

STATE OF GEORGIA,
COUNTY OF SPALDING.

**BY – LAWS OF GRIFFIN-SPALDING
BUSINESS AND TOURISM ASSOCIATION, INC.**

**ARTICLE I
General**

Section 1. Name. The organization is incorporated under the laws of the State of Georgia and shall be known as the **GRIFFIN-SPALDING BUSINESS AND TOURISM ASSOCIATION, INC.** (hereinafter referred to as the “Association”).

Section 2. Location. The initial registered office of the Association shall be 100 South Hill Street, Griffin, Georgia 30223. The registered office of the Association in the State of Georgia may be subsequently designated by the Association from time to time.

Section 3. Purpose.

The purpose of the Association shall be:

- (1) To promote business, tourism, trade, and conventions for the City of Griffin and Spalding County, Georgia (hereinafter referred to as “the City” and “the County”);
- (2) To study, investigate, and develop plans for improving business and tourism in the City and County and to implement such plans in order to attract businesses, visitors, and conventions to the City and County;
- (3) To advise and recommend plans to the Board of Commissions of the City and County and the departments of the City and County for the development of business and tourism in the City and County; and
- (4) To otherwise promote public interest in the general improvement of business and tourism in the City and County.

Nothing contained within these By-Laws shall be construed to abridge and/or change the powers and duties of other authorities, departments, boards, and similar City and County agencies.

Section 4. Non-Profit Status. The Association shall observe all local, state, and federal laws which apply to non-profit organizations as defined in Section 501(c)(6) of the Internal Revenue Code.

Section 5. Distribution of Assets upon Dissolution. In the event of the liquidation or dissolution of the Association, whether voluntary or involuntary, no member shall be entitled to

any distribution or division of its remaining property or its proceeds. The balance of the money and other property received by the corporation from any source after payment of all debts and obligations of the corporation shall be paid over to a confirmed charitable association.

ARTICLE II

Powers

The Association shall have all the powers necessary or convenient to carry out and effectuate its purpose, including, but not limited to, the power:

- (1) To sue and be sued, in contract and in tort, and to complain and defend in all courts;
- (2) To adopt and alter a corporate seal;
- (3) To acquire by purchase, lease, or otherwise, and to hold, lease, and dispose of real and personal property of every kind and character for its corporate purposes; to insure the same against any and all risk such as insurance may, from time to time, be available;
- (4) To acquire in its own name by purchase, on such terms and conditions and in such manner as it may deem proper, real property, or rights and easements therein, or franchises necessary or convenient for its corporate purposes, and to use the same so long as its corporate existence shall continue, and to lease or make contracts with respect to the use of disposal of the same in any manner it deems to the best advantage of the Association;
- (5) In any such exercise of such powers, rights, and privileges jointly or in common with others, with respect to the construction, operation, and maintenance of projects, the Association may own an undivided interest in such projects with any other parties, whether public or private. The Association may enter into agreements with respect to any project with the other parties participating therein;
- (6) To make and execute contracts, agreements, and other instruments necessary and convenient to exercise the powers of the Association or to further the public purpose for which the Association is created;
- (7) To borrow money to further carry out its public purpose and to execute notes, other obligations, leases, loan agreements, assignments, and such other agreements or instruments as may be necessary or desirable in the judgment of the Association to evidence and to provide security for such borrowing;
- (8) To make application, directly or indirectly, to any federal, state, county, or municipal government or agency or to any other source, whether public or private, for loans, grants, guarantees, or other financial assistance in

furtherance of the Association's public purpose and to accept and use the same upon such terms and conditions as are prescribed by such federal, state, county, or municipal government or agency or other source;

- (9) To enter into agreements with the federal government, state government, local government, or any agency thereof to use the facilities or services of the federal, state, or local government or any agency thereof in order to further or carry out the public purposes of the Association;
- (10) Subject to proper appropriation by the Association, to receive and use the proceeds of any tax levied by a political subdivision or taxing district of the state to pay the cost of any project or for any other purpose for which the Association may use its own funds;
- (11) To accept donations and appropriations of money, services, products, property, and facilities for expenditure and use by the Association for the accomplishment of its purpose;
- (12) To adopt by-laws governing the conduct of business by the Association, the election and duties of officers of the Association, and other matters the Association determines to include in its by-laws; and
- (13) To do any and all things necessary or proper for the accomplishment of its objectives and to exercise any power usually possessed by private corporations performing similar functions not in conflict with the public purpose of the Association or the Constitution and laws of the State of Georgia.

The Association shall not have the power or authority to bind the City and/or County by contract, agreement, financial obligation, indebtedness, or otherwise. No contract, agreement, financial obligation, or other indebtedness incurred by the Association shall ever be a claim or charge against the City and/or County.

ARTICLE III

Board of Directors

Section 1. Board of Directors. The Board of Directors (hereinafter "Board") shall consist of eleven (11) persons. Two (2) Directors shall serve in an ex officio capacity, without voting rights, by virtue of their holding offices within the government of the City of Griffin and Spalding County. The remaining nine (9) voting Directors shall be appointed as detailed in Section 3 of this Article. The Chairman of the Board shall be elected by the Board at the first meeting of the year.

The governance, policy-making responsibilities, business, and affairs of the Association shall be vested in its Board of Directors, subject to limitations imposed by law, the Articles of Incorporation, and these By-Laws. All such actions shall be by majority vote of the members of

the Board present at any meeting. The Board shall control the Association's property, be responsible for its finances, and direct its affairs.

Section 2. Ex Officio Directors. The County Manager and City Manager shall serve as ex officio Directors.

