



# **BYLAWS OF THE DOUGLAS HARBOR AUTHORITY**

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## **I. NAME**

1.1 The name of the corporation is “Douglas Harbor Authority.” Herein the corporation shall be referred to as the “Authority” or “D.H.A.”

## **II. AUTHORITY**

2.1 Pursuant to the adoption of the City (Village) of Douglas Ordinance, Number 144, on November 3, 1997 and effective on December 13, 1997 and also in compliance with State of Michigan acts, specifically, Act 197 of 1975, the Douglas Harbor Authority, herein after also known as the “D.H.A”, is a public body corporate, with powers and duties as established by the ordinance noted above or state statutes, including the right to sue and be sued.

2.2 The following rules and regulations governing the meetings of the D.H.A were duly adopted at the regular meeting of the D.H.A held on the 4<sup>th</sup> Tuesday of each month at 7:00 P.M. in the Douglas City Hall building. Said rules and regulations, to be reviewed annually in June, shall remain in effect until rescinded or amended by a majority vote of the D.H.A.

2.3 Any Parliamentary Procedure not provided for by these rules and regulations shall be in accordance with Roberts Rules of Order, latest edition, a copy of which shall be retained on file in the Douglas City Manager’s Office. If legal interpretation regarding parliamentary procedures is needed, the City Attorney or one chosen by the D.H.A shall be consulted.

## **III. AUTHORITY BOARD**

3.1 The City Council of the City of the Village of Douglas does hereby specify the composition of the Douglas Harbor Authority, the terms for the appointments and the members so appointed to be:

(1) Composition and Term of Appointment

(a) The Mayor of the City of the Village of Douglas as from time to time may be elected from the City Council,

(b) The City Manager as may be appointed by the City Council,

(c) the two (2) current Representatives serving on the joint Kalamazoo Lake Harbor Authority with their terms on this D.H.A to run concurrently with their appointment to the K.L.H.A,

(d) On the recommendation of the Downtown Development Authority Board, one (1) member currently serving on the D.D.A Board with their appointment on this D.H.A to run concurrently with their appointment to the D.D.A.,

(e) on the recommendation of the Douglas Planning Commission Board, one (1) member currently serving on the Planning Commission, with their appointment on this D.H.A to run concurrently with their appointment to the Planning Commission, and

(f) One (1) member appointed at-large representative with a term of four (4) years.

## IV. OFFICERS

4.1 Officers. The Authority Board, at the annual meeting, shall elect a Chairperson, Vice-Chairperson, a Secretary and a Treasurer who shall hold their offices for one year or until their successors are duly elected. Said officers shall exercise such powers and perform such duties as shall be determined from time to time by the Authority Board.

4.2 Compensation. The officers shall receive no compensation for the performance of their duties, but each officer shall be reimbursed for such officer's reasonable expenses in carrying out those duties. A member of the authority board may engage in private or public employment, or in a profession or business.

4.3 Conflicts of Interest. The Authority Board may adopt policies and procedures requiring periodic disclosure of relationships which may give rise to conflicts of interest. The policies and procedures shall require that a member of the Authority Board or the officer who has a direct or indirect interest in any matter before the Authority disclose the member's interest and any reasons reasonably known to the officer or member of the Authority Board why the transaction may not be in the best interest of the public before the Authority Board takes any action with respect to me matter. The disclosure shall become part of the record of the Authority's proceedings.

4.4 Subject to the relevant provisions of State law, the policies and procedures also shall have the objective of precluding the opportunity for and the occurrence of transactions by the Authority that would create a conflict of interest involving members of the Authority Board, officers and employees of the Authority. At a minimum, these policies to be established for the Authority should include compliance by each member of the Authority Board, Officers, and employees of the Authority who regularly exercise significant discretion over the award and management of Authority projects with policies governing the following:

- (a) Immediate disclosure of the existence and nature of any financial interest of an individual or immediate family member that would reasonably be expected to create a conflict of interest.
- (b) Withdrawal by an employee or member from participation in or discussion or evaluation of any recommendation, or decision involving an Authority project that would reasonably be expected to create a conflict of interest for that employee or member.

