

BYLAWS
LUMPKIN COUNTY DEVELOPMENT AUTHORITY,
LUMPKIN COUNTY, GEORGIA

ARTICLE I
NAME AND PURPOSE

Section 1. Name. The name of this body shall be the Development Authority of Lumpkin County (the "Authority")

Section 2. Purpose. The purpose of the Authority is to promote and provide for economic development in Lumpkin County. The Authority will enrich local employment, the county tax base and business opportunity while honoring the history, natural beauty and character of Lumpkin County. The Authority serves non-profit and public purposes and is an institution of purely public charity.

Section 3. Effective Uses. The Authority is most effectively used when its financing and project administration abilities are reserved for unusual endeavors which include: 1) complex, unique or special projects which the Authority can concentrate on to the exclusion of other things, 2) enterprises which are essentially entrepreneurial and beyond the range of functions of local government, and 3) public/private partnerships.

Section 4. Legal Authority. The Authority is enabled by and subject to Chapter 62, Title 36 of the Code of Georgia, and was created by resolution of the Lumpkin County Board of Commissioners on March 7, 1974.

ARTICLE II
DIRECTORS AND SERVICE

Section 1. Appointments. The business and affairs of the Authority shall be conducted by a board of not less than seven and not more than nine directors, who shall be appointed by the Lumpkin County Board of Commissioners (the "Commissioners"). The Commissioners may appoint no more than one member of the Commission as a director.

Section 2. Terms. Directors shall be appointed for a four-year term or to fulfill an **unexpired term** and terms shall coincide with established terms for Seats 1-9.

Section 3. Qualifications. Directors shall be taxpayers whose legal residence is Lumpkin County.

Section 4. Conditions of Service. No director shall receive compensation for services, but may be reimbursed for reasonable expenses incurred in the performance of director duties. Directors must sign an Oath of Office adopted by the Authority, and be bound by the Lumpkin County Code of Ethics as well as these Bylaws.

Section 5. Director Resignation. Any director may resign by giving notice in writing to the Chair of the Authority and the Commissioners. Such resignations take place as specified in the resignation and upon acceptance by the Commissioners.

Section 6. Director Removal. A director who is absent from three consecutive regular meetings without proper cause shall be subject to removal. A director who conducts themselves in such a fashion as to jeopardize the good public standing of the board is also subject to censure, as well as removal. The director may be removed by a majority vote of the Authority, and this action is subject to approval by the Commissioners.

Section 7. Vacancies. A seat on the Authority board shall be considered vacant upon the expiration of a term, resignation, death, or removal of a member. At the end of any term of office, if a successor has not been appointed, the director whose term of office has expired shall continue to hold the office until his successor is appointed. Any person appointed to fill the unexpired term of a director shall serve to the end of the unexpired term.

Section 8. Conflict of Interest. Directors shall not use their position to influence the Authority's decisions or discussions where they have a material financial interest; or where there is an organizational responsibility or personal relationship interest which may result in a real or apparent conflict of interest. Directors shall disclose investments, interest in real property or businesses, and sources of income or gifts that may present a conflict of interest. The Authority's determination of conflict of interest regarding a director's financial, organizational or personal interest shall be final and not subject to review.

Section 9. Business with a Director. The Authority may purchase from, sell to, borrow from, loan to, contract with, or otherwise do business with a director or any organization or person with which a director has a substantial interest or involvement provided the director: 1) disclose the interest in advance to the board and have such recorded in the minutes, 2) not be present at that portion of an Authority meeting during discussion or decision on the matter and 3) not participate in any Authority decision relating to the matter, as per provisions in Chapter 62, Article 1, 36-62A-1 of the Code of Georgia. A "substantial interest or involvement" shall mean any interest or involvement which reasonably may be expected to result in a direct financial benefit to such director, as determined by the Authority, whose determination shall be final and not subject to review.

