

January 31, 2017

**BYLAWS
DEVELOPMENT AUTHORITY
DAWSON COUNTY, GEORGIA**

**ARTICLE I
NAME AND PURPOSE**

Section 1. Name. The name of this body shall be the Development Authority of Dawson County (the “Authority”) by resolution adopted September 9, 1974 (the “Original Resolution”), the then sole Commissioner of Roads and Revenues of Dawson County activated a development authority for Dawson County, referred to in the Original Resolution as the “Development Authority of Dawson County” in one of the recitals and in the third operative paragraph of said Original Resolution, and in the second operative paragraph as the “Development [dropping the words “Authority of Dawson County”]; in the Certificate of the Secretary of State of the State of Georgia, dated October 28, 1974, related to the filing of the Original Resolution in such Office, incorrectly includes the word “The” in the name of the development authority; thus the Board of Commissioners of Dawson County determined that: the correct name of the development authority is the “Development Authority of Dawson County”, henceforth referred to as the Authority in these Bylaws.

Section 2. Purpose. The purpose of the Authority is to promote and provide for economic development of Dawson County in the State of Georgia. The Authority will work to enrich local employment, improve the greater tax base and increase business opportunities within the whole of the county while honoring the history, heritage, natural beauty, character and future development strategies of the county. The Authority serves non-profit and public purposes and is an institution of purely public charity as defined within O.C.G.A. §36-62 et seq. commonly known as the Georgia Revenue Bond/Development Authority Law of the State of Georgia, as amended.

Section 3. Effective Uses. The Authority is most effectively used when its financing, enabling 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 and scope of local government entities, 3) public/private partnerships, 4) long range, long-term projects that will extend well into the future eclipsing any singular governmental term, and 5) projects that require partnerships, including regional, or with other Authorities in order to secure grants, financing or other specific benefits.

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Section 4. Legal Authority. The Authority is enabled by and subject to O.C.G.A. § 62, Title 36, as a legally approved entity and was created by a resolution of the Commissioner of Dawson County on 9 September, 1974 as confirmed by the Secretary of State for the State of Georgia on 28 October, 1974 in accordance with the Development Authorities Laws of 1969, as amended; and duly proclaimed by the Governor of Georgia (currently O.C.G.A. §36-62 et seq. commonly known as the Georgia Revenue Bond/Development Authority Law as amended).

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 (7) who shall be appointed by the Chair of the Board of Commissioners following from due process in accordance with the general requirements, as approved, for the Commissioner of Roads and Revenues, commencing with the date of the adoption of a resolution by the Commissioner of Dawson County stating that the directors shall serve in such capacity for the terms so set forth opposite of their respective names. The Chair of the Board of Commission shall appoint no members of the Board of Commissioners as a director of the Authority. No members shall be an officer or direct employee of the County or the State of Georgia during any portion of their terms. Any director that accepts a position of employment with the County or the State of Georgia or is elected to a position as an officer or official of the County or State of Georgia must resign from the position of director of the Authority. The above is in accordance with the formation Resolution dated 9 September, 1974 and cannot be altered under Article VII of these by-laws.

Section 2. Purpose. Members for the Board of Directors are charged with providing guidance to the Authority, the Authority Board, the Executive Director and the county citizenry on those goals and projects that offer highly adaptive possibilities for the County. They should do this by pooling their collectively body of knowledge pertaining to the full spectrum of information within any realm they feel is needed to provide for quality and sustainable economic development for the County.

Section 3. Terms. Directors shall initially be appointed for four and six year staggered term as detailed in the formation Resolution dated 9 September, 1974. Two original directors shall be appointed for two-year terms during the first appointment in order to fully establish a rotation of board members within the body. Subsequent to the initial two, four and six-year terms, all members shall be appointed for four year terms in accordance with O.C.G.A. §36-62-4(a). To fulfill an **unexpired term** and so that terms shall coincide with established terms for Seats 1-7 following from the first formal meeting of the body held on 10 December, 1974, the Board shall instruct the Commission Chair to designate a replacement for an unfilled term in such a manner as to coincided with the previously established term for that position. The above is in accordance with

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the formation Resolution dated 9 September, 1974 and cannot be altered under Article VII of these by-laws.

