

BYLAWS

**GEORGIA DOWNTOWN ASSOCIATION,
INC.
A Georgia not for profit Corporation**

As Amended August 2017

ARTICLE I GENERAL

Section 1. Office. The registered office of the Georgia Downtown Association, Inc. (the “Association”) shall be in the State of Georgia, County of Fulton. The Association may also have offices at such other places as the Board may determine and the business of the Association may require or make desirable.

Section 2. Purpose. The purposes of the Association shall be to encourage the development, redevelopment, and improvement of downtown areas in cities and towns within the State of Georgia; to conduct educational programs concerning the development, redevelopment and improvement of downtown areas; to provide a forum through meetings for members to share knowledge, common experiences and problems, and to promote and encourage the implementation of more effective, comprehensive legal and financing techniques and devices that will further the development, redevelopment, and improvement of downtown areas; to encourage the establishment of comprehensive legislation favorable to downtown development; and to focus attention on the importance of Georgia’s downtowns and gather support for downtown development.

Section 3. Tax Exempt Status. It is the intent of the Association to qualify as a nonprofit, tax-exempt entity pursuant to Section 501c of the Internal Revenue Code of 1954, as now or hereafter amended. In order to effectuate such intent, no part of the net earnings of the Association shall inure to the benefit of its members or other individual; and the Association shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 4. Fiscal Year. The fiscal year shall begin on the first day of January and end the last day of December.

Section 5. Seal. The corporate seal shall have inscribed thereon the name of the association and the words “Corporate Seal” and “Georgia”. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, or produced. In the event it is inconvenient to use such a seal, the signature of the Association followed by the word “Seal” in parentheses shall be acceptable.

ARTICLE II MEMBERSHIP

Section 1. Eligibility. The Members of the Association and eligibility shall be: Local Governments, Elected Officials and Staff, Downtown Development Authorities, Main Street Cities, Main Street Managers, Better Hometown Cities, Downtown Business Associations, State Agencies, Consultants, Developers, Utilities, Universities, Individuals, Students and Senior Citizens.

Section 2. Dues. The Board of Directors shall set the dues payable by members annually. The Board may set a reduction in dues for seniors and students. Dues shall be payable in full no later

than January 31 of each calendar year or upon application for membership if such application is made subsequent to that date. If an applicant is not accepted, the dues shall be refunded. Any member in default of financial obligations to the Association shall have voting privileges suspended. Additional memberships from the same group may be purchased at half the current rate.

Section 3. Applications for Membership. Applications for membership shall be made to the Secretary of the Association.

Section 4. Resignation. A member may resign from membership upon giving written notice to the Secretary. Members who resign from membership shall not be entitled to any refund of dues.

Section 5. Exclusion. The Board of Directors, by two-thirds vote, may suspend or terminate membership of conduct prejudicial to the best interests, welfare or character of the Association. That member shall be given a reasonable opportunity to present their position.

ARTICLE III MEMBERSHIP MEETINGS

Section 1. Annual Meeting. An annual meeting of the membership shall be held at such time and place as may be determined by the Board of Directors, for the purpose of electing Officers and Directors and transacting such business as may be properly brought before the meeting.

Section 2. Special Meetings. Special meetings of the membership shall be held at any time and place as may be designated in the notice of said meetings, upon call of the President or the Board of Directors either at their own request or upon written petition by at least ten (10) Members. Any such request shall state the purpose of the meeting.

Section 3. Notice of Meetings. Written notice of every meeting of the membership, stating the place, date, and hour of the meeting shall be given to each Member no less than 15 nor more than 50 days before the date of the meeting.

Section 4. Quorum. Ten percent (10%) of the Members present or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the membership except as otherwise provided by statute, by the Articles of Incorporation, or by these By-Laws.

Section 5. Voting. When a quorum is present at a meeting, the vote of a majority of the Active Members present or by proxy shall decide questions brought before such meeting, with respect to the procedures outlined in the By-Laws. Each Member shall be entitled to one vote.

Section 6. Consent. Action may be taken by the membership through a mail ballot in lieu of a meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Powers/Responsibilities. The property and affairs of the Association shall be managed and directed by a Board of Directors, which may exercise all powers of the Association and do all acts not prohibited by the Articles in Incorporation of the Association, or by these By-Laws.

Section 2. Number. The number of directors which shall constitute the whole board shall be fifteen (15), elected at large from the general membership and shall have the following composition:

Twelve (12) Downtown Program Professionals

Three (3) Representatives from the private sector and/or government sector with an interest in downtown development programs.

Section 3. Election. Membership on the Board of Directors shall be individual to the persons elected thereto, and no Director shall have any power of substitution for himself, or of delegation of his authority, with respect to membership on the Board. The Immediate Past President will serve as Elections Officer and Chair of the Nomination Committee. The slate of candidates will be delivered to the general membership for affirmation. The ballot will provide the opportunity for write-in candidates.

