

BYLAWS

OF THE

STADIUM NEIGHBORHOODS COMMUNITY TRUST FUND COMMITTEE

Article I

Name

This advisory committee having been created by the Council of the City of Atlanta, Georgia, is named the Stadium Neighborhoods Community Trust Fund Committee (the "Trust Fund Committee").

Article II

Purposes and Powers

2.1 The purposes and powers of this Committee were granted by the City of Atlanta via 17-R-3853 to provide guidance and oversight of the fund created by 17-O-1080, which was passed after the sale of Turner Field and surrounding properties. This fund was adopted by the Atlanta City Council on April 17, 2017 and approved by operation of law on April 26, 2017. The fund is to support projects and activities that benefit the Atlanta neighborhoods of Mechanicsville, Peoplestown, Pittsburgh, Summerhill and the portion of Grant Park comprised of the named streets in the Turner Field Neighborhoods Livable Centers Initiative (LCI) Study.

2.2 The Trust Fund Committee (TFC) shall establish and review an annual budget and develop projects to be funded as described in Section 2.1.

2.3 The Trust Fund Committee must present recommendations to the Mayor of the City of Atlanta and the Atlanta City Council for approval of expenditure of funds at the times deemed appropriate by the Mayor of the City of Atlanta and the Atlanta City Council individually or collectively.

Article III

Offices

The TFC shall have the same principal office/ mailing address as the Atlanta Fulton County Recreation Authority currently located at 101 Marietta St NW, Suite 1070, Atlanta, GA 30303.

Article IV

Membership and Compensation

4.1 *Committee Size and Member Qualification.* The Trust Committee shall consist of eleven (11) members (the “Members”). Membership on the Trust Fund Committee shall be limited to members who are residents of the impacted neighborhoods as defined by the geographic study area of the Stadium Neighborhoods LCI. This includes the neighborhoods of Mechanicsville, Peoplestown, Pittsburgh, Summerhill and the portion of Grant Park comprised of the streets named in the Turner Field Neighborhoods Livable Centers Initiative (LCI) Study.

4.2 *Appointment of Members.* Five (5) members shall be appointed by the Mayor of the City of Atlanta. One of the Mayor’s appointees shall be the Committee Chairperson, and this person shall be appointed by the Mayor. Four (4) members shall be appointed by the Atlanta City Council and of these appointees, one shall be the Vice-Chairperson. This person shall be appointed by the Atlanta City Council President. The remaining two (2) members of the Committee shall be appointed by the Community Benefits Coalition (CBC). A person currently holding public office shall not be a member of the TFC. This exception does not include officers of a local neighborhood association or Neighborhood Planning Unit.

4.3 *Member’s Term and Succession.* Each member shall serve a term of three years and may continue to serve until a successor is appointed. After any three year term, a member may be appointed to succeed his or herself for additional three year terms, if so duly appointed by the Mayor, City Council, or CBC. If, after a three year term has expired, any member may remain on the Trust Fund Committee until his or her successor has been duly appointed.

4.4 *Compensation.* Each member shall be compensated \$50.00 (or any other amount deemed appropriate by the Atlanta City Council) for each oversight committee meeting which he or she attends. Attendance means that a member is present for a majority of the meeting, that is, more than half of the time the meeting was convened.

Article V

Meetings of Members

5.1 *Regular and Special meetings.* Regular meetings of the Trust Fund Committee shall be held once each month as called by the Chairperson of the Trust Fund Committee at such dates, times, and places as he or she reasonably fixes. Special meetings of the Trust Fund Committee may be called by the Chairperson; Vice-Chairperson, if acting in the place of the Chairperson; or by any five (5) members of the TFC at such dates, times, and places as they shall reasonably fix.

5.2 *Notice.* Notice of each meeting shall be given to each member of the TFC personally, electronically, by text, by mail or by telephone, by whomever shall call the

meeting or by the Secretary of the TFC at the direction of whomever shall call the meeting. Notice must set forth the date, time, and place of the meeting and, if for a special meeting, also must set forth the purpose or business to be transacted at the meeting. Notice shall be given as much in advance of the meeting as shall be reasonable under the circumstances and as shall be required by law.

5.3 Waiver of Notice. Attendance of a member at a meeting of the Members shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the date, time and place of the meeting or the manner in which it has been called or convened. The requirement of notice is not waived if a member shall attend the meeting solely of the purpose of stating, at the beginning of the meeting, any such objection to the transaction of business.

