

BY-LAWS

CITY OF WASHINGTON DOWNTOWN DEVELOPMENT AUTHORITY WASHINGTON, GEORGIA

ARTICLE I: NAME AND PURPOSE

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

Section 2. Purpose. The purpose of the DDA is to stimulate and sustain economic development in downtown Washington 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. The DDA serves non-profit and public purposes and is an institution of purely public charity.

Section 3. Effective Uses. The DDA is most effectively used when its financing and project administration abilities are reserved for unusual endeavors which include: 1) complex, unique or special projects which the DDA can concentrate on to the exclusion of other things, 2) enterprises which are essentially entrepreneurial and beyond the range of functions of local government, and 3) public/private partnerships.

Section 4. Legal Authority. The DDA is enabled by and subject to Chapter 36, Title 41 of The Code of Georgia, and was created by resolution of the Washington City Council on October 5, 1981.

ARTICLE II: DIRECTORS AND SERVICE

Section 1. Management Powers, Number, Qualification, and Term. The property, affairs, and business of the DDA shall be managed by its directors consisting of seven persons, nominated by the Mayor and appointed by the 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 2. 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 3. Conditions of Service. No director shall receive compensation for services, but may be reimbursed for reasonable expenses incurred in the performance of director duties. Directors must sign an Oath of Office adopted by the DDA, and be bound by the City of Washington Code of Ethics as well as these Bylaws.

Section 4. Director Resignation. Any director may resign by giving notice in writing to the Chair of the DDA and the City Council. Such resignations take place as specified in the resignation and upon acceptance by the City Council.

Section 5. Vacancies. A seat on the DDA shall be considered vacant upon the expiration of a term, resignation, death, or removal of a member. At the end of any term of office, if a successor has not been appointed, the director whose term of office has expired shall continue to hold the office until his successor is appointed. Any person appointed to fill the

unexpired term of a director shall serve to the end of the unexpired term.

Section 6. Conflict of Interest. Directors shall not use their position to influence the DDA's decisions or discussions where they have a material financial interest; or where there is an organizational responsibility or personal relationship interest which may result in a real or apparent conflict of interest. Directors shall disclose investments, interest in real property or businesses, and sources of income or gifts that may present a conflict of interest. The DDA's determination of a conflict of interest regarding a director's financial, organizational or personal interest shall be final and not subject to review. House Bill 397 as signed by Governor Nathan Deal shall be guidance in any conflict of interest issues.

Section 7. Business with a Director. The DDA may purchase from, sell to, borrow from, loan to, contract with, or otherwise do business with a director or any organization or person with which a director has a substantial interest or involvement provided the director: 1) disclose the interest in advance to the DDA and have such recorded in the minutes, 2) not be present at that portion of a DDA meeting during discussion or decision on the matter and 3) not participate in any DDA decision relating to the matter. A "substantial interest or involvement" shall mean any interest or involvement which reasonably may be expected to result in a direct financial benefit to such director, as determined by the DDA, whose determination shall be final and not subject to review.

Section 8. Confidentiality. No DDA member shall disclose, either during or after tenure, any confidential information obtained because of having served on the DDA, without first having obtained the consent of the DDA.

ARTICLE III: 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. Meetings shall also be posted on the City of Washington website. All meetings shall be conducted in accordance with the Georgia Open Code 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 Chairman, Secretary, Treasurer, or any two directors at such time during regular business hours and at such place within the City of Washington, Georgia, as shall be specified in the notice of such meeting. Notice of special meetings shall be given to the public as required by Section 1 of the Georgia Open Meetings Act (O.C.G.A. §50-14-1). Notice to directors shall be delivered in a manner to provide at least 24 hours' notice of the special meeting. Electronic notice, such as e-mail and web publishing, shall be deemed an acceptable form of notice unless a director declines in writing to receive electronic notice. Any standing committee of the DDA, such as an Executive Committee, may be called by the Chair of the DDA or the Chair of the Committee, and this shall require 24 hours' notice to committee members, the public and the local legal organ. No action of any committee or its members shall be binding upon the Authority until such committee actions have been approved by the Authority.

Section 3. Executive Sessions. The Chair may call for a closed executive session of the DDA, and no notice is required. Voting on issues discussed in closed executive session must be made by reopening the meeting to the public, or made at a future public

meeting, or disclosed in the minutes following resolution of the issue.

