

Request for Board of Commissioners' Action

From: Faye Hughes, County Administrator Date: 9/11/2018

Subject: Tift-Turner-Worth-Cook JDA Item Number: VIII-E

In 1997, legislation was passed that included Cook County in the Tift-Turner-Worth Joint Development Authority. The authority has not been active in a very long time. The only meeting that I remember going to was with Mrs. Nancy O'Quinn. I believe that at the time the authority created billboards representing the authority which promoted agribusiness along the interstate.

As we were applying for the 2018 CDBG, this authority requirements had not been met. Certain authorities have to make report with the Department of Community Affairs. DCA website showed that a report had not been done in several years.

Lisa Collins called me to say that Karen Rackley, Worth County Chamber Director and Development Authority has contacted her with interest in reactivating the 4-county authority. The benefit in being a member of a joint development authority is it increases the dollar amount of the jobs tax credits for businesses located within those member counties.

Cook was added to the authority by legislation February 1997. Cook County is also a member of a Joint Development Authority with Lowndes and several other counties.

I have contacted Southern Regional Commission concerning the request. Cook County does not lack the benefits of the job tax credits because we are a member of the other JDA.

Karen Rackley stated she recommended their county administrator, their economic developer (her), and a member of the development authority for their three slots.

The Board will need to appoint members to represent Cook County.

Motion made by _____

Second made by _____

Any discussion: _____

Votes _____ yes _____ no

Motion carried/ failed

I, LEWIS A. MASSEY, Secretary of State of the State of Georgia, do hereby certify that the attached fifteen pages of reproduced material represent a true and correct copy of the resolution filed on February 20, 1997 amending the

TIFT-TURNER-WORTH JOINT DEVELOPMENT AUTHORITY

to include Cook County and rename said Authority as the

TIFT-TURNER-WORTH-COOK JOINT DEVELOPMENT AUTHORITY

said document remaining on file and of record to this date.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 20th day of February, in the year of our Lord One Thousand Nine Hundred and Ninety-Seven, and the Independence of the United States of America the Two Hundred Twenty-first.

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF TIFT COUNTY, GEORGIA TO AMEND AND RESTATE A RESOLUTION TO DECLARE THE NEED FOR AND TO ACTIVATE A JOINT DEVELOPMENT AUTHORITY TO FUNCTION IN TIFT COUNTY, GEORGIA AND IN CERTAIN CONTIGUOUS COUNTIES, PURSUANT TO THE PROVISIONS OF THE DEVELOPMENT AUTHORITIES LAW; TO PROVIDE AN EFFECTIVE DATE AND FOR OTHER PURPOSES:

WHEREAS, pursuant to a Resolution of the Board of Commissioners of Tift County, Georgia (the "Tift County Board") adopted March 28, 1995 (the "Original Resolution"), the Tift-Turner-Worth Joint Development Authority (the "Joint Authority") was activated; and

WHEREAS, Cook County desires to join in the Joint Authority; and

WHEREAS, the Tift County Board has determined that there is a need in Tift, Cook, Worth and Turner Counties to continue to develop and promote trade, commerce, industry and employment opportunities on a joint basis for the public good and general welfare of said counties, and to promote the general welfare of the State of Georgia;

WHEREAS, it has been determined by the Tift County Board that the operation of a joint development authority under the Development Authorities Law (O.C.G.A. Section 36-62-1, et sec.) is necessary for the public good and general welfare of Tift, Cook, Worth and Turner Counties, and will promote the general welfare of the State of Georgia; and

WHEREAS, it has been determined by the Tift County Board that it is in the public interest and is vital to the public welfare of the people of Tift County, Cook County, Worth County, Turner County and the State of Georgia to promote trade, commerce, industry and employment opportunities for the public good and general welfare of Tift County, Cook County, Worth County, and Turner Counties, and to promote the general welfare of the State of Georgia

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TIFT COUNTY, GEORGIA
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so as to develop and promote for the public good and general welfare, trade, commerce, industry and employment opportunities in Tift County and Cook, Worth and Turner Counties; and

WHEREAS, the Development Authorities Law specifies that by concurrent resolutions any two or more counties in the State of Georgia may activate a joint development authority for the purpose of promoting trade, commerce, industry and employment opportunities for the public good and general welfare and to promote the general welfare of the State of Georgia, and thereby increase the dollar amount of the jobs tax credits for businesses located therein, and that by the same method counties may amend such resolutions; and

WHEREAS, the Tift County Board, after thorough investigation, has determined that it is desirable and necessary that the Original Resolution be amended and restated hereby to add Cook County as a participating county in the Joint Authority activated by the Original Resolution, pursuant to the Development Authorities Law, in order to fulfill the needs expressed herein.

