

# BYLAWS

Of the

## ROCHELLE MARKETPLACE DOWNTOWN DEVELOPMENT AUTHORITY

### ROCHELLE MARKETPLACE DDA

#### PREAMBLE

Due to past and current events, the Rochelle Marketplace **DDA** is organized to guide the proper functioning of the marketplace and see to the inclusion of all stakeholders to solve the mounting downtown problems and challenges; and to stimulate and sustain the economic (re)development of downtown Rochelle by encouraging cooperation and building leadership; by advancing a positive image and the appearance of downtown; by stimulating present and creating future housing, industry and commerce within the entire target area and by promoting downtown as an exciting place to invest, live, play, entertain, shop and visit; and by strengthening and expanding the present and future economic base and opportunities of downtown and the entire **DDA's** development and Service Areas.

#### AUTHORITY

The DOWNTOWN DEVELOPMENT AUTHORITY (**DDA**) was declared active as an Authority under the laws of the State of Georgia by a Resolution of the Mayor and City Council of the City of Rochelle, Georgia  
(*Activation Resolution **Number 05-13***) (2005),  
O.C.G.A § 36-42-1 to § 36-42-16, inclusive, (2010)

Since then, it has been determined by the Mayor and City Council that there is a need in the City for the revitalization and redevelopment of the central business district of the City, to develop and to **promote** for the public good and general welfare, trade, commerce, industry and employment opportunities and to **promote**

the general welfare of the State of Georgia by creating a climate favorable to the location of new and existing industry, trade, commerce and housing within the City, by financing projects under the Downtown Development Authorities Law (O.C.G.A. § 36-42-2), 2010.

## SUCCESSION

Whereas: the Downtown Development Authority was inactive for a period of time for the need of new Directors; and the City of Rochelle Mayor and City Council reactivated it by appointing a new set of Directors.

Therefore, it was resolved by the Mayor and City Council that the Downtown Development Authority is ready to continue its mission, vision and activities under new leadership and Board of Directors (*Reactivation Resolution Number 2020-101*).

## ARTICLE I Definitions

**Section 1.1, Authority Defined:** “Authority” means: each public **body corporate** and **politic** created by the State, and independent of all other body politic, pursuant to this chapter, O.C.G.A. § 36-42-3 (1), 2010.

**Section 1.2, Downtown Development Authority (DDA) Defined:** The DDA is a separate and independent sphere of government with authority provided to the **citizens** of this municipal jurisdiction to exercise the governmental powers reserved especially for them by the Legislature of the State of Georgia.

**Section 1.3, Marketplace Defined:** the Marketplace is an **open space** where a market is, or was, formally held in a town in which active exchange of goods and services are accomplish, and the area of competitive or commercial dealings in which the changing demands of the global, national and local economies and marketplace takes place. It is also defined as: a platform where products, inventory, ideas and information are provided by multiple third parties whereas the main transactions are processed by the **marketplace operator**. It is an economic system where companies and merchants compete with each other to sell their wares, products, services and ideas.

**(a) The Marketplace Operator** will be a Citizens group of **seven** VOLUNTEER neighbors, business/land owners and operators who will guide the (re)development, (re)vitalization and proper functioning of the Marketplace as the Board of Directors of this Downtown Development Authority.

**Section 1.4, Powers:** the Rochelle Marketplace DDA shall have and exercise all the powers listed; including, the powers as an urban redevelopment agency and to contract with other governmental jurisdictions to carry out supplemental service to said jurisdictions, O.C.G.A. § 36-42-1 to 24 inclusive, (a & b), 2010.

## **ARTICLE II**

### **General**

**Section 2.1, Name:** the name of this Authority is the **Rochelle Marketplace Downtown Development Authority (*Rochelle Marketplace DDA*)**, short title.

**Section 2.2, Downtown Development Area:** the Rochelle Marketplace “Downtown Development Area” shall encompass all the streets and avenues within the geographical area described as follow: a blue line that shall commence at the beginning point of the Municipal jurisdiction on Highway 280 (*First Avenue*) and will go southeast to follow around the area, and then, follow the circumference of the entire jurisdictional map with all protrusions and appendixes back to and end at the point of commencement as shown in **Exhibit A**.

**Section 2.3, Target Area:** The Rochelle Marketplace DD Target Area (***within the Downtown Development Area***) shall encompass all the streets within a blue line that commences at a point of beginning (*where the Municipal jurisdiction starts*) on Highway 280 (*First Avenue*) going east and turning southeast on Second Avenue (*north side*) to Mills Street; and then turning south to Third Avenue, turning east on Third Avenue to Ashly Street, then going south to Fourth Avenue and then going north back to Second Avenue; then turning east on Second Avenue (*north side*) to the Jurisdictional terminus, turning north and following the boundary of the Jurisdiction, turning west to follow the boundary of the Jurisdiction and turning northwest to meet Railroad Avenue; then turning west on Railroad Avenue; and turning north at the jointure of Jackson Street and then west at Bessie Avenue (*First Avenue, NE*) going west to Gordon Street, then turning north and then turning west at Dykes Avenue; Dykes Avenue to turning south on Mills Street and then turning west on Bessie Avenue (*First Avenue NE*) to turning north on Gin House Street (*SE*) and back to Dykes Street west to turn south on Reuben Street and turning west on Railroad Avenue going west all the way to the end and turning south to join the point of commencement as shown in **Exhibit B**.

**Section 2.4, Mission:** our mission is to reduce **POVERTY** through employment opportunities, to **IMPROVE LIVING CONDITIONS** through **PROJECTS**, and to create a sense of place; a destination as: “there’s no better place to be other than in Downtown Rochelle”.

**Section 2.5, The Authorities' Vision:** We envision the Authority to be the catalyst for progress, sustainability and development; to enhance the quality of life where downtown becomes a clean, beautiful and inviting place to be; by working with our neighbors in **common unity** to foster an economic system and area sustainability, self-sufficiency and growth; to help develop a desegregated and livable Downtown; and to help build and sustain affordable housing for **all** throughout the Downtown Development and the entire Service areas, **Appendix A**.

**Section 2.6, Activities:** all activities of the **DDA** shall be nonpartisan, non-denominational, non-sectarian, non-discriminatory and non-segregating, pursuant to Title VII of 1964, 31 USC 31 § 6711 and 49 USC § 306, see **Appendix B**.

- (a) In compliance with Federal law, meeting facilities must be (**ADA**) accessible to disabled, physically impaired, infirm and elderly persons.

### **ARTICLE III** **Director's Qualifications**

**Section 3.1, Directors defined:** Directors shall be all natural (*physical*) persons who are 18-year of age or older, O.C.G.A. § 14-3-802.

**Section 3.2, Board of Directors Defined:** here are defined as to be "***the governing and legislative body***" for the purpose of this Authority.

- (a) The Board of Directors shall be composed of seven (**7**) members, O.C.G.A. § 36-42-4.

**Section 3.3, Qualifications:** the qualifications of the directors shall be as provided by law. The Directors shall serve a staggered four-year term or to fulfill unexpired term(s). Terms shall coincide with established terms for Seats 1-7, O.C.G.A. § 36-41-1 and § 36-42-7 (2010).

- (a) The first Board, at continuance, will be two two-year, two four-year and three six-year terms to reintroduce the staggering nature of the terms, 1981 (2010), O.C.G.A. § 36-42-4.
- (b) Must be a taxpayer residing in the municipal corporation for which the Authority is created.
- (c) Resident of the City or County who owns or operates a business in the downtown development area.
- (d) Qualified under both (a) and (b).
- (e) One elected official may serve on the board. The appointed city official's term ends when he or she is no longer in office.

- (f) A resident of **Georgia** who owns a business in the downtown development area. Only one director can hold this position, must relinquish seat when he or she moves away from Georgia or is no longer owns a business on the downtown development area § 36-42-7 (c.1).
- (g) At least four (4) of the directors in the above categories must have an economic interest or represent an economic interest in the redevelopment and the revitalization of the downtown development area, § 36-42-7 (c).
- (h) **Except** for the director who is also a member of the governing body of a municipal corporation, each director shall attend and complete at least eight hours of training, § 36-42-7 (d).
- (i) The directors shall organize themselves and elect one of their members as Chair (CLO and CEO); and another as **Vice-chair** and shall also elect a **secretary** and a **treasurer** or secretary-treasurer. Either of who may but need **not** be a director § 36-42-7 (d):

**Section 3.4, Nomination of Directors:** Prior to the expiration of a director's term or a vacancy, the Board shall review prospective candidates who shall meet the qualifications set forth in § 3-3 (a) to (i) inclusive (*above*). Such prospective members may then be nominated to the Board for approval. Once vetted and approved by the Board, nominations shall be submitted to the Mayor and City Council for confirmation.

## **ARTICLE IV**

### **Director's Powers/Responsibilities**

**Section 4.1, Management Powers:** the directors shall have such power and authority as is conferred upon them by the Downtown Development Authority Law of 1981 (2010), 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. The property, affairs and business of the **DDA** shall be managed by its directors.

**Section 4.2, Power to Question:** The Board will have the power to question the CEO (*the Officers, Employees, Contractors and Subcontractors, or any other person who is deemed to have knowledge on matters importance to the Board*) of the DDA/Chair of the Board and to have the Board questions answered pursuant to the matters and items at hand at Board meetings. If for some reason, data is not available or the question need further research, the president shall submit a written report at the very next meeting, 30-day period. The minutes should reflect a note of this.

**Section 4.3, Other Powers:** Without prejudice to such general powers, but subject to the same limitations, it is, hereby expressly declared that the Board shall have

the following powers in addition to all other powers enumerated by the State of Georgia and in these Bylaws.

- (a) to **select and remove** all officers, Agents, contractors, subcontractors and employees of the Authority, by legislation, and then have the President to execute the removal, firing, hiring and as other powers as the Board deem to delegate;
- (b) To **prescribe powers and duties** for them as may be consistent with the Law, and these Bylaws. It is, hereby, expressed that no illegalities should be prescribe and ask to be performed by any Officer, Agent, or Employee of the DDA in the duly exercise of their jobs and conform to the **ETHICS** policy hereby adopted, as per O.C.G.A. § 45-10-3, **Appendix C**;
- (c) To **Fix compensation** for the Agents, Contractors and Employees upon direction from the Chair (CEO), and require from them such security, if any, for faithful service as the Board may deem appropriate and necessary;
- (d) To **conduct, manage, and control** the affairs and activities of the DDA, and to make such rules and regulations that are consistent with the Law and these Bylaws, and as they may deem appropriate and necessary;
- (e) to **borrow money and incur indebtedness** for the purposes of the DDA and to cause to be executed and delivered, therefore, in the DDA's name, Bequests, Promissory Notes, Bonds, Debentures, Deeds of Trust, **Mortgages**, Pledges, **Hypothecation's** or other evidence of Debt and Securities thereof;
- (f) To **select** the Authority officers;
- (g) to **compensate** (*reimburse*) the Chair (**CEO**) or any other officers and Board Members of the Authority for expenses deem by the Board to be necessary and useful in the scope of discharging the duties of Chairmanship, officials and Board Member and then against receipts.
- (h) To **Establish Bank Depositories**. The Authority may from time to time provide by resolution for the establishment of depositories for funds of the Authority and the manner in which the accounts are to be held.