Section 4. Term. Members of the Board shall serve a term of two years with terms staggered to assure that only half of the board members are elected each year. To accomplish two year staggered terms, the nominating committee will designate seven of the board members for the 2004 term to serve for one year and eight of the nominees to serve for a two-year term. Thereafter, all nominees will be designated for a two-year term. Board members may serve for three consecutive two-year terms. At the completion of these three consecutive two-year terms, a board member is not eligible for reappointment to the board for two years.

Section 5. Nominations. Nomination solicitations shall be made in writing to the membership. The committee shall develop a slate for approval by the Board. The nomination committee is charged with the responsibility of assuring that names selected to be placed on the ballot from the nominations received are representative of the state in terms of geographic distribution and program size. A ballot will be mailed to the membership.

Section 6. Vacancy/Removal. The Board of Directors may fill vacancies due to the resignation or removal of any director or officer. Any director or officer may be removed at a meeting by three-fourths (3/4) vote of the Board of Directors.

Section 7. Absentees. Any member of the Board, including ex-officio members, absent for three consecutive regular meetings within one year may be removed.

Section 8. Ex-Officio Member. The Board of Directors may appoint ex-officio non-voting members of the Board. Ex-Officio members shall include, but not limited to The Director of the

Georgia Office of Downtown Development and the executive Director of the Georgia Cities Foundation.

Section 9. Executive Committee. The President, Vice President, Secretary, Treasurer and Immediate Past President shall constitute an Executive Committee of the Board of Directors.

Section 10. Meetings and Notices. The Board of Directors may hold meetings, either within or without the State of Georgia. Meetings of the Board may be called by the President, Board of Directors, the Executive Committee, or by four or more Directors. Written notice of the time and place of meetings shall be give to each Director at least five (5) days prior.

Section 11. Quorum. At all meetings of the Board or its Executive Committee a majority of the members thereof shall constitute a quorum for the transaction of business.

Section 12. Action of Directors Without a Meeting - Any action required by law to be taken at a meeting of Directors, or any action which, may be taken at a meeting of Directors, or any committee thereof, may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all of the members of the Board of Directors, or the committee, as the case may be. Such consent shall be filed with the minutes of the proceedings of the Board of the committee. Confirmation of such action via electronic communication may constitute written consent.

Section 13. Telephone Conference Meetings - Members of the Board of Directors, or any committee designated by the Board of Directors, may participate fully in a meeting of the Board or committee, including counting in the quorum and making motions and voting, by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 12 shall constitute presence in person at such meeting.

ARTICLE V OFFICERS

Section 1. Number. The Officers of the Association shall be elected by the Board and shall include a President, a Vice President, a Secretary, and a Treasurer. There may be such other subordinate officers as the Board may deem necessary. The Secretary and Treasurer may be combined.

Section 2. Term of Office: Elections. Officers shall be elected by a majority vote of the Directors present. Each shall begin his term as Director upon election to office and until a successor is elected.

Section 3. Powers and Duties. Except as hereinafter provided, the Officers shall each have such powers and duties as generally pertain to their respective offices, as well as those that may be conferred by the membership or the Board.

President. The President shall be the chief executive officer, shall preside at meetings and shall have general supervision of the Association. The President shall sign contracts and obligations of the Board of Directors, and generally shall have all duties usually incumbent upon the chief executive officer of a membership association and such as may be assigned by the membership, the Board, or these By-Laws.

Vice President. The Vice President shall have such duties and responsibilities as the President or Board of Directors may prescribe, and shall generally strive to ensure that the meetings and activities of the Association fairly represent the best interests of all municipalities in the State of Georgia and that the meetings and activities of the Association do not materially discriminate or favor any municipality or group of municipalities.

Immediate Past President. The Immediate Past President shall serve as an ex-officio member of the Board of Directors and as Elections Officer and Chair of the Nominations Committee.

Secretary. The Secretary shall maintain in good order minutes of meetings, all records and correspondence of the Association, and shall mail copies of the minutes of each membership meeting to members within 60 days from the conclusion of each meeting. The Secretary shall also have such other duties as may be assigned by the membership or the Board.

Treasurer. The Treasurer shall make all financial collections and disbursements, maintain in good order all records relating thereto, and distribute to the members at each Annual Meeting a statement of receipts and disbursements for the preceding fiscal year. The Treasurer shall cause an annual audit and also have such other duties as may be assigned by the membership or the Board. Not later than ninety days after the close of each fiscal year, the Treasurer shall prepare a balance sheet showing the financial condition of the Association as of the close of its fiscal year.

ARTICLE VI COMMITTEES

Section 1. Standing Committees. There shall be four standing committees. The President shall appoint any other committees as may be necessary and Committee Chairs with Board approval.

