

BY-LAWS OF THE CLAYTON COUNTY LAND BANK  
EFFECTIVE AS OF: August 19, 2021

**ARTICLE I  
NAME AND DESCRIPTION**

The Clayton County Land Bank, (the "Land Bank") is a public body corporate and politic created under the laws of the State of Georgia, including O.C.G.A. § 48-4-100 *et seq* (hereinafter, the "Georgia Land Bank Act"), created to carry out the purpose and functions set out in these by-laws. The office address of the Land Bank is Century Plaza I, 2987 Clairmont Road, Suite 350, Atlanta, Georgia 30329.

**ARTICLE II  
PURPOSE**

The mission of the Land Bank is to allow Clayton County and its Municipal Partners in the Land Bank, to wit, the City of College Park, the City of Forest Park, the City of Morrow, the City of Lovejoy, the City of Riverdale, the City of Jonesboro, and the City of Lake City (hereinafter "Land Bank Members")<sup>1</sup>:

- A. To foster the public purpose of returning property, which is in a non-revenue generating, non-tax producing status to an effective utilization status in order to provide housing, new industry and jobs for the citizens of the County.
- B. To acquire title to certain vacant, abandoned, tax delinquent and other properties which it will in turn inventory, classify, manage, maintain, protect, rent, lease, repair, insure, alter, sell, trade, exchange or otherwise dispose of under such terms and conditions as determined in the sole discretion of the Land Bank Board.
- C. In conjunction with the school district of Clayton County, to extinguish past due tax liens from property foreclosed upon by the Land Bank Members in their tax collection capacities.

**ARTICLE III  
BOARD OF DIRECTORS**

- A. Powers; Number of Directors; Advisors

The affairs and activities of the Land Bank shall be managed and controlled, and its powers exercised by a Board of Directors (the "Board"). The Board, which currently contains eleven (11) Directors, must consist of an odd number of Directors between five to eleven (5-11). The members of the Board shall be appointed as follows: Four (4) members appointed by the Clayton County

---

<sup>1</sup> Land Bank Members are defined in the Georgia Land Bank Act and include "the local governments that are parties to the intergovernmental contract or resolution creating a land bank and the local governments that join a land bank subsequent to its creation." O.C.G.A. § 48-4-102(5).

Board of Commissioners, and one (1) member appointed by the City Councils of each of the remaining Land Bank Members.

In addition to the members of the Board, there shall be one (1) person appointed by the Clayton County School Board District hereinafter referred to as an "advisor." The advisor shall serve in an advisory capacity and shall also serve as the liaison between the membership of the authority and the school district. The advisor shall not have any voting power nor shall their presence be considered in determining whether a quorum is present. Additionally, the Clayton County Tax Commissioner shall serve as an advisor to the Board.

**B. Removal**

A Director may be removed from the Board by a two thirds (2/3) majority vote of the Board, such vote to be held at a meeting of the Board, for: (i) conviction of a Director of a felony or misdemeanor involving moral turpitude; (ii) absence by a Director from three (3) consecutive regular Board meetings without satisfactory explanation; and (iii) any other cause or reason agreed upon by a two-thirds (2/3) majority vote of the Board.

**ARTICLE IV  
MEMBERSHIP OF THE BOARD**

**A. Representation of Public Officials or their Appointees**

These Directors shall be either elected officials or be appointed by the elected officials of the Land Bank Members. The members shall be appointed as follows: four (4) members appointed by the Clayton County Board of Commissioners, and one (1) member appointed by the City Councils of each of the remaining Land Bank Members. If these Directors are not public officials themselves, they shall represent the elected officials by whom they were appointed at meetings of the Board or of its various committees. The Land Bank shall receive such appointments and officially confirm the individuals as Directors.

**B. Terms and Compensation of Members**

Each Director shall serve at the pleasure of the respective appointing authority and shall serve without compensation. Each Director at the election of his/her appointing authority may serve an unlimited number of terms. The initial Directors shall serve in accordance with the Land Bank Member creating resolutions for staggered terms. All subsequent board appointments and re-appointments shall be for terms of four (4) years.

**C. Qualifications of Members**

The Directors shall either be residents of the Land Bank Members, or they shall be employees of Clayton County or the remaining Land Bank Members. In addition, all Directors appointed to the Board shall be persons who have at least five (5) years of experience or education in urban planning, community development, real estate, law, finance, or related areas. The requisite five (5) years of experience may be satisfied by a combination of experience and education.

