

## **BY-LAWS OF THE**

## **LAKE OCONEE AREA DEVELOPMENT AUTHORITY**

### **Article 1. General**

#### **Section 1. Name and Purpose**

This organization is created under the laws of the state of Georgia and shall be known as the Lake Oconee Area Development Authority.

The purpose of the Development Authority is to develop, promote, and expand for the public good and general welfare, industry and trade within Greene and Putnam Counties, Georgia.

#### **Section 2. Corporate Seal**

The Authority shall have the power to adopt and amend a corporate seal. The corporate seal shall be used to authenticate official actions of the Authority's governing body.

### **Article II Organization**

#### **Section 1. Appointment of Members**

The Development Authority shall consist of eight members. Four Development Authority members shall be appointed by the Putnam County Board of Commissioners and four by the Greene County Commissioners (2), City of Greensboro (1) and the city of Union Point (1). Members shall serve for a five (5) year term. The president of each county's Chamber of Commerce may serve as a voting member if appointed by the commissioners or city representative or as a non voting ex-officio member of the authority. Their term is served at the pleasure of the LOADA members

#### **Section 2. Oath of Office**

Prior to taking office, the members of the Authority shall subscribe to the following oath: "I do solemnly swear that I will fully and fairly perform the duties as a member of the LOADA, so help me God."

**Section 3. Eligibility**

All members of the Authority shall be citizens of the United States, shall be at least twenty-one years of age, shall have been a resident of Georgia for two years, and shall have been a resident of Putnam or Greene County for one year.

**Section 4 Officers**

At the first meeting of the Authority in each year, the members of the Authority shall select a Chairman and a vice chairman. Officers shall be alternated with the counties each year with understanding that the vice chairmen will move up to chairmanship when possible. All officers of the Authority shall be members of the Authority.

**Section 5 Vacancies**

If a vacancy shall occur on the Authority for any reason, the respective Authority shall appoint a member to fill such vacancy. The member so appointed shall serve for the unexpired term.

**Section 6. Member Reappointment**

All members who have served on the authority shall be eligible for appointment by the governing authority designated to appoint them.

**Section 7. Staff**

The policy making body of the Authority shall be authorized to appoint and hire agents and employees and to provide for their duties and compensation. However, when staff positions are jointly funded by the Authority and the Board of Commissioners, then questions of initial employment and final discharge may jointly entertained by both agencies. All full-time employees shall have an appropriate job description prepared for their respective position to be approved by the Authority.

## **Article III Meetings**

### **Section 1 Parliamentary Authority**

The rules contained in the current 1981 edition of Robert's Rules of Order shall govern the conduct of the Authority meetings in all cases to which they are applicable and in which they are not consistent with these by-laws and nay special rules of order adopted by the Authority.

### **Section 2 Quorum**

Five members of the Authority shall constitute a quorum for conducting business; at least two members from each county shall be present; however, no action shall be taken by the authority unless approved by a majority of these members present.

### **Section 3 Special Called Meetings**

Special called meetings shall be made at the request of the Chairman or by Three members of the Authority. Notice of said meeting shall be made in accordance with all laws.

## **Article IV Fiscal and Program Management**

### **Section 1. Fiscal Year**

The Development Authority's fiscal year shall be from January 1<sup>st</sup> each year to December 31, of that year.

### **Section 2. Intergovernmental Relations and Fiscal Cooperation**

The Development Authority fully recognized the importance of continued intergovernmental cooperation and financial support from the Putnam and Greene governments and will continually strive to maintain the same whenever possible. The lake Oconee Area Development Authority will strive to promote intergovernmental relations between all related city and county agencies, departments, and authorities.

**Section 3. Program of Work/Annual Budget**

The Executive Director or contracted agencies shall prepare and present a Program of Work to the governing body of the Development Authority no later than the first regularly scheduled meeting in November each year

**Section 4. Bonding of Employees**

All employees of the Development Authority shall be covered by a fidelity bond provided by the employer.

**Section 5. Annual Audit**

All appropriate books and records of the Lake Oconee Area Development Authority shall be audited at least annually at the expense of the Authority by a competent, independent, auditor.

**Section 6. Non Profit Purpose**

The authority is created for nonprofit purposes and all property acquired by the authority and any funds realized by the authority shall be used continually and exclusively for the purposes for which the authority is created, unless the authority, for any reason, is dissolved. Then, in that event, the funds and property of the authority shall be conveyed as hereinafter provided.

**Section 7. Conveyance of Property Upon Dissolution of Authority**

Should said authority for any reason be dissolved, title to all property of every kind and nature, real and personal, held by the authority at the time of such dissolution, shall be conveyed to the governments of Putnam County, Greene County, the city of Greensboro, and the city of Union Point subject to any mortgages, liens, leases, or other encumbrances outstanding against or in respect to, said property. No private interest shall exist in the property of the authority. The authority shall hold title only for the benefit of the public.

**Article V. Agency Operation Procedures**

**Section 1 Publicity and Press Releases**

Directors and Staff of the Authority will always strive to portray the activities of their agency and the economic potential of the Lake Oconee Area in a positive manner to members of the general public.

Official press releases will be developed by staff for review and approval by a majority of the governing body or the Chairman as presiding officer. Individual quotations within such press releases will at all times have the prior approval of those being quoted.

## **Section 2. Procurement and Showing of industrial Sites**

All Authority personnel will continually strive to increase the amount of industrial property available to be shown to prospective firms by procuring options to said properties whenever possible.

Optioned properties, when meeting the site and project criteria of the prospective firm, will always be shown first. Should the prospect not be interested in optioned property of the Authority, then every attempt will be made by staff to find other suitable locations within the Lake Oconee Area.

