

**BYLAWS  
OF THE DOWNTOWN DEVELOPMENT AUTHORITY  
OF THE CITY OF EAST LANSING**

Article I - Name

The name of this Authority is the Downtown Development Authority (DDA) of the City of East Lansing.

Article II - Purpose

The purpose of the Downtown Development Authority is to carry out those purposes and exercise those powers as conferred upon it by Act 197 of the Michigan Public Acts of 1975 as amended. The Authority shall have all the powers which now or hereafter may be conferred by law on authorities organized under this Act.

Article III - Board of Directors

Section 1 - The Authority shall be under the supervision and control of a board consisting of the Mayor of the City of East Lansing and 10 additional members as determined by the East Lansing City Council. Members shall be appointed by the Mayor, subject to approval by the City Council. Not less than a majority of the members shall be persons having an interest in property located in the Downtown District, as established by the Ordinances of the City Council.

Section 2 - Of the members first appointed, two members shall be appointed for a term of one year, two members shall be appointed for a term of two years, three members shall be appointed for a term of three years, and three 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 3 - A member of the board may request the board to grant a leave of absence not to exceed one year for medical reasons or other family matters. Such leave may be granted upon the request of the member and upon a majority vote of the remaining members of the board prior to the commencement of the leave of absence.

Article IV - Officers

Section 1 - 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 member of the Board.

Section 2 - Removal of Officers - An officer may be removed by the Board whenever in its judgment the best interest 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 Authority. The fiscal year of the Authority shall be the same as that of the city - July 1 to June 30. An annual audit will be made each year as part of the regular City audit. The treasurer shall provide a bond in the amount proscribed by the Board.

Section 6 - Recording Secretary - The recording secretary, 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 of Directors 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 Authority.

Section 7 - Delegation of Duties of Officers - In the absence of any officer of the corporation, the Authority may delegate the powers and duties of any officer to any director provided a majority of the Authority then in office concurs therein.

Section 8 - Election of Officers - Nominations shall be made from the floor at the annual meeting in January. . 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 - Employment of Director

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

#### Article VI - 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, then shall be appointed thereafter pursuant to Section 2.

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

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 shall be open to the public.

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 Authority members by giving 24 hours notice of the meeting, stating the purpose of the meeting and by posting a notice 18 hours prior to the meeting in the lobby of City Hall.

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 Act 267 of the Public Acts of 1976 as amended.

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

Section 7 - Quorum and Voting - A quorum shall constitute at least fifty percent 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 the purposes listed in the Open Meetings Act 267 of the Public Acts of 1976 as amended if approved by the Authority.

Section 10 - Conflict of Interest - A director who has a direct conflict of interest of more than a de minimis nature as defined by MCL 15.322 and 15.323 in any matter before the Board shall disclose that interest prior to the Authority taking any action with respect to the matter. This disclosure shall become part of the record of the Board's official proceedings. Any member making such disclosure shall, with the approval of the Board, refrain from participating in the Board's decision making process, to include 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 VII - Executive Committee

The officers of the Board, including chairperson, vice chairperson, treasurer and recording secretary, shall constitute the executive committee. The executive committee may 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 VIII - Advisory Committees

Section 1 - Advisory Committees - The Board, by resolution, may designate and appoint one or more committees to advise the Board. All advisory committee shall include at least one member of the Board. The chairperson of the Board shall appoint the members and select the chairperson of the advisory committees. Advisory committees may be evaluated, reappointed or dissolved at any time. A majority of the committee will constitute a quorum. A majority of the members present at the meeting at which a quorum is present shall be the action of the committee.

Article IX - Indemnification

Section 1 - Indemnification - Whenever any claim is made or any civil action is commenced against any officer or employee of the Authority, or injuries to persons or property caused by the 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, but is not required to pay for legal services and also for any judgment or compromised settlement of the claim, pursuant to Act 170 of the Public Acts of 1964, 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:

1. By a majority vote of the members of the Board who were not parties to such action, suit or proceedings, or
2. 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 purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation against any liability asserted against the 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.

Article X - 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.

Amended June 2003, January 2007