

**BY-LAWS OF
THE CITY OF DALLAS
DOWNTOWN DEVELOPMENT AUTHORITY**

**ARTICLE I
MEMBERS**

Section 1. Management Powers, Number Qualification, and Term. Its directors consisting of seven (7) persons, appointed from time to time as provided by law shall manage the property, affairs, and business of the City of Dallas' Downtown Development Authority. The qualifications of the directors shall be as provided by law. Each appointment shall be for a four year term unless filling a vacancy for an unexpired term.

Section 2. Powers. The directors shall have such power and authority as is conferred upon them by the Downtown Development Authority Law (O.C.G.A. Title 36, Chapter 42), 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. Nominations of Members. Prior to the expiration of a board member's term, the Chairman shall appoint either two board members or one board member and the executive director who, along with the Chairman, shall act as a nominating committee. The committee shall submit nominations to the board for approval. Once approved by the current board, nominations for new board members shall be submitted to the Mayor and Council of the City of Dallas.

Section 4. Director Removal. A director who is absent from three consecutive regular meetings without proper cause shall be subject to removal. A director who conducts him/herself in such a fashion as to jeopardize the good public standing of the DDDA is also subject to censure, as well as removal. The director may be removed by a majority vote of the Board, subject to approval by the Dallas City Council.

Section 5. Vacancies. A seat on the Board 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 6. Conflict of Interest. A director shall not use his/her board position to influence the DDDA's decisions or discussions where the director has a material financial interest; or where the director has 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 Board's determination of conflict of interest regarding a director's financial, organizational or personal interest shall be final and not subject to review. Each director who serves as a director because of an office he/she holds as specified in the Charter shall not have conflict of interest because of his/her duties for the office which results in his/her appointment.

Section 7. Confidentiality. The required confidentiality extends beyond the director's term until such information is made available to the public.

ARTICLE II MEETINGS

Section 1. Regular Meetings. Regular meetings of the Authority shall be held on the first (1st) Tuesday of each month at 4:00 p.m., unless modified by the Chairperson. Notice of the time and place of such meeting may from time to time be fixed by resolution of the Authority, or, if not, fixed by the Chairperson in the same manner as hereinafter specified for giving notice of special meetings. All meetings shall be conducted in accordance with the Georgia Open Code Meetings Act (O.C.G.A. §50-14-1 et. seq.)

Section 2. Special Meetings. Special meetings may be held upon the call of the Chairperson, Secretary, Treasurer, or any two directors at such time and hours and at such place within the City of Dallas, Georgia, as shall be specified in the notice of such meeting.

Section 3. Executive Sessions. The Board may approve an executive session to consider matters allowed by the Georgia Open Meetings Act. Voting on issues discussed in closed executive session must be made by a meeting open to the public. All executive sessions must be conducted in compliance with the Georgia Open Meetings Act.

Section 4. Annual Meetings. The annual meeting of the Authority shall be held on the same date as the regular January meeting. Notice of the time and place of such meeting shall be given by the Chairperson.

Section 5. Parliamentary Procedures. The board of directors shall adopt its rules of procedure and order of business consistent with the provisions of these bylaws and shall provide for keeping a journal of its proceedings, which shall be a public record. The DDDA shall follow Roberts Rule of Order newly revised.

Section 6. Quorum. A majority of the directors, at a meeting duly assembled, shall constitute a quorum for the transaction of business. Unless otherwise specifically required by statute or these by-laws, the act of a majority of such directors present at a meeting at which a quorum is present shall be the act of the Authority, and if at any

meeting or the authority there shall be less than a quorum, a majority of those present may adjourn the meeting without further notice, until a quorum is obtained.

Section 7. Notice. Notice of special meetings may be either oral or written. Oral notice may be delivered personally or by telephone and shall be given at least twenty-four (24) hours before the time of the meeting. Any change in regular meeting, notice must be given at least a week in advance.

Section 8. Communications via Phone, ZOOM, etc. 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. Minutes. Minutes of a regular, special, or committee meeting must be recorded. Minutes must be made available to the public after they have been approved by DDDA, but no later than immediately following the next regular meeting. Minutes must include the name of 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.

ARTICLE III OFFICERS

Section 1. Number. The directors shall “elect” from one of their number a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The Secretary and Treasurer may be but need not to be directors.

