The Bylaws
of the Atlanta Regional Commission

Adopted September 10, 1971

Amended through October 22, 2014; Effective January 1, 2015
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 Commission1 (MAPDC) (such legislative act hereinafter referred to as “the ARC Law”) with the responsibilities of a Regional Commission2 (the legislative act creating such hereinafter referred to as “the Regional Commissions Law”) 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 10-county area (the counties of Cherokee, Clayton, Cobb, DeKalb, Douglas, Fayette, 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.

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1 “The ARC Law” – Title 50, State Government; Chapter 8, Department of Community Affairs; Article 4, Metropolitan Planning and Development Commissions (O.C.G.A. §§ 50-8-80 through 103).
2 “The Regional Commissions Law” – Title 50, Chapter 8, Article 2, Regional Commissions (O.C.G.A. §§ 50-8-30 through 47).
# Table of Contents

**ARTICLE I – Name** ................................................................. 3

**ARTICLE II – Purpose of Bylaws** ............................................. 3

**ARTICLE III – Purpose, Vision, Mission and Objectives of the Commission** .............................................. 3

**ARTICLE IV – Composition of the Board** ................................... 3

**ARTICLE V – Functions & Duties** ............................................ 4

A – Metropolitan Area Planning and Development Commission ........................................... 4
B – Metropolitan Planning Organization ........................................... 4
C – Area Agency on Aging ........................................... 5
D – Administrative and Technical Support for Other Agencies ........................................... 5
E – Contracting / Coordinating Agency for Regional Projects ........................................... 5

**ARTICLE VI – Membership, Officers, and Committees** ..................... 5

A – Composition ........................................... 5
B – Terms of Office ........................................... 7
C – Vacancies ........................................... 7
D – Removal from Office ........................................... 7
E – Compensation ........................................... 8
F – Ethics ........................................... 8
G – Officers ........................................... 8
H – Meetings ........................................... 12
I – Committees ........................................... 13

1 – Standing Committees ........................................... 13
2 – Policy Committees ........................................... 15
3 – Ad Hoc Committees ........................................... 19

J – ARC as Local Administrative Agency for Other Agencies ........................................... 20

1 – Atlanta Regional Workforce Board ........................................... 20
2 – Metropolitan North Georgia Water Planning District Board ........................................... 20

**ARTICLE VII – Executive Director** ........................................ 21

**ARTICLE VIII – Budget and Finance** ...................................... 22

**ARTICLE IX – Revision of Bylaws** ........................................ 24
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 the agency’s adopted Strategic Plan, “Regional Impact – Local Relevance,” 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 the ARC Law.
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 entitled “Strategy.”

A. Metropolitan Area Planning and Development Commission (MAPDC) for the 10-county Atlanta region as defined in the ARC Law (O.C.G.A. § 50-8-80) including the functions of a Regional Commission (RC) as defined in the Regional Commissions Law (O.C.G.A. §§ 50-8-35 through 37). 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 Federal Transit Act (49 U.S.C. Appx § 1601 et seq.), and the Clean Air Act (42 U.S.C. § 7401 et seq.). 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 (Pub.L. 89-73, 79 Stat. 218, July 1965). 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. **Administrative and technical support** for other agencies

   1. Local administrative agency for the 7-county **Atlanta Regional Workforce Board** which is established pursuant to the Workforce Investment Act (29 U.S.C § 2801, et seq.).

   2. Staff for the 15-county Metropolitan North Georgia Water Planning District as defined in O.C.G.A. § 12-5-572.

E. **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, Officers, and Committees**

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 chairman 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 himself or herself.

   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 mid-term vacancy occurs in an
      existing member at large district, the chairman 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.

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 his or her term in the public office he or she 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 his or her 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 end of the mayoral term which he or she is serving when designated as a member of the ARC Board. 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; and 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 public members shall be concurrent with his or her term in the public office he or she holds, 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 his or her residence outside of the district which he or she was elected to represent shall forfeit his or her seat on the Board. Any member at large who (i) violates any provision of ARC 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 Board 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 Executive Director or any member of the Board shall bring such matter to the attention of the Ethics Committee by notifying the Chair of such committee
in writing of such fact. The Chair of the Ethics Committee shall call a meeting of such committee, to be held within 60 days 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 Board the removal of such member at large. The Board shall have the right to remove such member at large by majority vote based on such recommendation, and shall act on such recommendation within 60 days of receipt of same.

When a member at large for any reason ceases to be a member of the Board, 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 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 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.

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

G. **Officers** – The officers of the Commission shall include a Chair, a Vice-Chair, a Secretary, a Treasurer and a Parliamentarian 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.

