

**BY-LAWS
OF
THE CITY OF SUGAR HILL
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 Sugar Hill Downtown Development Authority. 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 (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. Regular Meetings. Regular meetings of the Authority shall be held on the last Tuesday of each month at 6:30 p.m., unless cancelled 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.

Section 4. 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 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 before the time of the meeting. Written notice may be sent by mail or electronic mail (e-mail) or delivered personally. If delivered personally or by e-mail, such notice shall be delivered twenty-four (24) hours before the time of the meeting. If written notice is sent by mail, such notice shall be mailed at least three (3) days before 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 a 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 the meeting has been called or convened, or to the transaction of business. No notice shall be required to be given to 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 is obtained.

Section 6. Parliamentary Procedures. In case of dispute concerning parliamentary procedures governing the conduct of the meetings of the Authority, Roberts Rules of Order (the most current edition) shall govern.

Section 7. Director Removal. A director who is absent from three consecutive regular meetings without proper cause shall be subject to removal. By a majority vote of the directors of the DDA, the DDA may recommend to the City Council that one of the directors be removed for the reasons set forth in this section.

ARTICLE II

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 be directors. The directors may elect Assistant Secretaries and/or Assistant Treasurers, whom need not be directors, as the directors deem necessary and prudent.

Section 2. Election. An “organizational meeting” shall be held at the regular January meeting of every year for the purpose of electing new officers. Notice of time and place of such meeting shall be given by the retiring Chairperson.

Section 3. Term and Renewal. All officers elected at the organizational meeting of each year shall assume the elected officer position on February 1st. 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 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 like officers.

ARTICLE III

FISCAL YEAR

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

Section 2. 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 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 Sugar Hill, 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 IV

CORPORATE SEAL

Section 1. Seal. The Seal of the Authority shall consist of an impression bearing the name “City of Sugar Hill Downtown Development Authority” around the perimeter and the word “Seal” 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 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 Assistant Treasurer) or Secretary (or Assistant Secretary).

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 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.