



**The Bylaws
of the
Atlanta Regional Commission**

**Adopted September 10, 1971
as Amended through May 25, 2011**

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The Atlanta Regional Commission (ARC), created in 1971 by local governments of the Atlanta region, includes Cherokee, Clayton, Cobb, DeKalb, Douglas, Fayette, Fulton, Gwinnett, Henry and Rockdale counties, and 68 municipalities including the City of Atlanta. ARC is the official planning and intergovernmental coordination agency for the region. It is a forum where leaders come together to discuss and act on issues of regionwide consequence. ARC is funded through a number of sources from local, state and federal government.

The Commission is comprised of the county commission chairpersons in the Atlanta region, a mayor from each county, two mayors of the most populous county, the mayor of the City of Atlanta, as well as a member of the Atlanta City Council. It includes 15 private citizens, and a non-voting member appointed by the Board of Community Affairs of the State of Georgia.

The opinions, findings and conclusions expressed or implied in this document are solely those of ARC. This report does not constitute a standard, specification or regulation.

ARC is dedicated to creating the superior living environment for all citizens of the Atlanta region. This is accomplished through professional planning initiatives and the provision of objective information.

ARC is committed to the principle of affirmative action and shall not discriminate against otherwise qualified persons on the basis of race, color, religion, national origin, sex, age, physical or mental handicap or disability in its recruitment, employment, facility and program accessibility or services.

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TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I.....	1
Name	
ARTICLE II.....	1
Composition	
ARTICLE III	1
Mission	
ARTICLE IV	1
Objectives	
ARTICLE V.	2
Functions	
ARTICLE VI.....	3
Duties	
ARTICLE VII.....	4
Membership, Officers, and Committees	
ARTICLE VIII.	14
Executive Director	
ARTICLE IX.....	15
Human Resources	
ARTICLE X.	16
Standards of Ethical Conduct	
ARTICLE XI.....	21
Organization Structure	
ARTICLE XII.....	21
Budget and Finance	
ARTICLE XIII	22
Collaborative Efforts	
ARTICLE XIV	22
Amendments to Bylaws	

ARTICLE I

Name

The name of this organization shall be the **Atlanta Regional Commission (the "Commission")**.

ARTICLE II

Composition

The Commission shall be composed of officials of political subdivisions and private citizens representing districts of approximately the same population within the Atlanta metropolitan area (the "Area"), as determined from time to time in accordance with the provisions of Chapter 8 of Title 50 of the Official Code of Georgia Annotated (the "Code").

ARTICLE III

Vision

The Atlanta Regional Commission is the regional leader in identifying values, developing policies and executing action plans that matter to residents and communities, that ensure competitive advantage and that preserve long-term sustainability and livability.

Mission

The Atlanta Regional Commission will demonstrate professional and forward looking leadership to ensure sustainable growth, livability and competitive advantage by focusing and balancing environmental responsibility, economic growth and social needs.

ARTICLE IV

Objectives

The objectives of the Commission shall include, but not be limited to the following:

Community

1. Prepare youth, unskilled adults and persons dislocated from their jobs for entry or re-entry into the labor force through the provision of education and job and skills training and school-to-work transition programs.
2. Assist local governments to improve their planning, management and service delivery capabilities by providing technical assistance.
3. Facilitate communications and best practices sharing between jurisdictions and connect local governments with a variety of research and decision-making mechanisms to help explore and manage the rapidly changing needs of their task environment.

4. Facilitate and promote collaborative decision making by regularly convening leaders from the public, private and non-profit sectors to brief on issues, challenges and coordinated solutions.

Aging

5. Improve and protect the physical and mental well being of the citizens of the Area through strengthened human services planning cooperation among public and private agencies.
6. Encourage healthy lifestyles and expand information and access to services.

Transportation, Land Use & Environmental Planning

7. Provide and seek to implement plans that efficiently and effectively serve the transportation needs of the Region and meet all the requirements of a Metropolitan Planning Organization.
8. Plan the distribution of population, land development and land use and provide a broad and consistent base of demographic, economic, and land related data to support regional plans and development.
9. Meet all the requirements of a Regional Commission under DCA rules and collaboratively develop plans that improve and develop housing and transportation options for all populations and geographies in the region.
10. Serve as staff to the North Georgia Water Management District and work to improve the quality of life within the Area through the protection and enhancement of the region's natural resources.

ARTICLE V

Functions

The functions of the Commission shall include, but not be limited to the following:

1. To review and evaluate applications for loans or grants made to the United States Government and/or the State of Georgia by municipalities, counties, authorities, commissions, boards, and/or agencies within the Area.
2. To review and, where needed, recommend changes in Area Plans and programs promulgated by municipalities, counties, public authorities, public commissions, public boards, public utilities and/or public agencies.
3. To engage in a continuous program of research, study, and planning of matters affecting the Area, including, but not limited to, land use, housing, transportation, job training, waste disposal, water quality, drainage, parks and open space, environmental quality, criminal justice, human services, aging, health, public safety and local government legal and fiscal capacity, and pursue the implementation of the recommendations developed from this program.
4. To serve as the regional commission for the Area pursuant to the provisions of Article 2 of Chapter 8 of Title 50 of the Code, and exercise the power and authority granted therein and perform the responsibilities required thereby.

5. To serve as the metropolitan area planning and development commission for the Area pursuant to the provisions of Article 4 of Chapter 8 of Title 50 of the Code, and exercise the power and authority granted therein and perform the responsibilities required thereby.
6. To serve as the metropolitan planning organization for the Area pursuant to the Federal Aid Highway Act (23 U.S.C. SS 101 et seq.), the Federal Transit Act (49 U.S.C. Appx SS 1601 et seq.), the Clean Air Act (42 U.S.C. SS 7401 et seq.), and other applicable federal and state laws, and exercise the power and authority granted therein and perform the responsibilities required thereby.
7. To serve as the agency responsible for coordinating Job Training, Aging, and such other programs as appropriate within the Area, or portion thereof, under the provisions of applicable federal and state laws and regulations.
8. To serve as the planning agency for the Area, or portion thereof, when an area, metropolitan, or regional planning agency is required under the provisions of any state or federal loan or grant programs, or other state or federal laws.
9. To enter into all contracts or agreements necessary or incidental to the performance of its responsibilities.
10. To undertake such other planning functions within the Area or portion thereof, as may be assigned or delegated to the Commission by other agencies or boards, public or private, and for which, the Commission accepts responsibility.

ARTICLE VI

Duties

The duties of the Commission shall include, but not be limited to, the following:

1. To report to the General Assembly and to each political subdivision and supporting agency within the Area on or before February 1 each year. The report shall include:
 - A. A financial report for the preceding calendar year.
 - B. The budget and program of work for the current year.
 - C. An explanation of development guides adopted for the Area during the preceding calendar year.
 - D. A listing of all applications for federal funds made during the preceding calendar year by political subdivisions within the Area and submitted to the Commission for review.
 - E. A listing of all Area Plans submitted to the Commission during the preceding calendar year.
 - F. Recommendations of the Commission for legislation affecting the Area and the organization and functions of the Commission.
2. To keep books of account and have these audited by an independent Certified Public Accountant each calendar year.
3. To estimate the population residing within each county in the Area and within the most populous municipality in the Area on the first day of April each year, which estimate shall serve as basis for per capita payments to be made to the Commission by the counties and the most populous municipality in the calendar year next following.

