

# **BY-LAWS OF THE DOWNTOWN DEVELOPMENT AUTHORITY HOSCHTON, GA**

## **ARTICLE I - MEMBERS**

### **Section 1. Management Powers, Number Qualification, and Term**

Its directors consisting of seven (7) persons, appointed from time to time as provided by law shall manage the property, affairs, and business of the City of Hoschton Downtown Development Authority. Each director shall serve for the length of time provided by law.

### **Section 2. Powers**

The directors shall have such power and authority as is conferred upon them by the Downtown Development Authority Law (O.C.G.A. Title 36, Chapter 42), 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. Regular Meetings**

Regular meetings of the Authority shall be held on the 1st Thursday of every other month at 9am, unless cancelled by the Chairperson. Notice of the time and place of such meeting may from time to time be fixed by resolution of the Authority, or, if not, fixed by the Chairperson in the same manner as hereinafter specified for giving notice of special meetings.

### **Section 4. Special Meetings**

Special meetings may be held upon the call of the Chairperson, Secretary, Treasurer, or any two directors at such time and hours and at such place within the City of Hoschton, Georgia, as shall be specified in the notice of such meeting. Notice of special meetings may be either oral or written. Oral notice may be delivered personally or by telephone and shall be given at least twenty-four (24) hours before the time of the meeting. Written notice may be sent by e-mail, telegram, mail, or delivered personally. If delivered personally or by telegram, such notice shall be delivered twenty-four (24) hours before the time of the meeting. If written notice is sent by e-mail or mail, such mail shall be mailed or e-mailed two (2) days before the time of the meeting. Unless specified otherwise, any notice hereinafter called for in these by-laws shall be given as specified in this section. No notice of any meeting need be given a director who attends such meeting. Unless such director attending at the beginning of such meeting states any objection or objections to the place and time of the meeting, to the manner in which it has been called or convened, or to the transaction of business. No notice shall be required to be given to any director who at any time before or after the meeting waives notice of the meeting in writing.

### **Section 5. Quorum**

A majority of the directors, at a meeting duly assembled, shall constitute a quorum for the transaction of business. Unless otherwise specifically required by statute or these by-laws, the act of a majority of such directors present at a meeting at which a quorum is present shall be the act of the Authority, and if at any meeting or the authority there shall be less than a quorum, a majority of those present may adjourn the meeting without further notice, until a quorum is obtained.

### **Section 6. Parliamentary Procedures**

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In case of dispute concerning parliamentary procedures governing the conduct of the meetings of the Authority, Roberts Rules of Order (the most current edition) shall govern.

### **ARTICLE II - OFFICERS**

#### **Section 1. Number**

The directors shall "elect" from one of their number a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The Secretary and Treasurer may be but need not to be directors. The officers shall be elected for a term of one year and shall hold office until their successors are duly elected and qualified.

#### **Section 2. Execution of Documents**

All warranty deeds, security deeds, quit claim deeds, contracts, notes, or any other document requiring execution by the Authority shall be executed by the Chairman, or in his or her absence the Vice Chairman, and attested by the Secretary.

#### **Section 3. Chairman**

The Chairman of the Authority shall preside at all meetings of the Authority, and shall have general supervision over the affairs of the Authority and over the other officers; he shall execute all such documents authorized by the Authority and shall perform all such other duties as are incident to his office and such other duties as may be provided in these by-laws or may be prescribed from time to time by the Authority.

#### **Section 4. Vice Chairman**

The Vice Chairman may exercise the functions of the Chairman during the absence or disability of the Chairman. The Vice Chairman shall have such powers and discharge such duties as may be assigned to him from time to time by the Authority or by the Chair.

#### **Section 5. Secretary**

The Secretary shall issue notice of all caucuses or meetings, or cause the same to be issued, and shall attend and keep the minutes of the same; they shall have charge of all the Authority's books, records and papers; shall be custodian of the Authority's seal (if applicable); shall attest with their signature and impress with the Authority's seal (if applicable) all such documents as may be authorized by the Authority; and shall perform all such other duties as are incident to this office.

#### **Section 6. Treasurer**

The Treasurer shall have custody of all money and securities of the Authority. They shall keep regular books of account and shall submit them together with any vouchers, receipts, or other papers to the members of the Authority in meeting duly assembled for their examination and approval as often as they may require, and shall perform all such other duties as are incident to this office.

