

**BY-LAWS
ITHACA DOWNTOWN DEVELOPMENT AUTHORITY**

ARTICLE I

NAME

The name of this organization shall be the Ithaca Downtown Development Authority (hereinafter “Authority”).)

ARTICLE II

PURPOSE

The purpose of this Authority is to plan, develop and promote an economic expansion system within the development district boundaries herein described as follows: to act as a downtown development authority in accordance with Public Act 197 of 1975, as amended (hereinafter “the Act”); to correct and prevent deterioration in the downtown district; to encourage historical preservation; to create and implement development plans; to promote the economic growth of the downtown; and to encourage the expansion of commercial enterprises.

ARTICLE III

DEVELOPMENT DISTRICT

The City Council (hereinafter “Council”) shall establish the development district boundaries by ordinance as prescribed by the Act, and as amended from time to time by the Council.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Board Membership. The Authority shall be under the supervision and control of a board of directors consisting of the Mayor and ten (10) members appointed by the Mayor, subject to approval by the Council. Membership shall be in accordance with the City’s DDA establishment ordinance and the requirements of State statute found at MCL 125.1654 The Authority shall be responsible to the Council for its actions according to the herein described purposes.

Section 2. Filling Board Vacancies. If a vacancy is created by the death, resignation or removal of a member, a successor shall be appointed in the manner prescribed for making the original appointment. Any appointment under these circumstances shall be for the remainder of the term of the member who vacated the position. The Authority Board shall recommend to the Council a citizen to fill any vacancy by the next regularly scheduled Board meeting after the occurrence of a vacancy.

Section 3. Board Member Removal. Pursuant to proper notice and an opportunity to be heard, a member may be removed from office for neglect of duty including non-attendance at meetings, misconduct, malfeasance or any other good and sufficient cause by a majority vote of the Council. Removal of a member is subject to review by the Circuit Court.

Section 4. Attendance Guide & Replacement Policy. In order to maintain the maximum participation of all appointed Authority members at all scheduled meetings, the following is the attendance guide and board member replacement policy for “excused” or “unexcused” absences:

- a) When appointed, each board member shall state his/her willingness and intention to attend each scheduled meeting of the Authority.
- b) In the event of unplanned personal matters, business trips, family vacation trips, changed job requirements, sickness or other physical disabilities that prohibit the board member from attending the scheduled meeting, the Board Chair or staff liaison to the Authority should be notified as soon as possible prior to the time of the scheduled meeting of their inability to attend, but no later than 10:00 AM the day of the meeting. The board member upon this notification will receive an “excused absence” for the involved scheduled meeting.
- c) If any board member is absent from three consecutive scheduled meetings without an “excused absence” for any of the three meetings, the Secretary shall report in writing to the Chair. The Chair shall contact the board member in writing and question his/her continued ability or interest in being on the board, giving the member a chance to rectify the attendance issue or submit a resignation.
- d) There shall be no limit on the number of consecutive “excused absences” for any board member. However, if the board member is repeatedly absent for at least one-third of the yearly scheduled meetings, that member will also be reported in writing to the Chair. The Chair shall contact the board member in writing and question the member’s continued ability or interest to be on the board. The board member shall be considered for an appointment nullification when the absences total six in a calendar year.
- e) The appointment nullification action initiated by the Chair shall be forwarded to the Council for official action.

Section 5. Disclosure of Interest. A Board member who has a direct interest in any matter before the Authority shall disclose their 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.