Section 4. Qualifications. Directors should be trustworthy leaders who have demonstrated an understanding of the social and economic goals of the County citizenry as well as the interdependence of those elements upon each other. Directors shall be taxpayers whose legal residence is Dawson County. They should have demonstrated an understanding of the social, business and commercial goals of the County citizenry. At the direction of either the Chair of the Board of Commission or the residing Chair of the Authority, proof of taxpayer and residency status may be requested from the County Tax Commissioner. Individual Directors are not required to live in a specific district in order to serve. At the direction of the County Board of Commissioners, candidates who have completed participation in the Leadership Dawson County program should be given appropriate priority for consideration although this is not a mandatory qualification requirement for nomination.

Section 5. 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 Dawson County Code of Ethics, the O.C.G.A. §45-10-3 commonly known as the Georgia Code of Conduct for Public Officials, the O.C.G.A. §50-14-1-6/50-18-70-75 et seq., commonly known as the Georgia Open Meetings Act, the O.C.G.A. §36-62 et seq. commonly known as the Georgia Revenue Bond/Development Authority Law, as well as all Articles and Sections of these Bylaws. Directors may serve on other boards, authorities, or entities as long as they are in accordance with Article II, Section 1 of these Bylaws and remain bound by the Oath of Office and Codes of Ethics et al in Article II, Section 5 of these Bylaws.

Section 6. Director Resignation. Any director may resign by giving notice in writing to the Chair of the Authority and the Commission Chair. Such resignations take place as specified in this resignation section and Article IV Section 3, and upon acceptance by the Chair of the Authority and the Chair of the Commission.

Section 7. Director Removal. A director who is absent from three consecutive regular meetings without proper cause may 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. A director may be removed by a majority vote of the Authority following from a formal notification that their removal is to be placed on the agenda for a vote. Said notice must be in writing and provided 15 days prior to the voting session. Copy of the notice shall be given to the Chairman of the Dawson County Board of Commissioners on the same date the Director receives formal notification. The removal action is subject to approval by the Chairman of the County Board of Commissioners.

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Section 8. 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 9. 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. The remaining Directors shall determine in regular open session whether the disclosure in fact constitute a material significance and vote to allow or disallow the Director in question to participate further in any proceedings. A "material financial interest" shall mean any interest which may reasonably be expected to result in a direct financial benefit to such director, as determined by the Authority. Directors shall disclose investments, interest in real property or businesses, and sources of income or gifts that may present a conflict of interest. Directors shall sign general Conflict of Interest statements acknowledging when a disclosure is determined by the Board or the Executive Director to have the potential to in fact constitute a material significance to the Director. 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 10. 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 O.C.G.A. §62, Article 1, 36-62A-1 of the Code of Georgia. A "substantial interest or involvement" shall mean any interest or involvement which may reasonably 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. Directors shall sign general Conflict of Interest statements and shall sign project specific Conflict of Interest statements that may be required during specific periods for specific projects as determined by the Board and the Executive Director.

Section 11. Judicial Disqualification/Recusioin. For the purposes of these Bylaws, the terms JUDICIAL DISQUALIFICATION and RECUSION shall be considered one and the same. In accordance with O.C.G.A. §62, Article 1, 36-62A-1 a Director shall recuse in the following manner. 1) disclose prior to any item included on the approved agenda or prior to any discussion on the board, committee either standing or ad hoc, the potential for a conflict as defined under Article II, Section 9 of these Bylaws, 2) the Secretary shall enter the disclosure into the minutes, 3) the Board shall discuss the full details of the disclosure and motion for decision on whether in the opinion of the Board the Director in

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fact may have the opportunity to receive material gain from substantial interest or involvement in the pending subject or project to be discussed as official business of the Authority, as defined in Article II, Section 9 and Section 10 of these Bylaws, 4) the Director in question shall not be allowed to vote on any motion regarding the declaration, 5) upon a majority vote of the Board in favor of recusal, the Director in question shall not be present at that portion of any Authority meeting during discussion or decisions on the matter, and shall not serve on any committees, standing or ad hoc relating to the matter.

