

VILLAGE OF LEXINGTON  
DOWNTOWN DEVELOPMENT AUTHORITY  
BOARD

BYLAWS AND RULES OF PROCEDURE

The main function or purpose of the following bylaws is to establish the rules of operation for the Downtown Development Authority (referred to herein as “DDA” or “Authority”). In addition to establishing procedure, the bylaws also describe the organization framework of the DDA and in general terms, define the duties and responsibilities of the DDA

Village of Lexington  
Lexington, Michigan 48450

VILLAGE OF LEXINGTON  
DDA

Bylaws and Rules of Procedure

**Article I: Authority**

The rules of procedures of the Village of Lexington DDA Board are subordinate and subject to Public Act 57 of 2018 of the Compiled Laws of Michigan, as amended, and Ordinance No. 88 of the Village of Lexington, as amended.

**Article II: Title**

The title of the governing body shall be “The Village of Lexington Downtown Development Authority Board” and shall be referred to herein as “Board”.

**Article III: Members**

**3.1**

The Board shall be composed of the Village President and not less than eight (8) or not more than twelve (12) members. Members shall be appointed by the Village President, subject to approval of the Village Council.

**3.2**

The terms of office of the members of the Board shall begin on the first day of November nearest the date of appointment. Each member’s term shall be four (4) years, except that in the case of the first Board appointed hereunder, an equal number of members shall be appointed for a term of one (1) year, two (2) years, three (3) years, and four (4) years to the extent possible. Each member shall hold office until his or her successor is appointed. Vacancies shall be filled by the Village President, subject to approval of the Village Council. There shall not be more than two (2) council members on the DDA Board.

**3.3**

Removal. An officer or member of the Board may be removed for neglect of duty, excessive absence, misconduct, malfeasance, or any other good cause as determined by the Village Council. Committee members who have unexcused absences for three (3) consecutive regularly scheduled meetings and/or work sessions during their appointed term shall be deemed to have vacated his/her seat and will be removed from the seat. Exceptions will be considered if they are due to the conduct of other business related to DDA activities or sickness.

### **3.4**

**Conflict of Interest.** A member that has a conflict of interest regarding any matter before the Board shall disclose the interest prior to any action the Board may take with respect to the matter. The disclosure shall become part of the record. Any member making such disclosure shall then refrain from participating in the Board's discussion and decision relative to the matter.

### **3.5**

The Authority shall perform all duties required and necessary to maintain and implement the written development plan and tax increment financing plan in current, legal and functional condition. The Authority shall satisfy all disclosure and reporting requirements under Michigan law. The Authority shall update the development plan for the downtown district every five (5) years. The Authority shall adopt and implement bid procedures consistent with the Village Council.

### **3.6**

All DDA Board Members will attend at least one (1) training session per year for a minimum of four (4) hours and be documented.

## **Article IV: Officers**

### **4.1**

The Board shall be comprised of the following officers:

**Chair.** who shall preside at all meetings and have such other duties as further prescribed in the bylaws.

**Vice-Chair.** who shall perform the duties of the Chair in his/her absence and/or upon his/her inability to act and have such other duties as the Board may, from time to time, determine.

**Secretary.** who shall maintain a record of all meetings, have authority to execute documents on behalf of and at the direction of the Board, and have such other duties as the Board may, from time to time, determine. The DDA Board may hire a recording secretary who shall not be a member of the DDA Board.

**Treasurer.** who shall oversee the creation and review of the DDA budget and review of monthly and annual reports provided by the Village Treasurer. The Village Treasurer, a separate position outside of the DDA, handles all invoices, purchase orders, receivables, and bank transactions/account transfers. The Village Treasurer is bonded in the amount of \$100,000 and the DDA Treasurer is not bonded.

## **4.2**

The Board shall elect officers each year for a term of two (2) years at the first regular meeting in November and shall hold office until his/her successor is elected and assumes office.

## **4.3**

**Delegation of Duties of Officers.** In the absence of any officer of the Board, 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, any and/or all of the powers and/or duties of such officer to any other officer, or to any Board member, upon approval of the Board.

