

**RULES GOVERNING THE DOWNTOWN
DEVELOPMENT AUTHORITY
OF THE CITY OF JACKSON, MICHIGAN
DDA BYLAWS**

ARTICLE I. PURPOSES AND POWERS

The purpose or purposes for which the Authority is organized are as follows:

To act as a Downtown Development Authority in accordance with Public Act 57 of 2018, as amended, including, but not limited to: correct and prevent deterioration in the Downtown Development District, to encourage historic preservation, to create and implement development plans, and to promote economic growth. In furtherance of these purposes, the Authority shall have all of the powers which now or hereafter may be conferred by law on Authorities organized under Public Act 57 of 2018; Act 227, Public Acts of 1972; Act 149, Public acts of 1911; Act 202, Public Acts of 1943; Act 94, Public Acts of 1933; Act 344, Public Acts of 1945, as amended; and Public Law 91-646, being the Federal Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970.

- (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, the 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 board, aids in the economic growth of the downtown district.
- (d) Develop long-range plans, in cooperation with the agency which is chiefly responsible for planning the City of Jackson, designed to halt the deterioration of property values in the downtown district, and take such steps as may be necessary to persuade property owners to implement the plans to the fullest extent possible.
- (e) 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.
- (f) Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties.
- (g) Acquire by purchase or otherwise, on terms and conditions and in a manner the Authority deems proper or own, convey, or otherwise dispose of, or lease as lessor or lessee, land or other property, real or personal, or rights of interests therein, 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 thereto.
- (h) 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 thereto, within the downtown district for the use in whole or in part, of any public or private person or corporation or a combination thereof.
- (i) 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.
- (j) Lease any building or property under its control or any part thereof.
- (k) Accept grants and donations of property, labor or other things of value from a public or private source.
- (l) Acquire and construct public facilities.

ARTICLE II. BOARD

Section 1. General Powers

The Authority shall be under the supervision and control of a board.

Section 2. Number, Tenure and Qualifications

The board of the Authority shall consist of thirteen persons, the Chief Executive Officer of the city of Jackson and twelve members. The members shall be appointed for a term of four years except that of members first appointed, two shall be appointed for one year, two for two years, two for three years and two for four years. At least seven of the members shall be persons having an interest in property located in the downtown district. At least one of the members shall be a resident of the downtown district if it has one hundred or more persons residing within it.

Section 3. Selection of Members

The Chief Executive Officer of the City of Jackson with the advice and consent of the City Council shall appoint the members of the board. Subsequent board members shall be appointed in the same manner as the original appointments at the expiration of each member's term of office. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office.

Section 4. Compensation of Members

Members of the board shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

Section 5. Expiration of Term, continuation in Office, Reappointment, and Filling Vacancies

Members whose terms of office have expired shall continue to hold office until a successor has been appointed. If a vacancy is created by the death, resignation, or removal of a member, a successor shall be appointed with the advice and consent of the City Council within thirty days to hold office for the remainder of the term so vacated.

Section 6. Removal

Pursuant to proper notice and an opportunity to be heard, a member may be removed from office for neglect of duty including nonattendance at meetings, misconduct, malfeasance, or any other good cause by a majority vote of the City Council. Removal of a member is subject to review by the circuit court.

The DDA Executive Committee, comprised of the Chairperson, Vice Chairperson, Secretary and Treasurer, shall review the status of any board member who fails to attend three board and/or committee meetings within a fiscal year. At its discretion, the Executive committee shall make a recommendation to the DDA Board for removal of a board member, based upon its review and subject to an opportunity for the board member to be heard by the committee. Upon agreement within by the Authority the DDA Board shall make a recommendation to the City Council for removal from the Board.

Section 7. Disclosure of Interest

A board member who has a direct interest in any matter before the Authority shall disclose his interest prior to the Authority taking any action with respect to the matter which disclosure shall become a part of the record of the Authority's official proceedings. Further, any member making such disclosure shall then refrain from participating in the Authority's decision-making process relative to such matter.

ARTICLE III. OFFICERS

Section 1. Officers

The officers of the Authority shall be a Chairperson, Vice Chairperson, Secretary, Treasurer, and Immediate Past Chair.

Section 2. Removal of Officers

An officer may be removed by the board whenever in its judgment the best interest of the Authority would be served.

Section 3. Filling of Vacancies

A vacancy may be filled by the board of the unexpired portion of the term.

Section 4. Chairperson

The Chairperson shall preside at all meetings of the board and shall discharge the duties of a presiding officer.

Section 5. Vice Chairperson

In the absence of the Chairperson or in the event of his inability or refusal to act, 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.

ARTICLE IV. MEETINGS

Section 1. Annual Meeting

The annual meeting shall be held on the second Thursday of June at the hour of 8 a.m. in City Hall. The election of officers shall occur at the annual organizational meeting. If the election of officer should not occur on the day designated, or any adjournment thereof, the board shall cause the election to be held at a regular or special meeting of the board within ninety days of the annual meeting.

