

**BYLAWS OF
CAMDEN COUNTY JOINT DEVELOPMENT AUTHORITY**

Authority

Camden County Joint Development Authority (“Authority”) is a public body corporate and politically created pursuant to the provisions of Article VII, Section VII of the Constitution of the State of Georgia and the Development Authorities Law of the State of Georgia (O.C.G.A Sections 36-62-1, et seq.), as amended (collectively the “Act”), and activating resolutions of the Camden County Commissioners of Roads and Revenues, Georgia adopted on May 19, 1981, the City Council of the City of Kingsland, Georgia, adopted on June 10, 1981, the City Council of the City of St. Marys, Georgia, adopted on June 16, 1981, and the City Council of the City of Woodbine, Georgia, adopted on June 1, 1981, all of which have been filed with the Secretary of State of the State of Georgia. The Authority was created for the purpose of developing, promoting and expanding for the public good and general welfare, industry, agriculture, commerce, natural resources, the creation of jobs and the making of long-range plans for the coordination of such development, promotion and expansion within the territorial limits of Camden County, Georgia as provided by Georgia law. The bylaws of the Authority, providing for its government, are as follows:

ARTICLE I

NAME

The name of this Joint Development Authority shall be the Camden County Joint Development Authority.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Authority shall be located at 531 North Lee Street in the City of Kingsland 31548, County of Camden, State of Georgia. The Authority may establish other offices or facilities as the Authority may authorize and direct.

ARTICLE III

SEAL

The seal of the Authority shall have inscribed thereon, between two concentric circles, the words “Camden County Joint Development Authority”, and in the center thereof the word “Seal” or shall be of such other configuration as the Authority by resolution may hereafter determine appropriate.

ARTICLE IV

MEMBERS

Section 1. Terms. The Authority shall consist of nine members, to be appointed as follows: three by the Camden County Commissioners; two by the City of Kingsland; two by the City of St. Marys, and two by the City of Woodbine. Pursuant to a joint resolution adopted by the cities and county commissioners in 2014, members are chosen by posts; and as of October 1, 2014, the post numbers, entities appointing, current members, and expiration dates are as follows:

Post	Entity Appointing	Member currently serving	Expiration of current term
1	County	Stan Fowler	December 31, 2018
2	County	Charles C. Smith, Jr.	December 31, 2016
3	County	W. Burford Clark	December 31, 2018
4	Kingsland	Rachel Baldwin	December 31, 2016
5	Kingsland	Alex Blount	December 31, 2017
6	St. Marys	Jeff Barker	December 31, 2016

7	St. Marys	Gary Willis	December 31, 2017
8	Woodbine	Sheila Sapp	December 31, 2019
9	Woodbine	Louise Mitchell	December 31, 2019

Section 2. Tenure; Term Limits. Each member of the Authority shall serve for a term of four years. Any member serving on October 1, 2014, shall not be appointed for more than one additional term immediately following the expiration of his or her current term. No other member appointed to the Authority shall serve more than two consecutive full four year terms; but this prohibition shall not prohibit a person from being appointed as a member if that person has not been a member for at least four years. Each member appointed to the Authority on the vacancy in office of any appointed member shall serve the balance of the replaced member's term of office.

Section 3. Report of Vacancy. At least 60 days prior to the expiration of the term of any appointed member, the executive director shall report to the governing authority of the county or city by which the appointed member was nominated and appointed the impending expiration of a term or the occurrence of the vacancy. With such report, the executive director shall provide to the governing authority the name and jurisdiction of the appointed member whose term is scheduled to expire or whose office is vacant.

ARTICLE V

The cost to Authority members for lodging, meals, travel and the registration fees associated with Development Authority board member training, when the training is required by law to maintain members' status, will be reimbursed to members and/or paid upon their presentation of receipts showing payment of the above items.

The cost to members for other expenditures on behalf of the Authority may be reimbursed and/or paid provided the members of the Authority give prior approval or the expenditures are subsequently ratified by the board.

ARTICLE VI

MEETINGS

Section 1. General. The Authority shall hold an annual meeting in January of each year, and shall hold a regular meeting at least bi-monthly and may hold other regular or special meetings as often as it deems appropriate and necessary.