1. **Chair** – The Board 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.

   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 his or her election, or if the successor Chair is not elected within the time period provided, then he or she shall take office at the first meeting following his or her election.

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

   b. **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
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. **Duties** – The duties of the Chair shall be as follows:

1) Preside at all meetings of the Board, except meetings of the public members held for the purpose of electing members at large.

2) 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 his or her appointments. Not later than the second Board meeting after the Chair is elected, the Chair shall submit his or her officer and committee chair recommendations to the full Board for consideration and approval. This list shall also include the full committee rosters for informational purposes.

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 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.

6) Serve as the Chair of the Commission’s Governance Committee and serve on such other Commission Committees as he or she may choose.

7) Serve as Chair of the Pension Board of Trustees.

8) The Chair shall have the authority to cancel a regularly-scheduled meeting of the Board if he or she determines that there is not sufficient business to conduct to justify having such meeting.

e. **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.

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

   a. **Term of Office** – A Vice-Chair shall serve for a term of two years and until his or her successor has been appointed.
b. **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.

c. **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 his or her duties as Vice-Chair and Board member.

d. **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.

e. **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.

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

a. **Term of Office** – A Secretary shall serve for a term of two years and until a successor has been appointed.

b. **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.

c. **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 his or her duties as Secretary and Board member.

d. **Duties** – The duties of the Secretary shall be as follows:

1) 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.

2) Arrange for the giving of notice of Board meetings.

3) Arrange for the keeping of minutes of the proceedings of the Board.

4) Authenticate by his or her signature, documents adopted by the Board.

5) 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.

e. **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.

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

a. **Term of Office** – A Treasurer shall serve for a term of two years and until a successor has been appointed.

b. **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.
c. **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 his or her duties as Treasurer and Board member.

d. **Duties** – The duties of the Treasurer shall be as follows:

1) Advise the Board monthly as to the financial condition of the Commission.
2) Advise the Board from time to time concerning the future financial needs of the Commission.
3) 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.
4) Act as Chair of the Budget and Audit Review Committee.
5) Serve as a member of the Pension Board of Trustees.

e. **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.

5. **Parliamentarian** – The Chair shall appoint a Parliamentarian from among the membership of the Board, subject to the approval of the Board.

a. **Term of Office** – A Parliamentarian shall serve for a term of two years and until a successor has been appointed.

b. **Vacancy** – 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 Board 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 Board. The Parliamentarian shall be reimbursed for expenses incurred in connection with his or her duties as Parliamentarian and Board member.

d. **Duties** – The duties of the Parliamentarian shall be as follows:

1) Maintain an up-to-date knowledge of the guidance in Robert’s Rules of Order.
2) Advise the Chair and, when requested, other members of the Board on matters of parliamentary procedure.
3) Call the attention of the Chair to any error in the proceedings of the Board which may affect the substantive rights of any member or may otherwise do harm.
4) 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, the Secretary and the Treasurer or during the time that vacancies exist in the offices of Chair, Vice Chair, Secretary and Treasurer.

e. **Removal from Office** – A Parliamentarian 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, Secretary or Treasurer.
H. **Meetings** – The Board shall hold at least eleven regular monthly meetings a year based on an adopted annual calendar, unless one or more meetings is cancelled by the Board Chair. 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 Board 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 conducted in compliance with the Georgia Open Meetings law (Chapter 15, Title 50 of the Official Code of Georgia Annotated); 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.

1. **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.

2. **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.

3. **Quorum** – A quorum shall be required for a meeting of the Board. A quorum shall consist of a majority 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.

4. **Voting**
   
a. 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.

b. To place a non-agenda item before the Board, an affirmative vote of two thirds of the members present at a meeting shall be required.

c. For all other matters, a majority vote of those members present at a meeting shall be required to adopt or reject a motion.

d. 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.

5. **Citizen Input** – Opportunities shall be provided for interested persons to address the ARC Board and its Policy Committees at the beginning of all meetings. The Board will abide by its adopted policy governing such citizen input.

6. **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.
7. **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.

I. **Committees** – The Commission shall have three categories of committees – Standing Committees, Policy Committees, and Ad Hoc Committees. The Board Chair or the Committee Chair may call a meeting of a committee as well as cancel a scheduled meeting. A quorum for an ARC committee meeting is a simple majority of the Committee members unless stated otherwise in the bylaws. All members shall have equal vote. No member shall be entitled to exercise a proxy vote.