**Section 4.4, Rights of Inspection:** Every member of the Board shall have the absolute and reasonable right to inspect, during office hours, all books, records, documents on file, and the physical properties of the DDA. Such records should be available after receiving a five-business day's written notice to inspect. Such notice should state the purpose and uses to which such records will be subjected to, or needed-for.

**Section 4.5, Disclosure:** The **Chair (CEO)** shall recommend and explained to the Board causes of action but **NOT** publicly disclosed such recommendations to

anyone but the Board. For such occasions, a private (*close*) Board meeting will be call and disclosure can proceed with the explicit appointment of the Board.

**Section 4.6, Privacy:** The Board may and shall have the power to meet at close doors in a private meeting, (*without other residents and/ or members of the public and only with required staff, if needed*) from time-to-time, to deal with items pursuant to liability, disclosure, certain procedural items, and matters (*hiring, firing and misconduct*) of staff and to deal with litigation.

- (a) Notwithstanding, the Board will announce causes of litigation without getting into the particulars of the case and allow for public comment on such items and issues prior to the close-door meeting.
- (b) Matters of Staff are non-disclosable at all.

**Section 4.7, The Purse:** the Board has the Power of the Purse. Action of the Board is required for items and amounts over **\$500.00** per single item, per single day. This amount can be increase or decrease by Board action, only.

- (a) The President has the authority to oversee and approve all expenditures under **\$500** and be accountable for this amount(s) to the Board.

**Section 4.8, Budget Approval:** The Board shall approve a balanced Budget at its meeting of November of each year.

- (a) The fiscal year of the DDA shall begin on the first day of January of each year and end on the thirty-first of December of the same year.

**Section 4.9, Board Sabbatical:** As per a set schedule, the Board shall meet eleven (**11**) consecutive times a year and shall enjoy a Sabbatical on the month of December to participate on the End-of-year (*Christmas, New Year and/ or any other religious and/ or secular*) celebrations.

**Section 4.10, Social:** If the Board so desires to have a Social Gathering during the Board Sabbatical in December, they may do so during which, NO official Board Business will be transacted.

**Section 4.10, Board Member Vacations:** Each Board Member has the right to take vacations upon his or her will. Such vacations shall count as an excused absence, but the Board Member shall not book more than four (**3**) yearly excused absences.

**Section 4.11, Resignation and Removal of Directors:** directors are expected to regularly attend all meetings and other Board functions.

- (a) Any director who is absent, without a valid excuse, from three (**3**) consecutive regularly scheduled Board meetings shall be automatically removed from the Board without further notice.

- (b) In addition, any director who has not attended at least **70%** of the regularly scheduled meetings within any calendar year shall be automatically removed from the Board effective January 1st of the next calendar year.
- (c) The Board may, in its discretion, waive this provision and permit the member to continue serving in a probationary capacity contingent upon establishing a satisfactory attendance record.
- (d) Any director desiring such waiver must request the same in writing, setting forth the reasons for their absences as well as the specific measures they plan to insure regular attendance and insure that such request is received by the President or his/her designee in advance and prior to the time that the automatic removal is scheduled to occur. In the event of disputes involving attendance at a specific meeting, the duly adopted minutes of said meeting shall control.

**Section 4.12, Public Benefit:** the law provides for the reporting of certain incentives “public benefits” that should be reported, O.C. G.A. § 50-36-1.

**Section 4.13, The Chair:** the Chair shall be the **P**riniple **L**egislative **O**fficer (**PLO**) and the **C**hief **E**xecutive **O**fficer (**CEO**) of the **DDA** and shall preside at all meetings. But not necessarily conduct every meeting.

- (a) The Chair (*PLO and CEO*) shall have the authority to sign and execute, on behalf of the DDA, all documents, notes, contracts and obligations authorized by the DDA.

**Section 4.14, Assignment of Duties:** the DDA President may assign duties to any officer from time to time. Officer duties may be designated to executive or administrative personnel by the DDA Chair as is practical to conduct the daily affairs of the DDA.

- (a) The DDA Chair (*PLO and CEO*) may hire, contract or otherwise engage professional, legal and other assistance as needed.
- (b) The Chair (*PLO and CEO*) shall appoint committees and committee chairs as may be necessary with confirmation from the Board.
- (c) The Chair (*PLO and CEO*) shall be the chair or at least a member of all committees, except the nominating committee, if there is any.
- (d) The Chair (*PLO and CEO*), or his or her designee, shall be responsible to the City Council for reports, information and petitions on the DDA or on behalf of the DDA.
- (e) The Chair (*PLO and CEO*) shall have total direction, oversight and supervision of the finances, projects and programs of the **DDA** and supervise the execution of programs, document and correct functioning; and ensure the yearly registration of the DDA.



- (f) The Chair (*PLO and CEO*) shall manage the DDA, hire and fire personnel with the review, consent and approval of the Board of Directors.

**Section 4.15, Vice-chair:** the Vice-chair shall perform duties such as may be assigned by the President. In the absence of the President, or in the event of the disability, inability or refusal to act of the President, the Vice-chair shall perform the duties of the President.

**Section 4.16, Secretary:** the Secretary shall provide for the keeping and reporting of the minutes of meetings of the DDA and its committees.

- (a) The Secretary shall give appropriate notices in accordance with the bylaws and as required by law.
- (b) The Secretary shall act as custodian of Authority records and provide for the book of minutes to be published in the website for immediate public notice.

**Section 4.17, Treasurer:** the Treasurer shall have the responsibility of keeping and producing and/or make to be produced all financial records and all accounts of the DDA.

- (a) The **Treasurer** shall cause an annual audit of the books of the DDA to be made by the firm which (*preferable*) audits the books of the City of Rochelle and present such audit to the directors of the DDA;
- (b) **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*);
- (c) The Treasurer shall review the **DDA's Annual Audit** and produce an Annual Budget. The Treasurer shall make reports to the DDA as to its financial condition;
- (d) The **Treasurer** shall prepare, or see that one is prepare, a preliminary DDA annual budget and present it to the Board for the first review (*reading*) at the meeting of **September** of each year.
- (e) The **Treasurer**, should then, adjust the budget conforming Board directions and present the proposed budget, in a **PUBLIC** hearing in which the public is invited and will have the right to comment and submit changes at the meeting of October of each consecutive year (*second reading*).
- (f) **Two signatures** will be required to sign all checks and all other financial instruments (*that of the Chair, PLO and CEO, and that of the Treasurer*).
- (g) **The Treasurer**, with consent and approval of the Board, as to an amount (\$500), should make a small drawer available to the Chair (*PLO and CEO*).
- (h) The **Treasurer** could act as Secretary, in the absence of one, while in office.
- (i) **Execution of Notes, Drafts and Checks:** All drafts, checks, etc., drawn against the account of the Authority shall be signed by the **Chair** and the **Treasurer**. Specific persons may be authorized by the Board from time to

time as it deems appropriate and that person or persons shall insure that the requirements of the depository banks, including the execution of appropriate signature cards, are complied with.

## **ARTICLE V**

### **Title Conveyance**

**Section 5.1, Conveyance of Title:** upon the action of the DDA resolving to convey title or take title to real property, the signatures of the Chair, or Vice-chair, in place of the Chair, as well as the signature of the Treasurer, shall be required.

## **ARTICLE VI**

### **Term and Removal of Officers**

**Section 6.1, Term and Removal:** all officers shall be elected by and serve at the discretion of the Board of Directors and any officer may be removed from office, either with or without cause, at any time, by the affirmative vote of the super majority of the directors (*six (6) directors*), of the authority then in office. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the directors for the unexpected portion of the term. Resignation shall be submitted in writing to the Chair and Secretary.

**Section 6.2, Powers:** The powers and duties of the officers shall be as provided from time to time by resolution or other directive of the directors. The Recording Secretary, even if not a director shall attend meetings for the purpose of recording the minutes of such meetings; but in such case, shall not have any of the powers, rights, or duties of a director.

## **ARTICLE VII**

### **Authority Structure**

**Section 7.1, Structure:** Under the leadership of the Chair (*PLO and CEO*), the Vice-chair, Secretary, and Treasurer, the Chief Financial Officer (*CFO*) (*the executive committee, if any*) shall manage policy implementation and the financial affairs, projects and programs of the corporation.

- (a) The **Board of Directors** shall manage the **legislative affairs** of the corporation and manage the purse.
- (b) The **Board of Directors** shall have such authority and perform such duties as (*provided by these Bylaws*) to manage resolutions, ordinances and motions of the Board as policy setting guidelines, corporate ordinances and supervisory duties.

- (c) The **Board of Directors** may also establish development projects and activities, committees and confirmed committee members.
- (d) A **Chairperson** of each committee of the board is best to be a member of the Board (*but in the absence of one, the President may appoint one or be one*) and a representative of an established project or activity.
- (e) The **Chair** (*PLO and CEO*), Vice-chair, secretary, and treasurer shall be elected to their positions by the Board from the pool of the board of director members. Notwithstanding, the Secretary might not be a Director, if need be.

## **ARTICLE VII**

### **Conflict of Interest**

**Section 7.1, Conflict of Interest Policy:** the purpose of the conflict of interest policy is to protect this organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of the **Chair, Officer(s), or Director(s)**, employee(s) and/or contractor(s) of this Authority or might result in a possible excess benefit transaction, inside trading or cross-organizational dealings. This policy is intended to supplement but not replace any applicable State and Federal laws governing conflict of interest applicable to public organizations.

- (a) To help avoid conflict of interest and the appearance of **collusion** within the organization: corporation's executives, board of directors, staff members, employees, and contractors should not be related by family (*blood*) or marriage (*affinity*) to each other up to a derivative relationship (*consanguinity or affinity*) of the third (*3<sup>rd</sup>*) degree, pursuant to O.C.G.A § 14-3-813 (c).
- (b) To such effect, all candidates for office, for employment and contracting, will be asked to sign a form prior to such actions.
- (c) If any director, executive or employee is found non-disclosed and noncompliant in such Conflict of Interest relationship(s); respectfully, he or she will be asked to resign or be fired, **Appendix D**.

## **ARTICLE VIII**

### **Political Elections**

**Section 8.1, Elections/Political Offices:** the Rochelle Marketplace DDA, as an independent Political Authority, shall not participate in, officially or unofficially, or lend its influence in, the election of any candidate for political office, regardless of person(s), party or office. Including, but not limited to participating in any electronic media, printed ADVERTISING and/or distributing LEAFLETS.

