

*BYLAWS OF THE  
CLARE MAIN STREET BOARD  
AND  
DOWNTOWN DEVELOPMENT AUTHORITY*

Adopted by majority vote of said governing bodies at a special meeting on October 14, 2011.

*The bylaws outlined herein establish the rules and order of business of the Clare Main Street Board and Clare Downtown Development Authority. The bylaws are adopted to ensure consistency, order, efficiency, and democracy in the conduct of all official business of these governing bodies.*

*Any revision or modification of these bylaws shall be accomplished by appropriate motions and majority vote at a regularly scheduled or special meeting of the Main Street Board and/or Downtown Development Authority.*

**Name and Purpose.**

The name of this organization is the Clare Downtown Development Authority (the “Authority”) and Clare Main Street Board.

The purpose of the Authority is to implement Act 197 of the Public Acts of Michigan of 1975, as amended and to operate the Clare Main Street Program under the guidelines of the National trust for Historic Preservation and the Michigan Main Street Center.

The Clare Downtown Development Authority is a nonprofit entity and will remain a nonprofit entity forever. Should the Authority be dissolved its assets shall revert to the City of Clare.

**Regular Meetings.** The Clare Main Street Board and Downtown Development Authority shall meet on the first Friday of each month commencing at 7:30 a.m. If the meeting shall fall on a City holiday, the meeting shall be held on the following Friday. All meetings shall be held in the meeting/training room of the Clare Public Safety Building unless posted otherwise. All meetings shall comply with the provisions of the Michigan Open Meetings Act.

**Special Meetings.** Special meetings may be called by the Chairman or Vice Chairman on at least 24 hours written (includes email) notice to each member of the Board/Authority. All special meetings shall comply with the provisions of the Michigan Open Meetings Act.

**Composition, Appointment, and Tenure of the Main Street Board & Downtown Development Authority.** The Clare Main Street Board shall be comprised of thirteen voting members; the Clare Downtown Development Authority shall be comprised of twelve voting members. With the exception of the Chairperson of the Clare Area Chamber of Commerce, who shall be a standing member of the Main Street Board by virtue of position, all members of the Board and Authority shall be appointed by the Clare City Commission. With the exception of the Chairperson of the Clare Area Chamber of Commerce, all members of the Main Street Board

shall also be automatically appointed to, serve, and perform all duties and responsibilities as members of the Clare Downtown Development Authority. Appointed members shall serve at the will of the Clare City Commission, without compensation, for not more than three consecutive three-year terms. Appointees may resign their appointments upon providing notice of their intent to do so to the Clare City Commission.

**Attendance.** If a Board/Authority member shall miss three consecutive regular meetings of the Board or Authority or 50% or more of regularly scheduled meetings in any calendar year, unless the Board/Authority shall excuse such absence and the reason therefore entered in the formal proceedings (minutes), his/her office shall become vacant.

**Quorum.** Seven members of the Board/Authority shall be a quorum for the transaction of any business at scheduled or special meetings.

**Conduct of Meetings.** All meetings shall be chaired and controlled by the Chairperson. In the absence of the Chairman, these duties shall transfer to the Vice Chairperson. In the absence of the Chairman and Vice Chairperson, the Secretary shall call the meeting to order and, subsequent to the Pledge of Allegiance and Roll Call, call for a motion to designate a seated Board/Authority member to chair the meeting. Upon majority vote of the seated and present Board/Authority members, the designated Board Member shall then chair and control the meeting. Except where exempted by a specific procedure outlined within these bylaws, the conduct of all meetings and the rules of procedure shall be in accordance with *Robert's Rules of Order Newly Revised*.

**Agenda.** The agenda for all regular meetings of the Main Street Board and Downtown Development Authority shall be presented to the Board/Authority in the following manner:

1. Call to Order
  - A. Pledge of Allegiance
  - B. Roll Call
2. Old/Unfinished Business
  - A. Business of the Main Street Board
  - B. Business of the Downtown Development Authority
3. New Business
  - A. Business of the Main Street Board
  - B. Business of the Downtown Development Authority
4. Public Comment
5. Adjournment

**Public Comment.** The following rules are established for all individuals desiring to be heard at any City Commission meeting:

- Before an individual can be heard, the Chairman or Board/Authority Member in charge of the meeting must recognize him/her.
- Individuals recognized to be heard shall provide their name and address and state the primary topic of their comment(s).

- The individual(s) addressing the Board/Authority shall use a podium and microphone if they are available.
- All comments shall be addressed directly to the Board/Authority – not to other individuals within the room.
- Individuals addressing the Board/Authority shall be limited to one (1) opportunity of five (5) minutes per topic of discussion in presenting their statements/comments.
- Individuals making statements during public hearings are encouraged to avoid repetition of ideas that have already been presented.
- If deemed appropriate or necessary by the Chairperson or Board/Authority Member in charge of the hearing or meeting, rebuttal comments/remarks of not more than two (2) minutes per person may be allowed. If rebuttal comments are allowed, the Chairperson or Board Member in charge of the meeting individual(s) must again recognize the individual prior to the presentation of his/her rebuttal comments.
- All comments shall be made with appropriate courtesy and in a civil tone.
- Inflammatory or degrading comments or remarks made against or intended toward other individuals will not be allowed.
- Heckling or chiding will not be allowed.
- Obscene or indecent language will not be allowed.
- Written comments may be submitted in lieu of verbal comments.
- The individual acting as secretary of the Board/Authority shall record and maintain a synopsis of all public remarks/comments, to include a record of the individual(s) responsible for the remarks.
- The Board's secretary shall be responsible for timekeeping and shall inform the Commission chair when an individual's allowed time has elapsed.
- The Chairperson or Board Member in charge of the hearing may modify or change the aforementioned procedures at his/her discretion to ensure order, democracy, and expediency.

**Amendments.** These bylaws may be amended at any regular or special meeting by a majority vote of the Main Street Board or Downtown Development Authority.