Development Authority Meeting

3468 N Fulton Avenue
Hapeville, GA 30354

January 9, 2020 6:30 PM

Agenda

1. Call to Order
2. Roll Call
   Katrina Bradbury
   Matt Morrison
   James Newton
   Alan Hallman
   J. Allen Poole
   John Stalvey
   Tania Wismer
   Susan Bailey
   Kayla Fortner
3. Approval of Minutes - October 10, 2019
4. Financial Report
5. Old Business
6. New Business

6.I. Consideration and Action on the Hapeville Development Authority 2020 Meeting Schedule
Background:

Documents:

1. 2020 Hapeville Development Authority

6.II. Consideration and Action on Resolution Determining the 2020 Hapeville Development Authority Annual Meeting Date and Time

6.III. Consideration and Action to Amend Section 8.1 of Article VIII Meetings of the Hapeville Development Authority Bylaws to Allow for the Cancellation of Meetings Due to the Lack of Agenda Items
Background:

Documents:

1. HDA Revised Bylaws - Signed Copy

6.IV. Consideration And Action To Extend Sale Contract Extension With Miller Lowry Development For Willingham Property

7. Economic Development Update
8. Executive Session
   When Executive Session is Required one will be called for the following issues: 1) Litigation O.C.G.A. §50-14-2; 2) Real Estate O.C.G.A. §50-14-3(b)(1); or 3) Personnel O.C.G.A. §50-14-3(b)(2).

9. Public Comment

10. Adjourn

2020 Meeting Schedule

Hapeville Development Authority

The Development Authority meets the first Thursday after the first Tuesday of every month at 6:30 p.m. unless otherwise posted. All meetings are held at City Hall located at 3468 North Fulton Ave.

Meeting Dates	
January	Thursday, January 9, 2020
February	Thursday, February 6, 2020
March	Thursday, March 5, 2020
April	Thursday, April 9, 2020
May	Thursday, May 7, 2020
June	Thursday, June 4, 2020
July	Thursday, July 9, 2020
August	Thursday, August 6, 2020
September	Thursday, September 3, 2020
October	Thursday, October 8, 2020
November	Thursday, November 5, 2020
December	Thursday, December 10, 2020

AMENDED BYLAWS

OF THE

HAPEVILLE DEVELOPMENT AUTHORITY

PREAMBLE

The Bylaws of the Hapeville Development Authority, duly adopted at a meeting held on October 4, 2018 at which a quorum of the Board of Directors was present, are hereby amended by deleting them in their entirety and replacing them with the following Amended Bylaws of the Hapeville Development Authority.

ARTICLE I. NAME

The name of this authority shall be the "Hapeville Development Authority."

ARTICLE II. PURPOSE

The Hapeville Development Authority (the "Authority") is a public body corporate and politic activated pursuant to the authority of the General Assembly of the State of Georgia, Georgia Laws, 1982, Pages 2524 and 2618, and by resolution of the Mayor and Council of the City of Hapeville, duly adopted on April 6, 1982. The purpose of the Authority shall be to develop and promote, for the public good and general welfare, trade, commerce, industry and employment opportunities within the City of Hapeville.

ARTICLE III. PRINCIPAL OFFICE

The principal office of the Authority shall be located at Hapeville City Hall, 3468 N. Fulton Ave, Hapeville, Fulton County, GA 30354. The Authority may have such other offices as may, from time to time, be designated by its Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1. The Authority shall be governed by a board of nine (9) directors, one of whom shall be the Mayor of the City of Hapeville, or, if the Mayor shall decline to serve, a member from the City Council of the City of Hapeville, with the remaining directors to be appointed by resolution of the governing body of the City of Hapeville.

Section 4.2. The Mayor of the City of Hapeville or his designee shall serve during the term of office for which he was elected. The term of office of the remaining initial Board of Directors appointed by the Mayor and Council shall be as follows: Two (2) directors shall be appointed for an initial term of one (1) year, two (2) directors shall be appointed for an initial term of two (2) years, two (2) directors shall be appointed for an initial term of three (3) years, and two (2) directors shall be appointed for an initial term of four (4) years. Thereafter, all appointments shall be for staggered terms of four (4) years. If, at the end of any term of office of any director, a successor thereto shall not have been appointed, then the directors whose term of office shall have expired shall continue to hold office until his successor shall be so appointed.