Section 2. Election. The Authority shall hold a meeting every year on the date of the first regular meeting in January for the purpose of electing new officers, unless such elections are called during a Special Meeting. Notice of the time and place of such meeting shall be as outlined in Article I of these By-Laws.

Section 3. Term and Renewal. All officers shall be elected by and serve a one year term. They shall be elected by 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 when 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. An officer whose term of office has expired shall continue to hold office until his successor is elected. Resignation shall be submitted in writing to the Chairperson.

Section 4. Powers. The powers and duties of the several officers shall be provided from time to time by resolution or other directive of the directors. In the absence of such

provision, respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by similar officers. The officers shall be responsible for the creation and appointment to such committees deemed necessary to assist the Dallas Downtown Development Authority.

Chairman. The Chairman shall be the chief executive officer of the Authority and shall have general and active management of the business of the Authority and shall see that all resolutions of the Authority are carried into effect. He/she shall be ex officio member of all committees, unless otherwise provided in the resolution appointing the same. The Chairman shall call meetings of the directors and shall act as Chairman of such meetings.

Vice-Chairman. In the event of the unavailability, disability, or death of the Chairman or at the Chairman's request or when specifically authorized by the Authority, the Vice-Chairman shall have the powers and perform the duties of the Chairman. The Vice-Chairman shall also have such powers and perform such duties as are specifically imposed upon him/her by law and as may be assigned to him/her by the Authority or the Chairman. In the absence of the Chairman, the Vice-Chairman shall call meetings of the directors and shall act as Chairman of such meetings.

Secretary/Treasurer. The Secretary/Treasurer shall attend all sessions of the directors and record all votes and the minutes of all proceedings in books to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, any notice required to be given of any meetings of the directors, and shall perform such other duties as may be prescribed by the Authority or the Chairman. The Secretary/Treasurer, if a non-member, shall attend meetings for the purpose of recording the minutes of such meetings, but shall not have any of the powers, rights, or duties of directors.

The Secretary/Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Authority, and shall deposit, or cause to be deposited, in the name of the Authority, all monies or other valuable effects, in such banks, trust companies or other depositories as shall, from time to time, be selected by the Authority; he/she shall render to the Chairman and to the directors, whenever requested, an account of the financial condition of the Authority; and in general, he/she shall perform all the duties incident to the office of a Treasurer of a Corporation, and such other duties as may be assigned to him/her by the directors, or the Chairman.

ARTICLE IV COMMITTEES

Section 1. Ad Hoc Committees. From time to time, the Chair shall appoint such ad hoc committees as may be necessary and appropriate to gather information and report to the Board on the subject for which the committee was appointed. Each ad hoc committee shall have no less than two members.

ARTICLE V FISCAL YEAR

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

Section 2. Annual Audit. The Treasurer shall cause an annual audit of the books of the Authority to be made by the firm, which audits the books of the City of Dallas, and present such audit to the directors of the Authority. 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 VI CORPORATE SEAL

Section 1. Seal. The Seal of the Authority shall consist of an impression bearing the name “The City of Dallas Downtown Development Authority” around the perimeter and the word “SEAL” and the year of activation in the center thereof. In lieu thereof, the Authority may use an impression or writing bearing the word “SEAL” enclosed in parentheses or scroll, which shall also be deemed the seal of the Authority.

ARTICLE VII DEPOSITORIES

Section 1. Depositories. The Authority shall from time to time provide by resolutions for the establishment of depositories for funds of the Authority.

Section 2. Execution of Notes, Drafts, and Checks. All drafts, checks, etc, drawn against accounts of the Authority shall be signed by the Chairperson together with the Treasurer or Secretary.

ARTICLE VIII AMENDMENTS

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

ARTICLE IX COMMUNICATIONS

Section 1. Communications. Information regarding the business of the Authority may be distributed to its directors and officers electronically via e-mail. Any director who elects not to receive information through email shall be provided information through other methods, such courier delivery or postal service.

ARTICLE X ADOPTION OF BY-LAWS

These by-laws of the City of Dallas Downtown Development Authority were adopted by vote of the Board of Directors on October 3rd, 2023 and became effective on said date.

Date

Chairman

Date

Vice-Chairman

Date

Secretary/Treasurer