

# The Bylaws

of the Atlanta Regional Commission



ARC

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*Amended through December 2, 2020*

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## Table of Contents

<b>Overview</b>	<b>1</b>
<b>ARTICLE I – Name</b>	<b>1</b>
<b>ARTICLE II – Purpose of Bylaws</b>	<b>1</b>
<b>ARTICLE III – Purpose, Vision, Mission and Objectives of the Commission</b>	<b>2</b>
<b>ARTICLE IV – Composition of the Board</b>	<b>2</b>
<b>ARTICLE V – Functions &amp; Duties</b>	<b>2</b>
A – Metropolitan Area Planning and Development Commission	2
B – Metropolitan Planning Organization	3
C – Area Agency on Aging	3
D – Local Workforce Development Board	3
E – Urban Area Security Initiative	3
F – Administrative and Technical Support for Other Agencies	3
G – Contracting / Coordinating Agency for Regional Projects	3
<b>ARTICLE VI – Membership</b>	<b>4</b>
<b>ARTICLE VII – Officers</b>	<b>7</b>
A – Chair	7
B – Vice Chair	8
C – Secretary	8
D – Treasurer	9
<b>ARTICLE VIII – Meetings</b>	<b>11</b>
<b>ARTICLE IX – Committees</b>	<b>13</b>
A – Governance Committee	13
B – Standing Committees and Grant Required Boards	15
C – Ad Hoc Committees	20
D– ARC Relationship to Other Agencies	20
<b>ARTICLE X – Executive Director</b>	<b>21</b>
<b>ARTICLE XI – Budget and Finance</b>	<b>23</b>
<b>ARTICLE XII – Revision of Bylaws</b>	<b>24</b>



## Overview

Since the late 1940s, the Atlanta Regional Commission and its predecessor agencies have brought together the region's leaders to plan for the future and act on shared opportunities and challenges.

In 1947, the Metropolitan Planning Commission (MPC) was created and became the first publicly funded multi-county planning agency in the U.S. Member governments included DeKalb and Fulton Counties, and the City of Atlanta.

In 1971, the State Legislature authorized creation of a Metropolitan Area Planning and Development Commission (MAPDC) (such legislative act hereinafter referred to as “the ARC Law”) (O.C.G.A. §§ 50-8-80, et seq.) with the responsibilities of a Regional Commission (the legislative act creating such hereinafter referred to as “the Regional Commissions Law”) (O.C.G.A. §§ 50-8-30, et seq.) and in late 1971, the Atlanta Regional Commission was created as Georgia's sole MAPDC.

Established by local governments of the Atlanta region, the Atlanta Regional Commission currently encompasses a 11-county area (the counties of Cherokee, Clayton, Cobb, DeKalb, Douglas, Fayette, Forsyth, Fulton, Gwinnett, Henry and Rockdale, and all their municipalities including the City of Atlanta). ARC is funded through a number of sources from local, state, and federal governments.

ARC is dedicated to assisting local governments in creating a superior living environment for all residents of the Atlanta region. This is accomplished through focused collaborations, utilizing professional planning initiatives, social work services, research, and analytical techniques to provide objective information, and the pursuit of innovative financing opportunities.

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

## ARTICLE I – Name

The name of this organization shall be the Atlanta Regional Commission. In these Bylaws, the entity or organization itself is referred to as the “Commission,” or “ARC,” while the governing board of the Commission is referred to as the “Board” or “ARC Board.”

## ARTICLE II – Purpose of Bylaws

These Bylaws have been adopted to supplement and refine the powers, authority and duties governing the Commission by the ARC Law and the Regional Commissions Law, to provide a framework for governance and management of the Commission, and to provide structure for conducting the activities of the staff of the Commission.

## ARTICLE III – Purpose, Vision, Mission and Objectives of the Commission

The purpose, vision, mission, and objectives of the Commission as succinctly defined in ARC’s adopted strategic plan are as follows:

- A. Purpose** – To serve the residents of the region, local governments, and the broader regional community by providing services, support, and leadership on issues that cross jurisdictional lines and require comprehensive regional solutions.
- B. Vision** – The Atlanta Regional Commission is the regional leader in identifying values, developing policies, and executing plans that matter to residents and communities, ensure competitive advantage, and preserve long-term sustainability and livability.
- C. 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.
- D. Objectives** – The key objectives and implementation strategies are detailed in the Strategic Plan.

## ARTICLE IV – Composition of the Board

The Board 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 in accordance with O.C.G.A. § 50-8-84.

## ARTICLE V – Functions and Duties

The Commission shall perform functions delegated to it under various state and federal laws, including those described below. The counties in which ARC performs these functions vary in accordance with the applicable law, and may change from time to time. These functions are described in more detail in the Commission’s adopted annual Work Program and Budget.

- A. Metropolitan Area Planning and Development Commission (MAPDC)** for the 11-county Atlanta region as defined in the ARC Law including the functions of a Regional Commission (RC) as defined in the Regional Commissions Law. Duties include, but are not limited to:
  - 1. To be the official metropolitan agency for comprehensive research, study, advice and review concerning area plans; to improve relationships between political subdivisions and public agencies within areas; and to provide policy direction for the solution of common problems through short and long-range comprehensive planning within areas. (O.C.G.A. § 50-8-81).
  - 2. 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. (O.C.G.A. § 50-8-92).

3. To report to the General Assembly and to each political subdivision and supporting agency within the Area on or before February 1 each year a financial report. (O.C.G.A. § 50-8-100).
4. To keep books of account and have these audited at least once a year by an independent auditor. (O.C.G.A. § 50-8-101(a)).
5. 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. (O.C.G.A. § 50-8-101(b)).
6. 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. (O.C.G.A. § 50-8-101(d)).

