

BY-LAWS

**CITY OF BLUE RIDGE DOWNTOWN DEVELOPMENT AUTHORITY
CITY OF BLUE RIDGE, GEORGIA**

**ARTICLE I
NAME AND PURPOSE**

1 **Section 1. Name.** The name of this body shall be the Downtown Development
2 Authority (the “DDA”) of the City of Blue Ridge, Georgia.

3
4 **Section 2. Purpose.** The purpose of the DDA is to stimulate and sustain economic
5 development in downtown City of Blue Ridge by encouraging cooperation and
6 building leadership; by advancing a positive image of downtown and promoting it
7 as an exciting place to live, shop, and invest; by sustaining and improving the
8 appearance of downtown; and by strengthening and expanding the economic base
9 of downtown. The DDA serves non-profit and public purposes and is an institution
10 of purely public charity.

11
12 **Section 3. Effective uses.** The DDA is most effectively used when its financing
13 and project administration abilities are reserved for unusual endeavors which
14 include: 1) complex, unique or special projects which the DDA can concentrate on
15 to the exclusion of other things, 2) enterprises which are essentially entrepreneurial
16 and beyond the range of functions of local government, 3) public/private
17 partnerships, and 4) other uses allowed by law.

18
19 **Section 4. Legal authority.** The DDA was activated pursuant to O.C.G.A. § 36-
20 42-5 via a resolution of the City of Blue Ridge City Council on December 11,
21 2018. (See Exhibit “A” attached hereto). In the event of any conflict between any
22 provision of these bylaws and the December 11, 2018 activation resolution, the
23 provisions of the activating resolution shall govern.

24
25 **ARTICLE II**
26 **DIRECTORS AND SERVICE**

27
28 **Section 1. Management Powers, Number, Qualification and Term.** The
29 property, affairs and business of the DDA shall be managed by its directors
30 consisting of seven persons, appointed by city council from time to time as
31 provided by law (O.C.G.A. § 36-41-1). The qualifications of the directors shall be

32 as provided by law. Directors shall be appointed for a four-year term or to fulfill
33 an unexpired term and terms shall coincide with established terms for Seats 1-7.

34
35 **Section 2. Powers.** The directors shall have such power and authority as is
36 conferred upon them by O.C.G.A. § 36-41-1 et seq., as limited by the Resolution
37 activating the DDA, as the same now exists or may hereafter be amended, and such
38 other power and authority as may be contained under the Constitution and the
39 Laws of the State of Georgia as the same may now or hereafter exist.

40
41 **Section 3. Conditions of Service.** No director shall receive compensation for
42 services but may be reimbursed for reasonable expenses incurred in the
43 performance of director duties. Directors must sign an Oath of Office and be bound
44 by these Bylaws. By executing the Oath of office, or by agreeing to serve as a
45 Director, a Director waives any and all legal challenges to any term or condition
46 set forth in the December 11, 2018 activating Ordinance. However, a Director
47 retains the right to legally challenge any removal or suspension.

48
49 **Section 4. Director Resignation.** Any director may resign by giving notice in
50 writing to the Chair of the DDA and the City Council. Such resignations take place
51 as specified in the resignation and upon acceptance by the City Council.

52
53 **Section 5. Director Removal.** A director is subject to removal or suspension for
54 causes set forth in the activating Resolution dated December 11, 2018 attached
55 hereto as Exhibit “A” and incorporated by reference.

56
57 **Section 6. Vacancies.** A seat on the DDA shall be considered vacant upon the
58 expiration of a term, resignation, death, or removal of a member. At the end of any
59 term of office, if a successor has not been appointed, the director whose term of
60 office has expired shall continue to hold the office until his successor is appointed.
61 Any person appointed to fill the unexpired term of a director shall serve to the end
62 of the unexpired term.

63
64 **Section 7. Conflict of Interest.** Directors shall not use their position to influence
65 the DDA’s decisions or discussions where they have a material financial interest;
66 or where there is an organizational responsibility or personal relationship interest
67 which may result in a real or apparent conflict of interest. Directors shall disclose
68 investments, interest in real property or businesses, and sources of income or gifts
69 that may present a conflict of interest. The DDA’s determination of conflict of
70 interest regarding a director’s financial, organizational or personal interest shall be
71 final and not subject to review.