Section 12. 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.

Section 13. Training. In accordance with Georgia Department of Community Affairs guidelines and at the direction of the Chair of the Board of Commissioners, all board members shall receive state certified economic development training during the first year of their term. Copies of training certificates from all board members shall be kept on file as part of the public records of the Authority. Any board member that accepts a second term shall receive refresher economic development training from a state certified facility during their first year upon returning for an additional term. The Authority encourages all Board members and appointed staff to seek advanced training to better enable their functions on the Board and any committees. Training expenses shall be paid for or reimbursed by the Authority under the standing business expense policy.

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 at the legal organ, the office of the Development Authority and at the regular meeting place. The Authority shall hold no less than six regular open meetings during a single calendar year. The public, and the local legal organ shall be given 1 (one) week notice of all regular meetings. A copy of the meeting agenda shall be posted at the meeting location prior to the start of said meeting. All meetings and activity of the Authority are subject to O.C.G.A. §50-14-1-6/50-18-70-75 et seq. and §50-14-1(d)(1), commonly known as the Georgia Open Meetings and Open Records law.

Section 2. Called Meetings. The Chair 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. A copy of the meeting agenda shall be posted at the meeting location prior to the start of said meeting. All called meetings and activity of the Authority are subject to O.C.G.A. §50-14-1-6/50-18-70-75 et seq. and §50-14-1(d)(1) commonly known as the Georgia Open Meetings and Open Records law.

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Section 3. Closed Meetings. For the purposes of these by-laws the terms closed meeting(s) or session(s) and/or executive meeting(s) or session(s) shall mean one and the same. The Chair may call for a closed session of the Authority only from within an open meeting, and no additional notice is required. Subject matter for closed sessions is limited to those allowed pursuant to O.C.G.A. §50-14 et seq. specifically discussions on the purchase of property acquisition, disposal or leasing of property, discussions of personnel matters within the scope detailed under O.C.G.A. §50-14-3(6) and §50-14-1(d)(1) and privileged consultation with the legal counsel of the Authority on matters of policy, pending or threatened litigation, claims, administrative proceedings or other topics determined to be within the scope of O.C.G.A. §50-14-2 and §50-14-1(d)(1). Voting shall not be allowed during any closed session. Voting on issues discussed in closed session shall only be made by reopening the meeting to the public or made at a future public meeting. Meetings cannot end in closed session. Motions to adjourn shall only be made during open meeting sessions. Closed sessions must be documented pursuant to adoption of a resolution authorizing and directing the presiding officer to do such under O.C.G.A. §50-14-4 and §50-14-1(d)(1). The presiding officer shall execute an affidavit in compliance with O.C.G.A. §50-14-4 as ratified by the Board. The Board shall not utilize the legal counsel justification for calling a closed session unless the Authority's legal counsel is in fact present to attend the closed session. The Executive Director shall have responsibility for insuring adherence to the requirements of Article III, Section 3 of these Bylaws during all meetings, for having the resolution and affidavits properly validated and for placing the appropriate copies into the minutes of the meeting. Closed meetings are to be captured in separate meeting minutes which shall adhere to the requirements listed under Article III, Section 8 of these By-laws as approved. Participation in executive meetings shall be limited to the Directors, Executive Director, assigned legal counsel, any specifically invited individuals that shall not fall into, be formally titled as, or characterized as being any or all of the parties listed below as being specifically not allowed to attend; and employees of the Authority only. Land owners, property agents, brokers, family members or other interested parties, counsel for land owners, property agents, brokers, family members or involved or interested parties are specifically excluded from attendance in any closed sessions of the Authority involving specific land acquisition(s), property acquisition(s) or transfer of properties involving the Authority.