4. To adopt a budget and program of work for the next calendar year before December 15 each year and send it to each political subdivision and each agency which is expected to contribute to the support of the Commission during the next calendar year.
5. To prepare and adopt comprehensive development guides for the Area consisting of policy statements, goals, standards, programs and maps prescribing an orderly and economic development, public and private, of the Area.
6. To administer provisions of the Metropolitan River Protection Act (Part 6 of Article 5 of Chapter 5 of Title 50 of the Code), as amended, with respect to the Chattahoochee River within the Area by:
 - A. Preparing, adopting and updating periodically a comprehensive, coordinated land and water use plan for the stream corridor.
 - B. Fostering and undertaking such studies of water and land resources problems in the stream corridor as are necessary in the preparation or revision of the plan.
 - C. Making rules and regulations as may be necessary to implement the purposes of the Act and administering and implementing the provisions of the Act and all rules, regulations and orders promulgated thereunder.
7. To comply with the provisions of Chapter 20 of Article 50 and Article 3 of Chapter 8 of Title 20 of the Code specifically, and other state and federal statutes as appropriate.
8. To present plans, recommendations, research and other work, when appropriate to the public for their information and input. When ARC holds formal public hearings in the Atlanta Region, citizen board members from the district where the meeting is being held will convene or co-convene the meeting.

ARTICLE VII

Membership, Officers, and Committees

1. **Composition.** The membership of the Commission shall consist of:
 - A. **Public Members:**
 1. The Chair of the Board of County Commissioners from each of the counties within the Area.
 2. A mayor from each of the counties within the Area, other than Fulton County, elected by the mayors within each county, excluding the Mayor of the City of Atlanta.
 3. The Mayor of the City of Atlanta.
 4. A member of the City Council from the City of Atlanta, elected by the members of the City Council.
 5. A mayor from the northern half of Fulton County elected by a majority vote of the mayors of all municipalities located within the northern half of Fulton County and the mayor of a municipality within the southern half of Fulton County elected by a majority vote of the mayors of all municipalities located within the southern half of Fulton County.
 - B. **Members at Large:** A resident from each of the districts created for this purpose by the legislative delegation from the Area, elected by the public members of the Commission. Members at large may hold no elective or appointed public office nor be employed by any of the political subdivisions of the Area. The total number of members at large will be fifteen (15).

- C. **Member Appointed by Board of Community Affairs:** A nonvoting member to be appointed by the Board of Community Affairs of the State of Georgia.
- D. **Limited Members for Transportation Planning Purposes:** A member of the Board of County Commissioners from each of the counties described in subsection 13.F.2.d) of this Article VII which are located outside the Area. Such persons shall be considered as limited members of the Commission for the sole purposes of participation in transportation planning matters directly affecting their counties and participation as members of the Transportation and Air Quality Committee. The counties represented by limited members shall not be assessed any dues and shall not otherwise be required to support the Commission financially; provided, however, that such counties shall provide local matching funds required pursuant to any federal grant to the Commission for transportation planning within all or part of such counties. References in these bylaws to a “member”, “members”, “membership”, or “full membership” shall not be deemed to refer to a limited member or limited members.
2. **Terms of Office.** The term of a public member on the Commission shall be concurrent with his or her term in public office he or she holds. In the case of public members who are mayors, excluding the Mayor of the City of Atlanta, term of office shall mean a single elected cycle of the appointed mayor. Mayors shall not serve longer than four years or beyond his or her next election, whichever comes first, without being reappointed by the mayors within his or her respective county. Upon agreement by the majority of the mayors within a county, or that portion of a county from which a mayor is appointed, a mayor, other than the Mayor of the City of Atlanta, may serve a term of less than four years but not less than two years. The terms of the members at large on the Commission shall be four years, except of those first elected (or elected after redistricting); one-half (or a majority in the case of an odd number of members at large) shall serve an initial term of two years. The terms of all members at large shall terminate at the end of any calendar year in which redistricting of the Area has occurred. Members at large may be elected to two or more successive terms.
3. **Vacancies.** If a vacancy on the Commission occurs due to death, resignation, removal from office or for any other reason, the unexpired term shall be filled in the same manner as such member was originally elected to the Commission. No vacancies on the Commission shall impair the power of the Commission to transact any and all business of the Commission and to perform all its duties as provided for by Law.
4. **Removal from Office.** Any member at large who is absent from three or more consecutive regular meetings without being excused by the Commission or any member at large who moves his or her residence outside of the district which he or she was elected to represent shall forfeit his or her seat on the Commission. Any member at large who (i) violates any provision of Article X (Standards of Ethical Conduct) with which such member at large is required to comply, (ii) is convicted of any felony or misdemeanor involving moral turpitude, whether by verdict, plea of guilty, plea of nolo contendere or imposition of first offender probation, (iii) violates any Georgia law governing the conduct of public officials, or (iv) is disqualified by law from holding the office to which he or she has been elected, may be removed from his or her seat on the Commission in the manner described below. Upon receipt of information or evidence that a member at large may be subject to removal for any of the reasons listed in the previous sentence, the Director or any member of the Commission shall bring such matter to the attention of the Ethics Committee provided for in Article X by notifying the Secretary, as chairman of such committee, in writing of such fact. The chairman of the Ethics committee shall call a meeting of such committee, to be held within 60 day after receipt of such notice, to consider whether to remove such member at large. The member at large charged with such violation shall have the opportunity to present such facts or evidence to the committee, as he or she shall deem appropriate. If the committee finds sufficient evidence to do so, the committee shall recommend to the Commission that such member at large be removed. The Commission shall have the right to remove such member at large by majority vote based on such recommendation, and shall act on such recommendation with 60 days after receipt of same. When a member at large for any reason ceases to be a member of the Commission, his or her unexpired term shall be filled by a resident of that district in the same manner as such member was originally elected to the Commission.

