



Principal Shopping District BYLAWS

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**CITY OF NEWAYGO
PRINCIPAL SHOPPING DISTRICT BYLAWS**

A. PURPOSE:

The Newaygo Principal Shopping District (PSD) Board is responsible for protecting and directing the look and feel of the Principal Shopping District. The PSD Board reviews and approves exterior improvements or changes affecting the look and feel (signage, buildings, etc.) according to ordinances and policies. The PSD Board has the authority to promote the Principal Shopping District, establish fee assessments for each business, approve changes, approve special circumstances, draft and sign necessary letters and information. Please refer to Principal Shopping Districts and Business Improvement Districts Act 120 of 1961 (Act 120) for additional information.

B. BOARD COMPOSITION & QUALIFICATIONS:

The members of the PSD Board shall be appointed by the chief executive officer of the City, with the concurrence of the City Council. The Board will be composed of nine members, with one member from the residential area which is adjacent the PSD, one member representing City government, and with at least a majority of the members who are nominees of individual owner/operator businesses within the PSD. One member may be a business member who rents space from a downtown commercial property owner. PSD Board Members shall serve a term of three years. At the first meeting of each new year, a Chair, Vice-Chair, and Secretary will be elected by the board. The City Clerk will be the recording secretary for the PSD Board and will not have any voting rights. For additional information refer to Act 120 125.981 Section 4.

C. MEETINGS-REGULAR & SPECIAL:

1. Regular Meetings:

Regular meetings of the PSD will be set at the first PSD meeting of each calendar year and will be held at Newaygo City Hall located at 28 N. State Road, Newaygo.

2. Special Meetings:

A Special meeting shall be called by the City Clerk at the request of the Mayor, City Manager, PSD Chair, or three (3) PSD Board Members. The PSD Agenda and Packet Information will be emailed to all PSD Members at least 18 hours prior to a special meeting.

3. Regular & Special Meeting Notice (Posting) Requirements:

- a) For regular meetings of the PSD, the Clerk shall post at City Hall, within three (3) days after the first meeting of the PSD in each calendar year, a public notice stating the dates, times, and places of its regular meetings for the year. Dates of the meetings will also be posted on the City's website.
- b) For a special meeting of the PSD, per the Michigan Open Meetings Act, a public notice stating the date, time, place, and reason of the meeting shall be posted at City Hall at least 18 hours before the meeting. If the posting area is not open to the public for any part of the 18 hours prior to the meeting, the notice must be posted on the exterior doors of City Hall. A public notice shall also be placed on the City's website.

- c) Posting Requirements may change should the Michigan Open Meetings Act be amended relating to posting requirements.
4. Decision-Making:
All decisions must be made at a meeting open to the public per the Michigan Open Meetings Act (OMA). The use of e-mail, texting or other forms of electronic communications among board members during the course of an open meeting or outside a meeting that constitutes deliberations towards decision-making or actual decisions violates the OMA. Please see OMA MCL 15.263 Section 3.2 and Section 3.3 for additional information.
5. Agendas:
- a) Preparations: The City Clerk, under the guidance of the City Manager, shall prepare an agenda for each regular or special meeting of the PSD. The deadline for submitting items and supporting documentation to the City Manager or City Clerk for inclusion on the PSD Agenda is 4 business days prior to the PSD Meeting. The final content of each meeting agenda shall be decided by a majority vote of the PSD Members present.
 - b) Distribution: The City Clerk will email the PSD Agenda and Packet Information to all PSD Members 2 business days prior to a regular meeting or at least 18 hours before a scheduled special meeting.
6. Minutes of Regular and Special Meetings:
- a) A journal of the proceedings of each regular and special meeting will be kept in the English language by the Clerk, and approved by the PSD Board.
 - b) Per the Michigan Open Meetings Act, at a minimum, the minutes must show the date, time, place, members present, members absent, and any decisions made at a meeting open to the public. The minutes must include all roll call votes taken at the meeting.
 - c) Unapproved minutes of regular or special meetings will be available for public inspection within eight (8) business days after the meeting to which the minutes refer.
 - d) Approved minutes will be available for public inspection within five (5) business days after the meeting at which the minutes are approved by the board.

D. MEETING PROCEDURES:

1. Meetings to be Public:
All regular and special meetings of the PSD shall be open to the public and the public shall have a reasonable opportunity to be heard under such rules and regulations as the PSD may prescribe.
2. Order of Business:
The City Clerk, under the guidance of the City Manager, in accordance with the following order of business shall prepare an agenda for each Regular PSD meeting:
 - Call to Order
 - Pledge of Allegiance
 - Roll Call
 - Approval of Agenda
 - Approval of Minutes
 - Public Comments (agenda items only)
 - Board Business
 - Public Comment

- Board Comments
- Adjournment

a) Motions:

- i. No motion shall be debated unless it has been seconded
- ii. The initiator of a motion may withdraw any motion at any time before it has been adopted. However, if the motion has been seconded, the seconding party must also consent to withdrawal
- iii. All motions, resolutions and amendments or substitutions thereto, and the vote thereon, shall be entered in the minutes unless withdrawn
- iv. When an appeal is taken from a decision by the Chair, the member taking the appeal shall be allowed to state his or her reason or doing so. The questions shall then be immediately put in the following (or substantially similar) form-“Shall the ruling of the Chair be sustained?”

