



**Tax Increment Finance Authority (TIFA) &  
Local Development Finance Authority (LDFA)  
BYLAWS**

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**A. PURPOSE:**

The role and focus of the Tax Increment Finance Authority (TIFA) and Local Development Finance Authority (LDFA) is economic and community development. This is accomplished by funding activities that support physical improvements in the district and programs that will halt decline and foster job growth. Some of the activities that TIFA/LDFA engage in are to support job and business expansion, promotion of the district, infrastructure repair and improvements, community amenities and beautification. For more information regarding TIFA and LDFA purpose see Michigan Public Act 57 of 2018 Part 3 and Part 4.

**B. BOARD COMPOSITION & QUALIFICATIONS:**

The members of the TIFA/LDFA Board shall be appointed by the Chief Executive Officer of the City (the Mayor), with the concurrence of the City Council. The Board will be composed of thirteen (13) members and each board member shall serve a term of four years. At the first meeting of each calendar year, a Chair and Vice-Chair will be elected by the board. Resignations of Board Members shall be effective upon delivery of the resignation to the TIFA/LDFA Board and forwarded in writing to the mayor. Pursuant to notice and an opportunity to be heard, a member of the TIFA/LDFA Board may be removed from office for neglect of duty, including non-attendance at three consecutive or more meetings, misconduct, malfeasance, or any other good cause by a majority vote of the City Council. The Board shall appoint a Director of TIFA/LDFA that is not a member of the Board, the City Clerk shall serve as the secretary of TIFA/LDFA, and the City Treasurer shall serve as Treasurer of TIFA/LDFA. The director, secretary, and treasurer will not have voting rights. The Board may authorize any officer, agent, employee or board member to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Authority, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, employee or board member shall have any power or authority to bind the Authority by contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or in any amount. Refer to Michigan Public Act 57 of 2018 Sections 125.4304, 125.4305, 125.4405, and 125.4406 for additional information related to board composition and qualifications.

**C. MEETINGS-REGULAR & SPECIAL:**

1. Regular Meetings:

Regular meetings of the TIFA/LDFA Board will be set at the first TIFA/LDFA Board meeting of each calendar year and will be held at Newaygo City hall located at 28 N. State Road, Newaygo, Michigan.

2. Special Meetings:

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

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

- a) For regular meetings of TIFA/LDFA, the Clerk shall post at City Hall, within three (3) days after the first meeting of the TIFA/LDFA 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 TIFA/LDFA, 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 TIFA/LDFA Chair and TIFA/LDFA Director, shall prepare an agenda for each regular or special meeting of the TIFA/LDFA Board. The deadline for submitting items and supporting documentation to the TIFA/LDFA Director or City Clerk for inclusion on the TIFA/LDFA Agenda is 5 business days prior to the TIFA/LDFA Board Meeting. The final content of each meeting agenda shall be decided by a majority of the TIFA/LDFA Board Members present.
  - b) Distribution: The City Clerk will email the TIFA/LDFA Agenda and Packet Information to all TIFA/LDFA Members 3 business days prior to a regular meeting and at least 18 hours before a scheduled special meeting.
6. Minutes of Regular, Special & Emergency Meetings:
- a) A journal of the proceedings of each regular and special meeting will be kept in the English language by the Clerk, approved by the TIFA/LDFA Board.
  - b) Per the Michigan Open Meetings Act, at a minimum, the minutes must show the date, time, place, members present, members absent, any decisions made at a meeting open to the public, and the purpose or purposes for which a closed session is held. 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 meetings refer.
  - d) Approved minutes will be available for public inspection within five (5) business days after the meeting at which the minutes were approved by the TIFA/LDFA Board.

**D. MEETING PROCEDURES:**

1. Meetings to be Public:

All regular and special meetings of the TIFA/LDFA Board shall be open to the public and the public shall have a reasonable opportunity to be heard under such rules and regulations as the TIFA/LDFA Board may prescribe.

2. Order of Business:

The City Clerk, under the guidance of the TIFA/LDFA Chair and TIFA/LDFA Director, in accordance with the following order of business shall prepare an agenda for each Regular TIFA/LDFA 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 Member 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 TIFA/LDFA in office shall be a quorum for the transaction of business at all TIFA/LDFA Board 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 TIFA/LDFA as contained herein.