5. **Compensation.** Each member of the Commission, excluding the Chair, shall receive a per diem compensation of Forty-Four Dollars (\$44.00) for attending meetings of the Commission, its committees or its advisory bodies and for performing such other services on behalf of the Commission as may be authorized or approved by the Chair. The total compensation paid to each such member shall not exceed Twenty-Four Hundred Dollars (\$2,400.00) per year. Each such member shall be reimbursed for his or her actual expenses incurred while attending to Commission business, and such reimbursement shall not count toward the Twenty-Four Hundred Dollars (\$2,400.00) compensation limitation.
6. **Officers.** The officers of the Commission shall be chosen from among the members of the Commission in such a manner as prescribed hereinbelow and shall be a Chair, a Vice-Chair, a Secretary, a Treasurer and a Parliamentarian. The Commission may also appoint such other officers, who need not be members of the Commission, as it deems necessary for the conduct of its affairs, including, but not limited to, one or more Assistant Secretaries, who shall exercise such powers and perform such duties as shall be determined by the Commission.
7. **Chair.** The Commission shall elect a Chair from among its members.
 - A. **Term of Office.** A Chair shall be elected to serve for a term of two years and until his or her successor has been elected. A Chair may be elected to two or more successive terms.
 - B. **Removal from Office and Vacancy.** A Chair may be removed from office by a vote of a majority of the total membership of the Commission no sooner than fourteen (14) days and no later than twenty-eight (28) days after written notice of intent to remove the Chair is filed with the Secretary of the Commission. Such written notice of intent to remove the Chair shall state the cause for removal and shall bear the signatures of a majority of the total membership of the Commission. After receiving such written notice, the Secretary shall inform the membership of the Commission of the time and date of a special meeting to be held no sooner than fourteen (14) and no later than twenty-eight (28) days from the date of receipt for the purpose of considering the Chair's removal. In the event that a Chair is removed from office, his or her unexpired term shall be filled by a member of the Commission in the same manner as such Chair was originally elected. A new Chair shall be elected to fill such unexpired term no sooner than thirty (30) days and no later than sixty (60) days from the date of removal of the previous Chair. Until the election of a new Chair, the Vice-Chair shall serve as Chair. If a vacancy occurs in the office of Chair due to any reason other than removal from office, the unexpired term shall be filled no sooner than thirty (30) days and no later than sixty (60) days thereafter by a member of the Commission in the same manner in which such Chair was originally elected. Until the election of a new Chair, the Vice-Chair shall serve as Chair.
 - C. **Compensation.** The Chair shall be compensated at the rate of Five Hundred Dollars (\$500.00) per month. The Chair shall be reimbursed for expenses incurred while attending to Commission business, and such reimbursement shall not be a part of the Chair's compensation.
 - D. **Powers and Duties.** The powers and duties of the Chair shall be as follows:
 1. Preside at all meetings of the Commission.
 2. Appoint all officers and committees of the Commission and other appointments as necessary. Once the Board Chair is elected, the Chair must submit his or her officer and committee chair recommendations to the full Board for consideration and approval by the next regularly scheduled Board meeting.
 3. Serve as chief policy advocate for the Commission.
 4. Represent the Commission at hearings, conferences and other events as he or she may deem necessary for the conduct of Commission business.

5. Countersign with the Director all contracts of the Commission for amounts in excess of One Hundred Thousand Dollars (\$100,000.00).
6. Serve as the Chair of the Commission's Executive Committee and on such other Commission Committees as he or she may choose.
7. Serve as Chair of the Pension Board of Trustees.
8. **Vice-Chair.** The Chair shall appoint a Vice-Chair from among the membership of the Commission, subject to the approval of the Commission.
 - A. **Term of Office.** A Vice-Chair shall serve for a term of two years and until his or her successor has been appointed. A Vice-Chair may be appointed to serve two or more successive terms.
 - B. **Removal from Office and Vacancy.** A Vice-Chair may be removed from office by vote of a majority of the total membership of the Commission under the same procedures which govern the removal of a Chair. In the event that the Office of Vice-Chair becomes vacant for any reason, the unexpired term shall be filled immediately from the membership of the Commission in the same manner as such Vice-Chair was originally appointed.
 - C. **Compensation.** The Vice-Chair shall receive no compensation other than compensation as a member of the Commission. The Vice-Chair shall be reimbursed for expenses incurred in connection with his or her duties as Vice-Chair and Commission member.
 - D. **Powers and Duties.** During the absence or disability of the Chair or during the time that a vacancy exists in the office of Chair, the Vice-Chair shall preside over meetings of the Commission and shall exercise all the powers and discharge all the duties of the Chair.
9. **Secretary.** The Chair shall appoint a Secretary from among the membership of the Commission, subject to the approval of the Commission.
 - A. **Term of Office.** A Secretary shall serve for a term of two years and until a successor has been appointed. A Secretary may be appointed to two or more successive terms.
 - B. **Removal from Office and Vacancy.** A Secretary may be removed from office by a vote of a majority of the total membership of the Commission under the same procedures which govern the removal of a Chair or a Vice-Chair. In the event that the office of Secretary becomes vacant for any reason, the unexpired term shall be filled immediately from the membership of the Commission in the same manner as such Secretary was originally appointed.
 - C. **Compensation.** A Secretary shall receive no compensation other than compensation as a member of the Commission. The Secretary shall be reimbursed for expenses incurred as Secretary and Commission member.
 - D. **Powers and Duties.** The powers and duties of the Secretary shall be as follows:
 1. Arrange for the giving of notice of Commission meetings.
 2. Arrange for the keeping of minutes of the proceedings of the Commission.
 3. Authenticate by his or her signature the minutes and resolutions adopted by the Commission.
 4. Preside over meetings of the Commission and exercise all of the powers and discharge all of the duties of the Chair during the absence or disability of the Chair and the Vice-Chair, or during the time that vacancies exist in the offices of Chair and Vice-Chair.

5. Serve as Chair of the Ethics Committee.
10. **Treasurer.** The Chair shall appoint a Treasurer from among the membership of the Commission, subject to the approval of the Commission.
 - A. **Term of Office.** A Treasurer shall serve for a term of two years and until a successor has been appointed. A Treasurer may be appointed to two or more successive terms.
 - B. **Removal from Office and Vacancy.** A Treasurer may be removed from office by a vote of a majority of the total membership of the Commission under the same procedures which govern the removal of a Chair, Vice-Chair, or Secretary. In the event that the office of Treasurer becomes vacant for any reason, the unexpired term shall be filled immediately from the membership of the Commission in the same manner as such Treasurer was originally appointed.
 - C. **Compensation.** The Treasurer shall receive no compensation other than compensation as a member of the Commission. The Treasurer shall be reimbursed for expenses incurred as Treasurer and Commission member.
 - D. **Powers and Duties.** The powers and duties of the Treasurer shall be as follows:
 1. Advise the Commission monthly as to the financial condition of the Commission.
 2. Advise the Commission from time to time concerning the future financial needs of the Commission.
 3. Preside over meetings of the Commission and exercise all of the powers and discharge all of the duties of the Chair during the absence or disability of the Chair, the Vice-Chair and the Secretary, or during the time that vacancies exist in the offices of Chair, Vice-Chair and Secretary.
 4. Act as Chair of the Budget and Audit Review Committee.
 5. Serve as a member of the Pension Board of Trustees.
11. **Parliamentarian.** The Chair shall appoint a Parliamentarian from among the membership of the Commission, subject to the approval of the Commission.
 - A. **Term of Office.** A Parliamentarian shall serve for a term of two years and until a successor has been appointed. A Parliamentarian may be appointed to two or more successive terms.
 - B. **Removal from Office and Vacancy.** A Parliamentarian may be removed from office by a vote of a majority of the total membership of the Commission under the same procedures which govern the removal of a Chair, Vice-Chair, Secretary or Treasurer. In the event that the office of Parliamentarian becomes vacant for any reason, the unexpired term shall be filled immediately from the membership of the Commission in the same manner as such Parliamentarian was originally appointed.
 - C. **Compensation.** The Parliamentarian shall receive no compensation other than compensation as a member of the Commission. The Parliamentarian shall be reimbursed for expenses incurred as Parliamentarian and Commission member.
 - D. **Powers and Duties.** The powers and duties of the Parliamentarian shall be as follows:
 1. Advise the Chair and, when requested, other members of the Commission on matters of parliamentary procedure.

