

DOWNTOWN DEVELOPMENT AUTHORITY
OF THE CITY OF BERKLEY
Approved with Ammendments_06.14.17

BYLAWS

ARTICLE I
PURPOSE

SECTION 1 – STATEMENT OF PURPOSE AND MISSION

- A. The Berkley Downtown Development Authority is a community-driven organization striving to enhance the shopping experience, economic vitality and physical appearance of Coolidge Highway and Twelve-Mile Road — Berkley’s traditional commercial Districts.

We strive to achieve our mission by being creative, focused, transparent, forward-thinking and engaged with our Downtown stakeholders and community.

Also, the purposes of the authority are to implement Act 197 of the Public Acts of Michigan of 1975, as amended, (the “Act”), and include, but are not limited to the correction or prevention of the deterioration in the downtown district the encouragement of historic preservation, the creation and implementation of development plans in the downtown district, and the promotion of economic growth therein.

- B. The Berkley DDA shall have the powers to:
1. Prepare an analysis of economic changes taking place in the downtown district;
 2. Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties;
 3. Study and analyze the impact of metropolitan growth upon the downtown district;
 4. Develop long-range plans, in cooperation with the agency which is chiefly responsible for planning in the municipality, designed to halt the deterioration of the 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;
 5. Accept grants and donations of property, labor or other things of value from a public or private source;
 6. Prepare its own budget for approval by the City;
 7. Utilize Tax Increment Financing (TIF) or other revenue measures throughout the DDA District or portions thereof as authorized under Act 197 or Public Act 120 of 1961.

ARTICLE II
REGISTERED OFFICE

SECTION 1 – OFFICES

The registered office and principal place of business of the Authority shall be in the City Hall in the City of Berkley or such location as may from time to time be designated by the Board of Directors of the Authority.

ARTICLE III
BOARD OF DIRECTORS

SECTION 1 – GENERAL POWERS

The Authority shall be under the supervision and control of a Board of Directors (the Board”) consisting of the City Manager and twelve (12) other Directors appointed by the City Manager and approved by the City Council, all in accordance with the Act.

SECTION 2 – NUMBER, TENURE, AND QUALIFICATIONS

The Directors shall be appointed for a term of four years. Four Directors shall represent business/property owners on Coolidge Highway, four Directors shall represent businesses/property owners on 12 Mile Road, four Directors shall be from the community at large (at least one of whom shall not have an interest in property located in the downtown district), and one Director shall be the Berkley City Manager.

There may be three additional non-voting members of the Berkley DDA Board who shall be: two Berkley High School seniors (one male and one female) appointed annually by Berkley High School Staff members; a City Council Liaison appointed annually by the Mayor of Berkley.

Directors shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

SECTION 3 – SELECTION OF BOARD MEMBERS

The Berkley City Manager shall appoint the voting Directors of the Board, subject to approval by the City Council. Subsequent voting Board Directors shall be appointed in the same manner as the original appointments at the expiration of each Director’s term of office.

The Berkley City Manager may ask for assistance or advice of the Berkley DDA Board of Directors on selecting voting Board Directors for appointment. The Berkley DDA Board of Directors may then assist the Berkley City Manager in determining the best candidates for positions on the Berkley DDA Board of Directors through a thorough recruitment selection process that considers the needs of the Berkley DDA Board of

Directors, needs of the Berkley DDA and review of applicants. A person appointed by the Berkley City Manager, and approved by City Council, shall be a voting Director on the Board of Directors upon taking the constitutional oath of office.

SECTION 4 – EXPIRATION OF TERM; CONTINUATION IN OFFICES; REAPPOINTMENT; FILLING; VACANCIES; RESIGNATIONS

Directors whose term of office has expired shall continue to hold office until his or her successor has been appointed. If a vacancy is created by the death, resignation, or removal of a Director, a successor shall be appointed by the Berkley City Manager for the unexpired term, subject to approval of the City Council. Resignations of Directors of the Board shall be effective upon delivery of the resignation in writing to the City Manager.

