City of Troy

TO: Members of the Troy City Council
FROM: Lori Grigg Bluhm, City Attorney LGB
DATE: June 13, 2006
SUBJECT: Proposed Revisions to DDA By-Laws

At their June 1, 2006 meeting, the Downtown Development Authority approved some amendments to their By-Laws. These amendments must be approved by City Council before they become effective.

Primarily, the revisions remove the items that have been incorporated into a new Rules of Procedure. In addition, there is a change in the annual meeting from its existing date of January to a new date of October, which is just after the appointments are made to the DDA each year. (Current terms expire in September). A new parliamentary authority section was added, as well as some clean up and re-numbering.

For your convenience, enclosed please find a red line version of the proposed by-laws amendments, as well as a copy of the DDA By-laws as they will be if the amendments are approved.

Please let me know if you have any questions concerning the above.

CITY OF TROY

DOWNTOWN DEVELOPMENT AUTHORITY

BOARD OF DIRECTORS

BY-LAWS ~~AND RULES OF PROCEDURE~~

The purpose of the following By-Laws is to establish the rules of operation for the Board of Directors. ~~In addition to establishing procedure, t~~The By-Laws also describe the organizational framework of the Board of Directors, and, in general terms, define the duties and responsibilities of the Board of Directors.

City of Troy
Downtown Development Authority
Board of Directors

By-Laws ~~and Rules of Procedure~~

ARTICLE I: AUTHORITY

The By-laws and rules and procedures of the City of Troy Downtown Development Authority Board of Directors are subordinate and subject to the Public Act 197 of 1975 of the State of Michigan, as amended, and Ordinance No. 78, of the City of Troy, Michigan.

ARTICLE II: TITLE

The title of the governing body of the Downtown Development Authority as established by the City Council of the City of Troy shall be the "Troy Downtown Development Authority", or "BOARD".

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Section 1. Membership

The BOARD shall be composed of the following thirteen (13) members: The Mayor of the City of Troy and twelve (12) persons who shall be appointed by the Mayor; each appointment to the BOARD is subject to approval by a majority vote of the City Council of the City of Troy. At least seven (7) members of the BOARD shall have a property interest in the Downtown Development District.

Section 2. Term of Office

The terms of office of the members of the BOARD shall begin immediately upon their appointment. The term of office of each member of the BOARD shall be four (4) years, except that in the case of the first BOARD appointed hereunder, three (3) of the members shall be appointed for a term of one (1) year, three (3) for a term of two (2) years, three (3) for a term of three (3) years and three (3) for a term of four (4) years. All members shall continue to hold office until their successors are appointed. Vacancies occurring through other than the normal expiration of the term of appointment shall be filled for the unexpired term by the Mayor and the City of Troy, subject to approval by a majority of the City Council.

Section 3. Removal

Members of the BOARD may be removed from office by the City Council for cause.

ARTICLE IV: OFFICERS AND PERSONNEL

Section 1. Officers

The officers of the BOARD shall be:

A. **Chairman:** The Chairman 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 Meetings and call and preside at all Special Meetings.

B. **Vice-Chairman:** The Vice-Chairman shall, in the absence of the Chairman 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 Chairman.

C. **Secretary:** The Secretary shall have authority to execute documents in the name of the BOARD and shall perform such other duties as the BOARD may, from time to time, determine. The Secretary is not required to be a member of the BOARD.

D. **Treasurer:** The Treasurer shall disburse the funds of the Authority as may be ordered by the BOARD, taking proper vouchers for such disbursements, and shall render to the BOARD, at the regular meetings of the BOARD, or whenever they may require, an account of all transactions as Treasurer and of the financial condition of the Authority. The Treasurer is not required to be a member of the BOARD. The Treasurer shall give the Authority a bond, if required by the BOARD in a sum, and with one or more sureties satisfactory to the BOARD, for the faithful performance of the duties of the office, and for the restoration to the Authority 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 Authority.

Section 2. Terms

Each officer of the BOARD shall be elected annually by a majority of the BOARD for a one-year term by the BOARD at their first regular meeting in ~~January~~ October, and shall hold office until a successor is elected and assumes office.

Section 3. Delegation of Duties

In the absence of an office of the Authority, or for any other reason that the BOARD may deem sufficient, the BOARD may delegate, from time to time and for such time as it may deem appropriate, the powers or duties, or any of them,

of such officer to any other officer, or to any director, provided that said duties are delegated by a majority vote of the BOARD.

Section 4. Executive Director

The Executive Director for the BOARD may be the City Manager of the City of Troy or ~~the City Manager,~~ the BOARD may designate a qualified person as Executive Director to perform the duties of the office. The Executive Director shall function as the chief executive officer and business manager of the BOARD. The Executive Director shall supervise the preparations 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 BOARD and shall have full right of discussion, but shall not have a vote on any matters coming before the BOARD. The Director shall be responsible for preparation of the budget of the Board and shall render to the Board and the City Council a regular report covering the activities and the financial condition of the Authority.

Section 5. City Personnel

The BOARD shall make use of appropriate City personnel and consultants, including the City Attorney, City Engineer, and City Planner. The City shall be reimbursed by the BOARD for any and all additional costs incurred by the City because of the operation of the Authority. The BOARD may contract for additional services or employ personnel or consultants other than those appointed to serve the City following approval of the City Council.

