

BY-LAWS OF

CLAWSON DOWNTOWN DEVELOPMENT AUTHORITY

ARTICLE I

SECTION 1. NAME: This organization, as established on July 5, 1977, shall be known as the Downtown Development Authority, or "DDA".

SECTION 2. PURPOSE AND MISSION: The mission of the Clawson Downtown Development Authority is to create a vibrant urban downtown district in Clawson by promoting economic growth and preventing or correcting deterioration through the implementation of economic restructuring, design, promotions and organizational plans and structures developed by the Clawson DDA Board of Directors on behalf of the business owners, property owners, residents and volunteers within downtown Clawson. The purpose of the Clawson Downtown Development Authority is to act in accordance with act 197 of the public acts of 1975; as such statute may from time to time be amended, including:

- A. To correct and prevent deterioration in the downtown districts.
- B. To encourage historic preservation.
- C. To authorize the acquisition and disposal of interests in real and personal property.
- D. To seek out and attract new business interests to Clawson.
- E. To authorize the creation and implementation of development plans in the district.
- F. To promote the economic growth of the districts.
- G. To encourage the expansion of commercial enterprises in the downtown district.
- H. To recommend the levy and collection of taxes for the sole intent and purpose of the DDA and its activities.
- I. To recommend the issuance of bonds and other evidences of indebtedness.

Adopted Downtown Development Authority Bylaws September 20, 2007

- J. To recommend the use of Tax Increment Financing and other means of financing available to this body.
- K. Other purposes and goals as detailed in Ordinance No. 473 of Clawson, Michigan, creating and establishing this Downtown Development Authority.

SECTION 3. THE CLAWSON DDA SHALL HAVE THE POWERS TO:

- A. Prepare an analysis of economic changes taking place in the downtown district.
- B. Study and analyze the impact of market conditions and growth upon the downtown district.
- C. Plan and propose the construction, the renovation, repair, remodeling, rehabilitation, restoration, preservation, or reconstruction of a public facility¹, 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 aids in the economic growth of the downtown district.
- D. Develop long-range plans, in cooperation with the Planning Commission which is chiefly responsible for planning in the municipality, designed to halt the deterioration of the property values in the downtown district and to promote the economic growth of the downtown district, and take such steps as may be necessary to persuade property owners to implement the plans to the fullest extent possible.
- E. Implement any plan of development in the downtown district necessary to achieve the purposes of Act 197, in accordance with the powers of the authority, as granted by Act 197.
- F. Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties.
- G. Acquire by purchase or otherwise, on terms and conditions and in a manner the authority deems proper, or own or convey, or otherwise dispose of, or lease as lesser or lessee, land and other

¹ Public facility is confined within the DDA district however; a public facility outside the district boundaries can be subject to DDA funds or expenditures upon a showing that such expenditure will result in a benefit to the urban downtown district.

property, real or personal, or rights or interest therein, which the authority determines is reasonably necessary to achieve the purposes of this act, and to grant or acquire licenses, easements and options with respect thereto to the extent not in conflict with the City of Clawson.

- H. 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 a combination thereof.
- I. 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 payments of revenue bonds issued by the authority.
- J. Lease any building or property under its control, or any part thereof.
- K. Accept grants and donations of property, labor or other things of value from a public or private source.
- L. Acquire and construct public facilities consistent with existing statutes and ordinances.
- M. Prepare its own budget for approval by the city.
- N. Utilize Tax Increment Financing (TIF) or other revenue measures throughout the DDA district or portions thereof as authorized under action 197.

SECTION 4. GOALS:

- A. Improve communication and recommend improved processes between city and businesses/property owners.
- B. Increase public awareness of downtown Clawson
- C. Create a business base² that will support and compliment one another.

² Complimentary “business base (which is retail and service)” are retail/service stores such as a handbag store and a shoe store where a shopper purchasing a pair of shoes may want to purchase a handbag to go with the shoes or a restaurant with a theater – they compliment one another. Support businesses may be a

- D. Increase foot traffic and business sales in downtown Clawson.
- E. Improve the physical and visual appearance of downtown Clawson
- F. Improve the efficiency and effectiveness of the DDA board, staff and volunteers;
- G. To nurture community pride in and support of downtown Clawson.
- H. To promote downtown Clawson through marketing, public relations and communications strategies.
- I. To establish a coordinated effort among various organizations and agencies to support the revitalization of downtown Clawson such as by example only, the Clawson Chamber of Commerce, Oakland County Planning and Economic Development.
- J. To promote economic growth and increase property values in downtown Clawson and to eliminate/prevent the causes of deterioration.
- K. To enhance the image of downtown Clawson.
- L. To expand and diversify the retail mix in downtown Clawson.
- M. To strengthen residential development and renovation within the urban downtown district.
- N. To maintain and increase private sector investment and expansion.
- O. To encourage business excellence and quality in merchandise, service and building appearance.
- P. To create a business district that is unique, diverse, friendly, comfortable, active, urban, cutting edge, accessible, creative and cultural.
- Q. To create and offer incentives to new development and businesses within the downtown.

