

**Downtown Development Authority Board
Comstock Charter Township**

**Bylaws
Amended July 24, 2019**

Article I – Name

The name of this authority is the Comstock Charter Township Downtown Development Authority (DDA) Board.

Article II – Purpose

The purpose of the Downtown Development Authority Board is to act in accordance with the provisions of Act 57 of the Public Acts of 2018, as amended. The DDA Board shall have all the powers which now or hereafter may be conferred by law on authorities organized under this Act. The overall goal of the DDA Board is to undertake public improvements and other activities that have the greatest impact to halt the property value deterioration and increase property tax valuation where possible in the Comstock Center business district, to eliminate the causes of such deterioration and to promote economic growth in and surrounding the district.

Article III – Directors

Section 1. General Powers: The business and affairs of the DDA shall be managed by its Board except as otherwise provided by statute or by these bylaws.

Section 2. Replacement and Vacancies: Subsequent members shall be appointed or reappointed in the same manner as original appointment at the expiration of each member's term of office. A member whose term of office has expired shall continue to hold office until a successor has been appointed.

Section 3. Removal: A member may be removed from office for cause by a majority vote of the legislative board of the Charter Township of Comstock with the consent of the DDA Board. In order to prevent quorum issues that prevent the Board from conducting business, failure to attend two consecutive meetings shall be considered cause for removal of a member.

Section 4. Conflict of Interest: A member who has a direct interest in any manner before the DDA Board shall disclose that interest prior to the Board taking any action with respect to the matter. This disclosure shall become part of the record of the Board's official proceedings. Any member who makes such disclosure shall then refrain from participating in the DDA Board's decision-making process relative to such matters.

Article IV – Officers

Section 1. Officers: The officers shall be elected by the DDA Board members and shall consist of a Chairperson, Vice Chairperson and Secretary/Treasurer. The DDA Board may also appoint a recording Secretary who need not be a member of the Board.

Section 2. Election and Terms of Office: The officers of the DDA Board shall be elected annually at the first meeting of the Board. If the election of officers is not held or made at such meeting, such election shall be held or made as soon thereafter as it is convenient. Each officer so elected or appointed shall hold office for the term of which he/she is elected or appointed and until a successor is elected or appointed and qualified, or until his/her resignation or removal.

Section 3. Vacancies: A vacancy in any of the above mentioned offices may be filled at any meeting of the DDA Board for the unexpired portion of the term of such office.

Section 4. Chairperson and Vice Chairperson: The Chairperson shall preside at all meetings of the Board and shall discharge the duties of a presiding officer. 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 5. Secretary/Treasurer: The Secretary/Treasurer shall attend all meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary/Treasurer shall prepare, with the assistance of appropriate Township officials, an annual financial report covering the fiscal year of the Authority. The Secretary/Treasurer shall also preside at all meetings of the Board where the Chairperson and Vice Chairperson are also unavailable.

Article V – Meetings

Section 1. Annual Meeting: An annual meeting shall be held each January at a time and place to be set by the Board. Election of officers shall occur at the annual meeting. The Board shall adopt a schedule of regular meetings for that year.

Section 2. Regular Meetings: Regular meetings of the DDA Board shall be held at a time and place to be set by the Board.

Section 3. Special Meetings: Special meetings of the Board may be called by the Chairperson, by the Vice Chairperson in the absence of the Chairperson, or by any three members by giving at least 18 hour written notice of the meeting time and place and by posting the notice. Members of the Board may waive receipt of such written notice.

Section 4. Notice: Notice of any meetings shall be given in accordance with the Open Meetings Act (Act No. 266 of the Public Acts of 1976).

Section 5. Quorum: A majority of the members of the Board in office shall constitute a quorum for the transaction of business. A vote of a majority of the members shall constitute the action of the Board unless the vote of a larger number is required by statute, or elsewhere in these rules. In the event that effective membership is reduced because of a conflict of interest, a majority of the remaining members eligible to vote shall constitute the action of the Board.

Section 6. Open and Closed Meetings: All regular and special meetings of the Board shall be open to the public. Closed meetings of the Board may be called for purposes listed in the Open Meetings Act 267 of the Public Acts of 1976 as amended if approved by the Board.

Section 7. Status Reports: Periodic reports to the Township Board on the status of the activities of the Downtown Development Authority shall be made as necessary.

Article VI – Fiscal Year

The fiscal year of the Downtown Development Authority shall correspond at all times to the fiscal year of the Township of Comstock.

Article VII – Submission of Budget

On or before September 1 of each year, the DDA Board shall prepare a budget and submit it to the Township Superintendent for transmittal to the Township Board. The DDA Board shall not finally adopt the budget until it has been approved by the Township Board. The Downtown Development Authority shall be audited annually by the same auditors auditing the Township and copies of the audit report shall be filed with the Township.

Article VIII – Amending Bylaws

These bylaws may be altered or amended or repealed by the affirmative vote of the DDA Board then in office at any regular meeting or at a special meeting called for that purpose.

Article IX – Indemnification

Whenever any claim is made or any civil action is commenced against any officer or employee of the Downtown Development Authority, or injuries to person or property caused by negligence of the officer or employee which in the course of his/her employment, and while acting within the scope of the authority, the Board may, but is not required, to pay for legal services and also, for any judgment or compromised settlement of the claim.

Adopted: April 11, 2019

Amended: July 24, 2019