

**BYLAWS OF THE**  
**McPHERSON IMPLEMENTING LOCAL REDEVELOPMENT AUTHORITY**

**ARTICLE I - NAME AND LOCATION**

SECTION 1. Name. The name of the Authority shall be the McPherson Implementing Local Redevelopment Authority ("Authority").

SECTION 2. Principal Office. The principal office of the Authority shall be in the City of Atlanta, County of Fulton, State of Georgia. The Authority may establish such other offices as its members may authorize and direct.

**ARTICLE II - PURPOSE AND GENERAL POWERS**

SECTION 1. Purpose. Without limiting the generality of any provision of the "McPherson Implementing Local Redevelopment Authority Act, H. B. 817 (the "Act"), which Act was signed into law on May 14, 2008 and became effective pursuant to an Executive Order of the Governor of the State of Georgia signed on September 9, 2009, the general purpose of the Authority as provided under the Act is to: execute and administer the reuse plan for the property formerly occupied by Fort McPherson; execute economic development conveyances for such property; and acquire, construct, equip, maintain, and operate projects (as defined in the Act) in or on the property formerly occupied by Fort McPherson resulting from the closure or realignment of Fort McPherson so as to ameliorate the impact of such closure or realignment on the communities and citizens of the surrounding area; extend and improve such projects; acquire the necessary property therefore, both real and personal, with the right to contract for the use of or to lease or sell any or all of such facilities, including real property, to any persons, firms, or corporations, whether public or private, if in the sole judgment of the Authority such use, lease or sale supports the general purposes of the Authority; and doing all things deemed by the Authority necessary, convenient, and desirable for and incident to the efficient and proper development and operation of such type of undertakings.

SECTION 2. Rules, Regulations and Policies. The Authority shall have the power and the authority to make such rules, regulations and policies consistent with the Act and any other applicable statutes of the State of Georgia as said Authority may deem expedient and further to make such rules, regulations and policies concerning the issue, transfer and registration of evidences of indebtedness of the Authority consistent with the purposes of the Authority as provided for in the Act. The Authority shall also have such additional purposes and powers as provided pursuant to subsequent amendments to the Act or any other law applicable thereto.

**ARTICLE III - MEMBERSHIP**

SECTION 1. Eligibility for Membership. To be eligible for appointment as a member of the Authority, a person shall be at least 21 years of age and shall not have been convicted of a felony.

SECTION 2. Appointment of Members. Members of the Authority shall consist of

not less than 11 nor more than 15 voting members, the majority of whom shall come from the City of Atlanta. In addition, the Governor shall select a voting member to represent the State of Georgia. With the exception of the member selected by the Governor to represent the State of Georgia, the members shall be appointed by the Governor from a list of nominees submitted by the governing authorities of any county and the mayor of any municipality in which Fort McPherson is located and the mayor of any municipality which abuts Fort McPherson. Notwithstanding the foregoing and subject to the authorization under the Act to increase the number of voting members on the Authority, the initial Authority shall have 11 voting members. In addition to the voting members set forth above, there shall be ex-officio members of the Authority who shall be as follows:

(1) One member appointed by the members of the Senate whose districts include all or a portion of Fort McPherson and one member appointed by the members of the House of Representatives whose districts include all or a portion of Fort McPherson;

(2) The commissioner of the Department of Economic Development or his or her designee;

(3) The commissioner of the Department of Community Affairs or his or her designee;

(4) The commissioner of the Department of Natural Resources or his or her designee;

(5) The commissioner of the Department of Transportation or his or her designee;

(6) The Commissioner of Labor or his or her designee;

(7) The chancellor of the University System of Georgia or his or her designee; and

(8) One member appointed by the members of the Atlanta City Council whose districts include all or a portion of Fort McPherson.

Such ex-officio members shall have all of the rights and duties as other members of the Authority, except that they shall not have the right to vote on any matter.

