

BY-LAWS OF THE DOWNTOWN DEVELOPMENT AUTHORITY OF THE
CITY OF ROSWELL, GEORGIA

ARTICLE I

GENERAL

Section 1. Name. The name of this body shall be the Downtown Development Authority of the City of Roswell (the DDA).

Section 2. Purpose/Mission. The purpose of the DDA is to stimulate and sustain economic development in downtown Roswell 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.

Section 3. Management Powers, Number Qualifications, and Terms. The property, affairs and business of the DDA shall be managed by its directors consisting of seven persons, appointed by city council from time to time as provided by law (O.C.G.A. 36-41-1). The qualifications of the directors shall be as provided by law. Directors shall be appointed for a four-year term or to fulfill an unexpired term and terms shall coincide with established terms for Seats 1-7.

Section 4. Powers. The directors shall have such power and authority as is conferred upon them by the Downtown Development Authority Law of 1981, 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 5. Nomination of Members. Prior to the expiration of a member's term, the Board shall review prospective candidates who shall meet the qualifications set forth in Section 3 above. Such prospective members may then be nominated to the Board for approval. Once approved by the Board, nominations shall be submitted to the Mayor and City Council.

Section 6. Resignation and Removal of Members.

Members are expected to regularly attend all meetings and other Board functions. Any member who is absent from three (3) consecutive regularly scheduled Board meetings shall be automatically removed from the Board without further notice. In addition, any member who has not attended at least 60% of the regularly scheduled meetings within any calendar year shall be automatically removed from the Board effective January 1st of the next calendar year. The Board may, in its discretion, waive this provision and permit the member to continue serving in a probationary capacity contingent upon establishing a satisfactory attendance record. Any member desiring such waiver must request the same in writing, setting forth the reasons for their absences as well as the specific measures they plan to insure regular attendance and insure that such

request is received by the Chairperson or his/her designee prior to the time that the automatic removal is scheduled to occur. In the event of disputes involving attendance at a specific meeting, the duly adopted minutes of said meeting shall control.

ARTICLE II

MEETINGS

Section 1. Regular Meetings. The DDA shall meet at a regular time and place established by resolution of the DDA. Notice of this meeting, as well as other public meetings of the DDA, 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 Chairperson, Vice Chairperson, Secretary, Treasurer, or any two directors at such time during regular business hours and at such place within the City of Roswell, Georgia, as shall be specified in the notice of such meeting. Notice of special meetings may be either oral or written. Oral notice may be delivered personally or by telephone and shall be given at least twenty-four (24) hours prior to the time of the meeting. Written notice may be sent by mail or email or delivered personally. If delivered personally, by phone or electronically, such notice shall be delivered twenty-four (24) hours prior to the time of the meeting. If written notice is sent by mail, such notice shall be mailed two (2) days prior to the time of the meeting. Unless specified otherwise, any notice hereinafter called for in these bylaws shall be given as specified in this section. No notice of any meeting need be given any director who attends such meeting unless such director attending at the beginning of such meeting states any objection or objections to the place and time of the meeting, to the manner in which it has been called or convened or to the transaction of business. No notice shall be required to be given any director who at any time before or after the meeting waives notice of the meeting in writing.

Section 3. Closed Meetings. The DDA will follow the requirements of Georgia's Open Meetings Act (O.C.G.A.50-14-2) for closed meetings.

Section 4. Annual Meeting. At the first meeting of each calendar year, the DDA shall conduct an annual meeting to establish officers and make financial and operational reports and recommendations necessary for the conduct of the DDA'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. Unless otherwise specifically required by statute or these bylaws, the act of a majority of such directors present at a meeting at which a quorum is present shall be the act of the Authority, and if at any meeting of the Authority 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 the Authority, the most recent revision of Roberts Rules of Order shall govern.

Section 7. Minutes. Minutes of a regular, special or standing committee meeting must be recorded. Minutes must be made available to the public after they have been approved by the DDA, 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.