**B. Metropolitan Planning Organization (MPO)** for a multi-county Atlanta metropolitan planning area as defined in the Federal Aid Highway Act (23 U.S.C. § 101 et seq.), the Fixing America's Surface Transportation (FAST) Act (49 U.S.C. § 101 et seq.), and the Clean Air Act (42 U.S.C. § 7401 et seq.) or any successors to these laws defining MPO roles and responsibilities. Duties include, but are not limited to development of long range transportation plans and short range transportation improvement programs for the metropolitan area through a performance driven, outcome based approach; providing for the development and integrated management and operation of transportation systems and facilities that function as an intermodal system, consideration of all modes of transportation and conducting planning that is continuing, cooperative and comprehensive to the degree appropriate based on the transportation problems to be addressed.

**C. Area Agency on Aging (AAA)** for the 10-county Atlanta region as defined in the Older Americans Act (42 U.S.C. § 3001 et seq.) or any successor to this law defining AAA roles and responsibilities. As the AAA, the Atlanta Regional Commission is charged with both meeting the direct needs of older individuals and their families, and planning for the impact of longevity on the metro region. ARC carries out the five core functions of an Area Agency on Aging: administration, outreach, program development, coordination, and advocacy through the use of a comprehensive service delivery system, research, analysis, and development.

**D. Local Workforce Development Board (LWDB)** for the 7-counties opted into Atlanta Regional Workforce Development Board which is established pursuant to the Workforce Innovation and Opportunity Act (29 U.S.C § 3101, et seq.), or any successor to this law defining LWDB roles and responsibilities.

**E. Urban Area Security Initiative (UASI)** for the City of Atlanta and 5 core eligible counties. In carrying out the Urban Area Security Initiative Program, the Atlanta Regional Commission uses this Department of Homeland Security grant to provide enhanced federal preparedness funding to Atlanta as an area identified as vital to the nation's economy and national security, if disrupted by a terrorist attack.

**F. Administrative and technical support** for other agencies

1. Staff for the 15-county **Metropolitan North Georgia Water Planning District** as defined in O.C.G.A. § 12-5-570 et seq.

- G. Contracting / Coordinating Agency for Regional Projects** – If requested, in accordance with O.C.G.A. § 50-8-99.1, ARC shall act as contracting and coordinating agency when two or more participating local governments are affected by a public project which is more regional in scope rather than purely local.

## **ARTICLE VI - Membership**

- A. Composition** – The membership of the Board shall consist of members specified in O.C.G.A. § 50-8-84, which are listed in subparagraphs 1 and 2 below, members identified in subparagraph 3, and also, for limited purposes, those members identified in subparagraph 4.

### **1. Public Members**

- a. The Chair of the Board of County Commissioners or the County's elected Chief Executive Officer, from each of the counties within the Regional Commission Area, as defined in O.C.G.A. § 50-8-80.
- b. The Mayor of the City of Atlanta.
- c. A mayor from each of the counties within the Area, other than Fulton County, elected as prescribed in O.C.G.A. § 50-8-84(a)(3), by the mayors within each county, excluding the Mayor of the City of Atlanta.
- d. A mayor from the northern half of Fulton County elected, as prescribed in O.C.G.A. § 50-8-84(a)(4), 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, as prescribed in O.C.G.A. § 50-8-84(a)(4), by a majority of the mayors of all municipalities located within the southern half of Fulton County.
- e. The President, presiding officer, or a member of the City Council from the City of Atlanta, elected by a majority vote of the members of the City Council.

### **2. Members at Large**

- a. A resident from each of the districts created for this purpose by the legislative delegation from the Area, pursuant to O.C.G.A. § 50-8-84(a)(6)(A), elected by the public members of the Board as prescribed by O.C.G.A. § 50-8-84(a)(6)(B). 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).
- b. Except as provided in subparagraph c below, at least thirty (30) days, but no sooner than ninety (90) days before the expiration of the term of office of a member at large of the Board, the chair of the county commission of the most populous county in the Commission shall call a meeting of the public members of the Board for the purpose of electing a successor to the member at large whose term is expiring. Such successor shall be elected before the existing member's term expires. Nothing herein shall prevent an incumbent member at large from being permitted to succeed themselves.

- c. Within ten (10) days after (i) the boundaries of the member at large districts have been redrawn pursuant to O.C.G.A. § 50-8-84(a)(6)(A), or (ii) a vacancy occurs in an existing member at large district, the chair of the county commission of the most populous county in the Commission shall call a meeting of the public members of the Board for the purpose of electing members at large to represent the redrawn districts, or to fill the vacancy in the existing district. Such vacancy or vacancies shall be filled no later than ninety (90) days after the meeting is called for such purpose.
  - d. Members at large shall be elected by a majority of the public members. A quorum for such meeting shall be a majority of the public members. So long as a quorum is present, public members may vote by teleconference in accordance with the requirements of the Georgia Open Meetings law found at O.C.G.A. § 50-14-1 et. seq.
- 3. **Additional Members Deemed Necessary by the Georgia Department of Community Affairs** – If the Commissioner of the Georgia Department of Community Affairs determines that an additional member or members of the ARC Board are necessary to comply with applicable laws or regulations, or otherwise in accordance with O.C.G.A. § 50-8-34(b)(5), the Board may elect such additional member(s), who shall be non-voting.
- 4. **Limited Members for Transportation Planning Purposes** – A member of the board of county commissioners from each of the counties in the Atlanta Metropolitan Planning Organization area boundary as defined by individual agreement with each county, pursuant to 23 CFR § 450.310(d), who are not otherwise member counties of the Atlanta Regional Commission. 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 regional commission 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 individual agreement for federal transportation planning funds and 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.

