

BYLAWS
OF THE
WINDER DOWNTOWN DEVELOPMENT AUTHORITY

ARTICLE I
NAME AND PURPOSE

Section 1. Name. The name of this body shall be the Winder Downtown Development Authority (the "DDA").

Section 2. Purpose. The purpose of the DDA is to stimulate and sustain economic development in downtown Winder by encouraging cooperation and building leadership; by advancing a positive image of downtown and promoting it as an exciting place to live, shop, and invest; by sustaining and improving the appearance of downtown; and by strengthening and expanding the economic base of downtown. The DDA serves non-profit and public purposes and is an institution of purely public charity.

Section 3. Effective uses. The DDA is most effectively used when its financing and project administration abilities are reserved for unusual endeavors which include: 1) complex, unique or special projects which the DDA can concentrate on to the exclusion of other things, 2) enterprises which are essentially entrepreneurial and beyond the range of functions of local government, and 3) public/private partnerships.

Section 4. Legal authority. The DDA is enabled by and subject to Chapter 36, Title 41 of The Code of Georgia, and was created by resolution of the Winder City Council on November 5, 1985.

ARTICLE II
DIRECTORS AND SERVICE

Section 1. Management Powers, Number, Qualification and Term. The property, affairs and business of the DDA shall be managed by its directors consisting of seven persons, appointed by city council from time to time as provided by law (O.C.G.A. 36-41-1). The qualifications of the directors shall be as provided by law. Directors shall be appointed for a four-year term or to fulfill an unexpired term and terms shall coincide with established terms for Seats 1-7.

Section 2. Powers. The directors shall have such power and authority as is conferred upon them by the Downtown Development Authority Law of 1981, 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. Conditions of Service. No director shall receive compensation for services, but may be reimbursed for reasonable expenses incurred in the performance of director duties. Directors must sign an Oath of Office adopted by the DDA, and be bound by the City of Winder Code of Ethics as well as these Bylaws.

Section 4. Director Resignation. Any director may resign by giving notice in writing to the Chair of the DDA and the City Council. Such resignations take place as specified in the resignation and upon acceptance by the City Council.

Section 5. Director Removal. A director who is absent from three consecutive regular meetings without proper cause shall be subject to removal. A director who conducts themselves in such a

fashion as to jeopardize the good public standing of the DDA is also subject to censure, as well as removal. The director may be removed by a majority vote of the DDA, and this action is subject to approval by the City Council.

Section 6. Vacancies. A seat on the DDA shall be considered vacant upon the expiration of a term, resignation, death, or removal of a member. At the end of any term of office, if a successor has not been appointed, the director whose term of office has expired shall continue to hold the office until his successor is appointed. Any person appointed to fill the unexpired term of a director shall serve to the end of the unexpired term.

Section 7. Conflict of Interest. Directors shall not use their position to influence the DDA's decisions or discussions where they have a material financial interest; or where there is an organizational responsibility or personal relationship interest which may result in a real or apparent conflict of interest. Directors shall disclose investments, interest in real property or businesses, and sources of income or gifts that may present a conflict of interest. The DDA's determination of conflict of interest regarding a director's financial, organizational or personal interest shall be final and not subject to review.

Section 8. Business with a Director. The DDA may purchase from, sell to, borrow from, loan to, contract with, or otherwise do business with a director or any organization or person with which a director has a substantial interest or involvement provided the director: 1) disclose the interest in advance to the DDA and have such recorded in the minutes, 2) not be present at that portion of a DDA meeting during discussion or decision on the matter and 3) not participate in any DDA decision relating to the matter. A "substantial interest or involvement" shall mean any interest or involvement which reasonably may be expected to result in a direct financial benefit to such director, as determined by the DDA, whose determination shall be final and not subject to review.

Section 9. Confidentiality. No DDA member shall disclose, either during or after tenure, any confidential information obtained as a result of having served on the DDA, without first having obtained the consent of the DDA.

ARTICLE III MEETINGS

Section 1. Regular Meetings. Regular Meetings of the DDA shall be held on the third Tuesday every other month at 2:00 p.m. Notice of this meeting, as well as other public meetings of the DDA, shall be posted in a conspicuous public place at the regular meeting place. All meetings shall be conducted in accordance with the Georgia Open Code Meetings Act (O.C.G.A. Section 50-14-1 et. seq.)

