

# **DOWNTOWN DEVELOPMENT AUTHORITY OF THE CITY OF BERKLEY**

Approved with Amendments July 18, 2022.

## **BYLAWS**

### **ARTICLE I PURPOSE**

#### **SECTION 1 – STATEMENT OF PURPOSE AND MISSION**

A. The Berkley Downtown Development Authority (the “Authority”) is a community-driven organization striving to enhance the shopping experience, economic vitality and physical appearance of Coolidge Highway and Twelve-Mile Road — Berkley’s traditional commercial Districts.

We strive to achieve our mission by being creative, focused, transparent, forward-thinking and engaged with our downtown stakeholders and community.

Also, the purposes of the Authority are to implement Part 2 of Public Act 57 of 2018, as amended, (the “Act”), and include, but are not limited to the correction or prevention of the deterioration in the downtown district the encouragement of historic preservation, the creation and implementation of development plans in the downtown district, and the promotion of economic growth therein.

B. The Authority Board of Directors shall have the powers set forth in Part 2 of Public Act 57 of 2018 and as supplemented or limited by Chapter 42 of the Berkley City Code.

C. The goals and strategic plan of the Authority are as follows:

#### 1. Goals

- Improve communication and processes between City and businesses;
- Increase awareness of Downtown Berkley;
- Create a business base that will support and complement one another;
- Increase foot traffic and business sales in Downtown Berkley;
- Improve the physical and visual appearance of Downtown Berkley;
- Improve the efficiency and effectiveness of the operating board, staff and volunteers;
- To nurture community pride in and support of Downtown Berkley;
- To promote Downtown Berkley through marketing, public relations and communications strategies;
- To establish a coordinated effort among various organizations and agencies to support the revitalization of Downtown Berkley;
- To promote economic growth and increase property values in Downtown Berkley and to eliminate the causes of deterioration;
- To enhance the image of Downtown Berkley;
- To expand and diversify the retail mix in Downtown Berkley;

- To encourage future residential development and renovation;
- To maintain and increase private sector investment and expansion;
- To encourage business excellence and quality in merchandise, services, and building appearance;

2. Goals will be achieved by following the Annual Strategic Plan and focusing on projects that include, but are not limited to:

- Providing business resources;
- Branding, Marketing, and Communications;
- Creating a strong volunteer base with a variety of experience and expertise;
- Gathering, organizing, and providing relevant data;
- Creating annual work plans for a committee structure that includes: Business Development, Design, Marketing and Promotions, and Organization.

## ARTICLE II REGISTERED OFFICE

### SECTION 1 – OFFICES

The registered office and principal place of business of the Authority shall be in the City Hall in the City of Berkley or such location as may be designated by the Board of Directors of the Authority.

## ARTICLE III BOARD OF DIRECTORS

### SECTION 1 – GENERAL POWERS

The Authority shall be under the supervision and control of a Board of Directors (the “Board”) consisting of the City Manager and twelve (12) other Directors. The DDA Board shall make a recommendation to the City Manager regarding nominations to the Board. Members must be approved by the City Council, all in accordance with the Act.

### SECTION 2 – NUMBER, TENURE, AND QUALIFICATIONS

The Directors shall be appointed for a term of four years in accordance with the City Code. In its recommendation to the City Manager, the Board shall seek to have confirmed four Directors that have an interest in property and represent business/property owners on Coolidge Highway, four Directors that have an interest in property and represent businesses/property owners on 12 Mile Road/Robina Avenue, four Directors from the community at large, and one Director shall be the Berkley City Manager, or the City Manager’s designee permitted by the Act. At least two of the community at large members shall be Berkley residents and at least two shall not have an interest in property in the downtown district. The Board will give priority to and strive to have one of the at-large members be a representative from the Berkley School District

The Board may seat three non-voting delegates to the Berkley DDA Board who shall be: two Berkley High School students (one male and one female) appointed annually by Berkley High School Staff members; a City Council Liaison appointed annually by the Mayor of Berkley.

Directors shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

### SECTION 3 – SELECTION OF BOARD MEMBERS

The Board shall work with the City Manager to find qualified applicants to appoint as voting Directors of the Board, subject to approval by the City Council. The City Manager shall submit all known applications to the Board at least two weeks prior to Board approval in June of each year. No applicant can be appointed to the Board without review by the Board. Subsequent voting Board Directors shall be appointed in the same manner as the original appointments at the expiration of each Director's term of office.

The Board shall consult with the City Manager to find qualified applicants to appoint as voting Directors of the Board. The Board shall recommend to the City Manager the best candidates for positions on the Board based on the DDA's recruitment process that considers the needs of the Board, needs of the DDA and the DDA review of applicants. A person appointed by the City Manager, and approved by City Council, shall be a voting Director on the Board upon taking the constitutional oath of office.