1. **Standing Committees**
   a. **Governance Committee:**
      1) **Membership** – The Governance Committee shall consist of the Chair, the officers of the Board and the Chairs of the policy committees (Aging and Health Resources Committee; Community Resources Committee; Regional Transit Committee; Strategic Relations Committee; 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 removed or not re-appointed by the Chair.
      3) **Duties** – The duties of the Governance Committee shall include the oversight of all internal policy related issues including:
         a. To advise the Board on matters which are of general concern to the Commission.
         b. To advise the Board relative to legislation affecting Commission purposes, functions or duties.
         c. To make a recommendation to the ARC Chair regarding establishment or disbandment of committees.
         d. 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.
         e. To approve major changes in retirement and insurance programs for Commission employees at the request of the Executive Director, provided that such changes do not require expenditures in excess of amounts budgeted therefor.
         f. 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.
b. **Budget and Audit Review Committee:**

1) **Membership** – The Treasurer of the Board shall serve as Chair of this Committee. The Board Chair, subject to the approval of the Board, shall appoint four additional members of the Board 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 provide the Board a monthly Treasurer’s Report.
   b. 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.
   c. To review periodically the financial status of the Commission
   d. To receive and review the Commission’s annual audit.
   e. To review the annual work program and budget for consistency with long term financial plans of the Commission.

c. **Ethics Committee:**

1) **Membership** – The Chair of the Board shall appoint an Ethics Committee, chosen from among the members of the Commission, and consisting of the Secretary of the Board who shall serve as chair of the committee, a county commission chair or county CEO, a mayor, a member at large and another Board member chosen by the Board Chair.

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 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 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.
   b. 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.
   c. To receive and hear complaints of violations of the Standards of Ethical Conduct.
   d. To advise the Chairman of the Board of the disposition of all matters coming before the committee.
   e. To make an annual report to the Board of the issues considered during the previous year.
   f. To brief the Board at least annually as to the requirements of Standards of Ethical Conduct.
   g. To make recommendations to the Board for the adoption of any revisions to the Standards of Ethical Conduct.
2. **Policy Committees** – 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.

   a. **Aging and Health Resources Committee:**

      1) **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, shall appoint such other persons, who need not be members of the Board, 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 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.

      2) **Terms of Office** – The term of office of each Committee member shall be two years.

      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 Board or initiated by the Committee, and to lead discussion of those subjects by the Board.

         b. To review the progress of staff work.

         c. To review and transmit collaborative recommendations to the Board.

         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 and Health Resources division.

         e. To meet and confer with persons and groups wishing to bring matters to the attention of the Commission.

   b. **Community Resources Committee:**

      1) **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.

      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.

      2) **Terms of Office** – The term of office of each Committee member shall be two years.
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 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.

b. To review the progress of staff work.

c. To review and transmit collaborative recommendations to the Board.

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.

c. **Strategic Relations Committee:**

   1) **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.

   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.

   2) **Terms of Office** – The term of office of each Committee member shall be two years.

   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 Board or initiated by the Committee, 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.

   b. To review the progress of staff work.

   c. To review and transmit collaborative recommendations to the Board.

   d. To meet and confer with persons and groups wishing to bring matters to the attention of the Commission.
d. Regional Transit Committee:

1) **Membership** – Full participation on the Regional Transit Committee (RTC) as a voting member is contingent upon direct support for the operation of the RTC through cash or in-kind contributions. The eligible voting membership consists of the following:

   a. *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 he or she shall appoint another ARC Board member to the RTC, subject to Board approval.

   b. *Elected chair of the board of county commissioners or chief executive officer of each county and the mayor of the City of Atlanta* – For counties and the City of Atlanta that currently receive transit service through the Metropolitan Atlanta Rapid Transit Authority (MARTA) and/or the Georgia Regional Transportation Authority (GRTA), or are established as a direct recipient of Federal Transit Administration Section 5307 funds for the Atlanta Urbanized Area.

   c. *Board Chair or designated board member from MARTA, GRTA and the Georgia Department of Transportation (GDOT).*

   d. *Senior staff member from MARTA, GRTA, GDOT and ARC.*

   e. *Discretionary Appointments* – Others as appropriate as appointed by the ARC Chair.

   f. *Committee Chair* – The Chair of the Board, subject to the approval of the Board, shall also appoint the chair of the Regional Transit Committee from among the voting members of the Board serving on the Committee provided that the term of such appointment shall be for two years or 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.

