



BY-LAWS

These by-laws are adopted by the Authority members pursuant to Public Act No. 197 of the Michigan Compiled Laws 1975, effective August 24, 1983 and subject to approval by the City Commission.

The provisions of these by-laws shall prevail to the extent that they are not inconsistent or in conflict with the laws of the State of Michigan

Article 1: Name and Purpose

Section 1 – The name of this organization shall be the Hudsonville Downtown Development Authority.

Section 2 – The purposes of the Hudsonville Downtown Development Authority are to act as a Downtown Development Authority in accordance with Act 197 of the Public Acts of 1975, as amended, and include, but are not limited to, the correction and prevention of deterioration in business districts, the encouragement of historic preservation, the creation and implementation of development plans in the district, and the promotion of economic growth in the Downtown Business District. In furtherance of these purposes, the Authority shall have all the powers which now or hereafter may be conferred by law on authorities organized under Act 197, Public Acts of 1975.

Article II: Registered Office

Section 1 – The registered office and the principal place of business of this organization shall be the City Hall in the City of Hudsonville or such other location as may from time to time be designated by the board.

Article III: Membership/Trustees

Section 1 – The Authority shall be under the supervision and control of a board consisting of the Mayor and nine (9) additional members, appointed by the Mayor and approved by the City Commission. Seven (7) of the additional members shall be appointed to represent each of the seven (7) subdistricts of the downtown district identified on the attached Exhibit A. Members representing each of the subdistricts may, but are not required to, own or have an interest in the property within the subdistrict they represent. Two (2) of the additional members shall be appointed at large to represent the downtown district. (As amended August 9, 1994).

Section 2 – The chief executive officer of the City of Hudsonville is its Mayor.

Section 3 – At least a majority of the members of the board shall be persons having an interest in property located in the downtown district, or officers, members, trustees, principals or employees of a legal entity having an interest in property located in the downtown district.

Section 4 – One member shall be a resident within the boundaries of the Authority, if the district has 100 persons residing within it.

Section 5 – Of the members appointed, two shall be appointed for one year; two for two years; two for three years; and two for four years. Thereafter a member shall serve for a term of four years. The terms of office shall begin on the first day of July or until a successor is named.

Section 6 – An appointment to fill a vacancy shall be made by the chief executive officer of the city (Mayor) for the unexpired portion of the term only, with approval of the City Commission.

Section 7 – The member of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

Section 8 – Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office.

Section 9 – There shall be a vacancy if a member of the board is absent from four consecutive regular meetings of the Authority, unless such absences, with reasons therefor stated at the time and appearing in the minutes of the meeting from which the member was absent, be excused, or 25% of such meetings in any calendar year, unless such absences are so excused by the Board.

Absence from the City or failure to perform the duties of a member of the Authority for 90 consecutive days, unless such absence from the city or failure to perform the duties of a board member shall be excused by the Board prior to the expiration of such 90 days, will create a vacancy.

Section 10 – Resignation of members of the Authority should be made in writing to the appointing authority. The appointing officer shall announce the resignation of any member to the board at its next meeting. Members whose terms of office have expired shall continue to hold office until a successor has been appointed. If a vacancy has been created by the death, resignation, or removal of a member, a replacement shall be appointed within 30 days to fill the remainder of the term.

Section 11 – Removal – Pursuant to proper notice and an opportunity to be heard, a member may be removed from office for neglect of duty, including non-attendance at meetings, misconduct, malfeasance, or any other good cause by a majority vote of the city commission. Removal of a member is subject to review by the circuit court.

Section 12 – Disclosure of Interest – A board member 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 a part of the record of the Authority's official proceedings. Further, any member making such disclosure shall then refrain from participating in the Authority's decision-making process relative to such matter.

Article IV: Officers

Section 1 – The Downtown Development Authority shall be manage by a board of nine or more members, from whom shall be elected a chairman and vice chairman, by a majority vote of board members. In addition, the board may appoint a secretary and treasurer who need not be members of the board.

