

**BYLAWS
OF
PORT WENTWORTH DEVELOPMENT AUTHORITY**

**ARTICLE I
ORGANIZATION OF DEVELOPMENT AUTHORITY**

1.1 Status. Port Wentworth Development Authority (the “**Authority**”) is a public body corporate and politic, created in and for the City of Port Wentworth, Georgia (the “**City**”) located in Chatham County (the “**County**”). The Authority has been authorized by the General Assembly of Georgia and has been created and activated as a development authority under O.C.G.A. Section 36-62-1, *et seq.* by a resolution of the governing body of the City, duly filed with the Secretary of State of Georgia.

1.2 Name. The Authority is named the “Port Wentworth Development Authority.”

1.3 Activating Resolution. The activating resolution of the City referred to above, together with all subsequent amendments thereof, are sometimes referred to collectively in these bylaws as the “Activating Resolution.” It shall be the duty of the Secretary of the Authority to place a copy of the Activating Resolution in the Authority’s minute book, and these bylaws shall be subject to the Activating Resolution.

**ARTICLE II
PURPOSES AND POWERS**

2.1 General Purposes. The general purposes and powers of the Authority have been determined by the General Assembly of Georgia and are set forth in O.C.G.A. § 36-62-1, *et seq.*, as now or hereafter amended (the “Development Authorities Law”).

2.2 Particular Purposes. Without limitation of Section 2.1, above, the Authority shall have the following particular purposes:

(a) to develop and promote for the public good and general welfare trade, commerce, industry and employment opportunities of the City in accordance with the Development Authorities Law;

(b) to encourage cooperation among economic development organizations with the County and City; and

(c) to exercise all of the powers granted to a development authority pursuant to the provisions of the Development Authorities Law.

ARTICLE III OFFICES AND PLACES OF MEETINGS

3.1 Principal Office. The Authority shall have an office located within the borders of the City at such specific location as the Authority may determine.

3.2 Additional Offices. The Authority may have such other offices at such additional locations within its area of operations as the Authority may deem appropriate.

3.3 Regular Meeting Place. The principal office shall be considered a regular meeting place of the Authority.

ARTICLE IV DIRECTORS

4.1 General. The Authority shall have a Board of Directors which shall consist of members qualified and appointed as provided in O.C.G.A. § 36-62-4. The exact number of members of the Authority shall be determined by the governing body of the City pursuant to such Code Section.

4.2 Quarterly and Special Meetings. Regular meetings of the Board of Directors shall be held at 7224 GA Highway 21, Port Wentworth, Georgia, on the second Monday of every month at 4:00 o'clock p.m. One such quarterly meeting, so designated each year by the Authority, shall be considered its annual meeting. At said annual meeting, the Directors shall adopt an annual budget for the Authority's fiscal year and shall elect officers and shall consider such other matters as shall be brought properly before them. Special meetings of the Directors shall be held when called by the Chairman of the Authority, the Vice Chairman of the Authority acting in place of the Chairman, or a majority of the Directors at such dates and times as he or they reasonably shall fix, at a regular meeting place of the Authority determined by him or them.

4.3 Notice. Notice of each meeting shall be given to each Director of the Authority personally, in writing, by mail, facsimile or email, or by telephone by whomever shall call the meeting or by the Secretary of the Authority at the direction of whomever shall call the meeting. Notice shall set forth the date, time and place of the meeting and, if for a special meeting, also shall set forth the purpose or business to be transacted at the meeting. Notice shall be given as much in advance of the meeting as shall be reasonable under the circumstances and as shall be required by law.

4.4 Waiver of Notice. Attendance of a Director at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the date, time and place of the meeting or the manner in which it has been called or convened, except when a Director shall attend the meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of business.

4.5 Open and Public Meetings. All meetings of the Authority shall be conducted as

required by Georgia's "Open Meetings" law, codified as O.C.G.A. § 50-14-1 *et seq.* (the "Open Meetings Law"), and all provisions of these bylaws shall be subject thereto. The designation by the Authority of a scheduled regular meeting place pursuant to Section 3.3, above, is intended to facilitate satisfaction of the requirements of the Open Meetings Law pertaining to a regular place of meetings.

4.6 Attendance; Quorum; Vote Required for Action. At all meetings of the Directors, the presence of a majority of the Directors eligible to vote shall be necessary and sufficient to constitute a quorum for the transaction of business. However, no action may be taken by the Board without the affirmative vote of a majority of the full membership of the Board.

4.7 Presiding Officer. The Chairman of the Authority, or in his absence, the Vice Chairman of the Authority, shall preside at all meetings of the Directors and may appoint such assistants as he shall deem appropriate.

