

BYLAWS OF

THE DOWNTOWN DEVELOPMENT AUTHORITY OF CARTERSVILLE

Whereas, on July, 16, 1981, The Downtown Development Authority of the City of Cartersville (hereinafter referred to as "the Authority") was activated by resolution of the Cartersville City Commission, now therefore, the directors of the Authority appointed and charged in said resolution, hereby adopt the following by-laws

ARTICLE I GENERAL

1.1. NAME

The name of this public agency and private corporation shall be the Downtown Development Authority of Cartersville, hereinafter called the "Authority". It shall be governed by a Board of Directors, hereinafter called the "Board".

1.2 PURPOSE

The authority was established in 1982 by the City of Cartersville in accordance with the Georgia Downtown Development Authority Act. The purpose of the Authority is to revitalize and redevelop the central business district of the City of Cartersville, Georgia; to develop and promote trade, commerce, industry and employment opportunities for the public good and general welfare; and to promote the general welfare of the State of Georgia by creating a climate favorable to the location of new industry, trade and commerce and the development of existing industry, trade and commerce within the City of Cartersville, Georgia.

1.3 MANAGEMENT POWERS, TERM, AND QUALIFICATION

The property, affairs and business of the Authority shall be managed by a seven member Board. Qualifications of board members, appointment procedure and length of service shall be provided by state law. Board members are appointed for a term of four (4) years. After completing a four year appointment, a board member may be reappointed for an additional term

1.4 POWERS

The board shall have such power and authority as is conferred to them by the Downtown Development Authority Law of 1981, as the same now exists or may hereafter be amended, and shall have such other powers

and authority as may be conferred under the Constitution and the laws of the State of Georgia.

1.5 YEAR

The fiscal year of the Authority shall begin on the first day of July and end on the last day of June.

1.6 PARLIAMENTARY PROCEDURES

In case of dispute concerning parliamentary procedures governing the conduct of meetings, Roberts Rules of Order shall govern.

1.7 NOMINATION OF DIRECTORS

Prior to the expiration of a board member's term, the Chairman shall appoint either two board members or one board member and the executive director who, along with the Chairman, shall act as a nominating committee. The committee shall submit nominations to the board for approval. Once approved by the current board, nominations for new board members shall be submitted to the Mayor and Council of the City of Cartersville.

1.8 SEAL

The Seal of the Authority shall consist of an impression bearing the name "Downtown Development Authority of Cartersville" around the perimeter and the word "SEAL" and the year of activation in the center thereof. In lieu thereof, the Authority may use an impression or writing bearing the word "SEAL" enclosed in parentheses or scroll.

1.9 EX OFFICIO MEMBERS

The board may appoint such ex officio members of the board as it deems appropriate who shall serve at the discretion of the board for such term or terms as shall be established by the board. Ex officio members shall not be entitled to vote on any issue before the board

nor shall their presence be counted for the establishment of a quorum.

ARTICLE II MEETINGS

2.1 REGULAR MEETINGS

Regular meetings of the Board shall be held monthly in the location designated by the Authority. Notice of time and place of such meeting may from time to time be fixed by resolution or by the Chairman in the same manner as hereinafter specified for giving notice of special meetings. Notice of any change in the time, date or place of regular meeting shall be given as required by the Open and Public Meetings Act, O.C.G.A. Chapter 50-14.

2.2 SPECIAL MEETINGS

Special meetings may be held upon the call of any officer, or any two directors during regular business hours and at such place within the City of Cartersville as shall be specified in the notice of such meeting. Oral notice may be delivered personally or by telephone and shall be given at least twenty-four (24) hours prior to the meeting. Written notice may be sent by electronic media or personal delivery and shall be delivered twenty-four (24) hours prior to the meeting. Notice of all special meetings shall be given as required by the Open and Public Meetings Act, O.C.G.A. Chapter 50-14.

2.3 QUORUM

A majority of the directors shall constitute a quorum for the transaction of business. If there shall be less than a quorum at any meeting, the directors present may adjourn the meeting without further notice until a quorum shall be obtained.

2.4 ANNUAL MEETING

An annual meeting of the Authority shall be held once during the calendar year. Notice of the time and place of such meeting shall be established by the board.

2.5 OPEN MEETINGS

All meetings of the board are public meetings and are open to the public at all times, except as otherwise provided. The board may hold executive sessions not open to the public for

the purpose of dealings with land acquisition or sale, personnel matters, or legal matters

ARTICLE III OFFICERS

3.1 COMPOSITION

The board shall elect from among its directors, a Chairman, Vice Chairman, and Secretary..

3.2 ELECTION

The election of officers shall take place at the first regular board meeting of the calendar year or otherwise at the earliest convenience of the board.

