

ISHPEMING DOWNTOWN DEVELOPMENT AUTHORITY  
ISHPEMING, MICHIGAN  
BY-LAWS

**ARTICLE I: PURPOSE**

Section 1 – Statement of Purpose and Mission

A. Mission Statement:

The mission of the Ishpeming Downtown Development Authority is: "By planning and fostering economic development and fiscal responsibility to create an inclusive city that is proud of its heritage, honors its past, and is actively building its future."

Also, the purpose of the Ishpeming Downtown Development Authority is to act in accordance with Act 197 of the Public Acts of 1975, as such statute may from time to time be amended; including, particularly, to correct and prevent deterioration in the DDA/TIF District; to encourage historical preservation; to create and implement development plans in the district; to promote the economic growth of the district; and to encourage the expansion of commercial enterprises in the DDA/TIF District. The DDA supplies the funding and the public and private sector leadership to provide for the future success and viability of the Ishpeming DDA district.

B. The DDA shall have the powers to:

1. Prepare an analysis of economic changes taking place in the DDA/TIF District.
2. Study and analyze the impact of regional growth upon the DDA/TIF District.
3. 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 DDA/TIF District.
4. Develop long range plans, in cooperation with the Ishpeming Planning Commission which is chiefly responsible for planning in the municipality, designed to halt the deterioration of the property values in the DDA/TIF District and to promote the economic growth of the DDA/TIF District, and take such steps as may be necessary to persuade property owners to implement the plans to the fullest extent possible.
5. Implement any plan of development in the DDA/TIF District necessary to achieve the purposes of Act 197, in accordance with the powers of the Authority as granted by Act 197.
6. Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties.

7. Acquire by purchase or otherwise, on terms and conditions and in a manner the Authority considers 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 in property 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 to that property.
8. 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 DDA/TIF District for the use, in whole or in part, of any public or private person or corporation, or a combination of them.
9. 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.
10. Lease any building or property under its control or any part of a building or property.
11. Accept grants and donations of property, labor or other things of value from a public or private source.
12. Acquire and construct public facilities.
13. Prepare its own budget for approval by the City.
14. Utilize Tax Increment Financing (TIF) or other revenue measures throughout the DDA District or portions thereof as authorized under Act 197.
15. Create, operate, and fund marketing initiatives that benefit only retail and general marketing of the DDA/TIF District.

C. Goals:

1. Improve communication and processes between City and businesses.
2. Increase awareness of DDA/TIF District.
3. Create a business base that will support and compliment one another.
4. Increase foot traffic and business sales in the DDA/TIF District.
5. Improve the physical and visual appearance of the DDA/TIF District.
6. Improve the efficiency and effectiveness of the operating board, staff, and volunteers.
7. To nurture community pride in and support of the DDA/TIF District.

8. To promote the DDA/TIF District through marketing, public relations, and communications strategies.
9. To establish a coordinated effort among various organizations and agencies to support the revitalization of the DDA/TIF District.
10. To promote economic growth and increase property values in the DDA/TIF District and to eliminate the causes of deterioration.
11. To enhance the image of the TIF/DDA District.
12. To expand and diversify the retail mix in the TIF/DDA District.
13. To strengthen 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.
16. To create a business district that is unique, diverse, friendly, comfortable, active, urban, cutting edge, accessible, creative, and cultural.

D. Goals will be achieved through long term commitment to following areas:

1. Design
2. Economic restructuring
3. Promotions
4. Organization
5. Financial Planning

E. Funding Procedures:

Requests for project funding must be submitted to the appropriate committee for recommendation to the DDA Board.

The Board will not entertain any proposals for funding without committee recommendation.

## **ARTICLE II: OFFICES**

### Section 1 – Offices

The DDA may have such offices as the DDA Board of Directors may determine or the affairs of the Authority may require from time to time.

## **ARTICLE III: BOARD OF DIRECTORS**

### Section I – General Powers

The affairs of the DDA shall be managed by its Board of Directors.

