

BYLAWS OF THE URBAN REDEVELOPMENT AGENCY OF THE CITY OF STONECREST

ARTICLE I – NAME

The name of the Agency shall be the Urban Redevelopment Agency of the City of Stonecrest, (the “Agency”).

ARTICLE II – PURPOSE AND ORGANIZATION

SECTION 1. Purpose. On December 09, 2019, the Mayor and Council of the City of Stonecrest, Georgia (the “City”) adopted an Activating Resolution which, among other things, activated the Agency and authorized the Agency to exercise the City’s “urban redevelopment project powers” as defined under and provided in the Georgia Urban Redevelopment Law, O.C.G.A. § 36-61-1 et seq. (the “Urban Redevelopment Law”). The powers and purposes set forth in the Urban Redevelopment Law are expressly incorporated herein by this reference, subject to any current or future limitations or restrictions contained in the Urban Redevelopment Law, the Activating Resolution, or any amendments, modifications or changes to the foregoing. The Agency shall also have such additional purposes and powers as provided pursuant to subsequent amendments to the Urban Redevelopment Law or any other law applicable thereto subject only to any limitations which may be imposed by resolution of the City of Stonecrest Mayor and Council.

SECTION 2. Membership. The Board of the Agency (henceforth referred to as “Board”) shall consist of six (6) voting members, including the Chairperson to be selected annually by the Mayor with the advice and consent of the Board. The Board Members shall be residents of the City of Stonecrest, Georgia. Initial terms of the Board Members shall be staggered as follows: Two (2) Board Members shall serve a term of one (1) year, two (2) Board Members shall serve a term of two (2) years, and two (2) Board Members shall serve a term of three (3) years.

SECTION 3. Principal Office. The principal office of the Agency shall be located at Stonecrest City Hall (3120 Stonecrest Blvd, Stonecrest, GA 30038). Regular meetings of the Agency shall be held at the principal office, subject to Open Meetings Act requirements. 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 the City of Stonecrest, Georgia appointing said members.

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 Stonecrest, 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 Agency 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 Stonecrest, Georgia. A vacancy shall be filled for the remainder of the Term by appointment of the Mayor and Council of the City.

SECTION 4. Removal. Any member who conducts themselves in such a fashion as to jeopardize the good public standing of the Board is subject to censure, as well as removal. Removal shall be pursuant to proper notice and an opportunity to be heard; such member shall be entitled to a written notice specifying the ground or grounds for removal and to a public hearing which shall be held not less than five days after the service of such written notice. A member may be removed from office for cause by a majority vote of the Board at a public hearing. Sufficient cause for removal includes, but is not limited to: 1. neglect of duty, 2. failure to attend three (3) consecutive regular meetings of the Agency without an excused approval by the Board Chairman, 3. being convicted of a felony or entering a plea of nolo contendere for such charge; 4. being convicted by a court of law of any act of malfeasance, misfeasance, or nonfeasance of such person's duties as member of the Board; 5. A misdemeanor wherein the conduct is unbecoming to a member or which constitutes a breach of public trust, for example, a member who is a holder or receiver of public money of this state or municipality thereof must not have refused or failed when called upon after reasonable opportunity to account for and pay over the same to the proper officer; or 6. Not adhering to the code of ethics as stated in Sections 45-10-3 and 36-61-19 of the Official Code of Georgia Annotated, more specifically described below.

“Notwithstanding any provisions of law to the contrary, each member of all boards, commissions, and authorities created by general statute shall:

- (1) Uphold the Constitution, laws, and regulations of the United States, the State of Georgia, and all governments therein and never be a party to their evasion;
- (2) Never discriminate by the dispensing of special favors or privileges to anyone, whether or not for remuneration;
- (3) Not engage in any business with the government, either directly or indirectly, which is inconsistent with the conscientious performance of his governmental duties;
- (4) Never use any information coming to him confidentially in the performance of governmental duties as a means for making private profit;
- (5) Expose corruption wherever discovered;
- (6) Never solicit, accept, or agree to accept gifts, loans, gratuities, discounts, favors, hospitality, or services from any person, association, or corporation under circumstances

from which it could reasonably be inferred that a major purpose of the donor is to influence the performance of the member's official duties;

(7) Never accept any economic opportunity under circumstances where he knows or should know that there is a substantial possibility that the opportunity is being afforded him with intent to influence his conduct in the performance of his official duties;

(8) Never engage in other conduct which is unbecoming to a member or which constitutes a breach of public trust; and

(9) Never take any official action with regard to any matter under circumstances in which he knows or should know that he has a direct or indirect monetary interest in the subject matter of such matter or in the outcome of such official action.”

