

**BYLAWS  
OF THE DOWNTOWN MANAGEMENT BOARD  
OF THE CITY OF EAST LANSING**

**ARTICLE I - NAME**

The name of this organization is the Downtown Management Board (DMB) of the City of East Lansing.

**ARTICLE II - PURPOSE**

The purpose of the Downtown Management Board is to develop, redevelop, promote, and maintain the Principal Shopping District of the City of East Lansing in general and to carry out all those purposes and exercise all those powers conferred upon it by the Shopping Area Redevelopment Act, 1961 PA 120 as amended by 1992 PA 146. The DMB shall have all the powers and authority which now or hereafter may be conferred by law on boards established under this Act.

**ARTICLE III - BOARD MEMBERS**

**Section 1.** The Board shall consist of nine (9) members appointed by the Mayor, subject to approval by the East Lansing City Council, except that one or more Board members may be appointed as provided in §2(d) hereof.

**Section 2.** The members eligible for appointment shall be constituted as follows:

- (a) Two members from the Downtown Development Authority;
- (b) One member from an adjoining neighborhood;
- (c) One member from City government;
- (d) Five members nominated by individual businesses located within the Principal Shopping District, one of whom shall be a property owner. However, an individual business may appoint a member to the Board, which member shall be counted toward the number of members to be nominated by individual businesses by this subsection, if the following requirements are met:
  - (1) The business is located within a Special Assessment District established by the City under §5 of Act 120.
  - (2) The Special Assessment District is divided into Special Assessment Rate Zones reflecting various levels of special benefits.
  - (3) The business is located in the Special Assessment Rate Zone with the highest special assessment rates.
  - (4) The square footage of the business is greater than 5% of the total square footage of all businesses in the Special Assessment Rate Zone.

**Section 3.** Of the members first appointed, one member shall be appointed for a term of one year, two members shall be appointed for a term of two years, two members shall be appointed

for a term of three years, and four members shall be appointed for a term of four years. Thereafter, each member shall serve for a term of four years. A member shall hold office until the member's successor is appointed.

**Section 4. Removal or Resignation.** Any member of the Board may be removed from office for cause by a majority vote of the Board. The office of a Board member shall automatically become vacant if he or she ceases to hold the qualifications required by this Article or if he or she fails to attend three (3) consecutive regularly scheduled meetings of the Board. Any member may resign at any time either by oral tender of resignation at any meeting of the Board or by mailing or delivering written notice to the Secretary, which resignation shall be deemed to take effect upon its receipt by the Secretary, unless some other time is specified therein.

## **ARTICLE IV - OFFICERS**

**Section 1. Officers.** The officers of the Board shall be a chairperson, a vice-chairperson, a treasurer, and a recording secretary. All officers shall be members of the Board with the exception of the recording secretary who need not be a Board member.

**Section 2. Removal of Officers.** An officer may be removed by the Board whenever, in its judgment, the best interests of the Board will be served.

**Section 3. Chairperson.** The chairperson shall preside at all meetings of the Board and shall discharge the duties as a presiding officer.

**Section 4. Vice-Chairperson.** In the absence of the chairperson or in the event of inability to serve as chairperson, 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. Treasurer.** The treasurer shall prepare, with the assistance of appropriate City officials, an annual financial report covering the fiscal year of the Board. The treasurer shall provide a bond in the amount prescribed by the Board.

**Section 6. Recording Secretary.** The recording secretary, if not a Board member, shall be the City Manager of the City of East Lansing or his or her designee. The recording secretary 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 recording secretary shall give, or cause to be given, notice of all meetings of the Board and shall perform such other duties as may be proscribed by the Board. The recording secretary shall, when authorized by the Board, attest by signature to actions of the Board, and shall maintain custody of the official seal, and of the records, books, and all documents of the Board.

**Section 7. Delegation of Duties of Officers.** In the absence of any officer of the organization, the Board may delegate the powers and duties of any officer to any Board member provided a majority of the Board then in office concurs therein.

**Section 8. Election of Officers.** Nominations shall be made from the floor at the annual meeting in July. Officers shall be elected by written ballot. If the election of officers does not occur on the day designated or any adjournment thereof, the Board shall cause the election to be held at a regular or special meeting of the Board within 90 days of the annual meeting. The terms of office shall be for one year and begin at the close of the annual meeting at which they are elected, or until his or her successor shall be elected and qualified. No member shall hold more than one office at a time.

## ARTICLE V - COMPENSATION

Board members and officers shall serve without compensation, but they shall be reimbursed for the actual, reasonable, and necessary expenses incurred by them in their capacity as an officer or Board member.

## ARTICLE VI - EMPLOYMENT OF DIRECTOR

The Board may employ and fix compensation of a Director, subject to the approval of the City Council. The Director shall serve at the pleasure of the Board.

## ARTICLE VII - MEETINGS

**Section 1. Organizational Meeting and Election of Officers.** Officers shall be elected at the first organizational meeting of the Board after the adoption of the Bylaws.

**Section 2. Annual Meeting.** An annual meeting shall be held the first regular meeting in July of each year at a time and place to be set by the Board. Election of officers shall occur at the annual meeting.

**Section 3. Regular Meetings.** Regular meetings of the Board shall be held at a time and place to be set by the Board at its annual meeting. Notice of regular meetings shall be published. The Board records and minutes shall be kept and made available to the public in accordance with the Michigan Open Meetings Act.