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

Section 5. Committee Meetings. Any committee of the Authority, either standing or ad hoc, including the Executive Committee, may be called to meet by the Chair of the Authority or the Chair of the Committee. Said meetings shall require 1 week notice to committee members, the public and the local legal organ. No action of any committee or its members during or as a result of a committee meeting shall be binding upon the Authority until such committee actions have been approved by the Board of the

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Authority. Meeting minutes of any and all committee meetings is required and shall adhere to the requirements listed under Article III, Section 8 of these By-laws as approved. Any and all committee meetings are to be public meetings.

Section 6. Quorum. A simple majority of voting members shall constitute a quorum for the transaction of business. By definition a quorum is a majority of the legally appointment directors in effect at the time in which the meeting is called. Any unappointed, ex-officio, vacant or expired seats, or seats under censure shall not count towards a majority as in accordance with O.C.G.A. §36-62-4(b).

Section 7. Parliamentary Procedure. All opened, closed executive session and standing or ad hoc committee meetings shall adhere to Robert's Rules of Order as defined herein. The most current edition of Roberts Rules of Order – currently the revised 10th edition as published October, 2000 and reprinted without modifications July, 2006 -- shall govern the conduct of all meetings of the Authority. Abridged versions of Roberts Rules of Order shall not be authorized or accepted for purposes of meeting governance. The Executive Director shall have a copy of the accepted version of Robert's Rules of Order available in the Authority for review.

Section 8. Minutes. Minutes of all regular open, special called and standing or ad hoc committee meetings shall be recorded. Minutes shall be made available to the public after they have been approved by the Authority Board, 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 which includes the names of the members as voted. A meeting summary with an attendance list of those at the meeting shall be made available for public review and copy within 48 hours following any and all meetings. For all closed sessions, minutes are required which includes the reason for closing the open meeting and must also be reflected in the open meeting minutes. Minutes from all closed sessions are to be securely filed and may be subject to open records requests under justifications allowed pursuant to O.C.G.A. §50-14 et seq. and §50-14-1(d)(1). Any and all open records requests for data, reports, information, minutes and e-mails from any and all closed sessions are to be reported to the Authority's Open Records Officer and the Authority's legal counsel immediately upon receipt of said request(s). All closed session resolutions and affidavits as required in Article III, Section 3 of these Bylaws shall be attached to the regular meeting minutes for the associated meeting.

Section 9. Telephonic participation. Because the Authority is authorized only within Dawson County Georgia and thus not a state agency, in accordance with O.C.G.A. § 50-14-1(f), O.C.G.A. § 50-14-1(a) (1) (A) and the Official Opinion # 94-11 of the Office of the Attorney General of the State Of Georgia dated 16 March, 1994, no motions or voting on motions by telephonic means or devices, computerized systems, electronic mail systems or portable communications devices shall be permitted at any regular open meeting, closed executive session meetings or standing or ad hoc committee meetings. A director may participate in discussions telephonically but shall not be considered to have

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been present at the meeting for quorum purposes or voting. The Executive Director shall establish a procedure for conducting, conveying and recording telephonic participation. The established procedure shall be approved by the Directors. O.C.G.A. § 14-3-104(c) does allow for the use of telephone and telecommunications transmitting devices commonly referred to as conference call equipment, intercoms, speakers, translation systems and audio visual systems during meetings to allow Directors, appointed members and the general public to be located physically in additional rooms thus providing access to meetings that might not otherwise be possible because of space limitations, enhanced public participation or to adhere to public fire safety codes.

Section 10. Public Comment. All regular meetings shall be open to the public. However, under O.C.G.A. §36 et seq. public comment or input is not required. No public comment will be accepted during regular meetings unless a written request from the individual is received by the Executive Director at least 10 working days prior to the scheduled meeting. Public comment is limited to no more than one individual representing any given organization, group or entity unless expressly approved by the Executive Committee in advance. All public comment is limited to 10 minutes duration per speaker. The Executive Committee shall decide the validity of the request and direct that the speaker be placed on the formal agenda. The Chair shall monitor during all public comment for content and proper decorum and shall have the right to terminate any speaker that is deemed to have fallen outside the limits of decency, use of appropriate language and proper conduct during their presentations.

