

**BY-LAWS OF THE  
PUTNAM DEVELOPMENT AUTHORITY**

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**As Revised - May 11, 2009**

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**As Further Revised - August 12, 2013**

**As Further Revised, Amended, and Restated - March 11, 2019**

**PUTNAM DEVELOPMENT AUTHORITY BY-LAWS**

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**BY-LAWS OF THE  
PUTNAM DEVELOPMENT AUTHORITY**

**ARTICLE I  
GENERAL**

**Section 1. Name and Purpose**

This organization is created under the laws of the State of Georgia and shall be known as the Putnam Development Authority (the “**Development Authority**”), as the same was created by a local amendment to the Georgia Constitution, passed upon by the General Assembly and ratified by the voters of Putnam County, Georgia, as the same is codified at 1968 Ga. Laws p. 1860, et seq., and as continued by 1985 Ga. Laws p. 3955 (the “**Act**”). At all times relevant to the Act and these Bylaws, any reference therein or otherwise to the “Putnam County Development Authority” shall be included to mean the Development Authority.

The purpose of the Development Authority is as set forth in the Act, and specified to develop, promote and expand for the public good and general welfare, industry and trade within Putnam County, 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 Development Authority’s governing body.

**ARTICLE II  
ORGANIZATION.**

**Section 1. Appointment of Members**

The Development Authority shall consist of five (5) members. Development Authority members shall be appointed by the Putnam County Board of Commissioners. Members shall serve for a five (5) year term and or until their successors are appointed and qualified.

**Section 2. Oath of Office**

Prior to taking office the members of the Development 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 Putnam Development Authority, so help me God.”

**Section 3. Eligibility**

All members of the Authority shall be citizens of the United States and be otherwise qualified to serve as set forth under the Act.

**Section 4. Officers**

At the first meeting of the Authority in January each year, the members of the Authority shall select a Chairman, a Vice-Chairman, a Secretary/Treasurer, and an Assistant Secretary/Treasurer. The Chairman and the Vice-Chairman must be members of the Development Authority; the Secretary/Treasurer and/or Assistant Secretary/Treasurer may also be members but are not so required to be members of the Development Authority, as the board may so choose upon each such annual election. All officers will serve a one (1) year term. No member shall serve more than three (3), one (1) year terms consecutively as the same officer, except the assistant secretary/treasurer, so long as he or she is not a member of the board. However, once a member have served the maximum-allowable term as on officer, and not so served in the same office for a minimum of one (1) year, such member shall be eligible to serve again in the same office if elected by the other members.

**Section 5. Duties of Officers**

**Chairman:** The Chairman shall preside at all meetings of the authority and shall discharge the duties ordinarily pertaining to that office. The Chairman shall sign all contracts on behalf of the authority and shall execute with the Secretary attesting contracts, deeds, and other instruments when authorized by a majority of the members. The Chairman shall vote only in the case of a tie.

**Vice Chairman:** The Vice Chairman shall act in the absence or disability of the Chairman and shall be fully empowered to perform all of the duties of the chairman when so acting.

**Secretary/Treasurer:** The Secretary/Treasurer shall be one in the same office holder. The Secretary/Treasurer shall be the custodian of the documents of the authority as well as being the custodian for their funds.

**Assistant Secretary/Treasurer:** The Assistant Secretary/Treasurer shall act in the absence or disability of the Secretary/Treasurer and shall be fully empowered to perform all of the duties of the Secretary Treasurer when so acting.

**Section 6. Vacancies**

If a vacancy shall occur on the Authority for any reason, Putnam County Board Commissioners shall appoint a member to fill such vacancy as provided under the Act. The member so appointed shall serve for the unexpired term.

**Section 7. Staff**

The policy-making body of the Development 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 Development Authority and the Board of Commissioners, then questions of initial employment and final discharge may be jointly entertained by both agencies. All full-time employees shall have an appropriate job description prepared for the respective position to be approved by the Development Authority.

The personnel policies of the Putnam County Board of Commissioners pertaining to equal employment opportunity, affirmative action and other related areas not in conflict with these by-laws or other related law shall be used by the Development 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 Development Authority meetings in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order adopted by the Development Authority.

#### **Section 2. Quorum**

Three (3) members of the Development Authority shall constitute a quorum for conducting business; however, no action shall be taken by the Authority unless approved by a majority of these members present. Notwithstanding the foregoing, as provided under the Act, in no event shall vacancies in membership prevent the Development Authority from acting, and majority of the members then appointed shall constitute a quorum.

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

Special called meetings shall be made at the request of the Chairman or by three (3) members of the Authority. Notice of said meetings shall be made in accordance with all laws.

#### **Section 4. Regular Meetings**

Regular meetings of the Authority will be held monthly unless there is no business to conduct. In that case the regular meeting may be cancelled at the discretion of the Chairman.

### **ARTICLE IV** **FISCAL AND PROGRAM MANAGEMENT**

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

The Development Authority's fiscal year shall be from October 1<sup>st</sup> of each year to September 30<sup>th</sup>, of that year.

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

The Development Authority fully recognizes the importance of continued intergovernmental cooperation and financial support from the Putnam County Board of Commissioners and will continually strive to maintain the same whenever possible. The Development Authority will strive to promote intergovernmental relations between all related county agencies, departments, and authorities.

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

The Executive Director, or in the absence of an Executive Director, such contracted person or agency, shall prepare and present a Program of Work and Annual Budget to the governing body of the Development Authority no later than the first regularly scheduled meeting in June each year.

**Section 4. Audit**

All appropriate books and records of the Development Authority shall be audited as required by law at least **EVERY TWO (2) YEARS**, so long as funding is provided by and at the expense of the Board of Commissioner of Putnam County, by a competent, independent auditor. The audit and a summary of the audit shall be filed with the clerk of the Board of Commissioners Putnam County and shall be available for Public inspection during regular office hours.

