

NILES DOWNTOWN DEVELOPMENT AUTHORITY /
MAIN STREET PROGRAM
NILES, MICHIGAN

BY-LAWS

ARTICLE 1: PURPOSE AND POWERS

Section 1 - Mission Statement

The purpose of the Niles DDA/Main Street is to enhance our community identity and heritage, foster a center of activity and ensure economic stability for the heart of downtown Niles through broad-based community support.

Section 2 - Purpose

The purpose of the Niles Downtown Development Authority/MAIN STREET Program (hereinafter referred to as Niles DDA/MAIN STREET) is to act in accordance with Act 197 of the Public Acts of 1975, as such statute may be amended from time to time, including: to correct and prevent deterioration in the downtown district; to encourage historical preservation, to create and implement development plans in the district, to promote economic growth and redevelopment of the district, and to encourage the expansion of commercial enterprises in the downtown district.

Section 3 - Powers

The Niles DDA/MAIN STREET shall have the powers to:

1. Prepare an analysis of economic changes taking place in the downtown district;
2. Study and analyze the impact of metropolitan growth upon the downtown district;
3. Plan and propose the construction, 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 of Directors of the Niles Downtown Development Authority/MAIN STREET Program "hereinafter referred to as the DDA/MAIN STREET Board", aids in the economic growth of the downtown district;
4. Develop long-range plans, in cooperation with the agency which is chiefly responsible for planning in the municipality, designed to halt and prevent the deterioration of the property values, economic stagnation and decline, and competitive decline in the downtown district; and to promote the economic growth of the downtown district, and take such steps as may be appropriate to persuade property owners to implement the plans to the fullest extent possible;

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5. Implement any plan of promotions, development and financing in the downtown district necessary to achieve the purposed 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 deems proper, or own, convey, or otherwise dispose of, or lease as lesser or lessee, and other property, real or personal, or rights or interest therein, which the Authority determines is reasonably necessary to achieve the purposes of Act 197, and to grant or acquire licensees, easements and options with respect thereto;
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 thereto, within the downtown district for the use, in whole or in part, of any public or private person or corporation, or combination thereof;
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 of the payment of revenue bonds issued by the Authority;
10. Lease any building or property under its control, or any part thereof;
11. Accept grants and donations of property, labor or other things of value from public or private source;
12. Acquire and construct public facilities;
13. Prepare its own budget for approval by the City Council
14. Utilize Tax Increment Financing (TIF) or other revenue measures throughout the DDA/MAIN STREET District or portions thereof as authorized under Public Act 197 of 1975, as may be amended in the future;
15. To employ a Director, MAIN STREET Manager, administrative staff, legal counsel, maintenance staff, consultants and other service providers;
16. Any other allowed actions approved by City Council as permitted by the laws of the State of Michigan

ARTICLE 2: OFFICES

Section 1 - Offices

The Niles DDA/MAIN STREET shall maintain such offices as it may determine or the business of the Authority may require from time to time. The current offices of the Niles DDA/MAIN STREET are situated at 210 E. Main Street, Niles, Michigan 49120

ARTICLE 3: BOARD MEMBERS

Section 1 - General Powers

The business affairs of the Niles DDA/MAIN STREET shall be managed by the DDA/MAIN STREET Board.

Section 2 - Number, Tenure and Qualifications

The Downtown Development Authority shall be under the supervision and control of a board consisting of the Mayor or his designee from the City Council and not less than eight (8) or more than twelve (12) appointed by the Mayor subject to approval by the Niles City Council. Not less than a majority of the members shall be persons having an interest in property located in the downtown district or officers, members, trustees, principals, or employees of a legal entity having an interest in property located in downtown district. Not less than one (1) of the members shall be a resident of the downtown district if the downtown district has one hundred (100) or more persons residing within it.

The Mayor of the City of Niles shall serve as the Chief Executive Officer of the DDA/MAIN STREET.

The DDA/MAIN STREET Board may also include not more than 5 Ex-Officio non-voting Members. The Ex-Officio Members of the DDA/MAIN STREET Board shall include the prior Members of the DDA/MAIN STREET Board, residents of the City of Niles and representatives from the Chamber of Commerce, Schools, or major employers within the greater Niles area. The outgoing Board President may remain on the Board as a non-voting Ex-Officio member (Past President) for one year after his/her term has ended.