SECTION 5. PROGRAM APPROACH. The goals will be achieved through long term commitment using the National Trust for Historic Preservation's Main Street Program a 4-point approach including:

A. ORGANIZATION

bank or restaurant that is available to local business employees or can be businesses that provide like product i.e. another shoe store since shoppers are more likely to be drawn to areas where if the first store doesn't have the product they are looking for then the one next door may – the same reasoning that Home Depot stores and Lowe's locate next to each other.

- B. DESIGN
- C. PROMOTION
- D. ECONOMIC RESTRUCTURING

ARTICLE II

SECTION 1. VOTING MEMBERSHIP: The voting membership of the Board of Directors of the DDA shall be prescribed by P.A. 197, of 1975, as amended. There shall be not less than eight (8) and not more than twelve (12) voting members of the DDA Board: seven (7) to eleven (11) appointed members, and the Mayor of the City of Clawson. Members shall annually be appointed as required by the City Council. Terms shall be on staggered four (4) year basis. Members shall serve without compensation, but shall be reimbursed for actual and necessary expenses subject to board adopted financial policies and subject to appropriate financial audit recommendations or guidelines.

SECTION 2. EX-OFFICIO MEMBERS. The Board of Directors of the DDA may invite stakeholder groups and agencies to become ex-officio members to the board. Such stakeholder groups and agencies might include the city administration, Chamber of Commerce, Historical Society etc. The ex-officio members may recommend and qualify a representative of their organization to attend the Clawson DDA Board of Director meetings. The Clawson DDA Board of Directors shall approve ex-officio representative members of the board after considering the recommendations and qualifications of the ex-officio member. All ex-officio membership is for the term of one year.

SECTION 3. COMMITTEES/SUBCOMMITTEES: The Board of Directors may establish committees aligned with the Main Street Program and sub-committees from board members and other interested individuals, to address various issues and items. The Board may empower the sub-committees to act as their representatives and on their behalf subject to ratification or direction of the Board to avoid unlawful and unfettered delegation of legislative power.

Main Street Committees should have no fewer than three committee members and no more than eight committee members shall serve on each committee. No more than four Clawson DDA Board of Director

members shall serve on any one committee. The DDA Executive Director shall act as a consultant to each committee and subcommittee without needing to be in attendance at all meetings. The committees shall include outside consultants, residents of the city and business people of the DDA district appointed by vote of the Clawson DDA Board of Directors. The chairperson is responsible for providing regularly scheduled reports to the DDA board. The DDA board shall approve the work program for each committee prior to their commencement of any work.

One member of each committee shall be appointed chairperson and does not have to be a DDA board member.

SECTION 4. OFFICERS: The officers of the Downtown Development Authority shall be: Chairperson, Vice-Chairperson, Treasurer and Secretary. Officers shall be elected by the DDA Board of Directors. No members shall hold more than one office at a time. An officer must be a current board member.

- A. Chairperson: the Chairperson shall preside at all meetings and shall have such other duties as further prescribed in the By-laws, and shall have authority to preside at all adjourned meeting and call and preside at all special meetings. Additional responsibilities of the Chairperson are identified in the policies manual of the DDA Board.

- B. Vice-chairperson: the Vice-chairperson shall, in the absence of the Chairperson or his/her inability to act, preside at all regular, adjourned, or special meetings, public hearings, and committee meetings of the Board and shall have the power to function in the same capacity as the Chairperson. The Vice-chairperson shall oversee the coordination and communication of the Board committees and sub-committees. Additional responsibilities of the Vice-chairperson are identified in the policies manual of the DDA Board.

- C. SECRETARY: the Secretary shall have authority to execute documents in the name of the Board and shall be responsible for the recording, review and presentation of official minutes of all Clawson DDA meetings. Additional responsibilities of the Secretary are identified in the policies manual of the DDA board.

- D. TREASURER: the Treasurer shall review and present to the Clawson DDA Board of Directors for approval all Clawson DDA fund and expense reports, including the annual budget created by the Executive Director of the Clawson DDA and the Finance Director of the City of Clawson. In the absence of the Executive Director of the Clawson DDA or Finance Director of the City of Clawson, the Treasurer will be responsible for all tracking of all funds, expenses and revenues. Additional responsibilities of the Treasurer are identified in the policies manual of the DDA Board. A bond is required for all individuals that have direct access to DDA funds.

SECTION 5. EXECUTIVE BOARD. The Executive Board shall be made up of the Chairperson, Vice-chairperson, Treasurer, and Secretary with the Executive Director as an ex officio member. The responsibilities of the Executive Board shall be to advise the Executive Director on the finances, personnel and administration of the Clawson DDA.

