



# The City of Ferndale

## Agenda

**VIRTUAL Monthly Meeting of the Downtown Development Authority (DDA)**

**Board of Directors Downtown Development Authority Meeting**

**THURSDAY, MAY 14, 2020 @ 8:00 AM**

**JOIN ZOOM MEETING**

**ONLINE:**

**[HTTPS://US02WEB.ZOOM.US/J/86296848936?PWD=OGVWT0U4TDDYEFJSTHH](https://us02web.zoom.us/j/86296848936?pwd=OGVWT0U4TDDYEFJSTHH)**

**AEW10TEDUZZ09**

**PASSWORD: FERNDALE**

**PHONE: 888 788 0099 (TOLL FREE)**

**MEETING ID: 862 9684 8936**

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### **1.Call to Order & Roll Call**

### **2.Approval of Agenda**

### **3.Presentations**

- 3.a. [Update from Chief of Police, Vincent Palazzolo](#)
- 3.b. [Downtown Maintenance Report](#)
- 3.c. [DDA Executive Director Updates](#)
- 3.d. [COVID-19 Recovery Planning: Business Support Ideas Discussion](#)

### **4.Community Reports**

Reports from community organization representatives in attendance, including but not limited to: Ferndale Area Chamber of Commerce, Ferndale Area District Library, 8 Mile Boulevard Association, etc.

### **5.Call to Audience**

### **6.Consent Agenda**

- 6.a. [Approval of Minutes](#)

### **7.Regular Agenda**

7.a. [Approval of Updated Ferndale Downtown Development Authority By-Laws](#)

**8.Call to Committee Chairs, Board Members & Staff (note more than 3 minutes)**

**9.Adjournment**

**CITY OF FERNDALE  
REQUEST FOR COUNCIL ACTION**

**FROM:** Lena Stevens

**SUBJECT:** Update from Chief of Police, Vincent Palazzolo

**INTRODUCTION**

**SUMMARY & BACKGROUND**

**BUDGETARY CONTEXT**

**CIP#**

**ATTACHMENTS**

**STRATEGIC PLANNING CONTEXT**

**RECOMMENDED ACTION**

Update from Chief of Police, Vincent Palazzolo regarding downtown.

**CITY OF FERNDALE  
REQUEST FOR COUNCIL ACTION**

**FROM:** Lena Stevens

**SUBJECT:** Downtown Maintenance Report

**INTRODUCTION**

Update from the Department of Public Works regarding maintenance contract for Downtown Ferndale.

**SUMMARY & BACKGROUND**

DDA Monthly Report - May 2020

Goals:

Our main goal for this month is to maintain an acceptable level of service during the Governor’s Executive Order to Shelter in Place. We have been focusing on maintaining the sanitation throughout the district. We are operating with reduced staffing levels during this time so our crews can maintain acceptable distances while still providing services. We will continue to provide these sanitation related services and others. We do have our minds on the upcoming planting season and will be working with your plant supplier when the weather reaches an acceptable point to begin planting.

Accomplishments:

This month we mostly focused on sanitation related activities and maintaining cleanliness with the DDA.

Challenges:

The biggest challenge that we are faced with is continuing to provide an acceptable level of service during this period while we keep our crew members safe. Our staff has been getting their temperature checked in and out of work each day, practicing social distancing with a decreased crew size, have been provided PPE, and increased the level of cleaning of vehicles and equipment.

Upcoming:

We will be preparing for the spring planting, keeping up with the spring cleaning, and daily operations over the course of this month. Getting the beds prepped for planting is our focus.

We have ordered and will be touching up the mulch throughout the DDA.

Department of Public Works  
City of Ferndale



**BUDGETARY CONTEXT**

Downtown Maintenance for Fiscal Year 2020 is budgeted at \$165,000. Total spend through April 2020 is \$97,001.70. This represents a decline from what would have been expected given the demand decrease and operational impacts caused by COVID-19.

**CIP#**

N/A

**ATTACHMENTS**

**STRATEGIC PLANNING CONTEXT**

Supported Infrastructure

**RECOMMENDED ACTION**

Update from the Department of Public Works regarding maintenance contract for Downtown Ferndale.

**CITY OF FERNDALE  
REQUEST FOR COUNCIL ACTION**

**FROM:** Lena Stevens

**SUBJECT:** DDA Executive Director Updates

**INTRODUCTION**

**SUMMARY & BACKGROUND**

**BUDGETARY CONTEXT**

**CIP#**

**ATTACHMENTS**

**STRATEGIC PLANNING CONTEXT**

**RECOMMENDED ACTION**

Updates from the DDA Executive Director on previous month's activities and programs.

**CITY OF FERNDALE  
REQUEST FOR COUNCIL ACTION**

**FROM:** Jordan Twardy

**SUBJECT:** COVID-19 Recovery Planning: Business Support Ideas Discussion

**INTRODUCTION**

The Ferndale City Council approved at its April 27, 2020 meeting, a budget for the upcoming fiscal year that included \$100,000 for business support. Of that sum, \$65K is allocated directly for business support programming. Prior to the formal launch of efforts using these funds, the CED Department, which is leading the deployment of these funds, would like to get feedback from business leaders in the community on the most pressing needs that businesses have currently in Ferndale at this stage of the Covid-19 pandemic.

The goal at this presentation is to start the conversation with initial feedback from the DDA board, and to create the opportunity for CED to begin developing plans for the use of programming funds based on that feedback. CED will provide an opportunity for additional input prior to expending funds.

**SUMMARY & BACKGROUND**

The CED Department has been working with the DDA and Ferndale Area Chamber staff as a unified Business Response Team to coordinate the distribution of information and resources to our business community. As the pandemic has unfolded, the needs of businesses may have changed. The goal of the CED Department is to leverage the funds approved by the Ferndale City Council to maximum positive benefit for the survival and recovery of our business community citywide. We want to learn directly from businesses on how they believe that could be best achieved in terms of what we could do and what role we could play. The CED Department will be engaging the board of the FAC and the DDA for this input initially and there will be opportunities for future input as well.

**BUDGETARY CONTEXT**

Currently, the City of Ferndale budget includes \$100,000 for business support,; \$65,000 is proposed for direct business support programming, \$20,000 is proposed for dedicated personnel to directly oversee the deployment of these efforts and provide direct business liaison services, \$10,000 provides a contingency for unforeseen needs/opportunities, and \$5,000 is proposed for demand-based specialized technical assistance consultation services (similar to the Everything HR contract initiated by the DDA).

**CIP#**

N/A

**ATTACHMENTS**

**STRATEGIC PLANNING CONTEXT**

Economic Prosperity

**RECOMMENDED ACTION**



Update provided by Jordan Twardy, CED Director regarding planning initiatives underway for business support services related to COVID-19 recovery. Board members will be asked to present their ideas for consideration related to the types of services and support the City of Ferndale and Ferndale DDA could plan to offer.



**CITY OF FERNDALE  
REQUEST FOR COUNCIL ACTION**

**FROM:** Lena Stevens  
**SUBJECT:** Approval of Minutes

**INTRODUCTION**

n/a

**SUMMARY & BACKGROUND**

N/A

**BUDGETARY CONTEXT**

N/A

**CIP#**

N/A

**ATTACHMENTS**

[DDA Minutes April 2020.pdf](#)

**STRATEGIC PLANNING CONTEXT**

**RECOMMENDED ACTION**

Approval of the minutes of the DDA Board of Directors meeting held on April 9, 2020.



**Ferndale Downtown Development Authority  
Virtual Board of Directors Meeting  
THURSDAY, APRIL 9, 2020 @ 8:00 AM**  
ZOOM MEETING ONLINE: [HTTPS://ZOOM.US/J/766956112](https://zoom.us/j/766956112)  
PHONE: 877 853 5247 (TOLL FREE)  
MEETING ID: 766 956 112

**Minutes**

**1. ROLL CALL**

**CALL TO ORDER:** 8:04 am

MEMBERS PRESENT: Jacki Smith, PJ Jacokes, Nathan Martin, Sarah Brown, Jerome Raska, Mayor Piana

MEMBERS ABSENT: Blake Scheer, Chris Johnson, Janice Semma

STAFF PRESENT: Lena Stevens, Executive Director; Sommer Realy, Engagement Manager

GUESTS PRESENT:

- Matthew Naud, Associate Senior Consultant - RRS
- Kyle Pollet, Assistant City Manager (Zoom meeting moderator)
- Joseph Gacioch, City Manager
- Jordan Twardy, Community and Economic Development (CED) Director
- Dan Antosik, DPW Manager
- Sheryl Stubblefield, Finance Director
- Joy Wells, Ferndale Area Chamber of Commerce
- Justin Lyons, Community and Economic Development (CED) Planning Manager
- Vincent Palazzolo, Police Chief
- Steve Dumont, owner of Grasshopper and DesignStruct
- John McCann, owner of Grasshopper and DesignStruct
- Scott Galloway, Galloway and Collens legal representative for Grasshopper and DesignStruct
- Phylicia Harris, Everything HR.