#### **Section 7. Associate Members**

The DDA may include in its meetings and activities persons known as Associate Members who shall be non-voting members.

#### **Section 8. Absence or Disability of Officers**

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In the case of the absence from the State of Georgia, or the inability of any officer of the Authority to act, and of any person herein authorized to act in his place, the Authority may from time to time delegate the powers or duties of such officer to any other officer or member of the Authority whom it may select.

### **Section 9. Vacancies**

Vacancies in any office arising from any cause may be filled by the members of the Authority at any meeting.

### **Section 10: Committees**

This Authority may have certain committees each of which will consist of one or more directors. Such committees will have and exercise some prescribed powers as authorized by the Authority. Such committees and directors of committees shall be appointed by the Chairman with majority consent of the Authority. It shall not be necessary for a person to be a member of the Authority to be eligible to be a member or director of such committees.

## **ARTICLE III - FISCAL YEAR**

### **Section 1. Time**

The fiscal year of the Authority shall begin on the first day of January of each year and end of the last day of December of each year.

### **Section 2. Annual Meetings**

The annual meeting of the Authority shall be held on the same date as the regular January meeting. Notice of the time and place of such meeting shall be given by the Chairperson.

### **Section 3. Annual Audit**

The Treasurer shall cause an annual audit of the books of the Authority to be made by the firm, which audits the books of the City of Hoschton, and present such audit to the directors of the Authority. 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).

## **ARTICLE IV - CORPORATE SEAL**

### **Section 1. Seal**

The Seal of the Authority shall consist of an impression bearing the name "The City of Hoschton Downtown Development Authority" 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, which shall also be deemed the seal of the Authority.

## **ARTICLE V - DEPOSITORIES**

### **Section 1. Depositories**

The Authority shall from time to time provide by resolutions for the establishment of depositories for funds of the Authority.

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## **Section 2. Execution of Notes, Drafts, and Checks**

All drafts, checks, etc, drawn against accounts of the Authority shall be signed by the Chairperson together with the Treasurer or Secretary.

## **ARTICLE VI - AMENDMENTS**

### **Section 1. Amendments**

The by-laws of the Authority shall be subject to alteration, amendment, or repeal, and new by-laws 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 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.

## **ARTICLE VII – INDEMNIFICATION AND ETHICS**

### **Section 1. Indemnification**

No member, director or officer of the Authority shall be personally liable for breach of duty or care when performing their duties as set forth in the by-laws, as contained in any resolution duly enacted by the Authority; or other statutory duties exercised by such member, director or officer in such respective position, notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of a member, director or officer for any appropriation in violation of assigned or implied duties; for any transaction from which the member, director or officer derived an improper personal benefit.

### **Section 2. Conflict of Interest**

A member shall not cast a vote on any issue before Authority, which involves the personal or individual interests of that member or an organization in which that member has an ownership interest or position of control or directly represents. Neither shall a member cast a vote on any matter which could provide direct financial benefit to that member. Whenever a potential conflict of interest situation arises in the conduct of business the following actions shall be taken:

1. The individual member shall divulge the existence and reason for the potential conflict.
2. The Authority shall decide by majority vote of the other members if such a conflict exists, or the member shall abstain from voting, or discussing the project, other than answering a direct question.
3. If it is decided that conflict exists, the affected member shall refrain from presenting, voting on, or discussing the project, other than answering a direct question.
4. Should the Authority determine that conflict of interest does not exist, the nature of the alleged conflict and the reason(s) for determining a conflict did not exist shall be entered into the minutes.

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**Section 3. Code of Conduct**

Each member of the Authority shall adhere to the following code of conduct:

Uphold the Constitution, laws, and regulations of the United States, the State of Georgia, and all governments therein and never be a party to evasion;

1. Never discriminate by the dispensing of special favors or privileges to anyone, whether or not for remuneration;
2. Never solicit, accept or agree to accept personal gifts, loans, gratuities, discounts, favors, hospitality, or service from any person, association, or corporation under circumstance from which it could reasonably be inferred that major purpose of donor is to influence the performance of the member's official duties;
3. 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.\*
4. Members representing the City on official business should conduct themselves in a dignified and professional manner.
5. Members should present a united voice once a vote has been taken regardless of the position held by individual members.

\* A person having indirect monetary interest in the subject matter is defined as: Any Member who holds at least 5% of the issued and outstanding stock, in the subject matter, alone or in combination with another stockholder who is a spouse, parent, child, or sibling of the Member.