

**CITY OF GRAYLING
DOWNTOWN DEVELOPMENT AUTHORITY/GRAYLING MAIN
STREET
BYLAWS**

Article I. Name

The name of this organization shall be the City of Grayling Downtown Development Authority (DDA) (the "Authority")/(Grayling Main Street (GMS), (DDA/GMS)

Article II. Purpose

SECTION 1--PURPOSE DDA:

The purpose of this organization is to act as a Downtown Development Authority in accordance with Act 197 of the Public Acts of Michigan of 1975, as amended, (the "Act") and include, but not limited to, the prevention of deterioration in the downtown district, the encouragement of historic preservation, the creation and implementation of development plans, to increase property values in the downtown district, and to promote economic growth therein. The power or authority given under Public Act 197 is as follows:

- A. Prepare and analyze the economic changes taking place in the downtown district.
- B. Study and analyze the impact of growth upon the downtown district.
- C. Plan and propose the construction, renovation, repair, remodeling, rehabilitation, restoration, preservation, or reconstruction of public facilities, and existing buildings or multi-family dwelling units which may be necessary or appropriate to the execution of a plan, which in the opinion of the board, aids in the economic growth of the downtown district.
- D. Develop long-range plans, in cooperation with the City Council and City Planning Commission which are chiefly responsible for policy and planning in the City of Grayling, designed to halt the deterioration of property values in the downtown district, and take such steps as may be necessary to persuade property owners to implement the plans to the fullest extent possible.
- E. Implement any plan of development in the downtown district necessary to achieve the purposes of the act, in accordance with the powers of the Authority as granted by said act.
- F. Make and enter into contracts necessary or incidental to the exercise of its power and performance of its duties.
- G. Acquire by purchase or otherwise, on terms and conditions and in a manner the authority deems proper, own, convey, or otherwise dispose of, or lease as lessor or lessee, land and other property real or personal, or rights of interests therein, which the authority determines is reasonably necessary to achieve the purposes of the act, and to grant or acquire licenses, easements and options with respect thereto: improve, maintain, repair, and operate any buildings including multi-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.
- H. 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 for the payment of revenue bonds issued by the authority.
 - I. Lease any building or property under its control, or any part thereof.
 - J. Accept grants and donations of property, labor or other things of value from a public or private source.
 - K. Acquire and construct or provide financing for any public facilities as determined in the development plan.

SECTION 2 -- PURPOSE GMS:

The Purpose of the Grayling Main Street is to carry out the Mission, Vision and Goals of the Grayling Main Street Program.

(While the purpose of Grayling Main Street and the City of Grayling Downtown Development Authority run parallel to each other, the two districts are not one and the same. The Grayling Main Street district lies wholly within the more encompassing boundaries of the DDA. However GMS, because of its affiliation with the Michigan and National Main Street Programs, is eligible for services that are not available to the larger DDA district.)

MISSION: The Mission of Grayling Main Street is to stimulate economic vitality, sustainability and entrepreneurship in the downtown through a positive movement with broad-based community involvement.

VISION: Downtown Grayling is a diverse alliance of vibrant and sustainable businesses providing a sense of place that is culturally dynamic adding value to the lives of those who visit, live and work there.

CORE VALUES: Honesty, Integrity, Tolerance, Optimism, Vision.

GOALS.

- A. Foster effective communication between the City of Grayling and the businesses and property owners in the Main Street and DDA Districts in Grayling.
- B. Increase foot traffic and retail sales in downtown Grayling.
- C. Improve the physical and visual impact of downtown Grayling.
- D. Improve the effectiveness and efficiency of the Board, staff and volunteers.
- E. Fully participate in a coordinated effort among various agencies and organizations to vitalize the economic climate in downtown Grayling.
- F. Analyze the economic changes taking place in the larger economy.
- G. Study and analyze the impact of these changes upon the downtown district.
- H. Promote economic growth and increase property values in downtown Grayling and eliminate the root causes of deterioration.
- I. Expand and diversify the retail mix in downtown Grayling.
- J. Maintain and increase private sector investment and expansion in downtown Grayling.
- K. Create a downtown that is authentic, unique, diverse, friendly, active, artistic, experiential, creative and cultural

The Boards Goals will be achieved through its long-term commitment to the Michigan Main Street Program and the National Main Street four-point approach including:

1. Design

2. Promotion and Marketing
3. Organization and Finance
4. Economic Vitality

ARTICLE III. Offices

Section 1. Registered Office - The registered office of the DDA/Grayling Main Street shall be at 1020 City Boulevard, Grayling, Michigan 49738 (City Hall).

Section 2. Principal Office. The Authority shall have its principal office at the location of the registered office, and it may also maintain offices at such other place or places as the DDA/Grayling Main Street Board may from time to time designate.

