

VILLAGE OF DECATUR DDA MEETING AGENDA

Wednesday,
March 13, 2024



VILLAGE OF DECATUR
REGULAR DDA MEETING
Wednesday, March 13, 2024 – 1:00PM
Village Hall – 114 N. Phelps Street, Decatur, MI 49045

1:00 PM DDA Meeting (Action to be taken by DDA on the following agenda items)

Note: Please be courteous and turn cell phones off during the meeting.

1. **CALL TO ORDER**

2. **PLEDGE OF ALLEGIANCE**

3. **ROLL CALL (Excused Absences if Any)**

4. **PUBLIC COMMENT**

5. **APPROVAL OF CONSENT AGENDA ITEMS**

5A.1 – Approval of the Regular Meeting Agenda for March 13, 2024

5A.2 – Approval of the Regular DDA Meeting Minutes for February 14, 2024

5A.3 – Review Decatur Day Midwest Fest Planning Committee Agenda for March 19, 2024

6. **TREASURER REPORTS**

6A.1 – Approval of Payment of Bills

6A.2 – Approval of Financial Statements

6A.3 – Budget Amendments

7. **COMMUNICATIONS TO THE DDA – PRESENTATIONS & GUESTS**

7A.1 – Rebecca Harvey, Harvey Consulting

7A.2 – Jaime McEnaney, Parent & Caregiver Connections

8. **UNFINISHED BUSINESS**

8A.1 – Request to finalize and approve the draft proposal of the Village of Decatur Social District

9. **NEW BUSINESS**

9A.1 – Discuss the Annual Calendar/Work Plan format for FY 25

9A.2 – Review and approve updated DDA By-Laws

10. **PUBLIC COMMENTS- SECOND OPPORTUNITY**

11. **DDA MEMBER COMMENTS**

12. **ADJOURNMENT**

PLEASE NOTE

AUDIENCE PARTICIPATION:

In addition to addressing the DDA during public hearings and under “Public Comment,” members of the audience may address the DDA, please limit your comments to three minutes or less per item. Please step up to the Podium and state your name and address.

The proposed process for items listed under agenda items above shall be as follows:

1. Announcement of the agenda item by the Chairperson.
 2. Verbal report provided by staff.
 3. The Chairperson asks DDA members if they have any questions for staff to clarify the staff report.
 4. Motion is made by a DDA member and seconded by another DDA member.
 5. The Chair then calls on DDA members to discuss the motion if DDA members wish to discuss.
 6. The Chair calls for a vote on the item after discussion has occurred.
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Village of Decatur
Downtown Development Authority

Wednesday, February 14, 2024, at 1:00pm
Village Hall, 114 N. Phelps Street
Decatur, MI 49045

1. Call to Order

Elwaer called the meeting to order at 1:04pm

2. Pledge of Allegiance

3. Roll Call

Ali Elwaer (Village President), James Creagan (First State Bank), Jay Newell (Newell Insurance Agency) excused, Roger Kemp (RC Automotive Supply) 1:06pm-1:52pm, Elissa Zimmer (VBDL- Webster Memorial Library), Mary Miller (Mousse Lodge) excused, Jami Swihart (Honor Credit Union) 1:06pm- 1:54pm, Matt Cooper (Cooper Law), Christopher Tapper (Village Manager), Megan Duncan (Village Clerk/Treasurer), Shantel Pentland (Administrative Assistant).

4. Public Comments

None

5. Approval of Consent Agenda Items

Creagan offered a motion to approve the agenda for February 14, 2024, approve the regular meeting minutes from January 10, 2024, and approve the Revenue & Expenditure Report ending January 31, 2024, supported by Zimmer, carried unanimously 4-0.

6. Communications to the DDA- Presentations & Guests

6A.1 – Rebecca Harvey from Harvey Consulting shared that the DDA Bylaws and some operational review will need to be addressed in the near future. She has provided staff with a memo, including examples, for review.

6A.2 – Kevin Christensen and Amber Chopp from Final Gravity Brewing Company presented reasons why they believe combining the Midwest Fest with Decatur Day could be valuable to our community. A larger festival would gather a larger population of visitors, and Final Gravity could offer support with musical entertainment and volunteers for the event.

7. Unfinished Business

7A.1 – Kemp offered a motion to approve the combination of Decatur Day 2024 and Midwest Fest 2024 into Decatur Day Midwest Fest 2024, supported by Zimmer, carried unanimously 6-0.

