

Bylaws
of the
Holly Downtown Development Authority
of
Holly, Michigan

ARTICLE I
Name

The name of this organization shall be the Holly Downtown Development Authority (DDA), hereinafter referred to as the DDA.

ARTICLE II
Boundaries

Section 1. It is hereby declared that the Downtown Development Authority District is hereby described as:

The general properties adjacent to OR with addresses on the following Village streets:

Grange Hall Road from North Holly Road West to the Village limits; Grange Hall Road from North Holly Road East to the SE corner of the property identified by the parcel number IH-01-27-126-005 on the North side of Grange Hall Road and to the NE corner of the property identified by the parcel number IH-01-27-176-003 on the South side of Grange Hall Road including those properties located within Oakland County Condominium Plan No. 1000, Bush Lake Village Condominiums; North Holly Road from Grange Hall Road to the Village limits on the West side of the road and from Grange Hall Road to and including the property identified by the parcel number IH-01-22-351-006 on the East side of the road; South Broad Street to the Village limits; North Broad Street; North Saginaw Street; South Saginaw Street; West Maple Street; East Maple Street from Saginaw to the railroad tracks.

In addition the properties adjacent to or with addresses on:

Battle Alley; the 100 blocks of First Street and Michigan Avenue; and the property commonly known as Crapo Park (identified by the parcel numbers IH-01-34-306-001 and IH-01-34-306-002) on Martha Street and beginning at the northeast corner of parcel no. IH-01-34-310-001; thence northwesterly across the GTW RR right-of-way to the southwest corner of parcel no. IH-01-34-306-001; thence southeasterly along the north right-of-way line of GTW RR to the southeast corner of parcel no. IH-01-34-306-002; thence northerly across the C&O RR right-of-way to the most southwesterly corner of parcel no.

IH-01-34-306-012; thence southeasterly along the north right-of-way line of the C&O RR to the point of intersection with the north right-of-way line of the GTW RR; thence continuing southeasterly along the north right-of-way line of the GTW RR to the point of intersection of the north right-of-way line of Sherman St.; thence westerly along said right-of-way line to the southeast corner of parcel no. IH-01-34-311-010; thence northwesterly along the south right-of-way line of the GTW RR to POB.

ARTICLE III Purpose/Mission Profile

Section 1. The mission of the DDA is to preserve, beautify, and unify our DDA district, enhance the quality of life, and enable an economically prosperous future.

Section 2. The DDA is organized to stimulate DDA district economic development through organization (encouraging cooperation and building leadership in the business community); promotion (creating a positive image for the district by promoting the district as an exciting place to live, shop and invest); design (improving the appearance of the district); and economic restructuring (strengthening and expanding the economic base of the district).

Section 3. It is the specific intent in recruiting volunteers, either for the DDA Board or for committees, to seek out a broad and diverse spectrum of points of view and interests, and to include representatives of the residential and professional communities, as well as the business operators and the property owners, so as to insure that all programs put forth by the DDA shall be done so with the broadest possible participation and support of the community.

Section 4. To take remedial actions to eliminate the physical, economic, and social deterioration of the DDA district and thereby promote Holly's historic preservation, contribute to its community betterment and enhance the social welfare.

Section 5. To provide a forum for organizations and individuals to communicate with each other about the past, present, and future of Holly's DDA district.

ARTICLE IV Board Members

Section I. Subject to the discretion and authority of the Village President under the Downtown Development Authority Act 1975 PA 196 [MCL 125.1651 et seq] to appoint, with the approval of the Village Council, members of the Board of the Downtown Development Authority, and subject to the Downtown Development Authority ordinance of the Village of Holly [section 6-05-010 et seq of the Code of Ordinances of the Village of Holly], it is recommendation of the DDA that 1) the DDA Board consist of 9 member with no less than a majority of the members being persons having an interest in property located in the DDA district and 2) if the DDA district has 100 or more persons residing within it, not less than 1 of the members be a resident of the DDA district and 3) that not less than 1 of the members be a member of the Village Council and that the remaining members, if they do not have a property interest within the district; be residents of the Village of Holly.

Section 2. Furthermore, four (4) non-voting liaison membership positions shall be open to representatives from the Chamber of Commerce Board, the Holly School Board, the Historic District Commission, and the Planning Commission.

Section 3. Of the members first appointed, an equal number of the members, as near as practical, shall be appointed for one (1) year, two (2) years, three (3) years, and four (4) years. A member shall hold office until the member's successor is appointed. Thereafter, each member shall serve for a term of four (4) years. An appointment to fill a vacancy shall be made by the Village President for the unexpired term only. (Village of Holly Ord. No. 137, 5-8-84).

Section 4. The President of the Village of Holly shall appoint members of the DDA Board, subject to confirmation by the Village Council. A person so appointed shall be declared a voting member of the DDA Board, upon taking the oath of office.