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. Most the Directors shall constitute a quorum for the transaction of business. A majority is defined as most the legal appointments of directors in effect at the time in which the meeting is called. Unless otherwise specifically required by statute or these by-laws, the act of most such Directors present at a meeting at which a quorum is present shall be the act of the DDA, and if at any meeting of the DDA there shall be less than a quorum, most those present may adjourn the meeting without further notice, until a quorum shall have been obtained.

Section 6. Parliamentary Procedures. In the case of a dispute concerning parliamentary procedures governing the conduct of meetings of the DDA, 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 shall be maintained in accordance with House Bill 397.

Section 8. Telephonic participation. Upon a motion by the Chair which is duly seconded and approved by most Directors present, a director may participate in discussion and voting telephonically and shall be considered to have been present at the meeting. Such actions shall take place in accordance with House Bill 397.

Section 9. Nominations of Members. Before the expiration of the term of any director of the DDA, the DDA members may submit names of nominees to the mayor who will appoint new DDA members with the approval of the council. Such submission of nominees shall be in writing and shall be public records.

ARTICLE IV: OFFICERS

Section 1. Officers. Officers of the DDA shall be a Chair and a Vice-Chair who shall constitute an Executive Committee. No members shall hold more than one office at a time. The Executive Committee shall meet as needed and particularly in situations requiring timely or urgent actions from the DDA; The directors may elect or appoint a Recording Secretary, who may be, but need not be, a director. A Treasurer may be elected, or the DDA may choose, in agreement with the city administrator to allow the City of Washington Director of Economic Development to serve as Treasurer.

Section 2. Election and Tenure. All officers of the DDA shall be directors of and selected by the DDA at the Annual Meeting held in January each year. During the last meeting of the DDA each calendar year, nominations shall be made for officers for the upcoming year. Nominations from the floor may also be made at the Annual Meeting. Officers shall be elected by most directors. New officers shall assume office immediately upon election. Officers shall serve for one year and may be re-elected to the same office for no more than

two consecutive years. At least one year must expire before a member is re-elected to an office previously held. All elections shall be by secret ballot.

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 most 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 unexpired portion of the term. The resignation shall be submitted in writing to the Chairman.

ARTICLE V: OFFICER DUTIES

Section 1. Chair. The Chair shall be the principal officer of the DDA and shall preside at all meetings. The Chair 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 Chair shall be a member of all committees, except the nominating committee. The Chair, or its designee, shall be responsible to the City Council for reports and information on the DDA. The Chair shall have general oversight and supervision of the finances of the DDA in coordination with the Executive Director and the City Clerk.

Section 2. Vice-Chair. The Vice-Chair shall perform duties such as may be assigned by the Chair. In the absence of the Chair, or in the event of the disability, inability or refusal to act of the Chair, the Vice-Chair shall perform the duties of the Chair.

Section 3. 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 as well as the Seal of the Authority.

Section 4. 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 5. Assignment of Duties. The Chair 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.

ARTICLE VI: FINANCES AND FISCAL YEAR

Section 1. Time. The fiscal year of the DDA shall begin on the first day of January of each year and end on the last day of December of each year.

Section 2. Annual Meeting. An annual meeting of the DDA shall be held in January. Notice of the time and place of such meeting shall be given by the Chairman.

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 Washington 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 DDA shall from time to time provide by resolution or resolutions

for the establishment of depositories for funds of the Authority.

ARTICLE VII: BYLAWS, SEAL, TITLE CONVEYANCE

Section 1. Bylaw Amendments. The by-laws of the DDA shall be subject to alteration, amendment or repeal, and new by-laws not inconsistent with any laws of the State of Georgia creating this DDA may be made by affirmative vote of most 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 before 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 thereon.

Section 2. Seal. The Seal of the DDA shall consist of an impression bearing the name "Downtown Development Authority of Washington" around the perimeter and the word "SEAL" and the year of activation in the center thereof.

Section 3. Conveyance of Title. Upon the action of the DDA resolving to convey title or take title to real property, the signature of the Chair, or Vice Chair in place of the Chair, as well as the signature of a second officer shall be required.

The foregoing Bylaws were adopted by the Washington Downtown Development Authority this the day of _____.

By: _____
Chair of the Authority

Attest: _____
Secretary to the Authority