

**RESIDENTIAL CARE FACILITIES FOR THE
ELDERLY AUTHORITY OF FULTON COUNTY**

BY - LAWS

ARTICLE I

OFFICES

1.1 The Residential Care Facilities for the Elderly Authority of Fulton County has been created in accordance with Georgia law (*Ga. L. 1980, p. 1466; Official Code of Georgia Annotated Section 31-7-110*), and activated by action of the Fulton County Commission. The Authority shall maintain offices in the Fulton County Administration Building or in such other place as may be designated by the Board of Directors.

ARTICLE II

DIRECTORS

2.1 The Directors of the Authority, after the initial term, shall be appointed by the Board of Commissioners of Fulton County for terms of six (6) years. They shall have full authority to conduct any and all business which the Authority is authorized by law to conduct.

2.2 The regular meeting of the Board of Directors shall be held on the third (3rd) Thursday in January of each year. Special meetings of the Board of Directors may be called by the Chairperson, or by a majority of the Directors. Each Director shall be given at least forty-eight (48) hours notice of any special meeting of the Board of Directors.

2.3 Whenever these By-Laws require any notice to be given to the Directors of the Authority, such notice may be given by mailing the same in writing to the last known address

of the Director by the close of business on the last business day preceding the date when notice is required to be given to the Directors, or by a telephone call to the business telephone of the Director during normal business hours.

2.4 Notice of any special or postponed meeting of the Board of Directors may be waived by instrument in writing. Attendance in person at any such meeting shall constitute a waiver of notice thereof and the vote of any Director approving the Minutes of any meeting of the Board of Directors shall be effective to the same extent as if such Director had been present at such meeting.

2.5 A majority of the Board of Directors shall constitute a quorum but no action shall be taken by the Board without the affirmative vote of a majority of the full membership of the Board.

2.6 All meetings of the Board of Directors shall be conducted in accordance with *Roberts' Rules of Order*, except where expressly provided to the contrary by the By-Laws or by other action of the Board of Directors.

ARTICLE III

OFFICERS

3.1 The Officers of the Authority shall consist of a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer, all of whom shall be members of the Authority.

3.2 All Officers shall be elected at the regular January meeting of the Board of Directors in each calendar year. Such Officers shall serve for a term of one (1) year, commencing with their election and thereafter until their successors are elected. In the event

that there shall be a failure to elect Officers at the first meeting aforesaid of Directors, Officers may be elected at any subsequent meeting of the Board.

3.3 The Chairperson of the Board of Directors shall have the authority to preside at all meetings of the Board of Directors and to call special meetings of the Board of Directors, as hereinbefore provided. The Chairperson shall have the authority to execute any and all documents on behalf of the Authority, including contracts and any other such documents. The Chairperson shall also perform such other duties as may be authorized by the Board of Directors.

3.4 The Vice-Chairperson of the Board of Directors shall preside at meetings in the absence of the Chairperson and shall be authorized to perform all functions of the Chairperson in his or her or her absence. In the event that the Chairperson shall resign as such or shall cease to be a member of the Authority, the Vice-Chairperson shall become Acting Chairperson until the next meeting of the Board of Directors at which time a successor shall be chosen for the Chairperson.

3.5 The Secretary shall be charged with keeping custody of the Minutes of the meetings of the Directors and the Seal of the Authority, and shall perform such other duties and shall have such other powers as may from time to time be authorized by the Board of Directors.

3.6 The Directors are authorized to appoint assistants to the Officers who shall perform such duties as may be delegated to them. Such assistants need not be Directors of the Authority.

ARTICLE IV

SEAL

4.1 The Seal of the Authority shall be in such form as the Board of Directors may from time to time determine. In the event that it is inconvenient or difficult to use such a seal at any time, the typed name of the Authority followed by the word "*SEAL*", enclosed in parentheses or scroll, shall be deemed the seal of the Authority. The Seal shall be in the custody of the Secretary, or the Secretary's assistant, and affixed to official documents of the Authority which have been executed by order of the Board of Directors.

ARTICLE V

AMENDMENT

5.1 These By-Laws may be amended by the affirmative vote of a majority of the Directors at two (2) consecutive meetings of the Authority. Written notice of the substance of any change in the By-Laws must be given to each member of the Board of Directors at least seven (7) days prior to the meeting where initial action is to be taken.