Section 4.3. Each director shall be a resident of the City of Hapeville and shall have been so for a minimum of six (6) months before becoming eligible to serve, and no director shall be an officer or employee of the City of Hapeville, except as specified in Article IV, Section 4.1, above.

Section 4.4. A vacancy on the Board of Directors shall exist in the event of any member of the Board being convicted of a felony, or entering a plea of nolo contendere thereto; a member being convicted of a crime which involves moral turpitude or who enters a plea of nolo contendere thereto; a member being convicted of any act of malfeasance, misfeasance, or nonfeasance of such person's duties as a member of the Board; or who fails to attend three (3) consecutive regular meetings of the Authority without an excused approval by the Chairperson. A vacancy on the Board shall also exist in the event of death, resignation or relocation of a member outside of the City of Hapeville. Any vacancy on the Board of Directors shall be filled by resolution of the governing body of the City of Hapeville for the unexpired term of such director.

Section 4.5. The directors shall receive no compensation for their services but shall be reimbursed for their actual expenses incurred in the performance of their duties, upon presentation of acceptable documentation of such expenses to the Board of Directors for approval.

Section 4.6. The Board of Directors may, by resolution, delegate to one (1) or more of its officers, agents and employees such powers and duties as may be deemed necessary and proper to carry out the purposes of the Authority.

ARTICLE V. OFFICERS.

Section 5.1. The Officers of the Authority shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer, who shall serve for a period of one (1) year, or until such time as their successors are elected and qualified; provided, however, that no Director may serve as Chairperson for more than two (2) consecutive one (1) year terms during any four (4) year appointment without the express approval of a majority of the Board of Directors.

Section 5.2. The Board of Directors shall elect one (1) of its members as Chairperson and another as Vice Chairperson. The Board of Directors shall also elect a Secretary and a Treasurer or a Secretary-Treasurer, either of whom may, but need not be, a member of the Board of Directors; and if not a member, the Secretary, Treasurer or Secretary-Treasurer shall have no voting rights. Notwithstanding anything else to the contrary contained in this section, the Board of Directors may engage one or more staff members of the City to perform all or a portion of the duties of the Secretary, Treasurer or Secretary-Treasurer.

Section 5.3. The Chairperson shall preside at all meetings of the Board of Directors and shall have a vote on all matters. The Chairperson and the Treasurer, or such other officer as shall be designated by the Chairperson, shall each sign all notes, checks, drafts and other orders for disbursement of funds of the Authority. The Chairperson shall communicate to the Authority such matters and make such suggestions as may in his or her opinion tend to promote the purpose and increase the usefulness of the Authority and shall perform such other duties as are necessarily instant to the office, or as he or she may be directed to perform by resolution of the Board of Directors not inconsistent with these Bylaws.

Section 5.4. The Vice Chairperson shall have and exercise all the powers, authority and duties of the Chairperson during his or her absence or inability to act.

Section 5.5. The Treasurer shall maintain an account of all monies received and expended for the use of the Authority, and shall:

(a) have custody of all funds, securities, valuable documents and other assets of the Authority;

(b) countersign, along with the Chairperson, all notes, checks, drafts and other orders for disbursement of funds of the Authority;

(c) provide and maintain full and complete records of all assets and liabilities of the Authority;

(d) prepare, or cause to be prepared, and submit to the Board of Directors, upon request, a financial statement showing the condition of the Authority as of the end of the immediately preceding month;

(e) prepare, or cause to be prepared, and forward to the Board of Directors such financial and other reports as it may require; and

(f) perform such other duties as customarily appertain to the office of treasure as he or she may be directed to perform by resolution of the Board of Directors not inconsistent with these Bylaws.

Section 5.6. It shall be the duty of the Secretary to:

(a) affix the official seal of the Authority to any lawfully executed documents requiring the same and to attest to the signature of the Chairperson and/or the Vice Chairperson who are authorized to execute documents of the Authority;

(b) give notice of and attend all meetings of the Board of Directors and to make provision for the keeping of a record of all proceedings;

(c) draft correspondence on behalf of the Board of Directors and to carry into execution all orders, votes and resolutions of the Board of Directors;

(d) maintain records regarding any employees of the Authority and to supervise the performance of such employees; and

(e) prepare, or cause to be prepared, with the concurrence of the Treasurer, an annual report of the transactions and conditions of the Authority, and perform such other duties as customarily appertain to the office of secretary or as he or she may be directed to perform by resolution of the Board of Directors not inconsistent with these Bylaws.