**Duties and Responsibilities of Officers.** The DDA shall perform all duties required and necessary to maintain the written development plan and tax increment financing plan in current, legal and functional condition.

The DDA shall perform all disclosure requirements and reports as may be made necessary by State Government mandates.

The DDA shall update the development plan for the downtown district on a five-year schedule coincident with other master plan updating required by the Planning Enabling Act.

The DDA shall adopt and practice bid procedures that coincide with that of the Village Council.

## **Article V: Meetings**

### **5.1**

The Board shall hold regular meeting at such time and place as the Board shall from time to time determine, with at least one (1) regular meeting each month unless there is no business on the agenda. An annual meeting of the Board shall happen together with the May regular meeting in preparation of our annual budget. The Board shall hold two (2) informational meetings each year. Special meetings of the Board may be called by the Chair, acting Chair or majority of the Board.

### **5.2**

All meetings of the board shall be held in accordance with the Open Meetings Act, PA 230 of 1976. Robert's Rules of Order shall govern the proceedings of the meetings.

A majority of the members of the Board then in office shall constitute a quorum for the transaction of business. The vote of the majority of the members present shall constitute the action of the Board.

## **Article VI: The Order of Business**

### **6.1**

The order of business for a regular meeting shall be:

1. Call to order by Chair or Vice-Chair
2. Roll call
3. Attendance
4. Approval of Agenda
5. Approval of Minutes of last preceding meeting(s)
6. Public Comment
7. Unfinished Business
8. New Business
9. Correspondence
10. Public Comment
11. Adjournment

### **6.2**

The Chair shall have the discretion to change the order of business with the board majority approval.

## **Article VII: Minutes**

### **7.1**

The Board shall maintain minutes of all meetings, which All minutes shall be filed with the Village Clerk.

### **7.2**

The Secretary or the Chair shall sign all minutes, after approval by the Board.

## **Article VIII: Committees**

Committees may be established as the Board, from time to time, deems necessary.

## **Article IX: Amendment of the bylaws**

These bylaws may be amended by the affirmative vote of the Board, subject to the approval of the Village Council. No amendment shall be made unless written notice to amend is filed with the Secretary at a regular meeting immediately preceding the meeting at which the motion to amend the bylaws is made. This requirement may be waived by unanimous approval of the Board.

## **Article X: Contracts, Loans, Checks and Deposits**

### **10.1 Contracts**

The Board may authorize any officer(s), 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. Under no circumstances, however, shall an expense be contracted unless such expense is part of the budget approved by the Village Council.

### **10.2 Checks, Drafts, etc**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority shall be signed manually or by facsimile signature by such officer(s) of the DDA and in such manner as shall from time to time be determined by resolution of the Board. All requests for purchase or payment on behalf of the Authority shall be made to the Village Treasurer.

### **10.3 Deposits**

All funds of the Authority shall be immediately deposited to the credit of the Authority in such banks, trust companies, or other depositories as the Board may select.

### **10.4 Sources of Revenue & Permitted Expenditures**

The activities of the Board shall be financed from one or more of the funding sources set forth in Public Act 57 of 2018. The Authority shall obtain approval of the Village Council for all development and financing plans and operation. ***The DDA will not fund any entity that opts out of the DDA border expansion. No DDA funds will be appropriated to businesses outside of the DDA district.***

## **Article XII: Fiscal Year**

The fiscal year of the Authority shall correspond at all times to the fiscal year of the Village of Lexington.

### **12.1 Budgets**

The Board shall prepare and submit a budget for the operation of the Authority for approval by the Village Council **by June 1 of each year.**

**Article XIII: Certification**

The undersigned being, respectively, the duly appointed Clerk of the Village of Lexington and duly appointed Chairman of the Lexington Downtown Development Authority do hereby certify that the foregoing bylaws were adopted at a meeting of the DDA Board on **April 12, 2023** and approved by the Village Council at its meeting of **April 24, 2023**, subsequently amended as follows:

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Vicki Scott, Clerk  
Village of Lexington

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Michael McGovern, Chairperson  
Lexington Downtown Development Authority

MI 2023