## **B. Terms of Office:**

### **1. Public Members**

- a. *County Members* (Chair of the Board of County Commissioners or Chief Executive Officer), *Mayor of Atlanta*, and *City Council representative from Atlanta* – Terms of these public members shall be concurrent with that person’s term in the public office that person holds.
- b. *Mayor other than Mayor of the City of Atlanta* – In the case of public members who are mayors, excluding the Mayor of the City of Atlanta, such mayor’s term of office as a member of the ARC Board shall begin upon that mayor’s designation as a member of the ARC Board by the other eligible mayors in accordance with O.C.G.A. § 50-8-84(a)(3) or (4), and shall expire at the end of the mayoral term which that person is serving when designated as a member of the ARC Board or when the caucus of mayors designates a new mayoral representative. Nothing shall prevent an incumbent mayor serving on the ARC Board who has been elected to another term of public office as mayor from being re-designated as a member of the ARC Board.



2. **Members at Large** – The terms of members at large on the Board shall be four years and shall begin on January 1, with the following exceptions:

All members at large shall terminate at the end of any calendar year in which redistricting of the Area has occurred.

For members at large 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. To stagger the terms of the members at large, those representing even numbered districts shall have four-year terms; and those representing odd numbered districts shall have two-year terms. Thereafter all members at large shall be elected for four-year terms.

3. **Limited Members for Transportation Planning Purposes** – The terms of limited members shall be concurrent with that person's term in the public office held, with designation to represent their county's Board of Commissioners in the Atlanta Metropolitan Planning Organization at the discretion of said Board.

- C. **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 Board. No vacancies on the Board 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.

- D. **Removal from Office** – Any member at large who is absent from three or more consecutive regular meetings without being excused by the Board, or any member at large who moves their residence outside of the district which they were elected to represent, shall forfeit their seat on the Board, subject to notice from the ARC Chair.

When a member at large for any reason ceases to be a member of the Board, that person's unexpired term shall be filled by a qualified individual as required by law in the same manner as such member was originally elected to the Board.

- E. **Compensation** – Each member of the Board, excluding the Chair, shall receive a per diem compensation of Forty Four Dollars (\$44.00) for participating as a member at 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 (O.C.G.A. § 50-8-88).

Each such member shall be reimbursed for 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.

- F. **Ethics** – All members shall abide by the "Standards of Ethical Conduct," as adopted by the Atlanta Regional Commission.

## ARTICLE VII - Officers

The officers of the Commission shall include a Chair, a Vice-Chair, a Secretary, and a Treasurer chosen from among the members of the Board in a manner as prescribed below. (O.C.G.A. § 50-8-88).

The Board may also appoint such other officers, who need not be members of the Board, as it deems necessary for the conduct of its affairs, including, but not limited to, one or more Assistant Secretaries, who shall perform such duties as shall be determined by the Board.

### A. **Chair** – The Board shall elect a Chair from among its members.

1. **Term of Office** – A Chair shall be elected to serve for a term of two years and until a successor has been elected.

An election for Chair shall be held during or prior to the last regular Board meeting in the last year of the incumbent Chair's term of office. The new Chair shall take office at the first meeting of the year following the election, or if the successor Chair is not elected within the time period provided, then the successor Chair shall take office at the first meeting following the election.

A Chair may be elected to two or more successive terms.

2. **Vacancy** – If a vacancy occurs in the office of Chair, 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 Board 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.
3. **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.
4. **Duties** – The Chair shall:
  - a. Preside at all meetings of the Board, except meetings of the public members held for the purpose of electing members at large.
  - b. Appoint all officers and committees of the Commission and other appointments, as necessary. The Chair shall strive to seek a balance of county, city, and at-large Board members in appointments. Not later than the second Board meeting after the Chair is elected, the Chair shall submit officer and committee chair recommendations to the full Board for consideration and approval. Should conditions arise that prevent the Chair from meeting this deadline, the Chair shall provide notice of such delay to the Board and submit the recommendations in the first available meeting that such conditions subside. This list shall also include the full committee rosters for informational purposes.
  - c. Serve as chief policy advocate for the Commission.
  - d. Represent the Commission at hearings, conferences, and other events as may be deemed necessary for the conduct of Commission business.
  - e. Countersign with the Executive Director all contracts of the Commission for amounts in excess of the one hundred thousand dollar (\$100,000) or such other sum as may be established by the Board from time to time.

- f. Serve as the Chair of the Commission's Governance Committee and serve on such other Commission Committees as the Chair may choose.
- g. Serve as Chair of the Pension Board Subcommittee of the Governance Committee.
- h. Have the authority to hold Board and Committee members accountable for attendance at Board related ARC meetings, in accordance with attendance requirements in these bylaws.
- i. Have the authority to cancel a regularly scheduled meeting of the Board if the Chair determines that there is not sufficient business to conduct to justify having such meeting.
- j. Shall determine when the Governance Committee has authority over an issue not otherwise required to be reviewed by the full ARC Board.

- 5. **Removal from Office** – A Chair may be removed from office by a vote of a majority of the total membership of the Board, such vote to be taken 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 Board. 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 Board.

After receiving such written notice, the Secretary shall inform the membership of the Board 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.

- B. Vice-Chair** – The Chair shall appoint a Vice-Chair from among the membership of the Board, subject to the approval of the Board.

