

# Bylaws

REVISED SEPTEMBER 2021

## *Downtown Development Authority of the Village of Middleville*

### ARTICLE I Name

The name of this authority is the Downtown Development Authority of the Village of Middleville.

### ARTICLE II Offices

**Section 1. Registered Office.** The registered office of the Authority shall be the Office of the Clerk, Village of Middleville (the "Village"), 100 East Main Street, Middleville, Michigan 49333.

**Section 2. Principal Office.** The Authority shall have its principal office at the location of the registered office and may also maintain offices at such other place or places as the Board of Trustees (the "Board") may from time to time designate.

### ARTICLE III Purpose and Powers

**Section 1. Purpose and Power.** The Authority was established by the Village to operate to prevent property value deterioration, eliminate the causes of that deterioration, increase property tax valuation in the Village's business district and the Authority's development area, and promote economic growth in accordance with the authorization of former Act 197 of the Public Acts of Michigan of 1975, as amended (now Act 57 of the Public Acts of Michigan of 2018, as amended ("Act 57")).

**Section 2. Powers.** The Authority shall exercise the powers set forth in Act 57 and the ordinance establishing the Authority adopted by the Village Council on January 23, 2001 (the "Ordinance").

### ARTICLE IV Board

**Section 1. General.** The Authority shall be under the supervision and control of the Board which shall be appointed and serve in the manner set forth in Act 57 and the Ordinance.

**Section 2. Conflict of Interest.** A member of the Board 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. Members shall be subject to the provisions of Act 317 of the Public Acts of Michigan of 1968, as amended.

## **ARTICLE V**

### **Officers**

**Section 1. Officers.** The officers of the Authority shall consist of a Chair and Vice Chair, and, if desired, such other officers as may from time to time be determined by the Board, each of whom shall be elected by the Board. Two or more offices may be held by the same person but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required to be executed, acknowledged or verified by two or more officers.

**Section 2. Election and Term of Office.** The officers of the Authority shall be elected annually by the Board at the first meeting of the fiscal year. If the election of officers shall not be held or made at such meeting, such election shall be held or made as soon thereafter as is convenient. Each officer so elected shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified or until his or her resignation or removal.

**Section 3. Removal.** Any officer elected by the Board may be removed by the Board with or without cause whenever in its judgment the best interests of the Authority would be served thereby.

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

**Section 5. Chair.** The Chair shall be the chief executive officer of the Authority, but he or she may from time to time delegate all or any part of his or her duties to the Vice Chair. He or she shall preside at all meetings of the Board; see that all orders and resolutions of the Board are carried into effect; execute all bonds, mortgages, contracts, conveyances and other instruments entered into pursuant to the exercise of the powers of the Authority as set forth in Act 57 or the Ordinance with the approval and authority of the Board; be ex officio a member of all standing committees, if any, of the Authority; and have and exercise such other authority as specifically granted to him or her from time to time by a resolution of the Board.

**Section 6. Vice Chair.** The Vice Chair shall perform such duties as are delegated to him or her by the Chair, and he or she shall, in the absence or in the event of the disability of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as the Board shall prescribe by resolutions.

**Section 7. Other officials.** The board may appoint and employ and fix the compensation of additional officials including, but not limited to, a Secretary and a Treasurer, who need not be members of the Board.

(a) The secretary shall maintain custody of the official seal and of records, books, documents, or other papers not required to be maintained by the treasurer. The Secretary shall attend meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board and shall perform such other duties as may be prescribed by the Board. The Secretary shall keep in safe custody the seal of the Authority, and when authorized by the Board, affix the same to any instrument requiring it, and

when so affixed it shall be attested by his or her signature or by the signature of the Treasurer or an Assistant Secretary. The Secretary shall be sworn to the faithful discharge of his or her duties. Assistant Secretaries or a Recording Secretary (collectively, an "Assistant Secretary") may be appointed from time to time by the Chair with the consent of the Board. Assistant Secretaries shall perform in order of their seniority the duties and exercise the power of the Secretary in the absence or in the event of the disability of the Secretary, and shall perform such other duties as the Board shall prescribe. An Assistant Secretary shall not be required to be a member of the Board.