4.8 Minutes. At each meeting of the Directors, the Secretary (or such person as the Chairman may appoint) shall take attendance, count and retain ballots if any cast by the Directors, and record the acts and proceedings in written minutes. A copy of the minutes shall be given to each Director as soon as possible after the meeting and in any case, not less than five (5) days prior to the next meeting of the Directors. The minutes shall be read at the next meeting of the Directors and upon approval by the Authority, shall become the official minutes of the Authority. The Directors shall have the right to waive the reading of the minutes. The Authority shall also comply with any additional requirements of the Open Meetings Law pertaining to its minutes.

4.9 Postponement; Adjournment. If a quorum does not exist, a majority of the Directors present may postpone any meeting to another date, time or place, subject to all requirements of these bylaws and of the Open Meetings Law.

ARTICLE V OFFICERS

5.1 Number; Election; Qualifications; Term; Voting Rights; Vacancies. The Authority shall have a Chairman, a Vice Chairman, a Secretary, an Assistant Secretary and a Treasurer. The officers shall be elected by the Authority at its annual meeting. The Chairman and the Vice Chairman shall be members of the Authority; the Secretary, Assistant Secretary, and the Treasurer may, but need not, be a member of the Authority. All officers who are members of the Authority shall serve for a term of one (1) year and until their successors are elected and have qualified; all officers who are not members of the Authority shall serve for such term as may be determined by the Authority and until their successors are elected and have qualified. No member of the Authority shall hold more than one office, except as otherwise provided in Section 5.7(f), below. Any officer who is not a member of the Authority shall have no voting rights. A vacancy in the office of Chairman, Vice Chairman, Secretary, Assistant Secretary or Treasurer shall be filled for the unexpired portion of the term by the Authority.

5.2 Standard of Conduct. The provisions of O.C.G.A. § 45-10-3 shall apply to all Directors of the Authority, and a Director of the Authority shall not engage in any transaction with the Authority. The provisions of paragraph (9) of O.C.G.A. § 45-10-3 and the preceding sentence shall be deemed to have been complied with and the 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 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 Authority and is recorded in the minutes of the 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 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 an 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 Authority relating to any matter involving such organization or person. As used in this Section, 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 Authority, which determination shall be final and not subject to review. Nothing contained in this Section or in O.C.G.A. § 45-10-3 shall be deemed to prohibit any Director who is present at any meeting or who participates in any decision of the Authority from providing legal services in connection with any of the undertakings of the Authority or from being paid for such services.

5.3 Removal. Any officer may be removed from office for failure to adhere to the foregoing standard of conduct, by vote of the members in accordance with Section 4.6, above, at a meeting with respect to which notice of such purpose has been given. Any officer shall be deemed removed from office for, and effective on the date of, conviction of any felony or misdemeanor which involves an act of dishonesty or moral turpitude including, but not limited to, the following: taking of a false oath, making a false report, bribery, perjury, burglary, larceny, theft, robbery, extortion, forgery, counterfeiting, fraudulent concealment, embezzlement, fraudulent conversion, or misappropriation of funds. Removal of an officer from such position shall not affect his status as a Director, if he is a Director.

5.4 Chairman. The Chairman of the Authority shall be the chief executive officer of the Authority and shall have general and active management responsibility for the business and affairs of the Authority and in that capacity shall have the following powers and duties:

- (a) To preside when present at all meetings of the Directors of the Authority;
- (b) To see that all orders, resolutions and other actions of the Authority are carried into effect;
- (c) To execute in the name of the Authority all written instruments of every kind and character which the Authority or the law has authorized him to execute;

(d) To appoint the membership and the chairman of each committee of the Directors of the Authority;

(e) To be ex officio a member of each committee of the Directors of the Authority;

(f) To report to the Authority from time to time all matters within its knowledge that should be brought to its attention in its best interests; and

(g) To have such other powers and to perform such other duties as are incident to the office of Chairman and as may be prescribed by these bylaws, the Authority or the law.

5.5 Vice Chairman. The Vice Chairman of the Authority shall have the powers and shall perform the duties of the Chairman, whenever the Chairman, by reason of absence or disability is unable to act and whenever the Chairman or the Authority so directs that he do so. He shall also have such powers and shall also perform such duties as may be prescribed by these bylaws, the Authority or the law.

5.6 Secretary; Assistant Secretary.

(a) The Secretary of the Authority shall have the following powers and duties:

(1) To be the custodian of the books, records and seal of the Authority;

(2) To maintain a current list of the names, addresses and telephone numbers of the Directors, the officers, the Executive Director and legal counsel;

(3) To affix and attest the seal of the Authority to such documents as the Authority may direct or that the law may require;

(4) To give such notice of meetings of the Directors as shall be directed by whomever is calling the meetings; and

(5) To have such other powers and to perform such other duties as are incident to the office of Secretary and as may be prescribed by these bylaws, the Authority or the law.