- 1. **Term of Office** – A Vice-Chair shall serve for a term of two years and until a successor has been appointed.
- 2. **Vacancy** – 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 Board in the same manner as such Vice-Chair was originally appointed.
- 3. **Compensation** – The Vice-Chair shall receive no compensation other than compensation as a member of the Board. The Vice-Chair shall be reimbursed for expenses incurred in connection with the duties as Vice-Chair and Board member.
- 4. **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 duties of the Chair.
- 5. **Removal from Office** – A Vice-Chair may be removed from office by vote of a majority of the total membership of the Board under the same procedures which govern the removal of a Chair.

- C. Secretary** – The Chair shall appoint a Secretary subject to approval of the Board.

- 1. **Term of Office** – A Secretary shall serve for a term of two years and until a successor has been appointed.
- 2. **Vacancy** – In the event that the office of Secretary becomes vacant for any reason, the unexpired term shall be filled immediately in the same manner as such Secretary was originally appointed.

3. **Compensation** – A Secretary shall receive no compensation other than compensation as a member of the Board. The Secretary shall be reimbursed for expenses incurred in connection with the duties as Secretary and Board member.
4. **Duties** – The duties of the Secretary shall be as follows:
  - a. Perform necessary administrative functions or secure administrative support through the designation of one or more Assistant Secretaries to assist in performing such functions, including those listed below.
  - b. Arrange for the giving of notice of Board meetings.
  - c. Arrange for the keeping of minutes of the proceedings of the Board.
  - d. Authenticate by signature, documents adopted by the Board.
  - e. Serve as the Chair of the Ethics Subcommittee of the Governance Committee.
  - f. Preside over meetings of the Board 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. **Removal from Office** – A Secretary may be removed from office by a vote of a majority of the total membership of the Board under the same procedures which govern the removal of a Chair or a Vice Chair.

**D. Treasurer** – The Chair shall appoint a Treasurer subject to approval of the Board.

1. **Term of Office** – A Treasurer shall serve for a term of two years and until a successor has been appointed.
2. **Vacancy** – In the event that the office of Treasurer becomes vacant for any reason, the unexpired term shall be filled immediately in the same manner as such Treasurer was originally appointed.
3. **Compensation** – The Treasurer shall receive no compensation other than compensation as a member of the Board. The Treasurer shall be reimbursed for expenses incurred in connection with the duties as Treasurer and Board member.
4. **Duties** – The duties of the Treasurer shall be as follows:
  - a. Advise the Board monthly as to the financial condition of the Commission.
  - b. Advise the Board from time to time concerning the future financial needs of the Commission.
  - c. Preside over meetings of the Board 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.
  - d. Act as Chair of the Budget and Audit Review Subcommittee of the Governance Committee.
  - e. Serve as a member of the Pension Board Subcommittee of the Governance Committee.
5. **Removal from Office** – A Treasurer may be removed from office by a vote of a majority of the total membership of the Board under the same procedures which govern the removal of a Chair, Vice-Chair or Secretary.

## ARTICLE VIII - Meetings

The Board shall adopt an annual calendar, which shall include regular Board meetings, as well as meetings of the committees as defined in Article IX. The Board shall schedule no fewer than six regular full Board meetings a year. Special meetings or Emergency 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 Board. 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 conducted in compliance with the Georgia Open Meetings law (O.C.G.A. § 50-14-1 et seq.); all regular meetings shall be open to the public.

The Board is also authorized to conduct an Executive Session of the Board to discuss specific topics, as allowed by provision of the Georgia Open Meetings law. Such session shall be closed to the public.

- A. Agenda** – There shall be an agenda for each regular meeting listing the items to be considered, information relating to such items, and for each item, when requested by the Board or deemed appropriate by the Executive Director, the Executive Director's recommendations. The agenda shall be prepared by the Executive Director. For regular meetings, the agenda shall be sent to each member at least seven days prior to the meeting and posted at the meeting location as soon as possible during the two weeks prior to each meeting. Nothing shall come before the Board 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 Board in this manner, the matter may be acted upon at that meeting.
- B. Rules** – Except as otherwise provided by these Bylaws, all meetings of the Board shall be conducted in accordance with Robert's Rules of Order, Newly Revised. The Board shall appoint or hire the services of a Parliamentarian to support Board procedure, to be selected from a Board member, staff member, or entity through a contract for services.
- C. Quorum** – A quorum shall be required to take action at a meeting of the Board. A quorum shall consist of one-half of the total number of authorized members of the Board. So long as a quorum is present, a member may participate by teleconference in accordance with the Georgia Open Meetings law.
- D. Voting**
  - 1. For elections, removals, amendments to the Bylaws, and the appointment of the Executive Director, an affirmative vote of a majority of the total membership shall be required.
  - 2. To place a non-agenda item before the Board, an affirmative vote of two thirds of the members present at a meeting, for which a quorum is established, shall be required.
  - 3. For all other matters, a majority vote of those members present at a meeting, for which a quorum is established, shall be required to adopt or reject a motion.
  - 4. The vote of any member of the Board 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 allowed to exercise a proxy vote.

- E. Citizen Input** – Opportunities shall be provided for interested persons to address the ARC Board and its Policy Committees at times and in a matter set by the Board.
- F. Action Summary** – A summary of the subjects acted on and those members present at a regular meeting of the Board shall be written and made available to the public for inspection within two business days of each meeting in accordance with the Georgia Open Meetings law.
- G. Summary of Proceedings** – A record shall be kept of all actions of the Board in a regular meeting. In addition to a legal transcript of Board proceedings, 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 in accordance with the Georgia Open Meetings law.