7A.2 – Manager Tapper provided the board with the draft of the Village of Decatur Social District Plan, along with the proposed map of the district. There was discussion on what would be allowed/ not allowed within the boundary, and how local businesses and the Village as a whole could benefit from having a Social District. The board will review the documents and make any updates, then submit to the Village Council for final approval.

7A.3 – Pentland gave background on the annual Egg Hunt and it’s success. Kemp offered a motion to approve the expenditure of no more than \$300 to purchase additional eggs and fillers, supported by Creagan, carried unanimously 6-0.

7A.4 – Manager Tapper provided an update to the board stating a location has been secured for the 2024 Fireworks display launch site. Mr. Ryan Rarick is allowing the use of his property on CR 352, the same location that was used in 2023. Elwaer inquired about viewers being able to watch the show from some of the ball fields at Decatur Public Schools that are usually locked, staff will connect with DPS to see if this is an option due to the large amount of spectators this event is projected to bring in.

8. New Business

8A.1 – Manager Tapper discussed the importance of the Annual Joint Meeting that will be held on February 26, 2024, at 5pm for all boards, commissions and committees. Tapper stressed that close to 100% attendance is desired for this meeting.

9. Public Comments- Second Opportunity

None

10. DDA Member Comments

Elwaer shared his appreciation for DDA members and their willingness to participate.

11. Adjournment

Zimmer offered a motion to adjourn the meeting at 1:57pm, supported by Creagan, carried unanimously 4-0.

Minutes submitted by: Shantel Pentland, Administrative Assistant

DECATUR DAY '24
PLANNING
COMMITTEE

Tuesday
March 19,
2024



VILLAGE OF DECATUR
REGULAR DECATUR DAY '24 PLANNING COMMITTEE MEETING
Tuesday, March 19, 2024 – 4:00PM
Village Hall – 114 N. Phelps Street, Decatur, MI 49045

4:00PM DECATUR DAY '24 PLANNING COMMITTEE MEETING

(Action to be taken by the Committee on the following agenda items)

Note: Please be courteous and turn cell phones off during the meeting.

1. **CALL TO ORDER**

2. **PLEDGE OF ALLEGIANCE**

3. **ROLL CALL (Excused Absences if Any)**

4. **PUBLIC COMMENT**

5. **APPROVAL OF CONSENT AGENDA ITEMS**

5A.1 – Approval of the Regular Meeting Agenda for March 19, 2024

5A.2 – Approval of the Regular Meeting Minutes from January 16, 2024

6. **COMMUNICATIONS TO THE COMMITTEE – PRESENTATIONS & GUESTS**

None

7. **UNFINISHED BUSINESS**

7A.1 – Car Show 11am-3pm

7A.2 – Outreach for artisan vendors

7A.3 – Discuss sponsorship levels

7A.4 – Discuss volunteer recruitment, Lake of the Woods Greenwoods Camp & Final Gravity

8. **NEW BUSINESS**

8A.1 – Discuss the combination of Decatur Day 2024 with Midwest Fest

8A.2 – Discuss timeframe of event and transition period, 11am-11pm

8A.3 – Promotion of the Event Page on Facebook

9. **PUBLIC COMMENTS- SECOND OPPORTUNITY**

10. **COMMITTEE MEMBER COMMENTS**

11. **ADJOURNMENT**

PLEASE NOTE

AUDIENCE PARTICIPATION:

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The proposed process for items listed under agenda items above shall be as follows:

1. Announcement of the agenda item by the Chairperson.
 2. Verbal report provided by staff.
 3. The Chairperson asks Committee members if they have any questions for staff to clarify the staff report.
 4. Motion is made by a Committee member and seconded by another Committee member.
 5. The Chair then calls on Committee members to discuss the motion if Committee members wish to discuss.
 6. The Chair calls for a vote on the item after discussion has occurred.
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Village of Decatur
114 N Phelps Street
Decatur, MI 49045

MEMORANDUM

TO: Downtown Development Authority Board
FROM: Megan Duncan, Village Clerk/Treasurer
REVIEWED BY: Christopher Tapper, Village Manager
DATE: March 13, 2024

SUBJECT: Financial Statement February 2024

Action Requested:

It is requested that the Downtown Development Authority review the Treasurer's report for February 2024.

Background:

Attached is the Revenue and Expenditure Report of the DDA Fund through February 2024.

