

## BYLAWS OF THE BELTLINE AFFORDABLE HOUSING ADVISORY BOARD

**PREAMBLE:** THE CITY OF ATLANTA, GEORGIA (THE “CITY”) CREATED TAX ALLOCATION DISTRICT NUMBER SIX—BELTLINE (THE “BELTLINE TAD”) AND APPROVED THE REDEVELOPMENT PLAN (THE “BELTLINE REDEVELOPMENT PLAN”) AND THE REDEVELOPMENT AREA (THE “BELTLINE REDEVELOPMENT AREA”) FOR THE BELTLINE TAD. THE CITY DESIGNATED THE ATLANTA DEVELOPMENT AUTHORITY (“ADA”) AS ITS REDEVELOPMENT AGENT (THE “REDEVELOPMENT AGENT”) TO IMPLEMENT THE REDEVELOPMENT PLAN AND ADA HAS CREATED ATLANTA BELTLINE, INC. (“ABI”) AND CHARGED IT WITH COORDINATING AND EXECUTING THE BELTLINE TAD INITIATIVE. THE CITY ALSO ESTABLISHED THAT A CITIZENS ADVISORY BOARD SHALL BE CREATED IN CONNECTION WITH THE BELTLINE TAD AND THESE BYLAWS ARE HEREBY SET FORTH FOR THE ORGANIZATION OF SUCH ADVISORY BOARD.

### ARTICLE ONE ORGANIZATION

- A. **Name.** The name of this advisory board shall be the “BeltLine Affordable Housing Advisory Board” (the “Advisory Board”).
- B. **Authorization.** The Advisory Board is created pursuant to legislation adopted by the City Council of the City (“City Council”): (i) Ordinance 05-O-1733 adopted by the City Council on November 7, 2005 and approved by the Mayor on November 9, 2005; and (ii) Resolution 6-R-2699 adopted by the City Council on December 4, 2006 and approved by the Mayor on January 9, 2007 (collectively, the “City Authorizing Legislation”).
- C. **Structure.** The Advisory Board shall be comprised of representatives from those organizations dedicated to the provision of affordable housing in the City of Atlanta, developers, residents and other such persons with interest in the design, location, development and maintenance of affordable housing units
- D. **Purpose.** The role of the Advisory Board shall include, but not be limited to:
- Making recommendations to ADA and the City on the goals and policies related to the use of the BeltLine Affordable Housing Trust Fund. These goals and policies shall be submitted to the Atlanta City Council for review and adoption by resolution.
- Monitoring the location and availability of affordable housing throughout the BeltLine.
- Coordinating the activities of the BAHAB with other affordable housing activities conducted throughout the City.
- E. **Records.** The Advisory Board shall maintain records and minutes of the proceedings of the Advisory Board and of any committees established by the Advisory Board. The records shall be maintained at

the offices of ABI. In addition, a record shall be maintained at ABI showing the names, addresses, electronic mail addresses and telephone numbers of each of the members of the Advisory Board.

- F. **Semi-Annual Reports.** The Advisory Board shall provide a semi-annual written report to the City Council and to the Mayor on its activities. Copies of the report shall also be provided contemporaneously to the Atlanta Public School System and the Fulton County Board of Commissioners.
- G. **Effective Date.** These Bylaws shall become effective as of June 5, 2007.

## **ARTICLE TWO** **MEMBERSHIP**

- A. **Composition.** The Advisory Board shall be comprised of members that are nominated and appointed in accordance with the City Authorizing Legislation, specifically including Resolution 06-R-2699. The composition, nomination and appointment of members of the Advisory Board shall not be amended except by action of the City Council and the Mayor, and in accordance with any intergovernmental agreements by and between the City and the Fulton County Board of Commissioners or the Atlanta Public Schools System. Members of the Advisory Board shall serve in a voluntary capacity and will not be compensated.
- B. **Terms of Membership.** The initial members of the Advisory Board shall serve for a term of two (2) years commencing on May 1, 2007 and expiring two (2) years thereafter on April 30, 2009. After the initial term, the term of Advisory Board members shall be two (2) years for each term commencing May 1 and shall expire on April 30 two (2) years thereafter. An Advisory Board member may not serve more than three (3) consecutive terms. A member of the Advisory Board shall serve until his or her successor is appointed or until the earlier death, resignation, removal or incapacity.
- C. **Resignation, Removal or Vacancy.** Any member of the Advisory Board may resign office at any time by submitting such resignation in writing to the Secretary, Chairperson and President/CEO of ABI and the resignation shall take effect at such time as specified in writing.