ARTICLE IV. Board of Directors

Section 1 – General Powers

The Board manages the affairs of the DDA/Grayling Main Street program including determining organizational policy in the following areas: leadership, strategic planning, financial management, resource development, community relations, and operations.

Make and enter into contracts necessary or incidental to the exercise of its power and performance of its duties.

Section 2. Number, Qualifications, Selection and Tenure.

- A. The DDA/Grayling Main Street Board shall consist of eight (8) members and the City Manager. At least five (5) members shall be persons having an interest in a business and/or property located in the downtown district.
- B. City Manager's roles and responsibilities shall include, but not limited to, advising the Board on the regulations and permits required by the City of Grayling necessary to carry out the intended actions of the Board.
- C. Members, for a designated term of office, shall be appointed by the City Manager and confirmed by the City Council, all in accordance with the Act. However, prior to any appointment, the DDA/Grayling Main Street Board shall be given the opportunity to recommend to the City Manager members who are willing to sign and abide by the Grayling Main Street Board Member Agreement. All applications will be filed and recorded with the City Clerk.
- D. Any City Council member serving on the Authority Board shall be removed upon termination of their seat on Council. Under such circumstances, a replacement shall be appointed by the City Manager from the City Council.
- E. Except for the City Manager, those first appointed shall serve as follows: $\frac{1}{4}$ of the membership shall serve for 1 year. $\frac{1}{4}$ of the membership shall serve for 2 years. $\frac{1}{4}$ of the membership shall serve for 3 years. $\frac{1}{4}$ of the membership shall server for 4 years. Thereafter, each subsequent member shall serve for 4 years.

Section 3. Vacancies

A vacancy on the Authority Board may be filled through appointment by the City Manager confirmed by City Council to fulfill the unexpired term of the vacancy.

Section 4. Compensation

Board members shall serve without salary, but shall be reimbursed for actual expenses incurred in the performance of their official duties. Said expenses require pre-approval by the Board.

Section 5. Requirements for Board service

- A. A demonstrated commitment to the Mission, Vision, Core Values and Goals of the DDA/Grayling Main Street Program.
- B. Attend all GMS/DDA meetings unless attendance is prevented by a personal emergency, or a business obligation over which the Board member has no choice, or the Board member is traveling and distance prevents his/her attendance. Advance notice will be given to the Board Chairperson when one is unable to attend a meeting. A Board member shall be considered in attendance if he/she participates in the meeting of the Board by means of telephone conference or similar communications equipment that allows all persons participating in the meeting to hear each other. The Board shall adopt e-attendance policy guidelines.
- C. A willingness to expand knowledge or Board responsibilities through orientation and ongoing training.
- D. A willingness to be a positive representative of the organization in the community.
- E. A willingness to serve as an active member of a Main Street committee.
- F. Sign and fulfill the requirements stated in the Board Member Agreement.

Section 6. Evaluation

- A. Every Board Member may be subject to self-evaluation and/or periodic evaluations by his/her peers.
- B. When evaluations are to be completed, evaluation forms shall be included in the Board Packet.
- C. If, in the opinion of a majority of the Board, a member falls short of a predetermined standard in the evaluation or if a member fails to fulfill his/her Board Member Agreement the following steps shall be taken:
 - 1. Letter mailed to them at home.
 - 2. Meeting with Board Chair to talk over the issue Or if the chairperson is unable, a meeting with the Vice-Chair.
 - 3. If the problem persists, the Board Member may be removed from the Board by a majority vote of the full Board.

Article V. Officers

Section 1. Officers

The officers of the Board shall be a chairperson, vice chairperson, secretary, and treasurer (if appointed) and shall be selected from those Board members who have a designated term of office.

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Section 2. Election of Officers

The Board of Directors shall elect the officers of the Board annually in July of each year by a simple majority vote of the Board Members.

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Section 3. Term of Officers

The officers of the Board shall serve for a term of one year.

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Section 4. Vacancies

A vacancy in any office may be filled at any regularly scheduled meeting of the Board, by simple majority vote, for the unexpired portion of the term of such office.

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Section 5. Chairperson

The Chairperson shall preside at meetings, appoint a chairperson to all committees, prepare agendas and perform other duties as directed by the Board.

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Section 6. Vice Chairperson

In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson and when so acting shall have all the powers and be subject to all restrictions of the Chairperson. The Vice Chairperson shall also perform duties as assigned by the Board.

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Section 7. Secretary

The Secretary shall maintain accurate records of the proceedings of the Authority, sign documents and correspondence as authorized by the Board and perform other duties as assigned by the Board. The City Clerk, or a properly authorized Deputy Clerk, may serve in this capacity with approval of the Board. Final copies of the Minutes are to be given to the City Clerk for filing.

