

## BY-LAWS

### DOWNTOWN ATHENS DEVELOPMENT AUTHORITY ATHENS, GEORGIA

#### ARTICLE I NAME AND PURPOSE

Section 1. Name and Legal Authority. The Downtown Athens Development Authority was created as a constitutional development authority by an act of the legislature and a referendum of the voters of Athens, Georgia approving the authority by a local constitutional amendment. The Charter for the Downtown Athens Development Authority is found at Ga. L. 1977, p. 3533, amended Ga. L. 1987, p. 3825 (the "Charter"). The Downtown Athens Development Authority utilizes the trade name Athens Downtown Development Authority ("ADDA"). Athens Downtown Development Authority is synonymous with Downtown Athens Development Authority.

Section 2. Purpose. The purpose of the ADDA is to stimulate and sustain economic development in downtown Athens by encouraging cooperation and building leadership; by advancing a positive image of downtown and promoting it as an exciting place to live, shop, and invest; by sustaining and improving the appearance of downtown; and by strengthening and expanding the economic base of downtown. The ADDA serves non-profit and public purposes.

Section 3. Effective uses. ADDA is most effectively used when its financing and project administration abilities are reserved for unusual endeavors which include: 1) complex, unique or special projects which ADDA can concentrate on to the exclusion of other things, 2) enterprises which are essentially entrepreneurial and beyond the range of functions of local government, and 3) public/private partnerships.

#### ARTICLE II DIRECTORS AND SERVICE

Section 1. Management Powers, Number, Qualification and Term. The property, affairs and business of the ADDA shall be overseen by its seven member board of directors (the "Board") appointed according to the terms of the Charter and serving the term of office specified in the Charter.

Section 2. Powers. The directors shall have such power and authority as is conferred upon them by the Charter as the same now exists or may hereafter be amended, and such other power and authority as may be contained under the Constitution and the Laws of the State of Georgia as the same may now or hereafter exist.

Section 3. Conditions of Service. No director shall receive compensation for services, but may be reimbursed for reasonable expenses incurred in the performance of director duties.

Section 4. Director Resignation. Any director may resign by giving notice in writing to the Chair of the ADDA and the Mayor of the Athens-Clarke County Commission. Such resignation shall take place as specified in the resignation and upon acceptance by the Athens-Clarke County Commission.

Section 5. Director Removal. A director who is absent from three consecutive regular meetings without proper cause shall be subject to removal. A director who conducts himself in



such a fashion as to jeopardize the good public standing of the ADDA is also subject to censure, as well as removal. The director may be removed by a majority vote of the Board, subject to approval by the Athens-Clarke County Commission.

Section 6. Vacancies. A seat on the Board shall be considered vacant upon the expiration of a term, resignation, death, or removal of a member. At the end of any term of office, if a successor has not been appointed, the director whose term of office has expired shall continue to hold the office until his successor is appointed. Any person appointed to fill the unexpired term of a director shall serve to the end of the unexpired term.

Section 7. Conflict of Interest. A director shall not use his board position to influence the ADDA's decisions or discussions where the director has a material financial interest; or where the director has an organizational responsibility or personal relationship interest which may result in a real or apparent conflict of interest. Directors shall disclose investments, interest in real property or businesses, and sources of income or gifts that may present a conflict of interest. The Board's determination of conflict of interest regarding a director's financial, organizational or personal interest shall be final and not subject to review. Each director who serves as a director because of an office he holds as specified in the Charter shall not have a conflict of interest because of his duties for the office which results in his appointment.

Section 8. Business with a Director. The ADDA may purchase from, sell to, borrow from, loan to, contract with, or otherwise do business with a director or any organization or person with which a director has a substantial interest or involvement provided the director: 1) discloses the interest in advance to the Board and have such recorded in the minutes, 2) not be present at that portion of a board meeting during discussion or decision on the matter and 3) not participate in any board decision relating to the matter. A "substantial interest or involvement" shall mean any interest or involvement which reasonably may be expected to result in a direct financial benefit to such director, as determined by the Board, whose determination shall be final and not subject to review.

Section 9. Confidentiality. No Board member shall disclose, either during or after tenure, any confidential information obtained as a result of having served on the Board, without first having obtained the written consent of the Board.

### ARTICLE III MEETINGS

Section 1. Regular Meetings. The Board shall meet at a regular time and place established by resolution of the Board. Notice of this meeting, as well as other public meetings of the Board, shall be posted in a conspicuous public place at the regular meeting place. All meetings shall be conducted in accordance with the Georgia Open Meetings Act (O.C.G.A. Section 50-14-1 et. seq.)

Section 2. Special Meetings. Special meetings may be held upon the call of the Chairman, the Director of Planning and Outreach, Director of Business Services, or any two directors at such time during regular business hours and at such place within the ADDA governing area as shall be specified in the notice of such meeting. In the case of a Special Meeting of the Board, the directors, the public, and the local legal organ shall be given 24 hours notice of this meeting. A meeting of any committee of ADDA may be called by the Chair of the Board or the Chair of the Committee, and this shall require 24 hours notice to committee members, the public and the local legal organ. No action of any committee or its members shall be binding upon ADDA until such committee actions have been approved by the Board.