Attachments:

Cash balances
Revenue & Expense Report

REVENUE AND EXPENDITURE REPORT

PERIOD ENDING 02/29/2024

% Fiscal Year Completed: 100.00

GL NUMBER	DESCRIPTION	2023-24	YTD BALANCE	ACTIVITY FOR	AVAILABLE	% BDGT USED
		AMENDED BUDGET	02/29/2024 NORMAL (ABNORMAL)	MONTH 02/29/2024 INCREASE (DECREASE)	BALANCE NORMAL (ABNORMAL)	
Fund 248 - DOWNTOWN DEVELOPMENT AUTHORITY						
Revenues						
Dept 000						
248-000-404.000	PROPERTY TAXES	11,000.00	10,269.25	0.00	730.75	93.36
248-000-410.000	PERSONAL PROPERTY TAX	3,500.00	3,083.34	0.00	416.66	88.10
248-000-411.000	DELINQUENT TAX	90.00	0.00	0.00	90.00	0.00
248-000-445.000	REAL ESTATE TAX INTEREST	16.00	35.86	0.00	(19.86)	224.13
248-000-641.000	DONATIONS - JULY 4TH EVENT	0.00	13,650.00	0.00	(13,650.00)	100.00
248-000-664.100	INTEREST INCOME	0.00	7.40	0.46	(7.40)	100.00
248-000-674.000	DONATIONS - SPRING EVENTS	0.00	100.00	100.00	(100.00)	100.00
248-000-675.000	OTHER REVENUE	8,000.00	0.00	0.00	8,000.00	0.00
248-000-676.000	VENDOR REVENUE	0.00	2,080.00	120.00	(2,080.00)	100.00
Total Dept 000		22,606.00	29,225.85	220.46	(6,619.85)	129.28
TOTAL REVENUES		22,606.00	29,225.85	220.46	(6,619.85)	129.28
Expenditures						
Dept 728 - ECONOMIC DEVELOPMENT						
248-728-756.000	DDA-SUPPLIES	1,000.00	0.00	0.00	1,000.00	0.00
248-728-801.000	CONSULTING FEES	2,000.00	13,506.25	0.00	(11,506.25)	675.31
248-728-901.000	PRINTING/PUBLISHING	900.00	2,764.00	0.00	(1,864.00)	307.11
248-728-958.000	MISCELLANEOUS	200.00	163.54	0.44	36.46	81.77
248-728-981.000	CAPITAL OUTLAY	9,250.00	1,500.00	0.00	7,750.00	16.22
248-728-982.000	JULY 4TH EVENT	0.00	12,770.48	0.00	(12,770.48)	100.00
248-728-984.000	DECATUR DAY EVENT	0.00	1,802.98	0.00	(1,802.98)	100.00
248-728-985.000	COMMUNITY SERVICE PROJECTS	20,000.00	7,824.50	0.00	12,175.50	39.12
248-728-986.000	DOWNTOWN FLOWERS	4,300.00	1,274.00	0.00	3,026.00	29.63
248-728-987.000	BOO BASH EVENT	0.00	668.96	0.00	(668.96)	100.00
248-728-988.000	CHRISTMAS IN THE VILLAGE	0.00	264.73	0.00	(264.73)	100.00
248-728-995.010	GEN FUND ADMIN TRANSFER	2,500.00	0.00	0.00	2,500.00	0.00
Total Dept 728 - ECONOMIC DEVELOPMENT		40,150.00	42,539.44	0.44	(2,389.44)	105.95
TOTAL EXPENDITURES		40,150.00	42,539.44	0.44	(2,389.44)	105.95
Fund 248 - DOWNTOWN DEVELOPMENT AUTHORITY:						
TOTAL REVENUES		22,606.00	29,225.85	220.46	(6,619.85)	129.28
TOTAL EXPENDITURES		40,150.00	42,539.44	0.44	(2,389.44)	105.95
NET OF REVENUES & EXPENDITURES		(17,544.00)	(13,313.59)	220.02	(4,230.41)	75.89

SOCIAL DISTRICT MANAGEMENT PLAN



114 N Phelps Street
Decatur, MI 49045
269-423-6114
www.decaturm.org

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EXAMPLE

BACKGROUND

On July 1, 2020, Governor Whitmer signed House Bill 5781 into law creating the Social District Permit. The governing body of a local governmental unit may designate a Social District within its jurisdiction. Qualified licensees whose licensed premises are contiguous to the commons area within the Social District, and who have been approved for and issued a Social District Permit, may sell alcoholic liquor (beer, wine, mixed spirit drink, spirits, or mixed drinks) on their licensed premises to customers who may then consume the alcoholic liquor within the commons area of the Social District.

Many communities throughout Michigan, in an effort to continue the revitalization of the downtown and increase opportunities for business and recreation, are creating a social district that encompasses all qualified licensees within the downtown and allows for consumption at multiple locations throughout the district.

