

BY-LAWS

BLECKLEY-COCHRAN INDUSTRIAL DEVELOPMENT AUTHORITY 2008

Article I NAME, PURPOSE, AND POWERS

Section I. Name. The name of this body shall be the **Bleckley-Cochran Industrial Development Authority.**

Section II. Purpose. To encourage and promote the development of industrial agricultural recreation and trade facilities in Bleckley County and to make long range plans therefore, so as to relieve in so far as possible, unemployment within its boundaries.

Section III. Powers. The Authority shall be vested with all such powers that may be necessary to enable it to accomplish its purposes and all such powers shall be exercised for the benefit of the citizens of Bleckley County and the state of Georgia. The authority and powers of **Bleckley-Cochran Industrial Development Authority** are outlined in Resolution Act No. 126 of the 1966 session of the General Assembly (GA L 1966 pg1042) and was continued in effort by an act approved February 18, 1987 (GA L 1987 pg 3558).

Article II MEMBERS

Section I. Members. The Authority shall consist of the Commissioner of Roads and Revenues of Bleckley County, the Mayor of the City of Cochran, the Chief Executive Officer of the State Bank of Cochran, the Chief Executive Officer of Cook Banking Company (Citizens' Bank), the President of the Bleckley Development Corporation, the President of the Bleckley County Farm Bureau, one member to be appointed by the Commissioner of Roads and Revenues of Bleckley County and one member to be appointed by the Mayor of the City of Cochran. Unless and until the corporate existence of the Cochran-Bleckley Development Corporation and the Bleckley County Farm Bureau is reinstated pursuant to code section 14-2-1422 of the O.C.G.A. (as such code section non-exists, is here after amended, or is replaced with another law relating to the reinstatement of administratively dissolved corporations), the membership position on the authority which would be held by the presidents of the Cochran-Bleckley Development Corporation, and the Bleckley County Farm Bureau, if they are in existence, shall be deemed vacant and such vacancy shall be filled by a majority of the other members of the authority and shall be lawful members of the authority until such time that the corporate existence of the Cochran- Bleckley Development Corporation and the Bleckley County Farm Bureau shall be terminated or reinstated. All members, except those appointed by the Commissioner of Roads and Revenues of Bleckley County and the Mayor of the City of Cochran, shall hold office as members of the Authority concurrent with their respective terms of office in the position designated herein. The appointed members shall serve for a term of two (2) years each and until

their successors are appointed and qualified. Vacancies for unexposed terms of appointed members, shall be filled by the Commissioner of Roads and Revenues of Bleckley County and the Mayor of the City of Cochran in the same manner as appointments. The appointed members shall be eligible for reappointment. A majority of the members of the Authority shall constitute a quorum and a majority may act for the Authority in any matter. No vacancy shall impair the power and authority to act. Any vacancies except those of the members appointed by the Commissioner of Roads and Revenues of Bleckley County and the Mayor of the City of Cochran, shall be filled by a majority of the remaining members.

Section II. Resignation or Removal. Any member may resign at any time by giving notice to the chairperson, vice-chairperson, or to the secretary/treasurer of the Authority, along with any other notice required by the Development Authorities Law. Such resignation shall take effect on the date of receipt or at any later time specified in the resignation.

Section III. Vacancies. Vacancies on the Board of Members due to death, resignation, or otherwise, shall be filled as outlined above.

Article III OFFICERS

Section I. Officers. The officers of the Authority shall be a chairperson, a vice-chairperson, and a secretary/treasurer and an assistant secretary/treasurer.

Section II. Election and Tenure. All Officers of the Authority shall be members of and elected from the board of members by the board at the regular meeting held in January. During the month of December, the nominating committee shall submit to each individual member, in writing, a slate of candidates for nomination as officers. Other nominations may be received from the floor at the January annual meeting of the board, which may be a regular meeting of the Authority. Each elected officer shall take office at midnight on the day of his/her election, and shall serve for a period of one (1) year or until his/her successor shall be duly elected and qualified to serve.