4.5 Termination. An officer may be removed by the Authority Board by a majority vote of the Authority Board with or without cause at any time. An officer may resign at any time by written notice to the Authority Board. Any vacancy thereby created shall be filled by a majority vote of the Authority Board until the next annual meeting.

## **V. MEETINGS**

5.1 The Authority Board shall meet at least annually at the place, date, and time as the Authority Board shall determine. The meetings of the Authority shall be held at a location within the city of Douglas designated by the Chair subject to the provision of public notice as required in these Bylaws.

5.2 Special meetings may be called at any time by the Chair or, in the Chair's absence, by the Vice-Chair. Only business referenced in the call of the Special Meeting may be transacted at a Special Meeting. Special meetings shall be subject to the provision of public notice as required in these Bylaws.

5.3 Quorum and Voting. A majority of the Authority Board then in office and present in person shall be required to constitute a quorum for the transaction of business, and a majority vote at a meeting at which a quorum is present shall be necessary for the transaction of business. Each member of the Board shall be entitled to one (1) vote.

5.4 Public Notice of Meetings.

- (a) The City Clerk, the City Manager, or an appointed Secretary, shall be responsible for Providing the proper notice, including the Name of the Board, its principal address, and telephone number, for all meetings of the D.H.A as required by the Open Meetings Act.
- (b) Regular Meetings. The City Clerk shall include the regularly scheduled meetings of

The D.H.A, in the yearly meeting notification notice, which shall be posted per the open meetings law, within ten (10) days after the first public body meeting within the calendar/fiscal year. The notification shall include the date, time, and place of the D.H.A's regularly scheduled meetings.

(c) Schedule Change. If changes in the D.H.A meeting schedule, the City Clerk shall post a notice.

(d) Special Meetings. Special meetings of the D.H.A may be called by the Chair with eighteen (18) hours written notice to each member of the Board. The notice to the Board shall contain the time, place and purpose of the meeting and be served personally or by fax, e-mail, mail, hand delivered, verbally or left at his/her usual place of residence by the Chair or someone else designated. As an alternate means of calling meetings, other than those regularly scheduled, the Chair may convene a meeting of the Board upon his/her discretion.

(e) Emergency Meetings. Emergency meetings of the D.H.A may be held only by the vote of three (3) or more members of the Board and only if delay would threaten severe and imminent danger to the health, safety, and welfare of the public. A meeting is defined as an emergency meeting only if it must be held before proper public notice.

(f) Notification to Media and Others. The City Clerk shall notify the local newspaper, radio, or television station, and any other media source requesting the information, of the D.H.A's meeting schedule, schedule changes, or special emergency meetings. The City Clerk shall also notify other individuals or organizations of the regular meeting schedule, changes in the schedule, or special and emergency meetings, but only upon their written request and agreement to pay the City Clerk for printing and postage expenses. The City Clerk shall mail all such notices required by this rule by first class mail.

(g) Board meetings shall be open to the public and the press, unless closed in accordance with Michigan Act 267 of 1976 as amended, "Open Meeting Act." At meetings the Board, at such time in the meeting and as otherwise designed by the Board, shall receive public comment.

(h) Closed Meetings. The Authority may meet in a closed session only for the purposes specified in Section 15.268 Michigan Act 257 of 1976 as amended, "Open Meeting Act."