Section 5. Any member desiring to resign from the board shall submit his/her resignation in writing to the Director and Chairperson. The Chairperson shall then present the resignation to the Board and Village President for action.

Section 6. If a vacancy is created by the death, resignation, or removal of a Board member, a successor shall be appointed by the Village President for the unexpired term.

Section 7. DDA Board members are required to attend all meetings. Unexcused absences from three (3) consecutive meetings per year, or absence from four (4) total meetings per year (excused or Unexcused) shall be considered cause to remove a member from the DDA Board.

Section 8. After notice and having been given an opportunity to be heard, the DDA Board may remove any Board Member elected or appointed whenever the DDA judges it is in the best interest of the DDA.

Section 9. Pursuant to notice and after having been given an opportunity to be heard, a member of the board may be removed for cause by the governing body. Removal of a member is subject to review by the appropriate circuit court, in accordance with Village of Holly Ord. No. 137, 5-8-84,

Section 10. Members of the DDA shall serve without compensation, but shall be reimbursed for actual and necessary expenses subject to authorization by a vote of two-thirds of the majority of the Board members then eligible to vote.

Section 11. All new members of the DDA Board shall participate in an orientation program familiarizing them with the goals and objectives of the Holly DDA and their responsibilities, within the first twelve (12) months of their term.

Section 12. All DDA Board members shall abide by the DDA job description for their positions on the Board.

ARTICLE V

Officers of the Board

Section 1. The members of the DDA shall elect one of its members to serve as Chairperson, Vice-Chairperson and Secretary. The responsibilities for the financial affairs of the Authority may be handled by the Village Treasurer, via a contract or letter of agreement between the DDA Board and the Village of Holly, and legal questions may be referred to the Village Attorney. The Board may request a recording secretary be in attendance so as to insure complete and detailed minutes of the meeting.

Section 2. The offices of Chairperson, Vice-Chairperson and Secretary shall be a one year term expiring April 30 of each year, provided however that the initial term of office shall be from the date of election until April 30.

Section 3. No member shall hold more than one office at a time.

ARTICLE VI Regular Meetings

Section 1. Regular meetings of the DDA shall be held on the second Monday of each month at 6:00 PM in the Council Chambers, at 315 S Broad St, unless a different location is listed on the posted agenda. However, when the second Monday of a month shall be a legal holiday or in conflict with another Village Board or Commission, then in that event, the regular meeting of the DDA shall be rescheduled by a vote of the Board.

Section 2. All regular meetings and special meetings of the DDA shall be open to the public in compliance with Act No. 267 of the Public Acts of 1976.

Section 3. Each agenda of the regular and special meetings of the DDA shall provide for "Public Comment." Under this item, citizens shall have a reasonable opportunity to be heard. Any person may address the DDA, with permission of the Chairperson, giving his/her name and address and clearly stating the nature of his/her inquiry or comment. At a regular meeting of the DDA any matter brought up from the citizens may be referred to another time or referred for study and recommendation upon request of the DDA Board. If a majority of the DDA Board present agrees, said matter may be acted upon immediately. At a special meeting of the DDA, any matter brought up from a citizen may be deferred to another time or referred for study and recommendation upon the request of the DDA. The Chairperson may allow inquiries or comments to be made at such time as the related subject appears on the prepared agenda.

Section 4. A two-thirds (2/3) roll call vote of members appointed and serving shall be required to call a closed session, except for closed sessions permitted under Section 8 of Act 267 of 1976 dealing with the dismissal, suspension, or disciplining of or to hear complaints or charges brought against an employee or staff member or individual agents when the named person requests a closed hearing.

Section 5. The DDA shall have the power to adjourn any regular or special meeting to a day and time certain which adjournment shall not be beyond the time of the next regular

meeting. The adjourned meeting shall be considered as a continuation of the same regular or special meeting. Any business which would have been proper for the DDA to consider at such meeting may be considered and acted upon at the adjourned meeting.

Section 6. The majority of the DDA shall constitute a quorum for the transaction of business at all meetings, but in the absence of a quorum two or more members may adjourn any regular or special meeting to a later date.

Section 7. Minutes of any meeting of the DDA will be distributed to all members of the DDA for their review prior to the next regularly scheduled meeting. Minutes of the proceedings of regular or special meetings shall be prepared at the request of and provided to any member of the DDA or the Village Council. Minutes of closed meetings shall be maintained in conformity with and shall be subject to the provisions of the Open Meetings Act, Act 267 of the Public Acts of 1976, as amended.

ARTICLE VII Special Meetings

Section 1. Special meetings of the DDA may be called upon written request of the Chairperson or any three members of the Authority on 24-hours written notice to each member of the Authority, designating the purpose of such meeting and served personally or left at his/her usual place of residence or business. Any special meeting at which all members of the DDA are present or have waived notice in writing shall be a legal meeting for all purposes, without such notice. Special Meetings of the DDA shall be held at the Council Chambers or at such a location designated in the notice of the special meeting.