“No Member shall voluntarily acquire any interest, direct or indirect, in any urban redevelopment project of such municipality or county or in any property included or planned to be included in any such urban redevelopment project or in any contract or proposed contract in connection with such urban redevelopment project. Where such acquisition is not voluntary, the interest acquired shall be immediately disclosed in writing to the local governing body and such disclosure shall be entered upon the minutes of the governing body. If any such official, commissioner, or employee presently owns or controls, or owned or controlled within the preceding two years, any interest, direct or indirect, in any property which he knows is included or planned to be included in an urban redevelopment project, he shall immediately disclose this in writing to the local governing body, and such disclosure shall be entered upon the minutes of the governing body; any such official, commissioner, or employee shall not participate in any action by the municipality or county or a board or commission thereof, the housing authority, or the urban redevelopment agency affecting such property. Any disclosure required to be made by this Code section to the local governing body shall concurrently be made to the urban redevelopment agency which has been vested with urban redevelopment project powers by the municipality or county pursuant to Code Section 36-61-17.”

SECTION 5. 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 Agency may appoint members of the subcommittees such as individuals from the community as the Agency deems appropriate. The subcommittee shall serve in an advisory capacity to the Agency. The chairperson of the Agency 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 Agency as the chairperson or the Board requests.

SECTION 6. Meetings. The Agency 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 Agency. Special

meetings may be called by the chairperson, two (2) of the members of the Board or general consent of the majority. Virtual meetings are authorized in place of in-person meetings as authorized by the Open Meetings Act.

SECTION 7. 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 8. 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 Agency.

SECTION 9. Parliamentary Procedure. In the event that the bylaws or rules of the Agency do not address a particular situation occurring during a meeting of the Agency, or in the event of a dispute concerning parliamentary procedures governing the conduct of a meeting of the Agency, the provisions of *Georgia Municipal Association's Parliamentary Procedure Guide For City Officials* shall govern.

SECTION 10. Annual Activities. The Board will perform the following functions annually:

- a. Adopt a Fiscal Year budget;
- b. Cause an annual report of the Agency'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 Agency'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 11. Fiscal Year. The Agency's Fiscal Year shall correspond to the City's Fiscal Year, beginning January 01 and ending December 31 of each year.

SECTION 12. Seal. The Board shall be permitted to provide an Agency seal which, if approved, shall be in the form of a circle and shall have inscribed thereon the name of the Agency 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. Terms. 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.

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 Agency. The execution of any instrument of the Agency 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 Agency may engage City staff members to perform all or portions of the duties of secretary and/or treasurer. The secretary shall affix the Agency seal to any lawfully executed documents requiring it and shall attest to the signature of the chairperson and/or the vice chairperson of the Agency who are authorized to execute documents of the Agency. The treasurer shall supervise the custodian of all of the funds of the Agency 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 Agency to the Mayor and Council of Stonecrest, 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 Agency from time to time.

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

ARTICLE V – EVIDENCE OF INDEBTEDNESS

Evidences of indebtedness (including without limitation bonds) of the Agency 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 Agency by the chairperson or the vice chairperson (whether or not the chairperson is available to execute the same); and, the official seal of the Agency shall be affixed thereto and attested to by the City staff person acting as secretary of the Agency, 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 Agency 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.

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 or more of the provisions of any resolution of the Agency 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 Agency 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 Agency shall take effect immediately upon its adoption in the manner provided by law.

SECTION 4. Priority. Unless otherwise expressly provided, each resolution of the Agency shall be deemed to rescind and repeal all prior resolutions, rules or other actions, or parts thereof, of the Agency 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 Agency; provided that nothing herein contained shall be construed as impairing previous authorized obligations of the Agency.

SECTION 5. No Recourse Under Resolutions. All covenants, stipulations, promises, agreements and obligations of the Agency contained in any resolution of the Agency shall be deemed covenants, stipulations, promises, agreements and obligations of the Agency as a whole and not of any member, officer, or employee of the Agency in his or her individual capacity. No recourse shall be had for any claim based on any resolution of the Agency against any member, officer or employee of the Agency in his or her individual capacity.

SECTION 6. Agency Complete. The members and officers of the Board, attorneys, agents and employees of the Agency shall be automatically authorized to do all acts and things required of them by any resolution of the Agency 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 Agency may authorize any officer, officers, agent or agents

of the Agency, 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 Agency, and such Agency 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 Agency shall be signed by such officer, officers, agent or agents of the Agency 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

The members of the Agency are subject to O.C.G.A. § 36-61-19 as it relates to interests of public officials or employees in redevelopment projects or property. In addition to the foregoing, the members of the Agency 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 the City. For purposes of clarification, the members and employees of the Agency 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 Policies. 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 Agency and further to make such rules, regulations and policies consistent with the purpose of the Agency provided for by state law.

SECTION 2. Establishment of Bylaws. These bylaws are established pursuant to further efficiency and operation of the Agency 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 Agency. 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.