SECTION 5 – REMOVAL

Pursuant to notice and after an opportunity to be heard, a Director may be removed from office for neglect of duty, excessive absence, misconduct, malfeasance, or any other good cause as determined by the City Council.

SECTION 6 – CONFLICTS OF INTEREST

A Director who has a direct or indirect financial interest in any matter before the Authority shall disclose the interest prior to the Authority taking any action with respect to the matter. Said disclosure shall become a part of the record of the Authority’s official proceedings. Further, any Director making such disclosure shall not be permitted to participate in the Authority’s deliberation or decision relative to such matter.

SECTION 7 – STRATEGIC PLANNING SESSION AND ANNUAL MEETING:

An annual Strategic Planning meeting of the Berkley DDA Board of Directors shall be held in the first quarter of each year for the purpose of strategic planning, assessment of yearly goals and accomplishments. An annual meeting of the Berkley DDA Board of Directors shall be held in the first quarter of each year beginning with the year 2018, for the election of officers. The Berkley DDA Board of Directors shall cause the election to be held at a regular or special meeting of the Berkley DDA Board of Directors. Nominations for the Officers of the Berkley Board of Directors shall be recommended at least one meeting prior to the meeting in which the nominations will be considered.

SECTION 8 – REGULAR MEETINGS:

Regular meetings of the Berkley DDA Board of Directors shall be held at such time and place, as the Board shall from time to time determine. Regular meetings shall be held, at a minimum, once per month, unless the Berkley DDA Board of Directors determines otherwise.

SECTION 9 – SPECIAL MEETINGS

Special meetings of the Berkley DDA Board of Directors may be called by or at the request of the City Council, the Board Chairperson or any Director. The person or person authorized to call special meetings of the Berkley DDA Board of Directors may fix any place within the City of Berkley as the place for holding any special meeting of

the Berkley DDA Board of Directors called by them.

SECTION 10 – OPEN MEETINGS ACT:

Except as otherwise provided by law, all meetings shall be preceded by public notice and conducted in accordance with Public Act 267 of the Public Acts of 1976, as amended.

SECTION 11 – QUORUM AND VOTING:

A majority of the Directors of the Berkley Board of Directors then in office shall constitute a quorum for the transaction of business. In the event that effective membership is reduced because of Conflict of Interest (Article III, Section 6), a majority of the remaining Directors of the Berkley DDA Board of Directors eligible to vote shall constitute a quorum for the transaction of business.

The vote of the majority members present at a meeting at which a quorum is present shall constitute the action of the Berkley DDA Board of Directors unless the vote of the larger number is required by statute or elsewhere in these rules.

SECTION 12 – MINUTES OF ALL MEETINGS:

The draft minutes of any meeting of the Berkley Board of Directors will be emailed to all Directors of the Berkley DDA Board of Directors for their review prior to the next regularly scheduled meeting. 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 IV
OFFICERS

SECTION 1 – OFFICERS

The Board shall elect from its Directors the following Officers: a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer.

SECTION 2 – ELECTION AND TERM OF OFFICE

Officers of the Berkley DDA Board of Directors shall be elected annually by the Board at a regular meeting of the Berkley DDA Board of Directors to be held in the first quarter. If the election of officers shall not be held at such meeting, such election shall be held within 60 days of such meeting. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. The same person in the same office may serve a maximum of two consecutive terms. A term of office is two years. No Director shall hold more than one office at a time. An officer must be a current Board Director.

SECTION 3 – REMOVAL

An officer may be removed by a two-thirds (2/3) vote of the Board whenever in its judgment the best interest of the Authority would be served.

SECTION 4 – VACANCIES

A vacancy in any office shall be filled for its unexpired term by a majority vote of the Directors of the Board.

