

**CITY OF NORTHVILLE**  
**DOWNTOWN DEVELOPMENT AUTHORITY**  
**BYLAWS**  
**ARTICLE I**  
**BOARD OF DIRECTORS**

**Section 1.** The business and property of the Authority shall be managed and directed by the Board of Directors, who shall serve terms as provided in the ordinance creating the Authority.

**Section 2.** The fiscal year of the Authority shall begin on July 1 of each year and end on the next succeeding June 30. The Board annually at its first regular meeting in January shall elect a Chairperson, Vice-Chairperson, Secretary and Treasurer. The Secretary and Treasurer do not need to be a member of the Board to serve in this office. The officers so elected shall be for a term of one (1) year or any part thereof as may be determined, and until a successor is designated. No term of office created under this section shall extend beyond the term of the member designated.

**Section 3.** The Board may employ and fix the compensation of an Executive Director, subject to the approval of the City Council. The Executive Director shall not be a member of the Board. The Executive Director shall serve at the pleasure of the Board for no definite term of office. The Board may use the City Attorney to advise the Board in the proper performance of its duties. The City Attorney may represent the Authority in actions brought by or against the Authority.

**Section 4.** Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary out-of-pocket expenses, as approved by the Board.

**Section 5.** The Board may exercise all powers provided by Act 197, Public Acts of Michigan, 1975, as amended, or otherwise by law, including those bestowed by the ordinance establishing the Authority.

**Section 6.** The Board shall have the power to engage and employ such manual, clerical, technical, financial and professional assistants, as in its judgment, may be necessary and incidental to carry out the purposes of the Authority.

**Section 7.** The Board shall cause an annual audit of its business to be made and the result thereof shall be submitted to the City Council.

**Section 8.** Pursuant to notice and an opportunity to be heard, a member of the Board may be removed for cause by the City Council. Cause shall include the reasons set forth in the City Charter.

**Section 9.** The Board may authorize the Executive Director or an agent or agents of the Authority to enter into any contracts necessary or incidental to the exercise of its powers and performance of its duties authorized under Act 197.

**Section 10.** A Board member who has a direct interest in any matter before the Authority shall disclose the member's 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. All Board members are subject to the City's policy or policies in effect from time to time governing conflicts of interest.

**Section 11.** The seat of any member of the Board who has been appointed to the Board as a person having an interest in property in the district shall be deemed vacant when the person no longer has an interest in property in the district.

## **ARTICLE II**

### **MEETINGS**

**Section 1.** Meetings of the Board shall be held in accordance with the provisions of the Michigan Open Meetings Act, being Act 267 of the Public Acts of Michigan, 1976, as amended, and shall be held in the City of Northville, Michigan.

**Section 2.** Regular meetings of the Board shall be held at times and locations set by the Board.

**Section 3.** Special meetings shall be held whenever called by direction of the Chairperson, Executive Director, or any two (2) members of the Board on eighteen (18) hours' written notice of the time and place of meeting. A waiver of notice in writing signed by a member entitled to such notice, whether before or after the time of the meeting, shall be deemed the equivalent to the giving of such notice.

**Section 4.** A quorum of the Board shall be necessary for the transaction of business or the passage of any resolution.

**Section 5.** At meetings of the Board, business shall be transacted in such order as from time to time the Board may determine.

## **ARTICLE III**

### **OFFICERS**

**Section 1.** The Chairperson shall preside at meetings of the Board and shall do and perform such other duties as may be from time to time assigned by the Board. The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence and such other duties as shall from time to time be assigned by the Board.

**Section 2.** (a) The Executive Director shall be the chief administrative officer of the Authority. Subject to the approval of the Board, the Executive 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 law. The Executive Director shall attend the meetings of the Board, and shall render to the Board and to the Council a regular report covering the activities and financial condition of the Authority. If the Executive Director is absent or disabled, the Board

may designate a qualified person as acting Executive Director to perform the duties of the office. Before entering upon the duties of the office, the acting Executive Director shall take and subscribe to the oath, and furnish bond, as required by law of the director. The Acting Executive Director shall furnish the Board with information or reports governing the operation of the Authority as the Board may require from time to time.

(b) The Executive Director annually shall prepare and submit for the approval of the Board a budget for the operation of the Authority for the ensuing fiscal year. The budget shall be prepared in the manner and contain the information required of municipal departments. Funds of the City shall not be included in the budget of the Authority except those funds authorized by law and by the City Council.

**Section 3.** The Secretary shall maintain custody of the records, books, documents, or other papers of the Authority not required to be maintained by the Treasurer. The Secretary shall attend meetings of the Board and keep (or cause to be kept) a record of its proceedings, and shall perform such other duties delegated by the Board.