**2. APPROVAL OF AGENDA**

*Motion by member Jerome Raska seconded by member Nathan Martin to approve the amended agenda. **All ayes, motion carries.***

**3. EMERGENCY MEETING PROCEDURES**

- a. Update from Executive Director regarding virtual meeting structure and protocol  
Governor's Executive Order 2020-15 provided temporary authorization of remote, electronic meetings for public bodies. On March 25, 2020 the Ferndale City Council made a motion to authorize electronic meetings for the City Council and all other public bodies.  
Executive Director Stevens provided guidance on protocols for electronic meetings and public comments with guidance received from City Attorney Dan Christ.  
Audio and video available to members and participants, use discretion on when you turn them on. Board members are automatically on. Suggested to mute when not

speaking. Meetings will operate the same as they do normally. Kyle Pollet, Assistant City Manager monitored meeting. Public comment is available. All phone lines will be unmuted during call to audience to allow for public comment. Board Chair, Jacki Smith acknowledges and appreciates the ability to fulfill duties.

#### **4. COMMUNITY REPORTS**

Joy Wells, Ferndale Area Chamber of Commerce; no comment.

Jennifer Mar, Ferndale Area District Library Director; absent

#### **5. CALL TO AUDIENCE**

Zoom moderator Kyle Pollet, Assistant City Manager stated no raised hands and one phone call. Presenter, Steve Dumont called in due to computer not having a mic.

#### **6. PRESENTATIONS**

##### **a. COVID-19 Business Response Team Update**

Executive Director Stevens reported the City of Ferndale, DDA and Chamber have adapted and joined efforts. Changes have happened drastically and quickly. Stay Home, Stay Safe is currently set for April 13, but it is reasonable to assume it may be extended.

Vincent Palazzolo, Police Chief discussed the impact of COVID19 on the department and community. About a dozen calls questioning what essential is have been received. No uptick in business community of break ins. Positive downtown environment, no one is out and so you are seen easily. Chief Palazzolo asked for questions, concerns or comments.

Member Sarah Brown asked if the state of emergency also modified the Stay Home, Stay Safe order. As of now, Executive Director Stevens stated it has not officially been extended, but it is reasonable to expect an extension.

Board Chair, Jacki Smith asked how the DDA is doing wellness checks. Executive Director Stevens mentioned staff, Sommer Realy has been doing wellness checks with phone calls and emails.

Joe Gacioch, City Manager mentioned Parks and Recreation outreach protocol for seniors and wellness checks. Board Chair, Jacki Smith appreciates all the forward thinking.

Executive Director Stevens expressed the impressive level of innovation seen within the business community. Within a week, businesses were proactively offering curbside pickup, creating new safety protocols, or pivoting to making Personal Protective Equipment (PPE).

Discussion was then opened to Board Members to share personal business stories.

Board Member Jerome Raska sold large building and relocated to a smaller facility at 522 E. Nine Mile. Member Raska mentioned that the Great lakes Floral Association (GLFA) is working with Governor Whitmer and discussing the need of comfort provided

by florists during this pandemic. Mother's Day is coming up and it is a holiday that allows retail businesses to sustain.

Member PJ Jacokes states he is being a parent during this shut down. No success to date with Payroll Protection Plan (PPP) loan. Not sure how his business will survive this.

Mayor Piana shared her grief process over the regression the pandemic will cause the business community. She noted that she is hopeful and optimistic with the innovation from the business community, how well the Business Response Team has worked together.

Member Nathan Martin has been unable to operate Ink Addict. Gift cards are available, and their plan to assist community businesses with branded material was not feasible following the Stay Home, Stay Safe order.

Sarah Brown mentioned hosting online CrossFit classes for the first time, worked well but not a lot of traction. Most members are from Ferndale area and they have been able to continue offering virtual support to clients. They distributed equipment to members to use at home and provide daily online live workouts, games, etc. Trying to balance fitness and social interaction.

Executive Director Stevens offered insight on the COVID19 Business Response Team. Made up of Joy Wells (Ferndale Area Chamber of Commerce), Jordan Twardy (Community and Economics Department) and Executive Director Stevens (DDA). Having this team in place provides a huge benefit to organizing and navigating the details surrounding the resources available to businesses during COVID19. Business emails provide easy to understand and follow information, and that contact list has grown in recent weeks.

Executive Director Stevens provided details on the activities of the team. Wellness check calls from DDA staff have not all been successful with a lot of hang ups and messages not returned so focus has been shifted back to email and social media outreach. Business resource website has been updated continually. Collaboration has begun with Oakland County regarding the Small Business Stabilization Grant program for District 12: Hazel Park, Oak Park, Pleasant Ridge, Oakland Township and Ferndale. Unemployment benefits have been expanded, but the state system is bogged down.

Executive Director Stevens provided updates on marketing and promotion efforts. Initiatives have included curbside pickup and social distancing bingo. Downtown Ferndale website has been revised so that tabs are easier to navigate. Sadie Quagliotto has been hired as the social media manager which has been increasing engagement with the public as well as with business owners. Hubspot is being developed as a central business database that is intended to be shared with other departments. DDA is monitoring COVID-19 business email and phone line.

Member PJ Jacokes asked for explanation on the Hubspot process. Executive Director Stevens explained that Engagement Manager Sommer Realy contacts businesses and inputs notes and creates tickets to help address business needs.

**b. Downtown Maintenance Update**

Dan Antosik, DPW Manager offered a quick update. Small crew has been in operation since March 14. Focus is on sanitation, developed small groups. A lot of the power washing done. Prepared flower beds and started of Schiffer park construction, relocated a lot of the trees and bushes around downtown. Reduced staff, half on and half off. Schedule until end of April. An update on flowers status from nursery will be provided to Director Stevens this week. Assumed everything is being tended to, unsure of COVID impact at nursery. Would like to do more but need to be diligent on social distancing. Difficult with tasks at hand and staying 6ft away. West Troy water main was completed during the first week of stay at home order. Project went well. Schiffer park has fence and contractor will begin working once Governor removes executive order.

Member Jerome Raska suggested adding some additional waste cans at locations where plastic gloves are being disposed incorrectly. Western Market and or Ferndale foods are most impacted, private property. Mayor Piana stated Western Market is doing well, Ferndale foods may need some help.

**c. Downtown Waste Management Presentation**

Executive Director Stevens introduced Matthew Naud from Resource Recycling Systems (RRS) to share current findings and possible solutions and recommendations. Resource Recycling Systems (RRS) selected through competitive RFP to provide downtown waste management.

Matthew Naud offered a detailed presentation with the following. Project Scope: Waste Characterization, Regional Facilities Analysis, Emerging Technologies and Management practices, Projected Waste Streams, Gap Analysis and Recommendations, and Final Report Master Plan

RRS interviewed with 5 business locations. Results are positive yet offer room for improvement. Material streams flow chart shared. Hard to get an accurate number of waste volume from downtown due to all residential combined. 14% diversion rate in DDA. Budget city wide is \$3 million for sanitation with millage of \$1.2 mil, difference made up with special assessments. In 2018-2019, \$2 million paid to SOCRRA. Staff contract and equipment costs, \$1 million. Ferndale pays, \$4-5000 a month to SOCRRA for special pickups in downtown waste collection including extra solid waste pickups. DDA funds DPW for public receptacle management cost could be reduced if maintained. Recommends that Ferndale set goals to reduce waste, make infrastructure investments such as four enclosed collection areas, new landfill compactors with sensors, new combined single-stream recycling compactors, public containers with recycling. Recommends designating a dedicated sanitation staff person, implement a green business recognition program and develop new policies and ordinances. In addition, partner with SOCRRA or another business on an organic waste pilot program. Suggests looking into possible new funding and incentives for improving city sanitation. Presentation included photo examples of new sensor technology, green roof on top

compactor enclosure. SOCRRA might assist with collection bin style. Currently 60 recycling bins in use downtown. New money from the state, \$14 million for recycling programs and waste management. The recommended dedicated sanitation staff person would manage the green business program, policies and ordinances. Utilize SOCRRA composting services or partner with another recycler for organic waste management. Suggested that investing in education and training costs will reduce overall cost and expenses in future sanitation practice. Opportunities mentioned were leverage partnerships, collection area improvement, compactor equipment street containers, strong diversion program – 40% is being thrown out rather than recycled, remove food waste. 14 % to 40%. Stretch diversion. Most waste is from preparation of food in restaurants. DDA TIF capture 30,000 from sanitation millage.

Executive Director Stevens appreciated the detailed presentation. Called on member Sarah Brown to add input. Member Brown expressed enclosed compactors are number one and is curious what five businesses offered feedback. Mentioned a key fob would help to locate who needs education on operations. Member Brown shared her view of cigarette butts and smell are most concerning at the location behind her business, CrossFit. Member Brown is excited to see what can be approved; it is time for a clean over hall in all areas with opening of the dot. Member Brown also agreed is it beneficial to incorporate the art and cultural commission.

Executive Director Stevens pointed out that sidewalk flower planters are being used as ashtrays. Board Chair Jacki Smith mentioned seeing in other downtowns, signs in planters discouraging cigarette butt waste.

