

**VILLAGE OF DUNDEE
DOWNTOWN DEVELOPMENT AUTHORITY
BY-LAWS**

ARTICLE I. SCOPE OF THE DOWNTOWN DEVELOPMENT AUTHORITY.

Section 1. The Village of Dundee Downtown Development Authority was created in part to correct and prevent deterioration of its business district; to promote economic growth and revitalization; to encourage historic preservation; to authorize the acquisition and disposal of interests in real and personal property; to authorize the issuance of bonds and the use of tax increment financing in the accomplishment of specific downtown development activities contained in locally-adopted development plans.

ARTICLE II. BOARD OF DIRECTORS

Section 1. The Authority shall be under the supervision and control of a board consisting of the President or Manager of the Village and not less than 8 or more than 12 members as determined by the Council. Members shall be appointed by the President, subject to approval by the Council. Eligibility for membership on the Board and terms of office as provided in Public Act 57.

Not less than a majority of the members shall be persons having an interest in property located in the downtown DDA district or officers, members, trustees, principals, or employees of a legal entity having an interest in property located in the downtown DDA district. Non-profit organizations showing interest in the Historic Downtown District can submit a letter of intent to join the DDA. Not less than 1 of the members shall be a resident of the downtown district, if the downtown district has 100 or more persons residing within it. (If 12 members, 7 members need to have interest in property located in the downtown which would leave 5 residents at large who must reside within the Village limits.

Section 2. The Board annually, at its first regular December meeting, shall appoint one of its members as chairperson, one as vice-chairperson, and one as secretary. The officers so elected shall serve a term of one (1) year or any part thereof as may be determined, and until his/her successor is designated. No term of office created under this section shall extend beyond the term of the member's designated term.

Section 3. Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

Section 4. The Board may employ a director who shall not be a member of the board. The director shall serve at the will of the Board for the term of his/her contracts.

Section 5. The Board may utilize lay-members on subcommittees, or projects from time to time. A lay-member shall be a person who desired to support the Downtown Development Authority and its endeavors. Lay-members hold no responsibility and are only bound to the duties they commit themselves to in a subcommittee or project.

- a. A Board member may request a person be placed on the lay-membership list, or any person may request to be placed on the list.

ARTICLE III. MEETINGS

Section 1. The regular meetings of the Board will be held on the 3rd Monday of each month at 6:00 P.M. at the Dundee Village Hall or alternative location designated by the chairperson. Notice of all meetings shall be published in accordance with the Open Meetings Act 1976, Public Act 267, as amended. Any additional meetings will be posted or published in accordance with the Open Meetings Act 1976, Public Act 267, as amended.

Section 2. Special meetings shall be held whenever called by direction of the chairperson, President of the Village of Dundee or any three (3) members of the Board on eighteen (18) hours written notice of the time and place of meeting. Notice of all special meetings shall be published in accordance with the Open Meetings Act 1976, Public Act 267, as amended.

Section 3. A majority of the Board, appointed and serving shall constitute a quorum, and the affirmative vote of a majority, of those present, shall be necessary for the transaction of any and all business or the passage of any resolution.

Section 4. Any member(s) finding a conflict of interest with one or more agenda items shall declare the same and excuse himself/herself, and refrain from discussing and voting on said item(s). Any abstention shall be noted in the minutes of the meeting.

Section 5. At meetings of the Board, business shall be conducted in accordance with the Open Meeting Act 1976, Public Act 267, as amended.

ARTICLE IV. DUTIES

Section 1. The chairperson shall preside at meetings of the Board. The vice-chairperson shall perform the duties of the chairperson in the chairperson's absence and such other duties as shall from time to time be assigned to him/her by the chairperson.

Section 2. In the event the Authority employs a director, the director shall be the chief executive officer of the Authority. Subject to approval of the Board, the director shall attend the meetings of the Board, and shall render to the Board and to the governing body of the municipality a regular report covering the activities and financial condition of the Authority. If the director is absent, the Board may designate a qualified person as acting director to perform the duties of the office. Before entering upon the duties of hi/her office, the acting director shall take and subscribe to the oath, and furnish bond as required of the director of law. The director shall furnish the Board with information or reports governing the operation of the Authority as the Board requires.

Section 3. The secretary shall maintain custody of the official seal and of records, books, documents, or other papers not required to be maintained by the treasurer. The secretary shall attend meetings of the Board and keep a record of its proceedings, and shall perform such other duties delegated by the chairperson.

Section 4. The Village Treasurer shall function as treasurer of the Authority. The Treasurer shall not be a member of the Board of Directors. The treasurer shall keep the financial records of the Authority and all vouchers shall be approved by the Board. The treasurer shall be exempt from all duties which do not pertain to the financial records. The treasurer shall cause an annual audit of the financial books of the Downtown Authority, therein presented to the Board.

Section 5. All checks shall be signed by the Village President and Village Clerk after approval by the Board, payments and checks will be issued based on the policy set forth by the Village of Dundee.

Section 6. The Board shall have the power to engage and employ such manual, clerical, technical, financial, and professional assistance as in its judgement may be necessary and is incidental to carry out the purposes of the authority.

ARTICLE V. ATTENDANCE

Section 1. The Downtown Development Authority schedules twelve (12) general meetings a year, each member shall show their commitment to the Downtown Development Authority through attendance. Notifying an officer of the Board prior to the meeting shall constitute an excused absence.

Section 2. The secretary shall notify the chairperson of a member's second unexcused absence of 3rd total absence during the year in which it occurs.

- a. The chairperson shall forward a letter to the member addressing the member's absence and attendance record.

Section 3. The chairperson shall submit a letter to the Village Council and each board member, requesting the removal of a member after three (3) unexcused absences or four (4) total absences annually.

ARTICLE VI. STRUCTURE OF BY-LAWS

Section 1. The Board shall have power to make, alter or amend the By-Laws in whole or in part by majority vote.

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