DISTRICT BOUNDARY AND COMMONS AREA(S)

Exhibit B depicts the social district boundary, the commons area(s), and location of qualifying licensees.

Exhibit C includes the names and addresses of all qualified licensees within the social district.

Currently qualified licensees include:

-
-

Additional commons areas may be designated if new qualified licensees are established within the district, enabling a new area to meet the requirements for a commons area as defined in MCL 436.1551(8)(a). Temporary commons areas may be established in conjunction with events that are to take place within the district boundary. Temporary commons areas must be approved by the Village in conjunction with an event application. Temporary commons areas may occur on public streets if the street is closed to all vehicle traffic with the exception of emergency vehicles.

PUBLIC SAFETY

The Village of Decatur Police Department will provide law enforcement services to the social district. In accordance with existing protocol, at least one officer will be designated to patrol the Village until midnight each night. The officers on patrol will be jointly responsible for providing services within the social district.

During special events and any time when the district is anticipated to see significant crowds and activity, Village Police will issue a request to staff for special patrol officers in addition to those regularly scheduled.

For emergency purposes, Village police are located within a half mile from any social district boundary. The Decatur Hamilton Fire Department will respond to all fire, rescue, and EMS-related issues within the district. It, too, is located a half mile away and can respond quickly to requests for service.

WASTE MANAGEMENT

Trash receptacles will be available throughout the district and its consumption areas. If needed, new receptacles for permanent/long-term use will be provided and will match those placed elsewhere throughout downtown.

Receptacles will be serviced twice weekly by the Village's internal Department of Municipal Services (DMS), and upon request for special events.

During special events that are approved for a temporary consumption area, the Village will lend extra trash cans and picnic tables in consultation with DMS staff and pending availability.

SIGNAGE AND HOURS OF OPERATION

Standard hours of operation will run from 12 noon until 10 pm Friday-Sunday.

Temporary commons areas may request special hours of operation in conjunction with an event planned within the social district. The requested hours of operation will be included in the request for a temporary commons area.

Signage will be placed throughout the social district to denote the boundaries of the district and its designated consumption areas. Some signage may include a QR code linked to a webpage which includes key information pertaining to the social district. Such information may include, but is not limited to hours of operation, a list of social district permit holders, and any upcoming interruptions or temporary alterations to social district hours of operation as a result of special permits pulled within the district or other activity.

Signs may be posted using any of the following methods, where appropriate:

- Using stanchions
- On building walls
- On streetlamps or other posts
- At entrances/exits to social district permit holders

Social District Permit Holders will be required to post signage within, or affixed to, their establishment which includes the district standard hours of operations and a map of commons areas.

BEVERAGE CONTAINERS

A district logo has been designed and is shown in Exhibit A.

Cups featuring the logo of the social district will be available for purchase from the Village in various sizes, not to exceed 16 ounces.

Businesses in need of cups will submit an order request form, available on the Village's website, noting the quantity needed. Orders will be placed by Village staff within a week and shipped directly to the business. An invoice for all charges related to the order will be sent to the business and must be paid within two weeks of the order's arrival to the business.

Businesses are required to indicate a drink has been sold by their establishment by including the business's logo, trade name, or other features unique to the social district permittee on the cup itself. This may be accomplished by placing a sticker on the cup, or by choosing a high-resolution graphic that can be added to the standard cup design and printed on the reverse side of the district logo. Graphics may not exceed 4 colors.

Businesses are encouraged to write the initials and/or birthdate of the individual to whom each alcoholic beverage is sold on the cup itself. This recommendation exists to help prevent over-service and unlawful transfer of alcoholic beverages to minors, and to promote the general health and safety of the community.

TEMPORARY COMMONS AREAS & SPECIAL EVENTS

Events planned within the social district may request a temporary commons area and special hours of operation in conjunction with the planned event. Temporary commons areas may occur on public streets if the street is closed to all vehicle traffic with the exception of emergency vehicles. Temporary commons areas, special hours of operation, and requests for additional waste management services will be reviewed and approved by the Village in conjunction with the standard event application.

Some permanent/fixed district signage may include a QR code link to a webpage where information regarding the social district will be available, including planned alterations to the social district commons areas and hours of operation.

COMMUNICATION WITH SOCIAL DISTRICT PERMIT HOLDERS

Social District Permit holders will be required to submit an email address to the Village for use when communicating important information that pertains to the social district. Such information may include, but is not limited to, upcoming special events that will alter the hours of operation of the district.