Section 2. 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 Winder, Georgia, as shall be specified in the notice of such meeting. In the case of a Special Meeting of the DDA, the directors, the public, and the local legal organ shall be given 24 hours notice of this meeting. Any standing committee of the DDA, such as an Executive Committee, may be called by the Chair of the DDA or the Chair of the Committee, and this shall require 24 hours notice to committee members, the public and the local legal organ. No action of any committee or its members shall be binding upon the Authority until such committee actions have been approved by the Authority.

Section 3. Closed Meetings. The Chair may call for a closed executive session of the DDA, and no notice is required. Voting on issues discussed in closed executive session must be made by reopening the meeting to the public, or made at a future public meeting, or disclosed in the minutes following resolution of the issue.

Section 4. Annual Meeting. At the first meeting of each calendar year, the DDA shall conduct an annual meeting to establish officers and make financial and operational reports and recommendations necessary for the conduct of the DDA's annual affairs.

Section 5. Quorum. A majority of the directors, at a meeting duly assembled, shall constitute a quorum for the transaction of business. A majority is defined as a majority of the legal appointments of directors in effect at the time in which the meeting is called. Any unappointed, vacant or expired seats shall not count towards a majority. Unless otherwise specifically required by statute or these bylaws, the act of a majority of such directors present at a meeting at which a quorum is present shall be the act of the DDA, and if at any meeting of the DDA 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 DDA, Roberts Rules of Order shall govern.

Section 7. Minutes. Minutes of a regular, special or standing committee meeting must be recorded. Minutes must be made available to the public after they have been approved by the DDA, but no later than immediately following the next regular meeting. Minutes must include the names of the members present at the meeting, a description of each motion or other proposal made and a record of all votes. For a closed executive session, minutes are not required unless land acquisition is discussed, but the reason for closing the open meeting must be reflected in the open meeting minutes.

Section 8. Telephonic participation. Upon a motion by the Chair which is duly seconded and approved by a majority of Directors present, a director may participate in discussion and voting telephonically, and shall be considered to have been present at the meeting.

Section 9. Nominations of Members. Prior to the expiration of the term of any director of the DDA, the DDA members and the city council may submit names of nominees to the mayor who will appoint new DDA members with the approval of the council.

ARTICLE IV OFFICERS

Section 1. Officers. Officers of the DDA shall be a Chair and a Vice Chair who shall constitute an Executive Committee. No members shall hold more than one office at a time. The Executive Committee shall meet as needed and particularly in situations requiring timely or urgent actions from the DDA. The directors may elect or appoint a Recording Secretary, who may be, but need not be, a director. A Treasurer may be elected, or the DDA may choose, in agreement with the city administrator and city council, to allow the city clerk to serve as Secretary-Treasurer.

Section 2. Election and Tenure. All officers of the DDA shall be directors of and selected by the DDA at the Annual Meeting held in January each year. During the last meeting of the DDA each calendar year, nominations shall be made for officers for the upcoming year. Nominations from the floor may also be made at the Annual Meeting. Officers shall be elected by a majority of directors. New officers shall assume office immediately upon election. Officers shall serve for

one year and may be re-elected to the same office for no more than two consecutive years. At least one year must expire before a member is re-elected to an office previously held.

Section 3. Term and Removal. All officers shall be elected by and serve at the discretion of the directors 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 of the authority then in office. 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. Resignation shall be submitted in writing to the Chairman.

ARTICLE V OFFICER DUTIES

Section 1. Chair. The Chair shall be the principal officer of the DDA and shall preside at all meetings. The Chair shall have the authority to sign and execute on behalf of the DDA all documents, notes, contracts and obligations authorized by the DDA. The Chair shall appoint committees and committee chairs as may be necessary. The Chair shall be a member of all committees, except the nominating committee. The Chair, or its designee, shall be responsible to the City Council for reports and information on the DDA. The Chair shall have general oversight and supervision of the finances of the DDA in coordination with the executive director and the city clerk.

Section 2. Vice-Chair. The Vice-Chair shall perform duties such as may be assigned by the Chair. In the absence of the Chair, or in the event of the disability, inability or refusal to act of the Chair, the Vice-Chair shall perform the duties of the Chair.

Section 3. Secretary. The Secretary shall provide for the keeping and reporting of the minutes of meetings of the DDA. The Secretary shall give appropriate notices in accordance with the bylaws and as required by law. The Secretary shall act as custodian of Authority records as well as the Seal of the Authority.