An Advisory Board member may be removed only by the appointing governing body consistent with the appointment process of the City Authorizing Legislation. If a member shall be absent, except for reason of illness for three (3) consecutive regular Advisory Board meetings or four (4) Advisory Board meetings during a calendar year, including regularly scheduled meetings and special meetings duly called and noticed, the Advisory Board may seek a declaration by ABI that the office has been vacated by reason of neglect and such vacancy shall be filled as provided in this paragraph in accordance with the City Authorizing Legislation.

Vacancies created by expiration of the terms of Advisory Board members or by the death, removal, resignation, or incapacity of any member of the Advisory Board shall be filled by the appointing authority as set forth above.

## **ARTICLE THREE**

## MEETINGS

A. **Meetings.** The Advisory Board shall meet not less frequently than quarterly, which meetings shall be at a time, date, and place that shall be established by the Executive Board and approved by resolution of the Advisory Board. Special meetings of the Advisory Board may be called at any time by the Executive Committee, by one-quarter of the members of the Advisory Board, in writing, or by ABI, through its Board of Directors or its President/CEO.

B. **Notice of Meetings.**

All Advisory Board members shall be given at least 10 and no more than 30 days' notice of regularly scheduled meetings and at least 4 business days and no more than 14 days' notice of special meetings.

Notice of meetings may be given by personal delivery, first class mail, electronic mail, telegram, cablegram, telex or facsimile transmission and shall be deemed given when mailed, electronically mailed or when the telegram, cablegram, telex or facsimile transmission is sent, addressed to the Advisory Board member at his or her business or residence address.

The business to be transacted at, or the purpose of any meeting of, the Advisory Board shall be specified in the notice (or waiver of notice) of such meeting.

Notice of any meeting or of the purpose of a meeting may be waived by an instrument in writing signed by a member of the Advisory Board. Attendance of an Advisory Board member at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when an Advisory Board member states, at the beginning of the meeting, any such objection or objections to the transaction of business.

All meetings shall comply generally with the Open Meeting Laws of the State of Georgia, where the meetings shall be customarily open to the public and the records shall be available to the public.

C. **Quorum.** A majority of the Advisory Board members then appointed shall constitute a quorum for the transaction of business.

If a quorum is present, the Advisory Board may act upon a majority vote of the Advisory Board members present at the meeting, unless the act of a greater number is required by the Bylaws, subject to Sections D, E and F below.

Each Advisory Board member shall have one vote.

D. **Written Consents.** Any action required to be taken at a meeting of the Advisory Board, or any action that may be taken at a meeting of the Advisory Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a super-majority (75%) of the Advisory Board members then appointed and filed with the minutes of the proceedings of the Advisory Board. Any action taken by written consent shall be included in the agenda for information purposes at the next meeting of the Advisory Board.

E. **Proxy Voting.** Members of the Advisory Board shall not be allowed to vote by proxy.

- F. **Teleconference Meeting.** Members of the Advisory Board may participate in any meeting of the Advisory Board or any committee thereof by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.
- G. **Parliamentary Procedures.** The Advisory Board will be governed by certain guiding principles to be established by the Advisory Board, as may be amended from time to time by the Advisory Board. In case of dispute concerning parliamentary procedures governing the conduct of meetings of the Advisory Board, Roberts Rules of Order, as revised and updated from time to time shall govern, in addition to any procedures set forth herein or adopted by resolution of the body.
- H. **Annual Public Reporting Meeting.** The Advisory Board shall convene an annual public reporting meeting.