D. Vacancies on the Board

A vacancy on the Board created by death, resignation, disqualification, expiration of term or through termination at the pleasure of the appointing authority, shall be filled as soon as practicable but not to exceed thirty (30) days following its occurrence. Further, the vacancy shall be filled for the remainder of the unexpired term in the same manner as the original appointment.

**ARTICLE V  
MEETINGS OF THE BOARD**

A. Annual Board Meeting

The annual meeting of the Board shall be the third Thursday in October of each year, unless otherwise scheduled in the discretion of the Board.

B. Regular Board Meetings

The Board shall meet from time to time as necessary, in person or virtually in accordance with law and public health guidelines. The frequency in scheduling to be determined in the discretion of the Board pursuant to the following minimum guidelines: (i) the Board shall meet a minimum of four times per year; (ii) Directors and advisors shall receive a minimum of ten (10) days written notice; (iii) Public notice shall be given in accordance with the applicable provisions of the Georgia Open Meetings Act.

C. Meetings Open to Public

All meetings of the Board (annual, regular and special) shall be open to the public, except as otherwise provided by Chapter 14 of Title 50 of the official Code of Georgia.

D. Notices of Meetings

Notice of each meeting, stating its date, time and place, shall be given by written notice to each Director at least ten (10) days prior to the meeting, properly addressed to such Director at his/her address as shown in the records of the Land Bank or via the email address shown in the records of the Land Bank.

E. Quorum and Voting Requirements

Subject to the requirements of the Georgia Land Bank Act which require approval by a majority of the full Board of Directors on certain items including, for example, the adoption of by-laws and the adoption or amendment of the annual budget, the presence of six members shall constitute a quorum for action concerning administrative issues. Approval by a majority of the Board attending a meeting shall be necessary for any administrative acts which will be taken by the Land Bank. The presence of the advisor is not required for a quorum.

F. Records of Meetings

A written record (hereinafter "Minutes") shall be maintained of all meetings by the Chairperson or the Chairperson's designee. Within five (5) days following any meeting of the authority wherein meeting Minutes were approved, the Minutes shall be transmitted to the office of the Clerk of the Board of Commissioners of Clayton County. The minutes of all meetings shall be transcribed by the Secretary, ratified by the members at the next meeting, and posted on the Land Bank website.

H. Parliamentary Procedures

The Board shall utilize the most recent Robert's Rules of Order to determine parliamentary procedures unless specific procedures to the contrary are established by the Board. The Board may elect a parliamentarian from its membership upon a Board motion and majority vote to that effect.

I. Voting

All balloting of the Directors shall be open, except that secret ballots, upon approval of a motion to that effect, may be taken for the appointment or confirmation of key staff members. Proxy voting by Directors is prohibited.

**ARTICLE VI  
OFFICERS OF THE BOARD**

A. Officers Generally

The officers of the Land Bank shall be a Chairperson of the Board, a Vice Chairperson, a Secretary, a Treasurer, and such other officers as the Board may appoint.

B. Chairperson

The Chairperson of the Board shall be the Chief Executive Officer of the Land Bank and shall preside at meetings of the Directors when present. The Chairperson's duties shall include the execution of all deeds, leases and contracts to the authority when authorized by the Board, and such duty may be delegated to the Land Bank General Counsel, or Executive Director in the discretion of the Board.

C. Vice Chairperson

The Vice Chairperson shall perform such duties as may be assigned to him/her by the Chairperson and in the absence of the Chairperson.

D. Secretary

The Secretary shall attest to the signature of the Chairperson and shall be responsible for taking, keeping and filing the minutes in accordance with the provisions of the bylaws.

**ARTICLE VII  
PROVISIONS FOR STAFFING AND RETENTION OF OUTSIDE SERVICES**

A. Employment and Compensation of Staff and Outside Consultants

In accordance with the Georgia Land Bank Act and appropriate approval of the Land Bank Members, the Land Bank may employ or otherwise contract for any services of any staff deemed necessary to carry out the duties and responsibilities of the Land Bank. Such staff may be employed as employees of the Land Bank, or the services of such staff may be retained pursuant to agreements with the Land Bank Members, or other public or private entities. In the absence of an executive director, the Land Bank may delegate responsibility for day-to-day operations including, but not limited to, coordination with Land Bank members for data collection, maintenance of land bank properties, tax extinguishments, municipal transfers and other property conveyances, to the office of the Land Bank General Counsel. Such delegation is subject to the oversight of the Board of Directors and the requirements of the Land Bank policies and procedures.

B. Support from Land Bank Members

In addition, the Land Bank Members shall provide support services from the following departments that may include, but are not limited to:

**Clayton County Tax Commissioners Office/Municipal Revenue Collection Administrator**

Identify Tax delinquent properties.

