

VILLAGE OF LAKE ORION
DOWNTOWN DEVELOPMENT AUTHORITY
BOARD OF DIRECTORS
BYLAWS

The main function or purpose of the following Bylaws is to establish the rules of operation for the Village of Lake Orion Downtown Development Authority (DDA). In addition to establishing procedure, the Bylaws also describe the organizational framework of the DDA, and in general terms, define the duties and responsibilities of the Board of Directors.

Village of Lake Orion
Lake Orion, Michigan 48362

(Adopted by DDA Board Sept. 10, 1985)
(Approved by Village Council Sept. 23, 1985)
(Amended by DDA Board Feb. 8, 2000, Article V, Sec. 1) (Amendment approved by Village Council Feb. 14, 2000) (Amended by DDA Board Nov. 8, 2005)
(Amendment approved by Village Council Nov. 14, 2005) (Adopted by DDA Board May 13, 2008)
(Amendment approved by Village Council May 27, 2008)
(Amended by DDA Board June 14, 2016) – Article VI, Section 1)
(Amendment approved by Village Council August 8, 2016)
(Amendment approved by Village Council, September 14, 2020)

ARTICLE I: AUTHORITY

The rules and procedures of the DDA are subordinate and subject to Public Act 57 of the Compiled Laws of Michigan of 2018, as amended, and Ordinance No. 36.01, as amended, of the Village of Lake Orion.

ARTICLE II: TITLE

The title of the legal entity shall be "Village of Lake Orion Downtown Development Authority or "DDA". The title of the governing body shall be "The Village of Lake Orion Downtown Development Authority Board of Directors", or "Board of Directors"

ARTICLE III: MEMBERS

Section 1

The Board of Directors shall be composed of the following nine (9) members: The Village President and eight (8) persons who shall be appointed by the Village President, such appointment to be subject to approval by a majority vote of the members-elect of the Village Council.

Section 2

The terms of office of the members of the Board of Directors shall begin on the first day of November nearest the date of their appointment. The term of office of each member of the Board of Directors shall be four (4) years. All members shall hold office until their successors are appointed. Vacancies occurring otherwise than through the expiration of the term shall be filled for the unexpired term by the Village President, subject to approval by a majority of the Village Council.
(Amended DDA 11-08-05, V.C. 11-14-05)

Section 3

Members of the Board of Directors may, after a public hearing, be removed from office
in accordance with the provisions of the statute under which these Bylaws are adopted.

Section 4

Before casting a vote on a matter on which a member may reasonably be considered to have a conflict of interest, the member shall disclose the potential conflict of interest to the board. The Board of Directors may vote to have the member abstain from voting. Failure of a member to disclose a potential conflict of interest as required by this subsection constitutes malfeasance in office

Section 5

The DDA Board Chair may recommend replacement for any board member with more than three absences with a 12-month period.

Section 6

Board Members shall participate and be an active member on at least one DDA committee. Appointment to the committee to be reviewed annually.

ARTICLE IV: OFFICERS

Section 1

The officers of the Board of Directors shall be:

A Chairman, who shall preside at all meetings and shall have such other duties as further prescribed in the Bylaws, and shall have authority to preside at all Adjourned Meetings, Public Hearings, and call and preside at all Special Meetings.

A Vice-Chairman, who shall, in the absence of the Chairman or his inability to act shall have the power to function in the same capacity as the Chairman.

A Secretary, who shall have authority to execute documents in the name of the Board of Directors and shall perform such other duties as the Board of Directors may determine.

A Treasurer, who shall assist the director in establishing the annual budget, oversee financial reporting and coordinate with the contractor for financial services, (who need not be a member of the Board of Directors) who shall disburse the funds of the Downtown Development Authority as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors, at the regular meetings of the Board of Directors, or whenever they may require, an account of all his/her transactions as Treasurer and of the financial condition of the DDA. The Treasurer shall give the DDA a bond if required by the Board of Directors in a sum, and with one or more sureties satisfactory to the Board of Directors, for the faithful performance of the duties of the office, and for the restoration to the DDA in case of his/her death, resignation, retirement, or removal from office of all books, papers, vouchers, money, and other property of whatever kind in his/her possession or under his/her control belonging to the DDA.