**Section 4.** The Treasurer shall keep the financial records of the Authority and, together with the Executive Director, approve all vouchers for the expenditure of funds of the Authority. All payments on behalf of the Authority shall be processed by the City of Northville in accordance with its financial policies. 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 5.** An officer may be removed by the Board whenever in its judgment the best interest of the Authority would be served.

## ARTICLE IV

### COMMITTEES

**Section 1.** The Board by resolution may designate and appoint one or more committees to advise the Board. The current standing committees are: Design, Business Mix, Marketing, Parking, and Organizational, with duties as prescribed in the sections below. The committee members shall be members of the Authority. The Chairperson of the Authority shall appoint the members and select the committee Chair. The committees may be terminated by a vote of the Authority. At the annual meeting, the committees will be evaluated and reappointed or dissolved. A majority of the members of a committee will constitute a quorum. A majority of the members present at the meeting at which a quorum is present shall be empowered to act on behalf of the committee.

**Section 2.** The Design Committee will coordinate design development for all Authority projects, including studying design alternatives, negotiating contracts with vendors, soliciting input from the City and other citizens and interested groups, and preparing design recommendations for the Authority.

**Section 3.** The Business Mix Committee will develop and recommend programs and strategies to recruit, retain and assist businesses operating within the district, with a view to achieving goals and objectives consistent with the City's 2006 Strategic Plan, as it may be amended and supplemented.

**Section 4.** The Parking Committee will periodically study vehicular traffic and circulation patterns within the district, monitor parking capacity in the lots within the district, develop and recommend strategies to manage existing parking, and study and recommend physical changes to parking lots and structures, including the development of new projects, if any.

**Section 5.** The Marketing Committee will create and maintain a brand identity for Downtown Northville that supports the district economy. Its responsibilities will include developing marketing and promotions plans, improvements to the Authority's website, and special events.

**Section 6.** The Organizational Committee has responsibility for recommending any changes in governance and organizational matters, including committees, bylaws, district boundaries, tax levies, policies and procedures.

**Section 7.** The Board may by resolution authorize the establishment of advisory boards to the Authority. The Chairperson shall select with the advice and consent of the Authority members the members of each advisory board. The advisory boards shall elect their own officers and establish rules governing their actions.

## **ARTICLE V**

### **BYLAWS**

**Section 1.** The Board shall have power to make, alter or amend the bylaws in whole or in part, to be effective upon approval of the City Council. Written copies of the proposed changes shall be delivered to the Board prior to submission for approval at the next preceding regular or special meeting of the Board.

**Section 2.** These bylaws and subsequent amendments shall become effective after adoption by the DDA Board and approval by the City Council of the City of Northville.

## **ARTICLE VI**

### **INDEMNITY**

Any member of the Board, officer, or employee shall be indemnified or reimbursed by the Authority for expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Authority, in the event of which such indemnification or reimbursement may extend only to expenses, including attorney's fees actually and reasonably incurred in connection with the defense or settlement of such action or suit and then only if such person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Authority) to which he/she was or is a party or is threatened to be made a party by reason of his/her being or having been a member of the Board, officer or employee of the Authority or of any corporation, partnership, joint venture, trust or other enterprise which he/she served in any such capacity at the request of the Authority; provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in any such action, suit, or proceeding as to which he/she shall finally be adjudged to have been guilty of or liable for gross negligence, willful misconduct or criminal acts in the performance of his/her duties to the Authority; and provided further that no person shall be so indemnified or reimbursed in relation to any such matter in any such action, suit, or proceeding which has been made the subject of a compromise settlement, except with the approval of a court of competent jurisdiction, or the Board of the Authority, acting by vote of members not parties to the same or substantially the same action, suit, or proceeding, constituting a majority of the Board. The foregoing right of indemnification or reimbursement shall not be deemed exclusive of other rights to which such person may be otherwise entitled, and shall continue as to a person who has ceased to be a member of the Board, officer, or employee and shall insure to the benefit of the heirs, executors and administrators of such a person.

If not already provided by the City, the Authority may, upon the affirmative vote of a majority of its Board, purchase insurance for the purpose of indemnifying its members, officers and other employees to the extent that such indemnification is allowed in the preceding paragraph. Such insurance may but need not be for the benefit of all members, officers, or employees. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in the first paragraph of this Article VI may be paid by the Authority in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of the Authority in the specific case upon receipt of an undertaking by or on behalf of the member of the Board,

officer, or employee to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Authority as authorized in this Article VI.

Adopted April 17, 2007

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Secretary

Approved by the City Council of the City of  
Northville on May 7, 2007

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City Clerk