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Section 8. Treasurer

When determined necessary by the Board, a Treasurer shall be elected. If required, the Treasurer shall give a bond for his/her faithful discharge of duties in such sum and with such surety or sureties, as the Board shall determine. The Treasurer shall perform all the duties incident to the Office of Treasurer and such other duties as shall be assigned by the Board. The City Treasurer, or a properly authorized Deputy Treasurer, may serve in this capacity with approval of the Board.

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Section 9. Removal

After having been given notice and an opportunity to be heard, any officer may be removed from office, with or without cause, by a majority vote of the full Board whenever it determines that the removal is in the best interest of the DDA/Grayling Main Street program.

Also, officers may be removed by the Board for misfeasance, malfeasance or nonfeasance in office upon written charges and **after a public hearing.**

Section 10. Conflict of Interest

Before casting a vote on a matter on which a DDA/Grayling Main Street member may reasonably be considered to have a conflict of interest, the member shall disclose the potential conflict of interest to the DDA Board. Failure of a member to disclose a potential conflict of interest as required by these bylaws constitutes malfeasance in office.

A DDA/Grayling Main Street member shall declare a conflict of interest and abstain from participating in DDA/Grayling Main Street deliberations and voting on a request, when:

1. An immediate family member is involved in any request for which the DDA/GMS is asked to make a decision. "Immediate family member" is defined as

Definition : A spouse, mother, father, sister, brother, son, or daughter, including an adopted child, and their spouses, grandparents, parents in-law, grandparents in-law, and a relative of any degree residing in the same household as that individual.

2. The DDA/GMS member has a business or financial interest in the property involved in the request or has a business or financial interest in the applicant's company, agency or association or the DDA/GMS member owns or has a financial interest in neighboring property.

For purposes of this section, a neighboring property shall include any property falling within the notification radius for the application or proposed development, as required by the zoning ordinance or other applicable agency.

3. There is a reasonable appearance of a conflict of interest, as determined by a majority vote of the remaining members of the DDA/GMS Board.

ARTICLE VI. Meetings

The business the DDA/GMS may perform shall be conducted at a public meeting held in compliance with the Open Meetings Act.

Section 1. Annual Meeting

The annual meeting shall be held at the regularly scheduled meeting in May of each year, in the Grayling City Hall, or such other place as the Board shall hereafter determine.

Section 2. Strategic Planning Meeting

There shall be no less than one meeting each fiscal year dedicated to strategic planning. The time and date and location of the meeting to be set by majority vote of the Board.

Section 3. Regular Meeting

Regular meetings of the Board shall be determined by majority vote of the board, each year the board shall adopt regular meetings for that year and held in the Grayling City Hall or such other place or places as the Board shall hereafter determine. In the event the meeting shall fall on a holiday, the meeting will occur the following day. At each regular meeting, all expense items of

the DDA/GMS shall be publicized. The financial records shall always be open to the public. Any regularly scheduled meeting may be canceled for lack of quorum.

Section 5. Special Meetings

Special meetings may be called by the Chairperson or by three Board members, by providing twenty-four (24) hours' notice of the date, time and place of said meeting. If a Special Meeting requires the review of documents, a forty-eight (48) hours' notice shall be given. A special meeting also may be requested by the City Council.

Section 6. Notice of Meeting

All meetings shall be preceded by public notice posted eighteen (18) hours prior to the meeting in accordance with Act 267 of the Public Acts of 1976, as amended.

Section 7. Agenda

The Chairperson will prepare the agendas for all meetings and have them sent to the Board members at least twenty-four (24) hours prior to the meeting. Any members of the Board may request any item to be placed upon the agenda.

Section 8. Quorum and Voting

More than half of the voting members of the Board in office shall constitute a quorum for the transaction of business. Five (5) votes shall constitute the action of the Board.

Section 9. Rules of Order

Roberts Rules of Order will govern the conduct of all meetings. Article VII. Committees.

Section 10. Committees

A. Four Point Approach: The Grayling Main Street program is structured according to the National Main Street Four Point Approach which has four standing committees;

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| 1. Design | 2. Promotion |
| and Marketing | 3. Organization and Finance |
| 4. Economic Vitality | |

B. Chairperson of the Board shall appoint the Committee Chairs. Committee Chair shall select Committee members who have the skill and experience necessary to complete the task for which the committee was formed. A majority of the committee will constitute a quorum.

C. Sub Committees: The Board may, by resolution, designate one or more sub-committees to advise and assist the four committees and/or Board. The Chairperson of the Board shall appoint the sub-Committee Chair. Sub-Committee Chair shall select Committee members who have the skill and experience necessary to complete the task for which the committee was formed. A majority of the committee will constitute a quorum.