3. Quorum:

A majority of the members of the PSD in office shall be a quorum for the transaction of business at all PSD meetings, but in the absence of a quorum a lesser number may adjourn any meeting to a later time or date, and in the absence of all members the Clerk may adjourn any meeting for not longer than one week.

4. Presiding Officer:

The presiding officer, hereinafter “Chair”, shall be responsible for enforcing the Rules of the PSD as contained herein.

- a) The Chair shall preside at the meetings of the PSD. If the Chair is absent or unable to chair a particular meeting of the PSD, the Vice-Chair shall do so. If both the Chair and Vice-Chair are not present or unable to chair a meeting of the PSD, the PSD Board Member who has served on the PSD the longest shall chair the particular meeting.
- b) It shall be the duty of the Chair to preside at all meetings of the PSD, to preserve order and to decide all questions of order and procedure subject to appeal to the PSD Board.

E. ELECTRONIC MEETINGS:

Electronic meetings may be offered at times if allowed by State Order or the Michigan Open Meetings Act (OMA) and will follow all OMA guidelines. In situations where an electronic meeting may be offered, the PSD Board may have a meeting entirely electronically or a meeting where some PSD board members participate electronically and some PSD board members are face-to-face. Electronic meetings may be in the form of teleconference, audio-conference, or videoconference.

1. Guidelines:

- a) Meetings must be conducted in a manner that permits two-way communication so that PSD board members can hear and be heard by other PSD board members, and so that public participants can hear PSD board members and can be heard by PSD board members and other participants during public comments.
- b) At the start of each meeting the Chair must publicly declare why the meeting is being held electronically.
- c) For each member of the PSD attending the meeting remotely, a public announcement at the start of the meeting by that member, to be included in the meeting minutes, that the member is in fact attending the meeting remotely. If the member is attending the meeting remotely for a purpose other than for military duty, the member’s announcement must

further identify specifically the PSD board member's physical location by stating the county, city, township, or village and state from which he or she is attending the meeting remotely.

- d) For each member of the PSD board attending the meeting remotely, they must state their name prior to speaking or making a motion.
- e) Members attending the meeting remotely must announce their departure if prior to the end of the meeting.
- f) The Chair may cause or direct the disconnection or muting of a member or public connection if it is causing undue interference with the meeting.
- g) Any business transacted during loss of meeting room connection is null and void, unless there is a quorum in the meeting room at such time.
- h) No action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting as long as a quorum is still present.
- i) Refer to the Open Meetings Act and Robert's Rules of Order for additional information.

2. Electronic Meeting Notice (Posting) Requirements:

For an electronic meeting of the PSD, per the Open Meetings Act, a public notice shall be posted at City Hall at least 18 hours before the meeting. If the posting area is not open to the public for any part of the 18 hours prior to the meeting, the notice must be posted on the exterior doors of city Hall. A public notice shall also be placed on the City's website. The public notice must contain:

- a) A statement as to why the public body is meeting electronically.
- b) How members of the public may participate in the meeting electronically. If a telephone number, internet address, or both are needed to participate, that information must be provided specifically.
- c) How members of the public may contact PSD board members of the public body to provide input or ask questions on any business that will come before the public body at the meeting.
- d) PSD shall not, as a condition of participating in an electronic meeting, require a person to register or otherwise provide his or her name or other information to fulfill a condition precedent to attendance.
- e) Refer to the Open Meetings Act for additional information.

3. Minutes of Electronic Meeting:

The meeting minutes of an electronic meeting must list who is present and who is remote. All votes shall be taken by roll call and listed in the minutes.

F. VOTING AND DISCUSSION:

1. Roll Call:

In all roll call votes, the City Clerk shall call the names of the members of the PSD Board.

2. Results of Voting:

In all cases where a vote is taken, the Chair shall declare the result.

3. Duty to Vote:

Whenever a question is put before the PSD Board by the Chair, every member shall vote, provided however, that no member shall be required to vote if:

- a) That member shall have a conflict of interest and shall state his/her conflict of interest and determined to be a conflict by vote of the PSD Board. Refer to Ordinance 18-05 for Conflict of Interest Information.
- b) Excused by vote/approval of at least five PSD Board Members.