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Exhibit A Social District Logo

EXAMPLE

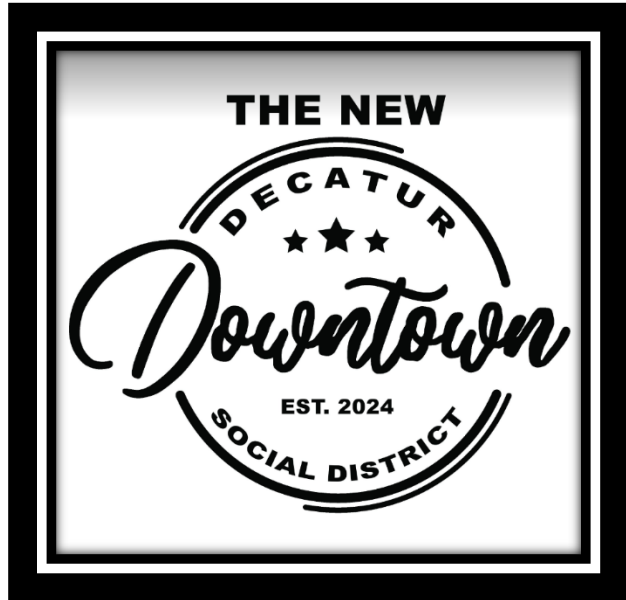
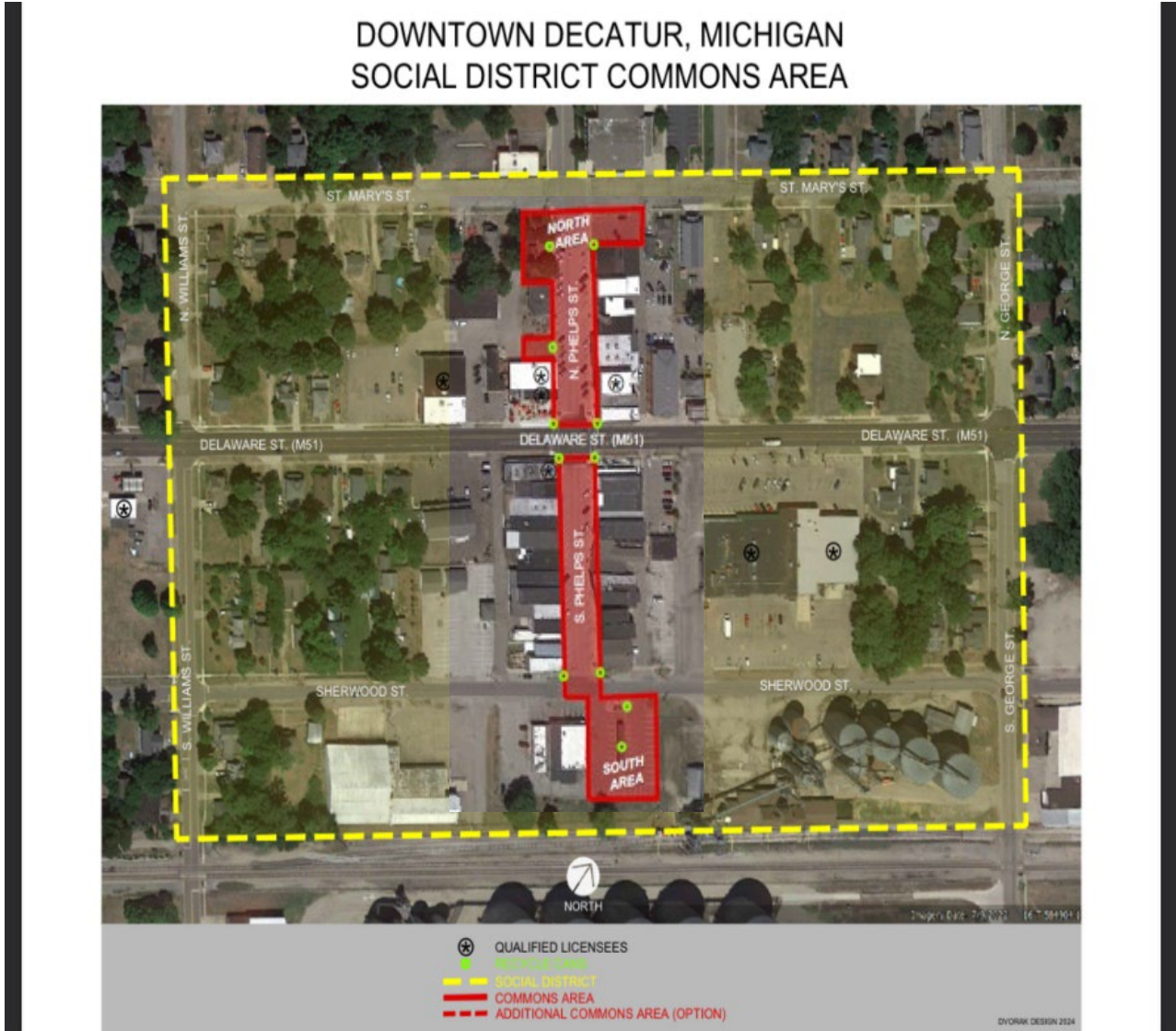


