

**RULES GOVERNING
THE GAYLORD DOWNTOWN DEVELOPMENT AUTHORITY**

Article I. Purpose and Powers	1
Article II. Board	2
Section 1. General Powers.	2
Section 2. Number, Tenure, and Qualifications.....	2
Section 3. Selection of Board Members.	2
Section 4. Compensation of Members.....	3
Section 5. Expiration of Term, Term Limits, Appointments, and Filling of Vacancies.....	3
Section 6. Removal from Office.....	3
Section 7. Disclosure of Interest.....	3
Article III. Officers	3
Section 1. Officers.	3
Section 2. Removal of Officers.	3
Section 3. Filling of Vacancies.....	4
Section 4. Chairman.....	4
Section 5. Vice-Chairman	4
Article IV. Meetings.....	4
Section 1. Annual Meeting.....	4
Section 2. Regular Meetings.....	4
Section 3. Special Meetings.....	4
Section 4. Notice of Meeting.	4
Section 5. Agenda.....	5
Section 6. Quorum and Voting.....	5
Section 7. Rules of Order.....	5
Section 8. Compulsory Attendance.	5
Article V. Employment of Personnel	5
Section 1. Executive Director.....	5
Section 2. Treasurer.	6
Section 3. Secretary.	6
Section 4. Legal Counsel.....	6
Section 5. Other Personnel.....	6
Article VI. Committees and Advisory Boards	6
Section 1. Committees.....	6
Section 2. Advisory Boards.	6
Article VII. Contracts and Funds.....	7
Section 1. Contracts.....	7
Section 2. Funds.....	7
Section 3. Contributions or Gifts.	7
Article VIII. Books and Records.....	7
Section 1. Books and Records.....	7
Section 2. Fiscal Year.....	7

Article IX. Financing.....	7
Section 1. Sources of Funds.	7
Section 2. Other Monies.	7
Article X. Amendments to Bylaws.....	8
Section 1. Amendments to Bylaws.	8

RULES GOVERNING THE GAYLORD DOWNTOWN DEVELOPMENT AUTHORITY

Article I. Purpose 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 Act 197 of the Public Acts of 1975, as amended (hereinafter the "Act"), in furtherance of various purposes including, but not limited to:

- To halt and prevent property value deterioration and increase property tax valuation where possible in the downtown development district,
- To encourage historic preservation,
- To create and implement development plans,
- To promote economic growth.

In furtherance of these purposes, the Authority, through its governing body shall have all the powers which now or hereafter may be conferred by law on authorities organized under Act 197, Public Acts of 1975 as amended; and Public Act 91-646, being the Federal Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970.

Pursuant to Act 197, Public Acts of 1975, as amended, the board of the Authority may do the following:

- 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. 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 planning commission of the City of Gaylord, designed to halt 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 the Act, in accordance with the powers of the Authority as granted by the Act.
- G. Make and enter into contracts necessary or incidental to the exercise of its powers and performance of its duties.
- H. 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 and other property, real or personal, or rights or interests therein, which the Authority determines is reasonably necessary to achieve the purposes of

the 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 thereof.
- 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.

Article II. Board

Section 1. General Powers.

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

Section 2. Number, Tenure, and Qualifications.

The board of the Authority shall consist of the Mayor and not less than eight (8) nor more than twelve (12) members. The members shall be appointed for terms of four (4) years. Not less than a majority of the board members shall be persons having an interest in property located in the downtown district or officers, trustees, principals, or employees of a legal entity having an interest in property located in the downtown district. At least one (1) of the members shall be a resident of the downtown district if it has one hundred or more person residing within it. Each four-year term shall commence at the first meeting of the City Council in January when duly appointed and expire on December 31 of the appropriate year.

Section 3. Selection of Board Members.

The Mayor of the City of Gaylord, 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 upon presentation of appropriate documentation.

Section 5. Expiration of Term, Term Limits, Appointments, and Filling of Vacancies.

If a vacancy is created by the death, resignation, or removal of a member, a successor may be appointed by the Mayor, with the advice and consent of the City Council, to hold office for the remainder of the term so vacated. All terms of the Board shall be for a period of four (4) years. No person shall serve more than two (2) consecutive terms on the board.

Furthermore, a person who has previously served two (2) consecutive terms shall be not be reappointed to the board unless at least four (4) years have expired since such person last served on the board. Upon the expiration of the term of any member, the mayor shall (if the mayor and city council desire to maintain the current members on the board) appoint a member to the board for a term of four (4) years to fill the place or places of those whose term or terms have expired. If the mayor and city council have determined that the board should be reduced in number, no appointment shall be made to fill an expired term, provided, however, that the board shall always consist of not less than eight (8) members and the mayor.

Section 6. Removal from Office.

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 circuit court.

Section 7. Disclosure of Interest.

A board member who has a direct interest in any matter before the Authority shall disclose his/her interest prior to the Authority taking any action with respect to the matter which disclosure shall become 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. If any member shall refuse or does not disclose his/her interest prior to the Authority taking any action with respect to the matter before the Authority, he/she shall be subject to removal as a member of the board under Section 6.

Article III. Officers

Section 1. Officers.

The officers of the Authority shall be chairman, vice-chairman, secretary, and treasurer all of whom shall be elected by the board on an annual basis.

Section 2. Removal of Officers.

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

Section 3. Filling of Vacancies.

