



## **BYLAWS OF THE BARROW BRASELTON JOINT ECONOMIC DEVELOPMENT AUTHORITY**

### **ARTICLE I - THE AUTHORITY**

Section 1. Name of the Authority. The name of this public body shall be the "BARROW-BRASELTON JOINT ECONOMIC DEVELOPMENT AUTHORITY."

Section 2. Seal of the Authority. The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization with the word "SEAL" in the center.

Section 3. Principal Office. The principal office of the Authority shall be: 30 N. Broad Street, Winder, GA 30680

Section 4. Purpose. The purpose of the Authority is to develop and promote trade, tourism, commerce, industry, and employment opportunities for the public good and the general welfare of Barrow County, and the state through the creation and development of advanced manufacturing facilities, corporate headquarters, technology centers, for research, development, testing, manufacture, and distribution of a broad range of medical, biological, industrial, agricultural, consumer goods, and/or for other purposes.

Section 5. Powers. The Authority shall have and be vested with such powers as necessary to accomplish its purposes and may exercise all powers granted by the "Development Authorities Law", Chapter 62, Title 36, Official Code of Georgia Annotated (the "Act").

Section 6. Directors and Terms. The property, business and affairs of the Authority shall be managed by (7) Directors, four from Barrow County and three from the Town of Braselton, qualified and appointed as prescribed in the activating resolutions and for the terms specified therein. Each director shall continue to serve until his/her successor is appointed by the governing authority.

### **ARTICLE II - OFFICERS**

Section 1. Officers. The officers of the Authority shall be a chairman, a vice-chairman, a secretary, and a treasurer. Alternatively, the authority may appoint a secretary-treasurer. The secretary, treasurer, and secretary-treasurer may be appointed and do not have to be a director of the authority.

Section 2. Election and Tenure. At the first organization meeting of each fiscal year, the Authority shall elect a chairman, vice-chairman, secretary, treasurer, or a secretary- treasurer.

Section 3. Resignation and Removal: Any officer may resign at any time by giving written notice to the chairman or the secretary and such resignation shall take effect on the date of receipt or at the time specified in the notice. Any officer may be removed at any time by the affirmative vote of six (6) members of the Board at any regular or special meeting of the Authority.

Section 4. Vacancies. A vacancy in any office shall be filled for the unexpired term by another director, with an affirmative vote of the Authority.

### **ARTICLE III - DUTIES OF OFFICERS**

Section 1. Chairman. The Chairman shall be the principal officer of the Authority, preside at all meetings of the Board, and perform all duties incident to the office and as provided in these bylaws and as directed by the Board. The Chairman shall, except as otherwise authorized by the Board, sign all documents authorized by the Board and shall at each meeting submit such information and recommendation as he or she considers appropriate concerning the business, affairs, and policies of the Authority.

Section 2. Vice-Chairperson. The Vice-Chairman shall perform such duties as may be directed or assigned by the Board or the Chairman and in the absence, death, resignation, or incapacity of the Chairman, shall perform such duties as are imposed on the Chairman until such time as the Chairman returns or a new Chairman is selected.

Section 3. Secretary. The Secretary shall keep the records of the Authority and provide for the recording of all the minutes and proceedings of the Authority and perform all other duties incident to the office, including custody of the seal. The secretary shall attest and affix the seal to all contracts and documents authorized to be executed by the Board. The Secretary may be appointed and does not have to be a director of the authority.

Section 4. Treasurer. The Treasurer is responsible for the development and presentation of an annual budget for the Authority's approval. The Treasurer will also provide quarterly updates on cost performance, ensuring all expenditures are within the adopted budgetary limits. Accounting systems will be facilitated by the Barrow County finance department, adhering to sound accounting principles, and will include an annual audit conducted by an independent auditing firm. All Authority expenditures

exceeding \$500 require the approval or signature of the Chairman of the Authority. The treasurer may be appointed and does not have to be a director of the authority.

Section 5. Secretary-Treasurer. The Authority may appoint a Secretary-Treasurer, who does not have to be a member of the Board. The Secretary-Treasurer shall perform all duties of the Secretary and Treasurer described in Article III Section 3, and Section 4.

#### **ARTICLE IV - EMPLOYEE/STAFFING**

Section 1. Memorandum of Understanding. The Barrow-Braselton Joint Development Authority maintains a standing Memorandum of Understanding (MOU) with the Barrow County Board of Commissioners. This MOU outlines the employment of an Economic Development Director for the Barrow-Braselton Joint Development Authority and provides a framework for support in areas such as office space, daily operations, purchasing, budgeting, and other aspects as detailed in the MOU.

Section 2. Reporting Structure. The Economic Development Director of the Barrow-Braselton Joint Development Authority reports directly to the Chairman of the BBJDA.

Section 3. Compensation Incentives. Any additional compensation incentives, such as bonuses, provided to the Economic Development Director shall not be derived from public funds.