Exhibit B Social District Boundary & Commons Areas

EXAMPLE



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Exhibit C Qualified Licensees and Addresses

Final Gravity Brewing Company

103 N. Phelps Street
Decatur, MI 49045

M40 Bar & Grill

106 N. Phelps Street
Decatur, MI 49045

Final Gravity Brewing Company

100 S Phelps Street
Decatur, MI 49045

HSS Financial LLC

105 N. Phelps Street
Decatur, MI 49045



Village of Decatur DDA

Annual Calendar / 2024-2025 FY Report		
Month	Annual Responsibility	2024 - 2025 FY Report
January	New Board Appointments	Project
February		
March		
April		
May	Approve DDA Audit Appoint Budget Committee	
June	Budget Committee Report Approve Budget Approve FY Report Approve Next FY Work Plan	Service
July		
August		Process
September	Deadline for TIF Report to State Tax Commission	
October		
November		
December		

Bold = DDA Development Plan Action Item



Village of Decatur
114 N Phelps Street
Decatur, MI 49045

MEMORANDUM

TO: Downtown Development Authority Board
FROM: Shantel Pentland, Administrative Assistant
REVIEWED BY: Christopher Tapper, Village Manager
DATE: March 13, 2024

SUBJECT: Review and Approval of DDA By-Laws

Action Requested:

It is requested that the Downtown Development Authority review and approve the updated By-Laws

Background:

The DDA By-Laws required an update to reflect changes incurred by the adoption of the 2023 Development Plan & TIF Plan.

Attachments:

DDA By-Laws



DOWNTOWN DEVELOPMENT

AUTHORITY

BY-LAWS

ARTICLE I - NAME

The name of this organization shall be the Decatur Downtown Development Authority of the Village of Decatur (the "Authority").

ARTICLE II - PURPOSE AND POWERS

Section 1. The Purpose(s) for which the Authority is organized are as follows:

- a. To correct and prevent deterioration in the downtown district;*
- b. To encourage historic preservation;*
- c. To promote economic growth of the district;*
- d. To create and implement development and financing plans in the district;*
- e. To authorize the use of tax increment financing;*
- f. To increase tax valuation where possible.*

Section 2. 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 # 2023-005 of the Village of Decatur.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Except as otherwise provided by statute, or the By-Laws, the Authority shall be under the supervision and control of a Board of Directors.

Section 2. The Board of Directors of the Authority shall consist of the Village President, and 8 members appointed by the Village President, subject to approval by the Village Council. At least 5 of the members 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. Of the members first appointed, 2 shall be appointed for 1 year, 2 for 2 years, 2 for 3 years, and 2 for 4 years. Thereafter, a member shall serve for a term of 4 years.

Section 3. Subsequent members shall be appointed in the same manner as original appointments at the expiration of each members' term of office. A member shall hold office until the member's successor is appointed. A member may be re-appointed in the above manner to serve additional terms.

Section 4. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office.

Section 5. Members shall serve without compensation but shall be reimbursed for actual and necessary out-of-pocket expenses, as approved by the Board.

Section 6. Resignation of a member shall be effective upon delivery of the resignation in writing to the Authority.

Section 7. Pursuant to notice and after having been given an opportunity to be heard, a member may be removed for cause by the Village Council. Cause shall include, but is not limited to, neglect of duty, misconduct, failure to attend (3) successive regularly scheduled meetings of the Board, or any other good cause by majority vote of the Village Council.

Section 8. A member who has a direct interest in any matter before the Authority shall disclose the 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. Any member making such a disclosure shall refrain from participation in the Authority's procedure relating to the matter.

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ARTICLE IV - OFFICERS

Section 1. The Board of Directors of the Authority shall elect from its membership a Chairperson, Vice Chairperson, Secretary, and Treasurer. In addition, the Board may appoint an assistant secretary and/or assistant treasurer, who need not be members of the Board, to be charged with such duties as the Board deems appropriate. The election of any officer requires a majority vote of the members of the Board.