**ARTICLE V  
AGENCY OPERATIONAL PROCEDURES**

**Section 1. Publicity and Press Releases**

Directors and staff of the Development Authority will always strive to portray the activities of their agency and the economic potential of Putnam County 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. Individual quotations within such press releases will at all times have the approval of those being quoted.

**Section 2. Procurement and Showing of Industrial Sites**

All Development Authority personnel will continually strive to increase the amount of industrial property.

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 Putnam Development Authority will cooperate with any Real Estate Agent or Broker in regard to any real estate commission fee in an amount no more than 10% when the real estate company is the sole originator of the prospective lead. The Development Authority will notify the 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.

**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.

**ARTICLE VI  
MISCELLANEOUS PROVISIONS**

**Section 1. Member Code of Ethics**

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

- 1) Uphold the Constitution, laws and regulations of the United States, the State of Georgia, and all the 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;
- 3) Not engage in any business with the government, either directly or indirectly, which is inconsistent with the conscientious performance of his governmental duties;
- 4) Never use any information coming to him confidentially in the performance of governmental duties as a means for making private profit;
- 5) Expose corruption wherever discovered;
- 6) Never solicit, accept or agree to accept gifts, loans, gratuities, discounts, favor, hospitality or services from any person, association or corporation under circumstances from which it could reasonably be inferred that a major purpose of the donor is to influence the performance of the member's official duties;
- 7) Never accept any economic opportunity under circumstances where he knows or should know that there is a substantial possibility that the opportunity is being afforded him with intent to influence his conduct in the performance of his duties;
- 8) Never engage in other conduct which is unbecoming to a member or which constitutes a breach of public trust; and,
- 9) Never take any official action with regard to any matter under circumstances in which he knows or should know that he has a direct or indirect monetary interest in the subject matter of such matter or in the outcome of such official action.<sup>1</sup>

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<sup>1</sup> Note: Sections 1. (1) thru Sections 1. (9) are taken verbatim from the Official Code of Georgia Annotated, 45-10-3.

10) Complete disclosure shall be required when the Development Authority's counsel represents more than one client in any transaction to which the Development Authority is a party.

**Section 2. Safe Harbor for Potential Conflicts of Interest.**

The provisions of paragraph (9) of Code Section 45-10-3 and Section 1 of this Article shall be deemed to have been complied with and the Development Authority may purchase from, sell to, borrow from, loan to, contract with, or otherwise deal with any director or member or any organization or person with which any director or member of the Development Authority is in any way interested or involved, provided (1) that any interest or involvement by such director or member is disclosed in advance to the directors or members of the Development Authority and is recorded in the minutes of the Development Authority, (2) that any interest or involvement by such director with a value in excess of \$200.00 per calendar quarter is published by the Development Authority one time in the legal organ in which notices of sheriffs' sales are published in each county affected by such interest, at least 30 days in advance of consummating such transaction, (3) that no director having a substantial interest or involvement may be present at that portion of a Development Authority meeting during which discussion of any matter is conducted involving any such organization or person, and (4) that no director having a substantial interest or involvement may participate in any decision of the Development Authority relating to any matter involving such organization or person. As used in this subsection, a "substantial interest or involvement" means any interest or involvement which reasonably may be expected to result in a direct financial benefit to such director or member as determined by the Development Authority, which determination shall be final and not subject to review.<sup>2</sup>

**Section 3. Staff Code of Ethics**

In the practice of the industrial development profession staff has numerous significant responsibilities which by their nature and complexity indicate a need for the recognition and acceptance of certain standards of ethical conduct. Therefore, staff shall:

1) Observe the highest standards of integrity, confidence and objectivity in serving the needs of industrial prospects and other agencies.

2) Fairly and impartially represent the interests of the communities and areas served and advance their best civic and economic interests.

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.

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<sup>2</sup> The Safe Harbor provisions are adapted for the Development Authority by verbatim compliance with O.C.G.A. § 36-62A-1(a)(2), which was made applicable to the Development Authority by O.C.G.A. § 36-62A-1(a)(1).

5) Actively seek the opportunity to exercise and develop professional leadership through self-improvement, innovation and service to their fellow members, their employers and the communities of the state.

6) Not maliciously harm or degrade the professional reputation or 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 financial interests in actions to which they are a part.

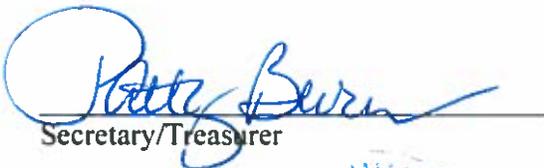
9) Present themselves in a professional manner and fulfill those responsibilities designated within this code.<sup>3</sup>

**Section 4. By-Law 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 the Board members in writing with regular meeting materials prior to the meeting date at which they are to be initially read for consideration. Amendments to the By-Laws will be effective only upon their second reading at the next regular meeting of the Development Authority following the initial first reading of said amendments.

Be it resolved that the By-Laws of the Putnam Development Authority were first read for consideration at the February 11, 2019 regular meeting, adopted by vote on second reading at the March 11, 2019 regular meeting, and became effective upon such date according to the provisions set forth above.

SAID AMENDED BYLAWS AS ARE SET FORTH ABOVE AS READ AND ADOPTED INTO THE MINUTES OF THE PUTNAM DEVELOPMENT AUTHORITY ON MARCH 11, 2019.

  
Secretary/Treasurer

[SEAL]



<sup>3</sup> Note: Sections 2. (1) thru 2. (9) are taken verbatim from the Georgia Industrial Developers Association's Code of Ethics.