## **ARTICLE IX – Committees**

The Commission shall have three categories of committees – Governance Committee, Standing Committees and Grant Required Boards, and Ad Hoc Committees, and shall include sub-committees of any of those committees.

The Board Chair or the Committee Chair may call a meeting of a committee as well as cancel a scheduled meeting. A quorum shall consist of one-half of the total number of authorized members of each committee unless stated otherwise elsewhere in these Bylaws. All members shall have equal vote. No member shall be entitled to exercise a proxy vote.

### **A. Governance Committee**

1. **Membership** – The Governance Committee shall consist of the Chair, the officers of the Board and the Chairs of the Standing Committees and Grant Required Boards (Advisory Committee on Aging; Atlanta Regional Workforce Development Board; Community Resources Committee, Senior Policy Group; and Transportation and Air Quality Committee).

The Chair shall balance the members of the Governance Committee to ensure equal numbers of county public members, city public members, and members at large. Any Board member may nominate candidates for the Governance Committee for consideration for appointment by the Chair. The Chair of the Board shall serve as Chair of the Governance Committee.

2. **Term of Office** – The terms of office of Governance Committee members shall correspond to their terms of office as either officers of the Board, or chairs of committees. In the case of Governance Committee members appointed by the Chair, terms shall continue until either replaced by the Chair or until the end of the Chair's two-year term.
3. **Duties** – The duties of the Governance Committee shall include the oversight of all internal policy related issues including:
  - a. To meet from time to time on governance of the Commission for any issue not requiring full Board approval. At the determination of the Board Chair, the Governance Committee may take action on items not required to be reviewed by the full Board. This includes the authority to certify annual population estimates, and approval of grant required plans.

- b. To advise the Board relative to legislation affecting Commission purposes, functions, or duties.
- c. To advise the Board regarding 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 compensation for the Executive Director at the time of the director's appointment and to annually review and establish the compensation level thereafter.
- e. To review budget and audit matters including periodically reviewing the financial status of the Commission; receiving and reviewing any Commission audits; and reviewing the annual work program and budget for consistency with long term financial plans of the Commission.
- f. To identify and review shared regional goals, desired outcomes, and strategic actions to move issues forward with networks of diverse stakeholders, through communications, community engagement, government relations, and strategic initiatives.
- g. To consider specific subjects referred to the Committee from time to time by the Board or initiated by the Committee, and to lead discussion of those subjects by the Board.

#### 4. **Subcommittees**

##### a. **Budget and Audit Review Subcommittee:**

- i. **Membership** – The Treasurer of the Board shall serve as Chair of this Subcommittee. The Board Chair shall appoint four additional members of the Governance Committee to serve on this Committee for a total of five (5) members.
- ii. **Duties** – The following duties are established for this Committee:
  - 1) To provide the Board a monthly Treasurer's Report.
  - 2) To review periodically the financial status of the Commission
  - 3) To ascertain that the auditors hired by the agency to conduct the annual required audit are qualified, independent, and are accountable to the Commission by way of this subcommittee
  - 4) To provide oversight to the required annual audit process
  - 5) To review all reports and findings issued in any audits, and receive, and investigate if necessary, any financial concerns reported, and report out such to the Governance Committee
  - 6) To review the annual work program and budget for consistency with long term financial plans of the Commission.

##### b. **Ethics Subcommittee:**

- i. **Membership** – The Chair of the Board shall appoint an Ethics Subcommittee, chosen from among the members of the Governance Committee, and consisting of the Secretary of the Board who shall serve as chair of the Subcommittee, a county commission chair or county CEO, a mayor, a member at large and another Governance Committee member chosen by the Board Chair.
- ii. **Duties** – The Ethics Subcommittee shall have the following duties:
  - 1) To determine the circumstances under which an interest constitutes a remote interest (in addition to those explicitly set forth in Standards of Ethical Conduct) and to render advisory opinions with respect to the interpretation and application of the Standards of Ethical Conduct to all persons who seek advice as to whether a particular course of conduct, or set of facts would constitute a violation of these standards.



- 2) To prescribe forms for disclosures required by the Standards of Ethical Conduct and to make available to the public the information disclosed as provided in the standards.
- 3) To receive and hear complaints of violations of the Standards of Ethical Conduct.
- 4) To advise the Chair of the Board of the disposition of all matters coming before the committee.
- 5) To make an annual report to the Board of the issues considered during the previous year, if any issues have arisen.
- 6) To brief the Board at least annually as to the requirements of Standards of Ethical Conduct.
- 7) To make recommendations to the Board for the adoption of any revisions to the Standards of Ethical Conduct.

c. **Pension Board Subcommittee:**

- i. **Membership** – The Chair of the Board shall serve as the chair of the Subcommittee and appoint members, chosen from among the members of the Governance Committee, and consisting of the Treasurer of the Board and another Governance Committee member. The ARC Executive Director and head of the employee benefits group shall serve as employee members of the Subcommittee.
- ii. **Duties** – To recommend major changes in retirement programs for Commission employees at the request of the Executive Director, provided that such changes do not require expenditures in excess of amounts allowed by ARC’s budget policies.

d. **Strategic Relations Subcommittee:**

- i. **Membership** – The Chair shall appoint at least five (5) members of the Board to serve on this Subcommittee. The Chair shall also appoint a chair for this Subcommittee from among the members of the Governance Committee.
- ii. **Duties** – The following duties are established for this Subcommittee:
  - 1) To consider specific subjects referred to the Subcommittee from time to time by the Board or initiated by the Subcommittee, and to lead discussion of those subjects by the Board, including the identification of shared regional goals, desired outcomes and strategic actions to move issues forward with networks of diverse stakeholders, through communications, community engagement, government relations, and strategic initiatives.
  - 2) To share, with the Governance Committee and/or the Board from time to time, insights, innovations, agency programs and projects, and best practices in the areas of regional collaborations, strategic communications, branding, community engagement, outreach, crisis communications, government relations, event planning and digital strategies.

e. **Other Subcommittees:** The Governance Committee may establish other ongoing or subcommittees for any other governance purpose, which will meet from time to time as scheduled by the Governance Committee with duties and membership established at the discretion of the Governance Committee.