Section 10. Confidentiality. No board member shall disclose, either during or after tenure, any confidential information obtained as a result of having served on the Authority, without first having obtained the consent of the Authority.

ARTICLE III MEETINGS

Section 1. Regular Meetings. The Authority shall meet at a regular time and place established by resolution of the Authority. Notice of this meeting, as well as other public meetings of the Authority, shall be posted in a conspicuous public place at the regular meeting place. All meetings and activity of the Authority are subject to the Georgia Open Meetings and Open Records law.

Section 2. Called Meetings. The Chair of the Authority may call a Special Meeting of the Authority, and directors, the public, and the local legal organ shall be given 24 hours notice of this meeting. Any standing committee of the Authority, such as an Executive Committee, may be called by the Chair of the Authority or the Chair of the Committee, and this shall require 24 hours notice to committee members, the public and the local legal organ. No action of any committee or its members shall be binding upon the Authority until such committee actions have been approved by the Authority.

Section 3. Closed Meetings. The Chair may call for a closed executive session of the Authority, and no notice is required. Voting on issues discussed in closed executive session must be made by reopening the meeting to the public or made at a future public meeting.

Section 4. Annual Meeting. At the first meeting of each calendar year, the Authority shall conduct an annual meeting to establish officers and make financial and operational reports and recommendations necessary for the conduct of the Authority's annual affairs.

Section 5. Quorum. A majority of members shall constitute a quorum for the transaction of business. A majority is defined as a majority of the legal appointments of directors in effect at the time in which the meeting is called. Any unappointed, vacant or expired seats shall not count towards a majority.

Section 6. Parliamentary Procedure. The most current edition of Roberts Rules of Order shall govern the conduct of meetings of the Authority.

Section 7. Minutes. Minutes of a regular, special or standing committee meeting must be recorded. Minutes must be made available to the public after they have been approved by the Authority, but no later than immediately following the next regular meeting. Minutes must include the names of the members present at the meeting, a description of each motion or other proposal made and a record of all votes. For a closed executive session, minutes are not required unless land acquisition is discussed, but the reason for closing the open meeting must be reflected in the open meeting minutes.

Section 8. Telephonic participation. Upon a motion by the Chair which is duly seconded and approved by a majority of Directors present, a director may participate in discussion and voting telephonically, and shall be considered to have been present at the meeting.

ARTICLE IV OFFICERS

Section 1. Officers. Officers of the Authority shall be a Chair, Vice Chair, Secretary and Treasurer, who shall constitute an Executive Committee. No members shall hold more than one office at a time. The Executive Committee shall meet as needed and particularly in situations requiring timely or urgent actions from the Authority.

Section 2. Election and Tenure. All officers of the Authority shall be directors of and selected by the Authority at the Annual Meeting held in January each year. During the last meeting of the Authority each year, nominations shall be made for officers for the upcoming year. Nominations from the floor may also be made at the Annual Meeting. Officers shall be elected by a majority of directors. New officers shall assume office immediately upon election. Officers shall serve for one year and may be re-elected to the same office for no more than two consecutive years. At least one year must expire before a member is re-elected to an office previously held.

Section 3. Replacement. Upon the resignation or otherwise departure of an officer, the Authority directors shall nominate and elect a replacement officer during a duly called meeting.

ARTICLE V OFFICER DUTIES

Section 1. Chair. The Chair shall be the principal officer of the Authority and shall preside at all meetings. The Chair shall have the authority to sign and execute on behalf of the Authority all documents, notes, contracts and obligations authorized by the Authority. The Chair shall appoint committees and committee chairs as may be necessary. The Chair shall be a member of all committees, except the nominating committee. The Chair, or its designee, shall be responsible to the Commissioners for reports and information on the Authority.

Section 2. Vice-Chair. The Vice-Chair shall perform duties such as may be assigned by the Chair. In the absence of the Chair, or in the event of the disability, inability or refusal to act of the Chair, the Vice-Chair shall perform the duties of the Chair.