#### **ARTICLE FOUR COMMITTEES**

- A. **Creation of Committees.** The Advisory Board, by resolution may establish one or more committees, which shall have only the power and authority as delegated thereto by the Advisory Board, except as limited in these Bylaws. Each such committee shall consist of three (3) or more Advisory Board members. Only members of the Advisory Board can serve as members of any committee established by the Advisory Board. No committee shall have authority as to any of the following matters:
  - (a) the dissolution, merger, or consolidation of the Advisory Board;
  - (b) the removal of any officer or the filling of any vacancy in any committee;
  - (c) the amendment or repeal of the Bylaws or the adoption of new Bylaws;
  - (d) the amendment or repeal of any resolution of the Advisory Board which by its terms cannot be amended or repealed except by action of the Advisory Board; or
  - (e) the recommendation for approval or rejection of any BeltLine TAD projects, which are required to be presented to the Advisory Board for review and consideration.

The Advisory Board shall elect a chairperson for each of the committees created hereby. The chairpersons of each committee and any member of the Advisory Board may make recommendations to the Executive Committee for appointment of members to the committees. The Executive Committee may be called upon to appoint the members to the committee of the Advisory Board. The chairpersons and members of the committees shall serve at the pleasure of the Advisory Board on such committee.

- B. **Standing Committees.** A Standing Committee entitled the "Executive Committee" shall be established by the Advisory Board. The purpose of the Executive Committee shall be to carry out those duties and responsibilities as specifically delegated by the Advisory Board, including, but not limited to, taking action at the direction of the Advisory Board, in lieu of a meeting of the entire body.

The Executive Committee shall be comprised of the officers of the Advisory Board, chairs of the committees established hereby and any other persons designated by resolution of the Advisory Board.

The Advisory Board may create committees and short-term task forces, as it deems necessary in order to effectively carry out its purposes and responsibilities.

All minutes of meetings of the Executive Committee and any other committees established by the Advisory Board shall be filed with the Secretary of the Advisory Board and recorded in the minute books.

## **ARTICLE FIVE** **OFFICERS**

- A. **Officers.** The officers of the Advisory Board shall consist of a Chair, a Vice Chair, a Secretary and such other officers as may be deemed necessary by the Advisory Board. At its first meeting in every odd year, the members of the Advisory Board shall elect officers. No more than two (2) officers from a single appointing body may be elected. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as possible. Each of the officers shall hold office for a two (2) year period or until his or her successor shall be duly elected and qualified. Any officer so elected shall not serve more than two consecutive terms in any one office, unless at least a super majority, 75% of the members of the Advisory Board, vote to elect such officer to serve in such office beyond the term limitation. Notwithstanding the above, a member of the Advisory Board may only serve as an officer of the Advisory Board, or any committee, so long as he or she is a current member of the Advisory Board.
- B. **Chair.** The Chair shall be responsible for the administration of the Advisory Board, including general supervision of the policies of the Advisory Board and execution of the purpose and responsibilities of the Advisory Board. The Chair shall preside at all meetings of the Advisory Board, and shall serve as Chair of the Executive Committee.
- C. **Vice Chair.** The Vice Chair shall act in the absence of the Chair and shall assume all duties and responsibilities appertaining thereto.
- D. **Secretary.** The Secretary shall keep minutes of all meetings of the Advisory Board and have charge of the minute book of the Advisory Board and shall perform such other duties and have such other powers as may from time to time be delegated to him or her by the Chair or the Advisory Board.
- E. **Additional Officers.** Other officers, if any, shall perform such duties as are generally performed by officers with an equivalent title, if any, and shall perform such other duties and exercise such other powers as the Chair or the Advisory Board shall request or delegate.
- F. **Removal of Officers.** Any officer appointed by the Advisory Board may be removed by the affirmative vote of a majority of the Advisory Board whenever in its judgment the best interests of the Advisory Board will be served thereby. Any vacancy, however occurring, in any office may be filled by the Advisory Board.

- G. **Resignation.** Any officer may resign at any time from any office held upon thirty (30) day written notice. Such resignation shall be in writing, shall be submitted to the Chairperson, Secretary and President/CEO of ABI and shall take effect at such time as specified in the writing.

**ARTICLE SIX**  
**AMENDMENT**

The Advisory Board shall have the power by a 2/3 vote of the Advisory Board members then in office to alter, amend or repeal the Bylaws or adopt new Bylaws, provided, however, that these Bylaws at no time shall contain any provision inconsistent with law or the City Authorizing Legislation. Prior to the adoption of any change to the Bylaws, the proposed amendment must be presented at a meeting of the Advisory Board and may only be voted on at a subsequently scheduled meeting of the Advisory Board.