Section 11. Electronic Communication (E-mail, recorded telephone). Any and all electronic communications (e-mail) and recorded tapes, disks or data files of telephone conversations are subject to open records requests under §50-14-1(d)(1) unless specifically exempted under O.C.G.A. §50-14 et seq., O.C.G.A. §50-14-3(6) and §50-14-1(d)(1). This specifically includes electronic communications between directors even if utilizing personal computers, personal portable devices or personal mobile telephones when said communications are identified as specifically pertaining to any and all actions, decisions, motions, plans or strategies relating to any and all activities of the Authority, projects of or with the Authority or decision making matters related to pending, active or concluded meetings of the Authority, its committees or the Board.

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 may meet as needed and particularly in situations requiring timely or urgent actions from the Authority. The Executive Committee shall not vote any action on behalf of the full board even if they constitute a quorum of the Board.

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Section 2. Election and Tenure. All officers of the Authority shall be directors of and selected by the Authority at the Annual January Meeting. 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. The Vice-Chair for any given year shall step to become Chair the following year unless the Vice-Chair specifically brings forward justification that they cannot serve in the Chair capacity. The Vice-Chair shall be assumed as the Chair elect for the following year. In accepting the Vice-Chair said director acknowledges their commitment to be Chair the subsequent year.

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. The director elected as replacement shall serve the remainder of the current term of the departed officer.

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 shall be the ultimate responsible person to the State, the Board of Commissioners and the citizenry on the directions taken by the Authority. The Chair shall have direct and ultimate responsibility to insure that executive session rules and regulations are adhered to, and for keeping all participants within any and all executive sessions on the declared task and topic of the executive session. The Chair shall have signature authority on documents, records, notices and financial accounts as needed to allow for the functionality of the Authority. The Chair may at their discretion assign duties and functions to other directors or the Executive Director or assistant as needed.

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. In accepting the position of Vice-Chair said director acknowledges their commitment to be Chair the subsequent year. The Vice-Chair shall have signature authority on documents, records, notices and financial accounts as needed to allow for the functionality of the Authority.

Section 3. Secretary. The Secretary shall provide for the keeping and reporting of the minutes of meetings of the Authority and record bookkeeping of all bond and legal resolutions, documents, chattel papers and the by-laws of the Authority. The Secretary

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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. The Secretary shall insure that an Open Records Officer shall be designated for the Authority and that public notification of said officer shall be made in accordance with §50-14-1(d)(1). The Secretary may at their discretion assign all routine functions within the keeping, reporting, recording, bonding and notification framework to the Executive Director or an assistant as needed. However the Secretary has the final full management and fiduciary responsibility over the noted functions. The Secretary shall have signature authority on documents, records, notices and financial accounts as needed to allow for the functionality of the Authority. The Secretary shall have authority for expenditures of up to amounts authorized in the Delegation of Authority document as approved by the Board. A copy of the Delegation of Authority shall be kept on file at all times at 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, audits and accounts on any and all accounts held on or for the Authority, or on the behalf of other entities by the Authority. The Treasurer shall review the Authority's Annual Audit, Annual Budget and all other filings that may be required from the Authority. The Treasurer shall make timely reports to the Authority as to its financial condition the timing of which shall be no less than once every regular open meeting. The Treasurer may at their discretion assign all routine functions within the book keeping, reporting, recording and notification framework to the Executive Director or an assistant or contracted entity as needed. However the Treasurer has the final, full management and fiduciary responsibility over the noted functions. The Treasurer shall have signature authority on documents, records, notices and financial accounts as needed to allow for the functionality of the Authority. The Treasurer shall have authority for expenditures of up to amounts authorized in the Delegation of Authority document as approved by the Board. A copy of the Delegation of Authority shall be kept on file at all times at the Authority.

