

**BYLAWS OF
THE DEVELOPMENT AUTHORITY
OF THE CITY OF FOREST PARK**

ARTICLE I
NAME

The name of this organization is THE DEVELOPMENT AUTHORITY OF THE CITY OF FOREST PARK (“Authority”). It is a public body, corporate and politic, and an instrumentality of the State of Georgia. The Authority was established by resolution of the Mayor and Council of the City of Forest Park November 20, 1972 pursuant to the provisions of O.C.G.A. § 36-62-1, et. seq.

ARTICLE II
PURPOSE

To promote economic growth and development of the City of Forest Park and for the public good to cooperate with State, City and County Governments in all respects toward the accomplishment of these goals, together with all powers granted to this Authority by the General Assembly of the State of Georgia.

ARTICLE III
MEMBERSHIP

3.1 Composition. The Authority shall consist of seven (7) members. The members of the Authority shall be elected by the Mayor and Council. Each member shall be appointed for a four (4) year term and until his or her successor has been appointed. Any Member of the Authority may be appointed as successor. The Members of the Authority shall enter upon their duties immediately after such appointment.

3.2 Qualifications. All persons who are residents within the limits of the City of Forest Park are eligible for appointment to the Authority.

3.3 Voting Rights. Each Member, including any who holds an office hereunder, present at a meeting shall be entitled to one vote on each matter submitted to a vote of the Members at each such meeting. So long as a quorum is present in person, a member may participate by teleconference if necessary due to reasons of health or absence from the jurisdiction so long as any Member participating telephonically can hear all that is said in discussions by other Members or anyone speaking to the Authority and all Members and others in attendance are able to hear all that is said by the Member participating telephonically. Absent emergency conditions or the written opinion of a physician or other health professional that reasons of health prevent a member’s physical presence, no member shall participate by teleconference more than twice in one calendar year.

3.4 Vacancy, Resignation and Termination of Members. In the event of a vacancy on the Authority through death, resignation, or otherwise, the same shall be filled for the unexpired term by Mayor and Council. The City Council may, after due notice and a hearing, upon affirmative vote of five of its members remove any Member of the Authority for cause. Provided however, “cause” shall mean: the dereliction of a members duties to the Board, such as the failure to attend three consecutive meetings of the Board; the violation of any criminal statute of the State of Georgia or any state law regarding the performance of their duty as a member of the Board; or, the failure to comply with the provisions of O.C.G.A Section 36-62-5(e)(1) or O.C.G.A Section 45-10-3 regarding conflicts of interest.

3.5 Compensation. Members of the Authority shall not be compensated but may be reimbursed for actual expenses incurred in the performance of their duties.

ARTICLE IV CONDUCT OF BUSINESS AND MEETINGS OF MEMBERSHIP

4.1 General. The business of the Authority shall be managed by the Membership of the Authority.

4.2 Regular Meetings. A regular meeting of the Membership shall be held at 5:30 p.m. on the fourth Wednesday of the month, or at such other times as directed by the Chairperson at the hour to be set forth in the notice of the call of such meeting.

4.3 Special Meetings. Special meetings of the Membership may be called by the Chairperson or two (2) Members of the Authority and only the specific purposes for which the meeting is called shall be voted upon at a called meeting.

4.4 Place of Meetings. All meetings of the Membership of the Authority shall be held at the time and place designated in the notice of such meeting which shall be within the limits of the City of Forest Park, Georgia.

4.5 Notice of Meeting. A written or printed notice stating the place, day and hour as well as location of any special meeting of the Membership of the Authority shall be delivered, personally, by mail, or electronically to each Member entitled to be present and vote upon such matters as may come before the Authority at such meeting. Notice for a regular meeting shall not be less than one (1) nor more than ten (10) days before the date of such meeting by or at the direction of the Chairperson or Secretary or other officers or Members calling the meeting. The purpose for which the special meeting is called shall be stated in the notice and shall be given at least twenty-four (24) hours prior to the date of such special meeting. If the notice of any meeting is mailed, then notice of the meeting, whether regular or special shall be deemed “delivered” when deposited in the United States Mail addressed to the Member at his or her address as it appears in the records of the Authority with adequate postage thereon paid.