D. Removal: If a committee chairperson or sub-committee chairperson fails to perform the tasks and duties of that position the following steps may be taken:

1. Letter outlining the issues will be mailed to them at home
2. If the problem persists, meet with Chair of Board to talk over the issue Or if the chairperson is unable, a meeting with the vice-chair.
3. If the problem remains unresolved, the person involved may be removed and replaced by action of the Board Chair.

ARTICLE VII. Manager

Section 1. The salary and benefits shall be determined and approved by the DDA/Grayling Main Street Board and submitted to City Manager.

Section 2. A hiring committee shall be established by the Board Chair and shall consist of no less than three (3) Board Members and shall also include the City Manager or his/her appointee, one member of the Main Street District business community and a representative from the Michigan Main Street office.

Section 3. The hiring committee shall determine the wording and placement of the job postings guided by recommendations from the Michigan Main Street office and sufficient local media outlets to inform the general public of the opening.

Section 4. The decision of the hiring committee shall be presented for final approval to the DDA/Grayling Main Street Board.

Section 5. The Manager's Job Performance Evaluation form shall be completed annually by each Board Member and each Committee Chairperson, and shall be compiled and reviewed by the Board or by a committee. The managers review shall be completed in April each year.

Section 6. Removal of the Manager shall be for cause and shall require a 2/3 majority vote of the full Board.

ARTICLE VIII. Budget

Section 1. The DDA/Grayling Main Street Board shall prepare an annual budget and submit it to the City Manager for submission to the City Council for final approval.

Article IX. Contracts and Funds

Section 1. Contracts - The Board may authorize the Board Chairperson and City Manager to enter into any contract or execute and deliver any instrument on behalf of the Authority within the limits authorized by Public Act 197.

Section 2. Funds - All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Authority shall be managed by the City Treasurer. Monies received by the Authority shall immediately be deposited to the credit of the Authority, subject to disbursement pursuant to Act 197. No funds of the Authority shall be disbursed except as provided for in the budget of the Authority, until it has been approved by the City Council of the City of Grayling.

Section 3. Contributions and Gifts - The Board may accept any contribution, gift, bequest, or device for the general purpose or for any special purpose of the DDA/Grayling Main Street program.

Article X. Books and Records

Section 1. Bookkeeping, Minutes, and the Annual Audit - The City Clerk on behalf of the Authority shall keep correct and complete records of books and accounts and minutes of the meetings. The records shall be kept with the City Clerk, which will have a record of the names and addresses of the members of the Authority. All books, records and audit of the Authority shall be open to the public. The DDA/GMS shall be audited annually within the City audit for the City of Grayling.

Section 2. Fiscal Year - The fiscal year of the DDA/GMS shall coincide with the fiscal year of the City of Grayling, (July 1st to June 30th).

Article XI. Raising of Funds

The activities of the DDA/GMS shall be financed from one or more of the following sources:

- A. Donations to the DDA/GMS for the performance of its functions.
- B. Bonds. The DDA/GMS may borrow money and/or issue its negotiable bonds pursuant to the Act. Bonds issued by the Authority shall not, except as provided in the Act, be deemed a debt to the City of Grayling or the State of Michigan.
- C. Revenues from any property, building, or facility owned, leased, licensed, or operated by the DDA/GMS or under its control are subject to the limitations imposed upon the Authority by trusts or other agreements.
- D. Tax Increment Financing. When the DDA/GMS determines that it is necessary for the achievement of the purposes of Act 197, Public Acts of 1975, the Authority shall prepare and submit a tax increment financing plan to the City Council of the City of Grayling. The plan shall include a development plan as provided in Section 17, Act 197, Public Acts of 1975, a detailed explanation of the tax increment procedure, the amount of bonded indebtedness to be incurred, the duration of the program, and shall include a schedule of the estimated impact of tax increment financing on the assessed values of all taxing jurisdictions in which the development area is located. The plan may provide for the use of part or all of the captured, assessed value, but the portion intended to be used by the Authority shall be clearly stated in the tax increment financing plan.
- E. Proceeds from a special assessment district created as provided by law.
- F. Money obtained from other sources approved by the City Council of the City of Grayling.

Article XI. Amendments

These bylaws may be adopted, or repealed by the affirmative vote of two-thirds of the full Board of the DDA/GMS provided written notice of the proposed amendment has been given in advance

for review and approval by the City Council.

The undersigned, being the duly appointed and acting Secretary of the Downtown Development Authority/ Grayling Main Street of the City of Grayling does hereby certify the foregoing bylaws were adopted at the 3-7-16 / Regular meeting of the Downtown Development Authority/ Grayling Main Street of the City of Grayling.

Kimberly L. Murphy
Deputy City Clerk