## **VI. ORDER OF BUSINESS**

6.1 The order of business at regular meetings shall be:

- (a) Call to Order by Chair
- (b) Roll Call by recording Secretary
- (c) Consent Calendar
- (d) Approval of Invoices

- (e) Public Communications
  - Verbal (Limit of three (3) minutes on agenda items only)
  - Written Communications
- (f) Unfinished Business
- (g) New Business
- (h) Authority / Staff Reports
- (i) Public Communications (Limit of three minutes on general business of the Authority)
- (j) Authority Comments
- (k) Adjournment

## **VII. BOOKS AND REPORTS**

7.1 (Left Blank for Future Use)

## **VIII. CONFLICTS OF INTEREST**

8.1 Code of Ethics

(1)The code of Ethics for Directors and Employees of the Douglas Harbor Authority shall be as follows:

(a) **Adverse Financial and Personal Interests.** No Director or employee of the Authority shall engage directly in any personal business transactions or private arrangement for personal profit which accrues from or is based upon their official position or authority. No Director or employee of the Authority shall have any substantial interest, of either a financial or personal nature, in any business or transaction or professional activity which is in conflict with the proper discharge of their duties in carrying out the public business of the Authority. For the purpose of this section, the public business of the Authority includes all matters concerning the Authority's acquisition, disposal or improvement of real property, the making of Authority contracts or the settlement of claims relating thereto, the procurement of Authority supplies, equipment or services, the initiation or settlement of litigation to which the Authority is a party, the grant by the Authority of any subsidy or privilege, the issuance and placement of Authority debt obligations, the deposit of Authority funds, or any other transaction in which the Authority has a substantial financial interest.

(b) **Representation of Interests.** No Director or employee of the Authority shall represent or act as an agent for any private interest, whether for compensation or not, in any matter in which the Authority has a direct and substantial interest and which could reasonably be expected to result in a conflict between the interest of the Director or employee and their official responsibility.

(c) **Gifts and Favors.** Directors or employees of the Authority or members of their family shall not, directly or indirectly, solicit or accept or agree to accept any gift or anything of value for personal benefit under any circumstances which could reasonably be expected to influence the manner in which the Director or employee conducts the

public business of the Authority. For the purposes of this section, a member of the family includes a Director's or employee's spouse, children, parents and their children.

(d) Misuse of Information. No Director or employee shall use any information gained in connection with the performance of their public duties and not available to the public at large or shall divulge such information in advance of the time prescribed for its authorized release for their own personal gain or for the gain of others.

(e) Other Employment. No Director or employee of the Authority shall engage in or accept private employment or render services for private interests when such employment or service is in substantial conflict with the proper discharge of their official duties.

(f) Political Contributions. No Director or employee shall solicit or receive payment or contribution from any Authority employee on behalf of any candidate for public office, for the campaign purposes of any candidate or for the use of any political party. No Director or employee of the Authority, while physically present on the premises of the Authority shall solicit or knowingly assist in the solicitation or acceptance of contributions on behalf of any candidate for public office, or any political organization or committee.

## (2) Abstention

Any Director or employee of the Authority who, in the discharge of their official duties, would be required to take an action or make a decision that would be inconsistent with any of the provisions of the Code of Ethics of the Douglas Harbor Authority shall instead take the following actions:

(a) Prepare a written statement describing the matter requiring action or decision and the nature of their interests affected with respect to such action or decision.

(b) Cause copies of such statements to be delivered to the Chair and Secretary of the Authority, if they are a Director, or to their superior and the Secretary if they are an employee.

(c) If a Director, they shall deliver a copy of such statements to the presiding officer and to the Secretary of the Authority and shall abstain from participating in discussion of or vote on the matter. The presiding officer shall cause such statements to be noted in the minutes and shall exclude the Director from any votes, deliberations, and other action on the matter.

(d) If not a Director, they shall withdraw from participation in the matter and their superior shall assign it to another employee.

## (3) Enforcement

Any Director or employee of the Authority who violates the provisions of the Authority's Code of Ethics shall be subject to immediate dismissal or other disciplinary action by the appointing authority.

## **IX. AMENDING BYLAWS**

9.1 These Bylaws may be amended pursuant to the following procedure:

- (a) A proposal to amend the Bylaws may be introduced at any regular meeting.
- (b) If favorable action is taken thereon at such meeting, the proposal shall be recorded in the minutes and a special written notice setting forth such proposal shall be mailed to every member of the Authority at least ten (10) days before the next regular meeting.
- (c) The amendment shall be finally acted upon at the next regular meeting following the meeting at which it was proposed.