### Section II – Number, Tenure, and Qualifications

The DDA Board of Directors shall consist of eleven (11) members, as determined by the Ishpeming City Council and the City Manager of the City of Ishpeming. The members shall be appointed for a term of four years. Of the members first appointed, an equal number of the members shall be appointed for one year, an equal number for two years, an equal number for three years, and an equal number for four years, as near as is practicable. At least a majority of the members shall be persons who have an interest in property located in the DDA/TIF District. At least one of the members shall be a resident of the DDA/TIF District, if the district has one hundred or more persons residing within it. A member shall hold office until the member's successor is appointed and assumes the office. Thereafter, each member shall serve for a term of four years. The City Manager shall serve without a term limit.

### Section III – Selection of Board Members

In case of a vacancy prior to the end of a term, the new appointee shall serve until the end of the current vacancy. All terms shall be effective July 1. The Ishpeming City Manager, with the 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.

The Ishpeming City Manager may ask for the assistance or advice of the DDA Board of Directors on selecting Board Members for appointment. The DDA Board of Directors may then assist the Ishpeming City Manager in determining the best candidates for positions on the DDA Board of Directors through a thorough recruitment selection process that considers the needs of the DDA Board of Directors, needs of the DDA, and review of applicants. A person so appointed by the Ishpeming City Manager shall be declared a voting member of the DDA Board of Directors upon approval by the Ishpeming City Council and taking the oath of office.

### Section IV – Expiration of Term; Continuation in Offices; Reappointment; Filling Vacancies

A Board Member 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 member, a successor shall be appointed by the Ishpeming City Manager, with the approval of the Ishpeming City Council.

### Section V – Removal

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 Ishpeming City Council. Removal of a member is subject to review by the Circuit Court.

### Section VI – Disclosure of Interests

A Board Member who has a direct financial interest in any matter before the DDA Board of Directors shall disclose his interest prior to the DDA Board of Directors taking any action with respect to the matter, which disclosure shall become a part of the record of the DDA Board of Directors' official proceedings. Board Members shall be subject to the provisions of M.C.L.

Section 15.321, et. seq. (Conflict of Interest as to Contracts) and M.C.L. Section 15.341, et. seq. (Standards of Conduct and Ethics).

#### Section VII – Annual Meeting

An annual meeting of the Ishpeming DDA Board of Directors shall be held in the month of January each year, beginning with the year 2006, for the purpose of strategic planning, assessment of yearly goals, budget, and accomplishments, and for the transaction of such other business as may come before the meeting. If the election of officers shall not be held on the day designated herein for any annual meeting or any adjournment thereof, the DDA Board of Directors shall cause the election to be held at a regular or special meeting of the DDA Board of Directors within 90 days of the annual meeting. Nominations for the offices of the DDA Board of Directors shall be recommended in December of the previous year.

#### Section VIII – Regular Meetings

Regular meetings of the 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, 6 times a year, beginning in January, unless the DDA Board of Directors determines otherwise. The Chairperson shall determine the specific time and day of each month that regular meetings shall be held based on the availability of Board Members. All meetings of the Ishpeming DDA shall be open to the public and shall be conducted in compliance with the Open Meetings Act (M.C.L. Section 15.261 et. seq).

#### Section IX – Special Meetings

Special meetings of the DDA Board of Directors may be called by or at the request of the City Council, the Board Chairperson, or any three (3) Board Members. The person or persons authorized to call special meetings of the DDA Board of Directors may fix any place within the City of Ishpeming as the place for holding any special meeting.

#### Section X – Notice of Meetings

Except as otherwise provided by law, all meetings shall be preceded by public notice in accordance with the Open Meetings Act, as amended.

#### Section XI – Quorum and Voting

A majority of the members of the DDA 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 Disclosure of Interest (Article III, Section 6), a majority of the remaining members of the DDA Board of Directors shall constitute a quorum for the transaction of business.

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

#### Section XII – Public Meetings

The meetings of the Board shall be open to the public.

#### Section XIII – Compensation of Members

Members of the DDA Board of Directors shall serve without compensation, but shall be reimbursed for actual and necessary expenses, subject to authorization by a vote of two-thirds of the majority of the Board Members.

