



IRON MOUNTAIN DOWNTOWN DEVELOPMENT AUTHORITY
IRON MOUNTAIN, MICHIGAN BY-LAWS

Adopted by the Iron Mountain DDA: June 1, 2006-May 31, 2007

Adopted by the City of Iron Mountain: April 21, 2008

Revised by Iron Mountain DDA: January 4, 2019

ARTICLE I: PURPOSE

SECTION I – Statement of Purpose and Mission:

Mission Statement:

The mission of the Iron Mountain Downtown Development Authority to create a vibrant downtown in Iron Mountain by promoting economic growth through organizing community events, attracting new businesses and advancing the beautification and historic preservation within the district.

Purpose Statement:

We exist to advocate and strengthen Iron Mountain's entire Downtown Development District.

- A. Also, the purpose of the Iron Mountain Downtown Development Authority is to act in accordance with Act 57 of the Public Acts of 2018, as such statute may from time to time be amended; including particularly to correct and prevent deterioration in the downtown district; to encourage historical preservation; to create and implement development and marketing plans in the district; to promote the economic growth of the district; and to encourage the expansion of commercial enterprises in the downtown district. The Iron Mountain DDA administrators the funding to provide for the future success and viability of the Iron Mountain DDA district.
- B. The Powers of the Iron Mountain DDA Board can be found within Act 57 of 2018 section 207 125.4207
- C. Goals:
 - 1. Improve communication and processes between city and business.
 - 2. Increase awareness of Downtown Iron Mountain.
 - 3. Create a business base that will support and compliment one another.
 - 4. Increase foot traffic and business sales in Downtown Iron Mountain.
 - 5. Improve the physical and visual appearance of Downtown Iron Mountain.
 - 6. Improve the efficiency and effectiveness of the operating board, staff and volunteers.
 - 7. To nurture community pride in and support of Downtown Iron Mountain.
 - 8. To promote Downtown Iron Mountain through marketing, public relations and communications strategies.

9. To establish a coordinated effort among various organizations and agencies to support the revitalization of Downtown Iron Mountain.
10. To promote economic growth and increase property values in Downtown Iron Mountain and to eliminate the causes of deterioration.
11. To enhance the image of Downtown Iron Mountain.
12. To expand and diversify the retail mix in Downtown Iron Mountain.
13. To strengthen residential development and renovation.
14. To maintain and increase private sector investment and expansion.
15. To encourage business excellence and quality in merchandise, services and building appearances.
16. To create a business district that is unique, diverse, friendly, comfortable, active, urban, cutting edge, accessible, creative, and cultural.

D. Goals will be achieved through the following committees:

1. Event Committee
2. Business Development Committee

ARTICLE II: OFFICES

SECTION I – Offices:

The Iron Mountain DDA may have such offices as the Iron Mountain DDA Board of Directors may determine or the affairs of the Authority may require from time to time.

ARTICLE III. BOARD OF DIRECTORS

SECTION I – General Powers:

The affairs of the Iron Mountain DDA shall be managed by its Board of Directors

SECTION II – Number, Tenure, and Qualifications:

The Iron Mountain DDA Board of Directors shall consist of 9 voting members (Public Act 57 Section 207 125.4207) including the City Manager of the City of Iron Mountain, and not more than three (3) Ex-Officio non-voting members. The voting members shall be appointed for a term of four years, at least a majority of the members shall be persons having an interest in property located in Downtown Iron Mountain. A member shall hold office until the member's successor is appointed and assumes the office. Thereafter, each member shall serve for a term of four years. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office. The Ex-Officio members may appoint a representative of their organization to attend Iron Mountain DDA Board of Directors meeting

SECTION III – Selection of Board of Directors:

The Iron Mountain DDA Board of Directors may make recommendations to the Iron Mountain City Manager and the Iron Mountain City Council for new and expired board members positions. The Iron Mountain City Manager with the consent of City

Council is authorized to appoint DDA board member positions. Subsequent voting board members shall be appointed in the same manner as the original appointments at the expiration or termination of each members term of office.

