

## **By-laws for the Village of Blissfield DDA/Main Street Board Blissfield, Michigan**

Adopted by the Village of Blissfield DDA/Main Street Board of Directors May 11, 2011

Adopted by the Village of Blissfield Council May 23, 2011

Amended by the Village of Blissfield DDA/Main Street Board of Directors August 14, 2013

Amended by the Village of Blissfield Council August 26, 2013

### **Article I: Authority**

#### **Section 1: Authority**

By resolution of the Downtown Development Authority (DDA) and Village of Blissfield Council (Village Council), the DDA Board shall also serve as the Blissfield Main Street Board of Directors. As such these By-laws are adopted for the Village of Blissfield DDA/Main Street Board (Board) in accordance with Ordinance 211.000 (9/28/92) creating the DDA, as authorized by Michigan Public Act 197 (1975, as amended). As approved by the Board and Village Council, the Board shall henceforth exist under this authority with all of its rights, responsibilities and limitations.

#### **Section 2: Name and Boundaries (Program Area)**

The name of this enterprise shall be the Village of Blissfield DDA/Main Street Program, otherwise referred to in these By-laws as “the Program”. The Program shall operate within the geographic area indicated in the attached maps (Attachment 1 & 2). The Program, subject to the approval of the Village Council, may change this area from time to time, provided that any change to the Program area fully complies with existing local and state statutes.

#### **Section 3: Business Office**

The Board shall determine the location of the business office of the Program. The location of that office must be within the designated Program area.

#### **Section 4: Assets**

The Program is a non-profit subsidiary of the DDA and will remain so for the entirety of its existence. All revenues and expenditures are included in the budget of the DDA. Should the Program dissolve, all assets of the Program shall revert to the DDA to further their mission of economic development in downtown Blissfield.

### **Article II: Mission and Development of Work Plan**

#### **Section 1: Mission**

The Mission of the Program will be achieved through the Board’s commitment to the National Main Street four-point approach to economic development that centers upon the Design, Economic Restructuring, Promotion, and Organization of our downtown. There is established a standing committee for each above point.

## **Section 2: Development of Work Plans**

The Program will follow the National Main Street work plan model.

## **Article III: Board of Directors**

### **Section 1: Responsibilities**

The overall responsibility for the direction and administration of the Program lies with the Board. Each member of the Board will actively participate in one of the standing committees. No Board member will be expected to assume more than two committee assignments.

### **Section 2: Number, Terms of Office and Qualifications**

The Board shall consist of 11 voting members, including the Village President as a representative of the Village of Blissfield Council. Voting Members shall be appointed for a term of four years. Not less than half of the members shall be persons having an interest in property located in the DDA boundaries.

### **Section 3: Selection of Board Members**

Members of the Board shall be appointed by the Village Council with a recommendation from the Board.

### **Section 4: Attendance, Vacancies, and Removal of Directors**

Directors are expected to attend all regularly scheduled meetings of the Board, all special meetings, and meetings of any committee on which they serve. If a director has three (3) or more unexcused absences at any of the above mentioned meetings in the course of one year, the Director shall be reported to the Village Council for removal from the Board. Extenuating circumstances will be considered.

### **Section 5: Disclosure of Interest, Board Director Contract, and Purchasing Policy**

The Board has adopted policies regarding all three issues. They are attached.

### **Section 6: Annual (Organizational) Meeting and Fiscal Year**

An annual meeting of the Board shall be held each July for the purpose of installing new members, electing Board Officers, assessing the prior year's achievements, setting goals for the ensuing year, and for the transaction of such other business as may be placed on the agenda for the meeting.

While this organizational meeting shall be held in July to coincide with the expiration of Directors Terms, the fiscal year of the Program shall coincide with that of the Village of Blissfield, October 1 to September 30.

## **Section 7: Board Meetings**

Regular meetings of the Board shall be held monthly at a time and place the Board shall determine. The Board Chairperson or four or more Directors may request a special meeting of the Board. The person(s) calling said special meeting shall designate its time and place, although any meeting so called shall be within the corporate limits of the Village of Blissfield. Regular meetings of the Board may be canceled by the Board Chairperson for good cause, such as the lack of pending business.

## **Section 8: Notice of Meetings, Quorum, Majority Rule, Public Meetings and Minutes**

Public Notice of meetings of the Board and all its Committees shall be posted prior to any meeting in accordance with the Open Meetings Act, Public Act 267 of 1976 as amended.

A Majority of the voting members of the Board then in office shall constitute a quorum for the conduct of business. Except as provided in these By-laws, a simple majority of those voting shall affirm Board action. In the event that one or more Directors are disqualified from voting under the provisions of the Conflict of Interest Policy, the remaining members shall constitute a quorum for that issue alone, and majority of the quorum shall then be required to affirm Board action.

All meetings of the Board shall be open to the public and provide for public comment on any item before the Board.

Minutes of all Board meetings shall be kept and made available to all Directors prior to the next regular meeting.