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

ARTICLE VI EXECUTIVE DIRECTOR

Section 1. Duties. The Executive Director shall be the primary administrative, executive officer and management for the Authority. The Executive Director shall be a non-voting member of the Authority Board as well as all other committees. Board of Commissioners appointed Directors shall not serve as the Executive Director. The Executive Director

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shall serve as advisor to the Chair, the Executive Committee, the Directors and assist, administer and manage all operations within the Authority on all issues, policies, reports, information, committees, and actions as needed according to the by-laws, policies and plans of the Authority. The Executive Director shall be responsible for hiring, discharging, directing and supervising employees, firms, and agents of the Authority. The Executive Director, with the Treasurer, shall prepare an Annual Budget for approval by the Authority prior to the Annual Meeting. The Executive Director, with the Secretary, shall prepare all reporting, validation, certification, bonding, compliance and any other documents as needed for the function of the Authority. The Executive Director shall have the control and keeping responsibility for any and all financial instruments or devices utilized by the Authority for routine functions of the Authority such as but not limited to account checks and ledgers, savings account books and ledgers, petty cash funds, Authority credit cards, and Authority debt cards. The Executive Director shall have responsibility and control over any and all security devices and instruments utilized by the Authority for routine functions of the Authority such as but not limited to, keys, security codes, lock boxes, secure document cabinets, computer files and archives, computer locks, password protections, code protections and project code protection and security policies of the Authority. A general function description of the activities of the Executive Director shall be maintained by the Authority.

Section 2. Employment. The Executive Director shall be hired by the Authority. The Executive Director may also be contemporaneously hired to be the Executive Director of the Industrial Building Authority of Dawson County or other county based Authorities, Entities or Organizations as required. The performance and compensation of the Executive Director shall be reviewed annually by the Executive Committee. The Executive Director may only be terminated for cause by a majority vote of the full Board of Directors of the Authority.

Section 3. Spending Authority. The Executive Director shall have authority for expenditures of up to amounts authorized in the Delegation of Authority document as approved by the Board. A copy of the Delegation of Authority shall be kept on file at all times at the Authority. Disbursements made by check over \$2,500 must be approved 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 by the Board at any open regular meeting of the Authority. The Bylaws shall not be altered or amended during closed executive sessions.

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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 DAWSON 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 or the Executive Director in place of the second officer shall be required.

ARTICLE VIII ASSOCIATE MEMBERS

Section 1. Ex-officio or Associate Title. For the purposes of these Bylaws, the terms EX-OFFICIO and ASSOCIATE members shall be considered one and the same.

Section 2. Ex-officio Members. The Authority may include in its open public meetings and activities persons known as Ex-officio members who shall be non-voting members representing governments, agencies or institutions within the Dawson County boundary. Ex-officio 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. EX-officio members shall not be included in executive ~~closed~~ sessions. The Authority may create or disband Ex-officio memberships as deemed necessary. Ex-officio members shall be equally obligated under Article II, Section 9, Section 10 and Section 11 of these Bylaws and any Project Conflicts of Interest that may arise during their tenure.

Section 3. Ex-officio Membership. Ex-officio members may include, but are not limited to, representatives from the respective local County Governments with the exception as defined under Article II, Section 1 of these Bylaws; local County Schools; local County Water and Sewer Authorities; local City Governments within Dawson County; local colleges or technical institutions, local Chambers of Commerce or local Development Authorities, Joint Development Authorities and Downtown Development Authorities.