### SECTION 4 – EXPIRATION OF TERM; CONTINUATION IN OFFICES; REAPPOINTMENT; FILLING; VACANCIES; RESIGNATIONS

Directors whose term of office has expired shall continue to hold office until his or her successor has been appointed. If a vacancy is created by the death, resignation, or removal of a Director, a successor shall be recommended by the Board and appointed by the City Manager for the unexpired term, subject to approval of the City Council. Delivery of resignations can be done in writing either hard copy or electronically and shall be effective upon delivery to the City Manager, City Clerk, and the Board Chair. No further action by the governing body is needed.

### SECTION 5 – REMOVAL

Pursuant to notice and after an opportunity to be heard, a Director may be removed from office for neglect of duty, excessive absence, misconduct, malfeasance, or any other good cause as determined by the City Council.

### SECTION 6 – CONFLICTS OF INTEREST

A Director who has a direct or indirect financial interest in any matter before the Authority shall disclose the interest prior to the Authority taking any action with respect to the matter. Said disclosure shall become a part of the record of the Authority's official proceedings. Further, any Director making such disclosure shall not be permitted to participate in the Authority's deliberation or decision relative to such matter.

#### SECTION 7 – STRATEGIC PLANNING SESSION

A meeting, in the form of a Strategic Planning Session, of the Board shall be held once every two years for the purpose of strategic planning and assessment of goals and accomplishments.

#### SECTION 8 – REGULAR MEETINGS

Regular meetings of the Board shall be held at such time and place, as the Board shall from time to time determine. Regular meetings shall be held, at a minimum, once per month, unless the Board determines otherwise. Any item of interest that the Board will take possible action on, or impacts the budget, should be submitted at least four business days in advance of the Board meeting.

#### SECTION 9 – SPECIAL MEETINGS

Special meetings of the Board may be called by or at the request of the City Council, the Board Chairperson or any two Directors. The person or person authorized to call special meetings of the Board may fix any place within the City of Berkley as the place for holding any special meeting of the Board called by them.

#### SECTION 10 – OPEN MEETINGS ACT

Except as otherwise provided by law, all meetings shall be preceded by public notice and conducted in accordance with Public Act 267 of the Public Acts of 1976, as amended.

#### SECTION 11 – QUORUM AND VOTING

A majority of the Directors of the Board then in office shall constitute a quorum for the transaction of business. In the event that effective membership is reduced because of conflict of interest (Article III, Section 6), a majority of the remaining Directors of the Board eligible to vote shall constitute a quorum for the transaction of business.

The vote of the majority members present at a meeting at which a quorum is present shall constitute the action of the Board unless the vote of the larger number is required by statute or elsewhere in these rules.

#### SECTION 12 – MINUTES OF ALL MEETINGS

The draft minutes of any meeting of the Board will be emailed to all Directors of the Board for their review prior to the next regularly scheduled meeting. Minutes of closed meetings shall be maintained in conformity with and shall be subject to the provisions of the Open Meetings Act, act 267 of the Public Acts of 1976, as amended.

## SECTION 1 – OFFICERS

The Board shall elect from its Directors the following officers: a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer.

## SECTION 2 – ELECTION AND TERM OF OFFICE

Officers of the Board shall be elected annually by the Board at a regular meeting of the Board. If the election of officers shall not be held at the first meeting of the Fiscal year, such election shall be held within 60 days of such meeting. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. The same person in the same office may serve a maximum of two consecutive terms. A term of office is two years. No Director shall hold more than one office at a time. An officer must be a current Board Director.

## SECTION 3 – REMOVAL

An officer may be removed by a two-thirds (2/3) vote of the Board whenever in its judgment the best interest of the Authority would be served.

## SECTION 4 – VACANCIES

A vacancy in any office shall be filled for its unexpired term by a majority vote of the Directors of the Board.

## SECTION 5 – AUTHORIZATION

The Board may authorize the DDA Executive Director and/or City Manager to enter into any contract or execute and deliver any instrument in the name and on behalf of the Authority. Such authority may be general or confined to specific instances. Unless so authorized no officer, agent, employee, or member shall have any power or authority to bind the Authority by any contract or engagement or to pledge its credit or render it liable pecuniarily for any purpose or in any amount.

## SECTION 6 – CHAIRPERSON

The Chairperson shall preside at all meetings of the Board and shall discharge the duties of a presiding officer. To qualify as a candidate for Chairperson in an election, the Board member must have served at least one full year on Board prior to such appointment.

## SECTION 7 – VICE CHAIRPERSON

In the absence of the Chairperson or in the event of his / her inability or refusal to act, 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 8: – TREASURER

The Treasurer shall review and present to the Board for approval all DDA fund and expense reports created by the Executive Director or Finance Director of the City of Berkley. In the absence of the Executive Director, the Finance Director for the City of Berkley and the Board Treasurer will be responsible for tracking all funds, expenses, revenues and keeping the financial records of the Authority and shall sign off on all invoices for the expenditure of funds of the Authority, which have been approved by the Board. The Treasurer shall perform such other duties as may be delegated by the Board and shall furnish bond in an amount as prescribed by the Board.

#### SECTION 9 – SECRETARY

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 Board. By majority vote the Board can assign the responsibilities of the Secretary to another officer position if they determine that it is in their best interests to do so.