#### **ARTICLE V - MEETINGS**

Section 1. Regular Meetings. The Authority shall adopt a meeting schedule that requires regular meetings to be held at least quarterly. The Authority may adopt a meeting schedule that meets more frequently than quarterly.

Section 2. Special Called Meetings. Special called meetings may be held upon the call of the Chairperson or any three Directors at such time between 7 a.m. and 6:00 p.m. on a business day of the week as specified in the notice at the place where regular meetings of the Authority are held. Notice to the local media and public, must be in writing, i.e., email, US mail, express mail, delivered and posted a minimum of 24 hours prior to the time of the meeting.

Section 3. Quorum. A majority of Directors, at a meeting duly assembled, shall constitute a quorum for the transaction of business. However, no action may be authorized or taken without an affirmative vote of four (4) Directors.

Section 4. Resignation and Removal. Any member may resign at any time by giving written notice to the Chairperson, or the Secretary, and complying with any applicable provisions in the activating resolutions creating the Authority. The Board may by the affirmative vote of six (6) Directors recommend the removal of any Member to the governmental body that appointed such Director to the Authority.

Section 5. Vacancies. Vacancies on the Board of Directors shall be filled as provided in the activating resolutions creating the Authority.

Section 6. Agendas. Agendas for all regular meetings of the Authority shall be made available for each Director at least 72 hours in advance of the meeting, specifying in sufficient detail the matters to be discussed and transacted at such meeting.

Section 7. Teleconferencing. Whenever it is impracticable for Board members to convene a meeting, it may be conducted by teleconference, or videoconferencing in accordance with applicable State Law.

#### **ARTICLE VI - COMMITTEES**

Section 1. Committees. From time to time the Chairman of the Board of Directors may appoint one or more committees to carry out a specific purpose. A committee may exist beyond the end of the fiscal year in which it was created.

#### **ARTICLE VII - VISION AND OBJECTIVES**

Section 1. Vision. The Board of Directors shall formulate the vision of the Authority which shall serve as the foundation for its policy formation, decision-making, and oversight. The vision shall present an image of what the Authority should and could become at its very best. The mission shall frame the values, philosophies, and benefits of the Authority. The Board of Directors shall periodically evaluate the vision of the Authority and modify it from time to time as appropriate to ensure its continued validity.

Section 2. Strategic Plan and Objectives. The Economic Development Director shall develop a strategic plan and promulgate a set of high-level, multi-year objectives to determine how the Authority will promote its vision and mission in light of changing market conditions, opportunities, and other circumstances. The Board of Directors shall routinely evaluate the strategic plan and objectives, and modify them from time to time as necessary to ensure that they reflect current and anticipated market conditions, opportunities, and other circumstances.

Section 3. Annual Program of Work. At the first meeting of each fiscal year, the Economic Development Director shall develop and propose, and the Board of Directors shall evaluate and approve, an annual program of work for the Authority. The annual program of work shall implement the strategic plan and objectives of the Authority by translating them into specific actionable tasks, or deliverables for the upcoming year.

#### **ARTICLE VIII - FISCAL YEAR**

Section 1. Time. The Authority's fiscal year shall begin on the first day of July and end on the last day of June of each year.

Section 2. Annual Audit. The finances of the Authority shall be audited annually. The Authority will be classified as "dependent" with the Georgia Department of Community Affairs, allowing the Authority's finances to be included as a component unit of Barrow County's annual financial audit.

#### **ARTICLE IX - MISCELLANEOUS**

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

Section 2. Conflicts of Interest. The Authority shall comply in all respects with the provisions of O.C.G.A. 36-62-5 in all matters considered by the Authority.

Section 3. Order of Business. Regular meetings of the Authority shall be conducted in the following order of business.

- I. Call to Order and Determination of Quorum
- II. Approval of the Agenda
- III. Presentations
- IV. Review and Approval of prior meeting minutes
- V. Treasurer Report
- VI. Report of the Chairman

VII. Economic Development Director Report

VIII. Committee Reports

IX. Old Business

X. New Business

XI. Public Comment

XII. Executive Session

XIII. Adjournment

All resolutions shall be in writing and shall be available during the proceedings of the Authority.

Section 4. Manner of Voting. The voting on all questions coming before the Authority shall be a voice vote or roll call vote, and the yeas and nays shall be entered upon the minutes of such meeting in accordance with State law.

Section 5. Open Meetings Open Records. The Authority shall comply with applicable State statutes in the conduct of its meetings and accessibility of its records.

Section 6. Amendments. The Bylaws of the Authority may be amended at any regular, or special meeting, of the Authority by the affirmative vote of four (4) members.

These BYLAWS are approved and adopted by the Authority on the \_\_\_\_\_,  
day of \_\_\_\_\_, 2023, in a meeting duly assembled with \_\_\_\_\_ Directors present and voting  
in favor of such action.

\_\_\_\_\_

Chairman

Attested by:

\_\_\_\_\_

Secretary