

## **Bylaws of the Development Authority of the City of Manchester**

In accordance with the provisions of Section 36-62-1, et seq. the Board of Directors of the Development Authority of the City of Manchester do hereby adopt the following Bylaws governing the conduct of their business, the elections and duties of officers of the Authority and other matters.

### ARTICLE ONE

#### **The Board of Directors**

- 1.1 General Powers- The business affairs of the Development Authority of the City of Manchester shall be conducted by a Board of Directors which are appointed by the City Council of the City of Manchester in accordance with the provisions of Section 36-62-1, et seq. of the Official Code of Georgia Annotated. The Board of Directors shall carry out such powers as may be granted to it by Section 36-62-1, et seq. of the Official Code of Georgia Annotated and shall have such other powers as may be granted to it by these Bylaws.
- 1.2 Number of Directors- The Board of Directors of the Development Authority of the City of Manchester shall consist of nine directors to be appointed by the city council of the City of Manchester.
- 1.3 Qualifications of Directors: The directors shall be taxpayers living within the city limits of Manchester.
- 1.4 Term of Directors: The term of all directors shall be four years.
- 1.5 Removal: A director may be removed from office in accordance with the law.
- 1.6 Vacancies: A vacancy occurring in the Board of Directors shall be filled by an appointment by a majority of the City Council of the City of Manchester.
- 1.7 Compensation: The Directors shall receive no compensation for their services but shall be reimbursed for actual expenses incurred by said

individual upon presentation of proper documentation of vouchers to the Treasurer or Executive Director for approval by the Board of Directors.

- 1.8 Committees: The Board of Directors by resolution adopted by a majority of the full Board may designate from among its members an executive committee and one or more other committees, each consisting of three or more directors. Except as prohibited by law, each committee shall have the authority set forth in the Resolution establishing said committee.
- 1.9 Training: All board members must attend approved Development Authority Training within 1 year (12 months) of their appointment to the Manchester Development Authority Board of Directors.

## ARTICLE TWO

### Meetings of the Board of Directors

- 2.1 Regular Meetings: Regular meetings of the Board of Directors shall be held on the third Thursday of each month of the year. In addition, any three of the board of directors may call a special meeting or a special meeting may be called by the Chairman of the Board of Directors.
- 2.2 Special Meetings: Special meetings of the Board of Directors may be called or at the request of the Chairman of the Board of Directors or in his absence by the Secretary of the corporation or by any three board members at any time.
- 2.3 Place of Meeting: All meetings of the Board of Directors shall be held at the Manchester Development Authority office unless established otherwise by waiver of notice.
- 2.4 Notice of Meetings: No notice shall be required for any regularly scheduled meeting of the Board of Directors. The Chairman, Secretary of the Board of Directors, or the MDA Executive Director shall give notice to each director of each special meeting stating the time, place, and purpose of the meeting. Such notice shall be given at least 24 hours

before the date of the meeting by telephone, email, or personal delivery. Attendance by the director at a meeting shall constitute waiver of notice of such notice of such meeting, except where a director attends the meeting for the express purpose of objection to the transaction of business because the meeting is not lawfully called.

- 2.5 Quorum- A majority of the Directors shall constitute a quorum, but no action may be taken without the affirmative vote of a majority of the full membership of the board.
- 2.6 Adjournment: A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority vote of the directors present to reconvene at a specific time. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted other than announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

### ARTICLE THREE

#### Officers

- 3.1 Number: The executive officers of the Board of Directors shall consist of a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. These offices may not be held by the same person.
- 3.2 Election and Term: All officers shall be elected by the Board of Directors and shall serve at the will of the Board and until their successors have been elected and have qualified, or until their death, resignation, removal, retirement, or disqualification.

- 3.3 Compensation: The officers shall receive no compensation except for actual expenses incurred by Directors and payment shall be made after proper documentation is presented to the Board and approved.
- 3.4 Removal: Any officer of the Board of Directors may be removed by the Board of Directors at any meeting with respect to which notice of such purpose has been given to the members thereof.
- 3.5 Chairman: The Chairman shall preside at all meetings and shall have general supervision of the business of the Board. He\She shall see that all orders and resolutions of the Board are carried into effect. The Chairman shall perform such other duties as may from time to time be delegated to him by the Board of Directors.
- 3.6 Vice Chairman: The Vice Chairman shall, in the absence or disability of the Chairman, or at the direction of the Chairman, perform the duties and exercise the powers of the Chairman.
- 3.7 Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors. He/She shall have the authority to give all notices required by law or these bylaws. He/She shall be custodian of the books, records, contracts, and other documents. He/She shall perform whatever additional duties and have whatever additional powers the Board may from time to time assign them.
- 3.8 Treasurer: The Treasurer shall have custody of all funds and securities belonging to the Board of Directors and shall receive, deposit, or disburse the same under the direction of the Board of Directors. Two signatures shall be required to disburse checks. He/She shall keep a full and true account of all receipts and disbursements and shall make such reports of the same to the Board of Directors upon request.

## ARTICLE FOUR

### Miscellaneous

- 4.1 Inspection of books and records: The Board of Directors shall have the authority to determine which accounts, books, and records of the corporation shall be kept and shall be opened to inspection by the public, except such as may be by law specifically open to inspection and shall have the power to fix reasonable rules and regulations for the inspection of books and records.
- 4.2 Fiscal year: The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as deemed necessary. The current fiscal year is July 1 to June 30.
- 4.3 Statements: The Treasurer of the Board of Directors or Executive Director of the Manchester Development Authority shall provide the Board such statements showing receipts and expenditures as the Board of Directors may from time to time require.
- 4.4 Attorney for the Development Authority of the City of Manchester: The Development Authority of the City of Manchester may hire an attorney of their choice to represent and carry out the duties of such an office as directed by the Board of Directors of said authority.

Clanny Weddworth (Chairman)

Jodi Grape Attested