Section III. Resignation and Removal. Any officer may resign at any time by giving written notice to the chairperson or to the secretary. Such resignation shall take effect on the date of receipt or at any later time specified in the notice of resignation. Any officer may be removed at any time by the affirmative vote of two-thirds (2/3 rds.) of the board at any regular or special meeting called for that purpose.

Article IV DUTIES OF OFFICERS

Section I. Chairperson. The chairperson shall be the principal executive officer of the Authority and shall preside at all meetings of the board. The chairperson shall be an ex-officio member of all committees of the board, except the nominating committee. The chairperson shall also perform all duties incident to the office of chairperson and such other duties provided in the By-Laws and as may be prescribed by the board from time to time. The chairperson shall have the

authority to sign and execute on behalf of the Authority all documents that the board has authorized, or as may be authorized by law.

Section II. Vice-Chairperson. The vice-chairperson shall perform such duties as may be assigned to the vice-chairperson by the board or the chairperson. In the absence of the chairperson or in the event of his/her disability, inability or refusal to act, the vice-chairperson shall perform the duties of the chairperson with the full powers of, and subject to the restrictions upon, the chairperson. The vice-chairperson shall also have such powers and perform such duties as are specifically imposed upon him/her by law and as may be assigned to him/her by the authority or the chairperson. In the absence of the chairperson, the vice-chairperson shall have the authority to sign and execute on behalf of the Authority, all documents that the board has authorized, or as may be authorized by law.

Section III. Secretary/Treasurer. The secretary/treasurer shall provide for the keeping of the minutes of all meetings of the Board. The secretary/treasurer shall give or cause to be given, appropriate notices in accordance with these By-laws or as required by law, and shall act as custodian of all Authority records and reports and of the seal, assuring that it is affixed, when required by law, to documents executed on behalf of the Authority. The secretary/treasurer shall perform all duties incident to the office and such other duties as may be assigned from time to time by the chairperson or the board. In the absence of the chairperson and vice-chairperson, or in the event of their concurrent disability, inability, or refusal to act, the secretary/treasurer shall perform the duties of the chairperson with the full power of, and subject to restrictions upon, the chairperson. This power shall also include the right to sign all documents on behalf of the Authority that the Authority has authorized.

The secretary/treasurer shall keep full and accurate amount of receipts and disbursements in the books belonging to the Authority, and shall deposit all monies and other valuable properties and effects in the name of, and to the credit of, the Authority in such depository or depositories, as may be designated by the Board. The secretary/treasurer shall perform such other duties as shall be assigned to him/her by the board or chairperson.

Section IV. Assistant Secretary. The assistant secretary shall, in the absence of the secretary, exercise all of the secretary powers and duties. In the event the office of the secretary shall become vacant, the assistant secretary shall immediately become the secretary.

Article V MEETINGS

Section I. Regular Meetings. Regular meetings of the Authority shall be established by resolution of the Authority. Notice of the time and place of such meeting may from time to time be fixed by resolutions of the Authority, or if not fixed by resolution, then by the chairperson in the same manner as hereinafter specified for giving notice of special meetings.

Section II. Special Meetings. Special meetings may be held upon the call of the chairperson, vice-chairperson, secretary/treasurer, or any two directors at such time during regular business hours and at such place within Bleckley County as shall be specified in the notice of such

meeting. Notice of special meetings may be either oral or written. Oral notice may be delivered personally or by telephone and shall be given at least twenty-four (24) hours prior to the time of the meeting. If written notice is sent by mail, such notice shall be mailed three (3) days prior to the time of the meeting (Saturday, Sunday and postal holidays excluded).

Section III. Quorum. A majority of the directors, at a meeting duly assembled, shall constitute a quorum for the transaction of business.

Section IV. Parliamentary Procedure. In case of dispute concerning parliamentary procedures governing the conduct of meetings of the Authority, the most recent edition of Roberts Rules of Order shall govern.

Article VI FISCAL YEAR

Section I. Time. The fiscal year of the Authority shall begin on the first day of January of each year and end on the last day of December of each year.