Board Chair Jacki Smith stated for businesses that are out of the downtown area, waste management is on their own. Businesses in downtown do not have to pay to have trash removed like those outside the downtown area. Those who do not dispose correctly is concerning. Key fob is a great idea.

Member Jerome Raska commented that businesses in downtown pay higher rent that may off set cost of waste disposal. Member Raska wondered if there is an opportunity or incentive to hire same carrier and get better prices. Matthew Naud from Resource Recycling Systems (RRS) offered example of the City of Ann Arbor has franchised it all to one vendor for discount. Executive Director Stevens clarified the commercial franchise is for the DDA area but could be expanded to include all of City.

Member Jerome Raska stated his flower shop uses SOCRRA and cardboard consumes most of the waste. Location does not have receptacle and SOCCRA picks it up. Organic greens go into normal trash. Cardboard is a great weed barrier. Ferndale is a great community to use this cardboard and offers it to anyone who would like to use it.

Mayor Piana stated this is a great path forward and it shows the unfairness of the system and the inconsistent service. Consistently and fairness is what is being expressed. The DDA will bump into more issues of fairness as the DDA continues the enhancement. Many downtowns have put a ban on smoking downtown for public health and cleanness. Wellness as a focus.

Dan Antosik, DPW Manager stated SOCRRA is good with working with businesses in and around downtown. SOCRRA has cardboard bins and 95-gallon bins for those who need it. DPW is eager to get these recommendations underway. Both DPW and DDA are in process of taking the RRS recommendation and preparing budget for coming fiscal year for implementation.

Member Jerome Raska shared he has been in business with SOCRRA for 14 years and cardboard bins are not large enough and the new location limits space.

Member Nathan Martin uses the larger bin for his cardboard and is happy with service. Executive Director Stevens is impressed with discussion, agreed with DPW on revising budget to support the recommendations.

## 7. CONSENT AGENDA

- a. Approval of the Minutes of the Regular Meetings held March 12, 2020  
*Motion by member Jerome Raska seconded by member PJ Jacokes to approve the consent agenda as presented. **All Ayes, motion carries.***

## 8. ACTION ITEMS

- a. Payment in Lieu of Parking Request Approval for 22757 Woodward Ave.  
Details and introduction explained by Executive Director Stevens. Board does not have to take any action only offer recommendations.

Board chair Jacki Smith shared thoughts over previous approvals that have taken place. She stated it is hard to recommend without boundaries in place so that what is recommended is met. DDA Boards job is to manage growth of downtown, recommendations continue to come in that are outside of the vision determined. Board chair Smith is unable to offer a recommendation.

Member Sarah Brown questioned whether not it will it come back to us on the designs or is this the last time.

Justin Lyons, CED Planning Manager explained the process. Process begins with DDA Board offering their recommendations on project submitted and then CED department presents to the DDA Board what is next from city side and what is the next step. This project submitted a site plan of 85,000 square feet with parking in lieu and are bound to the plan that has been submitted. If city council has recommendations to conditions of approval can be put in place. Redesign to an existing rooftop is what was proposed. DDA board is advisory only, no approval process.

Member Sarah Brown asked if the design changed and effected parking would board see it again. Justin Lyons stated city staff would review any changes moving forward, if needed could come back to board.

Only project since 2016 to go through this parking in lieu recommendation process was Brooks Brewing.

Mayor Piana asked Board chair to explain where approval was granted but did not stay within recommendation. Board chair Jacki Smith stated Rustbelt went a mile when

given an inch. DDA did not approve Rustbelt. Curious what happens if the demand of need changes and then business adapts to the needs?

Member Jerome Raska added support to Board chair Jacki Smith concerns, it is more of a frustration. What is the logic in the recommendation if they are not honored? Presented one way and in the end, it is the other. Simply a city situation the DDA has no authority.

Executive Director Stevens asked Planning Manager Justin Lyons to clarify on Rustbelt request and recommendation. His understanding was they were the last of new liquor license. Hours of operation are dictated by liquor license. Board chair Jacki Smith expressed extreme support of Rust Belt and only mentioned this because of confusion in the role the DDA board plays. Board chair commented that this project checks all boxes, legally tight, presented well but still do not feel qualified to recommend. Trust is with CED department and Planning Manager Justin Lyons in protecting the visions of the DDA Board.

Mayor Piana reinstates that the DDA questions their role and influence in forcing a recommendation and offers insight. Traditionally city leverages the DDA on key growth changes on downtown. It may not have teeth but recognizes the approval amid the business model. The DDA acting as a gate keeper is a slippery slope. Businesses are going to want to adapt and evolve their business models. Mayor cautions of the future and to recognize the growth pressure on the parking and surrounding community. Pros and cons are being weighed on parking, is unhealthy when thinking about growth of downtown. Further discussions between City and DDA should take place. Post COVID19 recovery process may have many businesses adapt to the new ways.

Board chair Jacki Smith expressed it is not that we approve, we do not have any objections. The word approve is not accurate. Objection or not, may be a little bit clearer.

Member PJ Jackoes shared this insight on DesignStruct; they have designed much of this city and put a lot of pride into the growth of downtown. Trust is in the source and ordinance are in place to control the concerns.

Executive Director Stevens suggested a new motion to recommend with objection or no objection. Motion to support the application moving forward and outlined areas would be noted. Request city council pay attention to these perspectives.

Member Nathan Martin agreed with discussion and questions why board spends time on this matter. Planning Manager Justin Lyons stated city council does take DDA recommendations into consideration. Board in partnership with Council to recommend approval.

Mayor Piana mentioned it sounds like this it is time to discuss the payment in lieu of parking needs to be addressed, time to review policy. Meeting time and energy should be focused on productive matters.



Scott Galloway, Galloway and Collens legal representative for Grasshopper and DesignStruct raised hand. Addressed board and thanked members for the opportunity to be heard and consideration of project. Requests the board provide a recommendation. Galloway stated they appreciate the concerns and would like to work in a collaborative fashion. Concerned over technical recommendations. The minutes reflect the not recommended and it changed.

Steve Dumont, owner of Grasshopper and DesignStruct addressed the board stating the vested interest with every effort and care with all wishes. Work harmonically with the DDA and community. His business will be run as it normally does and act as an asset for the business community.

Board chair Jacki Smith stated the DDA Board has no opposition in the roof top going in. Executive Director Stevens confirmed this is not time to change language. Viable partnership and we need to have open dialogues. Not the place to change process.

*Motion by member Jerome Raska, seconded by member PJ Jackoes to recommend that the Ferndale City Council approves the applicant's payment in lieu of parking request at 22757 Woodward Avenue in accordance with Ordinance No. 1087, Section 24-223 (k). All ayes, motion carries.*

**b. Update on COVID-19 Budget Impacts to DDA**

Executive Director Stevens explained changes and status to budget. At the March meeting the Board voted to send budget to council for approval. It will go forward as it is. To timely to change it. This is more of a working document. Where things are on hold and where to build in space to what we do not know. Build trust between board and Executive Director. Flexibility is in place. Council and DDA will be gathering again maybe in July to review aspects to support the impact of COVID. Conceptual, \$55,000 paused or reduced FY 19-20 and took \$20,000 towards business support. July/august to be determined time to revise budget. Nothing removed, items on hold.

Member Jerome Raska thanked Executive Director Stevens for doing a wonderful job, appreciates the insight and sharing for all to understand. Board Chair Jacki Smith expressed appreciation of forward thinking and the collaboration with other departments.

Executive Director Stevens asked Board if the idea of blocking off cash services to support the unknown is understood. Member Sarah Brown stated since no one knows what it is going to happen, it may have to be determined be week by week. Board chair Jacki Smith gives authority to Executive Director Stevens to pivot as needed.

Member Nathan Martin asked if there is insight on businesses who are closing and the effect of revenue. Executive Director Stevens stated there is no way of knowing. The larger economic figure will change things locally.

Sheryl Stubblefield, Finance Director explained revenue for DDA property tax is determined December 31, tax revenue and capture will stay level, stating the impact will

be next year. December 31 of 2021 revenues will be revisited. Business loss may happen, but the impact will not be felt, property owners still pay taxes.

Executive Director Stevens explained and confirmed any amount above \$5,000 would be brought to board for approval. No action needed. Member Jerome Raska added caution moving forward, budget is diversified in spending and supports all businesses.

c. HR Services Agreement for local businesses with Everything HR

Executive Director Stevens explained the origin of this service and discussion amongst the business resource team. Detroit through DTE received a grant that is funding a Everything HR campaign. Everything HR works with businesses from 300 to 3 employees. They offer business support in how to manage staff during the current crisis. Resource for understanding laws like the CARESact. A contract from Everything HR was provided in board packet outlining the resources that are available. Contract lists a rate of \$60 per hour. Executive Director Stevens suggests the total spending should be stopped at \$15,000. Contract can change and it can be cancelled at any time. No demand, no requirement to pay.

Executive Director Stevens shared member Blake Scheer's concern - is this too late, should we put our money in help other areas, would like to use a local business to keep money in Ferndale.

Member Jerome Raska questioned how the businesses understand what services are available. Stated a survey possibly will be needed.

