the case of the first Board of Directors appointed hereunder, two of said members shall be appointed for a term of one year, two for a term of two years, and two for a term of three years. All members shall hold office until their successors are appointed. Vacancies occurring otherwise than through the expiration of the term shall be filled for the unexpired term by the Village President, subject to approval by a majority of the Village council. Members of the Board of Directors may, after a public hearing, be removed from office in accordance with the provisions of the statute under which these Bylaws are adopted.

## ARTICLE 4: OFFICERS

### Section 1

The officers of the Board of Directors shall be:

1. A Chairman, who shall preside at all meetings and shall have such other duties as further prescribed in the Bylaws, and shall have authority to preside at all Adjourned Meetings and call and preside at all Special Meetings.
2. A Vice-Chairman, who shall, in the absence of the Chairman or his inability to act, preside at all Regular, Adjourned, or Special Meetings, Public Hearings, and Committee Meetings of the Board of Directors, and shall have the power to function in the same capacity as the Chairman.
3. A Secretary, who shall have authority to execute documents in the name of the Board of Directors and shall perform such other duties as the Board of Directors may, from time to time determine.
4. A Treasurer, (who need not be a member of the Board of Directors) who 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 2

The officers of the Board of Directors shall be elected each year for a one-year term by the Board of Directors at their first regular meeting in May, and shall hold office until their successors are elected and assume office.

### Section 3

Delegation of Duties of Officers. 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.

#### Section 4

Director. The Board of Directors may employ and fix the compensation of a "Director", subject to the approval of the Village Council of the Village of Bellevue. The Director shall serve at the pleasure of the Board. A member of the Board is not eligible to hold the position of Director. Before entering upon the duties of his office, the Director shall take and subscribe to the constitutional oath, and furnish bond, by posting a bond in the penal sum determined by the ordinance establishing the Authority payable to the Authority for the use and benefit of the Authority, approved by the DDA Board and filed with the Village Clerk. The premium on the bond shall be deemed an operating expense of the Authority, payable from funds available to the Authority for expense of operation. The Director shall be the Chief Executive Officer of the Authority. Subject to the approval of the DDA 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 Act 197 of the Public Acts of 1975. The Director shall attend the meetings of the Board, and shall render to the Board and to the Village Council a regular report covering the activities and financial condition of the Authority. If the Director is absent or disabled, the Board may designate a qualified person as Acting Director to perform the duties of the office. Before entering upon the duties of his office, the Acting Director shall take and subscribe to the oath, and furnish a bond as required of the Director. The Director shall furnish the Board with information or reports governing the operation of the Authority as the Board of Directors require.

### ARTICLE V: MEETINGS

#### Section 1

The Regular Meetings of the Board of Directors shall be held on the second Monday of each month at 10:00 a.m. Any Regular Meeting may be adjourned to a definite date, by a majority vote of a 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 call of the Chairman or Acting Chairman or upon the request of a majority of the Board of Directors. The Board of Directors shall hold at least one (1) Regular Meeting each month unless there is no business on the Agenda, in such case there shall be no meeting.

#### Section 2

All Meetings of the Board of Directors shall be held in accordance with the provisions of PA 230 of 1976, the Open Meetings Act. Parliamentary procedure

at Board of Directors meetings shall be governed by Robert's Rules of Order. The Chairman shall be the Parliamentarian.

## Article VI: THE ORDER OF BUSINESS

### Section 1

The order of business for a Regular Meeting shall be:

1. Call to order by Chairman or Vice-Chairman.
2. Roll call.
3. Determination of a quorum.
4. Public Comment
5. Approval of Minutes of last preceding meeting.
6. Hearings.
7. Old business.
8. New business.
9. Public Comment
10. Board Comments
11. Adjournment.

### Section 2

The Chairman shall have the discretion to change the order of business whenever he deems it advisable to do so either before or during the progress of the meeting.

### Section 3

The order of business for the Annual Meeting, to be the Board of Directors' first Regular Meeting in May, shall be:

1. Call to order by Chairman or Vice-Chairman.
2. Roll call.
3. Determination of a quorum.
4. Election of new officers.
5. Taking of chair by new Chairman.
6. Regular order of business.

## ARTICLE VII: QUORUM

For the transaction of ordinary business at any Regular Meeting, Adjourned Meeting, or Special Meeting, five (5) members shall constitute a quorum. An affirmative vote of at least five (5) members of the Board of Directors shall be necessary in order to make a decision.

## ARTICLE VIII: MINUTES

## Section 1

The Board of Directors shall keep a set of Minutes of all Regular and Adjourned Meetings and at Special Meetings where official business was transacted. These minutes shall become a public record and shall be filed with the Village Clerk.

## Section 2

The Secretary or the Chairman shall sign all Minutes, after approval by the Board of Directors members, at the following meeting.

## ARTICLE IX: COMMITTEES

There may be such special committees as the Board of Directors may, from time to time, deem necessary.

## ARTICLE X: AMENDMENT OF BYLAWS

These Bylaws may be changed or added to by the affirmative vote of six (6) out of nine (9) members. No change shall be made unless written notice to amend shall be filed with the Secretary at the Regular Meeting preceding the meeting at which the motion to change is to be made. This requirement may be waived by the Board of Directors by a unanimous vote of the full Board of Directors.

## ARTICLE XI: CONTRACTS, LOANS, CHECKS AND DEPOSITS

### Section 1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents, 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.

### Section 2 Checks. Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be signed manually or by facsimile signature by such officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the Board.

### Section 3 Deposits

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 XII: FISCAL YEAR

The fiscal year of the Authority shall correspond at all times to the fiscal year of the Village of Bellevue.

#### ARTICLE XIII: CERTIFICATION

The undersigned, being, respectively, the duly appointed Clerk of the Village of Bellevue, and the duly appointed Chairman of the Bellevue Downtown Development Authority do hereby certify that the foregoing Bylaws were adopted at a meeting of the DDA Board on Wednesday, August 4, 2010 and approved by the Village Council at its meeting of August 10, 2010.

Travis Brininstool, Clerk  
Village of Bellevue

Rick Spaulding, Chairman  
Bellevue Downtown Development Authority