Section 3. Secretary. The Secretary shall provide for the keeping and reporting of the minutes of meetings of the Authority. The Secretary shall give appropriate notices in accordance with the bylaws and as required by law. The Secretary shall act as custodian of Authority records as well as the Seal of the Authority.

Section 4. Treasurer. The Treasurer shall have general oversight and supervision of the finances of the Authority. The Treasurer shall have the responsibility of keeping financial records and accounts. The Treasures shall review the Authority's Annual Audit and Annual Budget. The Treasurer shall make reports to the Authority as to its financial condition.

Section 5. Assignment of Duties. The Chair of the Authority may assign other duties to any officer from time to time. Officer duties may be designated to executive or administrative personnel by the Authority as is practical to conduct the daily affairs of the Authority. The Authority may hire, contract or otherwise engage professional, legal and other assistance as needed.

ARTICLE VI EXECUTIVE DIRECTOR

Section 1. Duties. The Executive Director shall be the primary administrative and executive officer for the Authority. The Executive Director is a non-voting member of the Authority as well all other committees. The Executive Director shall serve as advisor to the Chair and assist the Authority with issues, policies, reports, information, committees, and actions as needed according to the policies and regulations of the Authority. The Executive Director shall be responsible for hiring, discharging, directing and supervising employees and agents of the Authority. The Executive Director, with the Treasurer, shall prepare an Annual Budget for approval by the Authority in its Annual Meeting.

Section 2. Employment. The Executive Director shall be hired by the Authority. The performance and compensation of the Executive Director shall be reviewed annually by the Executive Committee. The Executive Director may only be terminated by a majority vote of the Authority.

Section 3. Spending Authority. The Executive Director shall have authority for expenditures of up to \$2,500 within amounts authorized in the Annual Budget. Disbursements made by check over \$2,500 must be co-signed by both the Executive Director and a member of the Executive Committee.

ARTICLE VII BYLAWS, SEAL, TITLE CONVEYANCE

Section 1. Bylaw Amendments. The Bylaws of the Authority may be altered or amended by a two-thirds majority vote at any meeting of the Authority. Proposed changes shall be submitted in writing to all directors thirty (30) days prior to the meeting at which such amendments will be considered.

Section 2. Seal. The seal of the Authority shall consist of an impression bearing the words DEVELOPMENT AUTHORITY OF LUMPKIN COUNTY, GEORGIA, around the perimeter and the word SEAL in the center.

Section 3. Conveyance of Title. Upon the action of the Authority resolving to convey title or take title to real property, the signature of the Chair, or Vice Chair in place of the Chair, as well as the signature of a second officer shall be required.

**ARTICLE VIII
ASSOCIATE MEMBERS**

Section 1. Associate Members. The Authority may include in its meetings and activities persons known as Associate members who shall be non-voting members representing governments, agencies or institutions in Lumpkin County. Associate Members may participate in Authority discussions and activities, provide reports from their respective agencies and serve on Authority committees, subject to approval by the Chair. The Authority may create or disband associate memberships as deemed necessary.

Section 2. Associate Membership. Associate members may include, but are not limited to, representatives from Lumpkin County Board of Commissioners; Lumpkin County Government; Lumpkin County Schools; Lumpkin County Water and Sewer Authority; City of Dahlonega; North Georgia College and State University; Dahlonega/Lumpkin Chamber of Commerce.

Section 3. Obligations. Associate members are afforded regular participation in the Authority's public meetings and discussions, and may thereby contribute information and exercise influence in these discussions. As such, Associate Members shall agree to be bound as are Directors by the rules as they apply regarding Conflicts of Interest and Confidentiality as recorded in these Bylaws.

The foregoing Bylaws were adopted by the Lumpkin County Development Authority this 10th day of May, 2005.

By: _____
Chair of the Authority

Attest:  _____
Secretary to the Authority

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By: [Signature]
Chair of the Authority

Attest: [Signature]
Secretary to the Authority