

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

BYLAWS

ARTICLE I: NAME

The DEVELOPMENT AUTHORITY OF THE CITY OF SENOIA, GEORGIA (hereafter, the "Authority"), was created pursuant to general law, O.C.G.A. §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 October 7, 2013. Except as otherwise provided in O.C.G.A. §36-62-14, this Authority shall have perpetual existence.

ARTICLE II: PURPOSE

The purpose of the Authority is to promote trade, commerce, industry, and employment opportunities within the City of Senoia, Georgia, by acquiring, constructing, equipping, maintaining, and improving Projects as defined in O.C.G.A. §36-62-2, and Undertakings as defined by O.C.G.A. §36-82-61, including any related land, buildings and the usual and convenient facilities appertaining to such project or undertaking, and extensions and improvements of such facilities, acquiring the necessary property therefor, both real and personal, and to lease or sell any or all such facilities including real property, and to do any and all things deemed necessary, convenient, or desirable by the Authority's governing board for and incident to the efficient and proper development of such undertakings. The express powers of the Authority are set forth in detail at O.C.G.A. §36-62-6.

ARTICLE III: GOVERNING BOARD

The Authority shall be governed by a Board composed of seven (7) members, as set forth in the activating Resolution. The term of four members shall serve for 2 years and the term of three members shall be for 4 years; thereafter, all members shall serve a term of 4 years or until his or her 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. It shall be the duty of all members to conscientiously attend meetings of the Authority's governing board and to be accountable to the public for the effective, legal, and ethical conduct of Authority operations.

Before assuming the duties of the office, all members shall appear before a Notary Public and, after being sworn, subscribe to the following written oath of office: "I, _____, do solemnly swear (or affirm) that I will well and truly demean myself to the faithful discharge and performance of the office of Member of the

Development Authority of the City of Senoia, Georgia, to which I have been duly appointed, in accordance with the Constitution and laws of the State of Georgia. I further swear that I am qualified to hold said office and do not hold any office of public trust under the government of the United States, the State of Georgia, or any foreign state which by the laws of Georgia I am prohibited from holding in conflict herewith. I further swear I am not the holder of any unaccounted for public monies due the State of Georgia or any political subdivision thereof. I will abide by the Code of Ethics, as set forth in O.C.G.A. §45-10-3, and will support and defend the Constitution and laws of the United States and the State of Georgia.

So help me, God.”

The original executed oath shall be filed in the minutes of the Mayor and Council, with a copy thereof retained in the Authority’s minutes.

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 Chairman, Vice-Chairman, and Secretary-Treasurer (one person, who does not have to be a Director, to perform both offices). These officers shall be elected for a term ending December 31 of the year in which they were elected, or until their successors are elected and qualified. A member may succeed himself or herself in an office.

- a. *Duties of the Chairman:* The Chairman 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 Chairman shall also execute all contracts, bonds, warrants, checks and other legal documents, as required. With board approval, the Chairman 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-Chairman:* The Vice-Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman. In the case of resignation or death of the Chairman, the Vice-Chairman shall perform the duties of the Chairman until the board elects a new Chairman.
- 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 his or her 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 cause such reports, returns, or filings to be timely made 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, from time to time, appoint such assistant officers as it deems necessary to carry out the powers, duties and functions of the officers enumerated herein.

ARTICLE V: EXECUTIVE DIRECTOR

Reserved

ARTICLE VI: MEETINGS

All meetings of the Authority shall be called, noticed and conducted in accordance with the Georgia Open Meetings Law. Regular monthly meetings of the Authority shall be held at 5 o'clock P.M., EST, on the ~~second~~^{fourth} Monday of each month, at 1505 Howard Road, Senoia, Georgia. 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 VII: 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 considered in the form of a written resolution submitted to the members prior to action thereon. 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 Chairman'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.

The normal order of business at each regular meeting shall be as follows:

1. Call to order and roll call of members;
2. Approval of minutes of the previous meeting;
3. Reports of Officers & Executive Director;
4. Reports of Committees; .
5. Action Items:
 - a. Unfinished business
 - b. New business
6. Adjournment

Written minutes shall be promptly prepared for all meetings, including meetings of committees and any executive sessions allowed by law. Minutes shall, at a minimum, contain the names of all members present at the meeting, a description of each motion or other proposal made, the identity of the members making and seconding the motion or other proposal, and a record of all votes by recording the name of each member voting for or against the proposal. Contracts, leases, and other legal documents reviewed or approved by the board shall be appended to the Minutes of the meeting at which considered.

