

**BYLAWS
THE VILLAGE OF BALDWIN
DOWNTOWN DEVELOPMENT AUTHORITY**

Article I. Name

The name of this organization shall be the Village of Baldwin Downtown Development Authority (the "Authority").

Article II. Purpose

The purpose of this organization is to act as a Downtown Development Authority in accordance with Act 57 of the Public Acts of Michigan of 2018 as amended, (the "Act") and include, but not limited to, the prevention of deterioration in the downtown district, the encouragement of historic preservation, the creation and implementation of development plans, to increase property values in the downtown district, and to promote economic growth therein. The power or authority given under Public Act 57 is as follows:

- A. Prepare an analysis of economic changes taking place in the downtown district.
- B. Study and analyze the impact of metropolitan growth upon the downtown district.
- C. Plan and propose the construction, renovation, repair, remodeling, rehabilitation, restoration, preservation, or reconstruction of a public facility, an existing building, or a multiple-family dwelling unit which may be necessary or appropriate to the execution of a plan which, in the opinion of the Authority, aids in the economic growth of the downtown district.
- D. Plan, propose, and implement an improvement to a public facility within the development area to comply with the barrier free design requirements of the state construction code promulgated under the Stille-DeRossett-Hale single state construction code act, 1972 PA 230, MCL 125.1501 to 125.1531.
- E. Develop long-range plans, in cooperation with the Village Planning Commission, designed to halt the deterioration of property values in the downtown district and to promote the economic growth of the downtown district, and take such steps as may be necessary to persuade property owners to implement the plans to the fullest extent possible.
- F. Implement any plan of development in the downtown district necessary to achieve the purposes of this act, in accordance with the powers of the authority as granted by this act.
- G. Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties.
- H. Acquire by purchase or otherwise, on terms and conditions and in a manner the authority considers proper, or own, convey, or otherwise dispose of, or lease as lessor or lessee, land and other property, real or personal, or rights or interests in property, which the authority determines is reasonably necessary to achieve the purposes of this act, and to grant or acquire licenses, easements, and options with respect to that property.
- I. 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 to that property, within the downtown district for the use, in whole or in part, of any public or private person or corporation, or a combination of them.

- J. 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 for the payment of revenue bonds issued by the authority.
- K. Lease any building or property under its control, or any part of a building or property.
- L. Accept grants and donations of property, labor, or other things of value from a public or private source.
- M. Acquire and construct public facilities.
- N. Create, operate, and fund marketing initiatives that benefit only retail and general marketing of the downtown district.
- O. Contract for broadband service and wireless technology service in the downtown district.
- P. Operate and perform all duties and exercise all responsibilities described in this section in a qualified Village if the qualified Village has entered into an agreement with the municipality under section 203(7) of Act 57.
- Q. 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 Authority may make loans with interest at a market rate or may make loans with interest at a below market rate, as determined by the Authority.
- R. Create, operate, and fund retail business incubators in the downtown district.

Article III. Offices

Section 1. **Registered Office.** The registered office for the Authority shall be at 620 Washington Street, Baldwin, Michigan.

Section 2. **Principle Office.** The Authority shall have its principal office at the location of the registered office, and it may also maintain offices at such other place or places as the Authority from time to time designate.

Article IV. Authority Board of Directors

Section 1. The business and property of the authority shall be managed and directed by the board of directors.

Section 2. The board may employ and fix the compensation of a Director, subject to the approval of the Council. The Director shall not be a member of the board. The Director shall serve at the pleasure of the board for no definite term. The board may retain legal counsel to advise the board in the proper performance of its duties.

Section 3. The board may exercise all powers provided by Act 57, as amended, or otherwise by law including those bestowed by the ordinance establishing the authority.

Section 4. The board shall have the power to engage and employ such manual, clerical, technical, financial and professional assistants as in its judgment may be necessary and is incidental to carry out the purpose of the authority.