Section 2. Regular Meetings

Regular meetings of the board shall be held at 8 a.m. on the second Thursday of each month in City Hall. In the event the meeting day shall fall on a holiday, the meeting will occur on the following day. On the second Thursday of each month at its regular meeting all expense items of the Authority shall be publicized. The financial records shall always be open to 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 3. Special Meetings

Special meetings of the board may be called by the Chairperson, by the Vice Chairperson in the absence of the Chairperson, by the Executive Director, by any three members, or by the City Council by giving twenty-four hours notice of the meeting stating the purpose of the meeting and by posting the notice eighteen hours prior to the meeting.

Section 4. Informational Meetings

Pursuant to Public Act 57 of 2018, two informational meetings shall be held each year, where no policy, budget, or operational matters are voted on and where information regarding the goals, direction, and projects of the authority is shared.

Section 5. Notice of Meeting

All meetings shall be preceded by public notice posted eighteen hours prior to the meeting in accordance with Act 267 of the Public Acts of 1976, as amended.

Section 6. Agenda

The Chairperson may direct the Executive Director to prepare the agendas for all meetings and send them to the Authority members at least twenty-four hours prior to a meeting. Any member of the Authority may request any item to be placed upon the agenda.

Section 7. Quorum and Voting

A majority of the members of the board in office shall constitute a quorum for the transaction of business. A vote of seven members shall constitute the action of the board unless the vote of a larger number is required by statute or elsewhere in these rules. In the event that effective membership is reduced because of disclosure of interest (Article II, Section 7), a majority of the remaining members eligible to vote shall constitute the action of the board.

Section 8. Rules of Order

The board process for taking action will generally be guided by the latest revised version of Robert's Rules of Order. However, a meeting need not become unduly cumbersome due to strict adherence to Robert's Rules of Order.

ARTICLE V. EMPLOYMENT OF PERSONNEL

Section 1. Executive Director

The board may employ and fix the compensation of a director, subject to the approval of the City Council. 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 their office, the director shall take and subscribe to the constitutional oath, and furnish bond, by posting a bond in the penal sum determined in the ordinance establishing the Authority, payable to the Authority for use and benefit of the Authority, approved by the board, and filed with the Jackson City Clerk. The Premium on the bond shall be deemed an operating expense of the Authority, payable from funds available to the Authority for expenses of operation. The director shall be the chief executive officer of the Authority. Subject to the approval of the 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 Public Act 57 of 2018, as amended. The director shall attend the meetings of the board, and shall render to the board and to the City commission 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 their office, the acting director shall take and subscribe to the oath, and furnish bond, as required by the director. The director shall furnish the board with information or reports governing the operation of the Authority, as the board requires.

Section 2. Controller

The board may employ and fix the compensation of a controller if he or she is not a board member, who shall keep the financial records of the authority and who, together with the director shall approve all vouchers for the expenditure of funds of the authority. The controller shall perform such other duties as may be delegated by the board and shall furnish bond in an amount as prescribed by the board.

Section 3. Secretary

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

Section 4. Legal Counsel

The board may regain legal counsel to advise the board in the proper performance of its duties. The legal counsel shall represent the authority in actions brought by or against the Authority.

Section 5. Other Personnel

The board may employ other personnel deemed necessary by the board.

ARTICLE VI. COMMITTEES AND ADVISORY BOARDS

Section 1. Committee Structure

The DDA shall have standing committees as the board of directors determines necessary to carry out the business of the authority. No fewer than three (3) individuals shall serve on each committee/advisory board. The maximum number of individuals allowed to serve on each committee/advisory board shall be at the discretion of the individual committee/advisory board's Chairperson. Each committee shall contain at least one board member of the DDA. The DDA Executive Director shall act as a permanent consultant to each committee/advisory board without needing to be in attendance at all meetings. The committee/advisory boards shall include outside consultants, residents of the city and business people of the DDA district. Committee/advisory board members are appointed by vote of the Jackson DDA Board of Directors. A majority of the members present at a meeting at which a quorum is present shall be the act of the committee/advisory board.

Section 2. Term of Office

A committee/advisory board member may be removed at any time, with or without cause, by a vote of the Jackson DDA Board of Directors. Subject to the foregoing, each member of each standing committee/advisory board shall continue as such until the next election of the Jackson DDA Board Officers, unless the committee/advisory board is terminated, or unless such member be removed from such committee/advisory board, or unless such member shall cease to qualify as a member thereof.