Provide statistical annual summary of revenue brought in directly through efforts of the Land Bank.

Coordinate access to their data bases.

**Clayton County Tax Assessors Office**

Provide access and coordinate access to their CAMA data base. Assessment and evaluation consultation.

**Clayton County Department of Buildings and Grounds & Land Bank Members' Departments of Public Works**

Maintenance of land banked properties in unincorporated Clayton County and in the Cities.

**ARTICLE VIII  
FUNDING AND EXPENDITURES**

A. Budget Contributions

The Land Bank Members may contribute to the annual Land Bank budget in such manner as approved by the Land Bank Members.

B. Establishment of Budget

The Board shall prepare annually a budget for the Land Bank. The Board shall review and approve a budget for the Land Bank immediately preceding each Fiscal Year.

C. Management of Funds

The Land Bank shall in its sole discretion and within its budget expend such funds as necessary to carry out the powers, duties, functions and responsibilities of a Land Bank under the Georgia Land Bank Act consistent with these by-laws.

D. Financial Statements or Reports.

The Land Bank shall cause to be prepared, at the Land Bank's expense, audited financial statements (balance sheet, statement of revenue and expense, statement of cash flows and changes in fund balance) on an annual basis. Such financial statements shall be prepared in accordance with generally accepted accounting principles and accompanied by a written opinion of an independent certified public accounting firm.

**ARTICLE IX  
LAND BANK ACQUISITION AND MAINTENANCE POWERS**

A. Inventory and Analysis of Properties

The Board shall collect and receive data from public, private, professional and volunteer sources to compile an inventory and analysis of desirable properties for acquisition.

B. Acquisition by Land Bank of Properties

The Land Bank shall hold in its name all properties conveyed to it by the Land Bank Members, all tax delinquent properties acquired by it pursuant to these by-laws, the Georgia Land Bank Act, and the resolutions establishing the Land Bank, and all properties otherwise acquired. The Land Bank may acquire property to be held in its own name by instigating the following actions:

1. Except as otherwise provided under the Georgia Land Bank Act or the resolutions creating the Land Bank, the Land Bank may acquire by gift, devise, transfer, exchange, foreclosure, purchase or otherwise, real property or personal property, or rights or interests in real or personal property, on terms and conditions and in a manner the Board considers is in the best interest of the Land Bank. The Land Bank may purchase real property by purchase contract, lease contract or otherwise. The Land Bank may acquire real property or rights or interests in real property for any purpose the Land Bank considers necessary to carry out the purposes of the Land Bank Act.
2. The Land Bank shall have the power to obtain the Title to any property previously acquired by the Land Bank Members, and the Land Bank Members agree that each shall reserve unto itself the sole discretion to determine which properties would be offered to the Land Bank. Further, the Land Bank Members agree upon acceptance by

the Land Bank of such properties, to cause appropriate deeds to be executed vesting title in the Land Bank.

3. The Land Bank may bid on and acquire title to real property in judicial and non-judicial tax enforcement proceedings in accordance with Section 48-4-112 of the Georgia Land Bank Act, or such other general, special or local laws as may be applicable to the property tax enforcement procedures of the Land Bank Members. The Land Bank may negotiate the acquisition of tax executions in accordance with Section 48-4-112 of the Georgia Land Bank Act or such other general, special, or local laws as may be applicable to the property tax enforcement procedures of the Land Bank Members.
4. The Land Bank shall have full discretion to accept donations of property and to enter into negotiations with persons offering to sell property. Such procedures may include the imposition of "processing fees" to cover the costs of title examinations or other related expenses.

C. Administration by Land Bank of Properties

The Land Bank shall administer the properties acquired by it as follows:

1. All property acquired by the Land Bank shall be inventoried; and the inventory shall be maintained as a public record and posted on the Land Bank website.
2. The Land Bank shall organize and classify the property on the basis of suitability for use.
3. The Land Bank shall provide for the maintenance of all property held by it in accordance with applicable laws and codes; and
4. The Land Bank shall have the power to manage, maintain, protect, rent, lease, repair, insure, alter, sell, trade, exchange, or otherwise dispose of any property on terms and conditions determined in the sole discretion of the Land Bank and in accordance with applicable law.
5. The Land Bank may assemble tracts or parcels of property for community improvement or other public purposes, and to that end may exchange parcels and otherwise effectuate with any person the purpose determined by the Board.
6. The acquisition and disposal of property by the Land Bank shall not be governed or controlled by any regulations or laws of the Land Bank Members unless specifically provided herein.

