

**BYLAWS  
OF THE  
MIDDLE COASTAL UNIFIED DEVELOPMENT AUTHORITY**

**ARTICLE I**

**NAME OF AUTHORITY**

The name of the authority shall be the "MIDDLE COASTAL UNIFIED DEVELOPMENT AUTHORITY" (hereinafter sometimes referred to as "MCUDA").

**ARTICLE II**

**AUTHORIZATION AND PURPOSE**

The MCUDA is organized as a regional development authority pursuant to the provisions of O.C.G.A. Section 36-62-1 et.seq. and O.C.G.A. Section 36-62-5.1. The purpose of the MCUDA is:

(a) to promote the economic development of the middle coastal region of Georgia (also designated as Region 8 by the Governor's Development Council);

(b) to encourage cooperation among economic development organizations within the member counties;

(c) to exercise all of the powers granted to a development authority pursuant to the provisions of O.C.G.A. Section 36-62-1 et.seq.;

(d) to perform the duties and responsibilities of a regional development council for Region 8; and

(e) to function as the liaison organization between Region 8 and the Governor's Development Council and the Council of Economic Development Organizations.

## ARTICLE III

### **MEMBERS**

3.1 Voting Members. The property, affairs and business of the MIDDLE COASTAL UNIFIED DEVELOPMENT AUTHORITY shall be managed by its voting members, consisting of two (2) persons from each member county (hereinafter sometimes referred to as "Directors"). The two (2) members from each county shall be appointed by the Board of Commissioners of such county and must be residents of the county they represent.

3.2 Ex Officio Members. The eight (8) regional representatives appointed by the Governor's Development Council and the person primarily responsible for directing economic development activities within each member county shall serve as ex officio members of the MCUDA. Ex Officio members shall participate in all meetings of the MCUDA but shall be non-voting members.

3.3 Supporting Members. Supporting membership in the MCUDA will be offered to qualifying individuals, corporations, businesses, agencies and other organizations interested in the economic development of the region based on a dues structure to be established from time to time by the MCUDA. Supporting members shall participate in the annual meeting of the MCUDA but shall be non-voting members.

## ARTICLE IV

### **DIRECTORS**

4.1 Directors. The affairs of the MCUDA shall be controlled and administered by the Directors appointed pursuant to Section 3.1 above.

4.2 Term. One-half (1/2) of the Directors shall serve for an initial term of two (2) years, and one-half (1/2) shall serve an for initial term of four (4) years. Thereafter, all Directors shall be appointed for a term of four (4) years.

4.3 Vacancies. Upon any vacancy occurring on the Board of Directors, a new Director shall be immediately appointed, as provided by law, to fill such vacancy, and said appointee shall serve for the unexpired portion of the term vacated. The term "vacancy" shall include in its definition and shall occur by reason of any of the following: death, resignation, removal, disqualification, failure to attend three (3) consecutive meetings, or otherwise as provided by law or the bylaws of the MCUDA. A Director shall be considered incapacitated if for any reason he shall be unable to carry on the duties of his office and the remaining Directors shall have declared such Director incapable of service by two-thirds (2/3) vote of the Directors voting.

4.4 Powers. The Directors shall have such power and authority as is conferred upon them by the Development Authorities Law, as the same now exists or may hereafter be amended, and such other power and authority as may be contained

under the Constitution and the Laws of the State of Georgia as the same may now or hereafter exist.

4.5 Regular Meetings. Regular meetings of the Directors shall be held on the third (3rd) Wednesday of January, April, July and October of each year. Notice of the time and place of such meeting may from time to time be fixed by resolution of the MCUDA or by the Chairman.

4.6 Annual Meetings. The regular meeting scheduled for the third (3rd) Wednesday in July of each year shall be the annual meeting of the MCUDA.

4.7 Special Meetings. Special meetings of the MCUDA may be called by the Chairman or Vice Chairman and must be called by either of them on the written request of any five (5) Directors.

4.8 Notice of Meetings. Notice of all regular meetings of the Directors, except as otherwise provided, shall be given by mail at least five (5) days before the meeting to the usual business or residence address of the Directors. Notice of special meetings may be either oral or written. Oral notice may be delivered personally or by telephone and shall be given at least forty-eight (48) hours prior to the time of the meeting. Written notice may be sent by mail, fax transmittal, or delivered personally. If delivered personally or by fax transmittal, such notice shall be delivered forty-eight (48) hours prior to the time of the meeting. If written notice is sent by mail, such notice shall be mailed five (5) days prior to the time of the meeting. No notice shall be required to be given any Director

who at any time before or after the meeting waives notice of the meeting in writing.

4.9 Chairman. At all meetings of the Directors, the Chairman or Vice Chairman, or in their absence a chairman chosen by the Directors present, shall preside.

4.10 Quorum. At all meetings of the Directors, a majority of the Directors shall be sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Directors, except as may be otherwise specifically provided by statute or by these Bylaws.