The City Manager of Iron Mountain may request assistance of the Iron Mountain DDA Board of Directors on selecting voting Board Members for appointment. The Iron Mountain DDA Board of Directors shall assist the City Manager of Iron Mountain in determining the best candidates for positions on the Iron Mountain DDA Board of Directors, needs of the Iron Mountain DDA and review of applicants. A person appointed by the Iron Mountain City Council shall be declared a voting member of the Iron Mountain DDA Board of Directors upon appointment by the City Council.

The Iron Mountain DDA Board of Directors shall approve Ex-Officio representative members of the Board after considering the recommendations of the Ex-Officio member

SECTION IV – Expiration of Term; Continuation in Offices; Reappointment; Filling Vacancies:

Board Members whose term of office has expired shall continue to hold office until his successor has been appointed. If a vacancy is created by the death, resignation, or removal of a member, a successor shall be appointed by the Iron Mountain City Council.

SECTION V – Attendance at Meetings:

In order to maintain the maximum participation of all appointed Downtown Development Authority members at all scheduled meetings, the following is the attendance guide for "excused" or "unexcused" absences:

1. When appointed, each Board member should state his/her willingness and intention to attend each scheduled meeting of the Downtown Development Authority.
2. In the event of unplanned personal matters, business matters, sickness, or other physical disabilities that prohibit the Board member from attending the scheduled meeting, the Board Chair or DDA Program Director should be notified as soon as possible prior to the time of the scheduled meeting of their inability to attend. The board member upon this notification will receive an "excused absence" for the involved scheduled meeting.
3. Nonattendance for any reason other than those listed above, or without notifying the Board Chair or DDA Program Director, shall be considered an "unexcused absence."
4. If an Iron Mountain DDA board member is absent from two (2) consecutive regular scheduled board meeting, without an "excused absence" for any of the two (2) meetings, or more than four (4) meetings in a calendar year, the Board member will be considered for removal from the Board of Directors.

5. Upon being considered for removal from the Board of Directors, the Board Chair will contact the Board Member in writing and question the member's continued ability or interest to be on the Board, giving the member a chance to rectify the attendance issue or submit a resignation.
6. The Chair shall recommend to the City Council that such Authority member be removed for cause. However, a majority vote of the Board of Directors may waive this provision.

SECTION VI – Removal:

Pursuant to notice and after having been given an opportunity to be heard, a member of the board may be removed for cause by the governing body, removal of a member subject to review by the DDA Board of Directors and/or City Council. Removal of a board member is subject to review by circuit court.

SECTION VII – Disclosure of Interests:

A Board Member who has a direct interest in any matter before the Iron Mountain DDA Board of Directors shall disclose his interest prior to the Iron Mountain DDA Board of Directors taking any action with respect to the matter, which disclosure shall become a part of the record of the Iron Mountain DDA Board of Directors' official proceedings.

SECTION VIII – Annual Meeting:

A meeting of the Iron Mountain DDA Board of Directors shall be held at the first regularly scheduled meeting in January of each odd year; for the purpose of strategic planning, assessment of yearly goals and accomplishments, and for the transaction of such business as may come before the meeting. If the election of officers shall not be held on the day designated herein for any biannual meeting or any adjournment thereof, the Iron Mountain DDA Board of Directors shall cause the election to be held at a regular or special meeting of the Iron Mountain DDA Board of Directors within 90 days of the meeting. The election of DDA Board members will be conducted in January of every odd year.

SECTION IX – Regular Meetings:

Regular meetings of the Iron Mountain DDA Board of Directors shall be held at such time and place, as the board shall from time to time determine. Regular meetings shall be held, at a minimum, once per month, unless the Iron Mountain DDA Board of Directors determines otherwise. The Chairperson shall determine the specific time and day of each month that regular meetings shall be held based on the availability of Board members.

SECTION X – Special Meetings:

Special meetings of the Iron Mountain DDA Board of Directors may be called by or at the request of City Council, the Board Chairperson or any Board Member. The person or persons authorized to call special meetings of the Iron Mountain DDA Board of Directors may fix any place within the City of Iron Mountain as the place for

holding any special meeting of the Iron Mountain DDA Board of Directors called by them.