- (a) Any Director (*Authority Directors, officers and/or employees*) shall not identify affiliation with the Rochelle Marketplace DDA when privately endorsing or supporting candidates for public or other office(s). Violation of this section and subsection are grounds for dismissal.
- (b) The Rochelle DDA may take a position on a ballot measures and hold candidate debates as educational forums to the members and the public in general providing equal time and opportunity to all candidates in the spectrum seeking the same office, pursuant to (*IRS f1023 instructions*).

## **ARTICLE IX**

### **Sunshine Laws**

**Section 9.1,** The Rochelle Marketplace DDA operates under the authority of the Sunshine Laws (***Georgia Open and Public Meetings, Open Records***) which requires that meetings of the DDA be open and accessible to the Public, always. In addition, the Administrative Guidelines provide explanations of the Policy's minimum standard operating procedures and responsibilities of the DDA, pursuant subsection (a).

- (a) Open Records, pursuant to O.C.G.A § 50-14-1 (2).

## **ARTICLE X**

### **Meetings**

**Section 10.1, introduction of issues (*Items*) at Meetings:** At meetings, Staff members introduce the issues (*Item*) with a recommendation (*positive, negative and/or no recommendation at this time*). In the absence of staff, the President will introduce the issues with a recommendation.

- (a) The **Public** has the right to comment on each and every one of the issues (*items*) listed on the agenda for a vote and or discussion on each meeting day.
- (b) Discussion from the Board will follow. Each Board member shall conclude his or her comment(s) with a pronouncement of his or her (*positive or negative*) vote on the item.
- (c) Informational Items, the Board may and it encourages hearing informational items without voting on them. The Public has the right to comment on such items as well. These informational Items may be voted items later.

**Section 10.2, Regular Meetings:** the DDA shall meet at a regular time and place established by a resolution of the DDA board. Notice of these meetings, as well as any other DDA public meetings shall be posted, timely, in the DDA's Website: [www.RochelleMarketPlace.org](http://www.RochelleMarketPlace.org) And all meetings shall be conducted in accordance with the Georgia Open Meetings Act (*O.C.G.A. §50-14-1 et. seq.*)

- (a) The chair of all meetings has the discretion to exclude and limit **time** and **commentary**, especially as to follow and adder to the agenda.

**Section 10.3, Special Meetings:** special meetings may be held upon the call of the Chair, Vice-chair, Secretary, Treasurer, or any five (5) directors at such time during regular business hours and at such place within the City of Rochelle, Georgia, as shall be specified in the notice of such meeting. Notices of special meetings are to be written.

- (a) **Meeting reminder** notice(s) may be delivered personally, by website or by telephone and shall be given at least twenty-four (**24**) hours prior to the time of the meeting. If delivered by phone or electronically, such notice shall be delivered twenty-four (**24**) hours prior to the time of the meeting.
- (b) When furnished with a printout schedule of meetings, and published in the website, no notice of any meeting need be given to 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.

**Section 10.4, Closed Meetings:** the **DDA** will follow the requirements of Georgia's Open Meetings Act for closed meetings (*O.C.G.A. § 50-14-2*).

**Section 10.5, Annual Meeting:** At the first meeting of each calendar year, the DDA shall conduct an annual meeting to establish officers and make financial and operational reports and recommendations necessary for the conduct of the DDA's annual affairs. This meeting should be the Registration month of the DDA.

**Section 10.6, Quorum:** a majority of the directors, at a meeting duly assembled, shall constitute a quorum for the transaction of business. A quorum shall be the presence of **Four (4)** Directors to a given meeting.

- (a) Unless otherwise specifically required by statute or these bylaws, 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.
- (b) However, the Secretary should notice the adjournment for lack of quorum should be noted in the minutes of such intended meeting with a first and a second and a vote of all present.

**Section 10.7, Minutes:** minutes of a regular, special or standing committee meeting must be recorded. Minutes must be made available to the public after they have been approved by the **DDA**, but no later than immediately following the next regular meeting. Minutes must include the names of the members present at the meeting, a description of each motion or other proposal made and a record of all votes. Including: who first the motion on the floor and who second it.

- (a) For a **closed** executive session, minutes are not required unless land acquisition is discussed, but the reason for closing the open meeting must be reflected in the open meeting minutes.
- (b) The Chair (*PLO and CEO*) shall preside at all meetings of the Authority, but not necessarily conduct every meeting as he or she may delegate this duty to the Vice-chair or any other Director.
- (c) The **Chair** (*PLO and CEO*) or its appointee shall conduct the meetings from a written and publicized agenda. The publicized agenda can be amended by the majority vote of the members at the beginning of the meeting to rearrange the items/issues and/or to add/subtract and table agenda items, or time sensitive items.
- (d) Resting on the U.S.A. Constitution and the First Amendment, the Chair (*PLO and CEO*), Vice-Chair his or her appointees or successors shall allow the voice of the People to prevail in commentary and conduct each such meetings in a business like and fair manner, and to follow formal, and/or parliamentary rules or principles of procedure; but when necessary to regain control of the meeting and control of the agenda.
- (e) **Agenda Publication** could be in the form of website notice, email.

**Section 10.8, Parliamentary Procedures:** Robert's Rules of Order Newly Revised will be used when the Policy, the Administrative Guidelines, and these bylaws do not address an area of concern or interest or in the case of a dispute concerning parliamentary procedures governing the conduct of meetings of the Authority, the most recent revision of **Robert's Rules of Order** shall govern, (O.C.G.A. § 50-14-1 (a) (E)), as per **Appendix E**.

**Section 10.9, Point of Contact:** for Agenda items, the point of contact shall be the office of the Chair ([rochellemarketplacedda@aol.com](mailto:rochellemarketplacedda@aol.com)).

## **ARTICLE XI**

### **Succession**

**Section 11.1, Succession:** The **Vice-chair** shall preside and acquire all powers in the absence of the Chair (*PLO and CEO*).

- (a) The **Secretary** shall preside and acquire all powers in the absence of the Chair (*PLO and CEO*) and the Vice-chair or the Vice-chair alone (*if for some*

*reason, they are both out at the same time).* In such case, the Board should appoint an interim (*acting*) secretary to the new cycle of the Board appointments.

- (b) The Chair (*PLO and CEO*) and the Vice-chair of the Board can, from time-to-time, appoint or ask any Board Director to conduct the DDA's monthly meeting.
- (c) The Chair or its appointee and successors shall have all the powers usually vested in the chair, at the meeting of directors.
- (d) Without limiting the generality of the foregoing, the President, ruling as a chair on procedural matters, shall be conclusive and binding on all Directors. Unless, at the time of the ruling, a request for a vote is made by, the Directors entitle to vote, in which case the decision of a majority of such members shall be conclusive and binding on all Directors.

## **ARTICLE XII**

### **Committees**

**Section 12.1, Standing and/or Special Committees:** The Board might determine if the management and function of the Corporation would benefit by the establishment of one (*1*) or more standing or special committees, in addition to the Executive Committee, if any; and if such action should be taken. In addition, such committees should and will serve as directed and at the pleasure of the Board.

- (a) **The establishment** of standing or special committees shall be effected by resolution of the Board, which specifically sets forth the powers, scope, duties, and limitations delegated to such committees. Such action should be approved by the vote of all Board Members then in office with a prevailing two thirds (*five*) vote(s).
- (b) **Each committee** shall have a note taker, in addition, to members of the **PUBLIC** or residents of the city of Rochelle as they see fit. Such committee Members should be listed as such by an action (*vote*) of the Board (*appointment*).
- (c) **Committee Terms:** All committees should be accepted by the Board and follow the required terms, if any.
- (d) **The Terms:** "*(ad hoc committee(s) is a temporary committee established by the board to address only one specific issue)*, committee(s), standing committee, and special committee(s)" shall mean any committee appointed by the Board that is authorized by specific delegation, without further Board action, to make, take and recommend decisions on behalf of the Board. And/or to implement, with a degree of discretion, decisions of the Board following guidelines established by the Board. Notice of, and the chair of each such

committee shall prescribe procedures for meetings of ad hoc, standing or special committees but not the issues.

- (e) **Actions and Approval.** All actions and/or recommendations passed and approved by a vote of a committee of the Board should be submitted to the Board for a formal vote of approval with a positive or negative recommendation.
- (f) **Budget,** if such action requires the expenditure of monies, then a budget should be submitted along with the recommendation. The Board has the purse and the budget. Therefore, board approves all expenditures and funds all programs or events of the Authority.
- (g) **Committee Reports.** Each committee (*ad hoc, standing or special committee*) should **write** a report and have the chair; vice-chair or a representative member of such committee of the Board read the report aloud at the monthly Board meeting, to the Board Members with a recommendation. All these report shall be published in the website.
- (h) **Committee(s) Termination.** At any such times as the Board decides to terminate, a motion to terminate or fire a committee should be taken and approved by a vote of the Board when a committee or committees are deemed to be ineffective, unnecessary or exceeding the powers given to them by the Board.

**Section 12.2, Limitations upon Committees of the Board:** No committee shall have any of the authority reserved exclusively to the Board with respect to:

- (a) The **filling of vacancies** on the Board or on any other committee. This is purely a reserved board duty to seat and unseat committee members.
- (b) **Deem itself** and declare itself by a vote of its members, to be having or to have for itself the powers reserved exclusively and legally to the Board of Directors.
- (c) The amendment, repeal of this Bylaws or the adoption of new bylaws.
- (d) **Other issues that are NOT of the purview, scope and predication** under which such committee was created by the Board.

**Section 12.3, Preside at committees of the Board:** The Chair (*PLO and CEO*) will preside at any committee meetings of the Board, but not necessarily conduct the meetings, as this is the privilege of the committee chair, unless it was specified from the beginning that the Chair (*PLO and CEO*) will be the leading chair of such committee.

**Section 12.4, CHAIR, PLO and CEO's Discretion:** It is at the **Chair, PLO and CEO's** sole discretion to be present at and/or to participate in any committees of the Board during their meetings, but not to introduce his or her own issues.



## **ARTICLE XIII**

### **Liability and Limitations**

**Section 13.1, Insurance:** if at all financially possible, minimum liability insurance requirement: **Public Officials** (*Directors and Officers*) insurance shall be maintained with coverage on single claims made basis at a minimum coverage amount of \$500,000 per incident, \$1,000,000 maximum benefit.