SECTION 3. Terms of Members. Persons appointed to the Authority shall serve for initial terms of office which shall expire on December 31 of the fourth year after their appointment. After the initial terms of office, members of the Authority shall serve for terms of office of four years each. Members of the Authority shall serve for their respective terms of office specified in this subsection and until their respective successors are appointed and qualified. Any member of the Authority may be appointed to succeed him or herself. After such appointment, the members of such Authority shall enter upon their duties.

.SECTION 4. Vacancies. A vacancy on the Authority shall exist in the office of any member of the Authority who is convicted of a felony or who enters a plea of nolo contendere thereto; who is convicted of a crime involving moral turpitude or who enters a

plea of nolo contendere thereto; who is convicted of any act of misfeasance, malfeasance, or nonfeasance of such person's duties as a member of the Authority; or who fails to attend three (3) consecutive regular meetings of the Authority without an excuse approved by a resolution of the Authority. Notwithstanding the foregoing, an ex-officio member of the Authority shall not be subject to removal for the failure to attend meetings of the Authority unless otherwise expressly provided by law, it being the understanding of the Authority that such ex-officio members have the right to continue to serve as ex-officio members of the Authority by virtue of the official positions they hold.

In the event a vacancy occurs on the Authority, such vacancy shall be filled in the same manner as was the original appointment of the member whose term of membership resulted in such vacancy; provided, however, that if a nomination of a person to fill a vacancy in membership is not submitted to the Governor within thirty (30) days after the vacancy occurs, the vacancy shall be filled by an appointment made by the Governor without the necessity of a nomination from the affected area. A person appointed to fill a vacancy shall serve for the remainder of the unexpired term and until the appointment and qualification of a successor. The Governor shall appoint a successor within sixty (60) days of such vacancy. No vacancy shall impair the right of a quorum of the Authority to exercise all of the rights and perform all of the duties given them.

#### **ARTICLE IV – OFFICERS AND SUBCOMMITTEES**

SECTION 1. Terms and Election of Officers. The Governor shall select one of the members of the Authority to serve as the Chairperson. The members of the Authority shall elect one of their number as Vice Chairperson, shall elect one of their number as Secretary, and may elect one of their number as Treasurer. The Secretary may also serve as Treasurer. Each of such officers shall serve for a period of two years and until their successors are duly elected and qualified.

SECTION 2. Executive Director. The members of the Authority may appoint a Chief Executive Officer/Executive Director (the "Executive Director"). The Executive Director will serve at the pleasure of the members.

SECTION 3. Subcommittees. Standing or special subcommittees shall be as provided in the Act; specifically, the Authority may create the following subcommittees: health care, education, infrastructure, labor, real estate, economic development, housing and homelessness, environment, and quality of life. In addition to the foregoing subcommittees, the Authority has duly created and may continue to maintain the following subcommittees, as permitted pursuant to Section 3(f) of the Act: Real Estate Development; Resource Development; Property Operations; Community Outreach.

Further, the Authority shall maintain an Executive Committee as a standing committee of the Authority. The Executive Committee shall consist of the Chairperson of the Authority, each of the other officers of the Authority and the Governor's appointee to the Authority- representing the State of Georgia. The Executive Committee shall carry out such actions and conduct such business of the Authority as shall be determined, from time to time, by resolution of the Authority.

Additional subcommittees may also be created as deemed appropriate by the

Chairperson or the members of the Authority.

Other than with respect to the Executive Committee, the Authority may appoint as members of the subcommittees such individuals from the community as the Authority deems appropriate and such members do not have to be members of the Authority. The subcommittees shall serve in an advisory capacity to the Authority. The Chairperson of the Authority shall chair the Executive Committee and shall choose from among the members of each other subcommittee a person to serve as chairperson of that subcommittee. The chairpersons of the subcommittees shall serve two-year terms and shall be eligible for reappointment through a resolution voted in the affirmative by a majority of the Authority. Each subcommittee shall make such reports to the Authority of its activities as the Chairperson or Authority may request.

SECTION 4. Officer Vacancies. Other than a vacancy in the office of Chairperson, which shall be filled by selection of the Governor, a majority vote of the members of the Authority is necessary to fill a vacant officer position.