SECTION 5 – AUTHORIZATION:

The Board may authorize any officer, agent, employee, or Director to enter into any contract or execute and deliver any instrument in the name and on behalf of the Authority. Such authority may be general or confined to specific instances. Unless so authorized no officer, agent, employee, or member shall have any power or authority to bind the Authority by any contract or engagement or to pledge its credit or render it liable pecuniarily for any purpose or in any amount.

SECTION 6 – CHAIRPERSON:

The Chairperson shall preside at all meetings of the Board and shall discharge the duties of a presiding officer. To qualify as a candidate for Chairperson in an election, the Board member must have served one full year on the Berkley DDA Board.

SECTION 7 – VICE CHAIRPERSON:

In the absence of the Chairperson or in the event of his / her 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 the restrictions of the Chairperson.

SECTION 8: – TREASURER:

The Treasurer shall review and present to the Berkley DDA Board of Directors for approval all Berkley DDA fund and expense reports created by the Executive Director of the Berkley DDA or Finance Director of the City of Berkley. In the absence of the Executive Director of the Berkley DDA or Finance Director for the City of Berkley, the Treasurer will be responsible for all tracking of all funds, expenses and revenues. Keep the financial records of the Authority and shall sign all vouchers for the expenditure of funds of the Authority, which have been approved by the Board. The Treasurer along with the Chairperson shall be responsible for signing all of the checks for expenditures which the Board has approved. 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. The funds of the Authority shall be deposited by the Treasurer of the Authority with the City Clerk/Treasurer.

SECTION 9 – SECRETARY

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 keep a record of its proceedings, and shall perform such other duties delegated by the Board. By majority vote the Board of Directors can assign the responsibilities of the Secretary to another officer position if they determine that it is in their best interests to do so.

SECTION 10 – EXECUTIVE COMMITTEE MEMBERS:

The Executive Committee shall be an advisory committee made up of the Chairperson, Vice-Chairperson, Secretary, Treasurer and Executive Director.

SECTION 11 – EXECUTIVE COMMITTEE RESPONSIBILITIES

The Executive Committee shall meet as necessary to discuss items to be brought before the full Board at their regularly scheduled monthly meetings for approval. The Executive Committee may discuss economic, operational and management needs for the district.

ARTICLE V
SUBMISSION OF BUDGET

SECTION 1 – BUDGET

On or before March 1 of each year, the Authority shall prepare a budget and submit it to the City Manager for transmittal to the City Council.

ARTICLE VI
EMPLOYMENT OF PERSONNEL

The Berkley DDA Board of Directors may employ personnel or hire independent contractors as deemed necessary by the Berkley DDA Board of Directors. Such personnel or independent contractors may include, but not be limited to an Executive Director, recording secretary, legal counsel, and others as necessary to achieve the goals and objectives of the Berkley DDA.

SECTION 1 – THE EXECUTIVE DIRECTOR ROLE:

The Executive Director shall report directly to the Berkley DDA Board of Directors The Executive Director shall supervise all other staff, contractors, and consultants of the Berkley DDA. The Executive Director shall have the authority to spend DDA funds within the approved budget line items up to \$5,000 and up to \$7,500 for budgeted items that are approved in advance by the Board of Directors.

SECTION 2—INDEPENDENT CONTRACTOR CONTRACT & HIRING

The Executive Director shall act as an independent contractor and sign a written contract signed and approved with majority support from the board of Directors

ARTICLE VII:
ADVISORY STANDING COMMITTEES

SECTION 1 – ADVISORY STANDING COMMITTEES:

Standing committees of the Berkley DDA Board of Directors shall be the Design Committee, Business Development Committee, Marketing & Promotions Committee and the Organization Committee. These committees shall meet monthly and may be restructured or eliminated by the DDA Board of Directors at any time. Additional committees may be formed if necessary to accomplish goals and objectives as outlined in the Strategic Plan.

SECTION 2 – ADVISORY STANDING COMMITTEE STRUCTURE:

No more than four Berkley DDA Board members shall serve on a single committee. Each Director of the Berkley DDA is required to participate in one of the standing committees. The DDA Executive Director shall act as a consultant to each committee without needing to be in attendance at all meetings. The committees may include outside consultants, residents of the city, business people and other stakeholder participants relative to the DDA district.