**Section 13.2, liability:** The directors, officers and members of the DDA shall not be individually, or in common, liable for the Authority's debts or other liabilities while acting in good faith (O.C.G.A. § 51-1-20, 2010)

- (a) The private property of all such individuals shall be exempt from any Authority's debts or liabilities. To the fullest extent permitted by Georgia Statutes (*as the same exists or may be hereafter amended*). Directors of this DDA shall not be liable to the Authority for monetary damages, or for any action taken, or failure to take any action as director(s), or in respect to any act of errors and/or omissions (O.C.G.A. §.51-1-20-a).
- (b) To the fullest extent permitted by Georgia law, in accordance with, and within the limits provided by law, no director or person who serves on a board or committee, as member or chairperson, of the DDA, in a voluntary capacity and without pay (*compensation*), shall be immune of liability to the Authority or its members for monetary damages for breach of fiduciary duty as a director, or as a member of a board or committee in an advisory capacity
- (c) The term "compensation" shall not include reimbursement of reasonable expenses related to said services (O.C.G.A. §.51-1-20-b)
- (c) To the fullest extent permitted by Georgia law, any director or person who serves on a board or committee of the DDA in an advisory capacity, and as a **volunteer**, shall be immune from civil liability and shall not be subject to a suit directly, or indirectly, nor by way of contribution for any action or omission resulting in damage or injury, if the person was acting in good faith, and in furtherance of the purpose or purposes for which the DDA is organized; unless the damage or injury was caused by willful and wanton or grossly negligent conduct of the person (O.C.G.A. §.51-1-20-c)
- (d) If Georgia Codes and Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Authority shall be eliminated or limited to the fullest extent permitted by Georgia Law and Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of an executive or director of the DDA existing at the time of such repeal or modification or retroactivity, see **Appendix F**.

## **ARTICLE XIV**

### **Office**

**Section 14.1, Principal Office:** The DDA's principal (*tangible*) office shall be always located and fixed within the established limits of the City of Rochelle (*and future annexations*). However, in the absence of such said location, at such place as the Board of Directors (*the Board*) shall determine. Initially, the Authority's principal office shall be located in District Two (**2**) in the City of Rochelle, Wilcox County, in the State of Georgia. The Board, however, is granted full power and authority to change said principal office from one location to another. If or as the need arises, the office could be located out, but as near to, the City of Rochelle.

- (a) In the absence of Board specific and clear directions, the Chair will have the authority and discretion to change the Principal Office location.
- (b) At formation, the principal address will be: 746 Gordon Street, P.O. Box 112, Rochelle, Georgia 31079-0112.

## **ARTICLE XV**

### **Attendance Rights**

**Section 15.1, The Public Right of Attendance:** Any person has the right to be present and/or to participate in any meeting or event organized by the DDA, and/or any committee of the Board, pursuant to § 10.3.

**Section 15.2, Freedom of Speech:** the speaker's First Amendment rights will be always upheld with the limitation of the length of time provided to express such right, and announced by the president at DDA meetings and/or the chair of any committee prior to meeting commencement.

**Section 15.3, Public Comment:** deem to be commentary on Items NOT listed on the Agenda for that day's meeting and of general interest to the public and related to the activities of the DDA.

- (a) Although, once recognized, the speaker can address those in attendance on any subject of interest not listed on the agenda, in a polite manner; **hateful, discriminatory, derogatory, angry, insulting, inflammatory speech and profanity will not be tolerated, at all. Especially, if directed against any particular group or class of people, particular race or ethnic background, public figure, political person, officials, those present, and anyone member of the board or the Chair of this committee.**
- (b) The Chairperson, conducting the meeting has the right to interrupt a disruptive speaker and have the speaker be removed from the floor or the meeting, all together, if need be.

- (c) Those subjects, issues and/or items under the DDA's purview will be follow-up and responded to, by Staff and/or by the Chair at a later meeting.
- (d) If you do not know the answer to a question, it is appropriate to say: ***"I will research the answer and will respond to your question at a latter-day"***.
- (e) A request for Public Comment slip should be turned in to the secretary prior to the commencement of the meeting.

**Section 15.4, Agreement:** All members of the Board of Directors and member of the public attending a meeting agree to disagree with each other in a civilized and polite manner, discussing and attacking the issues at hand, only, and NOT persons or personalities present to such OR at any other meeting. Such negative and adverse behavior will **NOT** be tolerated and it is deem **DISRUPTIVE**.

- (a) When a speaker is duly recognized, has been given minutes to speak and has the floor, **no one** interrupts and everyone listen attentively and with respect.
- (b) However, the only interruption allowed is by the chair of a committee to announce the expiration of the speaker's minutes and time.
- (c) Each speaker before being recognized to speak shall be reminded of the rules of conduct and the speaker limitations on time.

**Section 15.5, Speakers Slips:** at all Authority's Board meetings, those members and or visitors, or public commentators wanting to express views in pro/con on any subject on Agenda Items, shall fill-in and submit an speaker's slip with name, address and contact number and also an email address, writing down the subject and/or agenda item number and speaker minutes requested, if any.

**Section 15.6, Time and group limitations:** The chair has the prerogative to limit the time allowed to the speakers and, if there are organized presentations or too many speakers, speaking on one single, or same, subject, the chair has the ability to merge speakers and time.

**Sections 15.7, Opposition:** There is always going to be opposition to every subject, issue or item. Therefore, respecting the **First Amendment rights and the equal time clause**, the chair will be fair in balancing the free expression of all parties to fully explain the position and viewpoints of both sides, on one item.

- (a) Notwithstanding, the majority will have the issue or item, respectful of the minority rights.

**Section 15.8, Human Rights:** notwithstanding, all of the above sections of this Article and other, are encapsulated on the U.N. Human Rights Declaration to which the United States of America is a signatory. Therefore, all of the above are the Law of the Land and enforceable by all spheres of government and hereon, see **Appendix G**.

## **ARTICLE XVI**

### **Exclusion**

**Section 16.1, The Public:** Any person may not be excluded from any meeting of the **DDA** for just expressing their opinions or viewpoints as long as they do it in a civilized, respectful and polite manner without insulting or offending those present or those who he/she is speaking about.

- (a) To the Public: **Any person** can and will be excluded from the DDA meetings for repetitively expressing their viewpoints and opinions with negative epitaphs, profanity, violence, personal and/or verbal attacks, excerpt disruptive behavior and in any other manner which is offensive to the majority of the directors or the public present at a meeting, and this after repeated verbal or written warnings, if any.
- (b) A person could be excluded from meetings and/or events, if they are known to be, or show signs of alcoholic intoxication and/or be known to be under the influence of drugs, or showing excessive emotional distress.
- (d) Any member of the Public **shall** be excluded from the DDA meetings or organized events, if he or she speaks and expresses **homophobic, racial, hateful; and anti-social statements, expresses support for the segregation of one particular class of people and shows aggressive behavior toward any protected class of citizens/residents; or against any DDA Public Official, member or political officeholder.**
- (e) **Motion to Exclude:** A motion to exclude or expel a Member of the Public should be initiated by any Directors with a second and approve by a majority vote of the Board.

## **ARTICLE XVII**

### **Records**

**Section 17.1, Attendance Records:** The **DDA** has the right to keep a database of attendance records.

**Section 17.2, Property:** However, the attendance records are deemed to be covered by the privacy of each individual.

- (a) The Attendance Clerk should guard the records as such. **NO sales**, coping or misuse of such records are allowed, at all!
- (b) The Membership Records are the exclusive and private property of the DDA.

**Section 17.3, Request for records:** The DDA **will only** request name, address, email address and telephone number of the member for attendance purposes and

records. Such records will be collected through a sign-in sheet at the beginning of each DDA and/or committee meeting(s) and/or event(s).

- (a) The person in attendance has the right and self determination to refuse to sign the sign-in sheet and not to be added to the membership records.

**Section 17.4, Usage:** the attendance records should be use, exclusively, for:

- (a) E-mailings of the Agenda, minutes or other documents, if requested.
- (b) Emails or voice call to meetings and/or to remind the list of attendants of a pending meeting(s).

**Section 17.5, Attendance Clerk:** the attendance clerk should be the only person in charge of calling and noticing the members. However, at the beginning, the President will be the Attendance Clerk as well.

**Section 17.6, Release:** the Attendance Clerk will not disclose the attendance records available. But only after the full consent and vote of the full Board and then unanimous approval of attendants present to the following DDA meeting, to the organization or agency ordering the release or a granting donor(s).

**Section 17.7, Privacy:** the Attendance Clerk is the only person responsible of guarding the privacy and maintenance of such attendance records. Assuring the privacy of such records and the private information of the persons listed.

- (a) **NO** sharing of such records (*publicly or privately*) should be done and occur without the explicit consent and approval of the Board and a vote of the attendees to the next meeting of such request.
- (b) The person who's records are been requested has the right to stop the disclosure of such records.
- (c) No private individual will be furnished with any private record of a member, unless the requestor provides a bona fide and duly executed Court order.

## **ARTICLE XVIII**

### **Amendments to these Bylaws**

**Section 18.1, Amendments to Bylaws:** any bylaws sections not inconsistent with any laws of the State of Georgia creating this Authority shall be subject to alteration, amendment or repeal, and may be made by affirmative vote of six (6) directors then holding office at an special meeting of the directors. The same is to say of any section of the Bylaws that needs updating or has become obsolete.

- (a) Upon finding the need for a Bylaws amendment, let it be by the Board, Staff or the Public, the Directors shall stand a Bylaws Amendment Committee.
- (b) All proposed changes to the amendment(s) shall be submitted in writing, by anyone, to the Bylaws Amendment Committee ten (10) days prior to the meeting in which such amendment(s) will be considered.

- (c) 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 thereof.
- (d) The committee, then, shall send a report of its findings and recommendations with the proposed changes to the plenary of Directors.
- (e) The Directors, shall consider the report, add or subtract their own findings and vote on the proposed amendment.

## **ARTICLE XIX**

### **Oath of Office**

**Section 19.1, Oath of Office:** “I do solemnly swear, by the powers invested in me by the laws of the State of Georgia, to faithfully execute the duties of a Rochelle Marketplace DDA director. And I will, to the best of my ability, preserve, protect and defend the DDA Bylaws, its mission and vision and the principles for which stands. And defend the constitution of the State of Georgia and the Constitution of the United States. **So help me God!**”

## **ARTICLE XX**

### **Other Applicable Laws**

**Section 20.1, Registration:** this Downtown Development Authority is required to register once with the Secretary of State and annually with the Department of Community Affairs.

**Section 20.2, Tax-Except:** A DDA is a corporate body recognized by State Law, and from an Internal Revenue Service (*IRS*) perspective, the DDA is considered to be governmental tax-except.

**Section 20.3,** Additional and applicable laws to be incorporated into these Bylaws:

- (a) Georgia Local Government Public Works Construction Law, O.C.G.A. Sec. 36-91-1 et seq.;
- (b) Federal and State environmental laws
- (c) Local Government Authorities Registration Act O.C.G.A. 36-80-16;
- (d) Annual Reporting of Development Authority Revenues O.C.G.A 36-81-8

## ARTICLE XXI

### Adopted Policies

**Section 21.1, Policies:** the following adopted policies shall be and are incorporated as an integral part of these Bylaws and, therefore, shall be applicable and enforced.