Section XIV – Minutes of all Meetings

The minutes of any meeting of the DDA Board of Directors will be mailed to all members of the DDA Board of Directors for their review five calendar days prior to the next regularly scheduled meeting. Minutes of the proceedings of regular or special meetings shall be prepared at the request of and provided to any member of the DDA Board of Directors or the City Council. 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 AND THE EXECUTIVE BOARD**

### Section I – Officers

The officers of the DDA Board of Directors shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer.

### Section II – Election and Term of Office

Officers of the DDA Board of Directors shall be elected annually by the Board at the regular annual meeting of the DDA Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held within 90 days of such meeting. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. A term of office is one year. No member shall hold more than one office at a time.

### Section III – Removal

After notice and having been given an opportunity to be heard, the DDA Board of Directors may remove any officer elected or appointed by the DDA Board of Directors whenever it judges that it is in the best interest of the DDA. Removal of a person from the position of an officer by the DDA Board of Directors shall not constitute removal of the person as a member of the Board of Directors.

### Section IV – Vacancies

A vacancy in office because of death, resignation, removal, disqualification, or otherwise may be filled by the DDA Board of Directors for the unexpired portion of the term.

### Section V - Chairperson

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

### Section VI – 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 of and be subject to all the restrictions upon the Chairperson. Any Vice Chairperson shall perform such other duties as from time to time may be assigned to that position by the Chairperson or by the DDA Board of Directors. To qualify as a candidate for Vice Chairperson in an election, the Board Member must have served at least one full year on the DDA Board of Directors to be eligible.

### Section VII – Secretary and Recording Secretary

The Secretary shall record, review, and sign those documents as required by law.

The Recording Secretary shall record, review, and present to the DDA Board of Directors for approval all DDA Board of Directors meeting minutes, committee minutes, and correspondence.

### Section VIII – Treasurer

The Treasurer shall review and present to the DDA Board of Directors for approval all DDA fund and expense reports. The Treasurer will be responsible for all tracking of all funds, expenses and revenues. The City Treasurer shall be the DDA Treasurer.



Section IX – Executive Board Members

The Executive Board shall be made up of the Chairperson, Vice Chairperson, Treasurer, City Manager, and Executive Director.

Section X – Executive Board Powers

The responsibilities of the Executive Board shall be to advise the Executive Director on the finances, personnel, and administration of the DDA.

## **ARTICLE V: EMPLOYMENT OF PERSONNEL**

The DDA Board of Directors may employ personnel as deemed necessary by the DDA Board of Directors. Such personnel may include, but not be limited to, an Executive Director, secretary, and legal counsel.

### Section 1 – The Executive Director Role

The Executive Director shall report directly to the Chairperson of the DDA Board of Directors. The Executive Director shall supervise all other staff of the DDA.

### Section II – Employment Contract and Hiring

The Executive Director shall sign a written contract of employment signed and approved by the DDA Board of Directors. The Executive Director shall present all staff hiring selections to the DDA Board of Directors for approval. Employment agreements shall be approved by the DDA Board of Directors and shall be signed by the staff, Executive Director, and Chairperson of the Board for all staff.

## **ARTICLE VI: STANDING COMMITTEES**

### Section I – Standing Committees

Standing committees of the DDA Board of Directors shall be the design committee, economic restructuring committee, promotions committee, the organization committee, and finance/planning committee.

### Section II – Standing Committee Structure

No fewer than three committee members and no more than eight committee members shall serve on each committee. At least one and no more than four DDA Board of Directors shall serve on one committee. The DDA Executive Director shall act as a permanent consultant to each committee without needing to be in attendance at all meetings. The committees shall include outside consultants, residents of the City, business people, and other interested parties of the DDA District approved by vote of the DDA Board of Directors as deemed necessary.

### Section III – Term of Office

Each member of the standing committee shall continue as such until the next annual meeting of the members of the DDA Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

### Section IV – Chairperson

One member of each committee shall be approved Chairperson by the DDA Board of Directors and does not have to be a DDA Board Member.

### Section V – Quorum

Unless otherwise provided in the resolution of the DDA Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the acts of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### Section VI – Power of Committees

Standing committees shall determine and schedule their meeting times, dates (minimum of monthly), and locations; consult with outside sources; interface with other City appointed boards and commissions for an exchange of ideas that would then be presented to the DDA Board of Directors prior to any action of the DDA Board of Directors.