Section 2. Terms of officers shall be one (1) year or until a successor is elected and qualifies. A term of office shall begin at the first calendar year meeting.

Section 3. A vacancy in any office may be filled at any meeting of the Board of Directors for the unexpired portion of the term of such office.

Section 4. The Chairperson shall preside over all meetings of the Board. He/she shall discharge the duties of a presiding officer.

Section 5. In the absence of the Chairperson or in the event of his/her inability to act, the Vice Chairperson shall perform all duties of the Chairperson and when so acting shall have all the powers and

be subject to all restrictions of the Chairperson.

Section 6. The Secretary shall attend meetings of the Board and keep a record of its proceedings and shall perform other duties incidental to the office of the Secretary. The Village Clerk/Treasurer shall be responsible for maintaining the official records of the Meeting Minutes which will be kept at 114 North Phelps, Decatur, Michigan, and/or at a secure location approved by the Board other than a private residence. The Board may employ and fix the compensation of a Secretary.

Section 7. The Village Clerk/Treasurer shall be responsible for maintaining the financial records of the Authority and shall keep the financial records in a separate account in the name of the DDA. The annual millage from the TIFA district and other funds that fall under the Authority shall immediately be deposited to the credit of the Authority.

Approval of any payment will be authorized by the Authority and will be sent to the Village Clerk/Treasurer for processing, with final approval by the Village Council. The Village Clerk/Treasurer shall perform such other duties incidental to the office of Treasurer. The Treasurer's reports will be kept at 114 North Phelps, Decatur, Michigan, and/or at a secure location approved by the Board other than a private residence.

Section 8. The Board may retain legal counsel to advise the Board on the proper performance of its duties. The legal counsel shall represent the Authority in actions brought by or against the Authority.

Section 9. The Board may employ other personnel deemed necessary by the Board.

ARTICLE V - SUBMISSION OF BUDGET

The Village Clerk/Treasurer of the Village of Decatur shall prepare and submit for the approval of the Board a budget for the operation of the Authority for the ensuing fiscal year. The budget shall be prepared in the manner and contain the information required of the Village departments. Before the budget may be adopted by the Board, it shall be approved by the Village Council. Funds of the Village shall not be included in the budget of the Authority except those funds authorized in the act or by the Village Council.

ARTICLE VI - MEETINGS

Section 1. Regular meetings of the Board shall be held on the second Wednesday of each month at 1:00 p.m. in the Decatur Village Hall. The schedule of the regular meetings, including time and place, shall be posted in the local newspaper and on the Village website.

Section 2. Special meetings of the Board may be called by the Chairperson, by the Vice-Chairperson in the absence of the Chairperson, or by any 4 members. Public notice of the time, date, location, and purpose of the special meeting shall be given at least 18 hours prior to such meeting and in accordance with PA 267

of 1976, as amended, being the Open Meetings Act.

Section 3. A majority of the voting members of the Board in office shall constitute a quorum for the transaction of business and taking official action on all matters. Each member present at the meeting of the Authority shall be entitled to a single vote, but no member shall vote by proxy.

Section 4. The Chairperson (or his/her designee) shall be responsible for the preparation of an agenda for the Board meeting and to send the agenda to members at least 24 hours prior to the meeting. Any member of the Board may request an item be placed on the agenda.

Section 5. The Board shall adopt rules consistent with Act No. 267 of the Public Acts of 1976, governing its procedure and the holding of regular and special meetings. All meetings of the Board shall be open to the public.

ARTICLE VII - EMPLOYMENT OF PERSONNEL

Section 1. The Board may employ and fix the compensation of a Director, subject to the approval of the Village Council. The Director shall serve at the pleasure of the Board. A member of the Board is not eligible to hold the position of Director.

Section 2. Subject to the approval of the Board, the Director shall supervise and be responsible for the preparation of plans and the performance of the functions of the Authority in the manner authorized by Act 197 of Public Acts of 1975, as amended. The Director shall attend the meetings of the Board.

ARTICLE VIII - COMMITTEES

Section 1. The Board may designate and appoint one (1) or more committees to advise the Board. The committee members shall be members of the Authority. The Chairperson shall appoint the members and select the committee chair. The committees may be terminated by a vote of the Board.

Section 2. At the first calendar year meeting, the committees will be evaluated and reappointed or dissolved.

Section 3. No committee shall have the authority to bind the Authority without a vote of the Board.