## Appendix A

### Affordable Housing

#### 25 CFR§ 700.55

#### “Decent, Safe, and Sanitary and in Good Repair Dwelling”

- (a) **General.** The term decent, safe, and sanitary and in good repair dwelling means a dwelling which:
1. Meets applicable federal, state and local housing and **occupancy** codes; including but not limited to the Uniform Building Code, National Electrical Code, ICBO Plumbing Code, the Uniform Mechanical Code, **HUD Minimum** Property Standards, and **HUD Mobile Home Construction** and Safety Standards (*§ 24 CFR part 2*);
  2. Is structurally sound, clean, weathertight and in good repairs and has adequate living space and number of rooms;
  3. has an adequate and safe electrical wiring system for lighting and other electrical services where economically feasible;
  4. Meets the requirements of the HUD lead-paint regulations (*§ 24 CFR part 42*) issued under the Lead-Based Paint Poisoning Prevention Act (*42 U.S.C. 4831 et seq*);
  5. in the case of a physically handicapped person: it is free of any architectural barriers. To the extent that standards prescribed by the American National Institute Inc., in application ANSI A117.1-1961 (R 1971), are pertinent, this provision will be considered met if it meets those standards;
  6. has heating/air as required by climatic conditions;
  7. has habitable sleeping areas that are adequately ventilated and sufficient to accommodate the occupants;
  8. Has a separate well-lighted and ventilated bathroom, affording privacy to the user, that contains a sink and bathtub or shower stall, properly connected to hot and cold water, and a flush toilet, all in good working order and conditions, and properly connected to a sewage drainage system, and
  9. in the case of new construction or modular housing, complies with the energy performance standards for new buildings set forth by the U.S. Department of Energy.

## 24 CFR § 5.703

**Section 5.703, Physical Condition Standards,** HUD housing that is decent Safe and sanitary and in **GOOD REPAIR** (DSS/GR). Housing must be decent, safe, sanitary and in good repair. Owners of housing described in § 5.701 (a); mortgagors of housing described in § 5.701 (b); and PHAs and other approve entities by HUD owning housing described in § 5.701 (c), must maintain such housing in a manner that meets the physical condition standards set forth in this section in order to be considered decent, safe, sanitary and in good repair. These standards address the major areas of the HUD for housing: the site; the building exterior; the building systems; the dwelling units; the common areas; and health, sanitary and safety conditions.

- (a) **Site.** The site components, such as fencing and retaining walls, grounds, outdoor lighting, mailboxes, project signs, parking lots/driveways, play areas and equipment, refuse containers and disposal, roads, storm drainage and walkways must be free of health and safety hazards and be in good repair. The site must not be subject to material adverse conditions, such as abandoned vehicles, dangerous walks or steps, poor drainage, septic tanks back-ups, sewer hazards (*flooding*), excess accumulation of trash, (*junk*), vermin (*cockroaches*) or rodent infestation or fire hazards.
- (b) **Building Exterior.** Each building on the site must be structurally sound, secure, habitable, and in good repairs. Each building's doors, fire escapes, foundations, lighting, roofs, walls, and windows, where applicable, must be free of health and safety hazards, operable and good repairs.
- (c) **Building Systems.** Each building's domestic water, electrical system, elevators, emergency power, fire protection, HVAC, and sanitary system must be free of health and safety hazards, functionally adequate, operable and in good repairs.
- (d) **Dwelling Units:**
  - 1. Each Dwelling unit within a building must be structurally sound, habitable, and in good repairs. All areas and aspects of the dwelling unit [*for example, the unit's bathroom, call-for-aid (if applicable) , ceiling , doors, electrical systems, floor, hot water heater, HVAC (where individual units are provided), kitchens, lighting, outlets/switches, patio/porch/balcony, smoke detectors, stairs, walls, and windows*] must be free of health and safety hazards, functionally adequate, operable, and in good repair.
  - 2. Where applicable, the dwelling unit must have hot and cold running water, including an adequate source of potable water (*note for example that single-room occupancy units need not contain water facilities, but share a communal one*).



3. If the dwelling unit includes its own sanitary facility, it must be in proper operating condition, usable in privacy, and adequate for personal hygiene and the disposal of human waste.
- (e) **Common Areas.** The common areas must be structurally sound, secure, and functionally adequate for the purposes intended. The basement, if any, garage/carport, restrooms, closets, utility, mechanical, community rooms, day care, halls/corridors, stairs, kitchens, laundry rooms, office, porch, patio, balcony, and trash collection areas, if applicable, must be free of health safety hazards, operable, and in good repairs. All common area ceilings, doors, floors, HVAC, lighting, outlets/switches, smoke detectors, stairs, walls, and windows, to the extent applicable, must be free of health and safety hazards, operable, and in good repair. These standards for common areas apply, to a varying extent, to all housing, but it will be particularly relevant to congregate housing, independent group homes/residencies, and single room occupancy units, in which the individual dwelling units (sleeping areas) do not contain kitchen and/or bathroom facilities.
- (f) **Health and Safety Concerns.** All areas and components of the housing must be free of health and safety hazards. These areas include, but are not limited to, air quality, electrical hazards, elevators, emergency/fire exits, flammable materials, garbage and debris, handrail hazards, infestation, and lead-based paint. For example, the buildings must have fire exits that are not blocked and have hand rails that undamaged and have no other observable deficiencies. The housing must have no evidence of infestation by rats, mice, and other vermin, or of garbage and debris. The housing must have no evidence of electrical hazards, natural hazards, or fire hazards. The dwelling units and common area must have proper ventilation and be free of mold, odor (e.g. propane, natural gas, methane gas, or sewer fumes), or other observable deficiencies, the housing must comply with all requirements related to the evaluation and reduction of lead-based paint hazards and have available proper certifications of such (*see § 24 CFR part 35*).
- (g) **Compliance** with State and local codes. The physical condition standards in this section do not supersede or preempt State and local codes for building and maintenance which housing must comply. HUD housing must continue to adhere to these codes.

## Appendix B

### Title VI

#### Discrimination

(Title VI, 42 USC § 2000 *et seq*)

All Rochelle Marketplace Downtown Development Authority activities, programs, projects and applied policies shall not support or encourage **segregation** by skin color or other type, nor **discriminate** against any person(s) by reason of race, color, gender, age, creed, national origin, sexual orientation, and/or financial power or lack of it, physical or mental disability, or English language speaking ability, nor by discriminating against occupation; housed or house-less individual; and all other codified and included classes of people.

### **YOUR RIGHTS UNDER TITLE VI**

This section is designed to notify you of the requirements of Title VI of the Civil Right Act of 1964 and your rights under those requirements.

#### **What is Title VI?**

Title VI is a statute provision of the Civil Right Act of 1964. Then **President John F. Kennedy** referred to Title VI as “**Simple Justice –requiring that (*all*) public funds to which taxpayers of all races contribute not be spent in any fashion which encourages, entrenches, subsidizes or results in racial discrimination-**” (And we ad: “**segregation.**”).

Title VI (*Section 601*) of the Civil Rights Act of 1964 provides for:  
***“No person in the United States shall, on the grounds of race, color, or national origin, be excluded from participation in, be denied the benefits of, or be subjected to discrimination in any program or activity receiving Federal financial assistance,” Pursuant (42 USC, § 2000d).***

Additionally, Executive Order 12898, Federal Actions to Address **Environmental Justice** in Minority Populations and Low-Income Populations, 1994 provides for:

***“Each Federal agency shall make achieving environmental justice part of its mission by identifying and addressing, as appropriate, disproportionately high and adverse human health or environmental effects of its programs, policies and activities on minority populations and low-income populations.”***

## WHAT DOES THIS MEAN?

This means utilization of, and access to, all **DDA's** departmental programs, services or benefits derived from any *agent's* activity will be **administered without regards to race, color or national origin and sexual orientation**, pursuant to § 1.8.

The Rochelle Marketplace DDA will not tolerate discrimination by anyone, including its Chair (*PLO and CEO*), Board of Directors members, its employees, its members, clients and/or sub-recipients of Public, City, County, State and Federal funds; and public donations. The Rochelle Marketplace DDA with strong possible terms prohibits **segregation** practices by skin color, or any other type, in all or any of its programs and projects, and all discriminatory practices, which may result in:

- Denial to an individual of any service, financial aid (*if any*) or benefit provided under the program to which he or she may otherwise be entitled.
- Different standards or requirements for participation.
- **Segregation** or separate treatment in any part of a program.
- Distinctions in quality, quantity, or manner in which a benefit is provided.
- Discrimination and/or segregation in any activities conducted in a facility built in part or in whole with City, County, State and/or Federal Funds, or property, buildings and monies donated by members of the public and therefore, all known as **PUBLIC** funds.

To ensure compliance with Title VI and the Presidential Executive Order on **Environmental Justice**, the Rochelle Marketplace DDA will:

- Avoid, minimized, or mitigate disproportionately high and adverse human health and environmental effects, including social and economic effects on minority populations and low-income populations.
- Prevent the denial of, reduction in or significant delay in, the receipt of benefits by minority and low-income populations, if any.
- Avoid environmental degradation and redress the disproportionate dumping of environment damaging facilities, Brown Fields, harmful chemicals and other damaging substances and carcinogens into Rochelle District One and/or any other section or place within the DDA's development area.

## **BENEFITS AND SERVICES**

All of the work the DDA performs is intended to assist in the better conveyance of benefits, services and projects to meet the needs of all people regardless of race, color, national origin, socio-economic status and/or sexual orientation, pursuant to § 1.8.

## **WHO BEARS RESPONSIBILIATY TO TITLE VI?**

All Rochelle Marketplace DDA Officers, Directors, Department Heads, employees,

contractors and sub-contractors; and its program directors and managers of functional programs in the application of service delivery thereof, and all program and activity partners thereon.