2. Call the attention of the Chair to any error in the proceedings of the Commission which may affect the substantive rights of any member or may otherwise do harm.
 3. Preside over meetings of the Commission and exercise all of the powers and discharge all of the duties of the Chair during the absence or disability of the Chair, the Vice-Chair, the Secretary and the Treasurer or during the time that vacancies exist in the offices of Chair, Vice-Chair, Secretary and Treasurer.
12. **Meetings.** The Commission shall meet regularly on the fourth Wednesday of the month at one o'clock in the afternoon, January-October, and on the first Wednesday of December. Special meetings, except for the purpose of considering removal of officers, shall be held when called by the Chair or by six or more members of the Commission provided, however, that not less than seventy-two (72) hours notice of a special meeting shall be given to each member and to the public. Special meetings shall be called for specific purposes and only the items in the call shall be discussed at the meeting. All meetings shall be open to the public.
- A. **Minutes of Proceedings.** A record shall be kept of all actions of the Commission in meeting. Such record shall describe the subject considered, the motion made, a brief summary of discussion on the motion, if any, and the results of the vote on the motion.
 - B. **Rules.** Except as otherwise provided, all meetings of the Commission shall be conducted in accordance with Robert's Rules of Order, Newly Revised.
 - C. **Agenda.** There shall be an agenda for each meeting listing the items to be considered, information relating to such items, and for each item, when appropriate, the Director's recommendation. The agenda shall be prepared by the Director. For regular meetings the agenda shall be sent to each member at least seven days prior to the meeting. Nothing shall come before the Commission that is not on the agenda except by an affirmative vote of two-thirds of the members present at the meeting. When such a non-agenda matter is placed before the Commission in this manner, the matter may be acted upon at that meeting.
 - D. **Quorum.** A quorum shall be required for a meeting of the Commission. A quorum shall consist of a majority of the total number of authorized members of the Commission.
 - E. **Voting.** For all matters except elections, removals, amendments to the Bylaws, the appointment of the Director, and the placement of a non-agenda item before the Commission, a majority vote of those members present at a meeting shall be required to adopt or reject a motion. For elections, removals, amendments to the Bylaws, and the appointment of the Director, an affirmative vote of a majority of the total membership shall be required. To place a non agenda-item before the Commission, an affirmative vote of two-thirds of the members present at a meeting shall be required. The vote of any member of the Commission shall be equal to the vote of any other member in considering or acting upon any question, proposal or other matter before the Commission. No person shall be entitled to exercise a proxy vote or vote in absentia.
13. **Committees.** The following committees are hereby established within the Commission: Budget and Audit Review Committee, Communications and Public Involvement Committee, Aging Services Committee, Atlanta Regional Workforce Board,, Environment and Land Use Committee, Transportation and Air Quality Committee established pursuant to the September 3, 1997 Memorandum of Agreement among the Commission, the Metropolitan Atlanta Rapid Transit Authority [MARTA], and Georgia Department of Transportation, "GDOT"]), an Ethics Committee (see Article X) and Executive Committee. A quorum shall be required for all committee meetings. A quorum shall consist of a majority of the total number of authorized members of the committee, except that with respect to the Transportation and Air Quality Committee and the Atlanta Regional Workforce Board, a quorum shall consist of forty percent (40%) of the total number of authorized members.

A. **Aging Services Committee:**

1. **Membership.** The Chair, subject to the approval of the Commission, shall appoint at least five (5) members of the Commission to serve on this Committee. The Chair, subject to the approval of the Commission, shall appoint such other persons, who need not be members of the Commission, to this Committee as the Chair shall deem appropriate. Membership shall include, but not be limited to, a representative from the Advisory Committee on Aging, the business community, consumers of service, aging community advocates, service providers, planners and policymakers. The Chair subject to the approval of the Commission, shall also appoint a chair for this Committee from among the members of the ARC Board.
2. **Terms of Office.** The term of office of each Committee member shall be two years and until their successors have been appointed.
3. **Duties.** The following duties are established for this Committee:
 - a) To consider specific subjects referred to the Committee from time to time by the Commission or initiated by the Committee, and to lead discussion of those subjects by the Commission.
 - b) To review the progress of staff work.
 - c) To review and transmit collaborative recommendations to the Commission.
 - d) To evaluate recommendations for strategies included in the Area Plan on Aging, to review and comment on applications for grants made to the United States Government and/or the State of Georgia that request funding for new initiatives and programs in the Aging Services division.
 - e) To meet and confer with persons and groups wishing to bring matters to the attention of the Commission.
4. **Meetings.** The Aging Services Committee shall meet at the call of the Committee's Chair or the Commission's Chair.

B. **Atlanta Regional Workforce Board:**

1. **Function.** The Atlanta Regional Workforce Board (ARWB) is responsible for providing policy guidance and exercising oversight with respect to a local workforce investment system conducted under the Workforce Investment Act. The Board is responsible for strategic planning, policy development, and oversight of the local workforce development system. The Board will oversee a system of services, including connecting workforce and economic development.
2. **Membership.** The majority of the ARWB must be business representatives with optimum policy making or hiring authority. Board members are appointed by the chief elected official of each of the seven counties that are members of the Workforce Investment Area as designated by the Governor, including Cherokee, Clayton, Douglas, Fayette, Gwinnett, Henry and Rockdale counties, in accordance with the Workforce Investment Act.

The Chair, subject to the approval of the Commission, shall appoint four (4) members of the Commission to serve on the committee. Appointed Commission members must live or work in one of the seven counties that are part of the Workforce Investment Area, or be employed by a business that has a regional presence. The Chair, subject to the approval of the Commission,

shall also appoint a chair for this committee from among the four appointed ARC Board members. In accordance with the WIA, the Chair must be a business representative.

3. **Voting.** All members shall have equal vote. No member shall be initiated to exercise a proxy vote or vote in absentia.
4. **Meetings.** The ARWB meets formally once a quarter.

C. Budget and Audit Review Committee:

1. **Membership.** The Treasurer of the Commission shall serve as Chair of this Committee. The Commission Chair, subject to the approval of the Commission, shall appoint four additional members of the Commission to serve on this Committee for a total of five (5) members.
2. **Terms of Office.** The term of office of each Committee member shall be two years and until their successors have been appointed.
3. **Duties.** The following duties are established for this Committee:
 - a) To consider specific subjects referred to the Committee from time to time by the Commission or initiated by the Committee, and to lead discussion of those subjects by the Commission.
 - b) To review periodically the financial status of the Commission.
 - c) To receive and review the Commission's annual audit.
 - d) To review the annual work program and budget for consistency with long-term financial plans of the Commission.
4. **Meetings.** The Budget and Audit Review Committee shall meet at the call of the Committee's Chair or the Commission's Chair.

