

**NORTHSIDE CULTURAL BUSINESS DISTRICT
AUTHORITY BYLAWS**

ARTICLE I - PURPOSE

- A. These bylaws are adopted by the Northside Cultural Business District Authority ("Authority") to act as a corridor improvement authority in accordance with Public Act 280 of 2005 and Public Act 57 of 2018, their subparts and any amendments to those statutes as may be enacted; they are designed to facilitate the performance of the Authority's duties in an efficient manner.
- B. These bylaws are further adopted to fulfill the strategic goals and intent of the Authority in accordance with its enabling legislation including:
 - 1. To provide financial incentives to increase the number of resident-owned businesses, especially those by underserved, underrepresented, historically disenfranchised, historically excluded, and low-income residents.
 - 2. To preserve existing housing and build new housing to accommodate all resident needs;
 - 3. To make enjoyment of the arts, culture, and open space part of the Northside Neighborhood way of life; and
 - 4. To strengthen support systems for workforce development, safety, and youth programming.

ARTICLE II - POWERS

- A. **Powers.** As described by statute, the Authority Board shall have the power or authority to:
 - 1. Prepare an analysis of economic changes taking place in the development area.
 - 2. Study and analyze the impact of metropolitan growth upon the development area.
 - 3. Plan and propose the construction, the renovation, repair, remodeling, rehabilitation, restoration, preservation or reconstruction of a public facility, an existing building, or a multiple-family dwelling unit which may be necessary or appropriate to the execution of a plan which, in the opinion of the Board, aids in the economic growth of the development area.
 - 4. Plan, propose, and implement an improvement to a public facility within the development area to comply with the barrier-free design requirements of the state construction code.
 - 5. Develop long-range plans, in cooperation with the agency which is chiefly responsible for planning in the municipality, designed to halt the deterioration of property values in the development area and to promote the economic growth of the development area, and take such steps as may be necessary to persuade property owners to implement the plans to the fullest extent possible.
 - 6. Implement any plan of development in the development area necessary to achieve the purposes of Act 280 of 2005 and successor acts, in accordance with the powers of the Authority as granted by state law.
 - 7. Make and enter into contracts necessary or incidental to the exercise of its powers and performance of its duties.
 - 8. On terms and conditions and in a manner and for consideration the Authority considers proper or for no consideration, acquire by purchase or otherwise, or own, convey, or

otherwise dispose of, or lease as lessor or lessee, land and other property, real or personal, or rights or interest in the property, that the Authority determines is reasonably necessary to achieve the purposes set forth by Act 280 of 2005 or successor acts, and to grant or acquire licenses, easements, and options with respect thereto.

9. Improve land and construct, reconstruct, rehabilitate, restore, and preserve, equip, improve, maintain, repair and operate any building, including multiple-family dwellings, and any necessary or desirable appurtenances thereto, within the development area for the use, in whole or in part, of any public or private person or corporation, or a combination thereof.
10. Fix, charge and collect fees, rents and charges for the use of any facility, building, or property under its control or any part of the facility, building or property, and pledge the fees, rents and charges for the payment of revenue bonds issued by the Authority.
11. Lease, in whole or in part, any facility, building, or property under its control.
12. Accept grants and donations of property, labor, or other things of value from a public or private source.
13. Acquire and construct public facilities.
14. Conduct market research and public relations campaigns, develop, coordinate, and conduct retail and institutional promotions, and sponsor special events and related activities.
15. Contract for broadband service and wireless technology service in a development area.
16. Receive private property from the City of Kalamazoo, acquired pursuant to Public Act 149 of 1911, MCL 213.21 et seq. for the purpose of transfer to the Authority for use in an approved development, on terms and conditions deemed appropriate by the Authority, and the taking, transfer, and use shall be considered necessary for public purposes and for the benefit of the public.
17. Take any other action as is allowed by law.

B. **District Boundaries.** The Authority shall exercise its powers within the Northside Cultural Business District Authority development area in the City of Kalamazoo as designated in the resolution establishing the Authority, and as such resolution may from time to time be amended by the City Commission.

C. **Relocation Assistance.** The Authority is deemed an instrumentality of a political subdivision for purposes of Public Act 227 of 1972, MCL 213.321 *et seq.*

ARTICLE III- BOARD MEMBERSHIP

- A. **Appointment of Members.** The Board shall consist of eight (8) appointed members and one designated seat for the Mayor for a total of 9 members. As a designated seat, the Mayor's seat is not included in the appointment computation of Board membership but designated by right with full member voting powers. The Mayor of the City of Kalamazoo may assign a designee. As required by the Act, a majority of the Appointed Members shall have an ownership or business interest in property located in the District development area.
1. Appointment. Appointed Members shall be nominated by the Mayor, and subject to approval by the City Commission. Subsequent Board members shall be appointed in the same manner as the original appointments at the expiration of each Appointed Member's term of office. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office.