SECTION 5. Duties of Chairperson. The Chairperson shall be responsible for directing all affairs of the Authority and shall preside at all meetings of the Authority. He or she may sign any documents which are required by law to be signed or executed, except in cases where the signing and execution thereof has been expressly delegated to the Executive Director. In general, he or she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Authority from time to time. The Chairperson of the Authority shall be entitled to vote upon any issue, motion, or resolution.

SECTION 6. Duties of Vice Chairperson. In the absence of the Chairperson or in the event of his or her inability or refusal to act, as determined by a majority of the members present at a meeting at which a quorum is present, the Vice Chairperson shall perform the duties of the Chairperson and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall perform such other duties as from time to time may be assigned to him or her by the Chairperson or by the members of the Authority. The execution of any instrument of the Authority by the Vice Chairperson shall be conclusive evidence, as to third parties, of his or her authority to act in the stead of the Chairperson.

SECTION 7. Duties of Secretary. He or she shall affix the Authority seal to any lawfully executed documents requiring it and shall attest to the signature of the Chairperson, the Executive Director or any other officer of the Authority who is authorized to execute documents of the Authority. In addition, the Secretary shall exercise oversight over the proper preparation, approval and maintenance of the resolutions and minutes of the Authority. In general, the Secretary shall perform all other duties incident to the office of Secretary and such other duties as may be prescribed by the members of the Authority from time to time. The Secretary may also serve as Treasurer.

SECTION 8 Duties of Treasurer. The duties of the Treasurer are limited to the oversight of the preparation and maintenance of appropriate books of account that record the expenditures of the Authority's funds and the collection of monies due to the Authority. He or she shall make or cause to be made a Financial Report to the Authority detailing the Authority's activities and changes in assets and financial position on no less than a quarterly basis or more often as may be requested by the Chairperson or the Authority. Expressly, the



Treasurer's duties shall not include those incident to securing, executing or cancelling evidences of indebtedness and other official financial action reserved to the Authority as set forth in these Bylaws.

SECTION 9. Duties of the Executive Director. The Executive Director shall: (i) be appointed, selected and employed by the Authority, (ii) shall in general supervise and control all of the operations and administration of the Authority, other than those duties expressly reserved for the Chairperson of the Authority or any other officer of the Authority, (iii) shall provide the intellectual and managerial leadership of the Authority, and (iv) shall advance the strategic directions, policies and plans adopted by the Authority. The Executive Director shall also be responsible for overseeing the management and development of the Authority's programs and services; for hiring, organizing, and supervising all employees of the Authority; and, together with the Chairperson of the Authority, for coordinating the Authority's efforts in the areas of strategic planning and public relations. He or she may sign, along with the Secretary or any other proper officer of the Authority authorized by the Authority, when such a second signature or attestation is legally required, any deeds, security deeds, mortgages, contracts or other instruments which the Authority has authorized be executed, except in cases where the signing and execution shall be expressly delegated by the Authority, the Act or by these bylaws to some other officer or officers; the Executive Director may utilize the title "President" or "Chief Executive Officer" when legally required; and in general he or she shall perform all duties incident to the office of Executive Director and such other duties and responsibilities as may be delegated by the Authority in a resolution, job description or other policy statement.

#### **ARTICLE V MEETINGS AND OFFICIAL ACTION**

SECTION 1. Meetings. The Authority shall hold regular meetings at such times, places and dates as may be determined by the members of the Authority.

Special meetings of the Authority may be called by the Chairperson, the Executive Director or twenty (20) percent of the voting members of the Authority. Such meetings shall be at a time and place designated by the Chairperson; provided, however that if no place is fixed, such meeting shall be held at the principal office of the Authority.

All meetings of the authority, regular or special, shall be open to the public.

SECTION 2. Notice of Meetings. Notice of regular meetings, including the time and place therefor, shall be provided to the members at least two business days prior to such meeting. Notice of special meetings, including the time and place therefore, shall be provided to the members at least twenty-four hours prior to such meeting. The Executive Director shall cause such notices to be given in person, by telephone, by mail or by email.