### **ARE YOUR RIGHTS BEING VIOLATED?**

All recipients of DDA benefits and services are entitled to fair and equal benefits and services under the law. If you believe your rights have been violated, on the basis of segregation and/or discrimination, because of your race, color, national origin, sexual orientation, and/or neighborhood segregation you might file a written complaint with the Rochelle DDA'S **Chair** (*PLO and CEO*), directly at [rochellmarketplacedda@aol.com](mailto:rochellmarketplacedda@aol.com) or by mailing a letter of complaint to **Rochelle Marketplace DDA, P.O Box 112, Rochelle, GA 31079-0112.**

## **Appendix C**

### **Ethics**

Notwithstanding any provisions of law to the contrary, each member of all boards, commissions, and authorities created by general statute shall:

- (1) Uphold the Constitution, laws, and regulations of the United States, the State of Georgia, and all governments therein and never be a party to their evasion;
- (2) Never **discriminate** by the dispensing of special favors or privileges to anyone, whether or not for remuneration;
- (3) Not engage in any business with the government, either directly or indirectly, which is inconsistent with the conscientious performance of his governmental duties;
- (4) Never use any information coming to him confidentially in the performance of governmental duties as a means for making private profit;
- (5) Expose corruption wherever discovered;
- (6) Never solicit, accept, or agree to accept gifts, loans, gratuities, discounts, favors, hospitality, or services from any person, association, or corporation under circumstances from which it could reasonably be inferred that a major purpose of the donor is to influence the performance of the member's official duties;
- (7) Never accept any economic opportunity under circumstances where he knows or should know that there is a substantial possibility that the opportunity is being afforded him with intent to influence his conduct in the performance of his official duties;
- (8) Never engage in other conduct which is unbecoming to a member or which constitutes a breach of public trust; and

- (9) **Never take any official action with regard to any matter under circumstances in which he knows or should know that he has a direct or indirect monetary interest in the subject matter of such matter or in the outcome of such official action.**

*O.C.G.A. § 45-10-3 (emphasis added)*

The provisions of paragraph (9) of Code § 45-10-3 and of paragraph (1) of this subsection shall be deemed to have been complied with and any such authority may purchase from, sell to, borrow from, loan to, contract with, or otherwise deal with any director or member or any organization or person with which any director or member of said authority is in any way interested or involved, provided

- (1) That any interest or involvement by such director or member is disclosed in advance to the directors or members of the authority and is recorded in the minutes of the authority,
- (2) **that any interest or involvement by such director with a value in excess of \$200.00 per calendar quarter is published by the authority one time in the legal organ in which notices of sheriffs' sales are published in each county affected by such interest, at least 30 days in advance of consummating such transaction;**
- (3) that no director having a substantial interest or involvement may be present at that portion of an authority meeting during which discussion of any matter is conducted involving any such organization or person, and
- (4) That no director having a substantial interest or involvement may participate in any decision of the authority relating to any matter involving such organization or person. As used in this subsection, a 'substantial interest or involvement' means any interest or involvement which reasonably may be expected to result in a direct financial benefit to such director or member as determined by the authority, which determination shall be final and not subject to review.

- *O.C.G.A. § 36-62A-1 (a) (2); Virtually Identical to O.C.G.A. § 36-62-5(e) (emphasis added for new language effective July 1, 2010 pursuant to Senate Bill 456.)*

The provisions of paragraph (9) of Code § 45-10-3 . . . shall be deemed to have been complied with and any such authority may purchase from, sell to, borrow from, loan to, contract with, or otherwise deal with any director or member or any organization or person with which any director or member of said authority is in any way interested or involved, provided:

- (1) *[Under the same numbered subpart, there are two requirements]:* that any interest or involvement by such director or member is disclosed in advance to the directors or members of the authority;

- (2) that any interest or involvement is recorded in the minutes of the authority;
- (3) **that any interest or involvement by such director with a value in excess of \$200.00 per calendar quarter is published by the authority one time in the legal organ in which notices of sheriffs' sales are published in each county affected by such interest, at least 30 days in advance of consummating such transaction;**
- (4) that no director having a substantial interest or involvement may be present at that portion of an authority meeting during which discussion of any matter is conducted involving any such organization or person, and
- (5) that no director having a substantial interest or involvement may participate in any decision of the authority relating to any matter involving such organization or person.
  - *O.C.G.A. § 36-62A-1(a)(2); Virtually Identical to O.C.G.A. § 36-62-5(e)(1)(B) (emphasis added for new language effective July 1, 2010 pursuant to Senate Bill 456.)*

As used in the subject conflict of interest statutes, a “substantial interest or involvement” means:

- Any interest or involvement which reasonably may be expected to result in a direct financial benefit to such director or member as determined by the authority, which determination shall be final and not subject to review. *O.C.G.A. §§ 36-62A-1(a)(2) and § 36-62-5(e)(1)(B);*
- As a practical matter, however, with the additional language added in 2010, if the monetary amount of the transaction which raises the conflict has a value of \$200 or more for any calendar quarter, there is effectively a “substantial interest or involvement” which triggers the conflicts procedures.

## ASK THE QUESTION!

- BEFORE the subject matter, resolution, or action is to be discussed, ask whether any member has reason to believe that he or she may have a conflict of interest.

### Who should ask?

- Counsel to the Authority;
- Executive Director or staff; or
- Chairman, Vice-chair or other members.

### What question to ask?

- Counsel and staff need to know enough about the authority's members and project to be able to assist;
- "Code names" may make ascertaining conflict more difficult; try to give members sufficient information about a prospect so that they can identify possible conflicts;
- The penalties are set forth in *O.C.G.A. §45-10-4*;
- A complaint or formal charge of the violation must be made to the Governor's Office to set review and possibility of penalty into motion;
- Review and hearing of actions of member and authority as a whole;
- Upon a hearing, if the member who participated in the transaction with the authority is found to have had a conflict of interest and the scheme has NOT been followed, that member may be removed from the board at the discretion of the Governor.
- Possible civil actions and loss of immunity; see Section II, below.
- If the actions are egregious enough, criminal liability and civil fines may also follow.

## **Appendix D**

### **Conflict of Interest**

*(As per IRS form 1023)*  
*See Georgia Title 14, Chapter 3, and Article 8 (2010)*  
*(§ 14-3-860 to § 14-3-865, Inclusive)*

#### **Article I**

##### **Purpose**

The purpose of the conflict of interest policy is to protect this Authority's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Authority or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to this Authority.

#### **Article II**

##### **Definitions**

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest, Pursuant Article III, § 2,
- d. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article III Procedures**

- 1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- 2. Determining Whether a Conflict of Interest Exists: after disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- 3. Procedures for Addressing the Conflict of Interest:
  - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the



disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement, **pursuant Instructions for Form 1023 -25-**

4. Violations of the Conflicts of Interest Policy:
  - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV**

### **Record of Proceedings**

1. The minutes of the governing board and all committees with board delegated powers shall contain:
  - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
  - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **Article V**

### **Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Article VI**

### **Annual Statements**

1. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
  - a. Has received a copy of the conflicts of interest policy,
  - b. Has read and understands the policy,
  - c. Has agreed to comply with the policy, and
  - d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Article VII**

### **Periodic Reviews**

1. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
  - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
  - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Article VIII**

### **Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

# Appendix E

## Robert's Rules of Order

### Parliamentary Procedure for Meetings

***Robert's Rules of Order*** is the standard for facilitating discussions and group decision-making. Copies of the rules are available at most bookstores. Although they may seem long and involved, having an agreed-upon set of rules makes meetings run easier. ***Robert's Rules*** will help your group have better meetings, not make them more difficult. Your group is free to modify them or find another suitable process that encourages fairness and participation, unless your bylaws state otherwise.

Here are the basic elements of ***Robert's Rules***, used by most organizations:

1. ***Motion:*** To introduce a new piece of business or propose a decision or action, a motion must be made by a group member ("*I move that.....*") A second motion must then also be made (raise your hand and say, "I second it.") After limited discussion the group then votes on the motion. A majority vote is required for the motion to pass (or quorum as specified in your bylaws.)
2. ***Postpone Indefinitely:*** This tactic is used to kill a motion. When passed, the motion cannot be reintroduced at that meeting. It may be brought up again at a later date. This is made as a motion ("*I move to postpone indefinitely...*"). A second is required. A majority vote is required to postpone the motion under consideration.
3. ***Amend:*** This is the process used to change a motion under consideration. Perhaps you like the idea proposed but not exactly as offered. Raise your hand and make the following motion: "I move to amend the motion on the floor." This also requires a second. After the motion to amend is seconded, a majority vote is needed to decide whether the amendment is accepted. Then a vote is taken on the amended motion. In some organizations, a "friendly amendment" is made. If the person who made the original motion agrees with the suggested changes, the amended motion may be voted on without a separate vote to approve the amendment.
4. ***Commit:*** This is used to place a motion in committee. It requires a second. A majority vote must rule to carry it. At the next meeting the committee is required to prepare a report on the motion committed. If an appropriate committee exists, the motion goes to that committee. If not, a new committee is established.
5. ***Question:*** To end a debate immediately, the question is called (*say "I call the question"*) and needs a second. A vote is held immediately (*no further*

*discussion is allowed*). A two-thirds vote is required for passage. If it is passed, the motion on the floor is voted on immediately.

6. **Table:** To table a discussion is to lay aside the business at hand in such a manner that it will be considered later in the meeting or at another time ("*I make a motion to table this discussion until the next meeting. In the meantime, we will get more information so we can better discuss the issue.*") A second is needed and a majority vote required to-table the item being discussed.
7. **Adjourn:** A motion is made to end the meeting. A second motion is required. A majority vote is then required for the meeting to be adjourned (ended).

**Note:** If more than one motion is proposed, the most recent takes precedence over the ones preceding it. For example if #6, a motion to table the discussion, is proposed, it must be voted on before #3, a motion to amend, can be decided.

In a smaller meeting, like a committee or board meeting, often only four motions are used:

- To introduce (*motion.*);
- To change a motion (*amend*);
- To adopt (*accept a report without discussion*), and
- To adjourn (*end the meeting*).

Remember, these processes are designed to ensure that everyone has a chance to participate and to share ideas in an orderly manner. Parliamentary procedure should not be used to prevent discussion of important issues.

Board and committee chairpersons and other leaders may want to get some training in meeting facilitation and in using parliamentary procedure. Additional information on meeting processes, dealing with difficult people, and using **Robert's Rules** is available from district office staff and community resources such as the League of Women Voters, United Way and other technical assistance providers. *Parliamentary Procedure at a Glance*, by O. Garfield Jones, is an excellent and useful guide for neighborhood association chairs.

### **Tips in Parliamentary Procedure**

The following summary will help you determine when to use the actions described in **Robert's Rules**.