2. Term of Office. Each Appointed Member shall serve for a term of four (4) years except that of the members first appointed, two shall be appointed for one year, two for two years, three for three years, and two for four years. An appointment to fill a vacancy shall be made by the Mayor subject to approval of the City Commission and shall be for the unexpired term only.
3. Expiration of Term, Continuation in Office, Reappointment, and Filling Vacancies. Members whose terms of office have expired shall continue to hold office until a 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 Mayor with the approval of the City Commission within thirty (30) days of the vacancy to hold office for the remainder of the term so vacated.
4. Qualifications. At least six of the appointed members shall be persons having an ownership or business interest in property located in the development area. At least one of the members shall be a resident of the development area or an area within ½ mile of any part of the development area, with at least 75% of the appointed members residents of the Northside Neighborhood and 25% of the appointed members will be property owners within the District.
5. Compensation. Members shall serve without compensation but shall be reimbursed for actual and necessary expenses.

B. **Committees.** The Chair or Board may establish and appoint committees of the Board and advisory committees, as deemed necessary. Membership on advisory committees may include members of the Board, provided a quorum is not present, as well as others who are more knowledgeable on the particular issue and/or better represent various interests.

C. **Conflict of Interest.** Each member of the Board shall avoid conflicts of interest:

1. Typical Conflict Situations. A member shall not participate in the formal discussion and/or vote, discuss the merits informally with any other member, or otherwise attempt to influence a decision on a matter which:
 - a. Directly involves property he or she owns or leases as tenant, or property his or her employer owns or leases as tenant.
 - b. Involves a project or work on land adjacent to the property referred to in 1.a. above.
 - c. Involves a corporation, company, partnership, or any other entity in which he or she is an owner, officer, director, employee, or any other relationship where he or she may stand to have a financial gain or loss.
 - d. Involves potential financial benefit or loss to him or her, or involves his or her spouse, children, step-children, grandchildren, parents, brothers, sisters, grandparents, parents-in-law, or members of his or her household, because of any decision or recommendation made by the Board.
 - e. Involves a project on which he or she has acted as, is currently acting as, or is a candidate to act as, a professional paid consultant.
2. Consultation with Board's Legal Counsel. Whenever a member is uncertain whether he or she has a possible conflict of interest, the member shall consult with and consider the advice of the Board's legal counsel.

3. Disclosure of Possible Conflict. Each member shall disclose a conflict of interest as outlined above, or other potential conflict of interest, as part of the record of the official proceedings of the Board prior to the presentation of the applicable agenda item. In those instances where the conflict or possible conflict is not evident to the member until the presentation of the agenda item is in progress or has been completed, the member shall promptly advise the Chair, and all other pending business shall be suspended until the potential conflict is decided.
4. Conflict of Interest Exists. Where a conflict of interest is determined to exist, the affected member shall cease to participate in discussion on the subject item and may be asked, at the Board's discretion, to leave the room until that agenda item is concluded. If a conflict of interest exists but the Board has already voted on the matter, the vote of the member who had a conflict of interest shall be void, and the Recording Secretary shall have the minutes reflect both the original vote and the amended vote, with a notation as to why the vote was amended. If the voided vote causes the result of the Board vote to change (either resulting in a tie vote, or changing from a tie vote), then the Board shall take another vote on the matter and engage in as much additional discussion as may be appropriate prior to such second vote.
5. No Conflict of interest Exists. Where no conflict of interest is determined to exist, the affected member shall participate in discussion and shall vote on the agenda item. It is not permissible for a member to abstain on any matter, except where there is a conflict of interest.
6. Voting with Conflict of Interest. Knowingly voting on any matter in which a member has a conflict of interest constitutes malfeasance of office.