1. Internal Operations Committee coordinates management of the association administration, i.e., personnel, budget, board recruitment and development

Objective: *To maintain a high level of service and efficient management of resources.*

2. Education/Training Committee coordinates conferences and workshops, information and professional development opportunities. Objective: *To conduct educational programs on improvement of downtown and provide a forum to share knowledge and experiences.*

3. Legislative Committee coordinates public policy efforts. Objective: *To encourage comprehensive legislation favorable for downtown development.*

4. Membership Committee coordinates membership recruitment and development, networking opportunities and awards. Objective: *To increase awareness of services and programs.*

Section 2. Nominating Committee. The Nominating Committee shall consist of the past presidents and shall be chaired by the immediate past president. The Board reserves the right to make appointments when necessary.

Section 3. Ad hoc Committee. An ad hoc committee may be established from time to time by the board of directors to address a specific issue. Ad hoc committees shall be established for a specific purpose only and shall be dissolved upon the completion of a specific function.

ARTICLE VII EMPLOYMENT

The Association may employ personnel as deemed necessary and appropriate. The Board may delegate such authority to employees as deemed necessary and appropriate in the best interest of the Association.

ARTICLE VIII INDEMNIFICATION

Section 1. Right of Indemnification and Standards of Conduct. Every person and the heirs and legal representatives of such person who is or was a Director or Officer of the Association may in accordance with Section 2 thereof be indemnified for any liability and expense that may be incurred by him in connection with or resulting from any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative whether brought by or in the right of the Association or otherwise, or in connection with any appeal relating thereto, in which he may become involved, as a party or prospective party or otherwise, by reason of his being or having been a director or officer of the Association or by reason of any action taken or not taken in his capacity as such director or officer or as member of any committee appointed by the Board of Directors of the Association to act for, in the interest of, or on behalf of the Association, whether or not he continues to be such at the time such liability or expense shall have been incurred; provided such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association and, in addition, with respect to any criminal action or proceeding, did not have reasonable cause to believe that his conduct was unlawful. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties, and amounts paid in compromise or settlement by a director or officer. The termination of any claim, action, suit or proceeding, by judgment, order, compromise, settlement with or without court approval, or conviction or upon a plea of guilty or nolo contendere, or its equivalent, shall not create a presumption that a director or officer did not meet the standards of conduct set forth in this section.

Section 2. Determination of Right of Indemnification. Every person and the heirs and legal representatives of such person referred to in Section 1 hereof who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described in Section 1 hereof shall be entitled to indemnification as of right without any further action or approval by the Board of Directors. Except as provided in the immediately preceding sentence, any indemnification under Section 1 next above shall be made at the discretion of the Association, but only in (a) the Board of Directors, acting by majority voted of a quorum consisting of directors who were not parties o such claim, action, suit or proceeding, present or voting, shall find that the director or officer has met the standard of conduct i.e. forth in Section 1 hereof, or (b) if no such quorum of the Board exists, independent legal counsel selected by any Judge of the United States District Court for the Northern District of Georgia, Atlanta division, at the request of either the Association or the person seeking indemnification, shall deliver to the Association their written opinion that such director or officer has met such standards, or c) majority of the members of the Association then entitled to vote for the election of directors shall determine by affirmative vote that such director or officer has met such standards.

Notwithstanding the foregoing, no officer or director who was or is a party to any action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was an officer or director of the Association shall be indemnified in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless and except to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability and in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Advance of Expenses. Expenses incurred with respect to any claim, action, suit or proceeding of the character described in Section 1 of this Article may be advanced by the Association prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he is entitled to indemnification under this Article.

Section 4. Rights of Indemnification Cumulative. The rights of indemnification provided in this Article shall be in addition to any rights to which any such director or officer or other person may otherwise be entitled under any bylaw, agreement, or otherwise, and shall be in addition to the power of the association to purchase and maintain insurance on behalf of any such director or officer or other person against any liability asserted against him and incurred by him in such capacity, or arising out of his status as such, regardless of whether the Association would have the power to indemnify him against such liability under this Article or otherwise.

Section 5. Notification to Active Members. If any expenses or other amounts are paid by way of indemnification, other than by court order, the Association shall, not later than the next Annual Meeting of Agency Members unless such meeting is held within 3 months from the date of such payment, and, in the event, within 15 months from the date of such payments, send by first class mail to the Active Members of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts paid, the amounts paid, and the nature and status at the time of such payments of the litigation or threatened litigation.

**ARTICLE IX
DISSOLUTION**

In the event of dissolution of the Association, after all outstanding expenses are paid, any property, trusts, monies, endowments, and bequests shall be apportioned by the Board to an organization with a like purpose.

**ARTICLE X
AMENDMENT**

The Board of Directors shall have the power to alter, amend, or repeal the By-laws or adopt new bylaws by majority vote of all the Directors. Any bylaws adopted by the Board may be altered, amended or repealed and new bylaws adopted by a 2/3 majority of the total number of votes capable of being cast at any meeting of the membership at which a quorum is present provided written notice of the amendment shall have been mailed ten (10) days prior to the meeting.