



**Village of Ortonville  
Downtown Development Authority  
Board of Directors**

*Bylaws and Rules of Procedure*

The 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.

Village of Ortonville, Michigan

DDA Recommended: July 28, 2005

Village Council Approval: August 8, 2005

DDA Adopted: August 18, 2005



**Village of Ortonville  
Downtown Development Authority  
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***Bylaws and Rules of Procedure***

ARTICLE I: AUTHORITY

Section 1

The rules and procedures of the Village of Ortonville Downtown Development Authority Board of Directors are subordinate and subject to the Public Act 197 of the Compiled Laws of Michigan of 1975, as amended, and Ordinance No. 44, as amended, of the Village of Ortonville, Michigan.

ARTICLE II: TITLE

Section 1

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

Article III: PURPOSE AND GOALS

Section 1

Mission Statement: To promote the continued revitalization of the business community and support its economic potential while preserving our precious historic heritage.

ARTICLE IV: MEMBERS

Section 1

The Board of Directors shall be composed of the following members: The Chief Executive Officer and not less than eight or more than twelve persons who shall be appointed by the Chief Executive Officer; such appointments to be subject to the approval by a majority vote of the members-elect of the Village Council.

Not less than a majority of the members shall be persons having an interest in property located in the downtown district. Not less than one of the members shall be a resident of the downtown district, if the downtown district has 100 or more persons residing within it.

#### Section 2

The terms of office of the members of the Board of Directors shall begin in the first day of April nearest the date of their appointment. The term of office for 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 the said members shall be appointed to a term of one year, two for a term of two years, two for a term of three years, and two for a term of four 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 Chief Executive Officer, subject to approval by a majority of the Village Council.

#### Section 3

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.

#### Section 4

Attendance Policy. Any member of the Board of Directors who misses three (3) consecutive Regular Meetings without written explanation of extenuating circumstances acceptable to the Board shall be subject to dismissal from the Board of Directors. Further, any member of the Board of Directors who misses twenty-five percent (25%) of all meetings held within the Fiscal Year of the Authority shall be subject to dismissal.

#### Section 5

Disclosure of Interests: A Board Member who has a direct interest in any matter before the Village of Ortonville Downtown Development Authority Board of Directors shall disclose his or her interest prior to the Board of Directors taking any action with respect to the matter, which disclosure shall become a part of the record of the Ortonville DDA Board of Directors' official proceedings.

### ARTICLE V: OFFICES

#### Section 1

The officers of the Board of Directors shall be:

A Chairperson, 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. To qualify as a candidate for Chairperson in an election, the Board member must have served one full year on the Board of Directors to be eligible.

A Vice-Chairperson, who shall, in the absence of the Chairperson or his or her 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 Chairperson. To qualify as a candidate for Vice-Chairperson in an election, the Board member must have served one full year on the Board of Directors to be eligible.

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.

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 all books, papers, vouchers, money, and other property of whatever kind on his/her possession or under his/her control belonging to the Authority.

#### Section 2 - Election and Term of Officers:

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 April, and shall hold office until their successors are elected and assume office.

The same person in the same office may serve a maximum of two consecutive terms. An officer must be a current member of the Board of Directors.

#### Section 3 - Delegation and Duty 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 other director, provided a majority of the Board then in office concurs.

### ARTICLE VI: MEETINGS

#### Section 1

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 meetings.

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 Chairperson or Acting Chairperson, or upon the request of a majority of the Board of Directors.

#### Section 2

All meetings of the Board of Directors shall be held in accordance with the provisions of P.A. 230 OF 1976, the Open Meetings Act. Parliamentary procedure at the Board of Directors meetings shall be governed by Robert's Rules of Order. The Chairperson shall be the Parliamentarian, unless such appointment is made by a majority of the Board of Directors.

### ARTICLE VII: THE ORDER OF BUSINESS

#### Section 1

The order of business for a Regular Meeting shall be:

1. Call to order by Chairperson or Vice-Chairperson.
2. Roll call.
3. Determination of a quorum.
4. Approval of Minutes of last preceding meeting.
5. Acceptance of the Treasurer's Report
6. Hearings
7. Old Business.
8. New Business.
9. Adjournment.

#### Section 2

The Chairperson shall have the discretion to change the order of business whenever he or she 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 Director's first Regular Meeting in April shall be:

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

## ARTICLE VIII: QUORUM

### Section 1

For the transaction of ordinary business at any Regular Meeting, Adjourned Meeting, or Special Meeting, fifty-one percent (51%) of the Board shall constitute a quorum. An affirmative vote of at least fifty-one percent (51%) of the Board of Directors shall be necessary in order to make a decision.

In the event that effective membership is reduced because of Disclosure of Interest (Article IV, Section 5), a majority of the remaining members of the Ortonville DDA Board of Directors eligible to vote shall constitute a quorum of the transaction of business.

## ARTICLE IX: 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 Chairperson shall sign all Minutes, after approval by Board of Directors members, at the following meeting.

