

**DEVELOPMENT AUTHORITY  
of the  
CITY OF SENOIA, GEORGIA  
BYLAWS**

**ARTICLE I: NAME**

The DEVELOPMENT AUTHORITY OF THE CITY OF SENOIA, GEORGIA, (Hereafter, the "Authority"), a public body corporation and politic, was created pursuant to general law, OCGA §36-62-1, et seq. (The Georgia Development Authorities Law) and activated by a Resolution of the Mayor and Council of the City of Senoia, as adopted at a regular meeting held on October 7, 2013. This Authority shall have perpetual existence except as otherwise provided in OCGA §36-62-14.

**ARTICLE II: PURPOSE**

The purpose of the City of Senoia Development Authority shall be to develop and promote for the public good and general welfare, trade, commerce, industry, and employment opportunities and to promote the general welfare within the City of Senoia.

**ARTICLE III: GOVERNING BOARD**

The Authority shall be governed by a Board composed of seven (7) members. The term of four (4) members shall serve for two (2) years, and the term of three (3) members shall be for four (4) years; thereafter, all members shall serve a term of four (4) years or until their successor is appointed and qualified. Any vacancy occurring in a term shall be filled for the remainder of the unexpired term by the Mayor and Council.

**ARTICLE IV: OFFICERS**

At the Organizational Meeting and at the first regular meeting in January of each year thereafter, the Authority shall elect one of its members as Chair, Vice-Chair, and Secretary-Treasurer. These officers shall be elected for a term ending December 31 of the year they were elected or until their successors are elected and qualified. A member may be reappointed immediately to a new term.

- a. Duties of the Chair: The Chair shall preside over all meetings of the governing board and ensure meetings are conducted in an orderly manner, in accordance with applicable law and rules of procedure. The Chair shall execute all contracts, bonds, warrants, checks, and other legal documents, as required. With board approval, the Chair may appoint committees for specific

purposes and shall generally serve as the board's representative in meetings with other government entities, commissions, and authorities.

- b. Duties of the Vice-Chair: The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. In the case of the resignation or death of the Chair, the Vice-Chair shall perform the duties of the Chair until the board elects a new Chair.
- c. Duties of the Secretary-Treasurer: It shall be the duty of the Secretary-Treasurer to prepare and maintain written minutes of all meetings of the Authority in accordance with the minimum standards of law. The Secretary-Treasurer may delegate the preparation of minutes to a recording secretary subject to their oversight and direction. It shall further be the duty of the Secretary-Treasurer to keep and maintain proper books of account for all funds and assets of the Authority and to timely make such reports, returns, or filings as required by law. The Secretary-Treasurer shall be the custodian of all public records of the Authority, shall manage said records in accordance with the Georgia Public Records Law, and shall oversee and direct compliance with requests for inspection and copying of the Authority's public records under the Georgia Open Records Law.
- d. Other officers. The board may occasionally appoint such assistant officers as it deems necessary to carry out the powers, duties, and functions of the officers enumerated herein.

## **ARTICLE V: MEETINGS**

The Board of Directors shall meet no less than four times a year. All meetings of the Authority shall be called, noticed, and conducted in accordance with the Georgia Open Meetings Law.

Called meetings, including any emergency meetings, shall be called and noticed as required by law. A schedule of regular meetings for the calendar year shall be posted on the Official Bulletin Board, City Hall, Senoia, Georgia, and distributed to all local news media outlets. Should the Authority establish a website, the regular meeting schedule shall be posted and continuously maintained thereon.

Four (4) members of the Authority shall constitute a quorum for the transaction of business at any meeting.

## **ARTICLE VI: VOTING & MINUTES**

All meetings shall be held and conducted in accordance with Rosenberg's Rules of Order, which, by reference, is incorporated herein. Matters coming before the board shall be included in the agenda. The affirmative vote of a majority of the full membership of the board shall be required to constitute action on any matter. It shall be presumed the action taken was approved by each member present unless the minutes reflect the member voted against the proposal or abstained from voting due to disclosed conflict or other legal cause. Upon the request of any member or at the Chair's initiative, a roll-call vote shall be taken; otherwise, a vote by audible "ayes" and "nays" or show of hands shall suffice. The Chairman shall announce the results of all votes.

Written minutes shall be promptly prepared for all meetings, including meetings of committees and any executive sessions allowed by law, and include all supplemental documents distributed during the meeting.

#### **ARTICLE VII: MEETING ATTENDANCE**

All members shall attend meetings of the Authority and be accountable to the public for the effective, legal, and ethical conduct of Authority operations.

Any director missing two (2) consecutive meetings or three (3) total meetings in the calendar year, without cause, shall be subject to removal from the Authority before the termination of their term by the City of Senoia Council members upon the recommendation of the Authority.

#### **ARTICLE VIII: FINANCIAL MATTERS**

The Authority's fiscal year shall begin on January 1 and run through December 31 of each year. All monies of the Authority shall be deposited in an FDIC-insured account at a bank with offices in Coweta County, Georgia. Deposits shall not exceed the FDIC-insured limit in any account unless additional security is given in the manner provided by law. The board may direct the investment of funds not required for immediate use in accordance with law; before funds are invested, the board shall adopt an investment policy.