ARTICLE V

OFFICERS, PERSONNEL & LEGAL COUNSEL

Section 1. Board Officers. The Officers shall consist of a Chair, Vice Chair and Secretary/Treasurer, whose duties and responsibilities shall be as follows:

- a) **CHAIR** - The Chair shall preside over all meetings; be able to sign all checks and necessary instruments whereunto his/her signature shall be lawfully required; and shall have all powers usually incident to the office of the Chair; and shall perform such duties as may be delegated to him/her by the Authority.
- b) **VICE CHAIR** - The Vice Chair shall perform all duties of the Chair in case of the absence or disqualification of the Chair. Any Vice Chair, shall perform such other duties as from time to time may be assigned to him/her by the Chair or by the Board.
- c) **SECRETARY/TREASURER** - The Secretary shall be charged with the duty of attending all meetings of the Authority, and any other special meetings, and shall preserve in record books of the Authority full and correct minutes of the proceedings of all such meetings. It shall be the Secretary’s duty to see that all notices required by the Authority and State statute are served

personally, or by mail or e-mail. The Secretary shall maintain a record of attendance for each board member.

The **Treasurer** shall keep, or cause to be kept in books belonging to the Authority, complete and accurate accounts of all receipts and disbursements, resources and liabilities of the Authority, and shall deposit all moneys and other valuable effects of the Authority in the name of and to the credit of the Authority, in such depository or depositories as may be designated by the Authority Board. The Treasurer shall disburse the funds of the Authority in payment of the obligations thereof, taking proper vouchers and receipts for such disbursements. He/she shall render to the Chair and all members of the Authority Board, or wherever they may require it, correct statements showing the financial condition of the Authority. The Treasurer shall sign all checks and all other instruments whereunto his/her signature shall be lawfully required.

Section 2. Election of Officers. Officers shall be elected by the Authority from its membership following nomination from the floor. Such election shall take place not later than the first regular meeting of the new fiscal year. Officers shall serve for one year, or until their successors are elected.

Section 3. Employment of Director & Other Personnel. The Board may employ and fix the compensation of a director, subject to approval by the Council, or other personnel as authorized under the Act. The Director shall serve at the pleasure of the Board. A member of the Board shall not hold the position of director while serving on the Board or within one year of leaving the Board. The Board may require the director to post a bond payable to the Authority for the use and benefit of the Authority. The premium for such bond is to be paid by 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. The 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. The Director shall furnish the Board with information or reports governing the operation of the Authority as the Board requires. If the Director is absent or disabled, the Board may delegate his/her functions and responsibilities to any person otherwise qualified under this section. Such other person shall be designated as the Acting Director.

Section 4. Employee Benefits. Full-time employees of the Authority shall be eligible to participate in the retirement and insurance programs of the City of Ithaca and shall be subject to the eligibility, policies and procedures as stated in the City's personnel manual.

Section 5. Contracts for Administrative Services. The Board may contract with the City for any or all administrative, financial, planning, economic development and legal services in support of its operations.

Section 6. Legal Counsel. The Board may retain legal counsel to advise the Board in the proper performance of its duties and to represent the Authority in actions brought by or against the Authority.

ARTICLE VI

MEETINGS

Section 1. Frequency. There shall be at least quarterly meetings of the Authority; the Authority currently meets monthly, with no regular meetings scheduled during June, July and August. Time and place of said meetings shall be established by the Authority in compliance with Michigan's Open Meetings Act (P.A. 267 of 1976, as amended.)

Section 2. Agenda. The Chair in consultation with the Director, or in the absence of a Director, with the City Manager, shall request the Director prepare the agendas for all meetings and send them to the Authority members at least twenty-four hours prior to a meeting. Any member of the Authority may

request any item be placed upon the agenda. Approval of the agenda, including items added or deleted, shall be one of the first items of business at each meeting.

Section 3. Special Meetings. Special meetings for a specific purpose may be held upon the call of the Chair, Vice Chair or any two members upon twenty-four-hour written notice. Business shall be limited to the specified purpose of the call. Posting notice of the special meeting shall be in compliance with Michigan's Open Meetings Act.

Section 4. Quorum. A majority of the members of the Authority then in office shall constitute a quorum for any meeting. In the event that effective membership is reduced because of Disclosure of Interest (Article IV, Section 5), a majority of the remaining members of the Board then in office shall constitute a quorum for the transaction of business.