D. Communications and Public Involvement Committee:

1. **Membership.** The Chair, subject to the approval of the Commission, shall appoint at least ten (10) members of the Commission to serve on this Committee. The Chair, subject to the approval of the Commission, may appoint such other persons, who need not be members of the Commission, to this Committee as the Chair shall deem appropriate. . The Chair, subject to the approval of the Commission, shall also appoint a chair for this Committee from among the members appointed.
2. **Terms of Office.** The term of office of each Committee member shall be two years and until their successors have been appointed.
3. **Duties.** The following duties are established for this Committee:
 - a) To consider specific subjects referred to the Committee from time to time by the Commission or initiated by the Committee, and to lead discussion of those subjects by the Commission.
 - b) To review the progress of staff work.
 - c) To review and transmit collaborative recommendations to the Commission.

- d) To meet and confer with persons and groups wishing to bring matters to the attention of the Commission.
4. Meetings. The Communications and Public Involvement Committee shall meet at the call of the Committee's Chair or the Commission's Chair.

E. Environment and Land Use Committee:

1. Membership. The Chair, subject to the approval of the Commission, shall appoint at least ten (10) members of the Commission to serve on this Committee. The Chair, subject to the approval of the Commission, may appoint such other persons, who need not be members of the Commission, to this Committee as the Chair shall deem appropriate. The Chair, subject to the approval of the Commission, shall also appoint a chair for this Committee from among the members appointed.
2. Terms of Office. The term of office of each Committee member shall be two years and until their successors have been appointed.
3. Duties. The following duties are established for this Committee:
 - a) To consider specific subjects referred to the Committee from time to time by the Commission or initiated by the Committee, and to lead discussion of those subjects by the Commission.
 - b) To review the progress of staff work.
 - c) To review and transmit collaborative recommendations to the Commission.
 - d) To evaluate such staff and collaborative recommendations for negative comments relative to reviews of Area Plans and applications for loans or grants made to the United States Government and/or the State of Georgia by municipalities, counties, authorities, commissions, boards and/or agencies within the Area as the Commission may require.
 - e) To meet and confer with persons and groups wishing to bring matters to the attention of the Commission.
4. Meetings. The Environment and Land Use Committee shall meet at the call of the Committee's Chair or the Commission's Chair.

F. Transportation and Air Quality Committee:

1. Function. The Transportation and Air Quality Committee shall function as the Transportation Policy Subcommittee and serve as the body to develop consensus among the Commission, MARTA and GDOT regarding metropolitan or multi-jurisdictional transportation related policy matters potentially affecting the Atlanta Transportation Planning Area. For purposes hereof, the "transportation planning area" means the area included from time to time as the metropolitan planning area assigned to the commission pursuant to its designation as the MPO for the Atlanta urbanized area under 23 U.S.C. Section 234 and its implementing regulations. The Transportation and Air Quality Committee shall transmit its recommendations directly to the Commission.
2. Membership. The membership of the Transportation and Air Quality Committee shall consist of the following:
 - a) The Chair of the Commission (or a Commission member appointed by the Chair and approved by the Commission if the Chair should also be included in the fourth category of

membership listed hereinbelow provided that the term of such appointment shall be for two years and until a successor has been appointed and approved).

- b) A member of the MARTA Board of Directors, selected by said Board.
- c) A member of the Board of GDOT, selected by said Board.
- d) The elected Chair of the Board of County Commissioners or the elected Chief Executive Officer from each of the Commission's member counties and the Mayor of the City of Atlanta; and a member of the Board of County Commissioners from each of the counties located outside the Area but wholly or partly within the transportation planning area, except for those counties located partly within the transportation planning area whose transportation planning activities have been assigned by agreement to a metropolitan planning organization (MPO) other than the Commission.
- e) A representative from the Georgia Department of Natural Resources Environmental Protection Division (EPD).
- f) A member of the Board of the Georgia Regional Transportation Authority (GRTA), selected by said Board.
- g) Others as appropriate.

The Chair of the Commission, subject to the approval of the Commission, shall also appoint the chair of the Transportation and Air Quality Committee from among the members of the Commission serving on the Committee provided that the term of such appointment shall be for two years and until a successor has been appointed and approved.

- 3. Voting. All members shall have equal vote. No member shall be entitled to exercise a proxy vote or vote in absentia.
- 4. Meetings. The Transportation and Air Quality Committee shall meet at the call of the Committee's Chair or the Commission's Chair.

G. **Executive Committee**: An Executive Committee is hereby established within the Commission.

- 1. Membership. The Executive Committee shall consist of the officers of the Commission, the chief elected officials of the governments providing fiscal support to the Commission under Official Code of Georgia Annotated Section 50-8-101, and the chairs of the Commission's committees. The Chair of the Commission shall serve as Chair of the Executive Committee.
- 2. Term of Office. The terms of office of Executive Committee members shall correspond to their terms of office as either officers of the Commission, or chairs of Committees.
- 3. Duties. The duties of the Executive Committee shall include the following:
 - a) To advise the Commission on matters which are of general concern to the Committees.
 - b) To authorize changes in retirement and insurance programs for Commission employees, provided that such changes do not require expenditures in excess of amounts budgeted therefor.
 - c) To authorize actions by Commission staff and legal counsel to initiate litigation on behalf of the Commission and to defend litigation brought against the Commission.

- d) To determine the position of the Commission relative to legislation affecting Commission purposes, functions or duties.
 - e) To approve requests from Commission employees for leaves of absence for periods in excess of six consecutive months and otherwise to advise the Commission on matters relating to personnel administration and general conditions of employment.
 - f) To render advisory opinions with respect to the interpretation and application of Standards of Ethical Conduct for Commission Members and Employees to all persons who seek advice concerning such policy and to recommend to the Director in cases involving employees, and to the full Commission in cases involving Commission members and Committee members, any disciplinary action within the framework of applicable laws and regulations for violation of such policy.
 - g) To review and establish annually the salary of the Director and review the salaries of all exempt personnel as recommended by the Director.
4. Meetings. The Executive Committee shall meet at the call of the Chair.

ARTICLE VIII

Executive Director

1. **Appointment.** The Commission by an affirmative vote of a majority of the total membership shall appoint an Executive Director (herein referred to as Director) for an indefinite term. The Director need not be a resident of the Area or the State at the time of appointment.
2. **Qualifications.** The Director shall have the following qualifications:
 - A. Be a citizen of the United States.
 - B. Have a minimum of a baccalaureate degree from an accredited college or university (a graduate degree in a field related to management, planning, and/or administration, although not required, is desirable).
 - C. Have demonstrated ability as an administrator and have had experience as a responsible administrative officer of a major organization. The experience should be broad and not limited to the field of administration.
 - D. Have demonstrated public speaking and writing skills.
3. **Removal.** The Commission may remove the Director from office by an affirmative vote of a majority of all of its members; provided, however, a Director so removed shall receive not less than three months termination pay, plus accrued annual leave.
4. **Powers and Duties.** The Director shall be the chief operating officer of the Commission. The Director shall be responsible to the Commission for the administration of Commission affairs and for implementing policy directives of the Commission. The Director shall have the following powers and duties:
 - A. Appoint and, when necessary, suspend or remove all employees and exempt personnel. The Director may authorize any department director who is subject to his or her direction and supervision to exercise these powers with respect to subordinates in that director's department.
 - B. Report to the Commission on all matters affecting the organization as directed by the Commission.