4.6 Quorum. Four (4) Members of the Authority shall constitute a quorum. A majority of the full membership shall be required to exercise the rights and perform all the duties of the Authority, and no vacancies shall impair the right of the quorum to act.

4.7 Manner of Acting. The transaction of any and all business at any and all meetings of the Membership shall be by a majority vote of the Members present at a meeting of the Authority at which a quorum is present. All Members present at a meeting of the Authority shall be deemed to have voted affirmatively for each item considered unless a Member's vote is expressly recorded as a negative or an abstention vote in the minutes of such meeting. A majority vote of the Members present at a meeting of the Authority shall constitute an action of the Members of the Authority. If a quorum is not present at a meeting of the Authority, the Members may discuss the agenda items but no binding vote can be made, except that a majority of the Members present may adjourn the meeting from time to time without further notice.

ARTICLE V OFFICERS

5.1 Officers. The officers of the Authority shall be the Chairperson, Vice Chairperson, Secretary-Treasurer and such other officers and assistant officers as may from time to time be established or elected by the Membership. No Member of the Authority shall hold more than one office, except that Member holding the office of Secretary-Treasurer.

5.2 Election of Officers. The officers shall be elected by the Membership of the Authority at the first regular meeting held each calendar year.

5.3 Vacancy of an Office. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Membership for the unexpired portion of the term of said office.

5.4 Duties of Officers:

(a) **Chairperson.** The Chairperson shall be the principal executive officer of the Authority and shall in general, supervise and control all of the business and affairs of the Authority. The Chairperson shall preside at all meetings of the Membership. The Chairperson may sign and affix the Corporate Seal of the Authority to any deeds, mortgages, bonds, contracts, including land options, or other instruments which the membership of the Authority have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Members of the Authority or by the Bylaws or by statute to some other officer or agent of the Authority, and in general shall perform all the duties incident to the office of Chairperson and such other duties as may be prescribed by the Members of the Authority from time to time.

(b) **Vice Chairperson.** In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all restrictions upon the

Chairperson. The Vice Chairperson shall perform such other duties as from time to time may be assigned to him or her by the Chairperson or by the Members of the Authority.

(c) **Secretary-Treasurer.** The Secretary-Treasurer need not be a Member of the Authority, such as support staff as provided in Section 5.5, and, if not a Member of the Authority, shall have no voting rights. The Secretary is the official custodian for the Minutes and all other official records of the Authority and of the Seal of the Authority and shall see that the Seal of the Authority is affixed to all documents, the execution of which on behalf of the Authority under its Seal is duly authorized in accordance with these Bylaws. The Secretary-Treasurer shall keep a registry of the address of each Member of the Authority, which shall be furnished to the Secretary-Treasurer by such Members; and, in general, to perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to her by the Chairman or the Members of the Authority. If required by the Members of the Authority, the Secretary-Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties the Members of the Authority shall determine. The Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities of the Authority, and receive and give receipts for monies in the name of the Authority from any source whatsoever, and deposit all such monies in the name of the Authority in such bank or banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws and in general, to perform all the duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be designated to him or her by the Chairperson or by the Members of the Authority.

5.5 Support Staff. From time to time, as provided by agreement between the Authority and the City, the City may provide support for the Authority through the employees of the City.

ARTICLE VI COMMITTEES

6.1 Committees of the Membership. The Membership of the Authority, by resolution adopted by a majority of the Members in office, may designate one or more committees, each of which shall consist of three or more Members. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Members of the Authority, or any individual Member of any responsibility imposed upon it or him or her by law.

