

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

ARTICLE I – NAME

The name of the Authority shall be the Development Authority of the City of Forest Park, (the “Authority”).

ARTICLE II – PURPOSE AND ORGANIZATION

SECTION 1. Purpose. The General Assembly created the Development Authority of the City of Forest Park by an Act of the General Assembly set forth in Georgia Laws 1969, page 137, and codified in Section 36-62-1 et seq. of the Official Code of Georgia. On November 20, 1972, the Mayor and Council of the City of Forest Park adopted the Development Authority of the City of Forest Park, appointed seven initial members to its Board of Directors, and designated the term of office of each. On April 30, 2014, the Mayor and Council of the City of Forest Park, Georgia (the “City”) adopted a Resolution which appointed new members of the Board of Directors for the Development Authority of the City of Forest Park and authorized them to exercise the City’s development authorities pursuant to O.C.G.A. § 36-62-1 et seq. (the “Development Authorities Law”). The powers and purposes set forth in the Development Authorities Law are expressly incorporated herein by this reference, subject to any current or future limitations or restrictions contained in the Development Authorities Law, the Resolution, or any amendments, modifications or changes to the foregoing. The Authority shall also have such additional purposes and powers as provided pursuant to subsequent amendments to the Development Authorities Law or any other law applicable thereto subject only to any limitations which may be imposed by resolution of the City of Forest Park Mayor and Council.

SECTION 2. Membership. The Board of Commissioners of the Authority (henceforth referred to as “Board”) shall consist of six (6) voting members and one (1) chairperson who shall be residents of the City of Forest Park, Georgia. The members appointed to the Board and the number of members serving on the Board shall be determined by the Mayor and Council of the City. The initial terms of the original members of the Board shall be as follows:

- (1) Mayor David Lockhart, whose initial term shall expire on April 30, 2016;
- (2) Frank Brandon, whose initial term shall expire on April 30, 2016;
- (3) Felicia Davis, whose initial term shall expire on April 30, 2016;
- (4) Roy Lunsford, whose initial term shall expire on April 30, 2018;
- (5) Pamela Lake, whose initial term shall expire on April 30, 2018;
- (6) Don Wright, whose initial term shall expire on April 30, 2018;
- (7) Lois Wright, Chairperson, whose initial term shall expire on April 30, 2018;

SECTION 3. Principal Office. The principal office of the Authority shall be located at Forest Park City Hall (745 Forest Parkway, Forest Park, Georgia 30297). Regular meetings of the Authority shall be held at the principal office. The principal office location may be changed by resolution of the Board.

ARTICLE III – BOARD

SECTION 1. Terms of Members. Persons appointed as members of the Board shall serve for terms of three (3) years. After the initial terms are served as described in Article II, Section 2, thereafter the terms of members of the Board shall be staggered in three (3) year terms as shall be provided in the resolution(s) of the Mayor and Council of Forest Park, Georgia appointing said members. Members of the Board shall serve for their respective terms of office as specified herein until their respective successors are appointed and qualified.

SECTION 2. Appointments. Any member of the Board may be appointed to succeed himself or herself. After their appointments, the members of the Board shall enter upon their duties. All appointments will be made by the Mayor and Council of the City of Forest Park, Georgia.

SECTION 3. Vacancies. A vacancy on the Board shall exist in the event of any member of the Board being convicted of a felony, or entering a plea of nolo contendere thereto; a member being convicted of a crime which involves moral turpitude or who enters a plea of nolo contendere thereto; a member being convicted of any act of malfeasance, misfeasance, or nonfeasance of such person's duties as a member of the Board; or who fails to attend three (3) consecutive regular meetings of the Authority without an excused approval by the Board Chairman. A vacancy on the Board shall also exist in the event of death, resignation, or relocation of a member outside of the City of Forest Park, Georgia area. A vacancy shall be filled by appointment by the Mayor and Council of the City.

SECTION 4. Subcommittees. Standing or special subcommittees of the Board may be created as deemed appropriate by the Chairperson or a majority of the members of the Board. The Authority may appoint members of the subcommittees such as individuals from the community as the Authority deems appropriate and such members have to be members of the Authority. The subcommittee shall serve in an advisory capacity to the Authority. The Chairperson of the Authority shall choose from among the members of each subcommittee a person to serve as chairperson of that subcommittee. The chairperson of each subcommittee shall serve a term assigned by a majority of the Board, and be eligible for reappointment. Each subcommittee shall make reports of its activities to the Authority as the Chairperson or the Board requests.

SECTION 5 Meetings. The Authority shall at least hold a regular annual meeting of the Board at such time, place and date as may be determined by the members of the Authority. Special meetings may be called by the Chairperson, two (2) of the members of the Board or general consent of the majority.

SECTION 6. Notice of Meetings. Notice of regular meetings, including the time and place therefore, shall be provided to the members at least two business days ahead of the scheduled meeting. Notice of special meetings must be provided no less than twenty-four (24) hours before the start of the meeting. Public notice of all meetings must be made in accordance with the appropriate provisions of the Georgia Open Meetings Act.