**B. Standing Committees and Grant Required Boards** – An annual meeting schedule shall be developed and published for the Policy Committees which shall meet, as a general rule, on a designated monthly ARC Committee Day.

**1. Advisory Committee on Aging**

- a. **Function** – The Advisory Committee on Aging (ACA) is responsible for advising and submitting recommendations to the Commission on all matters relating to the development, review and evaluation of the Area Plan on Aging; to advise ARC staff on operations related to planning for and administering services to support the independence, health and well-being of older persons in the region; to cooperate with and assist regional partners in the development of resources for older persons.
- b. **Membership** – The Membership of the ACA shall not exceed thirty (30) members. A majority of the membership must be 60 years of age or older. Subject to the Older Americans Act (OAA), membership shall have a geographic representation across the region and will reflect a diverse mix of personal and professional experiences.
- c. **Meetings** – The ACA shall set its meeting schedule in order to manage the committee's business as allowed or required by regulations.
- d. **ARC role:**
  - i. ARC is designated by the State of Georgia as the Area Agency on Aging under the OAA.
  - ii. The ARC Chair, subject to the approval of the ARC Board, shall appoint at least three (3) members of the ARC Board to serve on the Advisory Committee on Aging.
  - iii. The ARC Chair, subject to the approval of the ARC Board, shall also appoint a co-chair for the Advisory Committee on Aging from among the three appointed ARC Board members. The ACA shall appoint a second co-chair from among its non-Board members.

**2. Atlanta Regional Workforce Development Board**

- a. **Function** – The Atlanta Regional Workforce Development Board (ARWDB) is responsible for providing policy guidance and exercising oversight with respect to a local workforce investment system conducted under the federal Workforce Investment Opportunity Act (WIOA). The ARWDB is responsible for strategic planning, policy development, and oversight of the local workforce development system.
- b. **Membership** – The ARWDB has a minimum of 19 members. The majority of the ARWDB must be business representatives with optimum policy making or hiring authority. Board members are appointed in accordance with WIOA, as outlined in the ARWDB bylaws. Members of each jurisdiction within the local workforce development area are confirmed by the jurisdiction's Chief Local Elected Official. The local workforce development area is designated by the Governor in accordance with the WIOA. The local workforce development area includes Cherokee, Clayton, Douglas, Fayette, Gwinnett, Henry, and Rockdale counties.
- c. **Meetings** – The ARWDB Co-Chairs shall set the meeting schedule in order to manage the board's business and as allowed or required by regulations.

d. **ARC role:**

- i. ARC is the local administrator for WIOA funds.
- ii. The ARC Chair, subject to the approval of the ARC Board, shall appoint at least three (3) members of the ARC Board to serve on the ARWDB. Appointed ARC Board members must live or work in one of the seven counties that are part of the local workforce development area, or be employed by a business that has a regional presence.
- iii. The ARC Chair, subject to the approval of the ARC Board, shall also appoint a co-chair for the ARWDB from among the three appointed ARC Board members. The ARWDB shall appoint a second co-chair from among its members.

3. **Community Resources Committee:**

- a. **Membership** – The Chair, subject to the approval of the Board, shall appoint at least five (5) members of the Board to serve on this Committee. The Chair, subject to the approval of the Board, may appoint such other persons, who need not be members of the Board, to this Committee as the Chair shall deem appropriate.
- b. The Chair, subject to the approval of the Board, shall also appoint a chair for this Committee from among the members of the ARC Board. The Chair may recommend removal of such Committee Chair to the full Board, which may then remove such Chair by majority vote of the total membership of the Board. The Chair shall provide written notice of the intent to remove the Committee Chair. Any vacancy in Committee Chair would be filled in the same manner as originally appointed.
- c. **Terms of Office** – The term of office of each Committee member shall be two years, or until the appointing ARC Chair's term of office expires.
- d. **Duties** – The following duties are established for this Committee:
  - i. To consider specific subjects referred to the Committee from time to time by the Board or initiated by the Committee, and to lead discussion of those subjects by the Board including, but not limited to the areas of land use, water, natural resources, housing, energy, local government services, and demographic and economic research.
  - ii. To review the progress of staff work.
  - iii. To review and transmit collaborative recommendations to the Board.
  - iv. 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.
  - v. To meet and confer with persons and groups wishing to bring matters to the attention of the Commission.

#### 4. **Senior Policy Group**

- a. **Function** – The Senior Policy Group (SPG) constitutes the policy-making board of the Urban Area Security Initiative (UASI) program for the Atlanta region. The mission of the SPG is to increase prevention, protection, response, recovery, and anti-terrorism capabilities of the communities within the Atlanta UASI.
- b. **Membership** – Membership consists of the chief elected officials from six jurisdictional members, the ARC Chair, designated appointees from the Metropolitan Atlanta Rapid Transit Authority, the Georgia Emergency Management Agency/Homeland Security, the Atlanta division of the Federal Bureau of Investigations and Atlanta field office of the United States Secret Service.
- c. **Meetings** – SPG meets on an as needed basis. Meetings can be called in accordance with the Open Meetings Act by the Chair, by two or more elected members of the SPG or by the ARC Executive Director.
- a. **ARC role:**
  - i. ARC is the administrator for the UASI grant, which includes providing administrative, financial and technical staff support such as applying for and administering grants; providing administrative staff support to all SPG and Urban Area Working Group Committees; administering contracts between UASI and third-party contractors; along with preparing reports; and various budgeting, accounting, legal and bookkeeping services.
  - ii. The ARC Chair serves on the Senior Policy Group.