Section 3. Selection and Election of Voting Directors. The remaining nine (9) voting Directors shall be established as follows:

Six (6) Directors shall be appointed at the June 2016 meetings of the City Board of Commissioners and County Board of Commissioners by the following:

The City shall appoint a City resident or business owner and a City Board of Commissioner, each for a three (3) year term. The County shall appoint a staff member with the Spalding County Parks and Recreation Department, a Sun City Peachtree resident, a County resident or business owner, and a County Board of Commissioner, each for a three (3) year term.

The remaining three (3) Directors are designated as the Main Street Advisory Board Chairman, the Griffin-Spalding Chamber of Commerce Tourism Committee Chairman, and the Downtown Development Authority Chairman.

Section 4. Seating of New Directors. All newly appointed Board members shall be seated at the July 2016 Board meeting and in years thereafter at the January Board meeting. Those members shall be participating Board members thereafter.

Section 5. Removal and Reinstatement. An appointed member of the Board of Directors who shall be absent from three (3) regular meetings of the Board shall automatically be dropped from membership on the Board. Reinstatement may be made by approval of a majority vote of the Board at its next regular scheduled meeting.

Section 6. Vacancies. Appointed position vacancies shall be filled by the respective Board of Commissioners that made the initial appointment.

Section 7. Regular Meetings. The Board shall provide, by resolution, the time and place for holding regular meetings with notice to comply with the Open Meetings Act, as codified in O.C.G.A. § 50-14-01, *et seq.* Additional regular meetings shall be held at the principal office of the Association in the absence of any designation in the resolution. The Association is subject to the Open Meetings Act, as codified in O.C.G.A. § 50-14-1, *et seq.* and shall abide by the procedures set forth therein.

Section 8. Special Meetings. Special meetings of the Board may be called by or at the request of the Executive Director or by majority vote of the Directors, and shall be held at the principal office of the Association or at such other place as the Directors may determine.

Section 9. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors

are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 10. Notice, Agenda, Minutes. Written notice of all Board meetings must be given at least five (5) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

Section 11. Policy. The Board of Directors is responsible for establishing procedures and formulating and adopting policies of the Association. These policies shall be maintained in a policy manual to be reviewed annually and revised as necessary.

Section 12. Management. Other than the Executive Director of the Association, who is discussed in Article VI, Section 2(c), the Board shall employ staff as necessary to fulfill the purposes of the Association and shall fix the salary and other considerations of employment.

Section 13. Compensation of Directors. Directors shall not receive any stated compensation for their services, but, by resolution of the Board, may be reimbursed for expenses incurred as a member of the Board. Nothing contained herein shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

Section 14. Indemnification. The Association may, by resolution of the Board, provide for indemnification by the Association of any and all current or former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors, or employees of the Association, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE IV

Officers

Section 1. Determination of Officers. The Board of Directors, at its July 2016 meeting and then at its January meeting in each year thereafter, shall reorganize for the coming year. The Directors shall nominate Officers each year to serve a one (1) year term.

Section 2. Duties of Officers.

- (a) Chair of the Board. The Chair shall serve as the chief elected office of the Association and shall preside at all meetings of the membership and the Board of Directors.
- (b) Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Association and for their proper disbursement. Such

funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board. The Executive Director and Treasurer shall have signature authority. Checks in amounts greater than Five Hundred Dollars (\$500.00) must be signed by both the Executive Director and Treasurer, or, in the absence of either, by any two officers. The Treasurer shall cause a quarterly financial report to be made to the Board.

- (c) Executive Director. The Executive Director shall be the City's Main Street Program Manager and shall be the chief administrative officer of the Association. The Executive Director shall be an employee of the City, and as a result, shall continue to operate under the City's personnel policy and shall be compensated accordingly. The Executive Director shall serve as secretary to the Board of Directors and cause to be prepared notices, agendas, and minutes of meetings of the Board. The Executive Director shall be responsible for hiring, directing, supervising, and discharging all Association employees. Any Association employees will be employees of the City and shall continue to operate under the City's personnel policy. With the cooperation of the Treasurer, the Executive Director shall be responsible for the preparation of a business operating budget covering activities of the Association, subject to the approval of the Board. The Executive Director shall also be responsible for all expenditures within approved business budget allocations.

Section 4. Indemnification. The Association may, by resolution of the Board, provide for indemnification by the Association of any and all of its officers or former officers as described in Article V, Section 14 of these By-Laws.

ARTICLE V

Finances

Section 1. Funds. All moneys paid to the Association shall be placed in the general operating fund, or such funds as are designated by the Board.

Section 2. Disbursements. Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board.

Section 3. Fiscal Year. The Association's fiscal year shall be from July 1 of the current year through June 30 of the following year.

Section 4. Budget. As soon as possible after the election of the new Board of Directors and Officers, the Executive Director and the Treasurer shall present the budget for the coming year to the Board for approval and adoption.

Section 5. Annual Audit. The accounts of the Association shall be audited annually as of the close of business on June 30 by a certified public accountant. The audit shall at all times be available to the public.

Section 6. Bonding. The Executive Director and such other Officers and staff as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Association.

Section 7. Conflicts of Interest. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Association to do so.

ARTICLE VI Miscellaneous

Section 1. Parliamentary Authority. The current edition of “Robert’s Rules of Order” shall be the final source of authority in all questions of parliamentary procedure when such rules are not consistent with the By-Laws of this Association.

Section 2. Amendments. These By-Laws may be amended when necessary by two-thirds majority of the Board. Proposed amendments shall be submitted to the Executive Director to be sent out in the same manner as notices.

These By-Laws were approved at a meeting of the Board of Directors by a majority vote on this the _____ day of June, 2016.