Except in those cases where a larger majority is required by law or in the event of the disclosure of interest above, no motion, resolution or action shall be adopted or passed, nor shall any appointment be made, nor any person removed from office as permitted by these By-Laws, except by the affirmative vote of at least six (6) members of the Board.

Section 5. Meeting Rules. The rules contained in the current edition of Robert's Rules of Order shall govern the Board 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 Board may adopt.

ARTICLE VII

FINANCE, CONTRACTS, CHECKS, DEPOSITS & FUNDS

Section 1. Fiscal Year. The fiscal year of the Authority shall coincide with the City of Ithaca's fiscal year.

Section 2. Annual Budget. In each annual budget of the City, the City Council shall provide for the funds required for the operation of the Authority. The Authority shall submit a proposed annual budget for consideration by the City Council. Once adopted by the Council, the Authority Board shall then adopt the annual budget.

Section 3. Acceptance of Gifts. The Authority shall be empowered to accept gifts, donations, contributions, bequests or devises for the general purposes or for any special purposes of the Authority on behalf of the City of Ithaca for the use and benefit of the Downtown Development District.

Section 4. Acceptance of Grants. The Authority shall be empowered to seek county, state, federal and foundation grants, as well as other sources of funding, for the purpose of developing and improving the Downtown Development District.

Section 5. Contracting Authority. The Board may authorize the Chair, agent or agents of the Authority, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authorization may be general or confined to specific instances.

Section 6. Dual Signatures. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be signed by two persons as designated by the Board.

Section 7. Fund Depositories. All funds of the Authority shall be immediately deposited to the credit of the Authority in such banks, trust, companies or other depositories as the Board may select.

Section 8. Investment Policy. The investment of Authority funds shall be in compliance with Michigan P.A. 20 of 1943, as amended. The Authority shall, in consultation with the City Treasurer, adopt an investment policy that, at a minimum, includes all of the following:

- a) A statement of the purpose, scope, and objectives of the policy, including safety, diversification, liquidity and return on investment.
- b) A delegation of authority to make investments.
- c) A list of authorized investment instruments. If the policy authorizes an investment in mutual funds, it shall indicate whether the authorization is limited to securities whose intention is to maintain a net asset value of \$1.00 per share or also includes securities whose net asset value per share may fluctuate on a periodic basis.
- d) A statement concerning safekeeping, custody and prudence.

ARTICLE VIII

BOOKS AND RECORDS

The Authority shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board and committees having any of the powers of the Board, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Authority shall be open to the public at all times. An annual audit shall be conducted by an independent Certified Public Accountant and published, and shall be in compliance with P. A. 2 of 1968, as amended (the Uniform Budgeting & Accounting Act.)

ARTICLE IX

DUTIES AND RESPONSIBILITIES

Section 1. It shall be the duty and responsibility of the Authority to coordinate and promote the development of the City's Downtown Development District to the fullest and widest use for the general health, welfare and benefit of the public.

Section 2. The Authority Chair shall submit a written report of the progress and financial condition to the Council as required by the Council, but no less than annually.

ARTICLE X

AMENDMENTS

These By-Laws may be amended by a majority vote of the membership of the Authority at any regularly called meeting. Written notice of such meeting stating the proposed amendment shall be mailed, e-mailed or delivered to each member of the Authority at least ten (10) days prior to such meeting. Amendments must be approved by the Council.

Adopted by the Ithaca Downtown Development Authority Board on September 10, 2015.

Liz Dudek, Board Chair

Dave Weber, Board Secretary/Treasurer

Adopted by the Ithaca City Council on September 15, 2015.

Tim Palmer, Mayor

Barb Fandell, City Clerk

Original By-Laws: Adopted 12/15/1981 by City Council

Proposed Amendments: To DDA for Review 09/10/2015; DDA approval 09/10/2015; City Council adoption 09/15/2015