#### 5. **Transportation and Air Quality Committee:**

- a. **Membership** – The membership of the Transportation and Air Quality Committee (TAQC) shall consist of the following:
  - i. **Chair of the ARC Board** – The Chair of the Board. If the Board Chair is also an elected public official described in subparagraph (b) below, then the Board Chair shall appoint another ARC Board member to the TAQC, subject to Board approval.
  - ii. Elected chair of the board of county commissioners or chief executive officer of each of the Commission member counties and the mayor of the City of Atlanta.
  - iii. Elected board of county commissioners member from counties located outside the Atlanta Regional Commission area but wholly or partly within the MPO transportation planning area as defined by individual agreement. Those counties located partly within the MPO transportation planning area whose transportation planning activities have been assigned by agreement to an MPO other than the Commission shall have no representation on the TAQC.
  - iv. Board Chair or designated board member from the Metropolitan Atlanta Rapid Transit Authority (MARTA), the Atlanta-Region Transit Link Authority (ATL), the Georgia Regional Transportation Authority (GRTA) and the Georgia Department of Transportation (GDOT).
  - v. Senior staff member from GDOT (Director of Planning) and the Georgia Department of Natural Resources, Environmental Protection Division (EPD).
  - vi. Discretionary appointments – Others as appropriate as appointed by the ARC Chair.

- b. **Committee Chair** – The Chair of the Board, subject to the approval of the Board, shall also appoint the chair of the Transportation and Air Quality Committee from among the members of the Board 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.

The Chair may recommend removal of such Committee Chair to the full Board which may then remove such Chair by majority vote of the total membership of the Board. The Chair shall provide written notice of the intent to remove the Committee Chair. Any vacancy in Committee Chair would be filled in the same manner as originally appointed.

- c. **Terms of Office:**

- i. **Chair of the ARC Board** – Term shall be concurrent with the Chair’s term as either ARC Chair (if a member at large) or as a public member of the Board (if holding elected office).
- ii. Elected chair of the board of county commissioners or chief executive officer of each county and the mayor of the City of Atlanta – Term shall be concurrent with the term in the member’s elected public office.
- iii. Elected board of county commissioners member from counties located outside the Atlanta regional commission area – Term shall be at the discretion of the applicable Board of Commissioners and consistent with the term in the member’s elected public office.
- iv. Board Chair or designated board member from MARTA, the ATL, GRTA and GDOT – Term shall be at the discretion of the applicable Board and consistent with the term of office on that applicable Board.
- v. Senior staff member from GDOT (Director of Planning) and the EPD – Term shall be at the discretion of that agency’s highest-ranking staff member and board Chair, and consistent with employment.
- vi. Discretionary appointments by the ARC Chair – Term shall be at the discretion of the ARC Chair and reviewed annually.

- d. **Duties:**

- i. Serves as the policy committee for the Atlanta Metropolitan Planning Organization which is designated for the Atlanta Urban Area pursuant to 23 USC Section 134 and its implementing regulations.
- ii. Serves as the body to develop consensus among the Commission, MARTA, the ATL, GDOT, GRTA and local transportation partners regarding metropolitan or multi-jurisdictional transportation-related policy matters potentially affecting the Atlanta Transportation Planning Area.
- iii. Transmits recommendations directly to the Board.

- e. **Quorum** – A quorum for the Transportation and Air Quality Committee shall consist of forty percent of the Committee membership.

- f. **TAQC Subcommittees**

- i. **Membership** – Membership of Subcommittees shall be appointed by the TAQC Chair from members of TAQC. The TAQC Chair may recommend the addition of members to Subcommittees external to TAQC membership, subject to approval by the full committee.

- ii. **Regional Transit Subcommittee** – Serves to provide local elected official and policymaker transit planning input as part of the federally required regional transportation planning process. All RTS transit policy planning recommendations that impact RTP/TIP development or the regional federal/state legislative agenda will follow the Atlanta metropolitan planning organization process (i.e., the MPO technical and policy committees). Transit policy planning recommendations impacting entities within the ATL’s jurisdiction will be coordinated with the ATL; other recommendations and/or actions of the RTS that are more operational in nature will be directed to the Commission, the ATL, or to transit operating agency boards, as appropriate.
- iii. **Policy Subcommittee** – Provides general guidance to staff on issues requiring more extensive discussion of information and a wide range of possible policy options, with the intention of ensuring subsequent agenda items advanced to the full Committee are more focused and results oriented.

**C. Ad Hoc Committees** The Board Chair may establish ad hoc committees to address specific topics on an as-needed basis.