Mayor Piana offered context where the idea of implementing EverythingHR stemmed from. Agreed with concern about timing and states maybe two weeks ago was better but this is a rapid response service. Mentions that a range of rapid response services should be and are available. Mayor believes accounting and tax help is needed as well. Suggested the DDA maybe should revisit offering legal support and do a survey of when leases are up to assist those who cannot afford lease negotiations. EveryThingHR is a start.

Member Nathan Martin said he personally would not use service but it is nice resource for others. Agrees with Member Raska's concern over implantation and how to get message to masses.

Member PJ Jacokes agreed with Member Martin and stated COVID response is better than it has ever been. Member Jacokes finds comfort in people using service if needed and communicated correctly. Confirmed if it is being used, we pay; if not used, we do not pay.

Member Nathan Martin suggested keeping it at 5 hours and capped at \$5,000. Executive Director Stevens would have approval to raise to \$10,000 if needed.

Board Chair Jacki Smith agreed this is a starting point of rapid response. Asked if City is looking at this service for non-downtown businesses? Executive Director Stevens stated that the DDA would test waters and if needed can collaborate for city wide.

*Motion by member PJ Jacokes, seconded by member Sarah Brown to authorize the Executive Director to enter a contract with Everything HR starting with \$10,000. All ayes, motion carries.*

**8. CALL TO COMMITTEE CHAIRS, BOARD MEMBERS & STAFF (note more than 3 minutes)**

Jordan Twardy, Community and Economic Development (CED) Director announced that on Monday's council meeting you will hear about how the City is making similar investments, support services, designating liaisons and preparations to pivot due to COVID19. Impressed and grateful for the level on efforts the DDA Board and Executive Director Stevens has provided.

Joe Gacioch, City Manager raised hand. He complemented leadership and feels strong about it all, very impressed. (Audio glitch) Provided update on The dot, like other businesses construction was forced to stop following executive order. The office development component is not being pursued this year, consequence of COVID caused investors to back out. Finishing West Troy and the parking deck is highest priority. If construction can start in May, hopeful it can open in August. City will pursue negotiation with Versa as they navigate through financial changes. Completing this project and opening West Troy Street is critical. Yearly budget will be discussed at Monday's council meeting and there are no changes to sanitation. Waste management and over all cleanliness is unchanged.

Member PJ Jackoes inquired on value in supporting business that close or offer legal help, for those who must close how to help.

Member Nathan Martin asked about volunteer opportunities available? For students, elderly to participate. Joe Gacioch, City Manager said not at this time due to shelter in place. Gleaners and YMCA are working out of Kulick community center. Not recruiting volunteers. Member Martin offered resource for masks, \$4.90 each and has 100 on order.

Member Jerome Raska announced his business; Blumz by JR Designs has relocated across the street to 522 E. Nine Mile Road. Building located at 503 E. Nine Mile is back for sale due to buyers not showing at closing. Asked for leads and opportunities. Mentioned building is available for nonprofits to utilize to fulfil needs for COVID19 support.

Joy Wells, Ferndale Area Chamber of Commerce announced effort and anticipation in launching gift card sales for local business on website, hopefully in 7 to 10 days. Set up fee is waived. Public is encouraged to buy for future purchase.

**9. ADJOURNMENT**

*Motion by member Jerome Raska, seconded by member Nathan Martin to adjourn the meeting at 11:24 A.M. All ayes, motion carries.*

**CITY OF FERNDALE  
REQUEST FOR COUNCIL ACTION**

**FROM:** Lena Stevens

**SUBJECT:** Approval of Updated Ferndale Downtown Development Authority By-Laws

**INTRODUCTION**

The by-laws of the Ferndale DDA were last updated in 2016. There have been several legal and operational changes which require expedient updates. A more comprehensive review and update to the by-laws can be undertaken in the fall to review more substantive changes.

**SUMMARY & BACKGROUND**

The by-laws of the Ferndale DDA were last updated in 2016. DDA records indicate that the changes were approved by the Ferndale DDA Board of Directors and City Council, however, there is some question as to whether the Code of Ordinances was updated to reflect the changes.

Since that time, the Act governing DDAs in Michigan has been modified, and changes have been made in the operational context of the Ferndale DDA which should be reflected in the by-laws in an expedient manner. It is the recommendation of the Executive Director that these minor updates be approved now, and a more in-depth analysis be planned for Fall 2020 to review sections such as Standing Committees and Advisory Committees. These recommendation are made even more relevant by the COVID-19 pandemic, as clarity in roles and responsibilities is critical.

These recommendations were prepared in collaboration with Steven Mann, Attorney and Counselor at Law and Miller Canfield.

Both a final version as well as a fully notated version are attached to provide transparency in the changes being proposed. Highlights of the changes include but are not limited to:

- Update to current law governing DDAs in Michigan (Act 57 of the Public Acts of 2018) and replacement of the list of powers with a reference to that Act.
- Membership updated to reflect that the board is made up of the Chief Executive Officer (Mayor or City Manager) AND 8-12 members. This language is taken directly from Act 57. Previously, the by-laws stated membership was 8-12 members including the CEO, which is inconsistent with state law. It should be noted that the Code of Ordinances currently states DDA membership is the CEO and 8 members, which will be updated to reflect this change once approved by the City Council.
- Ex-officio (by virtue of office) membership was removed as it has not been executed and engagement can be attained in other ways.
- Clarity provided that members shall not vote in matters involving a direct personal interest.
- Allowance made that officers can be elected at either a regular or specially called meeting, as opposed to solely during a Strategic Planning Meeting.
- Chairperson given the ability to cancel a meeting and special meetings can only be called by 2 voting members instead of 1.



- Strategic Planning Meetings and appointment of officers changed to biennially (once every 2 years) instead of bi-annually (twice every year).
- City Manager given authority to act in the place of the Executive Director or appoint a designee to do so in the event of the Director's inability or refusal to act.

**BUDGETARY CONTEXT**

N/A

**CIP#**

N/A

**ATTACHMENTS**

[Ferndale DDA By-Laws Update May 2020 \(FULL MARKUP\).pdf](#)

[Ferndale DDA By-Laws Update May 2020.pdf](#)

**STRATEGIC PLANNING CONTEXT**

Organizational and Financial Excellence

**RECOMMENDED ACTION**

Recommend approval of suggested updates to the Ferndale Downtown Development Authority By-Laws, with more comprehensive review planned for Fall 2020.

**FERNDALE DOWNTOWN DEVELOPMENT AUTHORITY  
FERNDALE, MICHIGAN  
BY-LAWS**

**Adopted by the Ferndale DDA: June 11, 2002**

**Adopted by the City of Ferndale: June 24, 2002**

Amended and adopted by DDA on June 9, 2016; adopted by City of Ferndale June 27, 2016  
Amended and adopted by DDA on May , 2020; adopted by the City of Ferndale , 2020

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**Article I: Purpose**

Section I – Statement of Purpose and Mission

A. Mission Statement:

The mission of the Ferndale Downtown Development Authority is to create a vibrant urban downtown district in Ferndale by promoting economic growth and preventing or correcting deterioration through the implementation of economic restructuring, design, promotions and organizational plans developed by the Ferndale DDA Board of Directors on behalf of the business owners, property owners, residents and volunteers within Downtown Ferndale.

Also, the purpose of the Ferndale Downtown Development Authority is to act in accordance with Act 57 of the Public Acts of 2018, as such statute may from time to time be amended; including particularly to correct and prevent deterioration in the downtown district; to encourage historical preservation; to create and implement development plans in the district; to promote the economic growth of the district; and to encourage the expansion of commercial enterprises in the downtown district. The Ferndale DDA supplies the funding and the public and private sector leadership to provide for the future success and viability of the Ferndale DDA district.

**Commented [LS1]:** Updated to reflect current law governing DDAs in Michigan.

B. The Ferndale DDA shall have the powers to exercise all powers provided by Act 57 of the Public Acts of 2018.

- ~~1. Prepare an analysis of economic changes taking place in the downtown district;~~
- ~~2. Study and analyze the impact of metropolitan growth upon the downtown district.~~
- ~~3. Plan and propose the construction, the renovation, repair, remodeling, rehabilitation, restoration, preservation, or reconstruction of a public facility, 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;~~
- ~~— Develop long-range plans, in cooperation with the agency 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;~~
- ~~4. 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;~~
- ~~4. Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties;~~
- ~~4. Acquire by purchase or otherwise, on terms and conditions and in a manner the Authority deems proper, or own, convey, or otherwise dispose of, or lease as lessor or lessee, land and other property, real or personal, or rights or interest therein, which the Authority determines is reasonably necessary to achieve the~~

**Commented [MSD2]:** I recommend replacing this list and instead indicating that the Board may exercise all powers provided by Act 57.