Section 3 - Selection of Board Members

The Mayor shall appoint the voting Members of the DDA/MAIN STREET Board, upon consultation with the DDA/MAIN STREET Board, subject to the approval of City Council. Subsequent voting DDA/MAIN STREET Board Members shall be appointed in the same manner as the original appointments at the expiration of each Board Members term of office. Candidates for the Member position on the DDA/MAIN STREET Board shall be identified through a recruitment application and selection process that will consider the needs of its programs. The Mayor may ask for the assistance or advice of the DDA/MAIN STREET Board, standing committees, or the DDA/MAIN STREET Director in selecting voting DDA/MAIN STREET Board Members candidates.

A person so appointed by the Mayor shall be declared a voting member of the DDA/MAIN STREET Board upon taking the oath of office. The DDA/MAIN STREET Board shall approve Ex-Officio Members after considering the recommendations of the Mayor and City Council.

Section 4 - Expiration of Term; Continuation in Offices; Reappointment; Filling Vacancies

If a vacancy on the DDA/MAIN STREET Board is created by the death, resignation or removal of a Member, a successor shall be appointed by the Mayor, subject to the approval of City Council. Candidates for the Member position on the DDA/MAIN STREET Board shall be identified through a recruitment, application and selection process that considering the needs of its programs. The Mayor may ask for the assistance or advice of the DDA/MAIN STREET Board, standing committees, or the DDA/MAIN STREET Director in selecting voting DDA/MAIN STREET Board Members candidates.

Section 5 - Board Member Attendance

1. When appointed, each Member should state his/her willingness and intention to attend each scheduled monthly meeting of the DDA/MAIN STREET Board.
2. In the event of business trips, family vacation, changed job requirements, sickness or other personal matters that prohibit the Member from attending a DDA/MAIN STREET Board Meeting, the Member shall notify DDA/MAIN STREET Staff or the DDA/MAIN STREET Board President as early as possible of the inability to attend the scheduled meeting, thus insuring that a quorum will be present for the meeting.
3. If a Member has three (3) or more unexcused absences from Board meetings in any 12-month period of time, the DDA/MAIN STREET Board shall recommend, through the Mayor to City Council, that the Member be removed.

Section 6 - Removal

Pursuant to notice and after having been given an opportunity to be heard, a Member of the DDA/MAIN STREET Board may be removed for cause by the City Council.

Section 7 - Disclosure of Interests

A Director of the DDA/MAIN STREET Board or an employee who has a direct interest in any matter before the DDA/MAIN STREET Board shall disclose his or her interest prior to the DDA/MAIN STREET Board taking any action with respect to the matter, which disclosure shall become a part of the official record of the proceedings.

January 18, 200

Section 8 -Annual Meeting

An annual meeting of the DDA/MAIN STREET Board shall be held in the month of June each year, beginning with the year 2011, for the purpose of assessment of yearly goals and accomplishments, election of Officers, and for the transaction of such other business as may come before the meeting. Nominations for the Officers of the DDA/MAIN STREET Board shall be recommended in May of each year by the Organization Committee and/or Executive Committee.

Section 9 - Regular Meetings

Regular meetings of the DDA/MAIN STREET Board shall be held at such time and place as the DDA/MAIN STREET Board shall from time to time determine. Regular meetings shall be held, a minimum of once per month, unless the DDA/MAIN STREET Board determines otherwise. The President shall determine the specific time and day of each month that regular meetings shall be held based on the availability of the Members of the DDA/MAIN STREET Board. Notice of the regular meeting shall be posted outside of City Hall and the Niles DDA/MAIN STREET Office and posted on the DDA/MAIN STREET website. All meetings shall be held in accordance with the Open Meetings Act.

Section 10 - Special Meetings

Special meetings of the DDA/MAIN STREET Board may be called at the request of the Mayor of the City of Niles or the DDA Board/MAIN STREET Board President. The person calling the special meeting of the DDA/MAIN STREET Board may fix the time and place for the holding of the special meeting, with no less than 48-hours notice to all DDA/MAIN STREET Board Members. Notice shall be by telephone and or email, and posted outside of City Hall and the DDA/MAIN STREET office. All meetings shall be held in accordance with the Open Meetings Act.

Section 11 - Notice of Meetings

All meetings shall be preceded by public notice in accordance with the Open Meetings Act.

Section 12 - Quorum and Voting

A majority of the Members of the DDA/MAIN STREET Board then in office shall constitute a quorum for the transaction of business. In the event that the number of Members available to vote is reduced because of Disclosure of Interests (Article 3, Section 7), a majority of the remaining Members eligible to vote shall constitute a quorum for the transaction of business. The vote of majority Members present at a meeting at which a quorum is present shall constitute the action of the DDA/MAIN STREET Board unless the vote of larger number of Members is required by statute or elsewhere in these Bylaws.