- C. Prepare a proposed annual program of work together with a proposed annual budget for submission to and adoption by the Commission and upon adoption execute the budget and program of work.
 - D. Execute all contracts authorized by the Commission, provided that all contracts for amounts in excess of One Hundred Thousand Dollars (\$100,000.00) shall be countersigned by the Commission's Chair.
 - E. Recommend periodically a classification and pay plan for all non-exempt personnel employed by the organization.
 - F. Authorize the issuance of all checks of the Commission in accordance with established budgetary and fiscal procedures.
 - G. Prepare the agenda for and attend Commission meetings with the right to take part in discussions, but without a vote.
 - H. Ensure that all provisions of laws affecting the Commission are enforced and executed as intended.
 - I. Submit to the Commission, and make available to the general public, an annual report on the activities of the Commission.
 - J. Advise the Commission at least semiannually as to the progress on the Commission's program of work and make recommendations to the Commission concerning the affairs and operations of the organization as deemed appropriate or necessary.
 - K. Have power, subject to the approval of the Commission, to change, consolidate or abolish any of the departments or divisions of the organization.
 - L. Make recommendations to the Commission on producing comprehensive development guides, evaluation of grants and Area Plans, and other such matters as might be requested by the Commission.
 - M. Serve as a member of the Pension Board of Trustees.
 - N. Perform other duties as required or prescribed by the Commission.
5. **Compensation.** The salary of the Director shall be fixed by the Commission at the time of his or her appointment and shall thereafter be reviewed and established annually by the Executive Committee.

ARTICLE IX

Human Resources

- 1. **Merit Principle.** All appointments and promotions of employees shall be made solely on the basis of merit and fitness demonstrated by examination or other evidence of competence.
- 2. **Human Resources.** The Director shall prepare human resource rules for the agency and submit them to the Commission for adoption. These rules shall provide for:
 - A. The classification of all positions and the administration of the Classification Plan.
 - B. A pay plan for all positions and the administration of the Pay Plan.

- C. The hours of work, attendance regulations and provisions for sick leave, vacation leave and holiday leave and other leave as appropriate.
 - D. Grievance procedures.
 - E. A health and life insurance program and retirement plan.
 - F. Other provisions needed for the administration of Human Resources.
3. **Senior Staff Positions**
- A. **Appointment:** The Director in consultation with the Chairman shall fill Senior Staff positions (i.e. Department Directors and other positions specifically reporting to the Executive Director) for an indefinite term. To be appointed, an incumbent need not be a resident of the Area or the State at the time of the appointment.
 - B. **Qualifications:** Senior Staff shall exhibit qualifications consistent with those specified in the appropriate job description.
 - C. **Removal:** The Director in consultation with the Executive Committee may remove an incumbent provided, however, the incumbent so removed shall receive not less than three (3) months termination pay plus accrued annual leave.

ARTICLE X

Standards of Ethical Conduct

1. **Declaration of Policy.** It is the policy of the Commission that Commission members, Committee members, and employees will adhere to the highest standards of ethical conduct in the discharge of their official acts. In order to ensure the proper administration and operation of the Commission in pursuit of the public interest, Commission members, Committee members, and employees will avoid any action, whether or not specifically prohibited in the following sections, which might result in, or create the appearance of:
 - A. Using public office for private gain.
 - B. Giving preferential treatment to any organization or person.
 - C. Impeding governmental efficiency or economy.
 - D. Making decisions outside official channels.
 - E. Losing independence or impartiality of action.
 - F. Denying any citizen or group access to the decision making process of the Commission.
 - G. Affecting adversely the confidence of the public in the integrity of the Commission.

The provisions which follow must be interpreted and understood so as not to deny unreasonably the persons covered by these standards, the opportunities available to all other citizens to acquire and maintain private interests not in conflict with their Commission duties and responsibilities.

2. **Definitions.** As used in this article:
 - A. "Business" means any enterprise engaged in by a person or organization for livelihood or profit.
 - B. "Commission" means the Atlanta Regional Commission including its members, Committee members, and employees.

- C. "Commission member" means a public or at-large member of the Commission as defined in Article VII hereof.
- D. "Committee member" means any member of the Committees established under Article VII hereof.
- E. "Confidential information" means any information, which, by law is not available to the public.
- F. "Consultant" means any person, business or agency, not a Commission member, a Committee member, or employee, who is retained, designated, or specially employed to render services of a technical or professional nature, whether paid or unpaid, and who has other personal or private employment.
- G. "Contract" means any arrangement or agreement between two or more parties, whether expressed or implied, executed or executory, verbal or in writing, that results in, or may result in, a direct or indirect material pecuniary benefit to one or more of the parties.
- H. "Employee" means any person not a Commission member or a Committee member holding an appointive position in the service of the Commission, whether part-time or full-time, temporary or regular, probationary or permanent. Unless otherwise provided, the term employee includes consultants.
- I. "Ethics Committee" means the committee described in section 13 of this article.
- J. "Immediate family" means an individual and his spouse and their parents, children, brothers and sisters, by blood or by law.
- K. "Interest" means any direct or indirect material pecuniary benefit, which will or may accrue to a person as a result of a contract or transaction. A material pecuniary benefit is a benefit, which in the view of most members of the general public would have more than insignificant or incidental value. Unless otherwise provided, the term interest does not include a remote interest. For the purpose of this article, a Commission member, committee member or employee may be deemed to have an interest in a contract or transaction in which any of the following have an interest:
 - 1. Any person in his immediate family.
 - 2. His employer, business associate, or a principal customer or client.
 - 3. A business in which he owns five percent or more of the ownership interests or in which he takes an active part in the management of the business.
 - 4. A business in which he is a creditor, whether secured or unsecured.
- L. "Official act or action" means, with respect to the Commission or a committee of the Commission, an action taken by the members of such body at an official meeting of same to adopt, reject or refuse to consider a resolution, recommendation, request or statement of policy or position brought before such body; and with respect to a Commission member, a Committee member or an employee, an action taken in the exercise of his authority, or in the performance of his duties, on behalf of the Commission.
- M. "Remote interest" means an interest arising solely from:
 - 1. Being a non-salaried director, officer or employee of a non-profit corporation.
 - 2. Being a holder of less than five percent of the ownership interests of a business in which such holder takes no active part in the management thereof.
 - 3. Serving in a representative capacity, such as a receiver, trustee, or executor or administrator of an estate.
 - 4. Being a member of a significant class of persons benefiting generally from an official act or action of the Commission but personally taking no special action to bring the matter before the Commission.
 - 5. Owning an interest directly or indirectly, in real estate or a business that is located farther than one mile from a project included or proposed for inclusion in a Commission approved or adopted plan, or otherwise approved, adopted or proposed for approval or adoption by the Commission.
 - 6. Being an employee of a business benefiting from an official act or action of the Commission, provided the employee's compensation or other pecuniary benefits are not directly or indirectly affected by the benefit received by the business. Continued prosperity of a business shall not be considered a direct or indirect affect on the employee's compensation or other pecuniary benefits.
 - 7. Owning an interest directly or indirectly, in real estate or a business that is located within one mile of a project included or proposed for inclusion in a Commission approved or adopted plan, or otherwise