Section 2

The officers of the Board of Directors shall be elected each year for a one-year term by the Board of Directors at their first regular meeting in November, and shall hold office until their successors are elected and assume office. (Amended DDA 11-08-05, V.C. 11-1405)

Section 3

Delegation of Duties of Officers. In the absence of any officer of the DDA, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate as it may deem appropriate, the powers or duties any other officer, to any director, provided a majority vote of the Board of Directors.

Section 4

Director. The Board of Directors may employ and establish the compensation of a "Director" subject to the approval of the Village Council of the Village of Lake Orion. The Director shall serve at the pleasure of the Board of Directors. A member of the Board of Directors is not eligible to hold the position of Director. Before entering upon the duties of office, the Director shall take and subscribe to the constitutional oath, and furnish bond, by posting a bond in the penal sum determined by the ordinance establishing the DDA, payable to the DDA, for the use and benefit of the DDA, approved by the Board of Directors and filed with the Village Clerk. The premium on the bond shall be deemed an operating expense of the DDA, payable from funds available to the DDA for expense of operation. The Director shall be the Chief Executive Officer of the DDA. Subject to the approval of the Board of Directors, the Director shall supervise, and be responsible for, the preparation of plans and the performance of the functions of the DDA in the manner authorized by Act 57 of the Public Acts of 2018. The Director shall attend the meetings of the Board of Directors, and shall render to the Board of Directors and to the Village Council a regular report covering the activities and financial condition of the DDA. If the Director is absent or disabled, the Board of Directors may designate a qualified person as Acting Director to perform the duties of the office. Before entering upon the duties of office, the Acting Director shall take and subscribe to the oath, and furnish a bond as required of the Director. The Director shall furnish the Board of Directors with information or reports governing the operation of the DDA as the Board of Directors require.

Section 5 (Amended 5/15/20)

Contracted Financial Services. The Treasurer's Office for the Village of Lake Orion provides General Accounting services to the DDA including the Annual Audit, Annual Budget assistance and budget amendments, Fixed assets accounting, reconciliation of bank statements and maintenance of the Village and DDA General Ledger and Financial Statements. In addition the Treasurer's Office assistance includes Payroll Administration, Accounts Payable Services, and Treasury Services, including, but not limited to, deposit and investment of funds, banking services, and tax and special assessment collections. Benefits processing, Sales Tax reporting and transferring of fund to the State of Michigan for DDA merchandise sales, and Property Tax collection are also handled by the Treasurer's Office.

Section 6 (Amended 5/15/20)

Contracted Clerk Public Record Services. The Lake Orion Village Clerk is responsible for assisting the DDA with the agenda and packet, as needed. The Village Clerk services as the Chief Administrator for the Village's legislative software, which is used by the DDA Board for agenda, packet and minutes. In addition, the Clerk serves as the recording secretary for the DDA meetings and maintains all the official meeting minute records. Record Management services are provided by the Clerk and includes, but is not limited to, maintenance of records related to all major projects, contractor insurance records, all personnel records, DDA equipment records and real property records. Maintenance of the Boards membership appointments, including placement on the Village Council Agenda for Council President appointment of members is handled by the Village Clerk. In addition, the Clerk is responsible for administering all Oaths of Office to DDA Board members. The Clerk is responsible for maintaining all insurance records, including claims and the annual renewal.

ARTICLE V: MEETINGS

Section 1

The Board of Directors shall hold one (1) Regular Meeting each month unless there is no business on the Agenda; in such case there shall be no meeting. (Amended DDA 2-8-00, V.C. 2-14-00)

Any Regular Meeting may be adjourned to a definite date, by a majority vote of a quorum of the members. Adjourned or Special Meetings may be held at any time or place established by the Board of Directors. Special Meetings may be held as necessary, subject to the call of the Chairman or Acting Chairman or upon the request of a majority of the Board of Directors. (Amended DDA 05-13-08, V.C. 05-27-08)

Section 2

All Meetings of the Board of Directors shall be held in accordance with the provisions of PA 230 of 1976, the Open Meetings Act. Parliamentary procedure at Board of Directors meetings shall be governed by Robert's Rules of Order. The Chairman shall be the Parliamentarian.