Section 13 - Public Meetings

The meetings of the DDA/MAIN STREET Board shall be public and shall follow all provisions of the Michigan Open Meetings Act.

Section 14 - Compensation of Members

Members of the DDAMAIN STREET Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses subject to authorization by a vote of the majority of the DDA/MAIN STREET Board then eligible to vote.

Section 15 - Minutes of All Meetings

The minutes of any meeting of the DDA/MAIN STREET Board will be prepared and provided to all Members for their review prior to the next regularly scheduled meeting and to each Member of City Council. Minutes of closed meetings shall be maintained in conformity with and shall be subject to the provisions of the Open Meetings Act.

ARTICLE 4: OFFICERS

Section 1 - Officers

The Officers of the DDAMAIN STREET Board shall be a President, Vice-President, Secretary and Treasurer.

Section 2 - Election and Term of Office

Officers of the DDA/MAIN STREET Board shall be elected annually by the Members at the regular annual meeting of the DDA/MAIN STREET Board. If the election of Officers shall not be held at the annual meeting, the election shall be held within 90 days of the annual meeting date.

Each officer shall hold office until his successor shall have been duly elected. An Officer shall serve only two one-year terms in the same office. No Member shall hold more than one office at a time. An Officer must be a current DDA/MAIN STREET Board Member.

Section 3 -Removal

After notice and having been given an opportunity to be heard, the DDA/MAIN STREET Board may remove any Officer from his or her Officer position for cause whenever the DDA/MAIN STREET Board determines, by a majority vote, that it is in the best interest of the DDA/MAIN STREET Board. The removed Officer shall continue to be a Member of the DDA/MAIN STREET Board until removed from his or her membership by the City Council (see Article 3, Section 6).

Section 4 - Vacancies

A vacancy in office because of death, resignation, removal, disqualification or otherwise, may be filled by a current DDA/MAIN STREET Board Member appointed by the Board President or Mayor, subject to approval of the DDA/MAIN STREET Board, for the unexpired portion of the term.

Section 5 - President

The President shall preside at all meetings of the DDA/MAIN STREET Board and shall discharge the duties of the presiding officer. To be eligible a candidate for President must have served one full year on the DDA/MAIN STREET Board.

Section 6 -Vice President

In the absence of the President, or in the event of his/ her inability or refusal to act, the Vice-President shall perform the duties of the President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or the DDA/MAIN STREET Board. To be eligible as a candidate for Vice- President, the Director must have served one full year on the DDA Board.

Section 7 -Secretary

The Secretary shall record, review and present to the DDA/MAIN STREET Board for approval all meeting minutes, committee reports and correspondence.

Section 8 -Treasurer

The Treasurer shall review and present to the DDA/MAIN STREET Board for approval all DDA/MAIN STREET fund and expense reports created by the City of Niles Treasurer.

ARTICLE 5: STANDING COMMITTEES

Section 1 - Standing Committees

Standing Committees of the DDA/MAIN STREET Board shall be the Design Committee, Economic Restructuring Committee, Promotions Committee, the Organizational Committee, and an Executive Committee consisting of the President, Vice President, Secretary and Treasurer; and any other Committees subsequently created by the DDA/MAIN STREET Board.

Section 2- Standing Committee Structure

No fewer than five (5) Committee Members and no more than 20 Committee Members shall serve on each committee. No more than three (3) DDA/MAIN STREET Board Members shall serve on one Committee. The DDA/MAIN STREET Board staff shall act as permanent consultants to each Committee without needing to be in attendance at all meetings. Committee Members shall be volunteers who reside in the City of Niles or are persons who have an interest in property or businesses in the community.

Section 3- Term of Office

Each Member of the Standing Committees shall volunteer to participate in the Committee for one-year, unless the committee shall be sooner terminated, or unless such member is removed from the committee, or unless the member shall cease to qualify as a member. There shall be no limit to the number of terms of office for a Committee Member.

Section 4 - Chairperson

The Chairperson of a Standing Committee must also be a Member of the DDA/MAIN STREET Board.

Section 5 - Quorum

Unless otherwise provided in the resolution of the DDA/MAIN STREET Board designating a Committee, it shall not be necessary for a quorum to be present for the Committee to act. The Members of the Committee present at a meeting of the Committee shall be authorized to act.

Section 6 - 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/MAIN STREET Board for action.