D. **Removal from Board.** The City Commission may remove a member of the Board from office, for any of the following reasons:

1. Misfeasance, Malfeasance, or Nonfeasance of Office. If any member performs a lawful act in a wrongful manner (malfeasance), performs a wrongful or unlawful act as a public official (misfeasance), or fails to act when a duty to act existed (nonfeasance). Any of these shall be grounds for the City Commission to remove a member, after the member is given notice and the opportunity to be heard. Prior to any action by the City Commission, any Board member may informally meet with the member to discuss the allegations of malfeasance, misfeasance, or nonfeasance in an effort to alleviate the problem. Members must not engage in discussion or deliberation or voting in violation of the Open Meetings Act. This prohibition includes the use of email or texts or other electronic means as the mode of communication. Violation of this rule shall be reported to the City Commission immediately.
2. Deficient Attendance. If any member of the Board is absent for any given reason from three (3) consecutive regularly scheduled meetings or four (5) absences in a calendar year, then that member shall be considered delinquent. Delinquency shall be grounds for the City Commission to remove a member, after the member is given notice and the opportunity to be heard. In a situation where a Board member knows in advance that he or she will be gone for an extended period of time which will cause them to miss more than three consecutive meetings in a calendar year, that Board member shall request a leave of absence from the Board which shall consider the request in advance of the leave of absence and shall decide whether to grant the request or recommend to the City

Commission that the person be removed from the Board. This procedure for requested leaves of absence must be initiated no less than one month prior to the start of the leave of absence and decision by the committees made prior to the start of the leave of absence.

ARTICLE IV - ORGANIZATION AND DUTIES

- A. **Election of Officers.** The Board shall elect its officers for the upcoming calendar year at its last regular meeting of each calendar year. The Board shall elect from its membership a Chair, Vice Chair, and Secretary. The Chair, Vice Chair, and Secretary shall take office at the first meeting in January of the new calendar year. Officers shall hold office for a term of one (1) year or until successors are selected and assume office. A member may hold the same office for a maximum of three (3) consecutive terms except that if a member is elected to fill an unexpired term due to a vacancy, he or she may serve that unexpired term plus two (2) additional consecutive terms. Vacancies shall be filled by election at any regular or special meeting, and the person elected to fill a vacancy shall serve the balance of the unexpired term. All nominations and votes for officers shall be by simple majority voice or hand vote of members present in public session. Elected officers shall represent a cross section of the Northside Neighborhood Cultural Business District Authority.
- B. **Chair's Duties.** The Chair retains his or her ability to participate and vote on matters before the Board, as governed by *Webster's New World Robert's Rules of Order Simplified and Applied*. The Chair shall:
1. Preside at all meetings with all powers under *Webster's New World Robert's Rules of Order Simplified and Applied*.
 2. Rule out of order any irrelevant remarks; remarks which are personal; remarks about another's race, religion, gender, sexual orientation, physical condition, ethnic background, beliefs or similar topics; profanity; or other remarks which are not about the topic before the Board.
 3. Appoint committees, and act as ex-officio member of all committees of the Board.
 4. Call special meetings as needed.
 5. Appoint an Acting Secretary in the event the Secretary is absent from a Board meeting.
 6. Execute documents in the name of the Board
 7. Perform other appropriate duties as may be requested by the Board.
- C. **Vice Chair's Duties.** The Vice Chair shall:
1. Act in the capacity of Chair in the Chair's absence.
 2. Perform other appropriate duties as may be requested by the Board.
- D. **Secretary's Duties.** The Secretary shall:
1. Maintain the records of the Authority by providing copies or originals of same to the City Community Planning and Economic Development Department.
 2. Be responsible for the minutes of each meeting of the Board.
 3. Perform other appropriate duties as may be requested by the Board.
 4. The office of Secretary may be combined with the office of Treasurer.
- E. **Treasurer.** The Treasurer or the Secretary-Treasurer, if the Board opts to combine the two offices, shall keep the financial records of the Authority and shall approve all

vouchers for the expenditure of funds of the Authority subject to the prior approval of the Board or in accordance with Board policy. The Treasurer shall perform all duties only as authorized by the Board.