ARTICLE VI: THE ORDER OF BUSINESS

Section I (Amended by DDA Board 6/14/2016; VC 08/08/16, Amended 5/15/20)

The order of business for a Regular Meeting shall be, at a minimum:

1. Call to Order.
2. Roll Call and Determination of Quorum.

3. Approval of Minutes
4. Presentations
5. Call to the Public.
6. Approval of Agenda
7. Financial Matters
8. Reports, Resolutions, and Recommendations
9. Call to the Public
10. Board Comments
11. Adjournment

Section 2

The Chairman shall have the discretion to change the order of business whenever he deems it advisable to do so either before or during the progress of the meeting.

Section 3 (Amended DDA 11-08-05, V.C. 11-14-05)

The order of business for the Annual Meeting, to be the Board of Directors' first Regular

Meeting in November, shall be:

Call to order by Chairman or Vice-Chairman

1. Roll call
2. Determination of a quorum
3. Election of new officers
4. Taking of chair by new Chairman
5. Regular order of business

ARTICLE VII: QUORUM

For the transaction of ordinary business at any Regular Meeting, Adjourned Meeting, or Special Meeting, five (5) members shall constitute a quorum. An affirmative vote of at least five (5) members of the Board of Directors shall be necessary in order to make a decision.

In the absence of a quorum, the Village Manager can serve as an alternate member with property interest. (Approved by VLO March 26, 2018)

ARTICLE VIII: MINUTES

Section 1

The Board of Directors shall keep a set of Minutes of all Regular and Adjourned Meetings and at Special Meetings where official business was transacted. These Minutes shall become a public record and shall be filed with the Village Clerk.

Section 2

The Secretary or the Chairman shall sign all Minutes, after approval by the Board of Directors members, at the following meeting.

ARTICLE IX: COMMITTEES

There may be special committees as the Board of Directors may, from time to time, deem necessary.

ARTICLE X: AMENDMENT OF BYLAWS

These Bylaws may be changed or added to by the affirmative vote of six (6) out of nine (9) members. No change shall be made unless written notice to amend shall be filed with the Secretary at the Regular Meeting preceding the meeting at which the motion to change is to be made. This requirement may be waived by the Board of Directors by a unanimous vote of the full Board or Directors.

ARTICLE XI: CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1 - Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the DDA and such authority may be general or confined to specific instances.

Section 2 - Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the DDA, shall be signed manually or by facsimile signature by such officer or officers, agent or agents of the DDA and in such manner as shall be determined by resolution of the Board of Directors.

Section 3 – Deposits

All funds of the DDA Authority not otherwise employed shall be deposited to the credit of the DDA in such banks, trust companies, or other depositories as the Board of Directors may select

ARTICLE XII: FISCAL YEAR

The fiscal year of the DDA shall correspond at all times to the fiscal year of the Village of Lake Orion.

ARTICLE XIII: CERTIFICATION

The undersigned, being, respectively, the duly appointed Clerk of the Village of Lake Orion, and the duly appointed Chairman of the Lake Orion Downtown Development Authority do hereby certify that the foregoing Bylaws were adopted at a meeting of the DDA Board of Directors on September 10, 1985 and approved by the Village Council at its meeting of September 23, 1985, subsequently amended as follows:

DDA Board of Directors meeting of February 8, 2000 and approved by the Village Council on February 14, 2000.

DDA Board of Directors meeting of November 8, 2005 and approved by the Village Council on November 14, 2005.

DDA Board of Directors meeting of May 13, 2008 and approved by the Village Council on May 27, 2008.

DDA Board of Directors meeting of May 13, 2008 and approved by the Village Council on June 14, 2016.

DDA Board of Directors meeting of September 8, 2020 and approved by the Village Council on September 14, 2020.

Susan C. Galezcka, CMC MiPMC
Village of Lake Orion Clerk

Debbie Burgess
Village of Lake Orion DDA
Chairman of the Board of Directors