SECTION XI – Notice of Meetings:

Except as otherwise provided by law, all meetings shall be preceded by public notice in accordance with Public Act 267 of the Public Acts of 1976, MCL15.261 to 15.275, as amended. Notice of any meeting shall be given in accordance with the Open Meetings Act (Act No. 267, PA of 1976). It shall be the role of the Downtown Development Authority Secretary to post all meeting schedules in accordance with this Act.

SECTION XII – Quorum and Voting:

A majority of the members of the Iron Mountain DDA Board of Directors then in office shall constitute a quorum for the transaction of business. In the event that effective membership is reduced because of Disclosure of Interest (Article III, Section 6), a majority of the remaining members of the Iron Mountain DDA Board of Directors eligible to vote shall constitute a quorum for the transaction of business.

The vote of majority members present at a meeting at which a quorum is present shall constitute the action of the Iron Mountain DDA Board of Directors unless the vote of the larger number is required by statute or elsewhere in these rules.

SECTION XIII – Public Meetings:

The meetings of the Board shall be public.

SECTION XIV – Compensation of Members:

Members of the Iron Mountain DDA Board of Directors shall serve without compensation, but shall be reimbursed for actual and necessary expenses subject to authorization by a vote of two-thirds of the majority of the Board members then eligible to vote.

SECTION XV – Minutes of all Meetings:

The minutes of any meeting of the Iron Mountain DDA Board of Directors will be mailed to all members of the Iron Mountain DDA Board of Directors for their review prior to the next regularly scheduled meeting. Minutes of the proceedings of regular or special meetings shall be prepared at the request of and provided to any member of the Iron Mountain DDA Board of Directors or the City Council. Minutes of closed meetings shall be maintained in conformity with and shall be subject to the provisions of the Open Meetings Act, Act 267 of the Public Acts of 1976, as amended.

SECTION XVI – Committee Participation:

Each member of the Iron Mountain DDA Board of Directors shall also serve as a committee member for no less than (1) Standing Committee of the Iron Mountain DDA. See Article VI; Section II.

1. When appointed, each Board member should state his/her willingness and intention to attend each scheduled meeting of the Standing Committee for which they have chosen to participate.

ARTICLE IV: OFFICERS AND THE EXECUTIVE BOARD

SECTION I – Officers:

The officers of the Iron Mountain DDA Board of Directors shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer.

SECTION II – Election and Term of Office:

Officers of the Iron Mountain DDA Board of Directors shall be elected annually by the Board at the regular annual meeting of the Iron Mountain DDA Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held within 90 days of such meeting. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. A term of office is four years. No member shall hold more than one office at a time. An officer must be a current Board member.

SECTION III – Removal:

After notice and having been given an opportunity to be heard, the Iron Mountain DDA Board of Directors may remove any officer elected or appointed by the Iron Mountain DDA Board of Directors whenever it judges that it is in the best interest of the Iron Mountain Board of Directors. Removal of a board member is subject to review by the circuit court.

SECTION IV – Vacancies:

A vacancy in office because of death, resignation, removal, disqualification or otherwise, may be filled by the Iron Mountain DDA Board of Directors for the unexpired portion of the term.

SECTION V – Chairperson:

The Chairperson shall preside at all meetings of the Iron Mountain DDA Board of Directors and shall discharge the duties of the presiding officer. To qualify as a candidate for Chairperson in an election, the Board member must have served six months on the Iron Mountain DDA Board of Directors to be eligible.

SECTION VI – Vice-Chairperson:

In the absence of the Chairperson or in the event of his inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. Any Vice-Chairperson shall perform such other duties as from time to time may be assigned to him by the Chairperson or by the Iron Mountain DDA Board of Directors. To qualify as a candidate for Vice-Chairperson in an election, The Board member must have served six months on the Iron Mountain DDA Board of Directors to be eligible.

SECTION VII – Secretary:

The Secretary shall record, review and present to the Iron Mountain DDA Board of Directors for approval all Iron Mountain DDA Board of Directors meeting minutes and correspondence.

SECTION VIII – Treasurer:

The Treasurer shall review and present to the Iron Mountain DDA Board of Directors for approval all Iron Mountain DDA fund and expense reports created by the DDA Employees and the Chief Financial Officer of the City of Iron Mountain.