## **D. ARC – Relationship with Other Agencies**

### **1. Metropolitan North Georgia Water Planning District Board (MNGWPD)**

- a. **Function** – The Metropolitan North Georgia Water Planning District (Metro Water District) was created by the Georgia General Assembly in 2001 to establish policy, create plans and promote intergovernmental coordination of all water issues in the District from a regional perspective. The primary purpose of the Metro Water District is to develop regional and watershed-specific plans for stormwater management, wastewater treatment and water supply and conservation.
- b. **Membership** – The Metro Water District membership is established by state law. The Metro Water District Board is separate from, and acts independently of, the ARC Board.
- c. **ARC Role** – The Metro Water District is a distinct legal entity. The Atlanta Regional Commission provides only staffing support and financial administration to the Metro Water District initially for two years pursuant to O.C.G.A. § 12-5-579, and thereafter by Memorandum of Agreement with the District Board. ARC has no role with respect to Metro Water District Board member appointment.

## ARTICLE X – Executive Director

**A. Appointment** – The Board 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.

**B. Qualifications** – The Director shall have the following qualifications:

1. Be a citizen of the United States.
2. 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).
3. 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.
4. Have demonstrated public speaking and writing skills.

**C. Responsibilities** – The Executive Director shall be the principal operating administrator of the Commission (O.C.G.A. § 50-8-89). The Executive Director shall be responsible to the Board for the administration of Commission affairs and for implementing policy directives of the Board. The Executive Director shall have the following responsibilities and duties:

**1. ARC Organization:**

- a. Recommend the general organizational structure of the Commission for approval by the Board. All organizational units of the Commission shall be under the direction and supervision of the Executive Director. All organizational units shall be administered by persons appointed by the Executive Director.
- b. Have authority to change, consolidate or abolish any division of the organization, and include the revised structure in the next annual work program and budget.

**2. ARC Staffing:**

- a. Appoint and, when necessary, suspend or remove any employee. The Executive Director may authorize any manager who is subject to the Executive Director's direct supervision to exercise these duties with respect to subordinates in that manager's organizational unit.
- b. Recommend periodically a classification and pay plan for all personnel employed by the organization, and include in the annual work program and budget.

**3. Work Program and Budget:**

- a. Prepare a proposed annual program of work together with a proposed annual budget for submission to and adoption by the Board and upon adoption execute the budget and program of work.
- b. Advise the Board at least semiannually as to the progress on the Commission's program of work and make recommendations to the Board concerning the affairs and operations of the organization as deemed appropriate or necessary.
- c. Execute all contracts authorized by the Board, provided that all contracts for amounts in excess of one hundred thousand dollars (\$100,000), or such other limit as established by the Board, shall be countersigned by the Board's Chair.

- d. Authorize the issuance of all checks of the Commission in accordance with established budgetary and fiscal procedures.

**4. General administration:**

- a. Ensure that all provisions of laws affecting the Commission are enforced and executed as intended.
- b. Report to the Board on all matters affecting the organization as directed by the Board.
- c. Prepare the agenda for and attend Board meetings with the right to take part in discussions, but without a vote.
- d. Establish metrics for implementation of ARC's Strategic Plan and update as directed by the Board.
- e. Submit to the Board, and make available to the general public, an annual report on the activities of the Commission.
- f. Make recommendations to the Board on producing comprehensive development guides, evaluation of grants and Area Plans, and other such matters as might be requested by the Board.
- g. Have authority to develop, establish, and implement ARC operational policies and procedures, except policies expressly listed otherwise herein.
- h. Perform other duties as required or prescribed by the Board.

**5. Serve as a member** of the Pension Board Subcommittee.

**D. Compensation** – The compensation package of the Executive Director shall be established by contract at the time of appointment and shall thereafter be reviewed and established annually by a subcommittee of the Governance Committee, established by the Board Chair.

**E. Annual Progress Report on Goals** – The Executive Director will prepare an annual report for the Board on meeting goals established for the current year; and will work with the Board to establish goals for the upcoming year.

**F. Removal** – The Board may remove the Executive Director from office by an affirmative vote of a majority of all of its members. The Executive Director so removed may be entitled to receive termination pay in accordance with the terms of any applicable employment contract.



## ARTICLE XI - Budget and Finance

- A. Fiscal Year** – The fiscal year of the Commission shall begin January 1 and end December 31.
- B. Proposed Budget** – On or before the fourth Wednesday in October each year, the Executive Director shall submit a proposed budget and program of work for the ensuing fiscal year to the Governance Committee. 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.
- C. Adopted Budget** – At its regular meeting in December each year, the Board 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 Executive 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 Executive Director and Board 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.
- D. Appropriations** – From the date of the adoption of the budget by the Board, the amounts stated therein as proposed expenditures shall be appropriated to the programs and object classes set forth in the budget.
- E. 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.
- F. Budget and Program of Work Revision** – During the fiscal year, the Executive Director may from time to time make revisions to the adopted budget and program of work. Revisions may be undertaken by the Executive Director without prior approval of the Board if such revisions do not significantly affect the basic tenets of the program of work, or, in any way, compromise the financial integrity of the Commission.
- Budget and program of work revisions may be undertaken by the Director without prior approval by the Board, 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.
- G. 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 XII – Revision of Bylaws

- A. Amendments** – A review of these bylaws shall be initiated by the Chair at least every five years and amended, as necessary. The bylaws revision/update must be approved by an affirmative vote of a majority of the full membership of the Board. A bylaws change shall be presented for consideration at a regular meeting of the Board but not voted on until the next regular meeting following the meeting at which the bylaws change was proposed.
- B. Administrative Modifications** – Modifications may be made in the wording of these bylaws at the direction of the Executive Director to reflect scrivener’s errors, changes in the names and descriptions of organizations, committees, and similar matters referenced herein, without the approval of the Board, provided such changes are not substantive in nature and have been approved by the Board Chair.

Following any such amendment or an administrative modification, the revised bylaws will be made available to the Board and other interested parties.



Atlanta Regional Commission

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