3.3 TERM AND REMOVAL

All executive officers shall be elected by and serve at the discretion of the board. There is no limit to the number of terms an executive officer may serve within his/her term of office. Any executive officer may be removed from office by an affirmative vote of a majority of board members. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by another board member for the unexpired portion of the term. Resignations shall be submitted in writing to the Board Chair. Pursuant to written notice and an opportunity to be heard, a member may be removed from office for neglect of duty, including non attendance at meetings, misconduct, or any other cause by a majority vote.

3.4 POWERS

The powers and duties of the officers shall be as provided by resolution or the direction of the board. In the absence of such provisions, the officers shall have the powers and discharge their duties as customarily held and performed by like officers of authorities. The recording secretary, if not a board member, 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 a board member.

3.5 EXECUTIVE COMMITTEE

The executive committee shall be composed of the Chairman, Vice Chairman, and Secretary. The executive committee shall have the authority to act on behalf of the board between

board meetings, except as to matters that relate to policy, or matters which have previously been decided by the board. In performing its responsibilities, the executive committee shall not usurp the authority of the board. Three members of the executive committee shall constitute a quorum.

3.6 DUTIES AND RESPONSIBILITIES
The Chair shall be the chief executive officer of the Authority and shall have general and active management of the business of the Authority and shall see that all resolutions of the Authority are carried into effect. The Chair shall be an ex-officio member of all committees, unless otherwise provided by the board. The Chair shall call meetings of the board and shall act as chair of such meetings.

Vice-Chair In the event of the unavailability, disability, or death of the Chair or at the Chair's request or when specifically authorized by the Authority, the Vice-Chair shall have the powers and perform the duties of the Chair. The Vice-Chair shall also have such powers and perform such duties as are specifically imposed upon him/her by law and as may be assigned by the Authority or the Chair.

Secretary The Secretary shall attend all board meetings and record all votes and the minutes of all proceedings in books to be kept for that purpose. The Secretary shall give, or cause to be given, any notice required to be given of any meetings of the directors, and shall perform such other duties as may be prescribed by the Authority or Chair.

ARTICLE IV DEPOSITORIES

4.1 DEPOSITORIES

The City of Cartersville shall from time to time provide by resolution for the establishment of depositories for funds of the Authority.

4.2 EXECUTION OF NOTES, DRAFTS, AND CHECKS

All drafts, checks, etc. shall be issued by the City of Cartersville on behalf of the Authority. The City of Cartersville shall have charge of and be responsible for all funds, securities,

receipts and disbursements of the Authority and shall deposit, or cause to be deposited, in the name of the Authority, all monies or other valuable effects, in such banks, trust companies or other depositories as shall, from time to time, be selected by the Authority. The City of Cartersville shall render to the Chair and to the Directors, whenever requested, an account of the financial condition of the Authority; and in general, shall perform all the duties incident to the office of a Treasurer of a Corporation.

ARTICLE V EMPLOYMENT OF STAFF

5.1 EMPLOYMENT

The Authority may employ an Executive Director and such other employees as the Authority may deem to be necessary and appropriate. The City of Cartersville shall establish the terms and conditions of such employment, provide adequate compensation for such employees, establish duties and responsibilities for each position created, delegate to the Executive Director such authority as the Authority deems appropriate, and provide for the termination of employees. The Authority may, at its discretion, recommend changing the number of employees, the nature of the duties of employment, the delegation of authority to the Executive Director, or other such actions which further the interests of the Authority.

ARTICLE VI AMENDMENTS

6.1 AMENDMENTS

The Bylaws of the Authority shall be subject to amendment or repeal, and new Bylaws not inconsistent with any Laws of the State of Georgia creating this Authority may be made by the 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 at least fifteen (15) days prior to the meeting at which time 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.

ARTICLE VII ETHICS AND CONFLICTS

7.1 INTENT

It is essential to the proper administration and operation of the Authority that the members of its Board of Directors be, and give the appearance of being independent and impartial; that their office not be used for private gain; and that there be public confidence in the integrity of the Board of Directors. The Board of Directors finds that the public interest requires that they protect against such conflicts of interest by establishing appropriate ethical standards with respect to the conduct of the members of the Board of Directors in situations where a conflict may exist.

7.2 DISCLOSURE OF CONFLICT

A member of the Board of Directors who has an interest that he/she has reason to believe may be affected by his/her official acts or actions or by the official acts or actions of the Board of Directors shall disclose the precise nature of such interest by written or verbal statement 30 days prior to the Board of Directors taking official action on a matter affecting such interest and abstain from discussion and voting. Following any disclosure made pursuant to this section, the member shall refrain from all ex-parte communications with other members regarding the matter in which he/she has an interest.

7.3 DISQUALIFICATION

A member of the Board of Directors shall disqualify himself/herself from participating in any official act or action of the organization, which results in a pecuniary benefit to the member or a business activity in which he/she has an interest, when such benefit is not available to the public at large.

Revised on the 19th day of April, 2018