~~purposes of this act, and to grant or acquire licenses, easements and options with respect thereto;~~

- ~~5. 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;~~
- ~~6. 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 payment of revenue bonds issued by the Authority;~~
- ~~7. Lease any building or property under its control, or any part thereof;~~
- ~~8. Accept grants and donations of property, labor or other things of value from a public or private source;~~
- ~~8. Acquire and construct public facilities;~~
- ~~9. Prepare its own budget for approval by the City;~~
- ~~9. Utilize Tax Increment Financing (TIF) or other revenue measures throughout the DDA District or portions thereof as authorized under Act 197 or Public Act 120 of 1964.~~

C. **Goals:**

1. Improve communication and processes between city and businesses;
2. Increase awareness of Downtown Ferndale;
3. Create a business base that will support and complement one another;
4. Increase foot traffic and business sales in Downtown Ferndale;
5. Improve the physical and visual appearance of Downtown Ferndale;
6. Improve the efficiency and effectiveness of the operating board, staff and volunteers;
7. To nurture community pride in and support of Downtown Ferndale;
8. To promote Downtown Ferndale through marketing, public relations and communications strategies;
9. To establish a coordinated effort among various organizations and agencies to support the revitalization of Downtown Ferndale;
10. To promote economic growth and increase property values in Downtown Ferndale and to eliminate the causes of deterioration;
11. To enhance the image of Downtown Ferndale;
12. To expand and diversify the retail mix in Downtown Ferndale
13. To strengthen residential development and renovation;
14. To maintain and increase private sector investment and expansion;
15. To encourage business excellence and quality in merchandise, services and building appearance;
16. To create a business district that is unique, diverse, friendly, comfortable, active, urban, cutting edge, accessible, creative, and cultural;

**Commented [LS3]:** Unchanged. Could be part of more comprehensive review in the fall.

D. **Goals will be achieved through developing plans following the Strategic Plan and focusing on projects as defined within those the plans.**

**Commented [LS4]:** Changed language to be more broad and not title the plan directly as 'Strategic Plan.' May have multiple plans in the future that guide us.

## Article II: Offices

### Section I – Offices:

The Ferndale DDA may have such offices as the Ferndale DDA Board of Directors may determine or the affairs of the Authority may require from time to time.

## Article III: Board of Directors

### Section I – General Powers:

The affairs of the Ferndale DDA shall be managed by its Board of Directors

### Section II – Number, Tenure, and Qualifications:

The Ferndale DDA Board of Directors shall consist of ~~the chief executive officer of the City of Ferndale or his or her designee from the governing body of the municipality and not less than 8 or more than 12 members as determined by the governing body of the municipality. Not less than 8 and not more than 12 voting members, including the Chief Executive Officer of the City of Ferndale, and not more than 3 Ex-Officio non-voting members.~~ The voting members shall be appointed for a term of four years, except that of the members first appointed and shall include an equal number of Board of Directors appointed for one year, an equal number for two years, an equal number for three years, and an equal number for four years. At least a majority of the voting members shall be persons having an interest in property located in Downtown Ferndale. At least one of the voting members shall be a resident of Downtown Ferndale, if the district has one hundred or more persons residing within it. A member shall hold office until the member's successor is appointed and assumes the office. Thereafter, each member shall serve for a term of four years, with a limit of two consecutive terms. Upon serving two consecutive terms a member can be eligible for appointment again only after a period of 4 years.

~~The Ex-Officio members shall include the executive director by virtue of office of the Chamber of Commerce, Woodward Avenue Action Association and School Board. The Ex-Officio members may appoint a representative of their organization to attend Ferndale DDA Board of Director meetings.~~

### Section III – Selection of Board Members:

The Chief Executive Officer of the City of Ferndale, with the consent of the City Council, shall appoint the voting members of the Board. Subsequent voting Board members shall be appointed in the same manner as the original appointments at the expiration of each member's term of office.

The Chief Executive Office of the City of Ferndale may ask for the assistance or advice of the Ferndale DDA Board of Directors on selecting voting Board Members for appointment. The Ferndale DDA Board of Directors may then assist the Chief Executive Officer of the City of Ferndale in determining the best candidates for positions on the Ferndale DDA Board of Directors through a thorough recruitment selection process that considers the needs of the Ferndale DDA Board of Directors, needs of the Ferndale DDA and review of applicants. A person so appointed by the Chief Executive Officer of the City of Ferndale shall be declared a voting member of the Ferndale DDA Board of Directors upon taking the oath of office.

**Commented [LS5]:** Updated to reflect the direct language of Act 57 of the Public Acts of 2018. DDA can discuss setting an exact membership target, but the immediate goal is to gain consistency with state law and City of Ferndale Code of Ordinances.

**Commented [MSD6]:** This may actually conflict with the City's ordinance which created the DDA. I will send you the language. But Ord. No. 703, Section 6, adopted on July 14, 1980, constituted the board as "the chief executive officer of the city and eight members". (Section 19-70 of the Codified Ordinances)

**Commented [LS7R6]:** Working with City Clerk to ensure that any updates we make now get approved and listed in the Code of Ordinances.

**Commented [LS8]:** Proposed language to limit to 2 terms, with a gap of 4 years before being eligible to serve again.

**Commented [LS9]:** Recommend that we strike ex-officio (by virtue of office) membership. I do not believe it's ever been fully execute and engagement with these groups can be accomplished with regular invitations to meetings.



~~The Ferndale DDA Board of Directors shall approve Ex-Officio representative members of the Board after considering the recommendations of the Ex-Officio member.~~

Section IV – Expiration of Term; Continuation in Offices; Reappointment; Filling Vacancies:

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 Chief Executive Officer of the Municipality.

Section V – Removal:

Pursuant to notice and after having been given an opportunity to be heard, a member of the board may be removed for cause by the governing body, removal of a member subject to review by the circuit.

Section VI – Disclosure of Interests:

A Board Member who has a direct interest in any matter before the Ferndale DDA Board of Directors shall disclose his interest prior to the Ferndale DDA Board of Directors taking any action with respect to the matter, which disclosure shall become a part of the record of the Ferndale DDA Board of Directors' official proceedings. The Board Member shall not vote on the matter.

**Commented [MSD10]:** This should also provide that the member shall not vote on the mater.

Section VII – Strategic Planning Meetings:

A Strategic Planning Meeting of the Ferndale DDA Board of Directors shall be held as needed (the frequency will depend on the needs of the organization at the time) for the purpose of strategic planning, assessment of goals and accomplishments as established at the previous Strategic Planning Meeting(s), and for the transaction of such other business as may come before the meeting. ~~A bi-annual meeting of the Ferndale DDA Board of Directors shall be held in the first quarter of the calendar year, beginning with the year 2017, for the election of officers. The Ferndale DDA Board of Directors shall cause the election to be held at a regular or special meeting of the Ferndale DDA Board of Directors. Nominations for the Offices of the Ferndale DDA Board of Directors shall be recommended in at least one meeting prior to the meeting in which the nominations will be considered.~~

**Commented [LS11]:** Moved to Article IV: Officers and The Executive Board, Section II. Keeps this section more cleanly focused on the need for a Strategic Planning Session and separates the election officers.

Section VIII – Regular Meetings:

Regular meetings of the Ferndale DDA Board of Directors 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 Ferndale DDA Board of Directors determines otherwise. The Chairperson shall determine the specific time and day of each month that regular meetings shall be held based on the availability of Board members. The Chairperson has the authority to cancel a regular meeting.

**Commented [MSD12]:** Consider adding authority for the Chairperson to cancel a meeting.

Section IX – Special Meetings:

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

**Commented [MSD13]:** It is very unusual and can create quite a problem if a single member is authorized to call a special meeting.

Section X – Notice of Meetings:

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

Section XI – Quorum and Voting:

A majority of the voting members of the Ferndale 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 III, Section 6), a majority of the remaining voting members of the Ferndale DDA Board of Directors eligible to vote shall constitute a quorum for the transaction of business.

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

Section XII – Public Meetings:

The meetings of the Board shall be public.

Section XIII – Compensation of Members:

Members of the Ferndale DDA Board of Directors shall serve without compensation, but shall be reimbursed for actual and necessary expenses subject to authorization by a vote of two-thirds of the majority of the Board members then eligible to vote.

Section XIV – Minutes of all Meetings:

The minutes of any meeting of the Ferndale DDA Board of Directors will be mailed to all members of the Ferndale DDA Board of Directors for their review prior to the next regularly scheduled meeting. Minutes of the proceedings of regular or special meetings shall be prepared at the request of and provided to any member of the Ferndale DDA Board of Directors or the City Council. 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.

**Article IV: Officers and The Executive Board**

Section I – Officers:

The officers of the Ferndale DDA Board of Directors shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer.

Section II – Election and Term of Office:

Officers of the Ferndale DDA Board of Directors shall be elected biennially bi-annually by the Board at a regular or special meeting held in the first quarter of the year. the regular bi-annual meeting of the Ferndale DDA Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held within 90 days of such meeting. Nominations for the Offices of the Ferndale DDA Board of Directors shall be recommended in at least one meeting prior to the meeting in which the nominations will be considered.

Each officer shall hold office until his 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 member shall hold more than one office at a time. An officer must be a current voting Board member.

**Commented [LS14]:** Updated from “bi-annually” which is defined as twice per year. “Biennially” is defined as once every two years.

**Commented [LS15]:** Updated to provide flexibility that officers can be elected at either a regular board meeting or a specially called meeting such as a Strategic Planning Session.

