



CLAWSON DDA / MAIN STREET PROGRAM  
CLAWSON, MI

**BY-LAWS**

Adopted by the Clawson DDA / Main Street Board; October 17, 2012  
Adopted by the City of Clawson Council; November 5, 2012

**Article 1**

**Authority**

*Section 1: Name*

By resolution of the Downtown Development Authority (DDA) and City of Clawson Council (City Council), the DDA Board shall also serve as the Clawson Main Street Board of Directors. As approved by the Board and City Council, the Board shall henceforth exist under this authority with all of its rights, responsibilities and limitations. The name of this enterprise shall be the City of Clawson DDA/Main Street Program, otherwise referred to in these By-laws as "the Program".

*Section 2: Purpose*

The purpose of the Program is to undertake public improvements and other activities that have the greatest impact in strengthening the downtown area and attracting new private investments in the Clawson DDA area through the involvement of board members who exhibit and commit themselves to the purpose and goals of the Program.

These Bylaws are adopted for the City of Clawson DDA/Main Street Board (the "Board") in accordance with the Downtown Development Authority Act, Michigan Public Act 197 of 1975, as amended, (the "Act"), and the Ordinances of the City (the "Ordinances"). In the event of an ambiguity in these By-laws or conflict with the Act, the Act shall control.

*Section 3: Boundaries (Program Area)*

The Program shall operate within the geographic area indicated in the attached maps (Attachment 1 & 2). The Program, subject to the approval of the City Council, may change this area from time to time, provided that any change to the Program area fully complies with existing local and state statutes.

*Section 4: Assets*

The Program is a non-profit adjunct of the DDA and will remain so for the entirety of its existence. All revenues and expenditures are included in the budget of the DDA. Should the Program dissolve, all assets of the Program shall revert to the DDA to further their mission of economic development in downtown Clawson.

**Article 2**

**Mission and Development of Work Plans**

*Section 1: Mission*

Mission Statement: The Mission of the Program is to ensure Downtown Clawson is a great place to shop, work, enjoy and invest while protecting and enhancing our unique character and history.

The Mission of the Program will be achieved through the Board's commitment to the National

Main Street four-point approach of historic preservation-based economic development that centers upon Design, Economic Restructuring, Promotion, and Organization with established standing committees to represent each point.

*Section 2: Development of Work Plans*

The Program will follow the National Main Street work plan model to develop comprehensive work plans to achieve the goals set forth in the Act.

**Article 3**  
**Board of Directors**

*Section 1: General Powers and Responsibilities*

The overall responsibility for the direction and administration of the Program lies with the Program's Board operating within the powers defined by the Act.

To achieve the goals of the Program each member of the Board will actively participate in one of the standing committees, as well as, board development workshops, seminars, and other educational events that enhance skills as a board member.

*Section 2: Size and Tenure*

The Board shall consist of not less than eight (8) nor more than twelve (12) members voting members, including the Mayor as a representative of the City Council. Voting Members shall be appointed for a term of four years. Not less than half of the members shall be persons having an interest in property located in the DDA boundaries.

*Section 3: Selection of Board Members*

Members of the Board shall be appointed by the Mayor of the City with the advice and consent of the City Council. The Board may, from time to time, make suggestions to the Mayor and City Council for new board member positions to assist in meeting the needs of the Board and goals of the Program.

*Section 4 Compensation*

All members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses while conducting the business of the Board provided prior approval has been authorized by the Board.

*Section 5: Vacancies and Expiration of Terms*

If necessary to comply with Section 2, a member whose term of office has expired shall continue to hold office until the member's successor is appointed and qualified. If a vacancy is created by the death, resignation or removal of a Board member, a successor shall be appointed in the same manner as the original appointment, but for the unexpired term only.

*Section 6: Disclosure of Interest*

A Board Member who has a conflict of interest, as defined by adopted policy, in any matter before the Board shall disclose that interest to the Board prior to the Board taking any action.

