

**BY-LAWS
OF
THE CITY OF AVONDALE ESTATES
DOWNTOWN DEVELOPMENT AUTHORITY**

ARTICLE I

MEMBERS

Section 1. *Management Powers, Number, Qualifications and Term.*

The property, affairs, and business of the Downtown Development Authority of the City of Avondale Estates shall be managed by its directors, who shall consist of seven (7) persons, appointed as provided by Section 4 of the Downtown Development Authority Law of 1981 (O.C.G.A. § 36-42-4). The qualifications of the directors shall be as provided by law. 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 of 1981 (O.C.G.A. § 36-42-1 *et seq.*), as the same now exists or may hereafter be amended, and such other power and authority given under Georgia law as the same may now or hereafter exist.

The directors shall have such power to also manage the local Main Street Program including the development of a work plan, supporting the 4-point approach to downtown development. The Main Street District will include Areas 1, 4 and 5 on the attached map, Exhibit A. The approved and established Downtown Development Authority boundaries (Sept. 24, 2012), Areas 1-5, Exhibit A, will remain under the jurisdiction of the DDA.

Section 3. *Regular Meetings.*

Regular meetings of the Authority shall be held on the second Tuesday of each month, unless cancelled or modified by the Chairman with consent of a majority of the directors. Meetings of the Authority shall be held in accordance with a regular schedule that may be fixed by resolution of the Authority, but nothing in this subsection shall preclude the Authority from canceling or postponing any regular meeting. Whenever a meeting is to be held at a time other than that regularly scheduled, the Authority shall give "due notice" of such meeting as required by Section 1 of the Georgia Open Meetings Act (O.C.G.A. § 50-14-1).

Section 4. *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 Avondale Estates, 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. § 5414-1). Notice to directors shall be delivered in a manner so as to provide at least 24 hours advance 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. 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 any director who attends such meeting unless such director attending at the beginning of such meeting states an objection 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 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 law 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. If at any meeting of the Authority there shall be less than a quorum, a majority of those present may adjourn the meeting without further notice, until a quorum shall have been obtained.

Section 6. *Parliamentary Procedures.*

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

Section 7. *Conflict of Interest.*

No director shall take any official action with regard to any matter in which the director knows or should know that he or she has a direct or indirect monetary interest unless such interest or involvement is disclosed in advance to the directors of the Authority and is recorded in the minutes of the Authority. A director having a "substantial interest or involvement" (defined as any interest or involvement which reasonably may be expected to result in a direct financial benefit to such director as determined by the Authority) may not be present at that portion of an Authority meeting during which discussion of the matter is conducted and no director having a substantial interest or involvement may participate in any decision of the Authority relating to such matter.

Section 8. *Recommendation of Members.*

Prior to the expiration of the term of any director of the Authority, the Chairman may appoint two persons who are not directors of the Authority, but who meet the qualifications to be directors under Section (a) of the Downtown Development Authority Law of 1981 (O.C.G.A. § 36-42-7(a)), to compile and submit to the Board of Mayor and Commissioners of the City of Avondale Estates names of potential directors for the Mayor and Board's consideration.

ARTICLE II

OFFICERS

Section 1. *Number of Officers.*

The directors shall elect one of their members as chairman and another as vice chairman and shall also elect a secretary and a treasurer or a secretary-treasurer, either of whom may but need not be a director. The City Clerk shall act as the Recording Secretary.

Section 2. *Election.*

The Authority shall hold a meeting every other year on the date of the first regular meeting in July for the purpose of electing new officers. Notice of the time and place of such meeting shall be given by the retiring Chairman.

Section 3. *Term and Removal.*

All officers serve at the discretion of the Authority and any officer may be removed from office, either with or without cause, at any time, by the affirmative vote of the majority of the directors. 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. Resignations shall be submitted in writing to the Chairman.

Section 4. *Powers.*

The powers and duties of the officers shall be as provided by resolution or other directive of the directors. In the absence of such provisions, respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of authorities similar in organization and purpose to this Authority.

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 on the last day of December of each year.

Section 2. *Annual Meetings,*

The annual meeting of the Authority shall be held on the date of the first regular meeting in March of each year. Notice of the time and place of such meeting shall be given by the Chairman.

Section 3. *Annual Audit.*

The Treasurer shall cause to be made an annual audit of the books of the Authority, which may be performed by the firm that audits the books of the City of Avondale Estates, and shall 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 "Downtown Development Authority of Avondale Estates" 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 resolution for the establishment of depositories for funds of the Authority.

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

All notes, drafts, checks, and other instruments drawn against accounts of the Authority shall be signed (1) by the Chairman together with the Secretary/Treasurer, or (2) by the City Manager or Chief Financial Officer of the City of Avondale Estates with prior approval of the Chairman or Secretary/Treasurer.

ARTICLE VI

AMENDMENTS

Section 1. *Amendments.*

The by-laws of the Authority may be altered, amended, or repealed, and new by-laws not inconsistent with any laws of the State of Georgia creating this Authority may be adopted by affirmative vote of a majority of the directors then holding office, at any regular or special meeting of the directors.

ARTICLE VII

COMMUNICATIONS

Section 1. *Communications.*

Information regarding the business of the Authority may be distributed to its directors and officers electronically via e-mail, Any director who elects not to receive information through e-mail shall be provided information through other methods, such courier delivery or postal service.