~~A bi-annual meeting of the Ferndale DDA Board of Directors shall be held in the first quarter of the calendar year, beginning with the year 2017, for the election of officers. The Ferndale DDA Board of Directors shall cause the election to be held at a regular or special meeting of the Ferndale DDA Board of Directors. Nominations for the Offices of the Ferndale DDA Board of Directors shall be recommended in at least one meeting prior to the meeting in which the nominations will be considered.~~

**Commented [LS16]:** Language was moved and consolidated from Article III: Board of Directors, Section VII – Strategic Planning Meetings to provide more clarity. Contents of this moved paragraph were incorporated in to the paragraphs above.

#### Section III – Removal:

After notice and having been given an opportunity to be heard, the Ferndale DDA Board of Directors may without cause remove any officer elected or appointed by the Ferndale DDA Board of Directors whenever it judges that it is in the best interest of the Ferndale Board of Directors.

#### Section IV – Vacancies:

A vacancy in office of an officer because of death, resignation, removal, disqualification or otherwise, may be filled by the Ferndale DDA Board of Directors for the unexpired portion of the term.

#### Section V – Chairperson:

The Chairperson shall preside at all meetings of the Ferndale DDA Board of Directors and shall discharge the duties of the presiding officer and such other duties as may from time to time be assigned by the Ferndale DDA Board. To qualify as a candidate for Chairperson in an election, the Board member must have served one full year on the Ferndale DDA Board of Directors to be eligible.

#### Section VI – Vice-Chairperson:

In the absence of the Chairperson or in the event of his inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. Any Vice-Chairperson shall perform such other duties as from time to time may be assigned to him by the Chairperson or by the Ferndale DDA Board of Directors. To qualify as a candidate for Vice-Chairperson in an election, the Board member must have served one full year on the Ferndale DDA Board of Directors to be eligible.

#### Section VII – Secretary

The Secretary shall record, review and present to the Ferndale DDA Board of Directors for approval all Ferndale DDA Board of Directors meeting minutes, committee minutes and correspondence.

#### Section VIII – Treasurer

The Treasurer shall review and present to the Ferndale DDA Board of Directors for approval all Ferndale DDA fund and expense reports created by the Executive Director of the Ferndale DDA and the Finance Director of the City of Ferndale. In the absence of the Executive Director of the Ferndale DDA or Finance Director of the City of Ferndale, the Treasurer will be responsible for all tracking of all funds, expenses and revenues.

#### Section IX – Executive Board Members:

The Executive Board shall be made up of the Chairperson, Vice-Chairperson, Treasurer and Executive Director.

Section X—Executive Board Powers:

The responsibilities of the Executive Board shall be to advise the Executive Director on the finances, personnel and administration of the Ferndale DDA. The Executive Board shall finalize the annual budget to be approved by the Ferndale DDA Board of Directors and then presented to City Council for approval.

**Article V: Employment of Personnel:**

The Ferndale DDA Board of Directors may employ personnel as deemed necessary. Such personnel may include, but not limited to an Executive Director, treasurer, secretary, legal counsel, ambassador, maintenance staff, and other staff as necessary to achieve the goals and objectives of the Ferndale DDA.

Section I—The Executive Director Role:

The Executive Director shall report directly to the Chairperson of the Ferndale DDA Board of Directors. The Executive Director shall supervise all other staff, contractors, and consultants of the Ferndale DDA.

The Executive Director shall have the authority to spend DDA funds within the approved budget line items. -In the event that funds need to be reallocated to accommodate a new or different goal or objective of the DDA the Executive Director shall have the authority to do so up to \$5,000 item without prior consent from the DDA Board of Directors. The Executive Director shall notify the DDA Board of Directors of this action at their next regular meeting.

In the absence of the Executive Director or in the event of his or her inability or refusal to act, the City Manager, or his or her designee, shall carry out the duties and responsibilities of the Executive Director.

Section II—Employment Contract & Hiring

The Executive Director shall sign a written contract of employment signed and approved by the Chairperson with majority support from the board of Directors. The Executive Director shall be responsible for all other staff hiring selections. The Executive Director will be responsible for all personnel decisions and will inform the DDA Executive Board of all hiring, disciplinary, and termination actions. Employment agreements shall be prepared by the Executive Director and reviewed by legal counsel prior to execution. All employment agreements will be signed by the Executive Director and employee.

**Article VI: Standing Committees**

Section I – Standing Committees:

Standing committees of the Ferndale DDA Board of Directors shall be the design committee, business development committee, promotions committee and the organizational committee. These committees may be restructured or ceased by the DDA Board of Directors at any time. Additional committees may be formed if necessary to accomplish goals and objectives as outlined in the Strategic Plan.

Section II – Standing Committee Structure:

No fewer than three committee members and no more than eight committee members shall serve on each committee. No more than four Ferndale DDA Board of Directors

**Commented [MSD17]:** Are committees limited to voting members? Do committees meet according to notice and requirements of Open Meetings Act?

**Commented [LS18R17]:** Section requires review but will be postponed until Fall 2020 for more in-depth review.

shall serve on one committee. The DDA Executive Director shall act as a permanent consultant to each committee 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 Ferndale DDA Board of Directors deemed necessary.

Section III – Term of Office:

Each member of the standing committee shall continue as such until his successor is appointed, unless such member resigns, or unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section IV – Chairperson:

One member of each committee shall be appointed Chairperson by the Ferndale DDA Board of Directors and does not have to be a DDA Board Member.

Section V – Quorum:

Unless otherwise provided in the resolution of the Ferndale DDA Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the acts of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section VI – Power of Committees:

Standing committees shall determine and schedule their meeting times, dates (minimum of monthly) and locations; consult with outside sources; interface with other city-appointed Boards and Commissions for an exchange of ideas that would then be presented to the Ferndale DDA Board of Directors prior to any action of the Ferndale DDA Board of Directors.

The committees could interface by inviting member(s) of such boards and commissions to a committee meeting, members(s) of the committee attending said Board's meeting, telephone consultation, and written correspondence; make recommendations to the Ferndale DDA Board of Directors for approval; act on decisions made by the Ferndale DDA Board of Directors as delegated by said Board of Directors that are within the authority and means of Ferndale DDA Board of Directors. Standing committees do not have the authority to take action without the approval of the Ferndale DDA Board of Directors; make decisions without the approval of the Ferndale DDA Board of Directors; act on proposed plans without approval of the Ferndale DDA Board of Directors; make recommendations between committees without Ferndale DDA Board of Directors approval; and enter into contracts or purchase agreements.

Section VII – Duties:

The duties of the committees are to notify the DDA Executive Director and Chairperson of all meeting times, dates and locations; keep written summaries of each meeting to be filed with the Ferndale DDA; keep the DDA Executive Director informed of the events of each meeting by means of the Chairperson if unable to attend; fulfill charges of and answer to the Ferndale DDA Board of Directors; present committee reports at Ferndale DDA Board of Directors meetings as necessary; act in the best interest of the Ferndale DDA at all times.

## **Article VII: Advisory Committees**

**Commented [LS19]:** Section requires review but will be postponed until Fall 2020 for more in-depth review.

### Section I - Committees of Members:

The Ferndale DDA Board of Directors, by resolution adopted by a majority of the members present at any meeting, may designate and appoint one or more committees to advise the Ferndale DDA Board of Directors, except as otherwise provided in such resolution. The members of such committee may be Board Members, outside consultants or community leaders as authorized by the Ferndale DDA Board of Directors and appointed whenever it is deemed in the best interest of the Ferndale DDA. The Ferndale DDA Board of Directors if deemed in the best interest of the Ferndale DDA may remove any member of an advisory committee.

### Section II – Term of Office:

Each member of a committee shall continue as such until his successor is appointed, unless such member resigns, or unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

### Section III – Chairperson:

The Ferndale DDA Board of Directors shall appoint one member of each committee the chairperson of the advisory committee.

### Section IV – Quorum:

Unless otherwise provided in the resolution of the Ferndale DDA Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the acts of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **Article VIII: Contracts, Checks, Deposits and Funds**

### Section I – Contracts:

The Board may authorize the chairperson, executive director, agents or agents of the Ferndale DDA, 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 an approved budget.

### Section II – 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 of Ferndale for the issuance of payment. If for any reason the Ferndale DDA establishes a bank account outside of the City of Ferndale'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 Board.

### Section III – Deposits:

All funds of the Ferndale DDA shall immediately be deposited into the appropriate fund or account to the credit of the Ferndale DDA in such banks, trust companies or other depositories as the Ferndale DDA Board of Directors may select.

Section IV – Gifts:

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

Section V – Budget:

~~The committees of the Ferndale DDA shall submit proposed objectives and goals to the Ferndale DDA Board of Directors in December for the development of an annual budget.~~  
The Ferndale DDA Board of Directors shall set goals and objectives annually ~~in January~~ to develop and approve a budget for the fiscal year beginning the first day of July. The Ferndale DDA Board of Directors shall submit an annual budget to the City of Ferndale Finance Department by the end of March for inclusion in the annual budget presentation to City Council held prior to April 30 of each year for City approval.