ARTICLE III

OFFICERS

Section 1. Number. The directors shall elect from one of their number a Chairperson, a Vice Chairman, a Secretary, and a Treasurer. The directors shall elect a Recording Secretary, who may be, but need not be, a director.

Section 2. Election. The election of officers shall take place at the regular meeting or at a special meeting in January of each year.

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 unexpected portion of the term. Resignation shall be submitted in writing to the Chairman.

Section 4. Powers. The powers and duties of the officers shall be as provided from time to time by resolution or other directive of the directors. The Recording Secretary, if a nonmember, shall attend meetings for the purpose of recording the minutes of such meetings, but shall not have any of the powers, rights, or duties of directors.

Section 5. Chairperson. The Chairperson shall be the principal officer of the DDA and shall preside at all meetings. The Chairperson shall have the authority to sign and execute on behalf of the DDA all documents, notes, contracts and obligations authorized by the DDA. The Chair shall appoint committees and committee chairs as may be necessary. The Chairperson shall be a member of all committees, except the nominating committee. The Chair, or their designee, shall be responsible to the City Council for reports and information on the DDA. The Chairperson shall have general oversight and supervision of the finances of the DDA in coordination with the executive director and the city clerk.

Section 6. Vice-Chairperson. The Vice-Chairperson shall perform duties such as may be assigned by the Chairperson. In the absence of the Chairperson, or in the event of the disability, inability or refusal to act of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson.

Section 7. Secretary. The Secretary shall provide for the keeping and reporting of the minutes of meetings of the DDA. 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.

Section 8. Treasurer. The Treasurer shall have the responsibility of keeping financial records and accounts. The Treasurer shall review the DDA's Annual Audit and Annual Budget. The Treasurer shall make reports to the DDA as to its financial condition.

Section 9. Assignment of Duties. The Chairperson of the DDA may assign other duties to any officer from time to time. Officer duties may be designated to executive or administrative personnel by the DDA as is practical to conduct the daily affairs of the DDA. The DDA may hire, contract or otherwise engage professional, legal and other assistance as needed.

Section 10. Executive Committee. The Executive Committee shall consist of the Chairperson and Vice Chairperson of the Board of Directors.

ARTICLE VI

FISCAL YEAR AND FINANCIAL POLICIES

Section 1. Time. The fiscal year of the DDA 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 the DDA shall be held in February at the time and place of the regular monthly meeting.

Section 3. Annual Audit. The Treasurer shall cause an annual audit of the books of the DDA to be made by the firm which audits the books of the City of Roswell and present such audit to the directors of the DDA. 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).

Section 4. Depositories. The Authority may from time to time provide by resolution for the establishment of depositories for funds of the Authority.

Section 5. Execution of Notes, Drafts and Checks. All drafts, checks, etc., drawn against the account of the Authority shall be signed by the Chairperson and the Treasurer. Specific persons may be authorized by the Board from time to time as it deems

appropriate and that person or persons shall insure that the requirements of the depository banks, including the execution of appropriate signature cards, are complied with.

Section 6. Minimum Insurance Requirement. Public Officials (Directors and Officers) insurance shall be maintained continually with coverage on a claims made basis from July 9, 2012 at a minimum coverage amount of \$500,000 per incident, \$2,000,000 maximum benefit.

ARTICLE VII

BYLAWS, TITLE CONVEYANCE

Section 1. Amendments to Bylaws. The bylaws of the Authority shall be subject to alteration, amendment or repeal, and new bylaws not inconsistent with any laws of the State of Georgia creating this Authority 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 thereof.

Section 2. Conveyance of Title. Upon the action of the DDA resolving to convey title or take title to real property, the signature of the Chairperson, or Vice Chairperson in place of the Chairperson, as well as the signature of a second officer shall be required.

The foregoing Bylaws were amended by the Downtown Development Authority of the City of Roswell this 7th day of August, 2012.

By: _____
Chairperson of the Authority

Attest: _____
Secretary to the Authority