Section 2. No business shall be transacted at any special meeting unless the same has been stated in the notice of such meeting. However, if all the members of the DDA are present at any special meeting, then any business that might lawfully come before a regular meeting of the DDA may be transacted at such special meetings.

ARTICLE VIII Annual Meeting

Section 1. An annual meeting of the DDA Board shall be held in the month of January each year, beginning with the year 2004. The purpose of the annual meeting will be for strategic planning, assessment of yearly goals and accomplishments, to highlight the past accomplishments of the DDA and announce any future plans of the DDA.

ARTICLE IX Votes of the DDA

Section 1. The DDA shall follow and use the same rules of order as the Village of Holly, as governed by *Roberts Rules of Order*.

Section 2. Any action required or permitted to be taken at any meeting of the DDA

Board may be taken without a meeting, if all members of the DDA consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the DDA Board.

ARTICLE X Director

Section 1. The DDA Executive Director shall manage the daily operations of the DDA. The Executive Director shall be responsible for coordinating the implementation of the DDA's policies and projects and such other duties as the DDA Board may require. The Executive Director shall receive for his/her services such compensation as may be determined by the DDA.

Section 2. The DDA Executive Director shall work directly with the DDA Chairperson and the Village Manager. The DDA Executive Director shall supervise all other staff of the DDA.

Section 3. The DDA Executive Director shall be the Chief Executive Administrator of the DDA. Subject to the approval of the DDA Board, the Executive Director shall supervise, and be responsible for, the preparation of plans and the performance of the functions of the DDA in the manner authorized by Act 197 of the Public Acts of 1976. The DDA Executive Director shall attend all meetings of the DDA Board, and shall render to the DDA Board and the Village Council a regular report covering the activities and financial condition of the DDA.

Section 4. The DDA Executive Director shall sign a written contract of employment signed and approved by the Chairperson and Vice-Chairperson of the DDA. The DDA Executive Director shall present all other staff hiring selections to the DDA for approval. Employment agreements shall be signed by the staff, DDA Executive Director, and DDA Chairperson for all staff recommended by the DDA Executive Director.

Section 5. An annual performance evaluation process and procedure shall be utilized for review of the DDA Executive Director's job performance.

Section 6. The DDA Executive Director shall perform functions as specified in, and abide by, the DDA Executive Director Job Description.

ARTICLE XI Committees

Section 1. The DDA shall have at least four (4) standing committees, which shall be entitled Design, Economic Restructuring, Organization, and Promotion. Each committee shall consist of not less than three (3) members. Each committee shall have a chairperson who shall be responsible for directing and coordinating affairs of the committee. Each committee chairperson shall be appointed by the DDA Chair, with consent of the DDA Board.

Section 2. The DDA Executive Director shall act as a permanent consultant to each committee without needing to be in attendance at all meetings. The committees may include outside consultants, residents of the Village, business people within the Village, and anyone with a vested interest in the well being of Holly's community.

Section 3. 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 DDA; keep the DDA Executive Director informed of the events of each meeting by means of the Chairperson if the Director was unable to attend; fulfill charges of and answer to the DDA; present monthly minutes and/or reports at DDA meetings; act in the best interest of the DDA at all times.

Section 4. The Design Committee shall focus on public spaces, building improvements, design education, technical assistance, and design regulations and enforcement.

Section 5. The Economic Restructuring Committee shall focus on market research, business assistance, financial assistance, and property development.

Section 6. The Organization Committee shall include volunteer and membership development, communication and public relations, and fundraising.

Section 7. The Promotions Committee shall include marketing, image building, retail and business promotions, and special events.

Section 8. The DDA Board, by resolution adopted by a majority of Board Members in office, may designate or appoint one or more committees, in addition to the above-named standing committees. Each of these additional committees shall consist of one or more DDA Board Members, and which shall, to the extent provided in said resolution, have and exercise the authority of the DDA Board in the management of the DDA. Other committees, not having and exercising the authority of the DDA in the management of the DDA, may be designated and appointed by a resolution adopted by a majority of the DDA appointed at a meeting in which a quorum is present. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the DDA, or any individual Board Member, of any responsibility imposed upon them by law.

Section 9. All committee members shall abide by the DDA job description for their positions on the their committee(s).

Section 10. A committee shall meet only upon direction fo the DDA Board, and shall limit any research and/or discussion to the topic(s) assigned by the Board. The committee members shall have no authority for decision-making but will report findings and suggestions to the Board.

ARTICLE XII

Calendar Year

Section 1. The calendar year of the DDA shall begin on the first day of July and end on the last day of June each year.

ARTICLE XIII Parliamentary Authority

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

ARTICLE XIV Amendment of Bylaws

These bylaws may be amended at any regular meeting of the DDA, provided that the amendment has been submitted in writing at the previous regular meeting.

Adopted by the Downtown Development Authority on June 19, 2003 _____

Readopted by the Downtown Development Authority on _____