ARTICLE VIII: FINANCIAL MATTERS

The fiscal year of the Authority shall begin on July 1 and close on June 30 of each year. All moneys of the Authority shall be deposited in a FDIC-insured account at a bank with offices located within 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, where expenditures are based upon approved contracts or within the line item budget for 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 Chairman or Vice-Chairman.

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 members of the board and available to the public upon request. 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 such audit to be timely prepared.

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 executed in the following manner: The contract shall be signed by the Chairman, or in his or her absence, the Vice-Chairman; should both be absent or disabled, the board, by resolution, shall designate another member as 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 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, upon proper request to the Authority's Open Records Clerk, in accordance with said law. If no Open Records Clerk has been designated in writing, by the Authority board, the Secretary-Treasurer shall serve in this capacity; if the Secretary-Treasurer is absent or disabled, the Assistant Secretary-Treasurer, if one has been appointed, shall perform the duties of Open Records Clerk.

All records of the Authority shall be maintained in accordance with law or record retention schedules for the particular type or class of record, approved by the Authority board in a records management plan. Such requirement shall be satisfied by retaining an electronic record, regardless of the format in which the record is originally created or maintained, provided the electronic record accurately reflects the information set forth in the record after it was first generated in its final form and remains accessible for the retention period required by law or adopted retention schedule. Records shall be stored and maintained in secure facilities, adequately protected against loss or damage, including fire, flood, wind or other natural catastrophe. Where a record is classified as confidential or restricted, access to such record shall be limited and/or a heightened level of security imposed to prevent unauthorized access.

ARTICLE XI: INSURANCE & INDEMNIFICATION

The Authority shall insure its property against fire and other casualty loss, and shall provide a policy of general comprehensive liability insurance, 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 one or more companies licensed to sell insurance in the State of Georgia, or through participation in an interlocal risk management agency.

In addition thereto, the Authority will undertake to indemnify and defend its members, officers and employees in any civil, criminal, or quasi-criminal actions brought or maintained against the member(s), officer(s), and/or employee(s) arising out of the performance of their duties or in any way connected therewith, whether based upon negligence, violation of contract rights, or violation of civil, constitutional, common law, or statutory rights; provided, however, the Authority shall not provide a defense to any person charged with a criminal offense involving theft, embezzlement, or other like crime with respect to the property or money of the Authority. This agreement to indemnify shall include the payment of reasonable attorney's fees, litigation costs, filing fees, witness fees, and other like costs, charges and fees incurred in defense of any claim. Where insurance is available to cover the defense of claims or actions, defense provided under the policy of insurance shall be primary and this agreement to indemnify shall be secondary.

ARTICLE XII: CODE OF ETHICS – O.C.G.A. §45-10-3

Members of the Authority shall at all times:

- (1) 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;
- (2) Never discriminate by the dispensing of special favors or privileges to anyone, whether or not for remuneration;
- (3) Not engage in any business with the government, either directly or indirectly, which is inconsistent with the conscientious performance of his governmental duties;
- (4) Never use any information coming to him confidentially in the performance of governmental duties as a means for making private profit;
- (5) Expose corruption wherever discovered;

(6) 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;

(7) 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;

(8) Never engage in other conduct which is unbecoming to a member or which constitutes a breach of public trust; and

(9) 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.

Should any member be formally accused of violating this Code of Ethics, he or she shall be given written notice of the factual basis alleged, at least ten (10) days prior to a hearing at which such member may be heard and present evidence in his or her 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, with request such member be removed from office and the vacancy filled in the manner provided by law.

ARTICLE XIII: 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.

Adopted by a vote of ___ "Aye" to ___ "Nay", this ___ day of _____,
2014.

Chairman

Attest: _____
Secretary-Treasurer

(Seal)

A RESOLUTION TO DECLARE THE NEED FOR THE ACTIVATION OF A DEVELOPMENT AUTHORITY TO FUNCTION IN THE CITY OF SENOIA, GEORGIA, PURSUANT TO THE PROVISIONS OF THE DEVELOPMENT AUTHORITIES LAW; TO APPOINT A BOARD OF DIRECTORS FOR SUCH DEVELOPMENT AUTHORITY; TO AUTHORIZE SUCH DEVELOPMENT AUTHORITY TO EXERCISE THE POWERS CONTAINED IN THE DEVELOPMENT AUTHORITIES LAW; TO PROVIDE FOR NOTICE TO THE SECRETARY OF STATE OF THE STATE OF GEORGIA OF THE ADOPTION OF THIS RESOLUTION; TO REPEAL CONFLICTING RESOLUTIONS; TO PROVIDE FOR AN EFFECTIVE DATE AND FOR OTHER PURPOSES.