It should be realized that the confidence and trust of the prospect is of paramount importance in the initial meeting. Therefore, staff should provide the prospect the appropriate level of professional services in order to facilitate the location decision.

## **Section 3 Real Estate Commission Fees**

The Lake Oconee Area Development Authority will cooperate with any Real Estate Agent or Broker in regard to any real estate commission fee in an amount of no more than 10% when the real estate company is the sole originator of the prospective lead. The Development Authority will notify property owner that the industrial prospect was originated by a real estate agent/broker. The owner, not the Development Authority, will then be responsible for the commission.

## **Article IV Miscellaneous Provisions**

### **Section I Member Code of Ethics**

Notwithstanding any provisions of the law to the contrary, each member of the Authority shall:

- (1) Uphold the constitution, laws, and regulations of the United States, the State of Georgia, and all governments therein and never be a party to their evasion;
- (2) Never discriminate by the dispensing of special favors or privileges to anyone, whether or not for remuneration;



- (2) Fairly and impartially represent the interests of the communities and area served and advance their best civic and economic interest;
- (3) Advance the profession through their cooperation with fellow members in the free interchange of information, ideas, techniques and experiences where such practice does not conflict with normal ethical practice;
- (4) Provide opportunity and encouragement for the professional development and advancement of persons under their employ or supervision;
- (5) Actively seek the opportunity to exercise and develop professional leadership through self-improvement, innovation and services to their fellow members, their employers, and the communities of the state;
- (6) Not maliciously harm or degrade the professional reputation of standing of fellow developers or agencies;
- (7) Hold all information furnished by other agencies, developers, or prospects in confidence until such information is public knowledge unless approval for disclosure has been obtained from the source;
- (8) Inform all parties concerned if they have vested financial interest in actions to which they are a part;
- (9) Present themselves in a professional manner and fulfill those responsibilities designated with in this code;

Note: Sections 2. (1) through 2. (9) are taken verbatim from the Georgia Industrial Developers Association's Code of Ethics.

### **Section 3. By-Laws Amendments**

Amendments to the By-laws may be made by a majority of the full Board at any regular or special meeting. Proposed amendments shall be submitted to Board members in writing at least 10 days prior to the meeting date at which they are to be acted upon. Amendments to the by-laws will be effective only upon their reading at a regular or called meeting or email notification/reading) which thirty (30) days shall have passed after the initial first reading of said amendment.

### **Section 4. Prospect/Project Confidentially**

To the extent permitted under Georgia law, all information furnished by other agencies, developers or prospects in confidence will be held in confidence until such information is public knowledge unless approval for disclosure has been obtained from the source.

Be it resolved that the By-laws of the Lake Oconee Area Development Authority were approved on the first reading at the April 3, 1995, regular meeting and adopted on the second reading, May 5, 1995.

Putnam County Representatives

Tinch Mitchell  
J. A. Buddy Nolan  
Chuck Haley  
Sammy Blackwell  
Bill Weeks  
Frank Duke

Greene County Representatives

Darrell Phelps  
Rabun Neal  
Billy Merritt  
Wayne Jackson  
Brad Morris  
Jim Hudson

First revision in By-Laws

Approved Changes made on: May 7, 2012

Ron McWhorter, chairman original signed by Ron  
Greene Co. Members: Phil Mellor, Wayne Jackson, Becky Cronic, Ron McWhorter, Tom Mayers, Wayne Jackson  
Putnam Co. Members: Dan Elmore, Don Griffin, Lynward Lindsey, Sammy Blackwell, Eugene Smith(resigned in March 2012)

Second Revision of By-Laws

Approved Changes made on: \_\_\_\_\_

Members of the Authority: \_\_\_\_\_ Chairman, signature

MINUTES  
LAKE OCONEE AREA DEVELOPMENT AUTHORITY

May 7, 2012

Members Present: Wayne Jackson, Ronald McWhorter, Becky Cronic, Dan Elmore, Don Griffin

Others Present: Phil Mellor

The meeting was called to order by Chairman McWhorter. There was not a quorum to approve minutes. No minutes were available.

**Old Business**

County reports were given:

**Greene:** Mellor distributed his written report related to labor and current prospect activity. He also noted that there was word that Athens Tech's Greene County campus would be possibly closing, but it will NOT be closing according to Tech office.

Unemployment is at 9.7% Phil also noted that the county is working with a commercial project in the city limits of Greensboro and will hope to have details on this project in a month or so. Saint Mary's Good Samaritan hospital plans to begin clearing for its new hospital in late June. The new hospital will be located on the corner property at Carey Station Road and Hwy 44 near the Del Webb entrance.

**Putnam:** Dan Elmore reported that a portion of Haband will be closing in Eatonton which will take away 79-80 jobs. Haband is now owned by Orchard Brands. He reported that a solar farm will be locating near the substation on Old Phoenix Road and that a new auction house has opened in Eatonton. The owner is also looking at opening a restaurant with it. The new Technology Park will announce its ground breaking in the near future. Elmore also reported that gas is now available on Lake Oconee Parkway down to Silver Moon restaurant. Harmony Crossing also now has access to gas from the new lines.

***New Business***

Revision of by-laws for Lake Oconee Area Development Authority: A motion was made by Don Griffin that the Chairman declare a quorum at this time. Seconded by Dan Elmore. Motion passed. (this was after discussing Section 2 of Article III pg 4 of the by-laws)

A motion was made by Dan Elmore to suspend the rule related to the first and second readings being separate days as stated in the by-laws, and that the first and second reading of the revised by-laws be approved and accepted on this date of May 7, 2012. Seconded by Becky Cronic. Motion passed.

Motion to adjourn meeting by Dan Elmore and seconded by Don Griffin. Next meeting will be in August. Time to be determined.