All claims against the Authority shall be approved by the board prior to payment; the Secretary-Treasurer shall make a recommendation for payment, provided, however, that expenditures are based upon approved contracts or within the line-item budget for the purchase of materials, equipment, supplies, or services, the Secretary-Treasurer can process routine payments of less than \$5,000.00. All checks and drafts drawn on accounts of the Authority shall be signed by the Secretary-Treasurer and countersigned by either the Chair or Vice-Chair.

The Secretary-Treasurer shall cause books to be kept and monthly financial reports prepared, as well as annual financial reports at the conclusion of each fiscal year, in accordance with generally accepted governmental accounting standards. Copies of all financial reports shall be distributed to board members and available to the public upon request. When the Authority's assets exceed \$100,000, books and financial records of the Authority may be subject to an audit by a certified public accountant in accordance with generally accepted government auditing standards. When the Authority's assets exceed \$200,000, books and financial records of the Authority shall be subject to an annual audit by a certified public accountant in accordance with generally accepted government auditing standards. The Secretary-Treasurer shall cause the audit to be prepared in a timely manner.

#### **ARTICLE IX: SEAL & EXECUTION OF CONTRACTS**

The Authority shall have an impression seal which shall be an embossed circle, approximately 1.5 inches in diameter, with the name of the Authority and the year 2013 encircling the word "SEAL" in the center. The Secretary-Treasurer shall maintain possession of the seal.

Contracts and other formal legal documents evidencing the agreement or act of the Authority shall be signed by the Chair or, in their absence, the Vice-Chair; should both be absent or disabled, the board, by resolution, shall designate another member as a signatory. The signature shall be attested by the Secretary-Treasurer, or an assistant Secretary-Treasurer, with the seal affixed. When executed in this manner, it shall be presumed that the contract or legal document was validly authorized, executed, and binding on the Authority.

#### **ARTICLE X: PUBLIC RECORDS**

All records of the Authority shall be deemed public records, except those records expressly classified as confidential or restricted by law or in the manner set forth in the Georgia Public Records Law. All public records of the Authority, unless exempted from inspection and copying as provided in the Georgia Open Records Law, shall be made available in accordance with the City of Senoia's open records policy.

#### **ARTICLE XI. POWERS AND DUTIES**

The powers and duties of the Authority shall be those granted by the General Assembly of the State of Georgia by Georgia Laws 1969, page 137, et. seq., as they now exist or may be amended in the future, not inconsistent with these bylaws.

## **ARTICLE XII: INSURANCE & INDEMNIFICATION**

The Authority shall be insured against fire and other casualty loss. It shall provide a general comprehensive liability insurance policy in limits sufficient to satisfy reasonably anticipated claims or demands based upon the nature of its operations, including, without limitation, aeronautical operations and members' errors and omissions. Such coverage shall be provided through an agreement with the City of Senoia, through one or more companies licensed to sell insurance in the State of Georgia, or through participation in an interlocal risk management agency.

The Authority board members shall be covered by Directors and Officers Insurance, which may be provided by the City of Senoia.

## **ARTICLE XIII: CODE OF ETHICS - OCGA §45-10-3**

Members of the Authority shall at all times:

- a. Uphold the Constitution, laws, and regulations of the United States, the State of Georgia, and all governments therein and never be a party to their evasion;
- b. Never discriminate by the dispensing of special favors or privileges to anyone, whether or not for remuneration;
- c. Not engage in any business with the government, either directly or indirectly, which is inconsistent with the conscientious performance of his governmental duties;
- d. Never use any information coming to him confidentially in the performance of governmental duties as a means for making a private profit;
- e. Expose corruption wherever discovered;
- f. Never solicit, accept, or agree to accept gifts, loans, gratuities, discounts, favors, hospitality, or services from any person, association, or corporation under circumstances from which it could reasonably be inferred that a major purpose of the donor is to influence the performance of the member's official duties;

- g. Never accept any economic opportunity under circumstances where he knows or should know that there is a substantial possibility that the opportunity is being afforded him with intent to influence his conduct in the performance of his official duties;
- h. Never engage in other conduct which is unbecoming to a member or which constitutes a breach of public trust; and
- i. Never take any official action concerning 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 the outcome of such official action.

Should any member be formally accused of violating this Code of Ethics, they shall be given written notice of the factual basis alleged at least ten (10) days before a hearing at which such member may be heard and present evidence in their defense. Said hearing may be conducted by a hearing officer appointed by the board. If found to have violated this Code of Ethics, the board shall promptly give written notice to the board of commissioners of the entity by whom such member was appointed, will request such member be removed from office, and the vacancy filled in the manner provided by law.

#### **ARTICLE XIV: AMENDMENTS**

These Bylaws may only be amended by majority approval of the board at a regular meeting held at least ten (10) days after a written copy of the Bylaw amendment proposal has been distributed to board members.

#### **ARTICLE XV. DISSOLUTION OF THE ORGANIZATION**

Upon the Authority's dissolution, assets shall be distributed to the City of Senoia or another Coweta County economic development entity.