Section 2. Schedule of Meetings. The Authority shall by resolution set the day and time for the annual meeting and the date and time for at least one regular meeting to be held bi-monthly beginning in January of each year. Unless otherwise specified by the Authority by resolution, all annual, regular or special meetings of the Authority set by resolution of the Authority shall be at the principal office of the Authority.

Section 3. Called Meetings. The Authority may hold special meetings not set by resolution when called by the chairman, or the vice chairman when acting in place of the chairman, or by five members of the Authority. Such special meetings may be held as often as deemed appropriate and necessary, and the date and times of such meetings shall be held at the principal office of the Authority, unless otherwise designated in the notice of the meeting.

Section 4. Notice to Members

4.1 At least three days prior to the annual meeting or a regular meeting set by resolution, the secretary-treasurer or his or her designate, shall cause notice of such meeting to be given to all members of Authority and to the executive director. Notice may be delivered in person, by telephone, by mail, by courier, by email, or facsimile transmission. Any notice by facsimile transmission or email shall be delivered to the facsimile reception number or email address, as the case may be, specified by the member on file with the executive director. Any notice by mail or by courier shall be delivered to the address

specified by the member or on file with the executive director. In the case of a mail notice, notice shall be deemed given when the notice is deposited in the mail properly addressed with first class postage prepaid. The notice shall advise the date and time of the meeting and shall specify the business to be transacted at or the purpose of the meeting.

4.2 When a special meeting is set by resolution or when a special meeting not set by resolution is called as provided by these bylaws, the person or persons calling the same shall request the secretary-treasurer to give notice by one of the methods hereinabove provided at least two days prior to said meeting.

4.3 Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of said notice except when a member attends a meeting for the express and sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.4 The Authority's chairman or his or her designee will develop an agenda at least three days prior to each regular meeting and two days prior to each special meeting; items not on the original agenda will be considered and voted upon for addition to the agenda immediately prior to the commencement of proceedings for each meeting.

Section 5. Public Notice

5.1 The secretary-treasurer, or his or her designee, shall post at the principal office of the Authority, in a conspicuous place accessible to the public, a schedule of the annual, regular or special meetings of the Authority.

5.2 If a meeting of the Authority scheduled to be held at the principal office of the Authority is for any reason held at any other place, the secretary-treasurer, or his or her designee, shall give prompt, but in any event at least 24 hours prior to the meeting, written or oral notice to each Authority member and either to the legal organ of Camden County, Georgia, or to a newspaper having general circulation in Camden County of the place of meeting.

5.3 At least two days prior to a special called meeting, the chairman, secretary-treasurer or his or her designee, shall give notice of such meeting either to the legal organ of Camden County or to a newspaper having general circulation in Camden County.

5.4 The secretary-treasurer, or his or her designee, shall post at the principal office of the Authority in a conspicuous place accessible to the public, the agenda for each meeting which shall not be removed from such position for a period of two days following such meeting.

Section 6. Quorum. At all the meetings of the Authority, the presence of a majority of the members of the Authority then serving shall be necessary to constitute a quorum for the transaction of business.

Section 7. Action. The act of a majority of the quorum of the Authority who are present at a meeting shall constitute the action of the Authority, unless a greater number is required by law. In voting, each member of the Authority present at the meeting shall have one vote. No vote may be exercised by proxy. All votes in the affirmative and negative shall be entered in the minutes.

ARTICLE VII

COMMITTEES

Section 1. Committees. The chair of the Authority shall have the power and authority to appoint such committees as the chair may think proper or as the Authority may authorize, and shall designate the members thereof and prescribe their duties and powers.

Section 2. Committee Authority. The committees of the Authority shall have the power to study, investigate, and recommend to the Authority any action within the jurisdiction of the Authority when responsibility for such matter has been vested in another committee. Each committee of the

Authority shall have the power to study, investigate and recommend to the Authority any action which the Authority has the power to take within the sphere of responsibility of the committee.

Section 3. Limitation of Authority. No committee shall have the power to take any action on behalf of the Authority. Any action of a committee of the Authority shall not be binding unless the action is submitted to the Authority at regular or special meeting and accepted and ratified by the Authority members.

Section 4. Meetings. Each committee shall by resolution or direction of such committee's chair set the place, day and time for meetings of the committee. A meeting of any committee may be called by its chairman upon giving notice to the members thereof in the same manner as prescribed by these bylaws for meetings of the Authority.