#### SECTION 10 – EXECUTIVE COMMITTEE MEMBERS

The Executive Committee shall be an advisory committee made up of the Chairperson, Vice-Chairperson, Secretary, Treasurer and Executive Director.

#### SECTION 11 – EXECUTIVE COMMITTEE RESPONSIBILITIES

The Executive Committee shall meet as necessary to discuss items to be brought before the full Board at their regularly scheduled monthly meetings for approval. The Executive Committee may discuss economic, operational and management needs for the district.

### ARTICLE V SUBMISSION OF BUDGET

#### SECTION 1 – BUDGET

On or before March 31 of each year, the Authority shall prepare a budget and submit it to the City Finance Director and the City Manager for transmittal to the City Council.

### ARTICLE VI EMPLOYMENT OF PERSONNEL

The Board may employ City personnel or hire independent contractors as deemed necessary by the Berkley DDA Board of Directors. Such City personnel or independent contractors may include, but not be limited to an Executive Director, recording secretary, legal counsel, and others as necessary to achieve the goals and objectives of the DDA.

#### SECTION 1 – THE EXECUTIVE DIRECTOR ROLE

The Executive Director shall report directly to the Board. The Executive Director shall supervise all other staff, contractors, and consultants of the DDA. The Executive Director shall have the authority to spend DDA funds within the approved budget line items up to \$5,000 and up to \$7,500 for budgeted items that are approved in advance by the Board of Directors.

#### SECTION 2—INDEPENDENT CONTRACTOR CONTRACT & HIRING

The Executive Director may be an employee of the City, or an independent contractor with a written contract signed and approved by a majority of the Board.

### ARTICLE VII: ADVISORY STANDING COMMITTEES

#### SECTION 1 – ADVISORY STANDING COMMITTEES

Standing committees of the Board shall be the Art & Design Committee, Business Development Committee, Downtown Events Committee, Marketing Strategies Committee, and the Organization Committee. These committees shall meet monthly and may be restructured or eliminated by the Board at any time. Additional committees may be formed if necessary to accomplish goals and objectives as outlined in the Strategic Plan.

#### SECTION 2 – ADVISORY STANDING COMMITTEE STRUCTURE

No more than four Berkley DDA Board members shall serve on a single committee, or such lesser amount to avoid having a majority of the Board on a committee. Each Director of the DDA is required to participate in at least one of the standing committees. The Executive Director shall act as a consultant to each committee without needing to be in attendance at all meetings. The committees may include outside consultants, residents of the City, business people and other stakeholder participants relative to the DDA district.

### ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

## SECTION 1 – CONTRACTS

Subject to limitations set forth in these Bylaws the Board may authorize the Executive Director or the City Manager to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the Authority, and such authorization may be general or confined to specific instances. The Executive Director shall enter into contracts without further consideration by the DDA Board of Directors for those items that are included in and up to an approved budget.

## SECTION 2 – CHECKS, DRAFTS, ETC.

All orders for the payment of money, notes or other evidences of indebtedness shall be signed by the Executive Director and forwarded on to the Finance Department of the City for the issuance of payment. If for any reason the DDA establishes a bank account outside of the City of Berkley's bank account, then all checks, drafts, and orders for payment of money, notes or other evidences of indebtedness shall be co-signed by two persons of the Executive Committee.

## SECTION 3 – GIFTS

The Board may accept on behalf of the DDA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the DDA. The Executive Director shall inform the City of the receipt of such gifts. The identity of the donor need not be reported should the donor wish to remain anonymous.

## SECTION 4 – BUDGET

The committees of the DDA shall submit proposed objectives and goals to the Board each December for the development of an annual budget for the next fiscal year. The Board shall determine goals and objectives annually in January and February to develop and approve a budget for the fiscal year beginning the first day of July. The Board shall submit an annual budget to the City of Berkley Finance Department by the end of March for inclusion in the annual budget presentation to City Council.

## ARTICLE IX: FISCAL YEAR

The fiscal year of the DDA shall begin on the first day of July and end the last day of June each year.

## ARTICLE X: AMENDMENTS

## SECTION 1: APPROVAL

These Bylaws are subject to the approval of the City Council.



SECTION 2: ALTERATIONS, AMENDMENTS, REPEAL

These Bylaws may be altered, amended, or repealed only by the affirmative vote of the two-thirds (2/3) of the Board, subject to notice and quorum requirements as set forth in these Bylaws, provided, however, that any such alteration, amendment, or repeal shall require the approval of the City Council and shall be consistent with the provision and requirements of the Act.

ARTICLE XI:  
POLITICAL CAMPAIGN ACTIVITY

The DDA shall not expend funds of the DDA or otherwise contribute to the advocacy of any political candidate or ballot question.

ARTICLE XII:  
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

Date: JUNE 8, 2022

Approved by:  
BOARD OF DIRECTORS OF THE BERKLEY  
DOWNTOWN DEVELOPMENT AUTHORITY

Date: JULY 18, 2022

Approved by:  
THE CITY COUNCIL OF THE CITY OF BERKLEY