SECTION 7. Quorum. A majority of the five (5) voting members of the Board shall constitute a quorum. No vacancy on the Board shall impair the right of the quorum to exercise all of the rights and perform all of the duties of the Authority.

SECTION 8. Official Action. At any meeting at which a quorum is present, a vote by the majority of members of the Board present at said meeting shall constitute an official action by the Authority.

SECTION 9. Reimbursement; No Compensation. The members of the Board shall be reimbursed, upon submission of sworn vouchers, for all actual expenses incurred in the performance of their duties out of funds of the Authority and or City; but, members shall receive no further compensation.

SECTION 10. Parliamentary Procedure. In the event that the bylaws or rules of the Authority do not address a particular situation occurring during a meeting of the Authority, or in the event of a dispute concerning parliamentary procedures governing the conduct of a meeting of the Authority, the provisions of *Roberts Rules of Order* shall govern.

SECTION 11. Annual Activities. The Board will perform the following functions annually:

- a. Adopt a Fiscal Year budget;
- b. Cause an annual report of the Authority's activities in the prior Fiscal Year to be provided to the Mayor and Council in accordance with state law (particularly O.C.G.A. § 36-61-18(e) thereof) and provide the requisite public notice of the filing and availability for inspection of same; and
- c. Approve an independent, certified public audit of the Authority's financial records which must be completed in accordance with state law. This may be completed in accordance with the City's annual audit.

SECTION 12. Fiscal Year. The Agency's Fiscal Year shall correspond to the City's Fiscal Year, beginning July 1st and ending June 30th of each year.

SECTION 13. Seal. The Board shall be permitted to provide an Authority seal which, if approved, shall be in the form of a circle and shall have inscribed thereon the name of the Authority and other appropriate wording. A seal with the generic "corporate seal" inscription may be used as an alternative or temporary device.

ARTICLE IV – OFFICERS

SECTION 1. Classes, Terms and Elections. The officers of the Board shall be a Chairperson and a Vice Chairperson. The position of Chairperson shall be elected by the Mayor and Council of the City of Forest Park, Georgia. The office of Vice Chairperson shall be elected

by the Board. All officers will serve one year terms, with no limits on the number of terms they may serve.

SECTION 2. Duties of Chairperson. The Chairperson shall be responsible for directing all Board affairs and shall preside at all meetings of the Board. He or she may sign any documents which have been authorized by the Board or are required by law to be signed or executed. In general, he or she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time. The Chairperson of the Authority shall be entitled to vote only in the event of a tie.

SECTION 3. Duties of Vice Chairperson. In the absence of the Chairperson, or in the event of his or her inability or refusal to act, as determined by a majority of the members present at a meeting at which a quorum is present, 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 the 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. The execution of any instrument of the Authority by the Vice Chairperson shall be conclusive evidence, as to third parties, of his or her authority to act in the stead of the Chairperson.

SECTION 4. Delegation of Duties. The Authority may appoint a member of the Board to perform all or portions of the duties of secretary and/or treasurer. The secretary shall affix the Authority seal to any lawfully executed documents requiring it and shall attest to the signature of the Chairperson and/or the Vice Chairperson of the Authority who are authorized to execute documents of the Authority. The treasurer shall supervise the custodian of all of the funds of the Authority and shall supervise the collection of monies due to the Agency, the expenditures of the Agency funds, and the preparation and maintenance of appropriate books of account. The treasurer shall make available all financial information of the Authority to the Mayor and Council of Forest Park, Georgia. In general, the secretary and/or treasurer shall perform all duties usually incident to the office of secretary and treasurer and such other duties as may be prescribed by the members of the Authority from time to time. Neither the secretary and/or treasurer shall be voting members of the Board.

SECTION 5. Legal Counsel and Advisors. The Board may appoint legal counsel, employees and or advisors and assign duties by majority vote. Board appointees shall serve at the Board's pleasure.

ARTICLE V – EVIDENCE OF INDEBTEDNESS

SECTION 1. Evidences of Indebtedness. Evidences of indebtedness (including without limitation bonds) of the Authority shall be in a form determined by the Board in accordance with state law. Any coupons attached to bonds shall bear the facsimile signatures of the Chairperson, or the Vice Chairperson in the absence of the Chairperson. Evidences of indebtedness (other than bonds) shall be signed in the name of the Authority by the Chairperson or the Vice Chairperson (whether or not the Chairperson is available to execute the same); and, the official seal of the Authority shall be affixed thereto and attested to by the City staff person acting as secretary of the Authority, or by any other officer authorized by resolution of the Board. All

evidences of indebtedness shall be consecutively numbered or otherwise identified. All evidences of indebtedness surrendered to the Authority for transfer shall be canceled and no new evidences of indebtedness representing the same shall be issued until the surrendered evidences of indebtedness shall have been canceled, except as provided by resolution of the Board.