**Commented [LS20]:** Can be revisited in the fall to determine if bylaws need to include budget input from outside people/groups. For now I think it's best to focus on the budget responsibilities of the Board.

**Commented [LS21]:** Should be done earlier. No need to define exact month.

**Article IX: Books and Records**

The ~~staff of the City of Ferndale, on behalf of the~~ Ferndale DDA shall keep correct and complete books and records of account, ~~and The Ferndale DDA shall also~~ keep minutes of the proceedings of its members, Ferndale DDA Board of Directors, and committees having any of the powers of the Ferndale DDA Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Authority shall be open to the public at all times.

**Commented [LS22]:** Changed to reflect that DDA no longer keeps its only financial books/records, but does so in concert with the City of Ferndale.

The Executive Director shall provide the Treasurer, Ferndale DDA Board of Directors and City of Ferndale with regular financial reports of the activities of the revenues received and expenditures made by the Ferndale DDA.

All bank accounts maintained by the Ferndale DDA shall incorporate the words "Ferndale Downtown Development Authority" in the title of such accounts. Upon the creation of any new accounts, the Authority shall so advise the City of Ferndale.

**Article X: Calendar-Fiscal Year**

The calendar-fiscal year of the ~~corporation~~ Ferndale DDA shall begin on the first day of July and end the last day of June each year.

**Article XI: Amendments to Rules**

These rules may be altered, amended, or repealed and new rules may be adopted by a majority of the members appointed and serving if written notice is given of intention to alter, amend, or repeal or to adopt new rules at such meeting. The full nature of the rule change shall be included in the notice. Adoption of rule changes shall require affirmative votes by five members of the Ferndale DDA Board of Directors. Changes in these rules are subject to approval by the City Council.

**Commented [MSD23]:** Note that Bylaws cannot override an ordinance. If Ordinance 703 set the DDA Board to the CEO + eight members, then that ordinance would need to be amended to revise the Board makeup.

**Article XII: Political Campaign Activity**

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

**Commented [LS24R23]:** City Clerk has been alerted and we will make sure all new changes are approved by City Council and recorded in the Ordinances.

**Article XIII: Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Ferndale DDA Board of Directors 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 DDA Board of Directors may adopt.

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**FERNDALE DOWNTOWN DEVELOPMENT AUTHORITY  
FERNDALE, MICHIGAN  
BY-LAWS**

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Section I – Statement of Purpose and Mission

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Also, the purpose of the Ferndale Downtown Development Authority is to act in accordance with Act 57 of the Public Acts of 2018, as such statute may from time to time be amended; including particularly to correct and prevent deterioration in the downtown district; to encourage historical preservation; to create and implement development plans in the district; to promote the economic growth of the district; and to encourage the expansion of commercial enterprises in the downtown district. The Ferndale DDA supplies the funding and the public and private sector leadership to provide for the future success and viability of the Ferndale DDA district.

B. The Ferndale DDA shall have the powers to exercise all powers provided by Act 57 of the Public Acts of 2018.

C. Goals:

1. Improve communication and processes between city and businesses;
2. Increase awareness of Downtown Ferndale;
3. Create a business base that will support and complement one another;
4. Increase foot traffic and business sales in Downtown Ferndale;
5. Improve the physical and visual appearance of Downtown Ferndale;
6. Improve the efficiency and effectiveness of the operating board, staff and volunteers;
7. To nurture community pride in and support of Downtown Ferndale;
8. To promote Downtown Ferndale through marketing, public relations and communications strategies;
9. To establish a coordinated effort among various organizations and agencies to support the revitalization of Downtown Ferndale;
10. To promote economic growth and increase property values in Downtown Ferndale and to eliminate the causes of deterioration;
11. To enhance the image of Downtown Ferndale;
12. To expand and diversify the retail mix in Downtown Ferndale
13. To strengthen residential development and renovation;
14. To maintain and increase private sector investment and expansion;
15. To encourage business excellence and quality in merchandise, services and building appearance;
16. To create a business district that is unique, diverse, friendly, comfortable, active, urban, cutting edge, accessible, creative, and cultural;

D. Goals will be achieved through developing plans and focusing on projects as defined within those plans.

## **Article II: Offices**

### Section I – Offices:

The Ferndale DDA may have such offices as the Ferndale DDA Board of Directors may determine or the affairs of the Authority may require from time to time.

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

### Section I – General Powers:

The affairs of the Ferndale DDA shall be managed by its Board of Directors.

### Section II – Number, Tenure, and Qualifications:

The Ferndale DDA Board of Directors shall consist of the Chief Executive Officer of the City of Ferndale or his or her designee from the governing body of the municipality and not less than 8 or more than 12 members as determined by the governing body of the municipality. The voting members shall be appointed for a term of four years, except that of the members first appointed and shall include an equal number of Board of Directors appointed for one year, an equal number for two years, an equal number for three years, and an equal number for four years. At least a majority of the voting members shall be persons having an interest in property located in Downtown Ferndale. At least one of the voting members shall be a resident of Downtown Ferndale, if the district has one hundred or more persons residing within it. A member shall hold office until the member's successor is appointed and assumes the office. Thereafter, each member shall serve for a term of four years, with a limit of two consecutive terms. Upon serving two consecutive, terms a member can be eligible for appointment again only after a period of four years

### Section III – Selection of Board Members:

The Chief Executive Officer of the City of Ferndale, with the consent of the City Council, shall appoint the voting members of the Board. Subsequent voting Board members shall be appointed in the same manner as the original appointments at the expiration of each member's term of office.

The Chief Executive Office of the City of Ferndale may ask for the assistance or advice of the Ferndale DDA Board of Directors on selecting voting Board Members for appointment. The Ferndale DDA Board of Directors may then assist the Chief Executive Officer of the City of Ferndale in determining the best candidates for positions on the Ferndale DDA Board of Directors through a thorough recruitment selection process that considers the needs of the Ferndale DDA Board of Directors, needs of the Ferndale DDA and review of applicants. A person so appointed by the Chief Executive Officer of the City of Ferndale shall be declared a voting member of the Ferndale DDA Board of Directors upon taking the oath of office.

### Section IV – Expiration of Term; Continuation in Offices; Reappointment; Filling Vacancies:

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 Chief Executive Officer of the Municipality.

### Section V – Removal:

Pursuant to notice and after having been given an opportunity to be heard, a member of the board may be removed for cause by the governing body, removal of a member subject to review by the circuit.

Section VI – Disclosure of Interests:

A Board Member who has a direct interest in any matter before the Ferndale DDA Board of Directors shall disclose his interest prior to the Ferndale DDA Board of Directors taking any action with respect to the matter, which disclosure shall become a part of the record of the Ferndale DDA Board of Directors' official proceedings. The Board Member shall not vote on the matter.

Section VII – Strategic Planning Meetings:

A Strategic Planning Meeting of the Ferndale DDA Board of Directors shall be held as needed (the frequency will depend on the needs of the organization at the time) for the purpose of strategic planning, assessment of goals and accomplishments as established at the previous Strategic Planning Meeting(s), and for the transaction of such other business as may come before the meeting.

Section VIII – Regular Meetings:

Regular meetings of the Ferndale DDA Board of Directors 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 Ferndale DDA Board of Directors determines otherwise. The Chairperson shall determine the specific time and day of each month that regular meetings shall be held based on the availability of Board members. The Chairperson has the authority to cancel a regular meeting.

Section IX – Special Meetings:

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

Section X – Notice of Meetings:

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

Section XI – Quorum and Voting:

A majority of the voting members of the Ferndale 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 III, Section 6), a majority of the remaining voting members of the Ferndale DDA Board of Directors eligible to vote shall constitute a quorum for the transaction of business.

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

Section XII – Public Meetings:

The meetings of the Board shall be public.

Section XIII – Compensation of Members:

Members of the Ferndale DDA Board of Directors shall serve without compensation but shall be reimbursed for actual and necessary expenses subject to authorization by a vote of two-thirds of the majority of the Board members then eligible to vote.

Section XIV – Minutes of all Meetings:

The minutes of any meeting of the Ferndale DDA Board of Directors will be mailed to all members of the Ferndale DDA Board of Directors for their review prior to the next regularly scheduled meeting. Minutes of the proceedings of regular or special meetings shall be prepared at the request of and provided to any member of the Ferndale DDA Board of Directors or the City Council. 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.

**Article IV: Officers and The Executive Board**

Section I – Officers:

The officers of the Ferndale DDA Board of Directors shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer.

Section II – Election and Term of Office:

Officers of the Ferndale DDA Board of Directors shall be elected biennially by the Board at a regular or special meeting held in the first quarter of the year. If the election of officers shall not be held at such meeting, such election shall be held within 90 days of such meeting. Nominations for the Offices of the Ferndale DDA Board of Directors shall be recommended in at least one meeting prior to the meeting in which the nominations will be considered.

Each officer shall hold office until his 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 member shall hold more than one office at a time. An officer must be a current voting Board member.

Section III – Removal:

After notice and having been given an opportunity to be heard, the Ferndale DDA Board of Directors may without cause remove any officer elected or appointed by the Ferndale DDA Board of Directors whenever it judges that it is in the best interest of the Ferndale Board of Directors.