5.4 Attendance; Quorum; Vote Required for Action. At all meetings of the Members, a member may have his or her presence counted toward determination of the existence of a quorum and may participate by means of conference telephone or any other communications equipment which permits all persons participating in the meeting to hear each other. At all meetings of the Members, the presence of six (6) members eligible to vote shall be necessary and sufficient to constitute a quorum for the transaction of business. The vote of the majority of the members present and voting at any meeting at which there is quorum shall be the act of the TFC. Once a quorum has been established, no vacancy on the TFC shall impair the right of the quorum to act; and members at a meeting at which a quorum is present, may continue to transact business until adjournment, **notwithstanding withdrawal of enough members to leave less than a quorum.**

5.5 Presiding Officer. The Chairperson of TFC, or in his or her absence, the Vice-Chairperson of the TFC, shall preside at all meetings of the Members and may appoint such assistants as he or she shall deem appropriate.

5.6 Minutes. The minutes of the previous meeting shall be read near the beginning of each meeting of the Members and upon approval by the TFC, shall become the official minutes of the TFC. The Members shall have the right to waive the reading of the minutes.

5.7 Postponement; Adjournment. If a quorum does not exist, a majority of the members present may postpone any meeting to another date, time or place. If a quorum does exist, a majority of the members present may adjourn any meeting to another date, time or place.

5.8 Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the TFC in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules or order the TFC may adopt.

5.9 Georgia Open Meetings Act. All meetings of the Trust Fund Committee shall be held and noticed in accordance with the Georgia Open Meetings Act, OCGA § 50-14-1, et seq.

Article VI

Officers

6.1 Number; Election; Qualifications; Term; Voting Rights; Vacancies. The TFC shall have a Chairperson, Vice-Chairperson, Secretary, Treasurer, Parliamentarian and such other officers as the TFC may deem appropriate for the efficient conduct of its business and affairs. The Chair and Vice-Chair of the TFC shall be duly appointed as outlined in Section 4.2, however the Secretary, Treasurer, and Parliamentarian shall be elected by the majority vote of the members of the TFC.

(a.) The election of Secretary, Treasurer, Parliamentarian, or other such office deemed appropriate for the efficient conduct of business, shall be held as needed to fill any such vacancy of these offices.

(b.) The term of office shall last the duration of the elected member's initial three year appointment to the TFC. At the end of the initial three year appointment, or subsequent appointment(s), such officer, shall again be required to be voted into office by the majority of the body and shall serve in office, the duration of any subsequent appointment(s).

6.2 Standard of Conduct. The officers, or Members, of the TFC shall not engage in any business, employment, or transaction, or render services, or have contractual, financial or other private interests which are, or reasonably could appear to be, in conflict with the proper discharge of their official duties or which would tend to impair their independence and objectivity of judgment or action in the performance of their official duties.

6.3 Removal. Any officer or member may be removed from office or the TFC, for failure to adhere to the forgoing standard of conduct, by majority vote of all the members at a meeting with respect to which notice of such purpose has been given. Any officer/member shall be deemed removed for, and effective on the date of, conviction of any felony or misdemeanor which involves an act of dishonesty or moral turpitude including, but not limited to, the following: taking of a false oath, making a false report, bribery, perjury, burglary, larceny, theft, robbery, extortion, forgery, counterfeiting, fraudulent concealment, embezzlement, fraudulent conversion, and misappropriation of funds.

6.4 Chairperson. The Chairperson of the TFC shall be the chief executive officer of the TFC and shall have general and active management responsibility for the business and affairs of the TFC and in that capacity shall have the following powers and duties:

(a) To preside, when present, at all meetings of the Members of the TFC;

(b) To see that all orders, resolutions and other action of the TFC are carried into effect;

(c) To execute in the name of the TFC all written instruments of every kind and character which the TFC or the law has authorized him or her to execute;

- (d) To approve and to forward to the Treasurer for payment, all bills for supplies and materials necessary for the promotion, operation and maintenance of the TFC and its land, facilities, equipment and services;
- (e) To appoint the membership and the chairman of each committee of the Members of the TFC, if such committee is needed;
- (f) To be ex officio member of each such committee of the Members of the TFC and to be chairperson of the Executive and Finance Committee;
- (g) To report to the TFC from time to time all matters within his or her knowledge that should be brought to its attention in its best interests;
- (h) To have such other powers and to perform such other duties as are incident to the office of Chairperson and as may be prescribed by these bylaws, the TFC or the law;

6.5 Vice-Chairperson. The Vice-Chairperson of the TFC shall have the powers and shall perform the duties of the Chairperson, whenever the Chairperson, by reason of absence or disability is unable to act and whenever the Chairperson or the TFC so direct that he or she do so. He or she shall also have such powers and shall also perform such duties as may be prescribed by these bylaws, the TFC or the law.