**Section 4. Special Meetings.** Special meetings of the Board may be called by the chairperson, the vice-chairperson in the absence of the chairperson, or by any three Board members by giving 24 hours notice of the meeting stating the purpose of the meeting.

**Section 5. Notice of Meetings.** All meetings other than regularly scheduled meetings shall be preceded by public notice posted 18 hours prior to the meeting in accordance with the Michigan Open Meetings Act, 1976 PA 267, at the entrance to City Hall, at the entrance to the Board's principal office if other than City Hall, and in any other locations considered appropriate by the Board. Cable television may also be utilized for purposes of posting public notice.

**Section 6. Agenda.** The recording secretary shall prepare the agendas for all meetings and deliver them to the Board members at least 24 hours prior to the meeting. Any Board member may request any item to be placed on the agenda.

**Section 7. Quorum and Voting.** A quorum shall constitute at least fifty percent (50%) of the members in office. A majority vote of a quorum of the Board 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 8. Rules of Order.** Robert's Rules of Order will govern the conduct of all meetings.

**Section 9. 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, 1976 PA 267, as amended, if approved by the Board.

**Section 10. Code of Ethics; Conflict of Interest.** Each Board member shall be deemed a "City Official" as defined by the East Lansing Code of Ethics, Ordinance No. 901, and shall comply with all of the provisions of the Code of Ethics. A Board member who has a direct conflict of interest as defined by MCL 15.322 and 15.323, or an "economic interest" as defined by Ordinance No. 901, in any matter before the Board shall disclose that interest as required by Ordinance No. 901 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 has a direct conflict of interest of more than a "de minimis" nature as defined by MCL 15.322 and CML 15.323 as to any contract between himself or herself and the Board or the City of East Lansing shall refrain from participating in the negotiations for such contract or in the Board's decision-making process to approve the contract, including all discussions, motions made, and votes taken relative to such matters, unless required by law.

**Section 11. Mandatory Voting.** Except when a member is excused from participating on a matter by the chair because of a disclosed conflict of interest, all members present shall vote on all matters before the Board.

## **ARTICLE VIII - EXECUTIVE COMMITTEE**

The officers of the Board, including chairperson, vice-chairperson, treasurer, and recording secretary, shall constitute the executive committee. The executive committee shall have general supervision of the affairs of the Board between its business meetings, fix the hours and place of meetings, make recommendations to the Board, and shall perform such other duties as specified in these Bylaws or as may be specified by the Board.

## **ARTICLE IX - ADVISORY COMMITTEES**

**Section 1. Advisory Committees.** The Board may, by resolution, authorize the establishment of advisory committees to the Board. The chairperson shall select, with the advice and consent of the Board members, the members of each advisory committee who need not be Board members. The advisory committees shall elect their own officers and establish rules governing their action. The East Lansing Downtown Management Board shall allow two advisory subcommittees, named the Downtown Management Board Marketing Committee and Downtown Management Board Business Relations Committee, to expend funds up to \$500 per individual expenditure. All expenditures must benefit businesses, and events, being held solely within the DMB district. Appendix I includes a map of the DMB district.

Board members, and DMB staff members, may also seek reimbursement for expenditures, per the City's Purchasing Policy. The board member or staff must provide a copy of the receipt of the purchase. Sales tax will not be reimbursed, as the DMB and City of East Lansing are tax-exempt.

## **ARTICLE X - INDEMNIFICATION**

**Section 1. Indemnification.** Whenever any claim is made or any civil action is commenced against any officer, Board member, or employee of the DMB, for injuries to persons or property caused by negligence of the officer or employee while in the course of their employment, and while acting within the scope of their authority, the Board may, to the fullest extent permitted by law, engage or furnish the services of an attorney or pay for legal services and costs of defense, and also pay for any judgment or compromised settlement of the claim, pursuant to 1964 PA 170, as amended.

**Section 2. Reimbursement.** Any indemnification under Section 1 shall be made by the Board only as authorized in the specific case upon a determination that indemnification of the employee or officer is proper in circumstances because they have met the applicable standard of conduct set forth in Section 1. Such determination shall be made in either of the following ways:

- (a) By a majority vote of the members of the Board who were not parties to such action, suit, or proceedings; or
- (b) If such quorum is not obtainable, or even if obtainable, a quorum of disinterested members so directs, supported by the recommendation of legal counsel in a written opinion.

**Section 3. Insurance.** The Board may obtain and maintain insurance on behalf of any person who is or was a Director, Board member, officer, or employee of the Board against any liability asserted against the Director, Board member, officer, or employee and incurred by them in any such capacity or arising out of their status as such, whether the Board would have power to indemnify that person against such liability under Sections 1 and 2 of this Article. The existence of any such policy of insurance is not a waiver of any defense otherwise available to the Board or its Director, Board members, officers or employees.

#### **ARTICLE XI - FISCAL YEAR**

The fiscal year of the Board shall be July 1 to June 30, or such other fiscal year as the East Lansing City Council may establish for the City. An annual audit will be made each year as part of the regular City audit.

#### **ARTICLE XII - AMENDMENTS OF BYLAWS**

These Bylaws may be amended at any regular meeting of the Board by a majority vote, provided that the amendment has been submitted in writing at the previous regular meeting. All amendments shall be approved by the City Council.

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Amended Article III, Section 2(a), Section 2(d), Section 4; November 30, 2005

Amended Article IV, Section 1; July 27, 2017