Section IV – Vacancies:

A vacancy in office of an officer because of death, resignation, removal, disqualification or otherwise, may be filled by the Ferndale DDA Board of Directors for the unexpired portion of the term.

Section V – Chairperson:

The Chairperson shall preside at all meetings of the Ferndale DDA Board of Directors and shall discharge the duties of the presiding officer and such other duties as may from time to time be assigned by the Ferndale DDA Board. To qualify as a candidate for Chairperson in an election, the Board member must have served one full year on the Ferndale DDA Board of Directors to be eligible.

Section VI – Vice-Chairperson:

In the absence of the Chairperson or in the event of his inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. Any Vice-Chairperson shall perform such other duties as from time to time may be assigned to him by the Chairperson or by the Ferndale DDA Board of Directors. To qualify as a candidate for Vice-Chairperson in an election, the Board member must have served one full year on the Ferndale DDA Board of Directors to be eligible.

Section VII – Secretary

The Secretary shall record, review and present to the Ferndale DDA Board of Directors for approval all Ferndale DDA Board of Directors meeting minutes, committee minutes and correspondence.

Section VIII – Treasurer

The Treasurer shall review and present to the Ferndale DDA Board of Directors for approval all Ferndale DDA fund and expense reports created by the Executive Director of the Ferndale DDA and the Finance Director of the City of Ferndale. In the absence of the Executive Director of the Ferndale DDA or Finance Director of the City of Ferndale, the Treasurer will be responsible for all tracking of all funds, expenses and revenues.

Section IX – Executive Board Members:

The Executive Board shall be made up of the Chairperson, Vice-Chairperson, Treasurer and Executive Director.

Section X—Executive Board Powers:

The responsibilities of the Executive Board shall be to advise the Executive Director on the finances, personnel and administration of the Ferndale DDA. The Executive Board shall finalize the annual budget to be approved by the Ferndale DDA Board of Directors and then presented to City Council for approval.

**Article V: Employment of Personnel:**

The Ferndale DDA Board of Directors may employ personnel as deemed necessary. Such personnel may include, but not limited to an Executive Director, treasurer, secretary, legal counsel, ambassador, maintenance staff, and other staff as necessary to achieve the goals and objectives of the Ferndale DDA.

Section I—The Executive Director Role:

The Executive Director shall report directly to the Chairperson of the Ferndale DDA Board of Directors. The Executive Director shall supervise all other staff, contractors, and consultants of the Ferndale DDA.

The Executive Director shall have the authority to spend DDA funds within the approved budget line items. In the event that funds need to be reallocated to accommodate a new or different goal or objective of the DDA the Executive Director shall have the authority to do so up to \$5,000 item without prior consent from the DDA Board of Directors. The Executive Director shall notify the DDA Board of Directors of this action at their next regular meeting.

In the absence of the Executive Director or in the event of his or her inability or refusal to act, the City Manager, or his or her designee, shall carry out the duties and responsibilities of the Executive Director.

#### Section II—Employment Contract & Hiring

The Executive Director shall sign a written contract of employment signed and approved by the Chairperson with majority support from the board of Directors. The Executive Director shall be responsible for all other staff hiring selections. The Executive Director will be responsible for all personnel decisions and will inform the DDA Executive Board of all hiring, disciplinary, and termination actions. Employment agreements shall be prepared by the Executive Director and reviewed by legal counsel prior to execution. All employment agreements will be signed by the Executive Director and employee.

### **Article VI: Standing Committees**

#### Section I – Standing Committees:

Standing committees of the Ferndale DDA Board of Directors shall be the design committee, business development committee, promotions committee and the organizational committee. These committees may be restructured or ceased by the DDA Board of Directors at any time. Additional committees may be formed if necessary, to accomplish goals and objectives as outlined in the Strategic Plan.

#### Section II – Standing Committee Structure:

No fewer than three committee members and no more than eight committee members shall serve on each committee. No more than four Ferndale DDA Board of Directors shall serve on one committee. The DDA Executive Director shall act as a permanent consultant to each committee 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 Ferndale DDA Board of Directors deemed necessary.

#### Section III – Term of Office:

Each member of the standing committee shall continue as such until his successor is appointed, unless such member resigns, or unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

#### Section IV – Chairperson:

One member of each committee shall be appointed Chairperson by the Ferndale DDA Board of Directors and does not have to be a DDA Board Member.

#### Section V – Quorum:

Unless otherwise provided in the resolution of the Ferndale DDA Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the acts of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

#### Section VI – Power of Committees:

Standing committees shall determine and schedule their meeting times, dates (minimum of monthly) and locations; consult with outside sources; interface with other city-appointed Boards

and Commissions for an exchange of ideas that would then be presented to the Ferndale DDA Board of Directors prior to any action of the Ferndale DDA Board of Directors.

The committees could interface by inviting member(s) of such boards and commissions to a committee meeting, members(s) of the committee attending said Board's meeting, telephone consultation, and written correspondence; make recommendations to the Ferndale DDA Board of Directors for approval; act on decisions made by the Ferndale DDA Board of Directors as delegated by said Board of Directors that are within the authority and means of Ferndale DDA Board of Directors. Standing committees do not have the authority to take action without the approval of the Ferndale DDA Board of Directors; make decisions without the approval of the Ferndale DDA Board of Directors; act on proposed plans without approval of the Ferndale DDA Board of Directors; make recommendations between committees without Ferndale DDA Board of Directors approval; and enter into contracts or purchase agreements.

Section VII – Duties:

The duties of the committees are to notify the DDA Executive Director and Chairperson of all meeting times, dates and locations; keep written summaries of each meeting to be filed with the Ferndale DDA; keep the DDA Executive Director informed of the events of each meeting by means of the Chairperson if unable to attend; fulfill charges of and answer to the Ferndale DDA Board of Directors; present committee reports at Ferndale DDA Board of Directors meetings as necessary; act in the best interest of the Ferndale DDA at all times.

**Article VII: Advisory Committees**

Section I - Committees of Members:

The Ferndale DDA Board of Directors, by resolution adopted by a majority of the members present at any meeting, may designate and appoint one or more committees to advise the Ferndale DDA Board of Directors, except as otherwise provided in such resolution. The members of such committee may be Board Members, outside consultants or community leaders as authorized by the Ferndale DDA Board of Directors and appointed whenever it is deemed in the best interest of the Ferndale DDA. The Ferndale DDA Board of Directors if deemed in the best interest of the Ferndale DDA may remove any member of an advisory committee.

Section II – Term of Office:

Each member of a committee shall continue as such until his successor is appointed, unless such member resigns, or unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section III – Chairperson:

The Ferndale DDA Board of Directors shall appoint one member of each committee the chairperson of the advisory committee.

Section IV – Quorum:

Unless otherwise provided in the resolution of the Ferndale DDA Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the acts of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **Article VIII: Contracts, Checks, Deposits and Funds**

### Section I – Contracts:

The Board may authorize the chairperson, executive director, agents or agents of the Ferndale DDA, 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 an approved budget.

### Section II – 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 of Ferndale for the issuance of payment. If for any reason the Ferndale DDA establishes a bank account outside of the City of Ferndale'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 Board.

### Section III – Deposits:

All funds of the Ferndale DDA shall immediately be deposited into the appropriate fund or account to the credit of the Ferndale DDA in such banks, trust companies or other depositories as the Ferndale DDA Board of Directors may select.

### Section IV – Gifts:

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

### Section V – Budget:

The Ferndale DDA Board of Directors shall set goals and objectives annually to develop and approve a budget for the fiscal year beginning the first day of July. The Ferndale DDA Board of Directors shall submit an annual budget to the City of Ferndale Finance Department by the end of March for inclusion in the annual budget presentation to City Council held prior to April 30 of each year for City approval.

## **Article IX: Books and Records**

The staff of the City of Ferndale, on behalf of, and in concert with the Ferndale DDA, shall keep correct and complete books and records of account. The Ferndale DDA shall keep minutes of the proceedings of its members, Ferndale DDA Board of Directors, and committees having any of the powers of the Ferndale DDA Board of Directors and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Authority shall be open to the public at all times.

The Executive Director shall provide the Treasurer, Ferndale DDA Board of Directors and City of Ferndale with regular financial reports of the activities of the revenues received and expenditures made by the Ferndale DDA.



All bank accounts maintained by the Ferndale DDA shall incorporate the words “Ferndale Downtown Development Authority” in the title of such accounts. Upon the creation of any new accounts, the Authority shall so advise the City of Ferndale.

**Article X: Fiscal Year**

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

**Article XI: Amendments to Rules**

These rules may be altered, amended, or repealed and new rules may be adopted by a majority of the members appointed and serving if written notice is given of intention to alter, amend, or repeal or to adopt new rules at such meeting. The full nature of the rule change shall be included in the notice. Adoption of rule changes shall require affirmative votes by five members of the Ferndale DDA Board of Directors. Changes in these rules are subject to approval by the City Council.

**Article XII: Political Campaign Activity**

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

**Article XIII: Parliamentary Authority**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Ferndale DDA Board of Directors 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 DDA Board of Directors may adopt.

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