SECTION IX – Executive Board Members:

The Executive Board shall be made up of the Chairperson, Vice-Chairperson, Treasurer and City Manager

SECTION X – Executive Board Powers:

The responsibilities of the Executive Board shall be to advise the DDA Employees on the finances, personnel and administration of the Iron Mountain DDA and make recommendations to the Board of Directors for approval. The Executive Board shall finalize the annual budget to be approved by the Iron Mountain DDA Board of Directors and then presented to City Manager for City Council approval.

ARTICLE V: EMPLOYMENT OF PERSONNEL

The Iron Mountain DDA Board of Directors may employ personnel as deemed necessary by the Iron Mountain DDA Board of Directors. Such personnel may include, but not limited to a Program Director, Treasurer, Secretary, Legal Counsel, Ambassador, Event Coordinator and maintenance staff.

SECTION I – DDA Employees

Any DDA Employee shall sign a written contract of employment signed and approved by the Chairperson and Vice-Chairperson of the Iron Mountain DDA Board of Directors.

The Executive Committee or Program Director shall present all other staff hiring selections to the Iron Mountain DDA Board of Directors for approval. Employment agreements shall be signed by the staff, DDA Program Director and Chairperson of the DDA Board of Directors, City Manager and Mayor for all staff recommended by the Executive Committee or Program Director.

ARTICLE VI: STANDING COMMITTEES

SECTION I – Standing Committees:

Standing committees of the Iron Mountain DDA Board of Directors shall be the Event Committee, Business Development Committee, and Executive Committee.

SECTION II – Standing Committee Structure:

No fewer than three (3) committee members shall serve on each committee. No more than four (4) Mountain DDA Board of Directors shall serve on one committee. The DDA Employees shall act as a permanent consultant to each committee without needing to be in attendance at all meetings. The committees shall include outside consultants, residents of the city and business people of the DDA district appointed by the Committee Chairperson. All meetings of the standing committees shall be open to the public.

SECTION III – Term of Office:

Each member of the standing committee shall continue as such until they determine otherwise.

SECTION IV – Chairperson:

One member of each committee shall be appointed Chairperson by the committee members.

SECTION V – Quorum:

Unless otherwise provided in the resolution of the Iron Mountain DDA Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the acts of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION VI – Power of Committees:

Standing committees shall determine and schedule their meeting times, dates (minimum of monthly) and locations; consult with outside sources; interface with other city-appointed Boards and Commissions for an exchange of ideas that would then be presented to the Iron Mountain DDA Board of Directors prior to any action of the committee

The committees could interface by inviting member(s) of such boards and commissions of a committee meeting, member(s) of the committee attending said Board's meeting, telephone consultation, and written correspondence; make recommendations to the Iron Mountain DDA Board of Directors for approval; act on decisions made by the Iron Mountain DDA Board of Directors as delegated by said Board of Directors that are within the authority and means of Iron Mountain DDA Board of Directors. Standing committees do not have the authority to take action without the approval of the Iron Mountain DDA Board of Directors; make decisions without the approval of the Iron Mountain DDA Board of Directors; act on proposed plans without approval of the Iron Mountain DDA Board of Directors; make recommendations between committees without Iron Mountain DDA Board of Directors approval; and enter into contracts or purchase agreements.

SECTION VII – Duties:

The duties of the committees are to notify the DDA Employees and Chairperson of all meeting times, dates and locations; keep written minutes of each meeting to be filed with the Iron Mountain DDA; keep the DDA Employees informed of the events of each meeting by means of the Chairperson if unable to attend; fulfill charges of and answer to the Iron Mountain DDA Board of Directors; present monthly committee reports at Iron Mountain DDA Board of Directors meetings; act in the best interest of the Iron Mountain DDA at all times.

ARTICLE VII: ADVISORY COMMITTEES

SECTION I – Committees of Members:

The Iron Mountain DDA Board of Directors, by resolution adopted by a majority of the members present at any meeting, may designate and appoint one or more committees to advise the Iron Mountain DDA Board of Directors, except as otherwise provided in such resolution. The members of such committee may be Board Members, outside consultants or community leaders as authorized by the Iron Mountain DDA Board of Directors and appointed whenever it is deemed in the best interest of the Iron Mountain DDA. The Iron Mountain DDA Board of Directors if deemed in the best interest of the Iron Mountain DDA may remove any member of an advisory committee.