Public notice of all Authority meetings shall be made in accordance with the appropriate provisions of the Georgia Open Meetings Act.

SECTION 3. Attendance. Members of the Authority are required to attend all meetings of the Authority. A Member shall be deemed removed from the Authority and his or her seat vacant (as provided in the Act) if he or she fails to attend three (3) consecutive regular meetings of the Authority without an excuse approved by a resolution of the Authority. Notwithstanding the foregoing, an ex-officio member or the Authority shall not be subject to

removal for the failure to attend meetings of the Authority unless otherwise expressly provided by law, it being the understanding of the Authority that such ex-officio members have the right to continue to serve as ex-officio members of the Authority by virtue of the official positions they hold.

SECTION 4. Quorum. A majority of the members of the Authority, excluding ex-officio members, shall constitute a quorum. No vacancy on the Authority shall impair the right of the quorum to exercise all of the rights and perform all of the duties of the Authority.

SECTION 5. Official Action. A vote by a majority of members at any meeting where a quorum is present shall constitute official action by the Authority.

SECTION 6. Reimbursement; No Compensation. The members of the Authority shall be reimbursed, upon submission of sworn vouchers, for all actual expenses incurred in the performance of their duties out of funds of the Authority; but members shall receive no further compensation.

SECTION 7. Telephone Conference Calls. As and to the extent legally permissible, members of the Authority may participate in any regular or special meeting of the Authority by means of a speaker telephone conference call, provided, however, that all persons participating in the meeting can hear each other and provided further that public access to hear and record the comments and votes of the member or members communicating by speaker phone be afforded, in accordance with the provisions of O.C.G.A. §50-14-1 et seq. To the extent legally permissible, participation in such meeting shall constitute presence in person at the meeting. At least one member of the Authority shall be present in the physical location that is open to the public.

SECTION 8. Annual Activities. The Authority will perform the following functions annually:

- a. Adopt a fiscal year budget; and
- b. Approve an independent, certified public audit of the Authority's financial records which must be completed no later than September 30 after the close of the preceding fiscal year on its accounts, records, and other matters relating to its financial operations.

SECTION 9. Fiscal Year. Initially, the Fiscal Year of the Authority shall commence on July 1st of each calendar year and shall end on June 30th of the succeeding calendar year; provided, however, that upon a majority vote of the Authority, the Fiscal Year of the Authority may be changed to be consistent with the fiscal year of the City of Atlanta or the State of Georgia.

SECTION 10. Seal. The Authority shall maintain an official seal (sometimes referred to as the "Authority seal") which shall be in the form of a circle and shall have inscribed thereon the name of the Authority and other appropriate wording.

#### **ARTICLE VI – EVIDENCES OF INDEBTEDNESS**

SECTION 1. Evidences of Indebtedness. Evidences of indebtedness (including, without limitation, bonds) of the Authority shall be in a form determined by the Authority, in



accordance with the Act and other provisions of applicable law. As required under the Act, bonds shall be signed in the name of the Authority, by the Chairperson and the official seal of the Authority shall be affixed thereto and attested to by the Secretary of the Authority. Any coupons attached to bonds shall bear the facsimile signatures of the Chairperson and the Secretary of the Authority.

Evidences of indebtedness (other than bonds) shall be signed in the name of the Authority, by the Chairperson, the Vice Chairperson (whether or not the Chairperson is available to execute same) or the Executive Director and the official seal of the Authority shall be affixed thereto and attested to by the Secretary of the Authority or by any other officer authorized by resolution of the Board.

All evidences of indebtedness shall be consecutively numbered or otherwise identified. All evidences of indebtedness surrendered to the Authority for transfer shall be canceled, and no new evidences of indebtedness representing same shall be issued until the surrendered evidences of indebtedness shall have been canceled, except as provided by resolution of the Authority.