- **A main motion must be moved, seconded, and stated by the chair before it can be discussed.**

- If you want to move, second, or speak to a motion, *stand and address the chair.*
- If you approve the motion as is, *vote for it.*
- If you disapprove the motion, *vote against it.*
- If you approve the idea of the motion but want to change it, *amend it or submit a substitute for it.*
- If you want advice or information to help you make your decision, *move to refer the motion to an appropriate quorum or committee with instructions to report back.*
- If you feel they can handle it better than the assembly, *move to refer the motion to a quorum or committee with power to act.*
- If you feel that there the pending question(s) should be delayed so more urgent business can be considered, *move to lay the motion on the table.*
- If you want time to think the motion over, *move that consideration be deferred to a certain time.*
- If you think that further discussion is unnecessary, *move the previous question.*
- If you think that the assembly should give further consideration to a motion referred to a quorum or committee, *move the motion be recalled.*
- If you think that the assembly should give further consideration to a matter already voted upon, *move that it be reconsidered.*
- If you do not agree with a decision rendered by the chair, *appeal the decision to the assembly.*
- If you think that a matter introduced is not germane to the matter at hand, *a point of order may be raised.*
- If you think that too much time is being consumed by speakers, *you can move a time limit on such speeches.*
- If a motion has several parts, and you wish to vote differently on these parts, *move to divide the motion.*

## PARLIAMENTARY PROCEDURE AT A GLANCE

TO DO THIS	YOU SAY THIS	MAY YOU INTERRUPT SPEAKER	MUST YOU BE SECONDED	IS MOTION DEBATABLE	WHAT VOTE REQUIRED
Adjourn meeting*	I move that we adjourn	No	Yes	No	Majority
Recess meeting	I move that we recess until...	No	Yes	No	Majority
Complain about noise, room temperature, etc.*	Point of privilege	Yes	No	No	No vote
Suspend further consideration of something*	I move we table it	No	Yes	No	Majority
End debate	I move the previous question	No	Yes	No	2/3 vote
Postpone consideration of something	I move we postpone this matter until...	No	Yes	Yes	Majority
Have something studied further	I move we refer this matter to committee	No	Yes	Yes	Majority
Amend a motion	I move this motion be amended by...	No	Yes	Yes	Majority
Introduce business (a primary motion)	I move that...	No	Yes	Yes	Majority
Object to procedure or personal affront*	Point of order	Yes	No	No	No vote, Chair decides
Request information	Point of information	Yes	No	No	No vote
Ask for actual count to verify voice vote	I call for a division of the house	No	No	No	No vote
Object consideration of undiplomatic vote*	I object to consideration of this question	Yes	No	No	2/3 vote
Take up a matter previously tabled*	I move to take from the table...	No	Yes	No	Majority
Reconsider something already disposed of*	I move we reconsider our action relative to...	Yes	Yes	Yes	Majority
Consider something already out of its schedule*	I move we suspend the rules and consider	No	Yes	No	2/3 vote
Vote on a ruling by the Chair	I appeal the Chair's decision	Yes	Yes	Yes	Majority

\*Not amendable

## PARLIAMENTARY PROCEDURE AT A GLANCE

		Debatable	Amendable	Can Be Reconsidered	Requires 2/3 Vote
Privileged Motions	Fix Time at Which to Adjourn	No	Yes	No	No
	Adjourn	No	No	Yes	No
	Question of Privilege	No	Yes	Yes	No
	Call for Order of Day	No	No	Yes	No
Incidental Motions	Appeal	Yes	No	Yes	No
	Objection to Consideration of a Question	No	No	Yes	Yes
	Point of Information	No	No	No	No
	Point of Order	No	No	No	No
	Read Papers	No	No	Yes	No
	Suspend the Rules	No	No	No	Yes
	Withdraw a Motion	No	No	Yes	No
Subsidiary Motions	Lay on the Table	No	No	Yes	No
	The Previous Question (close debate)	No	No	Yes	Yes
	Limit or Extend Debate	No	Yes	Yes	Yes
	Postpone to a Definite Time	Yes	Yes	Yes	No
	Refer to Committee	Yes	Yes	Yes	No
	Amend the Amendment	Yes	No	No	No
	Amendment	Yes	Yes	Yes	No
	Postpone Indefinitely	Yes	No	Yes	No
Main Motion	Main or Procedural Motion	Yes	Yes	Yes	No

This table presents the motions in order of precedence. Each motion takes precedence over (i.e. can be considered ahead of) the motions listed below it. No motion can supersede (i.e. be considered before) any of the motions listed above it.

**PLEASE NOTE:** many organizations use only the Main Motion and Subsidiary Motions, handling other matters on an informal basis.

## **IN THE MEETING**

### ***TO INTRODUCE A MOTION:***

Stand when no one else has the floor. Address the Chair by the proper title. Wait until the chair recognizes you.

- Now that you have the floor and can proceed with your motion say "I move that...", state your motion clearly and sit down.
- Another member may second your motion. A second merely implies that the seconder agrees that the motion should come before the assembly and not that he/she is in favor of the motion.
- If there is no second, the Chair says, "The motion is not before you at this time." The motion is not lost, as there has been no vote taken.
- If there is a second, the Chair states the question by saying "It has been moved and seconded that (*state the motion*). . ., is there any discussion?"

### ***DEBATE OR DISCUSSING THE MOTION:***

- The member who made the motion is entitled to speak first.
- Every member has the right to speak in debate.
- The Chair should alternate between those "for" the motion and those "against" the motion.
- The discussion should be related to the pending motion.
- Avoid using a person's name in debate.
- All questions should be directed to the Chair.
- Unless there is a special rule providing otherwise, a member is limited to speak once to a motion.
- Asking a question or a brief suggestion is not counted in debate.
- A person may speak a second time in debate with the assembly's permission.

### ***VOTING ON A MOTION:***

- Before a vote is taken, the Chair puts the question by saying "Those in favor of the motion that ... (repeat the motion)... say "Aye." Those opposed say "No." Wait and then say "The motion is carried," or "The motion is lost."
- Some motions require a 2/3 vote. A 2/3 vote is obtained by standing
- If a member is in doubt about the vote, he may call out "division." A division is a demand for a standing vote.
- A majority vote is more than half of the votes cast by persons legally entitled to vote.



- A 2/3 vote means at least 2/3 of the votes cast by persons legally entitled to vote.
- A tie vote is a lost vote, since it is not a majority.

## AMENDMENTS ILLUSTRATED

Any main motion or resolution may be amended by:

1. Adding at the end
2. Striking out a word or words
3. Inserting a word or words
4. Striking out and inserting a word or words
5. Substitution

A member rises, addresses the chair, receives recognition, and states the motion:

"I move that. . ."

Another member seconds the motion.

The Chair repeats the motion and says, "Is there any discussion?"

To improve the motion, a member rises, receives recognition and says, "I move to amend the motion by . . ."

Another member seconds the amendment.

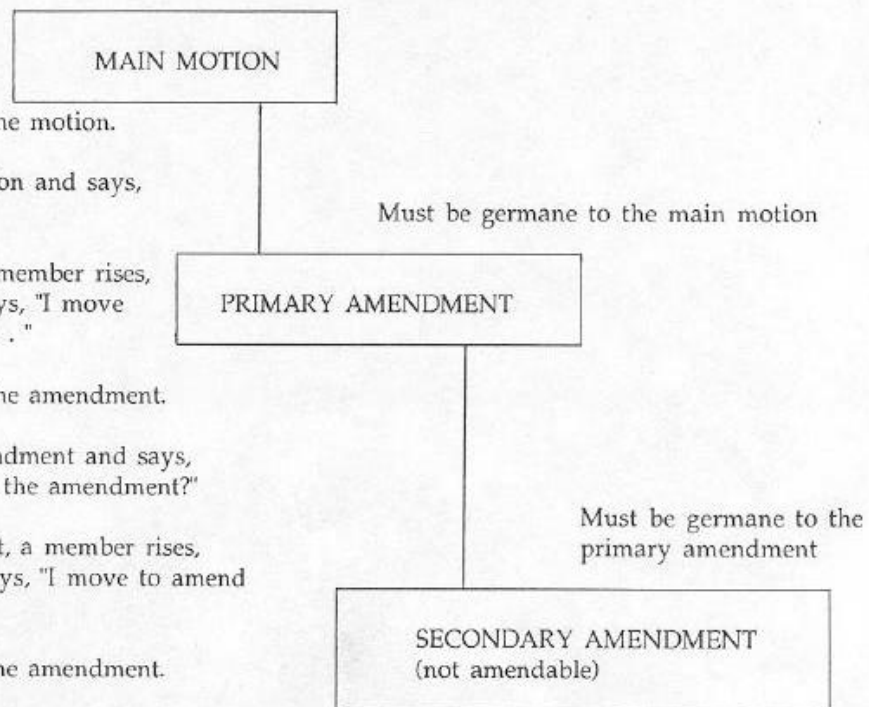
The Chair repeats the amendment and says, "Is there any discussion on the amendment?"

To improve the amendment, a member rises, receives recognition, and says, "I move to amend the amendment by . . ."

Another member seconds the amendment.

The Chair repeats the amendment to the amendment and says, "Is there any discussion on the amendment to the amendment?"

- When discussion ceases, the Chair says, "Those in favor of the amendment to the amendment say 'Aye.' Those opposed say 'No.'"
- If the vote was in the affirmative, the amendment is included in the primary amendment. The Chair then says, "Is there any discussion on the amended amendment?"
- If there is no discussion, a vote is taken on the amended amendment. If the vote in the affirmative, the amendment is included in the main motion. The chair then says, "Is there any discussion on the amended motion?"
- At this place, the motion can again be amended.
- If there is no further discussion, a vote is taken on the amended motion.
- Even though the amendments carried in the affirmative, the main motion as amended can be defeated.



## Appendix F

### Liability

Official Immunity for authority members is premised upon O.C.G.A. § 51-1-20, which reads in pertinent part:

- A person serving with or without compensation as a member, director, or trustee, or as an officer of the board without compensation, . . . of any local governmental agency, board, authority, or entity shall be immune from civil liability for any act or any omission to act arising out of such service if such person was acting in good faith within the scope of his or her official actions and duties and unless the damage or injury was caused by the willful or wanton misconduct of such person.

O.C.G.A. § 51-1-20 (a)

- Official Immunity has been interpreted under this Code section to provide immunity from suit and damages so long as the alleged actions were taken in good faith and were not wanton and willful in nature. *See Atlanta Airmotive, Inc. v. Royal*, 214 Ga. App. 760, 449 S.E.2d 315 (1994).
- Official Immunity can be lost, however; one of the main ways that this type of immunity can be lost is through the existence of a conflict of interest that was not revealed and sanctified by the various procedures outlined above. • Official Immunity cannot be lost for failure to follow the Georgia Open Meetings Act. *See Atlanta Airmotive, Inc. v. Royal*, 214 Ga. App. 760, 449 S.E.2d 315 (1994). *(However, there are other penalties for such a failure. In this regard, see section III, below.)*
- Official Immunity cannot be lost because a member negligently performs his/her duties on an authority. *See Dyches v. McCorkle*, 212 Ga. App. 209, 441 S.E.2d 518 (1994).

What Types of Liability Situations Can Authorities Expect to Encounter?

- Bonded Debt or Revenue Bonds.
- General Liability for Personal Injury, Wrongful Death, or Damage to Property.
- Legal Compliance with State Laws *(such as Open Meetings violations)* Condemnation of Property.
- Many Other Types of Liability Yet to be dreamed up by innovative lawyers.

What Do Authorities Need to Do to Protect them from Liability?

- Obtain Commercial General Liability (“CGL”) Insurance. This type of insurance protects against damages to person and property that may occur in the course of the authority carrying out of its business.
- Obtain Automobile Liability Insurance. Typically, CGL policies exclude damages that arise out of the operation, use, or collision involving the use of an automobile. Therefore, either the authority should maintain a rider to its CGL policy adding automobile liability insurance or require that employees carry adequate insurance to cover any liability that may arise; this is true even if employees typically use authority vehicles.