4.11 Compensation. The Directors shall serve without compensation.

4.12 Parliamentary Procedures. In case of dispute concerning parliamentary procedures governing the conduct of meetings of the MCUDA, Roberts Rules of Order shall govern.

## ARTICLE V

### **OFFICERS**

5.1 Number. The Officers of the MCUDA shall be the Chairman, Vice Chairman, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Directors. Any two offices, except those of President and Secretary may be held by the same person.

5.2 Election, Term of Office, and Qualifications. The Officers shall serve a term of two (2) years and shall be elected

at the annual meeting in odd-numbered years by the Directors from among their number.

5.3 Vacancies. In case any office of the MCUDA becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office may elect an Officer to fill such vacancy, and the Officer so elected shall serve for the remaining portion of such unexpired term.

5.4 Chairman. The Chairman is the Chief Executive Officer and shall be responsible for carrying out the purposes of the MCUDA. Duties of the Chairman shall include, but not be limited to, presiding at all meetings of the Directors and the membership. The Chairman shall perform all duties as usually pertaining to the office of the Chairman, as well as such duties as may be assigned by the Directors. The Chairman shall be an ex-officio member of all committees.

5.5 Vice Chairman. The Vice Chairman shall perform such duties as may be assigned by the Chairman or by the Directors. During any period in which the Chairman is unable to act, the Vice Chairman shall perform the duties of the Chairman.

5.6 Secretary. The Secretary shall be responsible for keeping the minutes and records of the MCUDA and, with the assistance of such staff as is available, shall prepare the agenda of regular and special meetings under the direction of the Chairman, provide notice of all meetings, attend to correspondence of the MCUDA and perform such other duties as are normally carried out by a Secretary.

5.7 Treasurer. The Treasurer shall have general supervision of the finances of the MCUDA and shall keep or cause to be kept full and accurate records and accounts showing the transactions of the MCUDA which records shall be audited annually by an Auditing Committee of three (3) Directors appointed by the Chairman. A copy of the annual audit shall be furnished to each Director and others as directed by the Chairman.

## **ARTICLE VI**

### **EXECUTIVE COMMITTEE**

6.1 Members. The officers of the MCUDA shall serve on an Executive Committee.

6.2 Meetings. The Executive Committee shall meet from time to time on call of the Chairman or of any two or more members of the Executive Committee. Meetings of the Executive Committee may be held at such place or places as the Executive Committee shall determine or as may be specified or fixed in the respective notices or waivers of such meetings. The Executive Committee may fix its own rules or procedure, including provision for notice of its meetings. It shall keep a record of its proceedings and shall report these proceedings to the Directors at the meeting thereof held next after they have been taken.

6.3 Voting. The Executive Committee shall act by majority vote of its members.

## **ARTICLE VII**

### **ADVISORY COMMITTEE**

The Directors may appoint from their members, or from among such persons as the Directors may see fit, one or more advisory committee

such committees. The members of any such committee shall serve during the pleasure of the Directors. Such advisory committees shall advise with and aid the Officers of the MCUDA in all matters designated by the Directors. Each such committee may, subject to the approval of the Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

#### **ARTICLE VIII**

##### **FISCAL YEAR**

The fiscal year of the MCUDA shall begin on the first day of July of each year and end on the last day of June of each year.

#### **ARTICLE IX**

##### **CORPORATE SEAL**

The Seal of the MCUDA shall consist of an impression bearing the name "MIDDLE COASTAL UNIFIED DEVELOPMENT AUTHORITY" around the perimeter and the word "SEAL" and the year of activation in the center thereof. In lieu thereof, the MCUDA may use an impression or writing bearing the word "SEAL" enclosed in parentheses or scroll, which shall also be deemed the seal of the MCUDA.

#### **ARTICLE X**

##### **DEPOSITORIES**

10.1 Depositories. The MCUDA shall from time to time provide by resolution or resolutions for the establishment of depositories for funds of the MCUDA.



10.2 Execution of Notes, Drafts, and Checks. All drafts, checks, etc. drawn against accounts of the MCUDA shall be signed by any two officers of the MCUDA.

**ARTICLE XI**

**AGENTS AND REPRESENTATIVES**

The Directors may appoint agents and representatives of the MCUDA to perform such acts or duties on behalf of the MCUDA as the Directors may see fit, consistent with these Bylaws and to the extent authorized by law.

**ARTICLE XII**

**AMENDMENTS**

The bylaws of the MCUDA shall be subject to alteration, amendment or repeal, and new bylaws not inconsistent with any laws of the State of Georgia creating the MCUDA may be made by affirmative vote of a majority of the Directors then holding office at any regular or special meeting of the Directors. Proposed amendments shall be submitted in writing to all Directors at least ten (10) days prior to the meeting at which such amendment will be considered. If such written proposed amendment is submitted by mail, it shall be deemed to be delivered when deposited in the United States Mail properly addressed and with sufficient postage thereon.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 1993.

\_\_\_\_\_  
Chairman

ATTEST: \_\_\_\_\_  
Secretary