*Section 7. Removal*

A Board Member may be removed from office for neglect or abuse of duty including noncompliant attendance, failure to report a potential conflict of interest, as defined by adopted policy, or other good cause. The chairperson shall submit a letter of recommendation to City Council for removal proceedings to commence.

## **Article 4 Meetings**

### *Section 1: Annual (Organizational) Meeting*

An Annual Meeting of the Board shall be held each July for the purpose of electing Board Officers, assessing the prior year's achievements, setting goals for the ensuing year, and for the transaction of such other business as may be placed on the agenda for the meeting.

If the election of officers does not occur on the day designated or any adjournment thereof, the Board shall cause the election to be held at a regular or special meeting of the Board within ninety (90) days of the Annual Meeting.

### *Section 2: Board Meetings*

Regular meetings of the Board shall be held monthly at a time and place the Board shall determine at the Annual Meeting.

### *Section 3: Special Meetings*

The Board Chairperson, Vice-Chairperson in the absence of the Chairperson, or the Executive Director, on the written request of four (4) or more Board Members, may request a special meeting of the Board by giving twenty-four (24) hours notice of the meeting, stating the purpose of the meeting and by posting a notice (18) hours prior to the meeting, as per the Open Meetings Act (Section 4, below).

### *Section 4: Meeting Notice and Conduct*

Public notice of the time, date and place of all meetings shall be posted in accordance with the Open Meetings Act, Act No. 267 of the Public Acts of 1976, as amended. Required notices for Board members may be given electronically.

Robert's Rules of Order will govern the conduct of all meetings of the Board.

*Section 5: Agenda* – The Executive Director, with advice of the Chair and/or Executive Committee, shall prepare the agendas for all regular and special meetings and send them to the Board members at least twenty-four (24) hours prior to the meeting. Any Board member may request that an Item be placed on the agenda, but all such requests shall be submitted through the Chair and/or Executive Committee. However, the Executive Director shall utilize discretion in the quantity of scheduled items to maintain a maximum two (2) hour meeting timeframe.

### *Section 6: Quorum and Voting*

A majority of the qualified members of the Board shall constitute a quorum for the transaction of all business.

### *Section 7: Open and Closed Meetings*

All regular meetings of the Board shall be open to the public. Closed meetings of the Board may be called for purposes authorized by law.

### *Section 8: Attendance*

Board Members shall show their commitment to the Program through attendance. Board Members are expected to attend all regularly scheduled meetings, special meetings, and meetings of any committee on which they serve. If a member has three (3) consecutive or four (4) or more unexcused absences at any of the above mentioned meetings in the course of one year, the Chairperson may submit a recommendation to the City Council for removal from the Board. Extenuating circumstances, such as, but not limited to, personal or employment circumstances, will be considered.

## **ARTICLE 5**

### **Officers**

#### *Section 1: Officers*

The Officers of the Board shall be a Chairperson, Vice-Chairperson, Treasurer and Secretary. All officers shall be members of the Board.

#### *Section 2: Election of Officers*

Officers shall be elected by a simple majority vote of the members present at the Annual Meeting. The term of office shall be for one (1) year and begin at the close of the Annual Meeting at which they are elected. No member shall hold more than one (1) office at a time.

#### *Section 3: Chairperson*

The Chairperson shall preside at meetings of the Board and shall perform such other duties as may be from time to time assigned by the Board. To qualify as a candidate for Chairperson, in an election, the Board member must have served six months on the Board.

#### *Section 4: Vice-Chairperson*

The Vice-Chairperson shall perform the duties of the Chairperson in the Chairperson's absence and such other duties as shall from time to time be assigned by the Board. To qualify as a candidate for Vice-Chairperson, in an election, the Board member must have served six months on the Board.

#### *Section 5: Treasurer*

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

#### *Section 6: Secretary*

The Secretary shall record, review and present to the Board for approval all Program meeting minutes, committee minutes and correspondence.

#### *Section 7: Removal of Officers*

After notice and having been given opportunity to be heard, an officer may be removed by a majority vote of the Board whenever in its judgment the best interest of the Board will be served. An officer may resign from office and still continue to serve as a member of the Board.