ARTICLE IX POLICIES, BUSINESS PLANS, STRATEGIC PLANS

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Section 1. Policies. The Executive Director shall produce policies for the Authority in accordance with the requirements of these Bylaws and the policies established by directive of the Board, or at the request of the Executive Director to the Board for the functionality of the Authority. The policies may be altered or amended at any time as approved by the Board. No policy shall be approved, altered or amended by the Board that is in direct conflict with O.C.G.A § 36-62 et seq. commonly known as the Georgia Revenue Bond/Development Authority Law, as well as all Articles and Sections of these Bylaws. Policies shall be recorded and maintained by the Authority and distributed to directors, appointed staff, employees and other individuals as deemed appropriate and necessary. Deviations by directors, appointed staff, employees, committees both standing and ad hoc or others conducting business on or on behalf of the Authority, from the established policies shall be subject to review by the Executive Director and subject to further review by the Board if deemed appropriate by the Board. The policy shall be maintained at the Authority and is part of the public record under O.C.G.A. §50-14-1-6/50-18-70-75 et seq. and §50-14-1(d)(1) commonly known as the Georgia Open Meetings and Open Records law.

Section 2. Business Plan. The Executive Director shall produce a business plan for the Authority in accordance with the requirements of these Bylaws and the instructions established by directive of the Board for the short and long range vision of the Authority. The business plan may be altered or amended at any time as approved by the Board but should be reviewed annually by the Board and Executive Director for content, pertinence and renewed vision. No portion of the plan shall be approved, altered or amended by the Board that is in direct conflict with O.C.G.A § 36-62 et seq. commonly known as the Georgia Revenue Bond/Development Authority Law, as well as all Articles and Sections of these Bylaws. A copy of the business plan shall be maintained by the Authority and is part of the public record under O.C.G.A. §50-14-1-6/50-18-70-75 et seq. and §50-14-1(d)(1) commonly known as the Georgia Open Meetings and Open Records law.

Section 3. Strategic Plan. The Executive Director shall produce a strategic plan for the Authority in accordance with the requirements of these Bylaws and the instructions established by directive from the County Board of Commissioners and the Board of the Authority. The Strategic Plan is to align to the degree possible the goals and energies of the Authority with those of the County and citizenry. The strategic plan may be altered or amended at any time as approved by the Board but said modifications should be limited in frequency in order to allow for long range and very long range planning. The strategic plan should be developed in conjunction with other key agencies, authorities and organizations legitimately operating within the county. These should include but not be limited to the Board of Commissioners, the Tax Assessor, the Tax Commissioner, the Planning and Zoning Commission, the County Manager, the Community Development Director, the Mayor of Dawsonville, the City of Dawsonville Planning Director, the City Clerk of Dawsonville, the Etowah Water and Sewer Authority General Manager, the Dawson County School Board and Superintendent, and any Long Range Planning Committees standing or ad hoc that are involved in long range vision and planning for Dawson County and the Chamber of Commerce. The Strategic Plan should be reviewed

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annually by the Board and Executive Director for content, pertinence and renewed vision. No portion of the plan shall be approved, altered or amended by the Board that is in direct conflict with O.C.G.A § 36-62 et seq. commonly known as the Georgia Revenue Bond/Development Authority Law, as well as all Articles and Sections of these Bylaws. A copy of the strategic plan shall be maintained by the Authority and is part of the public record under O.C.G.A. §50-14-1-6/50-18-70-75 et seq. and §50-14-1(d)(1) commonly known as the Georgia Open Meetings and Open Records law.

Section 4. Fair Market Value. The Executive Director along with the Board of Directors shall insure adherence to Article III, Section VI, Paragraph VI of the Georgia Constitution 1983 as approved and O.C.G.A. §32-6-133(b) which prohibit the granting of any donation or gratuity without obtaining fair market value, substantial benefit or its equivalent in an exchange for any general transaction, or publicly owned property sale or purchase. Specifically, the Authority shall not dispose of publicly owned property without obtaining fair market value or its equivalent in exchange. The definition of fair market value or its equivalent is generally defined under the following Opinions of the Georgia Attorney General e.g. 1971 U71-17, 1995 95-25 and 1997 97-6 and 97-14.

The foregoing Bylaws were adopted by the Development Authority of Dawson County this

_____ day of _____, 2017.

By: _____
Chair of the Authority

Seal

Attest: _____
Secretary to the Authority

Witness: _____
Executive Director

Approved Copy provided to the Department of Community Affairs of the State of Georgia: _____ day of _____, 2017.