72
73
74
75
76
77
78
79
80
81
82
83
84
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110

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. The DDA shall meet at a regular time and place established by resolution of the DDA or otherwise adopted by the DDA and approved by the City Council. 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 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 Blue Ridge, 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. Emergency meetings may be called without the 24-hour notice discussed in this Paragraph; however, the emergency must be identified in the minutes and all

111 reasonable steps shall be taken to notify all the directors, the public and the local
112 legal organ.

113

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

118

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

123

124 **Section 5. Quorum.** A majority of the directors, at a meeting duly assembled shall
125 constitute a quorum for the transaction of business. A majority is defined as a
126 majority of the legal appointments of directors in effect at the time in which the
127 meeting is called. Any unappointed, vacant or expired seats shall not count towards
128 a majority. Unless otherwise specifically required by statute or these by-laws, the
129 act of a majority of such directors present at a meeting at which a quorum is
130 present shall be the act of the DDA, and if at any meeting of the DDA there shall
131 be less than a quorum, a majority of those present may adjourn the meeting without
132 further notice, until a quorum shall have been obtained.

133

134 **Section 6. Parliamentary Procedures.** In case of dispute concerning
135 parliamentary procedures governing the conduct of meetings of the DDA, Roberts
136 Rules of Order shall govern and the City Attorney and/or acting attorney for the
137 DDA shall rule on any parliamentary procedure question or inquiry. Any director
138 wishing to raise a question of procedure shall state "parliamentary inquiry" and
139 then be recognized to present the question or inquiry to the City Attorney or acting
140 attorney for the DDA.

141

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

150

151
152
153
154
155
156
157
158
159
160
161
162
163
164
165
166
167
168
169
170
171
172
173
174
175
176
177
178
179
180
181
182
183
184
185
186
187
188
189
190

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 Mayor and City Council, to allow the city clerk to serve as Treasurer.

Section 2. Election and Tenure. All officers of the DDA shall be directors of and selected by the DDA at the Annual Meeting which shall occur, after the initial meeting, in January of 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.

191
192
193
194
195
196
197
198
199
200
201
202
203
204
205
206
207
208
209
210
211
212
213
214
215
216
217
218
219
220
221
222
223
224
225
226
227
228
229

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

230 **Section 1. Duties.** The Executive Director shall be the primary administrative and
231 executive officer for the DDA. The Executive Director is a non-voting member of
232 the DDA as well as all other committees. The Executive Director shall serve as
233 advisor to the Chair and assist the DDA with issues, policies, reports, information,
234 committees, and actions as needed according to the policies and regulations of the
235 DDA. The Executive Director shall be responsible for hiring, discharging,
236 directing and supervising employees and agents of the DDA. The Executive
237 Director, with the Chair, the Mayor or the Mayor’s designee, and the Treasurer,
238 shall prepare an Annual Budget for approval by the DDA. The Executive Director,
239 with the Chair and the Mayor or Mayor’s designee, shall draft an Annual DDA
240 Work Plan for review and approval by the DDA.

241
242 **Section 2. Employment.** The Executive Director shall be hired by the DDA and
243 the Mayor. The performance and compensation of the Executive Director shall be
244 reviewed annually by the Executive Committee and the Mayor. The Executive
245 Director may only be terminated by a majority vote of the DDA and the
246 concurrence of the Mayor.

247
248 **Section 3. Spending Authority.** The Executive Director shall have authority for
249 expenditures of up to \$1,000 within amounts authorized in the Annual Budget.
250 Disbursements made by check over \$1,000 must be authorized by both the
251 Executive Director and a member of the Executive Committee.

252
253 **ARTICLE VII**
254 **FISCAL YEAR**
255

256 **Section 1. Time.** The fiscal year of the DDA shall begin on the first day of
257 January of each year and end on the last day of December of each year.

258
259 **Section 2. Annual Meeting.** An annual meeting of the DDA shall be held in
260 January. Notice of the time and place of such meeting shall be given by the
261 Chairman.

262
263 **Section 3. Annual Audit.** The Treasurer shall cause an annual audit of the books
264 of the DDA to be made by the firm which audits the books of the City of Blue
265 Ridge and present such audit to the directors of the DDA. A copy of the audit shall
266 be filed with the State Auditor; if necessary, to comply with the Local Government
267 Financial Management Standards Act (Georgia Laws, 1980, p. 1738).

270
271
272
273
274
275
276
277
278
279
280
281
282
283
284
285
286
287
288
289
290
291
292
293
294
295
296
297
298
299
300
301
302
303
304
305
306
307
308
309

ARTICLE VIII
BYLAWS, SEAL, TITLE CONVEYANCE

Section 1. Bylaw Amendments. The by-laws of the DDA shall be subject to alteration, amendment or repeal, and new by-laws 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. Any change to the bylaws must be approved by the City Council and no new provision or amendment shall be effective until such approval by the City Council.