## ARTICLE X: COMMITTEES

### Section 1

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

### Section 2 - Standing Committees:

Throughout the duration of Ortonville's participation in Main Street Oakland County's Main Street Program, standing committees of the Board of Directors shall consist of four committees to fulfill the National Main Street Center's "Four-Point Approach": Organization, Design, Promotion, Economic Restructuring.

### Section 3 - Standing Committee Structure:

At least one member of the Board of Directors shall serve on each committee. The DDA Executive Director / Main Street Manager shall act as a permanent consultant to each committee without needing to be in attendance at all meetings. The committees shall include outside consultants, residents, and business people of the community or the DDA District, and appointed by vote of the Ortonville DDA Board of Directors if deemed necessary.

Section 4 - Chairperson:

One member of each standing committee shall be appointed Chairperson by the Ortonville DDA Board of Directors and does not have to be a DDA board member.

Section 5 - Quorum:

Unless otherwise provided in the resolution of the Ortonville DDA Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the acts of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6 - Power of Committees:

Standing committees shall determine and schedule their meeting times, dates (minimum of monthly, unless there is no business on the agenda, in such case there shall be no meetings) and locations; consult with outside sources; interface with other village -appointed Boards and Commissions for an exchange of ideas that would then be presented to the Ortonville DDA Board of Directors prior to any action of the Ortonville DDA Board of Directors.

The committees could interface by inviting member(s) of such boards and commissions to a committee meeting, members(s) of the committee attending said Board's meeting, telephone consultation, and written correspondence; make recommendations to the Ortonville DDA Board of Directors for approval; act on decisions made by the Ortonville DDA Board of Directors as delegated by said Board of Directors that are within the authority and means of Ortonville DDA Board of Directors.

Standing committees do not have the authority to take action without the approval of the Ortonville DDA Board of Directors; make decisions without the approval of the Ortonville DDA Board of Directors; act on proposed plans without approval of the Ortonville DDA Board of Directors; make recommendations between committees without Ortonville DDA Board of Directors approval; and enter into contracts or purchase agreements.

Section 7- Duties:

The duties of the committees are to notify the DDA Executive Director and Chairperson of all meeting times, dates and locations; keep written minutes of each meeting to be filed with the Ortonville DDA; keep the DDA Executive Director informed of the events of each meeting by means of the Chairperson if unable to attend; fulfill charges of and answer to the Ortonville DDA Board of Directors; present committee reports at Ortonville DDA Board of Directors meetings as requested by the DDA Board, or at least quarterly; and act in the best interest of the Ortonville DDA at all times.

## ARTICLE XI: AMENDMENT OF BYLAWS

### Section 1

These Bylaws may be changed or added to by the affirmative vote of sixty-six percent (66%) of the Board of Directors. 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. The requirement may be waived by Board of Directors by a unanimous vote of the full Board of Directors.

## ARTICLE XII: 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 orders for the payment of money, notes or other evidences of indebtedness shall be signed by the Executive Director and forwarded on to the Ortonville DDA Treasurer for the issuance of payment.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Authority, shall be signed and counter-signed manually 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.

### Section 4 - Gifts:

The Board of Directors may accept on behalf of the Ortonville DDA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Ortonville DDA. The Executive Director shall inform the Village of Ortonville of the receipt of such gifts. The identity of the donor need not be reported should the donor wish to remain anonymous.

### Section 5 - Budget:

The committees of the Ortonville DDA shall submit proposed objectives and goals to the Ortonville DDA Board of Directors in December for the development of an annual budget. The Ortonville DDA Board of Directors shall set goals and

objectives annually in May to develop and approve a budget for the fiscal year beginning the first day July.

Article XIII: Books and Records

The Ortonville DDA shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its members, Ortonville DDA Board of Directors, and committees having any of the powers of the Ortonville DDA Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Authority shall be open to the public at all times. The Executive Director shall provide the Treasurer, Ortonville DDA Board of Directors, and Village of Ortonville with monthly financial reports of the activities of the revenues received and expenditures made by the Ortonville DDA.

All bank accounts maintained by the Ortonville DDA shall incorporate the words "Ortonville Downtown Development Authority" in the title of such accounts. Upon the creation of any new accounts, the Authority shall so advise the Village of Ortonville.

ARTICLE XIV: FISCAL YEAR

The Fiscal Year of the Authority shall correspond at all times to the Fiscal Year of the Village of Ortonville, Michigan.

ARTICLE XV: CERTIFICATION

The undersigned, being respectively the duly appointed and acting Clerk of the Village of Ortonville, and the duly appointed and acting Secretary of the Ortonville Downtown Development Authority, do hereby certify that the foregoing Bylaws were approved at a meeting of the Village Council of the Village of Ortonville on the 8th day of August, 2005, and adopted by the Authority at a meeting of the Authority in the 18<sup>th</sup> day of August, 2005, and replace the 1986 Bylaws and Rules of Procedures of the Authority.

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Village of Ortonville

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Ortonville, Michigan  
Downtown Development Authority