F. **Duties of All Members.** All members shall abide by the following standards.

1. **Member Participation.** Free and open debate should take place on issues before the Board. Such debate shall only take place at meetings of the Board which are held in accordance with the Open Meetings Act. The Chair shall act as spokesperson for the Board and shall represent the position reflected by the outcome of the vote. Requests for reconsideration may take place only at an open meeting of the Board. Each member shall actively participate in at least one committee or advisory committee of their choice. The Board Chair shall assign members to committees if necessary.
2. **Attendance.** Members shall make every effort to attend all regular and special meetings of the Board. Except in emergency or unforeseen circumstances, members shall notify the Executive Director or Community Planning and Economic Development Department of an absence at least forty-eight (48) hours before the scheduled meeting. Members must be physically present for their presence to count toward a quorum.
3. **Avoid Ex Parte Contact.** Members shall avoid *ex parte* contact with an applicant or an applicant's agent regarding the merits of any pending agenda item before the Board whenever possible. If it is not possible to avoid *ex parte* contact, the member shall publicly report what was said and by whom when that agenda item is taken up by the Board, so that other members and interested persons are made aware of the same information.
4. **Acceptance of Gifts.**
 - a. Members shall not accept gifts from anyone connected with a pending or anticipated Board agenda item. As used here, a gift shall mean cash, any tangible item or service, regardless of value; and food valued over \$10.
 - b. The Board may accept grants or contributions for Board purposes (e.g. special planning study). Money so accepted shall be deposited with the Treasurer into a special fund for the purpose designated by the donor or Board.

G. **Executive Director.** The Board may employ and fix the compensation of an Executive Director subject to the approval of the City Commission. The Executive Director shall be an at-will employee serving at the pleasure of the Board. A member of the Board is not eligible to hold the position of Executive Director. The Executive Director shall be the chief executive officer of the Board. Subject to the approval of the Board, the Executive Director shall supervise and be responsible for preparation of plans and the performance of the functions of the Authority in the manner authorized by the Act. The Executive Director shall attend the meetings of the Board and shall provide to the Board and to the City Commission a regular report covering the activities and financial condition of the Authority. The Executive Director shall furnish the Board with information or reports governing the operation of the Authority as the Board requires. The director shall furnish a bond in an amount as prescribed by the Board.

- H. **Legal Counsel.** The Legal Counsel shall advise the Board in the proper performance of its duties and shall provide appropriate advice on matters of procedure and law. The Legal Counsel shall represent the Authority in actions brought by or against the Authority.
- I. **Annual Budget.** The Executive Director shall submit a budget to the Board for the operation of the Authority for each fiscal year before the beginning of the fiscal year. The Board's fiscal year shall be January 1 - December 31, to coincide with the City's fiscal year. The budget shall be prepared in the manner and contain the information required of City departments. After review by the Board, the budget shall be submitted to the City Commission. The City Commission must approve the budget before the Board may adopt the budget. Unless authorized by the City Commission or the Act, funds of the City shall not be included in the budget of the Authority.

ARTICLE V-MEETINGS

- A. **Regular Meetings.** Regular meetings of the Board shall be scheduled at least quarterly, and may meet more often, at the dates, times, and locations set by the Board by adopting a calendar of meetings for the upcoming year at its last regular meeting of the current calendar year. Unless the Board determines otherwise, meetings shall be held at 612 North Park Street.
- B. **Special Meetings.** Special meetings may be called at the request of the Chair or at least two (2) members of the Board provided the Executive Director has sufficient time to issue a written notice to Board members at least eighteen (18) hours before the meeting. The request for a special meeting shall indicate the purpose of the meeting, and may be made at a Board meeting, by telephone, or in writing (e-mail is acceptable).
- C. **Public Notice.** All regular and special meetings shall be open to the public, and proper notice shall be given to the public pursuant to the Michigan Open Meetings Act, as amended (Act 267 of 1976, MCL 15.261. et seq.).
- D. **Robert's Rules of Order.** Webster's New World Robert's Rules of Order Simplified and Applied shall be followed for issues not specifically covered by these rules. Where these rules conflict or are different than Roberts Rules, then these rules shall govern.
- E. **Quorum.** A quorum of the Board shall consist of at least 6 of the members of the currently appointed Board present, either physically present or available by conference telephone or similar communication equipment by which all persons participating in the meeting can hear each other. No action shall be taken in the absence of a quorum, except to receive information reports or presentations not requiring action by the Board, or to schedule matters for public hearings, or to adjourn the meeting to a subsequent date. The vote of the majority of the members participating in a meeting at which a quorum is present constitutes the action of the Board, unless otherwise required by Statute, City Ordinance, or Webster's New World Robert's Rules of Order Simplified and Applied.

- F. **Agenda.** The Executive Director, Chair, or Secretary shall prepare the agenda for all regular and special meetings. Any two Board members may add an item to the agenda. During the meeting the agenda shall generally be followed, except that either the Chair, or the Board by motion, may modify the order of business for good reason. The Chair may not unilaterally remove or add an item to the agenda.