Section 2. Seal. The Seal of the DDA shall consist of an impression bearing the name “Downtown Development Authority of Blue Ridge” around the perimeter and the word “SEAL” and the year of activation 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 the City of Blue Ridge. 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 City of Blue Ridge, representatives of North Georgia College & State University or other appropriate associations.

310
311
312
313
314
315
316
317
318
319

320
321
322
323
324
325
326
327
328
329
330
331
332
333
334
335
336
337

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 City of Blue Ridge Downtown Development Authority this 24 day of April, 2019.

By: _____
Chair of the Authority

Attest: _____
Secretary to the Authority

Adopted the 24 day of April, 2019 by the Blue Ridge Development Authority.

Sworn and subscribed before me
This ____ day of _____, in the year _____.

Mayor, City of Blue Ridge

DDA Member signature

Chair, Blue Ridge Downtown Development Authority

338
339
340
341
342
343
344
345
346
347
348

BLUE RIDGE DEVELOPMENT AUTHORITY

CONFLICT OF INTEREST/CONFIDENTIALITY AGREEMENT

We, the undersigned Directors of the Blue Ridge Downtown Development Authority, as well as Associate Members of the Authority, do hereby agree to be bound by the Conflict of Interest, Disclosure and Confidentiality rules as prescribed in the Bylaws of the DDA and the activating resolution dated December 11, 2019.

DIRECTOR/MEMBER	DATE
<u>Michelle Moran</u>	<u>04/24/2019</u>
<u>Nathan Fitts</u>	<u>04/24/2019</u>
<u>Jay Hamilton</u>	<u>04/24/2019</u>
<u>Nichole Potzauf</u>	<u>04/24/2019</u>
<u>Jeff Depaola</u>	<u>04/24/2019</u>
<u>Gene Holcombe</u>	<u>04/24/2019</u>
<u>Cesar Martinez</u>	<u>04/24/2019</u>

**Blue Ridge Downtown Development Authority/Better Hometown Board
Member Contract**

I, _____ understand that as a member of the City of Blue Ridge Downtown Development Authority, I have a legal and personal responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward.

As part of my responsibilities as a board member:

1. I will interpret the organization's work and values to the community, represent the organization, and act as a spokesperson.
2. I will attend at least 75% of board meetings, committee meetings, and special events.
3. I will act in the best interests of the organization and excuse myself from discussions and votes where I have a conflict of interest.
4. I will stay informed about what's going on in the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies and other board matters.
5. I will attend required professional development training offered by the city in order to help me meet my responsibilities.
6. I will work in good faith with staff and other board members as partners towards creating and achieving our goals. Accepting the responsibility of being a working board member, I will annually take responsibility for at least one major project or area of work specified in our organizational work plan.

382
383
384

7. If I don't fulfill these commitments to the organization, I will expect the Chairman to call me and discuss my responsibilities with me.

385 In turn, the organization will be responsible to me in several ways:

386
387
388
389
390
391
392
393
394
395
396
397
398
399
400
401
402
403
404
405
406
407
408
409

1. I can expect that monthly meetings will provide me with financial reports and an update of organizational activities that allow me to meet the "prudent person" standards of the law¹.

2. Opportunities will be offered to me to discuss with the executive director and the Chairman the organization's programs, goals, activities, and status; additionally, I can request such opportunities.

3. The organization will help me perform my duties by keeping me informed about issues in the industry and field in which we are working, and by offering me opportunities for professional development as a board member.

4. Board members and staff will respond in a straightforward fashion to questions that I feel are necessary to carry out my fiscal, legal and ethical responsibilities to this organization. Board members and staff will work in good faith with me towards achievement of our goals.

5. If the organization does not fulfill its responsibilities to me, I can call on the Chairman and executive director to discuss the organization's responsibilities to me.

410 Signed:

411
412
413
414

Member, Downtown Development Authority

¹ The "Prudent Person Rule," applied in many legal settings in slightly differing language, states that an individual must act with the same judgment and care as, in like circumstances, a prudent person would act.

415 _____
416 Chair, Downtown Development Authority

417
418 *The board chair should sign two copies of this agreement for each board member.*
419 *Each new board member should sign both, return one copy to the board chair, and*
420 *keep the other for reference.*

421