Section 5. Quorum. Unless otherwise provided, a majority of the whole committee shall constitute a quorum and the act of a majority of the members of the committee present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Notice. Subject to the provisions of Section 3 of this article, at any meeting of a committee, the committee may consider and act upon any matter and transact any business which comes before the committee, whether or not such matter or business was included within the notice given to the members of the committee.

Section 7. Public Notice.

7.1 The secretary-treasurer, or his or her designate, shall post at the principal office of the Authority, in a conspicuous place accessible to the public a schedule of the meeting of a committee governed these bylaws.

7.2 If a meeting of a committee scheduled to be held at the principal office of the Authority is for any reason held at any other place, the secretary-treasurer shall give prompt, but in any event at least three days prior to the meeting, written or oral notice to each committee member and either to the legal organ of Camden County or to a newspaper having general circulation in the county.

7.3 At least three days prior to a called committee meeting governed by these bylaws, the secretary-treasurer shall give notice of such meeting either to the legal organ of Camden County or to a newspaper having general circulation in such county.

7.4 The secretary-treasurer shall post at the principal office of the Authority, in a conspicuous place accessible to the public, the agenda for each such meeting as soon as it is available.

ARTICLE VIII

PROCEDURES; MINUTES

Section 1. Rules of Order. Meetings of the Authority and any committee thereof shall be conducted in accordance with the most recent edition of Robert's Rules of Order, newly revised, except to the extent the constitution or laws of Georgia or these bylaws provide for a different procedure. The executive director shall serve as the parliamentarian for the Authority and for each committee thereof.

Section 2. Minutes. Adequate written minutes shall be kept recording the acts and proceedings at meetings of the Authority. Such minutes shall, at a minimum, include the names of the members of the Authority present at the meeting, a description of each matter or other proposal made during the meeting, and a record of all votes. Such minutes shall be prepared by the secretary-treasurer or his or her designate. A copy of the minutes shall be delivered in person or by email to each member of the Authority. Minutes shall be read and approved at the next regular meeting of the Authority. The official minutes of the meeting of the Authority shall be those approved by the Authority.

ARTICLE IX

FISCAL YEAR; ANNUAL BUDGET

Section 1. Fiscal Year. The fiscal year of the Authority shall commence on July 1 of each year and expire on June 30 the following year.

Section 2. Annual Budget. The Authority shall at its May meeting adopt an annual budget for its succeeding fiscal year and may thereafter from time to time amend the budget so adopted. The annual budget shall reflect the revenue or fund sources expected to be available to the Authority for the succeeding fiscal year of the Authority and the expenditures expected to be required or made by the Authority during such fiscal year.

ARTICLE X

OFFICERS

Section 1. Officers. The officers of the board shall consist of a chairman, vice chairman, secretary-treasurer and such other officers as may be deemed necessary or desirable by the Authority for the efficient conduct of the business and affairs of the Authority, all of whom shall be elected by the members of the Authority at the annual meeting.

Section 2. Qualifications. The chairman, vice chairman, and secretary-treasurer shall be members of the Authority. The executive director shall not be a member of the Authority.

Section 3. Election. The chairman, vice chairman, and secretary-treasurer shall be elected by the Authority at the annual meeting of the Authority for a term of one year commencing at the date of the annual meeting and each such officer shall serve during the calendar year for which such officer is elected or until the officer's successor to the office is elected and qualified.

Section 4. Executive Director. The Authority shall appoint an executive director. The executive director may act under that title.

Section 5. Vacancies. A vacancy in the Office of the chair, vice-chair and secretary-treasurer shall be filled for the unexpired term by the Authority.

Section 6. Removal of Officers. Any officer, elected or appointed by the Authority or appointed with or subject to its approval may resign or whenever in the Authority's judgment the best interest of the Authority would be served thereby, may be removed from office by the Authority.

