

**AMENDED AND RESTATED BYLAWS
VILLAGE OF ROMEO DOWNTOWN DEVELOPMENT
AUTHORITY**

**ARTICLE I
BOARD OF DIRECTORS**

Section 1. Board of Directors. The business and property of the Village of Romeo Downtown Development Authority (the "DDA") shall be managed and directed by the Board of Directors (the "Board"), the members of which shall serve for four (4) year terms from the date of their respective appointment.

Section 2. Fiscal Year; Officers. The fiscal year of the DDA shall begin on July 1 of each year and end on the next succeeding June 30. The Board annually at its first regular meeting in July shall elect from its membership a Chairperson, Vice Chairperson, Treasurer and Secretary. The officers so elected shall serve a term of one (1) year or any part thereof as may be determined, and until a successor is designated. No term of office created under this Section shall extend beyond the term of the member designated.

Section 3. Employment of Director; Legal Counsel. The Board may employ and fix the compensation of a Director, subject to the approval of the Village Council. The Director shall not be a member of the Board. The Director shall serve at the pleasure of the Board for no definite term of office. The Board may retain legal counsel to advise the Board in the proper performance of its duties. The legal counsel shall represent the DDA in actions brought by or against the DDA.

Section 4. Powers. The Board may exercise all powers provided by Act 197, Public Acts of Michigan, 1975, as amended, or otherwise by law including those bestowed by Ordinance No. 415 of the Village of Romeo.

Section 5. Professional Services. The Board shall have the power to engage and employ such manual, clerical, technical, financial and professional assistants as in its judgment may be necessary to carry out the purposes of the DDA.

Section 6. Official Seal. The Board may adopt an official seal.

Section 7. Annual Audit. The Board shall cause an annual audit of its business to be made and the result thereof shall be submitted to the Village Council, in accordance with the laws of the State of Michigan governing the audit of public bodies

ARTICLE II MEETINGS

Section 1. Open Meetings. Meetings of the Board shall be held in accordance with the provisions of the Michigan Open Meetings Act, being Act 267 of the Public Acts of Michigan, 1976, as amended ("Act 267").

Section 2. Regular Meetings. A schedule of the date, time and place of regular meetings of the Board shall be determined and approved by the Board at the first meeting of the Board in each Fiscal Year. Within 10 days of the first meeting in each Fiscal Year, the Board shall post a public notice stating the dates, times and places of its regular meetings in accordance with Act 267. Public notice of a rescheduled regular meeting shall be posted in accordance with Act 267.

Section 3. Special Meetings. Special meetings shall be held whenever called by direction of the Chairperson or any three (3) members of the Board on twenty-four (24) hours written notice of the time, place and purpose of the meeting given to each member of the Board, served personally on each member or left at his or her usual place of residence. A waiver of notice in writing signed by a member entitled to such notice, whether before or after the time of the meeting, shall be deemed the equivalent to the giving of such notice. Public notice of a special meeting shall be posted at least eighteen (18) hours before the meeting in accordance with Act 267.

No business shall be transacted at any special meeting unless the same has been stated in the notice provided to each member of the Board in accordance with this Section 3. However, if all members of the Board are present at any special meeting, then any business of the DDA may be transacted at such special meeting.

Section 4. Quorum. Five (5) members of the Board shall constitute a quorum. Except as otherwise provided by law, a majority vote of those present shall be necessary for the transaction of any and all business or the passage of any resolution.

Section 5. Agenda; Transaction of Business. At meetings of the Board, business shall be transacted in such order as from time to time the Board may determine.

Section 6. Public Forum. Each agenda for a regular or special meeting of the Board shall include a designated time for public comment which shall be entitled "Public Forum". During the time designated by the Board as the Public Forum, members of the public shall have a reasonable opportunity to be heard. The Public Forum shall be limited to thirty minutes, but an exception will be made, if necessary, so that no person's right to address the Board will be denied. During the Public Forum period, any member of the public, after being recognized by the Chairperson and providing his or her name and address, may address the Board for a period of time not to exceed five minutes; provided, however, that if the number of speakers would cause the Public Forum to exceed the thirty-minute time limit described in this Section 6, the Chairperson may reduce the five-minute limit to a three-minute limit for each speaker or the Board may waive the thirty-minute time limit.

At a regular meeting of the Board, any matter raised during the Public Forum period may, by proper action of the Board, be deferred to another time, may be referred for study and recommendation or may be acted upon immediately. At a special meeting of the Board, any matter raised during the Public Form period may, by proper action of the Board, be deferred to another time or may be referred for study and recommendation. The Chairperson may, in his or her discretion, permit additional public inquiry or comment to be made at such time as the related subject appears on the prepared agenda.

Section 7. Closed Session. A two-thirds (2/3) roll call vote of all members of the Board appointed and serving shall be required to call a closed session of the Board, except for closed sessions of the Board permitted upon majority vote of the Board in accordance with Act 267. All closed sessions of the Board shall be held in accordance with Act 267.