- G. **Voting.** Voting shall be by voice or hand by those members physically present and shall be recorded as the number in support and the number in opposition. Abstentions for conflicts of interest shall be noted. Roll call votes shall only be recorded upon request by a member of the Board (or when required by law) and shall be recorded by "yes" or "no." Members participating by communication equipment are eligible to cast a vote on any issue before the Board; voting by proxy is not permitted.
 - 1. **Simple Majority.** Provided a quorum is established, a majority vote shall be necessary to approve any motion, resolution or recommendation, other than as otherwise required under State law, City ordinance, these Bylaws, or *Webster's New World Robert's Rules of Order Simplified and Applied*.

- H. **Meeting Chair.** The Chair of the meeting must be physically present to lead the agenda; the Chair cannot run the meeting when participating by communication equipment.

- I. **Records of Meeting.** The Secretary shall keep a public record of Board meetings, which at a minimum, shall include the following:
 - 1. Meeting minutes for all regular and special meetings of the Board, to include specific motions made and the vote thereon.
 - 2. Relevant written and visual materials submitted in connection with a specific project upon which the Board is required or requested to act.

ARTICLE VI - PROCEDURES FOR PUBLIC HEARINGS

- A. **Public Hearings.** The following procedures shall be followed for required public hearings for applications pending before the Board. Where it appears necessary to maintain the efficient conduct of the Board's business and to give all interested citizens an opportunity to be heard, the Chair may establish time limits for persons appearing before the Board.
 - 1. **Staff Presentation.** The Executive Director or his or her designee shall present a description of the proposal, its location, its relationship to surrounding properties, and the nature of the request. The presentation shall also include a brief summary of written public comment received by the Economic Development Department and/or the Executive Director.
 - 2. **Applicant Presentation.** The Applicant may present his or her proposal.
 - 3. **Public Comment.** Individuals who wish to speak must state their name and whether they reside or own property within the District development area for the public record. Comments must be relevant to the proposed project.
 - 4. **Applicant Response.** The Applicant shall be allowed to respond to the public comments.

5. **Questions.** Regardless of the procedures stated above, any member of the Board or staff persons assisting the Board may, during the public hearing, ask questions or seek additional information from any person appearing before the Board.
- B. **Deliberation and Decision.** Following the presentations and public comment period, the Board shall deliberate in public on the agenda item. A motion to approve, deny or postpone action on the matter shall be made, seconded and voted upon at this time.
- C. **Postponed Public Hearing.** In the event a scheduled, public hearing has to be postponed, the Board may, but is not required to, take the comments of persons desiring to provide comment so that they do not have to appear at the rescheduled public hearing. In such event, the minutes of those comments shall be made available to and considered by the Board at the rescheduled public hearing and shall be made a part of the official record of the matter under consideration.

ARTICLE VII - PROCEDURES FOR COMMENT ON OTHER MATTERS

- A. **Agenda Items for Which No Public Hearing is Held.** On each individual matter for which a public hearing is not held but on which the Board will act, after the staff presentation of the item is made but before Board discussion, the Applicant shall be permitted to speak. The Board may permit the public to comment on such items.
- B. **Public Comment Before Adjournment.** At the conclusion of each meeting prior to adjournment, anyone wishing to address the Board on any other matter relevant to its functions and responsibilities, on which the public has not been afforded an opportunity to speak earlier in the meeting, shall be permitted to speak up to a maximum of three (3) minutes.
- C. **Other Public Comment.**
 1. **Chair's Discretion.** At the discretion of the Chair, a person may be permitted to speak at any time on any matter for an appropriate length of time by the Chair when the Chair or other member determines the Board may benefit from such presentation.
 2. **Limit on Redundant Presentations.** Notwithstanding the foregoing, whenever circumstances warrant, due to the length of a meeting agenda, the unusual number of people wishing to speak, or other similar reason, the Chair shall have the right to limit redundant presentations. In no event, however, shall a person otherwise entitled to speak be deprived of the opportunity to give his or her name and address, whether they are in favor of or opposed to an item, and very briefly their reasons (for the same reasons as a previous identified speaker shall be sufficient).

ARTICLE VIII - AMENDMENTS

- A. These Rules may be amended at any meeting of the Board if notice of the proposed amendment(s) appears on the agenda of the meeting at which the amendment(s) are to be considered.

- B. Any amendment to these bylaws requires the affirmative vote of 2/3 of the members of the currently appointed Board.
- C. Any amendment to be effective must be approved by the City Commission .

THESE RULES WERE APPROVED BY THE KALAMAZOO CITY COMMISSION ON August 5, 2019.

Amended: December 21, 2021

Amended: February 19, 2024