ARTICLE XI

DUTIES OF OFFICERS

Section 1. Chair. The chairman of the Authority shall be the Chief Presiding Officer of the Authority and shall have the general powers of supervision and management of the Authority business affairs and shall perform, or cause to be performed the duties incident to each supervision and management. In that capacity, the chair shall have the following powers and duties:

1.1 To preside, when present, at all meetings of the Authority;

1.2 To see that all orders, resolutions and other actions of the Authority are carried into effect;

1.3 To appoint the chairman and membership of all committees and to serve as an "ex officio" member of all committees;

1.4 To sign and execute in the name of the Authority all written instructions of every kind and character which the Authority or the law has authorized the chair to execute and, if no other officer is designated by the Authority or by law, to sign and execute such documents in the name of the Authority which are authorized by the Authority by law;

1.5 Upon the occurrence of any vacancy in an office filled by an election by the Authority, the chair shall have the authority to fill the vacancy until the next meeting of the Authority; and

1.6 To perform all duties incident to the office of chair and such other duties as may be prescribed by these bylaws or by the Authority from time to time.

Section 2. Vice Chairman. The vice chairman shall be the Assistant Presiding Officer of the Authority and shall have the following powers and duties:

- 2.1 To assist the chairman in the performance of his or her duties;
- 2.2 To perform the duties of the chairman in the event of a vacancy in such position or in the event of the disability or absence for more than 21 days of the chairman;
- 2.3 To preside over meetings of the Authority in the absence of the chairman;
- 2.4 To sign duly authorized checks on the accounts of the Authority; and
- 2.5 To perform such other duties and exercise such other powers as the board of directors shall request or delegate.

Section 3. Secretary-Treasurer.

3.1 The secretary-treasurer shall have the general responsibility to record the transaction of business by the Authority and to affix the seal of the Authority to documents requiring such formality.

3.2 The secretary-treasurer shall designate a person to carry out his or her duties at any meeting of the Authority the secretary-treasurer is unable to.

3.3 The secretary-treasurer, directly or acting through a designate, shall record or be responsible for the recording of votes and the preparation and keeping the minutes of all meetings and proceedings of the Authority and any committee thereof; shall have custody to the book of minutes and the seal of the Authority; and shall attest and affix the Authority to such documents as the Authority or chair direct or as the law may require.

3.4 The secretary-treasurer, directly or acting through a designate, shall give, or cause to be given, notice of all meetings of the Authority or any committee thereof as provided by these bylaws; and shall perform such duties incident to the office of the secretary-treasurer as the Authority may direct. Should the secretary-treasurer fail or refuse to give notice of any meeting called in accordance with the provisions of these bylaws, the chairman, vice chairman, or the Authority members calling such a meeting shall then give notice required by these bylaws.

3.5 The secretary-treasurer, acting through the designate, shall keep at the principal office of the Authority, open to inspection by the members of the Authority at all reasonable times, the original or certified copy of the bylaws of the Authority and the book of minutes of the Authority.

3.6 The secretary-treasurer, or his or her designate, shall have charge and custody of and be responsible for, all funds, securities, moneys and other valuables of the Authority. In such capacity, the secretary-treasurer shall have the following duties and powers:

(a) To receive and give receipts for monies due and payable to the Authority from any source whatever;

(b) To deposit, or cause to be deposited, all such funds securities and monies in the name of and to the credit of the Authority in such depositories as may be designated by the Authority;

(c) To make, or cause to be made, such disbursements as the Authority may direct or pursuant to the direction of the executive director as may be authorized by these bylaws, taking proper evidence of authority to disburse and proper evidence of authority to disburse and proper vouchers for such disbursements;

(d) To keep and maintain open to inspection by any member of the Authority at all reasonable times adequate, accurate and correct amounts of the properties and business transactions of the Authority;

(e) To render monthly and annual financial statements showing the condition of the Authority as of the close of business for the preceding accounting period; and

(f) To perform all duties incident to the office of the secretary-treasurer, and such other duties as may be prescribed by the Authority from time to time.

Section 4. Executive Director. The executive director of the Authority shall be the chief executive officer of the Authority for the operation and management of all programs, services, facilities, and operations of the Authority and shall, in that capacity, have the general and active management of the business and affairs of the Authority subject to the direction and control of the Authority and officers and

committees of the Authority. In that capacity, the executive director shall have the following powers and duties:

4.1 To prepare and submit to the Authority for its review and approval the annual budget; to recommend amendments for the annual budget from time to time; and to report to the Authority at least quarterly on the actual revenues and expenses of the Authority comparative with the budgeted revenues and expenses;

4.2 To execute on behalf of the Authority all budget documents or certifications required by any other public or private entry;