Section 5.7. The Board of Directors may employ a person as Executive Director who shall not be a member of the Board of Directors and who shall be under the direction and control of the Board of Directors.

Section 5.8. The Board of Directors shall employ, fix the compensation, and prescribe the duties of such employees as may in the discretion of the Board of Directors be necessary and have the power to remove such employees, unless it has delegated these powers to the Treasurer or Executive Director, subject to review by the Board of Directors.

Section 5.9. The Board of Directors may appoint legal counsel and professional advisors and may assign such duties as are necessary to accomplish the purposes of the Authority. Legal counsel and professional advisors serve at the pleasure of the Authority and may be dismissed by a majority vote of the Board.

ARTICLE VI. COMMITTEES

The Chairperson shall appoint members to such committees as the Board of Directors may from time to time establish.

ARTICLE VII. ELECTIONS

All officers of the Authority shall be elected at the annual meeting of the Board of Directors by majority vote of the membership of the Board in attendance, so long as a quorum exists and at least five (5) members are present to vote.

ARTICLE VIII. MEETINGS

Section 8.1. There shall be a monthly meeting of the Board of Directors, unless otherwise suspended by action of the Board. The annual meeting of the Board shall be held at such time and place as shall be determined by the Board by resolution.

Section 8.2. A quorum shall consist of five (5) members. No vote on any matter may be taken without the presence of a quorum. A vote of majority of the members present at a meeting shall be required on any motion before action on the motion is permitted.

Section 8.3. Special meetings of the Board of Directors may be called by the Chairperson or by any three (3) members of the Board of Directors. Notice of any special meeting shall be given in accordance with the Georgia Open Meetings Act, O.C.G.A. § 50-14-1, *et seq.*

Section 8.4. The order of business at all meetings shall be:

(a) ascertainment that a quorum is present;

(b) reading and approval of the Minutes of the last meeting;

(c) report of Directors;

(d) report of the Treasurer or the Manager;

(e) unfinished business;

(f) new business;

(g) comments from the public; and

(h) adjournment.

The order of business may be altered or suspended at any meeting by a majority vote of the membership of the Board of Directors in attendance at the meeting. The Board of Directors shall hear remarks from the public at regularly scheduled or specially called meetings; provided, however, that the Chairperson may limit receipt of such remarks to matters pending before the Board of Directors at the meeting at which such remarks are offered. The Board of Directors may limit remarks from the public, with no individual being allowed to offer remarks for longer than three (3) minutes. The Chairperson may rule an individual to be out of order for the use of personal, abusive or rude language.

Section 8.5. All meetings of the Development Authority shall be open to any group, organization, committee or individual for the presentation and/or discussion of any and all matters within the purview and jurisdiction of the Development Authority. Individuals requesting to add items on the agenda must notify the Chairperson at least 72 hours prior to the meeting; however, the Chairperson may waive this deadline at any time. Any group, organization, committee or individual who wishes to give a presentation should advise the Chairperson their desire to present no later than four business days prior to the meeting at which they desire to make the presentation. All presentation materials must be marked "in receipt of notification" and forwarded to the Chairperson in advance of the meeting. Presentations shall be limited to no more than ten (10) minutes.

Section 8.6. Notwithstanding the foregoing sections at any time and with notice required by the Georgia Open Meetings Act, O.C.G.A. §50-14-1 *et seq.*, the Chairperson, Secretary, Treasurer or Secretary-Treasurer may call a meeting of the Board of Directors.

ARTICLE IX. POWERS AND DUTIES

The powers and duties of the Development Authority of Hapeville shall be those granted by the Constitution and laws of the State of Georgia.

ARTICLE X. AMENDMENT

Amendments of these Bylaws may be adopted by the affirmative vote of at least three (3) members of a majority five (5) members who must be present to vote. Notice of any proposed amendment shall be given at least ten (10) days prior to the meeting at which such proposed amendment(s) shall be presented.

CERTIFICATE

The undersigned hereby certifies that he/she is the duly elected and acting Secretary of the Hapeville Development Authority and the foregoing is a true and correct copy of the Amended Bylaws of the Hapeville Development Authority duly adopted by resolution of the Board of Directors dated October 4, 2018, and further certifies that such Amended Bylaws have been further amended or rescinded and remain in full force and effect.

Hapeville Development Authority

By: ______________________________
Secretary
(SEAL)