

**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 14, 2020; adopted by the City of Ferndale May 26, 2020

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.

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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