SECTION 6. ELECTION AND TERM OF OFFICE: The elected officers of the Downtown Development Authority shall be elected at the annual business meeting of the organization and shall hold office for one year. All officers may be re-elected to their positions for no more than four (4) consecutive terms. The term of office shall commence immediately upon the adjournment of the annual business meeting. Officers shall be elected by a simple majority of the voting members present at the annual business meeting.

Board Members whose term of office has expired shall continue to hold office until his successor has been appointed. If a vacancy is created by

the death, resignation, or removal of a member, a successor shall be appointed by the mayor with concurrence of the City Council.

SECTION 7. DISCLOSURE OF INTEREST. A board member who has a direct or indirect interest in any matter before the Clawson DDA Board of Directors whether or not the interest is financial or if its potential from any decision is to provide a benefit to the individual board member shall be disclosed prior to the Clawson DDA Board of Directors taking any action with respect to the matter, which disclosure shall become a part of the record of the Clawson DDA Board of Directors' official proceedings.

ARTICLE III

SECTION 1. MEETINGS: The officers and board members shall meet at least once a month to conduct the business of the Downtown Development Authority. A yearly schedule shall be established and the date, time and place of the meetings shall be posted at the beginning of each year at the city offices. All meetings will be posted and open to the public in compliance with the Open Meetings Act Public Act 267 of the Public Acts of 1976, as amended and Freedom of Information Act.

A. Board Members are expected to attend all meetings of the Board of Directors. The Board of Directors may request that the Council remove and replace any members missing four or more meetings during a calendar year or three consecutive meetings.

B A majority of the members of the Clawson DDA Board of Directors then in office shall constitute a quorum for the transaction of business. In the event that effective membership is reduced because of disclosure of interest (Article II Section 7), a majority of the remaining members of the Clawson DDA Board of Directors 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 Clawson DDA Board of Directors unless the vote of the larger number is required by statute or elsewhere noted in the bylaws or policies of procedure.

SECTION 2. SPECIAL MEETINGS: Special meetings may be called at the request of the Chairperson or written request of three Board Members. Notice shall be given pursuant to the Open Meetings Act including the purpose for the special meeting.

SECTION 3. ANNUAL MEETING: The Annual Business meeting shall be in June at the first regular meeting of the new budget year. The time and place of the annual meeting will be listed in the yearly meeting schedule posted at the city offices.

SECTION 4. MINUTES OF ALL MEETINGS: Minutes shall be recorded of all meetings of the Clawson DDA Board of Directors. 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 and Freedom of Information Act.

SECTION 5. CONDUCT OF MEETINGS: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any other rules of order the organization may adopt or is governed by directly. The meeting will be held in compliance with the Open Meetings Act, and any amendments to same along with the Freedom of Information Act.

ARTICLE IV

SECTION 1. PERSONNEL. The Clawson DDA Board of Directors may employ personnel as deemed necessary by the Clawson DDA Board of Directors. Such personnel may include but not limited to an Executive Director, Treasurer, Secretary, Legal Counsel, Planner, and Maintenance staff.

SECTION 2. EXECUTIVE DIRECTOR. The Executive Director shall report directly to the Chairperson of the Clawson DDA Board of Directors. The Executive Director shall supervise all other staff of the Clawson DDA.

The Executive Director shall function as the Chief Executive Officer of the Board. The Executive Director shall supervise the preparation of plans and the performance of the functions of the authority in the manner authorized by the state act. The director shall attend all meetings of the DDA Board of Directors and shall participate in all discussion but shall not have a vote on any matters coming before the board.

SECTION 3, EMPLOYMENT CONTRACT & HIRING. The Executive Director shall sign a written contract, prepared independently, of employment signed and approved by the Chairperson of the Clawson DDA Board of Directors. The Executive Director shall present all other staff hiring selections to the Clawson DDA Board of Directors for approval.

SECTION 4. OFFICE. The Clawson DDA may have such offices as the Clawson DDA Board of Directors may determine or the affairs of the authority may require from time to time.

ARTICLE V

All other policy, operating, and administrative procedures shall be conducted in compliance with and by interpretation of the Ordinance establishing the Downtown Development Authority including, but not limited to: conflict of interest, procurement practices, employee and other contractual services.

ARTICLE VI

These By-Laws of the Downtown Development Authority shall be in compliance with P.A. 197, 1975 as amended, and Ordinance 473 as amended.

These By-Laws of the DDA were adopted by the Authority at its regular meeting of September 20, 2007 by a majority vote of the Board of Directors present and shall be deemed fully enforceable upon the ratification of the City Council for Clawson.

The Board may amend or repeal the By-Laws subject to the approval of the Clawson City Council, per ordinance.

Approved by Clawson City Council October 16, 2007 with change noted.