Section 7 - Duties

The duties of the Standing Committees are to notify the DDA Director and the President of the DDA/MAIN STREET Board of all meeting times, dates and locations; create agendas and keep written minutes of each meeting to be filed with the records of Secretary of the DDA/MAIN STREET Board; keep the DDA/MAIN STREET Director informed of the events of each meeting; fulfill requests of and answer to the DDA/MAIN STREET Board; present monthly Committee reports at the DDA/MAIN STREET Board Meetings; act in the best interest of the DDA/MAIN STREET Board at all times.

ARTICLE 6 - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 - Contracts

The DDA/MAIN STREET Board may authorize the DDA/MAIN STREET Director, DDA/MAIN STREET Treasurer, Mayor of the City of Niles or City Clerk to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Niles DDA/MAIN STREET. Such authorization may be general or confined to specific instances.

Section 2 - Checks, Drafts, etc

All orders for the payment of money, notes or other evidences of indebtedness shall be signed by the Director and forwarded to the Finance Department of the City of Niles for issuance of payment. If for any reason the DDA/MAIN STREET Board establishes a bank account outside of the City of Niles' bank accounts, then all checks, drafts, and orders for payment of money, notes or other evidences of indebtedness shall be co-signed by the Director and the Treasurer or Deputy Treasurer of the City of Niles.

Section 3 - Deposits

All funds of the Niles DDA/MAIN STREET shall immediately be deposited into the appropriate fund or account to the credit of the Niles DDA/MAIN STREET in such banks, trust companies or other depositories as the utilized by the City of Niles for this purpose or as authorized by the DDA/MAIN STREET Board under Article 6, Section 2, above.

Section 4 - Gifts

The DDA/MAIN STREET Board may accept any contributions, gifts, bequests, or devises for the general purposes or for any special purpose of the Niles DDA/MAIN STREET, as allowable by the General Accounting Standards Board, generally accepted accounting principals, the Internal Revenue Service or applicable regulations. The Director shall inform the City Council of the receipt of such gifts. The identity of the donor need not be reported should the donor wish to remain anonymous.

Section 5 - Budget

The Standing Committees shall submit proposed objectives and goals to the DDA/MAIN STREET Board in February for the development of an annual budget. The DDA/MAIN STREET Board shall set goals and objectives annually by March to develop and approve a budget for the fiscal year beginning the first day of October. The DDA/MAIN STREET Board shall submit an annual budget to the Community Development Director by April. He/She will review it and submit it to the City Finance Department for inclusion in the annual budget presentation to City Council.

ARTICLE 7: BOOKS AND RECORDS

The Niles DDA/MAIN STREET shall keep correct and complete books and records of account and shall also keep minutes of DDA/MAIN STREET Board meetings and Standing Committee meetings. The Niles DDA/MAIN STREET shall also keep at the principal office a record giving names and addresses of the Members entitled to vote. The books and records of the Niles DDA/MAIN STREET shall be open to the public at all times in accordance with the State of Michigan Freedom of Information Act. The DDA/MAIN STREET Board Treasurer shall provide the DDA/MAIN STREET Board with regular financial reports of activity including revenues received and expenditures. All bank accounts maintained by the Niles DDA/MAIN STREET shall incorporate the words Niles Downtown Development Authority/Main Street in the title of such accounts. The Director shall notify City Council of the creation of any new accounts.

ARTICLE 8: FISCAL YEAR

The fiscal year of the DDA/MAIN STREET Board shall begin on the first day of October and end on the last day of September the following year.

ARTICLE 9: AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted if written notice is given of intention to adopt new By-Laws at a meeting of the DDA/MAIN STREET Board. The full nature of the By-Law changes shall be included in the notice. Adoption of By-Law changes shall require affirmative votes by two-thirds of the Members and shall be subject to approval by City Council.

ARTICLE 10: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the DDA/MAIN STREET 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 DDA/MAIN STREET Board may adopt.

Niles Downtown Development Authority / MAIN STREET Program By-Laws

Adopted by Niles Downtown Development Authority/Main Street Board Members on DECEMBER 21, 2011

Members present – Nancy Butler, Chickie Landgraf, Carri Harrington, Lucy McCauslin, Mark Whitfield, Jim Scarpone, Bret Hendrie and Dave Dulemba.

Members absent – Fredda Zeiter, Tom Majerek and Deb Johnson.

Others present – Lisa Croteau, Juan Ganum, Scott Roberts, and Daysha Fritz-Amster. ***Jim Scarpone moved and Bret Hendrie supported a motion to approve the bylaws as presented and send them to the Niles City Council for their approval. Motion carried. (ordinance # 2633).***

Adopted by Niles City Council, on **FEBRUARY 27, 2012.**

Amended by Niles Downtown Development Authority/Main Street Board Members on **APRIL 10, 2013**