ARTICLE VIII:
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1 – CONTRACTS:

The Board may authorize the chairperson, executive director, agents or agents of the Berkley DDA, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the authority, and such authorization may be general or confined to specific instances. The Executive Director shall enter into contracts without further consideration by the DDA Board of Directors for those items that are included in an approved budget.

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 Finance Department of the City of Berkley for the issuance of payment. If for any reason the Berkley DDA establishes a bank account outside of the City of Berkley’s bank account, then all

checks, drafts, and orders for payment of money, notes or other evidences of indebtedness shall be co-signed by two persons of the Executive Board.

SECTION 3 – GIFTS:

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

SECTION 4 – BUDGET:

The committees of the Berkley DDA shall submit proposed objectives and goals to the Berkley DDA Board of Directors starting in December 2017 for the development of an annual budget. The Berkley DDA Board of Directors shall set goals and objectives annually in January to develop and approve a budget for the fiscal year beginning the first day of July. The Berkley DDA Board of Directors shall submit an annual budget to the City of Berkley Finance Department by the end of March for inclusion in the annual budget presentation to City Council.

ARTICLE IX:
FISCAL YEAR

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

ARTICLE X
AMENDMENTS

SECTION 1: APPROVAL

These bylaws are subject to the approval of the City Council.

SECTION 2: ALTERATIONS, AMENDMENTS, REPEAL

These bylaws may be altered, amended, or repealed only by the affirmative vote of the two-thirds (2/3) of the Directors of the Board of the Authority, subject to notice and quorum requirements as set forth in these bylaws, provided, however, that any such alteration, amendment, or repeal shall require the approval of the City Council and shall be consistent with the provision and requirements of the Act.

ARTICLE XI:
POLITICAL CAMPAIGN ACTIVITY

The Berkley DDA shall not expend funds of the Berkley DDA or otherwise contribute to the advocacy of any political candidate or ballot question.

ARTICLE XII:
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Berkley DDA Board of Directors 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 Board of Directors may adopt.

Date: Approved by:

BOARD OF DIRECTORS OF THE BERKLEY
DOWNTOWN DEVELOPMENT AUTHORITY

Date: Approved by:

THE CITY COUNCIL OF THE CITY OF
BERKLEY

ADDENDUM TO BY LAWS
BERKLEY DOWNTOWN DEVELOPMENT AUTHORITY

- 1. Goals
 - 1. Improve communication and processes between city and businesses;
 - 2. Increase awareness of Downtown Berkley;
 - 3. Create a business base that will support and complement one another;
 - 4. Increase foot traffic and business sales in Downtown Berkley;
 - 5. Improve the physical and visual appearance of Downtown Berkley;
 - 6. Improve the efficiency and effectiveness of the operating board, staff and volunteers;
 - 7. To nurture community pride in and support of Downtown Berkley;
 - 8. To promote Downtown Berkley through marketing, public relations and communications strategies;

9. To establish a coordinated effort among various organizations and agencies to support the revitalization of Downtown Berkley;
 10. To promote economic growth and increase property values in Downtown Berkley and to eliminate the causes of deterioration;
 11. To enhance the image of Downtown Berkley;
 12. To expand and diversify the retail mix in Downtown Berkley;
 13. To encourage future residential development and renovation;
 14. To maintain and increase private sector investment and expansion;
 15. To encourage business excellence and quality in merchandise, services, and building appearance;
2. Goals will be achieved by following the Annual Strategic Plan and focusing on projects that include, but are not limited to:
1. Providing business resources;
 2. Branding, Marketing, and Communications;
 3. Creating a strong volunteer base with a variety of experience and expertise;
 4. Gathering, organizing, and providing relevant data;
 5. Creating annual work plans for a committee structure that includes: Business Development, Design, and Marketing