*Section 8:* In the absence of any officer of the Program, the Board may delegate the powers and duties of an officer to any member provided a majority of the Board then in office concur.

## **Article 6**

### **Executive Board**

#### *Section 1: Executive Board Members*

The Executive Board shall be made up of the Chairperson, Vice-Chairperson, Treasurer, and Secretary with the Executive Director as an ex-officio member.

#### *Section 2: Executive Board Powers*

The responsibilities of the Executive Board shall be to advise the Executive Director on the finances, personnel and administration of the Program.

## **Article 7**

### **Employment of Personnel**

#### *Section 1: Executive Director*

The Board shall employ an Executive Director (also known as the Main Street Program Manager) to function as the Chief Executive Officer of the Board and manage the day-to-day operation of the Program. The Director shall supervise policies and projects, staff, and other duties the Board may require, in the manner of the state act. The Director shall report directly to the Chairperson of the Board and shall furnish the Board with information or reports governing the operation of the Program as the Board requires.

The Director shall attend all meetings of the Board and shall participate in all discussion but shall not have a vote in matters before the board.

#### *Section 2: Legal Counsel*

The Board may retain legal counsel to advise the Board in the proper performance of its duties. The legal counsel shall represent the Program in actions brought by or against the Program.

#### *Section 3: Other Personnel*

The Board may employ and fix compensation for other personnel as deemed necessary by the Board in accordance with the state act.

#### *Section 4: Employment Contracts*

The Executive Director shall sign a written contract, prepared independently, of employment signed by the Chairperson of the Board with approval of the Board.. The Executive Director shall present all staff hiring selections to the Board for approval.

## **Article 8**

### **Committees**

#### *Section 1: Standing Committees*

The Program shall have four standing committees which shall be entitled Organization, Design, Economic Restructuring and Promotion.

*Section 2: Standing Committee Structure* – No fewer than three (3) individuals shall serve on each committee. The maximum number of individuals allowed to serve on each committee shall be at the discretion of the individual committee's Chairperson. At least two (2), but no more than four (4) Board Members shall serve on one (1) committee. The Executive Director shall act as a permanent consultant to each committee without needing to be in attendance at all meetings. Sub-committees may be established to address specific issues and items.

#### *Section 3: Responsibilities of Committees*

All committees shall determine and schedule their meeting times, dates, and locations. Each Committee will notify the Executive Director and Board of its meetings and will keep written reports of its proceedings and forward those reports to the Executive Director and Board.

The committees do not have authority to take action, act on proposed plans, or enter into contracts or purchase agreements without the approval of the Board.

*Section 4: Chairperson* -- One (1) member of each standing committee or advisory committee shall be appointed Chairperson and does not have to be a Board member.

#### *Section 5: Advisory Committee*

The Board, by resolution, may designate and appoint one (1) or more stakeholder groups to advise the Board on the direction of the Program. The members of such advisory groups may be selected

from, but not limited to, current & former Board members, outside consultants, school groups, and business or community organizations. Advisory groups may recommend and qualify a representative to attend the Board of Director meetings. The Board, if deemed in the best interest of the Program, may remove any member of an advisory committee.

## **Article 9**

### **Budget and Fiscal Year**

#### Section 1: Budget

The committees of the Program shall submit proposed objectives and goals to the Board for the development of an annual budget. The Board shall prepare and submit an annual budget to the Chief Financial Officer of the City for presentation to the City Council for final approval.

#### Section 2: Fiscal Year

The fiscal year of the Program shall at all times conform to the fiscal year of the City.

## **Article 10**

### **Policies and Procedures**

All policy, operating and administrative procedures shall be conducted in compliance with and by interpretation with the Ordinance establishing the Downtown Development Authority.

## **ARTICLE 11**

### **Effective Date**

These By-Laws shall become effective upon approval of the City Council.

## **ARTICLE 12**

### **Amendment of By-Laws**

These By-Laws may be amended at any regular meeting of the Board, provided that the amendment has been submitted in writing thirty days previous to a regular meeting of the Board upon which the action is to be taken and further provided said amendment has been approved by the City Council.