Section 8. Reconvened Meetings. The Board may recess any regular or special meeting to a day and time determined by the Board. Such recess shall not be beyond the date and time of the next regular meeting. The reconvened meeting shall be considered as a continuation of the previously recessed meeting. Any business which would have been considered proper for the Board to consider at such previously recessed meeting may be considered and acted upon at the reconvened meeting. If a regular or special meeting is recessed for more than 36 hours, notice of the reconvened meeting shall be posted in accordance with Act 267.

Section 9. Recess. A recess may be called by the Chairperson at any time during a meeting unless a majority of the Board objects. A recess may also be called by a majority of the Board present.

ARTICLE III VOTING; PROCEDURE

Section 1. Parliamentary Procedure. Votes on all matters before the Board shall be by voice vote except when a roll call is provided by law. Prior to a vote, the Chairperson shall summarize the issue as follows:

"Motion by _____, Supported by _____." All in favor signify by saying "Aye"; those opposed by saying "Nay".

Notwithstanding this Section I, any member of the Board may request a roll call vote on any item before the Board. Upon such a request, the Secretary or other designated individual shall call the roll.

Robert's Rules of Order (current edition) shall govern the proceedings of the Board in all cases in which they are applicable and in which they are not inconsistent with these Bylaws, the Village Charter, Village Ordinances or applicable law.

Section 2. Automatic Postponement. On any matter that requires a vote of more than a majority of the Board members present at a meeting, and upon taking the vote, if the matter receives a majority vote of those present but less than the required numbers of votes, then the item shall automatically be postponed to the next regular meeting of the DDA. On any matter upon which a tie vote is recorded, the matter shall automatically be postponed to the next regular meeting of the Board unless a tie vote is dispositive of the matter.

Section 3. Reconsideration. A request by a member of the Board to reconsider a vote on any question shall be in order as hereinafter set forth. The reconsideration must be moved by a member who voted with the prevailing side or by a member who was absent when the vote was taken. For purposes of this Section 3, "absent" means a member of the Board who was not present at the meeting at which the vote was taken or who abstained from participation in the vote at the time of the meeting at which the vote was taken and the circumstances surrounding the request for abstention has changed to the point to allow the member to vote.

Section 4. Rescission or Repeal. A motion to rescind or repeal some previous action may be made at any time at any regular or special meeting of the Board, provided such matter has been formally placed on the Agenda for consideration.

Section 5. Conflict of Interest. A member of the Board who has a direct or indirect personal interest in any matter before the Board, including a financial interest or interest by association because of employment or kinship, shall disclose the interest to the Board before the Board takes any action on the matter, which disclosure shall become part of the official record, and such interested member shall refrain from the DDA's proceedings relating to the matter.

The policy of the Village of Romeo regarding conflicts of interest, as approved by the Village Council, is adopted by reference and incorporated herein as if fully set forth herein.

ARTICLE IV OFFICIALS

Section 1. Chairperson. The Chairperson shall preside at meetings of the Board and shall do and perform such other duties as may be from time to time assigned by the Board. The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence and such other duties as shall from time to time be assigned by the Board.

Section 2. Secretary. The Secretary shall maintain custody of the official seal and of records, books, documents, or other papers of the DDA not required to be maintained by the Treasurer. The Secretary shall keep a record of the proceedings of the Board, and shall perform such other duties assigned by the Board.

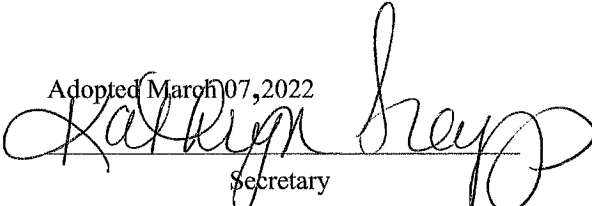
Section 3. Treasurer. The Treasurer will offer guidance to the Executive Director and Accounting Staff to ensure good fiscal planning, decision-making and oversight at a governance level. The Treasurer shall keep the financial records of the DDA or assign said duty to the Executive Director.

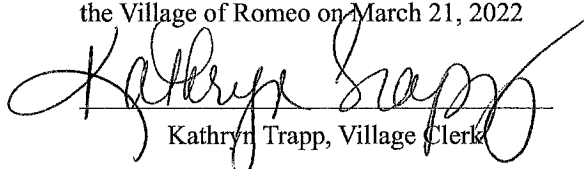
Section 4. Checks; Disbursements. All checks shall be signed and countersigned by two of the following: Board Chair, Co-Chair and Executive Director. No obligation or expense shall be incurred and no money will be appropriated without prior approval of the Board.

ARTICLE V BYLAWS

Section 1. Amendments. The Board shall have power to make, alter or amend the Bylaws in whole or in part, to be effective upon approval of the Village Council.

Section 2. Effective Date. These Bylaws shall become effective upon approval of the Village Council of the Village of Romeo.

Adopted March 07, 2022

Secretary

Approved by the Village Council of
the Village of Romeo on March 21, 2022

Kathryn Trapp, Village Clerk