NOW, THEREFORE, BE IT RESOLVED by the Tift County Board, and it is hereby resolved by the same, that the Original Resolution be amended and restated as set forth herein for the purpose of adding Cook County as a participating government in the Joint Authority created by the Original Resolution, which Joint Authority is expressly continued.

BE IT FURTHER RESOLVED, that there is hereby determined and declared to be a present and future need for the Joint Authority (as more fully described and defined in the Development Authorities Law, O.C.G.A. Section 36-62-5.1) to function within Tift, Cook, Worth and Turner Counties.

BE IT FURTHER RESOLVED that these Resolutions be effective with the concurrent adoption by the Board of Commissioners of Cook County, the Board of Commissioners of Worth County and the Board of Commissioners of Turner County, and thereupon, the Joint Authority created by the Original Resolution, constituting a joint development authority under the Development Authorities Law, shall include Cook County and shall hereafter be known as the "Tift-Turner-Worth-Cook Joint Development Authority."

BE IT FURTHER RESOLVED that the members of the Board of Directors of the Joint Authority shall consist of twelve members, the number of members to be divided equally between the participating counties, and such members for each county to be appointed by action of the respective Boards of Commissioners of such counties; members shall serve four-year terms in accordance with the bylaws of the Joint Authority and shall be residents of the County of which the appointing Board of Commissioners represents.

BE IT FURTHER RESOLVED that the Authority shall be an active, bona fide authority, shall meet not less often than quarterly, and shall develop an operational business plan.

BE IT FURTHER RESOLVED that the Board of Directors of the Joint Authority shall organize itself, carry out its duties and responsibilities and exercise its powers and prerogatives in accordance with the terms and provisions of the Development Authorities Law as it now exists and as it might hereafter be amended or modified.

BE IT FURTHER RESOLVED that the action taken by the Tift County Board as herein specified with respect to the Joint Authority is not intended in any way to affect any other public corporation, development authority or other authority previously created by legislative act or

constitutional amendment including, without limitation, its existence, purpose, organization, powers or function.

BE IT FURTHER RESOLVED that this resolution shall be effective as stated herein.

ADOPTED AND APPROVED this 10th day of February, 1997.

BOARD OF COMMISSIONERS OF TIFT
COUNTY, GEORGIA

By: James R. Agui Chairman

(SEAL)

Attest:

Eugene A. Register
Clerk of the Board of Commissioners

91 FEB 20 PM 8:00
CLERK OF THE BOARD OF COMMISSIONERS
TIFT COUNTY, GEORGIA

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF WORTH COUNTY, GEORGIA TO AMEND AND RESTATE A RESOLUTION TO DECLARE THE NEED FOR AND TO ACTIVATE A JOINT DEVELOPMENT AUTHORITY TO FUNCTION IN WORTH COUNTY, GEORGIA AND IN CERTAIN CONTIGUOUS COUNTIES, PURSUANT TO THE PROVISIONS OF THE DEVELOPMENT AUTHORITIES LAW: TO PROVIDE AN EFFECTIVE DATE AND OTHER PURPOSES.

WHEREAS, pursuant to a Resolution of the Board of Commissioners of Worth County, Georgia (the "Worth County Board") adopted March 28, 1995 (the "Original Resolution"), the Tift-Turner-Worth Joint Development Authority (the "Joint Authority") was activated; and

WHEREAS, Cook County desires to join in the Joint Authority; and

WHEREAS, the Worth County Board has determined that there is a need in Worth County and in Cook, Tift and Turner Counties to continue to develop and promote trade, commerce, industry and employment opportunities on a joint basis for the public good and general welfare to said counties, and to promote the general welfare of the State of Georgia;

WHEREAS, it has been determined by the Worth County Board that the operation of a joint development authority under the Development Authorities Law (O.C.G.A. Section 36-62-1, et seq.) is necessary for the public good and general welfare of Worth County and Cook, Tift and Turner Counties and will promote the general welfare of the State of Georgia; and