approved, adopted or proposed for approval or adoption by the Commission, where such project would not materially affect the value of such real estate or business. For purposes of this subsection, a transportation project which does not materially increase access to such real estate or business, a utility project which does not materially increase the availability of service to such real estate or business, and a public improvement of any other nature which does not materially increase the utilization of such real estate or business, shall be deemed not to materially affect the value of such real estate or business.

8. Such other circumstances which may be determined by the Ethics Committee to constitute a remote interest.
 - N. "Transaction" means the conduct of any activity that results in, or may result in a direct or indirect material pecuniary benefit to one or more parties to the activity.
 - O. Senior Staff of the Commission means department heads and the Director.
3. **Gifts and Favors.** No Commission member, or Committee member, or employee shall solicit or accept, directly or indirectly, any gift, gratuity, favor, entertainment, loan or any other thing of monetary value from any person, corporation or group which:
- A. Has, or is seeking to obtain contractual, business or financial relationships with the Commission.
 - B. Conducts operations or activities, which are reviewed or regulated by the Commission.
 - C. Has an interest, which may be substantially, affected by the performance or non-performance of the Commission member's or Committee member or employee's duties.
- This section shall not apply in the case of:
- D. An occasional gift, gratuity, favor, or entertainment, of insignificant value. For the purpose of this provision, insignificant value means \$101.00 or less.
 - E. An award publicly presented in recognition of public service.
 - F. A commercially reasonable loan made in the ordinary course of business by an institution authorized by the laws of Georgia to engage in the making of such a loan.
 - G. Political contributions made to a candidate or a candidates campaign.
4. **Incompatible Employment.** An employee shall not engage in any outside employment, which might result in a conflict, or apparent conflict, between the private interest of the employee and his official Commission duties and responsibilities. For the purpose of this article, the employment of a consultant by another client involving matters unrelated to any contract or transaction by or with the Commission shall not be deemed incompatible with such consultant's official duties.
5. **Acquiring an Interest.** No Commission member, or Committee member, or employee, shall acquire an interest in any contract or transaction at a time when he believes, or has reason to believe, that such interest will be affected directly or indirectly by his official act or actions or by the official acts or actions of the Commission.
6. **Confidential Information.** A Commission member, or Committee member, or employee may not directly or indirectly make use of, or permit others to make use of, for the purpose of furthering a private interest, confidential information acquired by virtue of his position or employment with the Commission.
7. **Review By Ethics Committee.** A Commission member, Committee member, or employee, who has reason to believe that he has an interest which may be affected by his official acts or actions or by the official acts or actions of the Commission, shall disclose the precise nature and value of such interest by written statement to the Ethics Committee and ask for its opinion as to whether said interest is covered by this article and what action is required to be taken hereunder.
8. **Disclosure of Prior Position.** Prior to taking an official act or action on a matter to be acted upon by the Commission or a committee of the Commission, a Commission member, or Committee member, as applicable, shall disclose to the Commission or committee of the Commission, as applicable, in public session, any prior public position taken on such matter within the twenty-four (24) month period preceding such official act or action by a group or organization to which such member shall belong or otherwise be actively involved in as an officer, board member, advisor or employee. This provision does not include positions taken by public, elected bodies.

9. **Disqualification.** A commission member, Committee member or employee shall disqualify himself from participating in any official act or action directly affecting a matter in which he has an interest.
10. **Contracts With Commission Members, Committee Members, and Employees.** The Commission shall not enter into any contract involving services or property with a Commission member, Committee member, or employee (as used in this section, employee shall not include consultants) or with a business in which a Commission member, Committee member, or employee has an interest. This section shall not apply in the case of the following:
 - A. Designation of a bank or trust company as a depository for Commission funds.
 - B. Borrowing of funds from any lending institution offering the lowest available rate of interest for such a loan.
 - C. Contracts entered into with a business, which employs a consultant, likewise under contract with the Commission, provided that such employment is not incompatible with the consultant's obligations to the Commission.
 - D. Contracts for goods or services entered into with a business, which is the only available source for such goods or services.
 - E. An employee's employment contract with the Commission.
11. **Contracts Involving Former Commission Members, Committee Members, and Employees.** The Commission shall not enter into any contract with, or take any official act or action favorably affecting any person, or business represented by or employing any person, who has been within the preceding twelve (12) months, a Commission member, Committee member, or employee, and who by virtue of his knowledge of Commission affairs and operations, would give the person or business unfair advantage over its competitors.
12. **Disclosure of Business Transactions with Local Governments.** Each employee shall comply with the provisions of Georgia Code Section 50-8-63, which provide that business transactions with any local government in excess of \$100 or any aggregate transactions in excess of \$2,000 shall be reported to the Commission and to the Commissioner of the Department of Community Affairs by January 31st of each year succeeding the year in which such business transactions took place.
13. **Ethics Committee.** The Chairman of the Commission shall annually appoint an Ethics Committee, chosen from among the members of the Commission, and consisting of the Secretary of the Commission serving as chair, a county commission chair or county CEO, a mayor, a citizen member and the DCA representative. The Ethics Committee shall have the following duties:
 - A. To determine the circumstances under which an interest constitutes a remote interest (in addition to those explicitly set forth in subsection 2.M.) and to render advisory opinions with respect to the interpretation and application of this article to all persons who seek advise as to whether a particular course of conduct, or set of facts would constitute a violation of this article.
 - B. To prescribe forms for disclosures required under this article and to make available to the public the information disclosed as provided under this article.
 - C. To receive and hear complaints of violations of the standards required by this article.
 - D. To advise the Chairman of the Commission of the disposition of all matters coming before the committee.
 - E. To make an annual report to the Commission of the issues considered during the previous year.
 - F. To brief the Commission at least annually as to the requirements of this article.
 - G. To make recommendations to the Commission for the adoption of any revisions to this article.
14. **Disclosure of Financial Interests.** Each member of the Commission, within 30 days of his appointment to the Commission and no later than July 31st of each year in which he is a member of the Commission, shall file with the Commission a statement of financial interest and relationships. This statement of financial interest shall include the following:

- A. All positions of employment held by the Commission member in both profit and non-profit organizations.
 - B. All businesses engaged in by the Commission member.
 - C. All corporate directorships, advisory board positions and board positions on non-profit organizations held by the Commission member.
 - D. Financial assets held by the Commission member and the Commission member's spouse, outright or in trust, as defined below:
 - i. Real property in the Area (as defined in Article II hereof), owned solely or jointly with others, giving a general description of the property and its specific location.
 - ii. The name of any corporation or other business entity operating in the Area in which the Commission member and the Commission member's immediate family, individually or collectively, outright, in trust, or otherwise, hold an ownership interest equal to or greater than 5% of the total, or whose ownership interests have a fair market value equal to or greater than \$50,000.00 (including corporate stock, stock options, bonds, and other interests), giving a description sufficient to permit easy identification of each such corporation or other business entity.
 - iii. An identification of any interests held by the Commission member or the Commission member's immediate family in an existing contract for the purchase or sale of any real property which is so located that the Commission member believes or has reason to believe that such interest will be affected directly or indirectly, by his official act or action, or by the official acts or actions of the Commission, within the one-year period following the filing of such statement.
 - E. Where a Commission member in combination with any member of the Commission member's immediate family, owns a majority interest in a corporation or other business entity, the Commission member must request such entity to report to the Commission member a list of all real property owned by the entity in the Area and all outstanding contracts entered into by the entity for the purchase and sale of real property in the Area. The Commission member's disclosure of financial interests must include the information reported to the Commission member by the entity pursuant to this subsection.
 - F. All financial disclosure statements shall constitute a part of the permanent records of the Commission.
 - G. In the event a material change shall occur in a member's financial interests or relationships which causes a member's most recently filed statement of financial interests and relationships to become materially inaccurate, incomplete or misleading, such member shall, within thirty (30) days after such material change occurs file an amended statement of financial interests and relationships making the necessary corrections.
 - H. Senior Staff of the Commission shall comply with the provisions of Section 14 in the same manner as Commission members.
15. **Key Contact.** The Secretary of the Commission, as the Chair of the Ethics Committee is the Commission's key contact on ethics issues. As such, the Secretary will receive inquiries and complaints from the public, present the issues surrounding such inquiries and complaints to the Ethics committee for resolution and respond in writing to every inquiry and complaint received.
16. **Severability.** The provisions of this policy are severable and if any of the provisions shall be held unconstitutional or invalid by a court of competent jurisdiction, the decision of the court shall not affect or impair any of the remaining provisions.

ARTICLE XI

Organization Structure

The organizational structure of the staff of the Commission shall be recommended by the Director and approved by the Commission. All organizational units of the Commission shall be under the direction and supervision of the Director. All organizational units shall be administered by persons appointed by the Director.

ARTICLE XII

Budget and Finance

1. **Fiscal Year.** The fiscal year of the Commission shall begin January 1, and end December 31.
2. **Proposed Budget.** On or before the fourth Wednesday in October each year, the Director shall submit a proposed budget and program of work for the ensuing fiscal year to the Commission. The budget shall be organized by programs showing the work that is to be accomplished and the funds needed by major object class to accomplish the work. The budget shall be a balanced budget.
3. **Adopted Budget.** At its regular meeting in December each year, the Commission shall adopt a budget and program of work for the ensuing fiscal year. Copies of the budget and program of work shall be sent to each political subdivision and each agency which is expected to contribute to the support of the Commission during the next fiscal year. After adoption and any subsequent amendment of the budget and program of work, the Director shall be authorized to make application on behalf of the Commission to secure funding to implement the adopted program of work. Upon receipt of funding commitments the Director and Commission Chair shall be authorized to execute such contracts and take such other action as may be necessary to accept such funding and to carry out the program of work as adopted.
4. **Appropriations.** From the date of the adoption of the budget by the Commission, the amounts stated therein as proposed expenditures shall be appropriated to the programs and object classes set forth in the budget.
5. **Limits on Expenditures.** Except as provided hereinbelow, expenditures made under the budget shall not exceed the amounts appropriated by the budget. Whenever it appears that revenue collections together with unappropriated cash surpluses will fall below estimates and that a budget deficit will result, appropriations and expenditures shall be adjusted to balance with actual income expected.
6. **Budget and Program of Work Revision.** During the fiscal year the Director may from time to time make revisions to the adopted budget and program of work as provided hereinbelow when such revisions are deemed necessary for the accomplishment of program of work objectives.
 - A. Such budget and program of work revisions may involve:
 1. Fund transfers among object class categories of the adopted disbursements budget.
 2. Fund transfers among elements of the adopted program of work.
 3. Modifications of or additions to the work to be performed under the adopted program of work.
 - B. Budget and program of work revisions may be undertaken by the Director without prior approval by the Commission, subject to the following limitations:
 1. The cumulative absolute value of fund transfers shall not exceed five percent of the total adopted disbursements budget.

2. Fund transfers shall not cause or result from a significant change in the scope or objective of the work to be performed under any of the elements of the adopted program of work.
 3. Program of work modifications or additions shall not cause or result from a significant change in scope or objectives of work to be performed under any of the elements of the adopted program of work.
 4. Revisions shall not cause any increase in the total adopted budget.
7. **Accounting System.** The Director shall install an accounting system for the Commission. The Director shall also develop and maintain a perpetual inventory of the Commission's non-expendable property.
 8. **Audit.** The Commission shall annually employ a firm of independent certified public accountants, licensed to practice in Georgia, to make an audit of the financial books, records and accounts of the Commission. Such auditors shall have no personal interest directly or indirectly in the fiscal affairs of the Commission and shall be experienced and qualified in the accounting and auditing of public bodies. Such auditors shall prepare and submit to the Commission an audit report reflecting the financial position of the Commission at the end of each fiscal year and the results of the Commission's financial operations for the fiscal year then ended.

ARTICLE XIII

Collaborative Efforts

1. **Establishment.** The Commission may from time-to-time appoint persons outside the Commission from the public and private sectors to participate in collaborative efforts to examine issues affecting the Atlanta Area or to help design and/or to implement projects or programs to effect positive community change.
2. **Duties.** The duties of the collaborative shall be as follows:
 - A. To meet as needed for the purpose of advising the Commission or its staff, as appropriate, on matters of interest arising from the Commission's program of work.
 - B. To submit recommendations to the Commission, the appropriate Committee or the Commission staff, as appropriate, on matters within the respective interest area of the collaborative.
 - C. To adopt informal operating procedures, consistent with the Commission's bylaws, rules and regulations, resolutions and other controlling policies or statutes.
3. **Creation and Composition.** The subject matter, duration of existence and membership composition of each collaborative shall be as specified in the Commission resolution creating or revising each collaborative. The membership of each collaborative may consist of, but need not be limited to, public officials or private citizens who may represent themselves or various governmental agencies or other organizations, institutions and groups concerned with the subject matter within the purview of that collaborative.
4. **Selection Process.** Membership of each collaborative shall be selected as specified in the Commission resolution creating or revising each collaborative.

ARTICLE XIV

Amendments to Bylaws

Procedure. These bylaws may be amended by an affirmative vote of a majority of the full membership of the Commission. A bylaws change shall be presented for consideration at a regular meeting of the Commission but not voted on until the next regular meeting following the meeting at which the bylaws change was proposed.