

# UPTOWN BUSINESS IMPROVEMENT DISTRICT AUTHORITY BOARD RULES

## ARTICLE I - PURPOSE

**A. Business Improvement District Act.** These rules are adopted by the Uptown Business Improvement District Authority Board ("the Board") to comply with the requirements outlined in P.A. 120 of 1961, as amended, being the Principal Shopping Districts and Business Improvement Districts Authority Act, (M.C.L. 125.990 et seq), City Commission Policy 900-54 for Business Improvement Districts and Boards, hereinafter "the Act." They are designed to facilitate the performance of the Board's duties in an efficient manner.

## ARTICLE II – MEMBERSHIP

**A. Appointment of Members.** The Board shall consist of no less than five (5) and a maximum of nine (9) members, including the Mayor or his or her assignee and up to eight (8) other representatives from the Eastown Business District, East Fulton Business District, East Hills Business District, and the Wealthy Street Business District as nominated by their members. As required by the Act and defined in the previously approved Marketing and Development Plan, a minimum of one member representing each of the aforementioned Uptown business districts must be the rightful owner of an assessed property which is located within the designated Business Improvement District. Other representatives may be either owners of an assessed property or designated representative of an assessed property. Two Board Member seats shall be reserved as representing each Uptown business district and shall remain so until filled by appointment.

1. Appointment. Nominated members shall be appointed by the Mayor, subject to the approval of the City Commission.
2. Term of Office. Each member shall serve for a term of four (4) 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. 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 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 Uptown Business Improvement District Authority 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 or immediately across the street from property referred to in 1.a. above.
  - c. Involves a corporation, company, partnership, or any other entity in which he or she is a part owner, 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 to any family member stated in l.e. below, as a result of any decision or recommendation made by the Board.
  - e. Involves his or her spouse, children, step-children, grandchildren, parents, brothers, sisters, grandparents, parents-in-law, or members of his or her household.
  - f. Involves his or her employee or employer who:
    - (i) Is an applicant or agent for an applicant, or
    - (ii) Has a direct interest in the outcome.
  - g. 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, 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 Chair'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 shall constitute 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. Malfeasance, Misfeasance, 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 two (2) consecutive regularly scheduled meetings or four (4) absences in a calendar year, then that member shall be considered delinquent. The Board's Executive and/or Organization Committees will review attendance on a monthly basis and in conjunction with the Corridor Manager will contact Board members in the event of two (2) consecutive absence or four (4)

absences in a calendar year to determine their ability to remain actively involved as a Board Member. 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 Executive and/or Organization Committees which shall consider the request in advance of the leave of absence and shall decide whether to 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 III - 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 four Uptown neighborhood business districts.
- 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. 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. Execute documents in the name of the Board.
  2. Be responsible for the minutes of each meeting if the recording secretary is absent.
  3. Perform other appropriate duties as may be requested by the Board.
- E. 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 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.
- F. 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.
- G. Treasurer.** The Treasurer or the Board's delegate acting as Treasurer, (which can be a contractual party), 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 Executive Director, the Chair of the Board, and at least one other member of the Board. The Treasurer shall perform all duties only as authorized by the Board.
- H. Recording Secretary.** The Recording Secretary shall not be a member of the Board or any of its committees, and shall:
1. Take notes for minutes and prepare a first draft of minutes for review by the Executive Director. After such review and any corrections, the minutes shall be presented at the next regular Board meeting for review, correction, and approval. A corrected version shall be signed and dated by the Executive Director.
  2. Perform other duties as may be requested by the Board or Executive Director and approved by the Economic Development Director.
- I. 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.

- J. 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 July 1 - June 30, 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 IV - MEETINGS

**Regular Meetings.** Regular meetings of the Board shall be scheduled on the first Wednesday of the month at 8:15 a.m. or immediately following the regular meetings of the Uptown Corridor Improvement District Authority Board. When a regular meeting falls on a legal holiday, the Board shall reschedule or cancel the meeting. Meetings shall be held at Inner City Christian Federation (ICCF) located at 920 Cherry Street, SE unless legal public notice is provided that a meeting shall be held at another location.

- A. 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).
- B. 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.*).
- C. 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 *Robert's Rules*, then these rules shall govern.
- D. Quorum.** A quorum of the Board shall consist of at least fifty-percent (50%) of the members of the currently appointed Board physically present at the meeting. 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*.
- E. Agenda.** The Executive Director or her delegate shall prepare the agenda for all regular and special meetings with input from the Chair when necessary. This 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.
- F. 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 must be physically present to cast a vote. Voting by proxy or by any means other than in person shall not occur.
1. **Simple Majority.** Provided a quorum is established, a majority vote of those members present shall be necessary to approve any motion, resolution or recommendation, other than as otherwise required under State law. City ordinance or *Webster's New World Robert's Rules of Order Simplified and Applied*.

**G. Records of Meeting.** The Executive Director or her delegate 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 V - 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 shall be asked to state their name and address for the public record, but shall not be required to do so. 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 table 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 VI - PROCEDURE FOR MAKING EXPENDITURES**

**A. Expenditures of Special Assessment Funds.** The following procedure shall be followed in reviewing any requested expenditure of special assessment funds 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 expenditure request, its intended purpose, its relationship to the approved district Marketing and Development plan, and the nature of the request. The presentation shall also include a brief summary of any written public comment received by the Economic Development Department and/or the Executive Director.