(b) The Assistant Secretary shall perform the duties of the Secretary in the absence of the Secretary or as directed by the Chairman or the Authority.

5.7 Treasurer. The Treasurer of the Authority shall be the chief financial officer of the Authority and in that capacity shall have the following powers and duties:

(a) To deposit or cause to be deposited in the name of the Authority, all monies, securities and other valuable effects, in such banks, trust companies or other

depositories as shall, from time to time, be designated by the Authority;

(b) To keep accurate lists and descriptions of all accounts, properties and business transactions of the Authority;

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

(d) To make or cause to be made such disbursements as the Authority may direct and to see to the proper drafting of all checks, drafts, notes and orders for the payment of money as required in the business of the Authority and as the Authority may direct;

(e) To render to the Chairman and to the Directors, whenever they reasonably may request it, an account of all business transacted by him on behalf of the Authority and a financial statement in form reasonably satisfactory to them, showing the financial condition of the Authority as of whatever date they reasonably may request;

(f) To serve in the dual-capacity as Secretary to the Authority, should the Directors so choose;

(g) In the absence of the Secretary, to affix and attest the seal of the Authority to such documents as the Authority may direct or that the law may require; and

(h) To have such other powers and to perform such other duties as are incident to the office of Treasurer and as may be prescribed by these bylaws, the Authority or the law.

5.8 Executive Director. The Authority may appoint an Executive Director who shall be an agent of the Authority with duties and responsibilities similar to those of a corporate chief operating officer. Any such Executive Director shall have general and active management responsibility for the day-to-day business and affairs of the Authority and in that capacity, subject to the direction, supervision and control of the Authority and in accordance with policies, schedules, forms and other guidelines formulated, approved and adopted by the Authority, shall have the following powers and duties:

(a) To plan and supervise the promotion, operation and maintenance of day-to-day business and affairs of the Authority and its land, facilities, equipment and services;

(b) To hire, pay, promote, train, direct, supervise, control and discharge employees;

(c) To participate in the negotiation, preparation of and execution of contracts for (i) the hiring of employees, (ii) the purchase of supplies and materials necessary for

the promotion, operation and maintenance of the Authority and its land, facilities, equipment and services, and (iii) the use of the land facilities, equipment and services of the Authority;

(d) To approve and to forward to the Treasurer for payment all bills for supplies and materials necessary for the promotion, operation and maintenance of the Authority and its land, facilities, equipment and services;

(e) To direct the disbursement of salaries to all employees under his direction, supervision and control;

(f) To coordinate promotion, operation and maintenance activities with the persons responsible for the promotion, operation and maintenance of Authority property;

(g) To communicate with and to coordinate activities with all the tenants and other users of the land, facilities, equipment and services of the Authority;

(h) To communicate with the trustee of the bonds of the Authority;

(i) To plan and administer the budget for the Authority;

(j) To review requests for the use of the Authority and its land, facilities, equipment and services and to make recommendations to the Authority in connection therewith;

(k) To conduct himself at all times in his capacity as Executive Director in such a way as to effectuate the purposes of the Authority and in such a way as to be in the best interests of the Authority;

(l) To conduct the general correspondence of the Authority; and

(m) To have such other powers and to perform such other duties as may be prescribed by the Authority.

5.9 Delegation of Duties. The Authority may delegate the duties of one officer to another officer for any reason that the Authority may deem appropriate.

ARTICLE VI NON-MEMBER OFFICERS, AGENTS AND EMPLOYEES

6.1 General. All non-member officers, agents and employees of the Authority shall serve at the pleasure of the Authority and shall receive such compensation and adhere to such conditions of employment as the Authority shall fix or as shall be fixed in any employment agreement entered into by and between the relevant person and the Authority.

ARTICLE VII

FISCAL YEAR

7.1 General. The fiscal year of the Authority shall be the same as the fiscal year of the City.

ARTICLE VIII SEAL

8.1 General. The seal of the Authority shall be in such form as the Authority may from time to time deem appropriate. The seal shall be affixed manually or by lithograph or other means of imprinting by the Secretary of the Authority or by such other officer as shall be authorized by the Authority and shall be attested by the Secretary or the Assistant Secretary of the Authority.

ARTICLE IX AMENDMENTS

9.1 General. The Authority shall have the power to amend, alter or repeal these bylaws or adopt new bylaws.