SECTION 2. Signatures by Former Officers. In case any officer whose signature shall appear on any bond or other evidences of indebtedness or whose facsimile signature shall appear on any coupon shall cease to be such officer before the delivery of such bonds or other evidences of indebtedness, such signature shall nevertheless be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

#### **ARTICLE VII - WAIVER OF NOTICE**

SECTION 1. Waiver of Notice. To the extent legally permissible, whenever any notice whatever is required to be given under the provisions of these bylaws, or under the provisions of the Act or any other laws of the State of Georgia, waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. This does not modify the provisions for notice.

#### **ARTICLE VIII - RESOLUTIONS**

SECTION 1. Severability. Unless otherwise expressly provided, if any one of more of the provisions of any resolution of the Authority should be determined by a court of competent jurisdiction to be contrary to law, then such provision or provisions shall be deemed and construed to be severable from the remaining provisions therein contained and shall in no way affect the validity of the other provisions of such resolution.

SECTION 2. Headings. Any headings preceding the texts of the several articles and sections of any resolution of the Authority and any table of contents or marginal notes appended thereto, shall be solely for convenience of reference and shall not constitute a part of such resolution, nor shall they affect its meaning, construction or effect.

SECTION 3. Effective Date. Unless otherwise expressly provided, each resolution of the Authority shall take effect immediately upon its adoption in the manner provided by law.

SECTION 4. Priority. Unless otherwise expressly provided, each resolution of the Authority shall be deemed to rescind and repeal all prior resolutions, rules or other

actions, or parts thereof, of the Authority in conflict with such subsequent resolution insofar (and only insofar) as such conflict exists. This provision shall not apply to conflicts between resolutions and bylaws of the Authority; provided that nothing herein contained shall be construed as impairing previous authorized obligations of the Authority.

SECTION 5. No Recourse Under Resolutions. All covenants, stipulations, promises, agreements and obligations of the Authority contained in any resolution of the Authority shall be deemed to be the covenants, stipulations, promises, agreements and obligations of the Authority and not of any member, officer or employee of the Authority in his or her individual capacity, and no recourse shall be had for any claim based on any resolution of the Authority against any member, officer or employee of the Authority.

SECTION 6. Authority Complete. The members and officers of the Authority, attorneys, agents and employees of the Authority shall be automatically authorized to do all acts and things required of them by any resolution of the Authority for the full, punctual and complete performance of all of the provisions of such resolution.

#### **ARTICLE IX – CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

SECTION 1. Additional Contract Authorizations. Subject to the provisions of the Act and these bylaws, the members of the Authority may authorize any officer, officers, agent or agents of the Authority, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or defined in specific instances.

SECTION 2. Checks, Drafts or Orders. Subject to the express requirements in the Act, all checks, drafts or orders for the payment of money, issued in the name of the Authority shall be signed by such officer, officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the Authority. In the absence of such determination by the Authority, such instruments shall be signed by the Treasurer.

#### **ARTICLE X – ADOPTION OF CONFLICT OF INTEREST AND ETHICS POLICY**

SECTION 1. Conflict of Interest. No member or employee of the Authority shall have, directly or indirectly, any financial interest, profit, or benefit in any contract, work, or business of the authority nor in the sale, lease, or purchase of any property to or from the Authority. In addition to the foregoing, the members of the Authority may by resolution adopt a conflict of interest and ethics policy that incorporates a Code of Ethics appropriately similar to those maintained by the State of Georgia, the Cities of Atlanta and East Point and by Fulton County, Georgia.

#### **ARTICLE XI – BYLAWS**

SECTION 1. Establishment of Bylaws. These bylaws are established pursuant to Section 3(b) of the Act; provided, however, that as and to the extent of any inconsistency between the provisions of these bylaws and the Act, the provisions of the Act shall control.

SECTION 2. Amendment of Bylaws. These bylaws may be amended or repealed upon the affirmative vote of the two-thirds majority of the Authority's membership, provided such amendment or repeal is not inconsistent with the Act or any other law applicable to the Authority, such amendment or repeal is proposed at a prior meeting of the Authority, and



further provided that notice of the meeting at which the vote is to be taken shall set forth the proposal to be acted upon.