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

Section 4. Chairman.

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

Section 5. Vice-Chairman.

In the absence of the chairman or in the event of his/her inability or refusal to act, the vice-chairman shall perform the duties of the chairman and when so acting shall have all the powers and be subject to all restrictions of the chairman.

Article IV. Meetings

Section 1. Annual Meeting.

The annual meeting shall be held on the third Tuesday of January in each year at 6:00 pm in the Gaylord City Council Chambers. The election of officers shall occur at the annual meeting. If the election of officers should not occur on the day designated, or any adjustment thereof, the board shall cause the election to be held at a regular or special meeting of the board within ninety (90) days of the annual meeting.

Section 2. Regular Meetings.

Regular meetings of the board shall be held at 8:00 am on the first Tuesday of each month at a place to be designated by the board. In the event the meeting day shall fall on a holiday, the meeting will occur on the following Tuesday. The financial records shall always be open to the public. Any regularly scheduled meeting may be cancelled for a lack of quorum. The meeting location is subject to change by the board, if two weeks prior notice is given each member.

Section 3. Special Meetings.

Special meetings of the board may be called by the chairman, by the vice-chairman in the absence of the chairman, by the executive director, by any three (3) members, or by the City Council by giving twenty-four (24) hours notice of the meeting stating the purpose of the meeting and by posting the notice twenty-four (24) hours prior to the meeting. A special meeting may be held on shorter notice if all members of the Authority are present and have waived notice thereof in writing.

Section 4. Notice of Meeting.

All meetings shall be preceded by public notice posted twenty-four (24) hours prior to the meeting in accordance with the Open Meetings Act (Act 267 of the Public Acts of 1976 as amended). Notice to the members of the board and to the public shall be the responsibility of the secretary or executive director.

Section 5. Agenda.

The chairman may direct the secretary or the executive director to prepare the agendas for all meetings. Any member of the Authority may request an item to be placed on the agenda by making such request to the secretary or executive director at least seven (7) days in advance of any meeting.

Section 6. Quorum and Voting.

A majority of the members of the board in office shall constitute a quorum for the transaction of business. No action shall be taken unless a majority of the board present concurs. 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 7. Rules of Order.

Robert's Rules of Order will govern the conduct of all meetings.

Section 8. Compulsory Attendance.

- A. A majority of the members of the board may by vote compel the attendance of any member at any meeting.
- B. The failure of any member of the board, after being notified of such demand for his/her attendance, to attend such meeting for reasons other than confining illness shall be grounds for removal from office.
- C. Absence from three (3) consecutive regular or special meetings shall operate to vacate a seat of a member unless the absence is excused by the board by resolution setting forth such excuse and entered upon the record of its proceedings.
- D. Absence from twenty-five (25%) percent or more of the regular meetings of the board in a calendar year shall operate to vacate a seat of a member, provided however, that excused absences as provided above, shall not be considered in the computation of the required percentage to create a vacancy.

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 the 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 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 and 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 Act 197 of the Public Acts of 1975, as amended. The director shall attend the meetings of the board,

and shall render to the board and to the City Council 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 the office, the acting director shall take and subscribe to the oath, and furnish bond, as required of the director. The director shall furnish the board with information or reports governing the operation of the Authority, as the board requires.

Section 2. Treasurer.

The board may employ and fix the compensation of a treasurer, 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 treasurer 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 if he or she is not a board member. 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 retain legal counsel to advise the board in the proper performance of its duties. The legal counsel shall represent the Authority in any action 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. Committees.

The board by resolution may designate and appoint one or more committees to advise the board. The committee members shall be members of the board. The chairman of the board shall appoint the members and select the committee chairman. The committees may be terminated by a vote of the board. At the annual meeting the committees will be evaluated and reappointed or dissolved. A majority of the committee will constitute a quorum. A majority of the members present at the meeting at which a quorum is present may pass recommendations of the committee.

Section 2. Advisory Boards.

The board may by resolution authorize the establishment of advisory boards to the Authority. The chairman shall select, with the advice and consent of the board, the members of each advisory board. The advisory board shall elect their own officers and establish rules governing their action.

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 the Act. 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 the treasurer and countersigned by the executive director, or chairman of the board. One other member of the board may be authorized to execute documents in the absence of the treasurer or executive director or chairman. All funds of the Authority shall be placed in such banks, trust companies, or other depositories as selected by the board.

Section 3. Contributions or Gifts.

The board may accept on behalf of the Authority any contribution, gift, bequest, or devise for and general purpose or 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 that will have a record of the names and addresses of the members of the board. 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 at all times conform to the fiscal year of the City of Gaylord.

Article IX. Financing

Section 1. Sources of Funds.

The activities of the Authority shall be financed from one or more of the sources specified in Section 11 of the Act.

Section 2. Other Monies.

Money received by the Authority from any source not specified in Section 11(1) of the Act shall immediately be deposited to the credit of the authority, subject to disbursement pursuant to the Act. Except as provided in the Act, the City of Gaylord shall not obligate itself, nor shall it ever be obligated to pay any sums from public funds, other than money

received by the City pursuant to Section 11 of the Act, for or on account of the activities of the Authority.

Article X. Amendments to Bylaws

Section 1. Amendments to Bylaws.

With the approval of the Gaylord City Council, these bylaws may be amended by the affirmative vote of two-thirds (2/3) of the then sitting board membership.