4.3 To accept on behalf of the Authority all gifts or grants to it for its authorized purposes, provided that no such gift or grant shall be accepted conditioned on any obligation continuing beyond the current fiscal year of the Authority without the prior approval of the Authority;

4.4 To conduct, supervise and manage the operation and maintenance of all programs, services, facilities, and operations of the Authority;

4.5 To employ in accordance with a schedule of positions and the annual budget approved by the Authority and take disciplinary action against or discharge all employees of the Authority;

4.6 To make, within the salary schedules and annual budget approved by the Authority, or otherwise to recommend to the Authority, salary raises, promotions, or other compensation or benefits for all employees under the direction and control of the executive director;

4.7 To adopt and execute employment policies and practices; subject to the exceptions set forth above;

4.8 To sign and execute contracts in the name of the Authority when authorized to do so by resolution of the Authority and to sign and execute contracts in the name of the Authority when no other officer is designated by the Authority;

4.9 In accordance with budgets, policies, forms and schedules adopted and approved by the Authority, to execute contracts to provide for facilities, equipment and services to the Authority, but without the prior approval of the Authority no such contract shall be executed which binds the Authority beyond its current fiscal year necessary to prevent or remove imminent damage to persons;

4.10 To approve for payment all bills for services, supplies and materials;

4.11 To direct the disbursement of all salaries to all employees of the Authority;

4.12 To keep and maintain open for inspection by any member of the Authority at all reasonable times, accurate and complete records of business affairs and transactions of the Authority, and to transmit to the Authority, on a monthly, quarterly, and annual basis, a summary showing activities of the executive director and operations of the Authority for the preceding period as reflected by records kept and maintained by the executive director;

4.13 To report periodically to the Authority or its committees and to make recommendations for changes in existing job positions and salary schedules;

4.14 To attend all annual, regular and special meetings of the Authority; and

4.15 To perform such other duties as may be incident to the office of the executive director or as may be prescribed from time to time by the Authority, its committees, or chairman, consistent herewith.

Section 5. Required Signatures. No withdrawal shall be made from, nor shall any payment be made against any deposit held by the Authority, except upon approval of and the signature of the secretary-treasurer or the executive director or the chairman. Unless authorized by proper resolution of the Authority, two of such signatures will be required on all checks or orders of withdrawal in the amount of more than \$1,000.00.

Provided, however, the signer of any check or order of withdrawal may not reimburse himself.

Section 6. Delegation of Authority.

6.1 The executive director may, in writing delegate such authority and responsibility of the executive director to subordinate employees of the Authority as the executive director deems necessary or convenient to the efficient and effective operations of the Authority.

6.2 The secretary-treasurer may authorize, in writing, delegate to subordinate employees of the Authority such authority and responsibilities of the secretary-treasurer as the secretary-treasurer deems necessary or convenient to the efficient and effective operations of the Authority.

6.3 No such delegation by the executive director shall relieve the executive director or secretary-treasurer of their respective responsibilities to the Authority to see that all such delegated authority or responsibility are performed in accordance with these bylaws or other direction or action of the Authority, and the executive director and secretary-treasurer shall remain responsible to the Authority for actions of any subordinate to whom such a delegation is made.

ARTICLE XII

CONFLICTS OF INTEREST

Section 1. Disclosure. Each member of the Authority and each non-member officer of the Authority shall disclose to the Authority and to the executive director, in advance of any action thereon by the Authority or by such officer on behalf of the Authority, any matter in which the member or officer is interested in personally or in which any relative by blood or marriage within the third degree of the member or non-member officer is interested, in either case whether such interest is direct or by virtue of the interest in such matter by an entity in which the member or non-member officer or relative thereof is a shareholder, director, officer, partner (whether general or limited), or member by which the member or non-member officer or relative thereof is employed, indirect.

ARTICLE XIII

AMENDMENTS

The Authority may from time to time amend these bylaws or adopt new bylaws, but no such amendment or new bylaws shall be called for a vote until the expiration of 30 days after the proposed amendment is, in writing, distributed in person or by mail to the members of the Authority.

ARTICLE XIV

The adoption of these bylaws shall not abrogate any action heretofore taken by the Authority prior to the adoption hereof.


ADOPTED, this 9th day of August, 2018.

Camden County Joint Development
Authority

By: _____

Chairman

Attest:



Secretary-Treasurer
(Seal)