6.2 Other Committees. The Chairperson of the Authority may appoint the members of other committees not having and exercising of the authority of the Membership of the Authority. Any member thereof may be removed by the Chairperson whenever in his or her judgment, the best interests of the Authority shall be served by such removal. Other committees may also be established by a resolution adopted by a majority of the Members present at a meeting at which a quorum is present.

6.3 Term of Office. Each member of a committee shall continue to serve on said committee until his or her successor is elected or appointed unless: (a) the committee is terminated prior

thereto; (b) such member is removed from such committee; or (c) such member shall cease to qualify as a Member of the Authority.

6.4 Committee Chairperson. One member of each committee shall be elected by the members of the committee to serve as Chairperson of the committee except s hereinafter provided.

6.5 Committee Vacancies. Vacancies in the membership of a committee may be filled by appointment in the same manner as the vacating member was appointed.

6.6 Committee Quorums. Unless otherwise provided by the resolution establishing and designating a committee, a majority of all the member of the committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.7 Rules. Each committee may adopt rules for its own governance, not inconsistent with the state laws governing this Authority, these Bylaws or with rules adopted by the Authority.

ARTICLE VII RULES

Robert's Rules of Order are adopted by the Authority as the procedural rules for the conduct and affairs and business of the Authority.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSIT, FUNDS, AUDITS, INSURANCE AND REGULATORY COMPLIANCE

8.1 Contracts. The Members of the Authority may authorize, by resolution, any officer or officers, agent or agents of the Authority, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Authority and such authority may be general or confined to specific instances.

8.2 Checks and Drafts. All checks, drafts and other orders for the payment of money on behalf of the Authority shall be signed by the Chairperson of the Authority and either the Secretary or Treasurer.

8.3 Bonds, Bond Documents and Notes. All bonds, bond documents, notes or other evidences of indebtedness issued in the name of the Authority shall be signed by Chairperson or Vice-Chairperson and the Secretary.

8.4 Deposits. All funds of the Authority shall be deposited from time to time to the credit of the Authority in such banks, companies or other depositories as Members of the Authority may select. The City of Forest Park may maintain the bank accounts of the Authority in accordance

with rules established by the Authority and furnish copies of monthly bank statements to the Authority. Such bank accounts shall be kept in the name of the Authority and all expenditures there from shall be approved, in writing as provided for hereinabove. The City of Forest Park shall provide a monthly accounting of Authority bank accounts.

8.5 Gifts. The Members of the Authority may accept on behalf of the Authority, any contributions, gift, bequest or devise for the general purpose or for any special purpose of the Authority.

8.6 Other. Other and special accounts may be established from time to time with such restrictions or authorizations as may be established by actions of the Membership authorizing such accounts.

8.7 Audits. The Authority shall provide to the City each year an audited financial statement of the previous fiscal year. Provided however, such may by agreement between the Authority and the City by including the financials of the Authority in the annual audit performed by the City.

8.8 Insurance. The Authority is hereby authorized to provide errors, omission and liability insurance for Members of the Board, as well as casualty and liability insurance on properties owned by the Authority.

8.9 Regulatory Compliance. The Authority shall make provision for filing such annual reports as may be required by the Department of Community Affairs, as well as the filing of any reports, returns or other regulatory requirements imposed by the issuance of any bond, the acceptance of any grants or by any state or federal regulatory agency.

ARTICLE IX FISCAL YEAR

The Fiscal Year for the Authority shall be the same as the fiscal year of the City of Forest Park.

ARTICLE X SEAL

The Membership of the Authority shall adopt a Seal in such form and content as they deem appropriate by a resolution of the Membership of the Authority.

ARTICLE XI AMENDMENTS OF BY-LAWS

These Bylaws may be amended by a majority of the members of the Authority present in any meeting of the Membership of the Authority provided written notice of the proposed amendment has been given to each Member of the Authority at least seven (7) days prior to the date of the meeting in which such amendment shall be considered for adoption.

Approved and adopted this _____ day of _____, 2021 at a properly called meeting of the Authority.

(SEAL)

Secretary

DRAFT