SECTION 2. Signatures by Former Officers. In case any officer whose signature shall appear on any bond or other evidences of indebtedness or whose facsimile signature shall appear on any coupon shall cease to be such officer before the delivery of such bonds or other evidences of indebtedness, such signature shall nevertheless be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

ARTICLE VI - WAIVER OF NOTICE

To the extent legally permissible, whenever any notice is required to be given under the provisions of these bylaws, or under the provisions of any other laws of the State of Georgia, waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. This does not modify the provisions for notice.

ARTICLE VII – RESOLUTIONS

SECTION 1. Severability. Unless otherwise expressly provided, if any one of more of the provisions of any resolution of the Authority should be determined by a court of competent jurisdiction to be contrary to law, then such provision or provisions shall be deemed and construed to be severable from the remaining provisions therein contained and shall in no way affect the validity of the provisions of such resolution.

SECTION 2. Headings. Any heading preceding texts of the several articles and sections of any resolution of the Authority and any table of contents or marginal notes appended thereto, shall be solely for convenience of reference and shall not constitute a part of such resolution, nor shall they affect its meaning, construction, or effect unless otherwise expressly stated in said resolution.

SECTION 3. Effective Date. Unless otherwise expressly provided, each resolution of the Authority shall take effect immediately upon its adoption in the manner provided by law.

SECTION 4. Priority. Unless otherwise expressly provided, each resolution of the Authority shall be deemed to rescind and repeal all prior resolutions, rules or other actions, or parts thereof, of the Authority in conflict with such subsequent resolutions insofar (and only insofar) as such conflict exists. This provision shall not apply to conflicts between resolutions and bylaws of the Authority; provided that nothing herein contained shall be construed as impairing previous authorized obligations of the Authority.

SECTION 5. No Recourse Under Resolutions. All covenants, stipulations, promises, agreements and obligations of the Authority contained in any resolution of the Authority shall be deemed covenants, stipulations, promises, agreements and obligations of the Authority as a

whole and not of any member, officer, or employee of the Authority in his or her individual capacity. No recourse shall be had for any claim based on any resolution of the Authority against any member, officer or employee of the Authority in his or her individual capacity.

SECTION 6. Authority Complete. The members and officers of the Board, attorneys, agents and employees of the Authority shall be automatically authorized to do all acts and things required of them by any resolution of the Authority for the full, punctual and complete performance of all of the provisions of such resolution.

ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Additional Contract Authorizations. Subject to the provisions of state law and these bylaws, the members of the Authority may authorize any officer, 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 instrument in the name of and on behalf of the Authority, and such Authority may be general or defined in specific instances.

SECTION 2. Checks, Drafts or Orders. Subject to the expressed requirements of state law, all checks, drafts or orders for payment of money, issued in the name of the Authority shall be signed by such officer, officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the Board.

ARTICLE IX - ADOPTION OF CONFLICT OF INTEREST AND ETHICS POLICY

No member or employee of the Authority shall have, directly or indirectly, any financial interest, profit, or benefit, in any contract work or business of the Authority, nor in the sale, lease, or purchase of any property to or from the Authority. Should one or more members or employees have acquired, prior to their affiliation with the Authority, property located in an area in which the Authority is undertaking to implement a development plan, and the Authority wishes to purchase or otherwise acquire such property from the employee or member, then in such event, the sale or transfer of such property, upon full disclosure of the employee or member's interest in property, shall not be deemed a violation of this Article. In addition to the foregoing, the members of the Authority may by resolution adopt a conflict of interest and ethics policy that incorporates a Code of Ethics appropriately similar to those maintained by the State of Georgia and/or City. For purposes of clarification, the members and employees of the Authority shall be required to comply with applicable provision of the laws of the State of Georgia as such relate to conflicts of interest and ethics.

ARTICLE X – GOVERNANCE CHANGES

SECTION 1. Rules, Regulations and Polices. The Board shall have the power and authority to make such rules, regulations and policies consistent with state law as said Board may deem expedient concerning the issue, transfer and registration of evidences of indebtedness of the Authority and further to make such rules, regulations and policies consistent with the purpose of the Authority provided for by state law.

SECTION 2. Establishment of Bylaws. These bylaws are established pursuant to further efficiency and operation of the Authority and shall become effective upon a majority vote of the members of the Board provided, however, that as and to the extent of any inconsistency between the provisions of these bylaws and state law, the provisions of state law shall prevail.

SECTION 3. Amendment of Bylaws. These bylaws may be amended or repealed upon the affirmative vote of the majority of the Board membership, provided such amendment or repeal is not inconsistent with state law applicable to the Authority. Such an amendment or repeal shall be proposed at a prior meeting of the Board and further provided that notice of the meeting, at which the vote is to be taken, shall set forth the proposal to be acted upon.