

STATE OF GEORGIA,
COUNTY OF SPALDING.

BYLAWS
OF
THE DOWNTOWN DEVELOPMENT AUTHORITY OF
THE CITY OF GRIFFIN, GEORGIA

ARTICLE ONE
DIRECTORS

1.01 The property, affairs and business of the Downtown Development Authority of the City of Griffin, Georgia shall be managed by its Directors consisting of seven persons appointed from time to time as provided by law. The qualifications of directors shall be as provided by law. Each director shall serve for the length of term for which appointed.

1.02 The directors shall have such powers, authority, and duties as is conferred upon them collectively as a board by the "Downtown Development Authorities Law", Ga. L. 1981, p. 1744, as from time to time amended, and such other power and authority as may exist under the Constitution and laws of the State of Georgia.

1.03 Directors shall conduct themselves in all matters, at all times, relating to conflicts of interest in strict accordance with O.C.G.A. Title 36, Chapter 62A.

ARTICLE TWO
MEETINGS

2.01 All regular meetings of the directors shall be held in the Commission Meeting Room, City Manager's Office, 231 East Solomon Street, Griffin, Georgia, or at such other place within or without the City of Griffin as may be designated for that purpose from time to time by the Board of Directors.

2.02 Regular meetings shall be held at 8:00 on the third Tuesday of each month. If this day falls on a legal holiday, the meeting shall be held at the same time on the next following business day thereafter. A listing of the regular meeting dates for each calendar year shall be posted at City Hall, with a copy furnished, upon request, to any member of the public and news media.

2.03 Specially called meetings may be held upon the call of the Chairman, or any two directors, at such time during regular business hours and at such place within the City of Griffin as may be specified in the notice of such meeting. Written notice stating the place, day and hour of a specially called meeting, and the purpose for the meeting and nature of business to be transacted, shall be posted not less than 24 hours before the meeting time at the City Hall, and a copy thereof transmitted either in person or by facsimile to each director. In addition, oral notice shall be given to The Griffin Daily News, being the legal organ of Spalding County, at least 24 hours before the scheduled meeting time. Only the business whose nature and subject is identified in the notice may be discussed, considered or acted upon in a specially-called meeting.

2.04 Emergency meetings may be called and conducted in accordance with the Georgia Open Meetings Law.

2.05 A majority of the directors shall constitute a quorum for the transaction of business. The act of a majority of those directors present at a meeting at which a quorum is in attendance shall be deemed the act of the Authority and binding thereon.

2.06 Except as otherwise required by law, Roberts Rules of Order shall govern all parliamentary procedures and the conduct of meetings. All meetings shall be noticed, conducted and minutes prepared and recorded in accordance with the Georgia Open Meetings Law.

ARTICLE THREE

OFFICERS

3.01 The officers of the Authority shall consist of a Chairman, Vice-Chairman, Secretary, and Treasurer. All officers shall be directors of the Authority, except the Secretary, who may be, but need not be, a director.

3.02 At its organizational meeting, the directors shall elect officers; thereafter, officers shall be elected by the board of directors at its regular January meetings in each odd-numbered year. The term of officers shall be two-years; provided, however, officers shall serve until their successors are duly elected. Any officer may succeed himself or herself to the office held.

3.03 A vacancy in office because of death, resignation, removal for cause, disqualification or otherwise, shall be filled by the board of City Commissioners for the remainder of that officer's term. Resignations shall be submitted to the Chairman and effective upon acceptance by the board of directors.

3.04 Duties and responsibilities of the various officers shall be provided from time to time by resolution of the board of directors. In the absence of such provisions, respective officers shall have the powers and shall discharge the duties normally and customarily attendant to such offices. The Secretary, if not a director, shall attend all meetings of the directors for the purpose of recording the minutes of proceedings, but shall not have any powers, rights and duties of a director.

ARTICLE FOUR

FISCAL YEAR

4.01 For accounting purposes only, the fiscal year of the Authority shall commence on July 1 and each on the following June 30th. The Treasurer shall cause an annual audit of the books and records of the Authority to be made by the same accounting firm that audits the City's financial records, and present such audit to the directors of the Authority and Board of City Commissioners. A copy of the audit shall be filed with the State Auditor, as required by law, to comply with the Local Government Financial Management Standards Act.

ARTICLE FIVE

CORPORATE SEAL

5.01 The corporate seal of the Authority shall consist of an impression bearing the name "Downtown Development Authority of the City of Griffin, Georgia" and the year "1997", designating the year of first activation of the Authority. In the center thereof shall be the word

“SEAL”.

ARTICLE SIX

EXECUTION AND DEPOSITORIES

6.01 All official writings, including contracts entered into as the act of the Authority, shall be executed by the Chairman or Vice-Chairman, attested by the Secretary, and have the seal of the Authority impressed thereon. All contracts, to be valid and enforceable, shall be in writing and a fully executed copy thereof spread upon the Minutes of the meeting wherein approved.

6.02 All checks, drafts, bonds and similar instruments drawn against the Authority shall be signed by the Chairman or Vice-Chairman and countersigned by the Treasurer. In the Treasurer's absence or disability, the Secretary shall perform the duties of the Treasurer, including countersigning of checks. All officers and employees of the Authority empowered to sign and negotiate financial instruments, hold funds or collect revenues of, for and on behalf of the Authority shall, on or before entering on the duties or their office or employment, post bond with good security for the faithful performance of their duties, including faithful accounting for all moneys and properties of the Authority coming into their hands. Such bond shall be returnable to the Chairman, Board of Commissioners of the City of Griffin, in such amount as designated from time to time by the Board of Commissioners, which amount shall not be less than \$5,000.00.

6.03 The Authority from time to time may provide by resolution or resolutions for the establishment of depositories for funds of the Authority, which shall be deemed “public funds”, and such depositories shall give security as provided in O.C.G.A. Section 45-8-12 to the Authority. Every officer or employee of the Authority holding or collecting funds of the Authority shall promptly deposit the same in the designated depository.

ARTICLE SEVEN

AMENDMENT OF BYLAWS

7.01 The power to make, amend, alter or repeal these bylaws is vested in the board of directors. Proposed amendments shall be submitted, in writing, to all directors at least 10 days before

the meeting at which such amendment is to be considered. If such proposed amendment is delivered by the U.S. Postal Service, it shall be deemed delivered when deposited in first-class mail in a properly addressed envelope with adequate postage thereon.