SECTION II – Term of Office:

Each member of a committee shall continue for a minimum of one year as such until the next annual meeting of the members of the Iron Mountain DDA Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION III – Chairperson:

The Iron Mountain DDA Board of Directors shall appoint one member of each committee the Chairperson of the advisory committee.

SECTION IV – Quorum:

Unless otherwise provided in the resolution of the Iron Mountain DDA Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the acts of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION I – Contracts:

The Board may authorize the chairperson of the DDA and the DDA Employees, to enter into any contracts or execute and deliver any instrument in the name of and on the behalf of the Authority, and such authorization may be general or confined to specific instances.

SECTION II – Checks, Drafts, etc.:

All orders for the payment of money, notes or other evidences of indebtedness shall be authorized by the DDA Employees and the City Manager, then forwarded on to the Chief Financial Officer of the City of Iron Mountain for the issuance of payment. If for any reason the Iron Mountain DDA establishes a bank account outside of the City of Iron Mountain's bank account, then all checks, drafts and orders for payment of money, notes or other evidences of indebtedness shall be co-signed by two persons of the Executive Board.

SECTION III – Deposits:

All funds of the Iron Mountain DDA shall immediately be deposited into the appropriate fund or account to the credit of the Iron Mountain DDA in such banks, trust companies or other depositories as the Iron Mountain DDA Board of Directors may select.

SECTION IV – Gifts:

The Board of Directors may accept on behalf of the Iron Mountain DDA any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Iron Mountain DDA. The DDA Employees shall inform the City of Iron Mountain of the receipt of such gifts. The identity of the donor need not be reported should the donor wish to remain anonymous.

SECTION V – Budget:

The committees of the Iron Mountain DDA shall submit proposed objectives and goals to the Iron Mountain DDA Board of Directors in January for the development of an annual budget. The Iron Mountain DDA Board of Directors shall set goals and objectives annually in February to develop and approve a budget for the fiscal year beginning the first day of July. The Iron Mountain DDA Board of Directors shall submit an annual budget to the City of Iron Mountain Chief Financial Officer by the end of February for inclusion in the annual budget presentation to City Council held prior to April 1st of each year for City approval.

The Iron Mountain DDA Employees will hold the right to make purchases up to \$500 in accordance with projects approved in the yearly Work Plan and Budget without DDA Board of Directors approval. In the event that the Iron Mountain Downtown Development Authority or DDA Employees may dissolve all assets of said organization will revert to the City of Iron Mountain

ARTICLE IX: BOOKS AND RECORDS

The Iron Mountain DDA shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Iron Mountain DDA Board of Directors, and committees having any of the powers of the Iron Mountain DDA Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Authority shall be open to the public at all times.

The DDA Employees shall provide the Treasurer, Iron Mountain DDA Board of Directors and City of Iron Mountain with regular financial reports of the activities of the revenues received and expenditures made by the Iron Mountain DDA.

All bank accounts maintained by the Iron Mountain DDA shall incorporate the words "Iron Mountain Downtown Development Authority" in the title of such accounts. Upon the creation of any new accounts, the Authority shall so advise the City of Iron Mountain.

ARTICLE X: CALENDAR YEAR

The calendar year of the corporation shall begin on the first day of July and end the last day of June each year.

ARTICLE XI: AMENDMENTS TO RULES:

These rules may be altered, amended, or repealed and new rules may be adopted by a majority of the members appointed and serving if written notice is given of intention to alter, amend, or repeal or to adopt new rules at such meeting. The full nature of the rule change shall be included in the notice. Adoption of rule changes shall require affirmative votes by five members of the Iron Mountain DDA Board of Directors. Changes in these rules are subject to approval by the City Council.

ARTICLE XII: POLITICAL CAMPAIGN ACTIVITY

The Iron Mountain DDA shall not expend funds of the Iron Mountain DDA or otherwise contribute to the advocacy of any political candidate or ballot question.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Iron Mountain DDA Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the DDA Board of Directors may adopt.