

BY-LAWS OF THE
DOWNTOWN DEVELOPMENT AUTHORITY AND MAIN STREET PROGRAM
OF THE CITY OF HINESVILLE, GEORGIA

ARTICLE I

MEMBERS

Section 1. Management Powers, Number, Qualification and Term.
The property, affairs and business of the Downtown Development Authority of Hinesville, Georgia shall be managed by its directors consisting of seven persons, appointed from time to time as provided by law (O.C.G.A. 36-42-1). The qualifications of the directors shall be as provided by law. Each director shall serve for the length of time provided by law.

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. Regular Meetings. Regular meetings of the Authority shall be held on the fourth Thursday of every month beginning June 24, 2004. 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 Chairman 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. Section 50-14-1 et. seq.)

Section 4. 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 Hinesville, Georgia, as shall be specified in the notice of such meeting. 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 prior to the time of the meeting. Written notice may be sent by mail, e-mail, or facsimile, or it may be delivered personally. If delivered personally, such notice shall be delivered twenty-four (24) hours prior to the time of the meeting. If written notice is sent by mail, e-mail, or facsimile, then such notice shall be mailed three (3) days prior to the time of the meeting. Unless specified otherwise, any notice hereinafter called for in these by-laws shall be given as specified in this section. No notice of any meeting need be given any director who attends such meeting unless such director attending at the beginning of such meeting states any objection or objections to the place and time of the meeting, to the manner in which it has

been called or convened or to the transaction of business. No notice shall be required to be given any director who at any time before or after the meeting waives notice of the meeting in writing.

Section 5. 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 of the Authority 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 Authority, Roberts Rules of Order shall govern.

Section 7. Abandonment of Directorship. If any member of the Board of Directors is absent from three (3) meetings [during any period of six consecutive months] then that Director shall be deemed to have abandoned their membership on the Board of Directors. The Board shall report such instance to the governing authority of the City of Hinesville and request the governing authority to appoint a new director to fill the vacancy left by the abandonment. The new director shall be appointed as provided by law (O.C.G.A. 36-42-1) and shall satisfy the same statutory qualifications as provided by law as were satisfied by the departing director. The new director shall serve the remainder of the term of that abandoned directorship.

Section 8. Conference Telephone Meeting. Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting simultaneously may hear each other. Participation in the meeting by such means shall constitute presence in person at the meeting.

ARTICLE II

OFFICERS

Section 1. Number. The directors shall elect from one of their number a Chairman, a Vice Chairman, Secretary, and a Treasurer, or, in the alternative, a Chairman, a Vice Chairman, and a Secretary-Treasurer. The Directors may, from time to time, appoint an Assistant Secretary and Assistant Treasurer, or Assistant Secretary-Treasurer, as the Directors determine shall be necessary to assist in the performance of the duties of the officers. Such persons need not be members of the Board of Directors.

Section 2. Election. A meeting shall be held on June 24, 2004, and thereafter on the fourth Thursday in May of every other year for the purpose of electing new officers. Notice of the time and place of such meeting shall be given by the retiring Chairman.

Section 3. Term and Removal. All officer terms shall be 2-year terms. 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 Officer's position because of death, resignation, removal, disqualification or otherwise, shall be filled by the directors for the remaining portion of the term. Resignation shall be submitted in writing to the Chairman.

Section 4. Powers. The powers and duties of the officers shall be as provided from time to time by resolution or other directive of the directors. In the absence of such provisions, respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of authorities similar in organization and purposes to this Authority. The Assistant Secretary, if a nonmember, 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.

ARTICLE III

FISCAL YEAR

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

Section 2. Annual Meetings. An annual meeting of the Authority shall be held on the fourth Thursday in May of each year. Notice of the time and place of such meeting shall be given by the Chairman.

Section 3. 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 Hinesville, and present such audit and/or related management letter 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 IV

CORPORATE SEAL

Section 1. Seal. The Seal of the Authority shall consist of an impression bearing the name "Downtown Development Authority of Hinesville, Georgia" 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 V

DEPOSITORIES

Section 1. Depositories. The Authority shall from time to time provide by resolution or 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 Chairman or such persons as designated by the Authority.

ARTICLE VI

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 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.