ARTICLE IX - CONTRACTS AND FUNDS

Section 1. The Board may authorize officers of the Authority or an agent or agents, except the Director of the Authority, to enter into any contracts necessary or incidental to the exercise of its powers and performance of its duties authorized under Act 197.

Section 2. All checks, drafts, or order for payment of money, notes, or other evidence of indebtedness issued in the name of the Authority shall be approved by the Board and signed by the Treasurer and countersigned by the Chairperson of the Authority. The Village Clerk/Treasurer may be designated as acting treasurer with the full authority of the Treasurer in cases of absence or illness. The Board shall select banks, trust companies, or other depositories for the deposit of the Authority funds. No funds of the Authority shall be disbursed except as provided for in the budget of the Authority, which must have been adopted by the Village Council pursuant to MCL 125-1678.

Section 3. 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.

Section 4. The Board may accept on behalf of the Authority any contribution, gift, bequest, or device for the general purpose or for any purpose of the Authority.

ARTICLE X - BOOKS AND RECORDS

Section 1. The Authority shall keep correct and complete records of its books, accounts, and minutes of its meetings. The records shall be kept at the registered office of the Authority. The registered office and principal place of the business of the Authority is 114 North Phelps, Decatur, Michigan, or such other place as, from time to time, be designated by resolution of the Authority. All books and records of the Authority shall be open to the public at Village Hall. An annual audit shall be conducted.

Section 2. The fiscal year of the Authority shall correspond at all times to the fiscal year of the Village of Decatur.

ARTICLE XI - FUNDING

The Authority shall finance its activities as outlined in Village Ordinance # 2023-005.

ARTICLE XII - DISTRICT BOUNDARIES

The Authority shall exercise its powers within the area of the Downtown District of the Village of Decatur as authorized in Village Ordinance # 2023-005.

ARTICLE XIII - INDEMNIFICATION

Any member of the Board, officer, or employee shall be indemnified or reimbursed by the Authority for expenses (including attorney's fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending, or completed action, suit or proceeding,

whether civil, criminal, administrative or investigative (other than an action suit by or in the right of the Authority). In the event of which such indemnification or reimbursement may extend only to expenses, including attorney's fees, actually and reasonably incurred in connection with the defense or settlement of such action or suit and then only if such person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Authority) to which he/she was or is a party or is threatened to be made party by reason of his/her being or having been a member of the Board, Officer, or employee of the Authority or of the Corporation, partnership, joint venture, trust or other enterprises which he/she served in any such capacity at the request of the Authority.

Provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in any such action, suits, or proceeding as to which he/she is to be adjudged to have been guilty of or liable for gross negligence. Willful misconduct or criminal acts in the performance or his/her duties to the authority; and provided, further that no person shall be so indemnified or reimbursed in relation to any such matter in any such action, suit, or proceedings which has been made the subject of a compromise settlement, except with the approval of a court of competent jurisdiction, or the Board of the Authority, acting by vote of members not parties to the same or substantially the same action, suits, or proceeding, constituting a majority of the Board.

The foregoing right of indemnification or reimbursement shall not be deemed exclusive of other rights which such person may be otherwise entitled and shall continue as to a person who has ceased to be a member of the Board, Officer, or employee and shall ensure to the benefit of the heirs, executors, and administrators of such a person.

The Authority may, upon affirmative vote of the majority of its Board, purchase insurance for the purpose of indemnifying its members, officers, and other employees to the extent that such indemnification is allowed in the preceding paragraph. Such insurance may, but need not be, for the benefit of all members, officers, or employees.

Expenses incurrent in defending a civil or criminal actions, suits, or proceeding described in the first paragraph of the Article XIII may be paid by the Authority in advance of final disposition of such action, suit, or the proceeding as authorized by the Board of the Authority in the specific case upon receipt of an undertaking by or on behalf of the board, officer, or employee to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Authority as authorized in this Article XIII.

ARTICLE XIV - AMENDMENT TO BY-LAWS

These By-Laws may be altered, amended, replaced, or repealed only by the affirmative vote by two-thirds (2/3) of the Board, providing the notice for the meeting includes the proposals for amendments or alterations shall be submitted to the Board in writing, at least 10 days in advance of the meeting at which they are to be acted upon. All amendments are subject to the approval of the Village Council.

ARTICLE XV - BY-LAWS

The By-Laws shall be published in accordance with the provisions of P.A. 197, of the Public Acts of 1975, as amended.

APPROVAL AND ADOPTION

Village of Decatur Downtown Development Authority

_____, 2024