WHEREAS, the Mayor and Council of the City of Senoia (the "Council") is the governing body of the City of Senoia, Georgia (the "City"), a municipal corporation created and existing under the laws of the State of Georgia, and is charged with the duty of managing the affairs of the City; and

WHEREAS, it has been determined by the Council that there now exists a need to develop and promote for the public good and general welfare trade, commerce, industry, and employment opportunities in the City; and

WHEREAS, Article IX, Section VI, Paragraph III of the Constitution of the State of Georgia, which permits the General Assembly of the State of Georgia to create development authorities for certain purposes, and an act of the General Assembly of the State of Georgia entitled the "Development Authorities Law," as amended, and codified as Chapter 62 of Title 36 of the Official Code of Georgia Annotated (the "Development Authorities Law"), which was enacted by the General Assembly of the State of Georgia pursuant to authority granted in such constitutional provision, creates in each county and each municipal corporation in the State of Georgia a development authority and authorizes each such county and municipal corporation to activate a development authority within each such county and municipal corporation; and

WHEREAS, the Council has determined that it is desirable and necessary that said Development Authority of the City of Senoia, Georgia be activated immediately in order to fulfill the needs expressed herein;

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Senoia, Georgia, and it is hereby resolved by the authority of the same, that there be and there is hereby determined and declared to be an existing and future need for a development authority (as more fully described and defined in the Development Authorities Law) to function in the City for the purpose of developing and promoting for the public good and general welfare trade, commerce, industry, and employment opportunities in the City, thereby promoting the general welfare of its citizens.

BE IT FURTHER RESOLVED by the aforesaid authority that there be and there is hereby activated in the City the public body corporate and politic known as the "Development Authority of the City of Senoia, Georgia," which was created upon the adoption and approval of the Development Authorities Law.

BE IT FURTHER RESOLVED that the aforesaid authority that there be seven persons hereafter elected as members of the initial Board of Directors of the Development Authority of the City of Senoia, Georgia, each of whom is a taxpayer residing in the City and no more than one of whom is a member of the Council, for the term indicated:

Tammy Adams	2 years
Matthew Bennett	2 years
Doug Kobenslag	2 years
Harry Ramos	2 years
Jim Schuyler	4 years
Robert Belisle	4 years
William Wood	4 years

BE IT FURTHER RESOLVED, by the aforesaid authority, that commencing with the date of adoption of this resolution by the Council, each person when elected as a director above shall serve in such capacity for the number of years set forth opposite his respective name above, and if at the end of any term of office of any director, a successor thereto shall not have been elected, then the director whose term of office shall have expired shall continue to hold office until his successor shall be so elected.

BE IT FURTHER RESOLVED, by the aforesaid authority that the Board of Directors to be hereafter elected shall organize itself, carry out its duties and responsibilities, and exercise its powers and prerogatives in accordance with the terms and provisions of the Development Authorities Law as it now exists and as it might hereafter be amended or modified.

BE IT FURTHER RESOLVED, by the aforesaid authority that the City Clerk of the City shall furnish immediately to the Secretary of State of Georgia a certified copy of this resolution in compliance with the mandate set forth in the Development Authorities Law.

BE IT FURTHER RESOLVED by the aforesaid authority that the action taken by the Council herein, including the activation of the Development Authority of the City of Senoia, Georgia under the Development Authorities Law, is not intended to, and shall in no way or to any extent, impair or otherwise affect the existence, purpose, organization, powers, or function of any other industrial development or other authority heretofore created by constitutional amendment or Act of the General Assembly, including without limitation, the Downtown Development Authority of the City of Senoia, created pursuant to the Downtown Development Authorities Law, codified as Chapter 42 of Title 36 of the Official Code of Georgia Annotated.

BE IT FURTHER RESOLVED, by the aforesaid authority that any and all resolutions in conflict with this resolution be and the same are hereby repealed.

BE IT FURTHER RESOLVED by the aforesaid authority that this resolution shall be effective immediately upon its adoption by the Council, and from and after such adoption and approval the Development Authority of the City of Senoia, Georgia shall be deemed to be fully created and activated.

PASSED, ADOPTED, SIGNED, APPROVED, AND EFFECTIVE this 7th day of October 2013.



(SEAL)

CITY OF SENOIA, GEORGIA

By: *Robert K. Belisle*
Robert Belisle, Mayor

Attest:

Debra Volk
Debra Volk, City Clerk