Section 3. Executive Sessions. The Board may approve an executive session to consider matters allowed by the Georgia Open Meetings Act. Voting on issues discussed in closed executive session must be made by a meeting open to the public. All executive sessions must be conducted in compliance with the Georgia Open Meetings Act.

Section 4. Annual Meeting. At the first meeting of each calendar year, the Board shall conduct an annual meeting to elect officers and make financial and operational reports and recommendations necessary for the conduct of ADDA's annual affairs.

Section 5. Quorum. A majority of the directors, at a meeting duly assembled shall constitute a quorum for the transaction of business. A majority is defined as a majority of the legal appointments of directors in effect at the time in which the meeting is called. Any unappointed, vacant or expired seats shall not count towards a majority. Unless otherwise specifically required by statute or these by-laws, the act of a majority of such directors present at a meeting at which a quorum is present shall be the act of ADDA, and if at any meeting of ADDA there shall be less than a quorum, a majority of those present may adjourn the meeting without further notice, until a quorum shall have been obtained.

Section 6. Parliamentary Procedures. In case of dispute concerning parliamentary procedures governing the conduct of meetings of ADDA, Roberts Rules of Order shall govern.

Section 7. Minutes. Minutes of a regular, special or committee meeting must be recorded. Minutes must be made available to the public after they have been approved by ADDA, but no later than immediately following the next regular meeting. Minutes must include the names of the members present at the meeting, a description of each motion or other proposal made and a record of all votes. For a closed executive session, minutes are not required unless land acquisition is discussed, but the reason for closing the open meeting must be reflected in the open meeting minutes.

Section 8. Telephonic participation. Upon a motion by the Chair which is duly seconded and approved by a majority of Directors present, a director may participate in discussion and voting telephonically, and shall be considered to have been present at the meeting.

Section 9. Appointment of Members. Prior to the expiration of the term of any director of the ADDA, the vacancy shall be advertised and directors shall be appointed by the Mayor and Commission of the Unified Government of Athens-Clarke County, Georgia.

#### ARTICLE IV OFFICERS

Section 1. Officers. Officers of the ADDA Board shall be a Chair and a Vice Chair. No members shall hold more than one office at a time. The directors may elect or appoint a Recording Secretary, who may be, but need not be, a director. The Director of Business Services shall serve as Treasurer.

Section 2. Election and Tenure. All officers of ADDA shall be selected by ADDA at the Annual Meeting held in January each year. The Chair and Vice-Chair must be chosen from the four members appointed by the Mayor and Commission of the Unified government of Athens-Clarke County, Georgia. During the last meeting of ADDA each calendar year, nominations shall be made for officers for the upcoming year. Nominations from the floor may also be made at the Annual Meeting. Officers shall be elected by a majority of directors. New officers shall assume



office immediately upon election. Officers shall serve for one year and may be re-elected to the same office for no more than two consecutive years. At least one year must expire before a member is re-elected to an office previously held.

Section 3. Term and Removal. All officers shall be elected by and serve at the discretion of the directors and any officer may be removed from office, either with or without cause, at any time, by the affirmative vote of the majority of the directors of the authority then in office. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the directors for the unexpired portion of the term. Resignation shall be submitted in writing to the Chairman.

## ARTICLE V OFFICER DUTIES

Section 1. Chair. The Chair shall be the principal officer of ADDA and shall preside at all meetings. The Chair shall have the authority to sign and execute on behalf of ADDA all documents, notes, contracts and obligations authorized by ADDA. The Chair shall appoint committees and committee chairs as may be necessary. The Chair shall be a member of all committees, except the nominating committee. The Chair shall have general oversight and supervision of the finances of ADDA in coordination with the Director of Planning and Outreach and Director of Business Services.

Section 2. Vice-Chair. The Vice-Chair shall perform duties such as may be assigned by the Chair. In the absence of the Chair, or in the event of the disability, inability or refusal to act of the Chair, the Vice-Chair shall perform the duties of the Chair.

Section 3. Secretary. The Secretary shall provide for the keeping and reporting of the minutes of meetings of ADDA. The Secretary shall give appropriate notices in accordance with the bylaws and as required by law. The Secretary shall act as custodian of Authority records as well as the Seal of the Authority.

Section 4. Treasurer. The Treasurer shall have the responsibility of keeping financial records and accounts. The Treasurer shall review ADDA's Annual Audit and Annual Budget. The Treasurer shall make reports to ADDA as to its financial condition.

Section 5. Assignment of Duties. The Chair of ADDA may assign other duties to any officer from time to time. Officer duties may be designated to executive or administrative personnel by ADDA as is practical to conduct the daily affairs of ADDA. ADDA may hire, contract or otherwise engage professional, legal and other assistance as needed.

## ARTICLE VI EXECUTIVE DIRECTOR

Section 1. Duties. The Director of Planning and Outreach shall be the primary administrative officer for ADDA. In the absence of Director of Planning and Outreach, the Director of Business Services shall serve as administrative officer for ADDA.