(b) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Authority and shall deposit all moneys and other valuable effects in the name and to the credit of the Authority in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Authority as may be ordered by the Board, and together with the Chair, shall approve all vouchers for the expenditure of funds by the Authority, and shall render to the Chair and members of the Board, at the regular meetings of the Board, or whenever they may require an account, of all his or 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 his or her office. The Treasurer shall perform such other duties as may be prescribed by the Board. An Assistant Treasurer may be appointed from time to time by the Chair of the Board with the consent of the Board. The Assistant Treasurer, if one is appointed by the Board, shall perform the duties and exercise the power of the Treasurer in the absence or in the event of the disability of the Treasurer. The Treasurer or an Assistant Treasurer may be a member of the Board.

**Section 8. 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 member of the Board, provided a majority of the Board then in office concurs therein.

## **ARTICLE VI**

### **Meetings**

**Section 1. Meetings.** Meetings of the Board may be called by or at the request of the Chair, the Director of the Authority, or any two members of the Board. The meetings of the Board shall be subject to the Michigan Open Meetings Act.

**Section 2. Notice.** Notice of any meeting of the Board shall be given at least two (2) days prior thereto by written notice, delivered personally, electronically (by email or facsimile), or mailed to each member of the Board at his or her business address. Mailed notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any member of the Board may waive notice of any meeting either before or after the meeting. The presence of a member of the Board at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless required by the Michigan Open Meetings Act.

**Section 3. Quorum.** A majority of the members of the Board then in office constitutes a quorum for the transaction of business at any meeting of the Board, provided, that if less than a

majority of the members are present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the Board, unless the vote of a larger number is required by law, the Ordinance or these Bylaws.

**Section 4. Committees.** The Board may, by resolution adopted by a majority of the members then in office, establish one or more committees, each committee to consist of one or more of the members of the Board. The Chair with the advice and consent of a majority of a quorum at any meeting, shall appoint the members of each committee so established. Each member appointed to a committee shall serve until replaced by action of the Chair with the advice and consent of a majority of a quorum of the Board.

## **ARTICLE VII**

### **Contracts, Loans, Checks and Deposits**

**Section 1. Contracts.** The Board 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. Loans.** No loan shall be contracted on behalf of the Authority and no indebtedness shall be issued in its name unless authorized by a resolution of the Board.

**Section 3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other indebtedness issued in the name of the Authority, shall be signed 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 4. 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 5. Execution of Bonds and Notes; Use of Facsimile Signatures.** Bonds or notes issued by the Authority shall be executed in the name and on behalf of the Authority by such officer or officers of the Authority as may be designated for such purpose in the resolution authorizing the issuance of such bonds or notes. If authorized by such resolution, any officer designated therein (or all such officers) may execute such bonds or notes or cause them to be executed, with a facsimile signature in lieu of his or her manual signature, and may cause a facsimile of the corporate seal of the Authority to be imprinted thereon; provided that at least one signature required or permitted to be placed on such bonds or notes (which may include for this purpose, if authorized by such resolution, the signature of an authorized officer of any bank or trust company acting as bond registrar or trustee under an indenture of trust [or similar instrument] securing such bonds or notes which provides for the authentication of such bonds or notes by means of a certificate of the trustee appearing thereon) shall be manually subscribed. Any such facsimile signature and/or seal shall have the same force and effect as if the signature of such officer or officers of the Authority had been manually subscribed thereto and the corporate seal of the Authority had been impressed thereon.

## **ARTICLE VIII Indemnification**

**Section 1. Indemnification, Judgment, Settlement, Etc.** The Authority shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a member of the Board or officer of the Authority, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Authority and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Authority and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

**Section 2. Reimbursement.** To the extent that a member of the Board or officer of the Authority has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

**Section 3. Advancement of Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 of this Article may be paid by the Authority in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 2 upon receipt of an undertaking by or on behalf of the trustee or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Authority.

**Section 4. Insurance.** The Board may, in the exercise of its discretion, from time to time authorize by resolutions duly adopted, purchase and maintain insurance on behalf of any person who is or was a member of the Board or officer of the Authority, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Authority would have power to indemnify him or her against such liability under Section 1 of this Article.

## **ARTICLE IX Miscellaneous**

**Section 1. Seal.** The Board may provide a corporate seal which, if authorized, shall have inscribed thereon the name of the Authority.

## **ARTICLE X Amendments**

These Bylaws may be altered or amended or repealed by the affirmative vote of a majority of the members of the Board then in office at any regular or special meeting called for that purpose, subject to approval by the Village Council.

I HEREBY CERTIFY that the above Bylaws were approved by the Board of Directors of the Downtown Development Authority of the Village of Middleville at a regular meeting of the DDA Board held on September 21, 2021.

*Katherine Schmidt*

Director & Secretary

Downtown Development Authority of the Village of  
Middleville