2. Formal Subcommittee or other Requisitioner Request. Formal expenditure requests to the Board must be in written form and included in the publicly noticed meeting agenda packet. Requests must include a budget and clearly indicate how the expenditure will benefit the district similarly. Verbal expenditure

requests and those not publically noticed prior to the meeting will not be considered until the next scheduled meeting. Expenditure requests must be submitted to the Executive Director or his or her designee no later than end of business on the Third Friday of the month.

3. Public Comment. Individuals are invited to speak on the expenditure request whereas they shall be asked to state their name and address for the public record, but shall not be required to do so. Comments must be relevant to the request.

4. Questions. Regardless of the procedures stated above, any member of the Board or staff persons assisting the Board may, during the request, ask questions or seek additional information from any person appearing before the Board.

**B. Considerations on the Request.** Expenditure requests should be considered in order of priority as set by the Board in an approved annual work plan. Requests shall be limited to those that may be completed in the current fiscal year in which they are approved. When possible, the Board shall consider the following questions when considering the expenditure request:

- Is the request consistent with the formally approved development district plans?
- Does the request benefit assessed property owners within the district similarly?
- What is the "true cost" of the proposed project over the lifetime?
- Are there alternate or additional funding sources available?
- Other

**C. Deliberation and Decision.** Following the presentation and public comment period, the Board shall deliberate in public on the expenditure agenda item. A motion to approve, deny or table the matter shall be made, seconded and voted upon at this time. An expenditure request is granted provided a quorum is established, and a majority vote of those members present is in support of a formal Board motion to approve the request.

**D. Report on Expenditures.** A formal written report on the use of all approved expenditures must be submitted to the Board for review at least once per Fiscal Year or sooner at Board discretion.

**E. Eligible Expenditures.** Special assessment revenue collected by the BID shall be used for specific tasks and/or items listed in the Marketing and Development Plans or general categories indicated within the annual work plan. Expenditures should be made in the public realm and be distributed in similar benefit among assessed property owners in the four neighborhood business districts. Expenditures that directly benefit a privately owned property, individual business, or other entity are not allowed.

## **ARTICLE VII - POLICY ON CONTRACTS AND SUBCONTRACTORS**

**A. Contracts and Subcontractors.** The Board is a managing board that makes recommendations to the City Commission and may only contract through the City of Grand Rapids or the City's delegated authority to do so. The following policy shall be followed in reviewing any requested contract or subcontract agreement pending before the Board prior to the Board's recommendation to the City Commission.

**B. Equal Opportunity.** All agreements under consideration by the Board will be open to any person or organization regardless of ethnicity, age, gender, race, spiritual belief, LGBT or socioeconomic status.

**C. Due Diligence.** Effort should be made to gather two or more comparative quotes for services provided by special assessment when reasonably possible. In the event comparative vendor analysis is not viable, priority will be placed on contracts or subcontractors who can best provide services as indicated within the annual work plan and approved Marketing and Development Plans.

**D. Contract Management.** Contract or subcontractor management shall be provided by the Executive Director or his or her assignee with the exception of the assigned Executive Director, who will have direct supervision provided by the Board.

#### **ARTICLE VIII - POLICY ON ADDITIONAL REVENUE**

**A. Additional Revenue.** The following policy on collecting additional revenue for the benefit of the development district shall be considered.

**B. Non-assessed Parcels.** Parcels located within the boundaries of the previously approved Corridor Improvement District but not included in the Business Improvement District special assessment property rolls may participate in and receive benefits provided by the BID by making an annual voluntary financial contribution. Annual contributions shall be equal to not less than one-half (1/2) the approved commercial assessment rate for those entities located on the second floor or higher, or by deliberation by the Board on a case by case basis for all other properties.

**C. Sponsorships.** Additional revenue collected for event or other sponsorship opportunities is encouraged whenever possible to supplement special assessment revenue and capitalize on the Uptown brand. Priority shall be extended to sponsors located within the development district boundaries, or those who clearly represent the district brand. The Board maintains the right to reject any sponsorship request that does not support the district brand or that is contrary to the policy on Equal Opportunity.

**D. Third Party Fiduciary Support.** Revenue collected for the Uptown Business Improvement District or any subcommittee that supports the CID and/or BID development district may be collected by and reserved for their sole benefit under agreement by a non-profit organization in good standing.

#### **ARTICLE IX - POLICY ON MARKETING AND BRANDING**

**A. Marketing and Branding.** Public and private usage of the "Uptown Grand Rapids" brand and logo is restricted to use as authorized by the Board, organized subcommittees, or any formally authorized assignee on their behalf. Unauthorized use is strictly prohibited.

#### **ARTICLE X - CONFLICT RESOLUTION**

**A. Conflict Resolution.** In the event a conflict exists that cannot be resolved by other means, the matter will be submitted to the Board for review under the policy set in Article V -Procedure for Public Hearing.

#### **ARTICLE XI - 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 XII - AMENDMENTS**

These Rules may be amended at any meeting of the Board provided that notice of the proposed amendment(s) shall appear on the agenda of the meeting at which the amendments are to be considered.

THESE RULES WERE ADOPTED BY THE GRAND RAPIDS CITY COMMISSION BY RESOLUTION NUMBER 86891 ON JULY 11, 2017.