Section 2 – All elected officers shall hold office for one year or until a successor is elected and qualified. The term of office shall begin at the annual meeting in January.

Section 3 – The Downtown Development Authority shall delegate such powers and duties to the officers as are required for the conduct of their office.

Section 4 – A vacancy in any office shall be filled for its unexpired term by a majority vote from the Authority Board.

Section 5 – The Authority board may authorize any officer, agent, employee, or member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Downtown Development Authority, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, employee or member shall have any power or authority to bind the Downtown Development Authority by any contract or engagement or to pledge its credit or to render its liable pecuniarily for any purpose or in any amount.

Article V: Committees

Section 1 – Nominating Committee – A nominating committee of three members shall be appointed by the chairman within ten (10) days following the December City Commission meeting. This committee shall compile and submit at the annual meeting in January the entire slate of officers to be elected at the annual meeting. A majority of the nominating committee shall constitute a quorum.

Section 2 – Advisory Committee – The Authority board may from time to time appoint, as an advisory committee or committees, persons whose advise, assistance, and support may

be deemed helpful in determining policies and formulating programs for carrying out the Authority purpose.

Section 3 – The Chairman, subject to the approval of the board, shall from time to time appoint such committees as shall be appropriate for the conduct of the business of the Authority and shall prescribe the duties and powers of such committee and the term of its existence. The chairman of any such committee must be a member of the Authority board but other members may be appointed from outside the board.

Article VI: Finances

Section 1 – The Authority shall prepare a budget to be submitted to the City Commission via the City Manager by March 1 for review.

Section 2 – The fiscal year of the Downtown Development Authority shall begin on the first day of July each year, unless otherwise provided by the Authority, and end on the last day of June.

Section 3 – The activities of the Authority shall be financed from one or more of the sources which now or hereafter may be provided for under Act 197, Public Acts of 1975.

Article VII: Meetings

Section 1 – There shall be at least one meeting every three months of the Authority.

Section 2 – The latest edition of Robert’s Rules of Order will govern the conduct of all meetings.

Section 3 – Special meetings of the Authority may be called by the Chairman or by three members of the Authority.

Section 4 – All meetings will be posted and are open to the public, with the exceptions as outlined in Section 8 of the Open Meetings Act, P.A. No. 267 of 1976 as amended.

Section 5 – Each member present at the meeting of the Authority shall be entitled to a single vote, but no member shall vote by proxy, unless his sealed vote is accepted by a

majority of those present. A proxy vote shall not be used to make a quorum. A proxy vote shall be used only once on a question.

Section 6 – At the annual meeting (January) the election of officers shall be held and committees appointed.

Section 7 – A majority of the members of the board in office shall constitute a quorum for the transaction of business.

Article VIII: Boundaries

Section 1 – The Authority shall exercise its powers within the area indicated on the Downtown Development Authority Boundary map.

Section 2 – The boundaries may be changed under the procedures outlined in Act 197, Public Acts of 1975, as amended.

Article IX: Staff

Section 1 – The authority may employ staff and retain legal counsel as deemed necessary by the members of the board.

Article X: Amendments

Section 1 – These by-laws governing the procedures, meetings, etc., are subject to the approval of the City Commission

Section 2 – These by-laws may be altered, amended, or repealed only by the affirmative vote of a majority of the members of the Authority board at an annual or special meeting of the Authority, subject to notice and quorum requirements as set forth in these by-laws, provided, however, that any such alteration, amendment or repeal shall have the approval of the City Commission and is not inconsistent with the provisions and requirements of Act 197 of the Public Act 1975, as amended.

Approvals

- Approved by the Hudsonville Downtown Development Authority on August 24, 1983 with a vote of seven yeas, 0 nays.
- Approved by the Hudsonville City Commission on October 11, 1983 with a vote of seven yeas, 0 nays.
- As amended by the Hudsonville City Commission at its Regular Session on February 14, 1984 with a vote of seven yeas, 0 nays.
- Approved as amended by the Hudsonville Downtown Development Authority on October 13, 2015 with a vote of 9 yeas, 0 nays.