D. Review of Standards, Priorities and Procedures

During its first meeting each year, the Board shall set priorities for the processing of properties based on factors such as staff availability, the number of outstanding properties being monitored by the Land Bank, and potential need or demand for Land Bank properties.

**ARTICLE X  
TAX EXTINGUISHMENT POWERS OF THE LAND BANK**

Subject to the notice provided to school districts pursuant to Section 48-4-112(a) of the Georgia Land Bank Act, and by resolution of the Board, the Land Bank may discharge and extinguish real property tax liens and claims owed to one or more of the Land Bank Members that encumber real property owned by the Land Bank.

**ARTICLE XI  
CONVEYANCE OF PROPERTY BY THE LAND BANK**

A. Criteria for Conveyance

Requests for property shall be awarded according to criteria determined in the discretion of the Land Bank subject to the following priority considerations:

1. To governmental entities for parcels that are within their jurisdiction;
2. To other entities submitting proposals that promote economic development and will return the property to tax-generating status;
3. To projects that support neighborhood revitalization which may include acquisition, demolition, and construction of structures on the subject property that assist the local governments in revitalizing neighborhoods;
4. To support the production or rehabilitation of housing, including market rate housing and housing for persons with low or moderate incomes, with such definitions established by the Board of Directors on an annual basis;
5. To support conservation, including the preservation and re-use of land for environmental conservation, community gardens, and other greening purposes, and to mitigate the potential effects of climate change; and
6. Other community improvement and economic development purposes.
7. These priorities shall not preclude the Land Bank from assembling tracts or parcels of property for community improvement or other public purposes.

Proposed projects that meet income eligibility guidelines will be further evaluated on the basis of experience and qualifications including financial strength and proven ability to construct/rehabilitate quality units at moderate cost.



## B. Establishing Sales Price

Pursuant to O.C.G.A. § 48-4-109 (d-e), the Land Bank shall have full discretion in determining the sales price of the property.

## C. Disbursement of Sales Proceeds

The proceeds, if any, from any sale of Land Bank property, shall be allocated as determined by the Board among the following priorities:

1. Furtherance of Land Bank operations;
2. Recovery of Land Bank expenses;
3. Remitter to the tax commissioner for distribution to the appropriate taxing entity in proportion to and to the extent of their respective tax bills and costs.

## **ARTICLE XII DEVELOPMENT OF PROPERTIES CONVEYED BY THE LAND BANK**

### A. Creation of Development Regulations

The Land Bank may create and revise regulations for development of property conveyed by the Land Bank based on the property's current condition, zoning status, location and dimensions.

### B. Time Limits for Development

To protect against long term speculation by grantees of Land Bank Property any conveyance of property by the Land Bank may be structured in a manner that permits the Land Bank to enforce contractual agreements, real covenants and the provisions of any subordinate financing held by the Land Bank pertaining to development and use of the Real Property.

### C. Extension of Time Limits for Development

The Land Bank, in its discretion, may upon a majority vote of the Board grant extensions or exceptions to conveyance agreements including requirements for development and use of Real Properties conveyed by the Land Bank.

## **ARTICLE XIII AMENDMENT OF BY-LAWS**

In accordance with the Georgia Land Bank Act section 48-4-104(i)(1), these by-laws may be amended upon approval of a majority of the entire board membership at any regular meeting of the Directors after notice of such proposed amendment has been given at least one regular Board

meeting prior to such meeting. Notification of such changes in the by-laws shall be made to any funding agency requiring such notification.

**ARTICLE XIV  
DISSOLUTION OF LAND BANK**

In the event that this Land Bank should for whatever reason be dissolved, the Directors shall comply with all state and local laws pertaining to such dissolution and shall comply with all pertinent and current regulations, directives and requirements of funding sources in terms of closeout procedures, timetables and disposition of property and assets.

In the event this Land Bank is terminated by agreement of the Land Bank Members, the Land Bank shall dissolve and conclude its affairs in a manner provided in the Georgia Land Bank Act and the Land Bank Member resolutions creating and governing the Land Bank.

**ARTICLE XV  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Pursuant to the provisions of the laws of the State of Georgia pertaining to Land Banks including the Georgia Land Bank Act, no member of the Board shall be personally liable to the land Bank or its members for monetary damages for breach of fiduciary duty or any other duties as a Director; provided, however, that this Article XV shall in no way eliminate or limit the liability of a Director: (i) for any appropriation, in violation of his/her duties, of any business opportunity of the Land Bank; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the Director derived an improper personal benefit.

**ARTICLE XVI  
FISCAL YEAR**

The fiscal year of the Land Bank shall be from January 1 to and through December 31.