If a member is precluded from voting pursuant to a conflict of interest, that member shall refrain from participating in the discussion on the issue.

- 4. Rules of Parliamentary Procedure:
Meetings of the PSD shall generally utilize Roberts Rules of Order, unless otherwise provided for in these bylaws.
- 5. General Consensus:
General consent or consensus may be used to give direction and the minutes should indicate that a majority consented.

G. PUBLIC PARTICIPATION:

- 1. General:
Each PSD Meeting Agenda shall provide time for public audience participation, as requested and limited herein. Members of the public may comment only during the public comment portions of the meeting. Public comment shall not be in order except during designated times or as approved by the Chair. Any person shall have the right to record or broadcast the proceedings of the PSD Board, but they shall not utilize the electrical outlets or internet bandwidth of the City without the prior permission of the Chair and City Manager.
 - a) Specific answers to citizen's questions need not be given by the Chair, other PSD Board Members or City Officials at the time requested, but may, at the City's discretion, be followed up later.
- 2. Persons Addressing the PSD:
Members of the public at the meeting shall not speak unless recognized by the Chair. Prior to addressing the PSD Board, members of the public shall state their name and address and, if appropriate, group affiliation for the record.
- 3. Requests to Speak During Regular Agenda Items:
Any person wishing to speak to an item included on the printed meeting agenda may do so if recognized by the Chair. Upon recognition, they will be required to state their name and address and will be allowed up to three (3) minutes to address the PSD Board. A speaker representing a group or association present at the meeting may be allowed up to five (5) minutes to address the PSD Board. No citizen shall speak for more than three (3) minutes during either public comment periods. If the application of such time limits has the effect of completely denying one or more persons the ability to address the PSD Board, such persons shall be given at least two (2) additional minutes each to address the PSD Board. The PSD Board may suspend the time limitation when warranted. The Board may also, in its discretion, limit public comments to new information or matters not fully addressed at the meeting or any previous meeting regarding the agenda item at issue. When all persons who wish to address that agenda item have been heard, the Chair shall announce that public comment on the agenda item is concluded. PSD Board Members shall then discuss the agenda item, and no further public comment shall be entertained.

- a) In addition to the above-mentioned public comment period, as well as the second public comment period, the Chair may permit limited public comment for particular agenda items.
 - b) All public comments shall be directed to and through the Chair. No member of the public shall directly address any other member of the public or any other City Official.
 - c) All public comments shall be related to PSD matters. Public comments must be relevant and germane to the business and functions of the PSD.
 - d) No citizen can “transfer”, reserve or delegate any public comment time to any other person.
 - e) The Chair has the authority to extend the comment period for citizens at the Chair’s discretion.
 - f) The City Clerk shall be responsible for timing the length of public comments and informing the Chair when a citizen has thirty seconds remaining and when time has expired.
 - g) No person shall be allowed to speak more than once on the same matter at the same meeting. Person purporting to speak to the same general subject matter in his and her personal and representative capability shall be recognized only once.
4. Requests to Speak Second Public Comment Section:
Members of the public shall have an opportunity, under the second Public Comment section, to address the PSD Board for no more than three (3) minutes on any item that is not on the approved agenda that is relevant and germane to the authority and functions of the PSD. All rules of conduct still apply from item 3a-3g above.
5. Deviations from Public Participation Rules:
Under unique or desirable circumstances, upon consensus of the PSD Board, the Chair may recognize a member of the audience who shall be permitted to address the PSD Board at a time other than audience participation. However, all other rules as provided herein shall apply.
6. Disorderly Conduct at Meetings:
Persons addressing the PSD Board shall make responsible comments and shall refrain from making personal, impertinent, slanderous, profane remarks or obscene speech or gesture. No person shall disrupt a meeting of the PSD Board. The Chair may call to order any person who is being disorderly by speaking when not recognized by the Chair or otherwise disrupting the proceeding by failing to be germane, by speaking longer than the allotted time, or by speaking vulgarities. Such persons shall thereupon be seated until the chair shall have determined whether the person is in order. If a person so engaged in presentation shall be called out of order, he or she shall not be permitted to speak at the same meeting except upon special leave by the PSD Board. If the person shall continue to be disorderly and disrupt the meeting, the Chair may order the Police Department to remove the person from the meeting.
- a) Members of the public shall not talk among themselves during a meeting of the PSD Board in a volume greater than a whisper, and upon being asked by the Chair to quiet down, shall do so.

H. AMENDMENTS TO THE RULES:

The rules of the PSD may be altered or amended by a majority vote of the entire PSD Board in office with final approval by the City Council.

Adopted at PSD Meeting this 13th day of October, 2021

Theresa Cooper, PSD Vice-Chair/Secretary

Adopted at City Council Meeting this 8th day of November, 2021

Ed Fedell, Mayor

Kim Goodin, City Clerk