Section 4. Treasurer. The Treasurer shall have the responsibility of keeping financial records and accounts. The Treasurer shall review the DDA's Annual Audit and Annual Budget. The Treasurer shall make reports to the DDA as to its financial condition.

Section 5. Assignment of Duties. The Chair of the DDA may assign other duties to any officer from time to time. Officer duties may be designated to executive or administrative personnel by the DDA as is practical to conduct the daily affairs of the DDA. The DDA may hire, contract or otherwise engage professional, legal and other assistance as needed.

ARTICLE VI EXECUTIVE DIRECTOR

Section 1. Duties. The Executive Director shall be the primary administrative and executive officer for the DDA. The Executive Director is a non-voting member of the DDA as well as all other committees. The Executive Director shall serve as advisor to the Chair and assist the DDA with issues, policies, reports, information, committees, and actions as needed according to the policies and regulations of the DDA. The Executive Director shall be responsible for hiring, discharging, directing and supervising employees and agents of the DDA. The Executive Director, with the Chair, the City Manager, and the Treasurer, shall prepare an Annual Budget for approval by the DDA. The Executive Director, with the Chair and the City Administrator, shall draft an Annual DDA Work Plan for review and approval by the DDA.

Section 2. Employment. The Executive Director shall be hired by the DDA and the City Manager. The performance and compensation of the Executive Director shall be reviewed annually by the Executive Committee with the City Administrator. The Executive Director may only be terminated by a majority vote of the DDA and the concurrence of the City Administrator.

Section 3. Spending Authority. The Executive Director shall have authority for expenditures of up to \$1,000 within amounts authorized in the Annual Budget. Disbursements made by check over \$1,000 must be authorized with by both the Executive Director and a member of the Executive Committee.

ARTICLE VII FISCAL YEAR

Section 1. Time. The fiscal year of the DDA 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 Meeting. An annual meeting of the DDA shall be held on the third Tuesday of January each year at 2:00 p.m. Notice of the time and place of such meeting shall be given as provided by law.

Section 3. Annual Audit. The Treasurer shall cause an annual audit of the books of the DDA to be made by the firm which audits the books of the City of Winder and present such audit to the directors of the DDA. 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 VIII BYLAWS, SEAL, TITLE CONVEYANCE

Section 1. Bylaw Amendments. The bylaws of the DDA shall be subject to alteration, amendment or repeal, and new bylaws not inconsistent with any laws of the State of Georgia creating this DDA may be made by 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 prior to 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.

Section 2. Seal. The Seal of the DDA shall consist of an impression bearing the name "The Winder Downtown Development Authority" around the perimeter and the word "SEAL" in the center thereof.

Section 3. Conveyance of Title. Upon the action of the DDA resolving to convey title or take title to real property, the signature of the Chair, or Vice Chair in place of the Chair, as well as the signature of a second officer shall be required.

ARTICLE IX ASSOCIATE MEMBERS

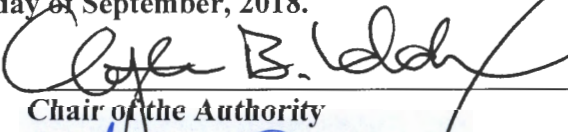
Section 1. Associate Members. The DDA may include in its meetings and activities persons known as Associate members who shall be non-voting members representing governments, agencies or institutions in Winder. Associate Members may participate in DDA discussions and

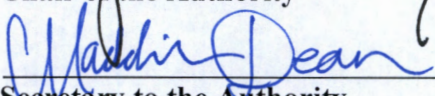
activities, provide reports from their respective agencies and serve on DDA committees, subject to approval by the Chair. The DDA may create or disband associate memberships as deemed necessary.

Section 2. Associate Membership. Associate members may include, but are not limited to, representatives from the City of Winder; Winder Downtown Business Association; Barrow County Chamber of Commerce; Winder Housing Authority.

Section 3. Obligations. Associate members are afforded regular participation in the DDA's public meetings and discussions, and may thereby contribute information and exercise influence in these discussions. As such, Associate Members shall agree to be bound as are Directors by the rules as they apply regarding Conflicts of Interest and Confidentiality as recorded in these Bylaws.

The foregoing Bylaws were adopted by the Winder Downtown Development Authority this 18th day of September, 2018.

By: 
Chair of the Authority

Attest: 
Secretary to the Authority