Section II. Annual Audit. The chairperson shall cause an annual audit of the books of the Authority to be made by the firm which audits the books of Bleckley County or the City of Cochran or by any qualified firm or certified public accountants approved by the Authority, and present such audit to the directors of the Authority. A copy of the audit shall be filed with the State Auditor, if necessary, to comply with the Local Government Financial Management Standards Act. (O.C.G.A. & 36-81-1 et seq.).

Article VII DEPOSITORIES

Section 1. Depositories. The Authority shall from time to time provide by resolution or resolutions for the establishment of depositories for funds of the Authority.

Article VIII PRESIDENT

Section 1. President. The Authority may have a president, who may not be a member of the Authority. The president shall be appointed by the board of directors for such term and for such compensation as they so determine. The president shall oversee the operation of the Authority's office, perform the duties outlined in his/her job description and perform such other duties as may be directed by the Authority from time to time.

Article IX AMENDMENT TO BY-LAWS

Section 1. Amendments. The By-laws of the Authority shall be subject to alteration, amendment, or repeal, and new By-laws not inconsistent with any laws of the Constitution Amendment creating the Authority, may be adopted by the affirmative vote of a majority of the

directors, then holding office at any regular or special meeting of the directors. Proposed amendments shall be submitted in writing to all directors of the Authority ten (10) days prior to the meeting at which such amendment will be considered. If such written proposed amendment is submitted by mail, it shall be deemed to be delivered when deposited in the United States Mail, properly addressed and with sufficient postage thereon.

Article X CONFLICTS AND INTERESTS

Section 1. Conflicts of Interest. The chairperson shall present to the Authority at its January meeting each year a Conflict of Interest Resolution to be considered and adopted by the Authority in a form and manner approved by the Authority. The Resolution must comply with O.C.G.A. & 36-62-5 (e) (1) (B).

Article XI INDEMNIFICATION

Section 1. Indemnification. The chairperson shall present to the Authority in January of each year an indemnification resolution to be considered and acted upon in a form and manner approved by the Authority.

Article XII OPEN MEETINGS LAW AND OPEN RECORDS LAW

Section 1. Open Meeting Law. The Authority meetings will be open to the public in keeping with the Georgia Open Meeting Law. The Authority may go into an Executive Session for the limited purposes set forth in the Open Meeting Laws (O.C.G.A. & 50-14-3). The Executive Director of the Authority shall be responsible for posting all notices required under the Open Meetings Law. Those requirements, generally, are as follows:

Posting in a conspicuous place, at the regular meeting place of the Authority, notice of time, place, and dates for regular meetings of the Authority.

Whenever any meeting that is required to be open to the public is held at a time or place, other than prescribed for regular meetings, posting a written notice for at least twenty-four (24) hours at the place of regular meetings and giving written or oral notice at least twenty-four (24) hours in advance of the meeting to The Cochran Journal, the current legal organ of Bleckley County.

-
1. A “meeting” is defined in O.C.G.A. & 50-14-1 (a) (D)(2) as including a committee of the Authority where held at a designated time and place at which official business or policy of the Authority is discussed or at which recommendation on official business or policy, are to be formulated or discussed.
 - a. An agenda of the subjects acted on and those members present at the meeting of the Authority shall be written and made available to the public for inspection

within two (2) business days of the adjournment of a meeting of the Authority. The minutes of a meeting of the Authority, containing the information required by law, shall be promptly recorded and shall be open to public inspection once approved by the Authority, but in no case, later than immediately following the next regular meeting of the Authority.

Section II. Open Records. The records of the Authority, subject to any recognized exemption, shall be open for public inspection and copying. The Authority will make its records available; provided, however, that any person requesting copies must first pay to the Authority all costs and expenses authorized under the Open Records Law.

Article XIII
ADOPTION OF BY-LAWS

The foregoing By-Laws of the Bleckley-Cochran Industrial Development Authority were adopted and approved at the regular meeting of the Bleckley-Cochran Industrial Development Authority held on _____.

This _____ day of _____, 2008.

Bleckley-Cochran Industrial Development Authority

BY: _____
John Doe, Chairperson

ATTEST: _____
Jane Doe, Secretary/Treasurer