Section 5 **Number, Qualifications, Selection and Tenure.** The Authority Board of Directors shall consist of the Village President and eight (8) members. At least five (5) members shall be persons having an interest in property located in the downtown district. Members shall be appointed by the Village President in January and approved by the Village Council, all in accordance with the Act. Except for the Village President, those first appointed shall serve as follows:

- ¼ of the membership shall serve for 1 year
- ¼ of the membership shall serve for 2 years
- ¼ of the membership shall serve for 3 years
- ¼ of the membership shall serve for 4 years

Thereafter, each subsequent member shall serve for 4 years.

Section 6. **Vacancies.** A vacancy on the Authority because of death, resignation, removal or otherwise may be filled through appointment by the Village President, with Village Council concurrence.

Section 7. **Compensation.** Authority members shall serve without salary but shall be reimbursed for actual expenses incurred in the performance of their official duties.

Article V. Officers

Section 1. **Officers.** The officers of the Authority may be a chairperson, vice chairperson, secretary, and treasurer.

Section 2. **Election of Officers.** The officers of the Authority shall be elected during the first meeting of each year by the Authority. A simple majority vote is necessary for election.

Section 3. **Term of Officers.** The officers of the Authority shall serve a term for one year.

Section 4. **Vacancies.** A vacancy in the office because of death, resignation, removal or otherwise may be filled at any meeting of the Authority, by simple majority vote, for the unexpired portion of the term of such office.

Section 5. **Chairperson.** The Chairperson shall preside at meetings, appoint members to all committees and perform other duties as directed by the Authority.

Section 6. **Vice Chairperson.** In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson and when so acting shall have all the powers and be subject to all restrictions of the Chairperson. The Vice Chairperson shall also perform duties as assigned by the Authority.

Section 7. **Secretary.** The secretary shall prepare agendas, maintain accurate records of the proceedings of the Authority, sign documents and correspondence as authorized by the Authority and perform other duties as assigned by the Authority. The Village Clerk may serve in this capacity with approval of the Authority.

Section 7. **Vice Secretary.** The vice secretary shall serve in the capacity of the Secretary in the absence of the Secretary.

Section 8. **Treasurer.** The Treasurer shall be elected by the Authority. The Treasurer shall obtain a bond for the faithful discharge of duties in such sum as with such surety or sureties as the Authority shall determine. The Treasurer shall perform all the duties incident to the Office of Treasurer and such other duties as shall be assigned by the Authority.

Section 9. **Delegation of Duties.** In the absence of any officer of the Authority, or for any reason that the Authority may deem sufficient, the Authority may delegate, from time to time and for such time as it may deem appropriate, the powers or duties of such officer to any other member, provided a majority of the Authority then in office concurs therein.

Article VI. Meetings

Section 1. **Regular Meetings.** Meetings of the shall be held at 3:00 p.m. on the 3rd Thursday of the month in the Village office, or such other place or places as the Authority shall hereafter determine. In the event the meeting shall fall on a holiday, the meeting will occur the following business day. At each regular meeting, all expense items of the Authority shall be publicized. The financial records shall always be open to the public. Any regularly scheduled meeting may be canceled for lack of quorum.

Section 2. **Special Meetings.** Special meetings may be called by the Chairperson or by three Authority members by providing twenty-four (24) hours' notice of the date, time, and place of said meeting. A special meeting also may be requested by the Village Council and/or the Village President.

Section 3. **Notice of Meeting.** All meetings shall be preceded by public notice posted eighteen (18) hours prior to the meeting in accordance with Act 267 of the Public Acts of 1976, as amended.

Section 4. **Agenda.** The Chairperson may set the agendas for all meetings and have them sent to the Authority members at least twenty-four (24) hours prior to the meeting. Any member of the Authority may request any item to be placed upon the agenda.

Section 5. **Quorum and Voting.** More than half of the voting members of the Authority in office shall constitute a quorum for the transaction of business. A simple majority of those present shall constitute the action of the Authority.

Section 6. **Rules of Order.** Roberts Rules of Order (Simplified) will govern the conduct of all meetings.

