

**Downtown Development Authority  
City of Linden  
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Christopher Wren, City Manager/Interim Executive Director  
Adopted 4-22-08**

**Article I. Name and Registered Office**

**Section 1. Name**

The name of this authority is The Downtown Development Authority of the City of Linden (the "Authority").

**Section 2. Registered Office**

The registered office and principal place of business of the Authority shall be the City Hall of the City of Linden, or such other location as may from time to time be designated by the Board of Directors of the Authority.

**Article II. Purpose and Powers**

**Section 1. Purposes**

The purpose or purposes for which the Authority is organized are as follows: To act as a Downtown Development Authority in accordance with Act 197 of the Public Acts of 1975, as amended, including but not limited to: to correct and prevent deterioration in the Downtown Development District, to encourage historic preservation, to create and implement development plans, and to promote economic growth.

**Section 2. Powers**

The Authority shall exercise such powers and duties as are provided by and in accordance with the provisions of Act 197 of the Public Acts of 1975, as amended, and Ordinance 313 of the City of Linden.

**Article III. Board**

**Section 1. General Powers**

The Authority shall be under the supervision and control of a board of directors.

**Section 2. Number, Tenure, and Qualifications**

The board of the Authority shall consist of ten (10) persons: The Mayor of the City of Linden and nine (9) other members. The members shall be appointed for a term of four (4) years except that of members first appointed, three (3) shall be appointed for one (1) year, three (3) for two (2) years, two (2) for three (3) years, and two (2) for four (4) years. Not less than the majority of the members shall be persons having an interest in property located in the downtown district. The term of office shall begin on the first day of January.

### Section 3. Selection of Board Members

The Mayor of the City of Linden, with the advice and consent of the Linden City Council, shall appoint the members of the board. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office.

### Section 4. Compensation of Members

Members of the board shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

### Section 5. Replacement and Vacancies

Subsequent directors shall be appointed in the same manner as original appointments at the expiration of each director's term of office. A director whose term of office has expired shall continue to hold office until his successor has been appointed by the Mayor of the City of Linden with the advice and consent of the Linden City Council. A director may be re-appointed in the above manner to serve additional terms. If a vacancy is created by death or resignation, a successor shall be appointed in the same manner as set forth above within thirty (30) days of such vacancy to hold office for the remainder of the term of office so vacated.

### Section 6. Removal

A director may be removed from office for inefficiency, neglect of duty, misconduct or malfeasance by majority vote of the Linden City Council. Each director so removed shall have received prior notice and an opportunity to be heard

All ten (10) members of the Board of Directors shall attend each regularly scheduled board meeting. If any member is inexcusably absent from three (3) regularly scheduled board meetings, in a calendar year or two (2) consecutive meetings, unless such absences, with reasons therefore stated at the time and appearing in the journal of the meeting from which the member was absent, be excused, that member's seat shall be vacant and the mayor shall appoint a new board member to fill the vacancy.

### Section 7. Conflict of Interest

A director who has a direct interest in any matter before the Authority shall disclose his interest prior to the Authority taking any action with respect to the matter, which disclosure shall become part of the record of the Authority's official proceedings, and the interested director shall further refrain from participation in the Authority's proceedings relating to the matter.

## Article IV. Meetings

### Section 1. Meetings

Meetings of the board of directors may be called by or at the request of the Chairman of the Board. The meetings of the Board of Directors shall be public, and the appropriate notice of such meetings shall be provided to the public.

### Section 2. Notice

Notice of any meetings shall be given in accordance with the Open Meetings Act (Act No. 266 of the Public Acts of 1976).

### Section 3. Quorum

A majority of the members of the board of directors then in office constitutes a quorum for the transaction of business at any meeting of the board of directors, provided that: (1) If less than a majority of the directors are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice; (2) In the event that effective membership is reduced due to conflict of interest, a majority of the remaining members eligible to vote shall constitute the action of the board. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the board of directors, unless the vote of a larger number is required by statutes, ordinance, or these by-laws. Amendment of the by-laws by the board of directors requires the vote of not less than a majority of the members of the board then in office.

### Section 4. Agenda

The Chairman may direct the Executive Director to prepare agendas for all meetings and send them to the Authority members at least twenty-four (24) hours prior to the meeting.

### Section 5. Rules of Order

The board shall adopt rules to govern the conduct of all meetings.

## **Article V. Committees and Advisory Boards**

### Section 1. Committees

The Board of directors may by resolution passed by a majority of the whole board, designate one (1) or more committees, each committee to consist of one (1) or more of the directors of the Authority. The board may designate one or more directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the board to act at the meeting in place of such an absent or disqualified member. A committee, and each member thereof, shall serve at the pleasure of the board. A committee so designated by the board, to the extent provided in the resolution by the board, may exercise all powers and authority of the board in the management of the business and affairs of the Authority, except that such committee shall not have the power or authority to: (a) recommend to members a dissolution of the Authority or a revocation of dissolution, (b) amend the by-laws of the Authority, or, (c) fill vacancies in the board.

### Section 2. Development Area Citizens Councils

If any development area has one hundred (100) or more residents residing within, the board shall recommend to the Mayor that a development area citizens' council be established in accordance with PA 197 of 1975, as amended. This citizens' council shall be comprised of not less than nine (9) members, all of whom shall be residents of the development area. The development area citizens' council shall act as an advisory body to the authority and the governing body in the adoption of the development or tax increment financing plans. The development area citizens council shall exercise such powers and duties as are provided by and in accordance with the provisions of Act 197 of the Public Acts of 1975, as amended, and Ordinance 313 of the City of Linden.