Section 3. Responsibility and Authority

Unless otherwise directed by the Jackson DDA Board, standing committee/advisory boards shall determine and schedule their meeting times, dates and locations and notify the Executive Director and Chairperson; consult with outside sources; interface with other city-appointed Boards and Commissions for an exchange of ideas that would then be presented to the Jackson DDA Board prior to any action of the Jackson DDA Board. Standing committee/advisory boards do not have the authority to take action without the approval of the Board; make decisions without the approval of the Board; act on proposed plans without approval from the Board; make recommendations between committee/advisory boards without Board approval; and enter into contracts or purchase agreements. Written minutes of each meeting shall be taken and filed with the Executive Director. Monthly committee/advisory board reports shall be presented at the Board's regular meetings. Committees shall act in the best interest of the Board at all times.

ARTICLE VII. CONTRACTS AND FUNDS

Section 1. Contracts

The board may authorize the Executive Director or an agent or agents of the Authority to enter into any contract or execute and deliver any instrument on behalf of the Authority within the limits authorized by Public Act 57. The authorization may be general or confined to specific instances.

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 two of the Authority approved check signers. Approved check signers can include the Chairperson, Vice Chairperson, Treasurer, Secretary, Immediate Past Chair, and Executive Director. All funds of the Authority shall be placed in such banks, trust companies or other depositories as selected by the board. All accounting processes should follow the Authority approved Accounting Policy.

Section 3. Contributions of Gifts

The board may accept on behalf of the Authority any contribution, gift, bequest or device for the general purposes or for any special purpose of the Authority.

ARTICLE VIII. BOOKS AND RECORDS

Section 1. Books and Records

The Authority shall keep correct and complete records of books and accounts and minutes of the meetings. The records shall be kept 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. An annual audit by an independent certified public accountant will be conducted.

Section 2. Fiscal Year

The fiscal year of the Authority shall begin on the first day of July and end on the last day of June each year.

ARTICLE IX. RAISING OF FUNDS

Section 1. Ad Valorem Tax

The Authority with the approval of the City Council may levy an ad valorem tax on the real and tangible property not exempt by law and as finally equalized in the downtown district. The tax shall be not more than two mills. The tax shall be collected by the City of Jackson. The City shall collect the tax at the same time and in the same manner as it collects its other ad valorem taxes. The tax shall be paid to the Treasurer of the Authority and credited to the general fund of the authority for purposes of the Authority.

Section 2. Borrowing Money Prior to Collection of Tax

The City may at the request of the Authority borrow money and issue its notes therefore pursuant to Act 202 of the Public Acts of 1943 as amended, being sections 131.1 and 138.2 of the Michigan Compiled Laws, and anticipation of collection of the ad valorem tax authorized in this section.

Section 3. Revenue Bonds

The Authority may borrow money and issue its negotiable revenue bonds therefore pursuant to Act 94 of the Public Acts of 1933, as amended, being sections 141.101 to 141.139 of the Michigan Compiled Laws. Revenue bonds issued by the Authority shall not, except as hereinafter provided, be deemed a debt of the City of Jackson or the State of Michigan. The City Council by a majority vote of the members may pledge its full faith and credit to support the Authority's revenue bonds.

Section 4. Tax Increment Financing

When the Authority determines that it is necessary for the achievement of purposes of Public Act 57 of 2018, the Authority shall prepare and submit a tax increment financing plan to the City Council. The plan shall include a development plan as provided in Public Act 57 of 2018, a detailed explanation of the tax increment procedure, the amount of bonded indebtedness to be incurred, the duration of the program, and shall be in compliance with all necessary provisions of that Act. The plan shall contain a statement 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 of the captured assessed value, but the portion intended to be used by the Authority shall be clearly stated in the tax increment financing plan.

ARTICLE X. DISTRICT BOUNDARIES

The Authority shall exercise its powers within the following area of the downtown district of the City of Jackson:

SEE ATTACHMENT "A" for expanded district boundaries, adopted April 22, 1997.

ARTICLE XI. AMENDMENT TO RULES

These rules may be altered, amended, or replaced, and new rules adopted, by a majority of the members present at any regular meeting.

Adopted by the DDA Board of Directors, February 28, 1978;

Approved by the City Commission, City of Jackson, March 7, 1978.

Amended by the DDA Board of Directors, November 14, 1978.

Amended by the DDA Board of Directors, March 9, 1982.

Amended by the DDA Board of Directors, August 9, 1984.

Amended by the DDA Board of Directors, December 12, 1991.

Amended by the DDA Board of Directors, January 12, 1995.

Amended by the DDA Board of Directors, October 10, 1996;

Approved by the City Commission, City of Jackson, April 22, 1997.

Amended by the DDA Board of Directors, September 9, 2004

Approved by the City Council, City of Jackson, October 12, 2004

Amended by the DDA Board of Directors, January 11, 2007

Approved by the City Council, City of Jackson, January 23, 2007

Amended by the DDA Board of Directors, December 13, 2012

Approved by the City Council, City of Jackson, January 22, 2013

Amended by the DDA Board of Directors, September 14, 2017

Approved by the City Council, City of Jackson, February 27, 2018

Amended by the DDA Board of Directors, April 16, 2020

Approved by the City Council, City of Jackson, April 28, 2020