The Director of Planning and Outreach and Director of Business Services are non-voting members of ADDA as well as all other committees. The Director of Planning and Outreach and Director of Business Services shall serve as advisors to the Chair and assist ADDA with issues, policies, reports, information, committees, and actions as needed according to the policies and regulations of ADDA. The Director of Planning and Outreach shall be responsible for hiring, discharging, directing and supervising employees and agents of ADDA. The Director of Business Services shall prepare an Annual Budget for approval by ADDA. The Director of



Planning and Outreach and Director of Business Services shall draft an Annual ADDA Work Plan for review and approval by ADDA. The Director of Planning and Outreach and Director of Business Services shall perform such other duties as may be assigned by the Board.

Section 2. Employment. The Director of Planning and Outreach and Director of Business Services shall be hired by ADDA. The performance and compensation of the Director of Planning and Outreach and Director of Business Services shall be reviewed annually by the Board. The Director of Planning and Outreach and Director of Business Services may only be terminated by a majority vote of the Board.

Section 3. Spending Authority. The Director of Planning and Outreach and Director of Business Services shall have authority for expenditures of up to \$5,000 within amounts authorized in the Annual Budget. Disbursements made by check over \$5,000 must be authorized with by two signatures, either the Director of Planning and Outreach or Director of Business Services and either the Chair or the Vice-Chair.

## ARTICLE VII FISCAL YEAR

Section 1. Time. The fiscal year of ADDA shall begin on the first day of July of each year and end on the last day of June of each year.

Section 2. Annual Meeting. An annual meeting of ADDA shall be held in January of each year. If the annual meeting is to be in addition to the regular monthly meeting, notice of the time and place of such meeting shall be given by the Chairman.

Section 3. Annual Audit. The Treasurer shall cause an annual audit of the books of ADDA to be made by an outside CPA, in addition to the audit performed by the Finance Department of the Unified Government of Athens-Clarke County, Georgia, and present such audits to the Board. A copy of the audit shall be filed with the State Auditor; if necessary, to comply with the Local Government Financial Management Standards Act (Georgia Laws, 1980, p. 1738).

## ARTICLE VIII BYLAWS, SEAL, TITLE CONVEYANCE

Section 1. Bylaw Amendments. The by-laws of ADDA shall be subject to alteration, amendment or repeal, and new by-laws not inconsistent with any laws of the State of Georgia creating ADDA may be made by affirmative vote of a majority of the directors then holding office at any regular or special meeting of the directors. Proposed amendments shall be submitted in writing to all directors of the Authority ten (10) days prior to the meeting at which such amendment will be considered. If such written proposed amendment is submitted by mail, it shall be deemed to be delivered when deposited in the United States mail properly addressed and with sufficient postage thereon.

Section 2. Seal. The Seal of ADDA shall consist of an impression bearing the name “Downtown Athens Development Authority” around the perimeter and the word “SEAL” and the year of activation in the center thereof.

Section 3. Conveyance of Title. Upon the action of ADDA resolving to convey title or take title to real property, the signature of the Chair, or Vice Chair in place of the Chair, and either the signature of Director of Planning or Outreach and Director of Business Services shall be required

ARTICLE IX  
COMMITTEES

Section 1. Standing Committees. At the beginning of each calendar year, the Chairman shall appoint three committees – Finance, Parking Management, and Main Street. Each committee shall have no less than two members. Each committee shall elect its own chair. Each committee shall make such reports of its actions and recommendations to the full Board as may be necessary and appropriate.

Section 2. Ad Hoc Committees. From time to time, the Chair shall appoint such ad hoc committees as may be necessary and appropriate to gather information and report to the Board on the subject for which the committee was appointed. Each ad hoc committee shall have no less than two members.

ARTICLE X  
ASSOCIATE MEMBERS

Section 1. Associate Members. The ADDA may include in its meetings and activities persons known as Associate members who shall be non-voting members representing governments, agencies or institutions in Athens. Associate Members may participate in ADDA discussions and activities, provide reports from their respective agencies and serve on ADDA committees, subject to approval by the Chair. ADDA may create or disband associate memberships as deemed necessary.

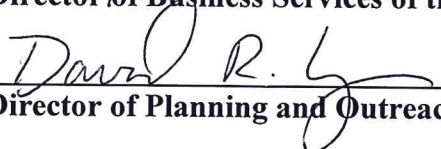
Section 2. Associate Membership. Associate members may include, but are not limited to, representatives from University of Georgia; The Classic Center; Athens Convention and Visitors Bureau; Athens-Clarke County Police Department.

Section 3. Obligations. Associate members are afforded regular participation in ADDA's public meetings and discussions, and may thereby contribute information and exercise influence in these discussions. As such, Associate Members shall agree to be bound as are Directors by the rules as they apply regarding Conflicts of Interest and Confidentiality as recorded in these Bylaws.

The foregoing Bylaws were adopted by the Downtown Athens Development Authority this 18 day of April, 2017.

By:   
Chair of the Authority

Attest:   
Director of Business Services of the Authority

Attest:   
Director of Planning and Outreach of the Authority