ARTICLE V: MEETINGS

Section 1. Times and Dates

At the annual meeting, the BOARD shall determine the date, time and place of each regular meeting of the BOARD for the ensuing year. Any regular meeting may be adjourned to a definite date or alternate site, 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. Notice of all meetings shall be provided as required by State law. Special meetings shall be subject to the call of the Chairman, acting Chairman or Executive Director. A special meeting may also be called upon the written request of seven (7) members of the BOARD.

~~ARTICLE VI: THE ORDER OF BUSINESS~~

~~Section 1. Regular Meetings~~

~~The order of business for a Regular Meeting shall be:~~

~~1. Call to order by Chairman or Vice-Chairman.~~

~~2. Roll call.~~
~~3. Determination of a quorum.~~
~~4. Approval of Minutes of last preceding meeting.~~
~~5. Hearings.~~
~~6. Old business.~~
~~7. New business.~~
~~8. Adjournment.~~

~~**Section 2. Chairman's Discretion**~~

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

~~**Section 3. Annual Meeting**~~

~~The order of business for the Annual Meeting, to be the BOARD'S first Regular Meeting in January, shall be:~~

~~1. Call to order by Chairman or Vice-Chairman.~~
~~2. Roll call.~~
~~3. Determination of a quorum.~~
~~4. Election of new Chairman.~~
~~5. Taking of Chair by new Chairman.~~
~~6. Election of other officers.~~
~~7. Establishing of regular meeting dates, time and location.~~
~~8. Regular order of business.~~

~~ARTICLE VII: QUORUM~~

~~For the transaction of ordinary business at any Regular Meeting, adjourned meeting, or special meeting, seven (7) members shall constitute a quorum. Except as otherwise stated in these By-Laws, an affirmative vote of a majority of the members present at a duly called meeting of the BOARD shall be necessary in order to make a decision.~~

~~ARTICLE VIII: MINUTES~~

~~**Section 1: Responsibility**~~

~~The Secretary of the BOARD shall be responsible for ensuring that a complete and accurate set of Minutes for all regular, adjourned or special meetings where official business was transacted is prepared. These Minutes shall become a matter of public record, shall be kept in a separate Minute book, and shall be placed on file with the City Clerk.~~

~~**Section 2. Signatures**~~

~~The Secretary and the Chairman shall sign all Minutes, after approval by the BOARD members, at the next official meeting.~~

ARTICLE VI ~~IX~~: COMMITTEES

There may be special committees established by the BOARD as the BOARD may deem necessary. Membership of these committees may be from within or outside of the membership of the BOARD.

ARTICLE ~~X~~ VII AMENDMENT OF BY-LAWS

These By-Laws may be changed or added to by the affirmative vote of seven (7) members. No amendment shall be discussed and adopted unless a written notice to amend the By-Laws 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 by a unanimous vote of the full BOARD. Any amendment to these By-Laws is subject to approval by the City Council of the City of Troy.

ARTICLE ~~XI~~ VIII: CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts

The BOARD may authorize by resolution, adopted by an affirmative vote of seven (7) members, that the Executive Director may enter into any contract or execute and deliver any instrument in the name of and on behalf of the BOARD and that such authorization may be general or confined to specific instances.

Section 2. Loans

Any funds expended by the City of Troy on behalf of the BOARD or on any related function of the Downtown Development Authority, including costs of organization, shall be considered a debt of the BOARD, shall be noted in the books of account of the BOARD and the City, and shall be repaid to the City as appropriate funds become available to the BOARD.

Section 3. Payments

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the BOARD, shall be signed manually or by an approved facsimile signature by such office or officers, agent or agents of the BOARD and in such manner as shall from time to time be determined by resolution of the BOARD.

Section 4. Deposits

All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority by the Treasurer in such banks, trust companies or other depositories as the BOARD may designate.

ARTICLE ~~XII~~ IX: REPRESENTATION AND INDEMNIFICATION

The members of the City of Troy Downtown Development Authority shall be represented and indemnified for claims and civil action made against them as provided for elected and appointed officials and employees of the City in Chapter 4, Section 10, of the Troy City Code.

ARTICLE X~~III~~: FISCAL YEAR

The fiscal year of the Authority shall correspond at all times to the fiscal year of the City of Troy, Oakland County, Michigan.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The Troy Downtown Development Authority adopts Roberts Rules of Order, latest edition, as its parliamentary authority, except as preempted by City Charter or City Code or as modified by Rules of Procedure adopted by the BOARD.

~~ARTICLE XIV: CERTIFICATION~~

~~The undersigned, being, respectively, the duly appointed and acting Clerk of the City of Troy, Oakland County, Michigan, and the duly appointed and acting Secretary of the Downtown Development Authority of the City of Troy, do hereby certify that the foregoing By-Laws were adopted by the Board of Directors of the City of Troy Downtown Development Authority at a meeting of the Board on the _____ day of _____, 1993, and approved at a regular meeting of the City Council of the City of Troy on the _____ day of _____, 1993.~~

_____

~~City Clerk~~

_____

~~DDA Secretary~~

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Amended: March 15, 2006- DDA
May 8, 2006- City Council

Clean Copy of By-laws- if amended as recommended

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DOWNTOWN DEVELOPMENT AUTHORITY

BOARD OF DIRECTORS

BY-LAWS

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