## **Article VI. Officers.**

### **Section 1. Officers**

The officers of the Authority shall be elected by the board of directors and shall consist of a Chairman, a Vice-Chairman, Secretary and Treasurer. The board may also appoint a deputy secretary and treasurer who need not be members of the board. Two (2) or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one (1) capacity if the instrument is required by law or the articles or by-laws to be executed, acknowledged or verified by two (2) or more officers.

### **Section 2. Election and Term of Office**

The officers of the Authority shall be elected annually by the board of directors. If the election of officers shall not be held or made at such meeting, such election shall be held or made as soon thereafter as is convenient. Each officer so elected or appointed and until his successor is elected or appointed and qualified, or until his resignation or removal.

### **Section 3. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the board of directors for the unexpired portion of the term of such office.

### **Section 4. Chairman**

The Chairman shall preside at all meetings of the directors and shall perform all duties incidental to office. He shall be, ex officio, a member of all standing committees, and shall have the general powers and duties of supervision and management of the Authority.

### **Section 5. Vice-Chairman**

The Vice-Chairman shall perform such duties as are delegated by him by the chairman, and shall, in the absence or in the event of the disability of the chairman, perform such other duties as the board of directors shall prescribe.

### **Section 6. Secretary**

The Secretary or designee shall attend all meetings of the board and record all votes and the minutes of all proceedings in a book to be kept for that purpose; shall perform like duties for the standing committees when required; and shall further perform all duties incidental to the office of Secretary

### **Section 7. Treasurer**

The Treasurer or designee shall perform all duties incidental to the office of Treasurer. He shall disburse the funds of the Authority as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the board, at the regular meetings of the board, or whenever they may require an account of all his transactions as Treasurer and of the financial condition of the Authority. He shall give the Authority a bond if required by the board of directors in a sum and with one or more sureties satisfactory to the board for the faithful performance of the duties of his office, and for the restoration to the Authority, in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Authority.

#### Section 8. Delegation of Duties of Officers

In the absence of any officer of the Authority, or for any other reason that the board may deem sufficient, the board may delegate from time to time and for such time as it may deem appropriate, the powers or duties or any of them of such officer to any other officer or to any director, provided a majority of the board then in office concurs therein.

#### Section 9. Salaries

The officers of the Authority shall serve without salary; provided that nothing herein contained shall be construed to preclude any officer from serving the Authority in any other capacity and receiving compensation therefore.

### **Article VII. Contracts, Loans, Checks and Deposits**

#### Section 1. Contracts

The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.

#### Section 2. Loans

No loan shall be contracted on behalf of the Authority and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors and approved by the Linden City Council. Such authority may be general or confined to specific instances.

#### Section 3. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be signed by such officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the board of directors.

#### Section 4. Deposits

All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the board of directors may select.

### **Article VIII. Raising of Funds**

#### Section 1. Ad Valorem Tax

The Authority may; in accordance with PA 197 of 1975 and Ordinance 313, as amended, levy an ad valorem tax on the real and tangible property not exempt by law and as finally equalized in the downtown district. The tax shall be collected by the City of Linden at the same time and in the same manner as it collects its other ad valorem taxes. The tax shall be paid to the Secretary-Treasurer of the Authority and credited to the general fund of the Authority for purposes of financing only the operations of the Authority.

### Section 2. Borrowing Money Prior to Collection of Tax

The City may at the request of the Authority borrow money and issue its notes therefore pursuant to Act 202 of the Public Acts of 1943, as amended, being sections 131.1 and 138.2 of the Michigan Compiled Law, in anticipation of collection of the ad valorem tax authorized in this section.

### Section 3. Revenue Bonds

The Authority may borrow money and issue its negotiable revenue bonds therefore pursuant to Act 94 of the Public Acts of 1933, as amended, being sections 141.101 to 141.139 of the Michigan Compiled Laws. Revenue bonds issued by the Authority shall not except as hereinafter provided be deemed a debt of the City of Linden or the State of Michigan. The City Council by a majority vote of the members may pledge its full faith and credit to support the Authority's revenue bonds.

### Section 4. Tax Increment Financing

When the Authority 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. 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 be in compliance with Section 15 of that Act. The plan shall contain a statement 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.

## Article IX. Initiation of Projects

All requests for the assistance of this Authority shall be made in written form and should be addressed to the Secretary of this Board. Such requests shall include the following information:

1. Name, address and business status of applicant.
2. Brief personal or business history of the applicant.
3. Narrative description of proposed project, including type of business to be conducted thereon and services to be provided thereby.
4. Description and location of project area.
5. Number of employment opportunities that will be afforded or retained in the community by the project.

Upon receipt of said application, the Board shall tentatively assess the public purpose of the project, its desirability, suitability, and its economic feasibility. The Board may request such other data and information from the applicant as it deems appropriate. The Board shall not proceed with the project unless such tentative findings are made.

## Article X. Miscellaneous.

### Section 1. District Boundaries.

The Authority shall exercise its powers within the following area of the downtown district of the City of Linden as authorized in Ordinance 313, as amended.

Section 2. Fiscal Year.

The fiscal year of the Authority shall correspond at all times to the fiscal year of the City of Linden.

Section 3. Waiver of Notice.

When the board of directors or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period to time, if at any time before or after the action is completed the person entitled to notice or to participate in the action to be taken submits a signed waiver of such requirements.

Article XII. Amendments.

The bylaws may be altered or amended or repealed by the affirmative vote of a majority of the board of directors then in office at any regular or special meeting called for that purpose.