2) **Terms of Office:**

   a. *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).

   b. *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 terms as public members of the ARC Board (if also serving on said Board) or terms in the member’s elected position (if not on the ARC Board).

   c. *Board Chair or designated board member from MARTA, GRTA and GDOT* – Terms of office shall be at the discretion of the applicable board and consistent with the term of office on that applicable board.

   d. *Senior staff member from MARTA, GDOT, GRTA and ARC* – Terms of office shall be at the discretion of that agency’s highest-ranking staff member and board Chair, and consistent with employment.

   e. *Discretionary appointments by the ARC Chair* – Terms of office shall be for two years.
3) **Duties:**

   a. RTC has the lead role in providing transit planning input in the regional transportation planning process. All RTC 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). Other actions of the RTC that are more operational in nature will be directed to the Commission or to transit operating agency boards, as appropriate.

4) **Quorum** – A quorum for the Regional Transit Committee shall consist of a simple majority of the voting membership.

**e. Transportation and Air Quality Committee:**

1) **Membership** – The membership of the Transportation and Air Quality Committee (TAQC) shall consist of the following:

   a. *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 he or she shall appoint another ARC Board member to the TAQC, subject to Board approval.

   b. *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.*

   c. *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.

   d. *Board Chair or designated board member from MARTA, GRTA and GDOT.*

   e. *Senior staff member from the Georgia Department of Transportation (Director of Planning) and the Georgia Department of Natural Resources, Environmental Protection Division (EPD).*

   f. *Discretionary appointments* – Others as appropriate as appointed by the ARC Chair.

   g. *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.
2) **Terms of Office:**

   a. *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).

   b. *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.

   c. *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.

   d. *Board Chair or designated board member from MARTA, GRTA and GDOT* – Term shall be at the discretion of the applicable Board and consistent with the term of office on that applicable Board.

   e. *Senior staff member from the Georgia Department of Transportation (Director of Planning) and the Georgia Department of Natural Resources, Environmental Protection Division (EPD)* – Term shall be at the discretion of that agency’s highest-ranking staff member and board Chair, and consistent with employment.

   f. *Discretionary appointments by the ARC Chair* – Term shall be at the discretion of the ARC Chair and reviewed annually.

3) **Duties:**

   a. Serves as the policy committee for the Atlanta Metropolitan Planning Organization which is designated for the Atlanta Urban Area pursuant to 23 USC Section 234 and its implementing regulations.

   b. Serves as the body to develop consensus among the Commission, MARTA, GDOT, GRTA and local transportation partners regarding metropolitan or multi-jurisdictional transportation-related policy matters potentially affecting the Atlanta Transportation Planning Area.

   c. Transmits recommendations directly to the Board.

4) **Quorum** – A quorum for the Transportation and Air Quality Committee shall consist of a simple majority of the Committee membership.

3. **Ad Hoc Committees**

   The Board Chair may establish ad hoc committees, such as Arts and Culture, to address specific topics on an as-needed basis.
J. ARC – Local Administrative Agency for Other Agencies

1. Atlanta Regional Workforce Board

a. 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 federal Workforce Investment Act. The ARWB is responsible for strategic planning, policy development, and oversight of the local workforce development system. The board oversees a system of services, including connecting workforce and economic development.

b. 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 counties that are members of the Workforce Investment Area. The Investment Area is designated by the Governor in accordance with the Workforce Investment Act and includes Cherokee, Clayton, Douglas, Fayette, Gwinnett, Henry and Rockdale counties.

c. Meetings – The Workforce Board meets once a quarter.

d. ARC role:
   1) ARC is the local administrative agency for the Workforce Board.
   2) The ARC Chair, subject to the approval of the Board, shall appoint at least three (3) members of the ARC Board to serve on the Workforce Board. Appointed ARC Board 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.
   3) The ARC Chair, subject to the approval of the Board, shall also appoint a co-chair for the Workforce Board from among the three appointed ARC Board members. The Workforce Board shall appoint a second co-chair from among its members.

2. 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 includes 15 counties and over 92 cities within the metro Atlanta region. Metro Water District Board members are selected by the Governor, Lieutenant Governor, and Speaker of the House.

c. ARC Role – The Atlanta Regional Commission provides staffing support to the Metro Water District pursuant to O.C.G.A. § 12-5-579. ARC has no role with respect to Metro Water District Board member appointment.
ARTICLE VII – 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. Agency Organization:
   a. Recommend the general organizational structure of the agency 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. Agency 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 the agency’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. Perform other duties as required or prescribed by the Board.

5. Serve as a member of the Pension Board of Trustees.

D. **Compensation** – The compensation package of the Executive Director shall be established by contract at the time of his or her appointment and shall thereafter be reviewed and established annually by the Governance Committee.

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.

**ARTICLE VIII - 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 Board. 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.
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 IX – 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.

I do hereby certify that the foregoing amended ARC Bylaws was adopted by the Atlanta Regional Commission on October 22, 2014; effective on January 1, 2015.

Robin L. Rutherford, ARC Assistant Secretary