6.6 Secretary. The Secretary of the TFC shall have the following powers and duties:

- (a) To be the custodian of the books, records and seal of the TFC;
- (b) Count and retain ballots, if any, cast by the Members, and record the acts and proceedings in written minutes. A copy of the minutes shall be given to each member as soon as possible after the meeting and in any case, not less than five (5) days prior to the next meeting of the Members.
- (c) To maintain a current list of the names, addresses and telephone numbers of the members and officers of the TFC;
- (d) To maintain the list of member attendance after every meeting to determine compensation;
- (e) To have such other powers and to perform such other duties as are incident to the officer of Secretary and as may be prescribed by these bylaws, the TFC or the law.

6.7 Treasurer. The Treasurer of the Authority shall be the chief financial officer of the Committee and in that capacity shall have the following powers and duties:

- (a) To deposit or cause to be deposited in the name of the TFC, all monies, securities and other valuable effects, in such banks, trust companies or other depositories as shall, from time to time, be designated by the TFC;

- (b) To keep accurate lists and descriptions of all accounts, properties and business transactions of the TFC;
- (c) Submit the names of the member attendance to the appropriate body for member compensation at the time intervals designated by the majority vote of the members of the TFC in conjunction with the paying body;
- (d) To receive and give receipts for monies due and payable to the TFC from any source whatever;
- (e) To make or cause to be made such disbursement as the TFC may direct and to see to the proper drafting of all checks, drafts, notes and orders for the payment of money as required in the business of the TFC and as the TFC may direct;
- (f) To render to the Chairperson and the Members, whenever they reasonably may request it, an account of all business transacted by him or her on behalf of the TFC and a financial statement in form reasonably satisfactory to them, showing the financial condition of the TFC as of whatever date they reasonably may request;
- (g) To have such other powers and to perform such other duties as are incident to the office to Treasurer and as may be prescribed by these bylaws, the TFC or the law.

6.8 *Parliamentarian.* The Parliamentarian shall maintain the dignity and order of each meeting of the TFC and thus shall have the following powers and duties:

- (a) Maintain order at all meetings of the Members, as well as practice conflict resolution;
- (b) Advise the Chair in matters of parliamentary procedure and shall be familiar with the Bylaws of the TFC;
- (c) Have an up-to-date copy of the most recent edition of Robert's Rules of Order.

Article VII

Committees

7.1 *Special Committees.* The members of the TFC may have such special committees as the TFC may deem appropriate.

7.2 *Appointment; Removal; Dissolution.* Each special committee member and each special committee chairperson shall be appointed and may be removed with or without cause by the Chairperson of the TFC. Each special committee may be dissolved by the TFC as the TFC may deem appropriate.

Article VIII

Non-Member Officers, Agents and Employees

All non-member officers, agents and employees of the TFC shall serve at the pleasure of the TFC and shall receive such compensation and adhere to such condition of employment as the TFC shall fix or as shall be fixed in any employment agreement entered into by and between the relevant person and the TFC.

Article IX

Fiscal Year

The fiscal year of the TFC shall be from January 1 through December 31 of each year.

Article X

Amendments

The TFC shall have the power to amend, alter or repeal these Bylaws or adopt new Bylaws with the affirmative approval of two-thirds (2/3) majority of the members voting, with a quorum present, to approve the amendment, altering or repealing.

- (a) Once adopted, any change to these Bylaws is immediately effective, unless some later date is designated in which the amendment is adopted.
- (b) Except for Article IV which may only be changed or altered by the Atlanta City Council, any other provision in these Bylaws may be suspended according to the following procedures. Any member/officer of the TFC shall make a motion to suspend a specific provision for a specific period of time and shall so state the reason for the proposed suspension. No proposal to suspend these Bylaws is adopted unless two-thirds (2/3) majority of the members voting, with a quorum present, vote affirmatively to approve the change or suspension.