What Do Authorities Need to Do to Protect themselves from Liability?

- Obtain Public Officials/Directors Liability Insurance. Protects and insulates members AND staff from having to pay damages as a result of their actions on behalf of the authority.
- Most D&O policies EXCLUDE and DO NOT COVER actions of members or staff that violate any law, including the conflicts of interests provisions of *O.C.G.A. §§ 45-10-3 and § 50-8-60 et seq.*, Open Meetings or Open Records statutes, as well as other general and or criminal statutes.
- D&O insurance provides one very important protection above Official Immunity: The insurer will provide and/or pay for attorney representation of the authority, staff and/or board member in connection with any alleged liability.
- Many insurers require that the agency also maintain a CGL policy.

## Appendix G

### Human Rights

**“All Human Beings are Born Free and Equal in Dignity and Rights”.**

*(The United Nations)*

- 1) **Section Human Rights** are “the basic rights and freedoms to which all humans are entitled (*The Magna Carta, “Great Charter”*). These rights include, but are not limited to, civil and political rights, such as the rights to **life, liberty and property, freedom of expression, pursuit of happiness and equality before the law**; and **social, cultural and economic** rights including: the right to participate in **science and culture**, the **right to work**, the right to **education** and **the right to adequate, decent, safe and sanitary housing in good repair** (*shelter/dwelling*).
- 2) **The Human Right to adequate housing** contains seven elements:
  - a. Security of tenure;

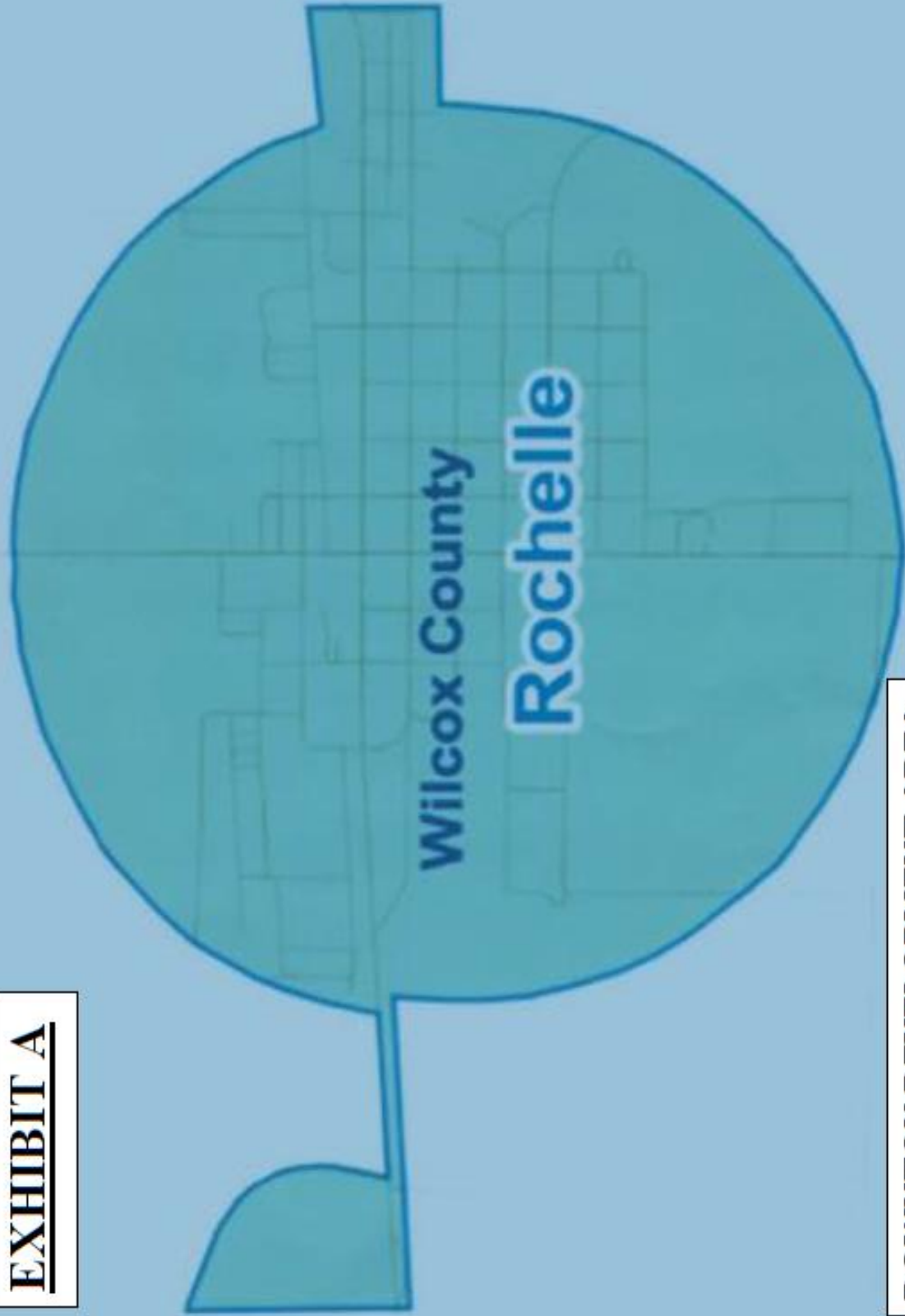
- b. Availability of services;
- c. Affordability;
- d. Accessibility;
- e. Habitability;
- f. Location, and
- g. Cultural adequacy,

(U.N. Committee on Economic, Social and Cultural Rights)

- 3) **In the Human Rights framework, *every right creates a corresponding duty* on the part of the recipient of such right. The keeping, in good repair, and the maintenance of the dwelling (*housing or shelter*) in clean, decent, safe and sanitary conditions falls upon the recipient (*owner or owner of rented property owner and occupant*), *committing ITSELF to keep the housing surroundings in a free of debris and junk, clean and tidy status to avoid creating Brown Fields, contamination and environmental degradation.***

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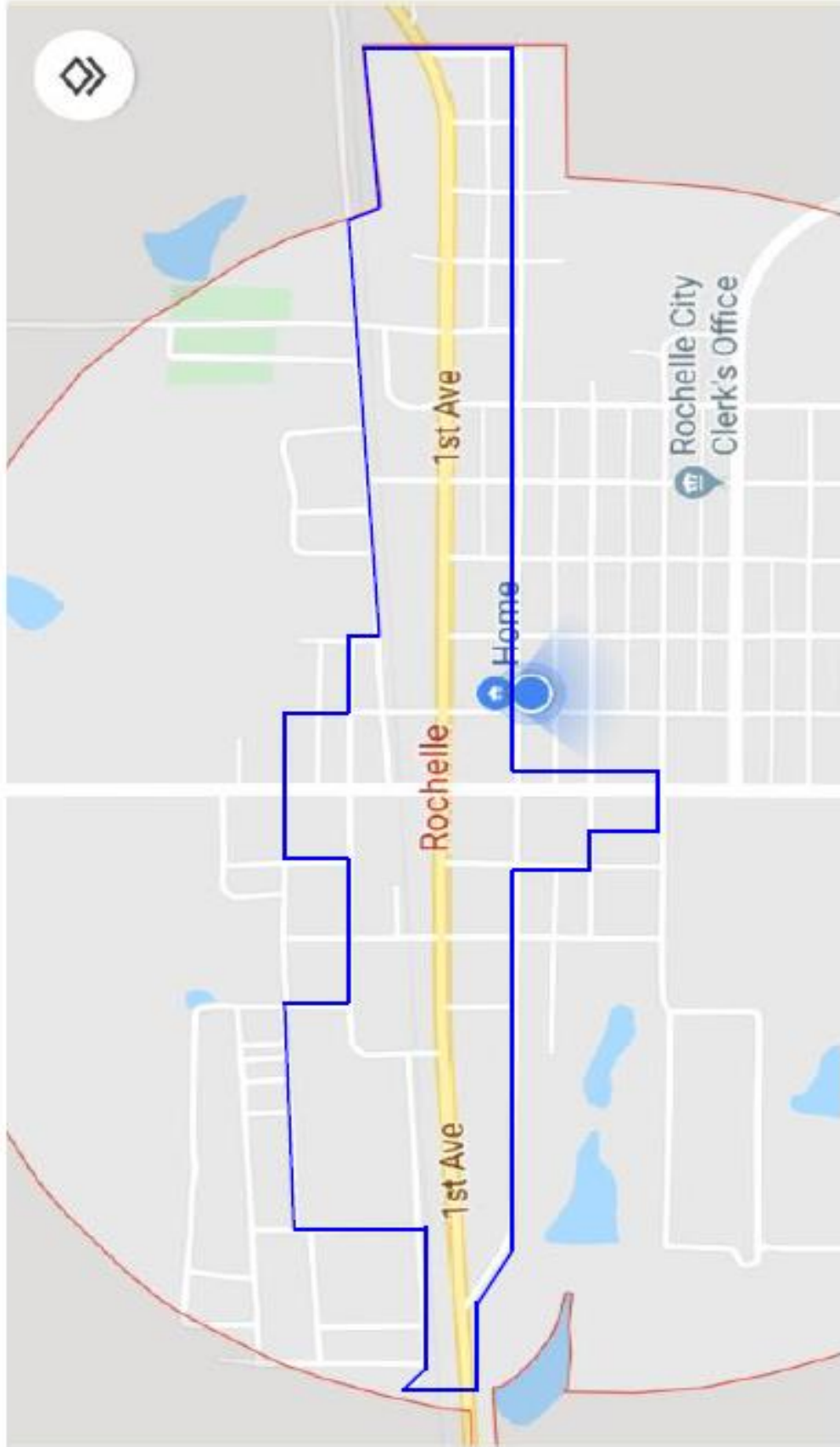
**EXHIBIT A**



**DOWNTON DEVELOPMENT AREA**

**EXHIBIT B**

**TARGET AREA**



## SECRETARY'S CERTIFICATION

The undersigned, duly appointed Secretary of the Rochelle Marketplace Downtown Development Authority, hereby certifies that the within and foregoing Bylaws of the above mentioned Authority were approved by the Chair (CEO/PLO) and all other, Board of Director Members of the within said Authority at a regular meeting, thereof, and printed below and by a vote reflecting the number of Directors voting Ayes or Nays.

Therefore, this Bylaws are binding and currently of force and effect.

First by: Director (Mr) or Ms.) KING

Second by: Director (Mr) of Ms.) PEEBLES

### VOTE:

Ayes: 7

Nays: 0

Abstained: 0

The motion was accepted and passed.

City of Rochelle, GA this Ninth day of November, 2020

Attest: Glendolyn Smith

Signature: Glendolyn Smith  
Secretary to the Authority

By: Joseph Lopez

Name: FRANCE JOSEPH LOPEZ  
Chair, PLO and CEO

Rochelle Marketplace Downtown  
Development Authority