Article VII. Committees

Section 1. The Authority may, by resolution, designate one or more committees to advise the Authority. Committee members shall be members of the Authority. The Chairperson of the Authority shall appoint committee members. Committees may be terminated by a vote of the Authority. A majority of the committee will constitute a quorum. A majority of the members at the meeting at which quorum is present, shall be the act of the committee.

Article VIII. Budget

Section 1. On or before March 1 of each year, the Authority shall prepare a budget and submit it to the Village Clerk for transmittal to the Village Council. The budget cycle of the Authority shall coincide with the Village of Baldwin budget cycle.

Article IX. Contracts and Funds

Section 1. **Contracts.** The Authority may authorize the Chairperson and Treasurer to enter into any contract or execute and deliver any instrument on behalf of the Authority within the limits authorized by Public Act 57.

Section 2. **Funds.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Authority shall be signed by the Treasurer and countersigned by the Chairperson of the Authority. One other member of the Authority may be authorized to execute documents in the absence of the Treasurer or Chairperson. Monies received by the Authority shall immediately be deposited to the credit of the Authority, subject to disbursement pursuant to Act 57. The Authority shall select banks, trust companies, or other depositories for the deposit of Authority funds. No funds of the Authority shall be disbursed except as provided for in the budget of the Authority. No budget shall be adopted by the Authority of the Authority until it has been approved by the Village Council.

Section 3. **Contributions and Gifts.** The Authority may accept on behalf of the Authority any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Authority.

Article X. Books and Records

Section 1. **Bookkeeping, Minutes, and the Annual Audit.** The Authority shall keep correct and complete records of books and accounts and minutes of the meetings. The records shall be deposited at the principal office of the Authority which will have a record of the names and addresses of the members of the Authority. All books and records of the Authority shall be open to the public. The Authority shall be audited biennially by the same independent auditors auditing the Village and copies of the audit report shall be filed with the Village Council.

Section 2. **Fiscal Year.** The fiscal year of the Downtown Development Authority shall coincide with the fiscal year of the Village of Baldwin.

Article XI. Raising of Funds

It is the intent of the Authority to not levy an ad valorem tax on the real and personal property in the downtown district. The activities of the Authority shall be financed from one or more of the following sources:

- A. Donations to the Authority for the performance of its functions.
- B. Bonds – The Authority may borrow money and issue its negotiable bonds therefore pursuant to the Act. Bonds issued by the Authority shall not, except as provided in the Act, be deemed a debt to Village of Baldwin or the State of Michigan.
- C. Revenues from any property, building, or facility owned, leased, licensed, or operated by the Authority or under its control are subject to the limitations imposed upon the Authority by trusts or other agreements.

D. Tax Increment Financing. When the Authority determines that it is necessary for the achievement of the purposes of Act 57, the Authority shall prepare and submit a tax increment financing plan to the Village Council of Village of Baldwin. The plan shall include a development plan as provided in Section 217, Act 57 a detailed explanation of the tax increment procedure, the amount of bonded indebtedness to be incurred, the duration of the program, and shall include a schedule of the estimated impact of tax increment financing on the assessed values of all taxing jurisdictions in which the development area is located. The plan may provide for the use of part or all the captured assessed value, but the portion intended to be used by the Authority shall be clearly stated in the tax increment financing plan.

E. Money obtained from other sources approved by the Authority.

Article XII. Amendments

These bylaws may be adopted, amended, or replaced by the affirmative vote of two-thirds of the total membership of the Authority provided written notice of the proposed amendment has been given in advance for review and approval by the Village Council.

The undersigned, being the duly appointed Chairperson and Secretary of the Village of Baldwin Downtown Development Authority do hereby certify the foregoing bylaws were adopted at a meeting of the Village of Baldwin Downtown Development Authority on October 15, 2020.

, Chairperson
Village of Baldwin Downtown Development Authority

, Secretary
Village of Baldwin Downtown Development Authority