The committees could interface by inviting member(s) of such boards and commissions to a committee meeting, member(s) of the committee attending said Board's meeting, telephone consultation, and written correspondence; make recommendations to the DDA Board of Directors for approval; act on decisions made by the DDA Board of Directors as delegated by said Board of Directors that are within the authority and means of the DDA Board of Directors. Standing committees do not have the authority to take action without the approval of the DDA Board of Directors, make decisions without the approval of the DDA Board of Directors, act on proposed plans without approval of the DDA Board of Directors, make recommendations between committees without DDA Board of Directors' approval, and enter into contracts or purchase agreements.

## Section VII – Duties

The duties of the committees are to notify the DDA Executive Director and Chairperson of all meeting times, dates and locations; keep written minutes of each meeting to be filed with the DDA; keep the DDA Executive Director informed of the events of each meeting by means of the Chairperson if unable to attend; fulfill charges of and answer to the DDA Board of Directors; present monthly committee reports at DDA Board of Directors meetings; act in the best interest of the DDA at all times.

## **ARTICLE VII: ADVISORY COMMITTEES**

### Section I – Committees of Members

The DDA Board of Directors, by resolution adopted by a majority of the members present at any meeting, may designate and appoint one or more committees to advise the DDA Board of Directors, except as otherwise provided in such resolution. The members of such committee may be Board Members, outside consultants, or community leaders as authorized by the DDA Board of Directors and appointed whenever it is deemed in the best interest of the Ishpeming DDA. The DDA Board of Directors, if deemed in the best interest of the DDA, may remove any member of an advisory committee.

### Section II – Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the DDA Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

### Section III – Chairperson

The DDA Board of Directors shall appoint one member of each committee as the chairperson of the advisory committee.

### Section IV – Quorum

Unless otherwise provided in the resolution of the DDA Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the acts of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

### Section I – Contracts

The Board shall approve all contracts entered into by the DDA.

### Section II – 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 Treasurer of the City of Ishpeming for signature and for the issuance of payment.

### Section III – Deposits

All funds of the DDA shall immediately be deposited into the appropriate fund or account to the credit of the DDA in such banks, trust companies, or other depositories as the Ishpeming City Council may select.

### Section IV – Gifts

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

### Section V – Budget

The Executive Director and the Executive Board shall prepare and submit for the approval of the DDA Board a budget for the operation of the DDA for the ensuing year. The DDA Board of Directors shall set goals and objectives annually in September to develop and approve a budget for the fiscal year beginning the first day of January. The DDA Board of Directors shall submit an annual budget to the Ishpeming City Council by the end of September for inclusion in the annual budget presentation to City Council for City approval. The budget shall be adopted by the DDA Board after approval by the Ishpeming City Council.

## **ARTICLE IX: BOOKS AND RECORDS**

The DDA shall keep correct and complete books and records of account, shall also keep minutes of the proceedings of the DDA Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Board Members. All books and records of the Authority shall be open to the public at all times.

The Executive Director shall provide the Treasurer, DDA Board of Directors, and Ishpeming City Council with regular financial reports of the activities of the revenues received and expenditures made by the DDA.

**ARTICLE X: FISCAL YEAR**

The fiscal year of the Ishpeming Downtown Development Authority shall begin on the first day of January and end the last day of December each year.



## **ARTICLE XI: AMENDMENTS TO BY-LAWS**

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by a majority of the members appointed and serving if written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting. The full nature of the bylaw change shall be included in the notice. Adoption of bylaw changes shall require affirmative votes by six members of the DDA Board of Directors and shall be approved by the City Council.

## **ARTICLE XII: POLITICAL CAMPAIGN ACTIVITY**

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

### **ARTICLE XIII: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the DDA Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the DDA Board of Directors may adopt.

Adopted by the Downtown Development Authority: February 13, 2006

Adopted by the City of Ishpeming: March 8, 2006

Amended: October 23, 2006

Amended by the Downtown Development Authority: September 22, 2008

Amended by the City of Ishpeming: October 8, 2008

Amended: August 22, 2011 (Article VIII, Section V, Budget)

Amended by DDA: July 25, 2016 (Article III, Section VII, Regular Meetings)

Amended Approved by City Council: August 3, 2016