## **Section 9: Compensation and Expenses of Directors**

Directors shall serve without compensation but may be reimbursed for reasonable expenses incurred in the course of their service to the Program as approved by the Board.

## **Article IV: Officers**

### **Section 1: Officers**

The officers of the Board shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer. The Village Treasurer shall be the Chief Financial Officer of the Program.

### **Section 2: Election, Term of Office, Duties**

Officers of the Board shall be elected annually (see Article III, Section 6). It is anticipated that an officer will hold his/her position for no more than two consecutive one-year terms and may be reappointed after one year, however the Board may waive this requirement if necessary. To qualify as a candidate for an office, one must be a current Director in good standing.

The Chairperson shall preside at all meetings of the Board and shall discharge the duties of Presiding Officer.

The Vice Chairperson shall discharge the duties of the Chairperson in his/her absence or inability to serve. When so serving, the Vice Chairperson shall have the powers and be subject to the restrictions imposed on the Chairperson. The Vice Chairperson shall perform such other duties as may be assigned by the Chairperson from time to time.

### **Section 3: Officer Matters and Executive Committee**

The Chairperson may appoint an Executive Committee to facilitate the business of the Board. An Executive Committee may be formed either in an Ad Hoc or permanent capacity. If formed, the Committee shall be comprised of the Chairperson, Vice Chairperson, Secretary and Treasurer. All recommendations of the Executive Committee shall be reported to the Board and acted on at the next meeting of the Board. All meetings are subject to the provisions of Public Act 267 of 1976.

The Executive Committee shall serve as the personnel committee and first address any employment issue that arises. They are to then make a recommendation to the Board.

### **Article V: Employment of Personnel**

The Board may employ an Executive Director (also known as the Main Street Program Manager). The Executive Director shall report directly to the Board and shall supervise any other staff members. Compensation levels and performance appraisals of the Executive Director and other staff, if any, shall be determined by the Board and reviewed at least annually.

The Executive Director shall be responsible for the day-to-day operations of the Program and is expected to attend all regular and special Board meetings, and all committee meetings, and shall provide a weekly report to the board on the status of the Program. Also, the Executive Director is to report to the Village Council monthly.

### **Article VI: Committees**

#### **Section 1: Standing Committees**

The Program shall have four standing committees. Each standing committee will have as Chairperson, preferably, a member of the Board, who shall be responsible for direction and coordination of the business of the Committee. The terms of the committee members shall be indefinite terms, unless they resign or are removed by a vote of the Board. It is encouraged that each committee member is involved with a work plan of their respective committee.

## **Section 2: Additional Committees**

The Board may appoint one or more committees in addition to the standing committees. However, the designation of such committees and the delegation of authority thereto shall not relieve the Board of any responsibility imposed by law.

## **Section 3: Responsibilities of Committees**

All committees shall determine and schedule their meeting times, dates, and locations. Each Committee will notify the Executive Director and Board of its meetings and will keep written reports of its proceedings and forward those reports to the Executive Director and Board.

Committees are encouraged to consult with outside sources for an exchange of ideas that might be presented to the Board for action.

Committees are not authorized to enter into contracts or purchase agreements without the specific consent of the Board.

Persons under 21 years of age will have no voting privileges in the organization, management, or planning of any functions involved the sale or service of alcoholic beverages.

## **Section 4: Planning a Budget**

Each committee will abide by the following schedule to help it prepare a budget for the next year.

March – Committees will begin the budget season by brainstorming projects for the next year.

April – Committees will meet to assign project managers to each project that was brainstormed during the month of March.

May – Project managers will present draft work plans their respective committees. The committees will then discuss and make recommendations to each work plan.

June – Committees and project managers will finalize each work plan by deciding the budget in which they are able to execute the work plan.

July – Work plans and committee budgets are presented to the Board for approval. The board will then consider and approve a final budget at this meeting.

## **Article VII: Contracts, Checks and Gifts**

### **Section 1: Contracts**

The Board of Directors may authorize the Chairperson or Executive Director to enter into any Contract or execute any instrument in the name of the authority, within the perimeters of the purchasing policy adopted by the Board.

### **Section 2: Payment of Debt**

All orders for the payment of money, notes or other evidence of indebtedness shall be approved by the Board and forwarded to the Village Treasurer for the issuance of payment.

### **Section 3: Receipt of Gifts**

The Board may accept any contribution, gift or bequest for either a general or specific purpose of the Program. The Executive Director or Board shall inform the Village Treasurer of the receipt of any gift. The identity of the donor need not be disclosed if he/she wishes to remain anonymous.

## **Article VIII: Amendment of these By-laws**

The Board may alter, amend or repeal these by-laws or adopt new by-laws, subject to the approval of the Village Council, by a majority vote of all Directors eligible to vote when acting at any regular/special meeting, provided that no such action conflicts in any way with applicable statutes concerning the formation and operation of this authority.