- a) The Chair. The Chair shall preside at the meetings of TIFA/LDFA. If the Chair is absent or unable to chair a particular meeting of TIFA/LDFA, the Vice-Chair shall do so. If both the Chair and Vice-Chair are not present or unable to chair a meeting of TIFA/LDFA, the Board Member who has served on the TIFA/LDFA the longest shall chair that particular meeting.
- b) It shall be the duty of the Chair to preside at all meetings of TIFA/LDFA, to preserve order and to decide all questions of order and procedure subject to appeal to the TIFA/LDFA 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 TIFA/LDFA Board may have a meeting entirely electronically or a meeting where some board members participate electronically and some 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 TIFA/LDFA Board Members can hear and be heard by other TIFA/LDFA Board Members, and so that public participants can hear TIFA/LDFA Board Members and can be heard by TIFA/LDFA 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 board member of TIFA/LDFA attending the meeting remotely, a public announcement at the start of the meeting by that board member, to be included in the meeting minutes, that the board member is in fact attending the meeting remotely. If the board member is attending the meeting remotely for a purpose other than for military duty, the board member's announcement must further identify specifically the 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 TIFA/LDFA 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 TIFA/LDFA, 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 TIFA/LDFA 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) TIFA/LDFA 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 TIFA/LDFA 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 TIFA/LDFA 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 TIFA/LDFA Board. Refer to Ordinance 18-05 for Conflict of Interest Information.
- b) Excused by vote/approval of at least seven TIFA/LDFA 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. TIFA/LDFA Board Member Request for Postponements:

TIFA/LDFA Board member requests for postponement of agenda items require approval by a majority of the TIFA/LDFA Board members present.

5. Rules of Parliamentary Procedure:

Meetings of the TIFA/LDFA Board shall generally utilize Roberts Rules of Order, unless otherwise provided for in these bylaws.

6. 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 TIFA/LDFA 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 TIFA/LDFA meetings, 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 or other City officials at the time requested, but may, at the Chair or City's discretion, be followed up later.

2. Persons Addressing the Board:

Members of the public at the meeting shall not speak unless recognized by the Chair. Prior to addressing the board, members of the public shall state their name and address and, if appropriate, group affiliation for the record.

3. Conduct of Public Hearings:

Unless otherwise required by State or local law, public hearings shall be opened by declaration of the Chair at the time stated in the public notice of the hearing. If no members of the public desire to speak or no members of the public are present, then the Chair may declare the hearing closed and take up consideration of the next agenda item. Members of the public shall be limited to speaking for a maximum of three (3) minutes during any public hearing. A person representing a group of citizens and speaking on behalf of them shall be allowed up to five (5) minutes to address the TIFA/LDFA Board during a hearing. The Chair shall notify the speaker when time is up.

4. 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 TIFA/LDFA Board. A speaker representing a group or association present at the meeting may be allowed up to five (5) minutes to address the TIFA/LDFA 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 board, such persons shall be given at least two (2) additional minutes each to address the TIFA/LDFA Board. The 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. TIFA/LDFA 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 TIFA/LDFA matters. Public comments must be relevant and germane to the business and functions of the TIFA/LDFA Board.
- 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.

5. Requests to Speak Second Public Comment Section:

Members of the public shall have an opportunity, under the second Public Comment section, to address the TIFA/LDFA Board for no more than three (3) minutes on any item that is not on the approved agenda. All rules of conduct still apply from item 5a-5g.

6. Deviations from Public Participation Rules:

Under unique or desirable circumstances, upon consensus of the TIFA/LDFA Board, the Chair may recognize a member of the audience who shall be permitted to address the Council at a time other than audience participation. However, all other rules as provided herein shall apply.

7. Disorderly Conduct at Meetings:

Persons addressing the TIFA/LDFA 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 TIFA/LDFA 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 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 TIFA/LDFA Board in a volume greater than a whisper, and upon being asked by the Chair to quiet down, shall do so.

**H. BUDGET:**

On or before the 30<sup>th</sup> of April of each year, the Authority shall prepare a budget and submit for approval to the City Council.

**I. AMENDMENTS TO THE RULES:**

These bylaws are subject to the approval of the City Council. These bylaws may be altered, amended, or repealed only by the affirmative vote of a majority of the members of the TIFA/LDFA Board, subject to notice and quorum requirements as set forth in these bylaws, provided that any such alteration, amendment or repeal shall require the approval of the City Council and shall be consistent with the provisions and requirements of the Act.

All previous bylaws or resolutions regarding by-laws are hereby rescinded.



Adopted at TIFA/LDFA Meeting this 21<sup>st</sup> day of January, 2022

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Morgan Heinzman, TIFA/LDFA Chair

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Kim Goodin, TIFA Secretary

Adopted at City Council Meeting this 14<sup>th</sup> day of February, 2022

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Ed Fedell, Mayor

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Kim Goodin, City Clerk