WHEREAS, it has been determined by the Worth County Board that it is in the public interest and is vital to the public welfare of the people of Worth County, Cook County, Tift County, Turner County

and the State of Georgia to promote trade, commerce, industry and employment opportunities for the public good and general welfare of Worth County, Cook County, Tift County, and Turner County, and to promote the general welfare of the State of Georgia so as to develop and promote for the public good and general welfare, trade, commerce, industry and employment opportunities in Worth County and Cook, Tift and Turner Counties; and

WHEREAS, the development Authorities Law specifies that by concurrent resolutions any two or more counties in the State of Georgia may activate a joint development authority for the purpose of promoting trade, commerce, industry and employment opportunities for the public good and general welfare and to promote the general welfare of the State of Georgia, and thereby increase the dollar amount of the jobs tax credits for businesses located therein, and that by the same method counties may amend such resolutions; and

WHEREAS, the Worth County Board, after thorough investigation, has determined that it is desirable and necessary that the Original Resolution be amended and restated hereby to add Cook County as a participating County in the Joint Authority activated by the Original Resolution, pursuant to the Development Authorities Law, in order to fulfill the needs expressed herein.

NOW, THEREFORE, BE IT RESOLVED by the Worth County Board, and it is hereby resolved by the same that the Original Resolution be amended and restated as set forth herein for the purpose of adding Cook County as a participating government in the Joint Authority created by the Original Resolution, which Joint Authority is expressly continued.

BE IT FURTHER RESOLVED, that there is hereby determined and declared to be a present and future need for the Joint Authority (as more fully described and defined in the Development Authorities Law, O.C.G.A. Section 36-62-5.1) to function within Worth County and Cook, Tift and Turner Counties.

BE IT FURTHER RESOLVED that these Resolutions be effective with the concurrent adoption by the Board of Commissioners of Cook County, the Board of Commissioners of Tift County and the Board of Commissioners of Turner County, and thereupon, the Joint Authority created by the Original Resolution, constituting a joint development authority under the Development Authorities Law, shall include Cook County and shall hereafter be known as the "Tift-Turner-Worth-Cook Joint Development Authority."

BE IT FURTHER RESOLVED that the members of the Board of Directors of the Joint Authority shall consist of twelve members, the number of members to be divided equally among the participating counties, and such members for each county to be appointed by action of the respective Boards of Commissioners of such counties; members shall serve one-year terms and shall be residents of the County by which they are appointed.

BE IT FURTHER RESOLVED that the Authority shall be an active, bona fide authority, shall meet not less often than quarterly, and shall develop an operational business plan.

BE IT FURTHER RESOLVED that the Board of Directors of the Joint Authority shall organize itself, carry out its duties and responsibilities and exercise its powers and prerogatives in accordance with the terms and provisions of the Development Authorities Law as it now exists and as it might hereafter be amended or modified.

BE IT FURTHER RESOLVED the action taken by the Worth County Board as herein specified with respect to the Joint Authority is not intended in any way to affect any other public corporation, development authority or other authority previously created by legislative act or constitutional amendment including, without limitation, its existence, purpose, organization, powers or function.

BE IT FURTHER RESOLVED, that diligent inquiries be made into the desirability and necessity of adding additional contiguous counties into the Tift-Turner-Worth-Cook Joint Development Authority, especially Been Hill and Colquitt.

BE IT FURTHER RESOLVED that this resolution shall be effective as stated herein.

ADOPTED AND APPROVED this 11th day of February, 1997.

BOARD OF COMMISSIONERS OF WORTH
COUNTY, GEORGIA.

BY: Billy McDonald
Chairman

(SEAL)
Attest:

Nee Ford
Clerk of the Board of Commissioners

RECEIVED
STATE
SECTION
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RESOLUTION # 97-02-01

A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF TURNER COUNTY, GEORGIA TO AMEND AND RESTATE A
RESOLUTION TO DECLARE THE NEED FOR AND TO ACTIVATE
A JOINT DEVELOPMENT AUTHORITY TO FUNCTION IN TURNER
COUNTY, GEORGIA AND IN CERTAIN CONTIGUOUS COUNTIES,
PURSUANT TO THE PROVISIONS OF THE DEVELOPMENT
AUTHORITIES LAW; TO PROVIDE AN EFFECTIVE DATE AND
FOR OTHER PURPOSES:

WHEREAS, pursuant to a Resolution of the Board of Commissioners of Turner County, Georgia (the "Turner County Board") adopted March 29, 1995 (the "Original Resolution"), of the Tift-Turner-Worth Joint Development Authority (the "Joint Authority") was activated; and

WHEREAS, Cook County desires to join in the Authority; and

WHEREAS, the Turner County Board has determined that there is a need in Turner, Cook, Tift and Worth Counties to continue to develop and promote trade, commerce, industry and employment opportunities on a joint basis for the public good and general welfare of said counties, and to promote the general welfare of the State of Georgia;

WHEREAS, it has been determined by the Turner County Board that the operation of a joint development authority under the Development Authorities law (O. C. G. A. Section 36-62-1, et seq.) is necessary for the public good and general welfare of Turner, Cook, Tift and Worth Counties, and will promote the general welfare of the State of Georgia; and

WHEREAS, it has been determined by the Turner County Board that it is in the public interest and is vital to the public welfare of the people of Turner County, Cook County, Tift County, Worth County and the State of Georgia to promote trade, commerce, industry and employment

opportunities for the public good and general welfare of Turner County, Cook County, Tift County, and Worth Counties and to promote the general welfare, of the State of Georgia so as to develop and promote for the public good and general welfare, trade, commerce, industry and employment opportunities in Turner County and Cook, Tift, and Worth Counties; and

WHEREAS, the Development Authorities Law specifies that by concurrent resolutions any two or more counties in the State of Georgia may activate a joint development authority for the purpose of promoting trade, commerce, industry and employment opportunities for the public good and general welfare and to promote the general welfare of the State of Georgia, and thereby increase the dollar amount of the jobs tax credits for businesses located therein, and that by the same method counties may amend such resolutions; and

WHEREAS, the Turner County Board, after thorough investigation, has determined that is desirable and necessary that the Original Resolution be amended and restated hereby to add Cook County as a participating county in the Joint Authority activated by the Original Resolution, pursuant to the Development Authorities Law, in order to fulfill the needs expressed herein.

NOW, THEREFORE BE IT RESOLVED by the Turner County Board, and it is hereby resolved by the same, that the Original Resolution be amended and restated as set forth herein for the purpose of adding Cook County as a participating government in the Joint Authority created by the Original Resolution, which Joint Authority is expressly continued.

BE IT FURTHER RESOLVED, that there is hereby determined and declared to be a present and future need of the Joint Authority (as more fully described and defined in the Development Authorities Law, O. C. G. A. Section 36-62-5.1) to function within Turner, Cook, Tift and Worth Counties.

BE IT FURTHER RESOLVED that these Resolutions be effective with the concurrent adoption

by the Board of Commissioners of Cook County, the Board of Commissioners of Tift County and the Board of Commissioners of Worth County, and thereupon, the Joint Authority created by the Original Resolution, constituting a joint development authority under the Development Authorities Law, shall include Cook County and shall hereafter be known as the "Tift-Turner-Worth-Cook Joint Development Authority."

BE IT FURTHER RESOLVED that the members of the Board of Directors of the Joint Authority shall consist of twelve members, the number of members to be divided equally between the participating counties, and such members for each county to be appointed by action of the respective Boards of Commissioners of such counties; members shall serve four-year terms in accordance with the bylaws of the Joint Authority, and shall be residents of the County of which the appointing Board of Commissioners represents.

BE IT FURTHER RESOLVED that the Authority shall be an active, bona fide authority, shall meet not less often than quarterly, and shall develop an operational business plan.

BE IT FURTHER RESOLVED that the Board of Directors of the Joint Authority shall organize itself, carry out its duties and responsibilities and exercise its powers and prerogatives in accordance with the terms and provisions of the Development Authorities Law as it now exists and as it might hereafter be amended or modified.

BE IT FURTHER RESOLVED that the action taken by the Turner County Board as herein specified with respect to the Joint Authority is not intended in any way to affect any other public corporation, development authority or other authority previously created by legislative act or constitutional amendment including, without limitation, its existence, purpose, organization, powers or function.

BE IT FURTHER RESOLVED that this resolution shall be effective as stated herein.

ADOPTED AND APPROVED this 4th day of February, 1997.

BOARD OF COMMISSIONERS OF TURNER
COUNTY, GEORGIA

By: Tommy H. Horne
Chairman

(SEAL)
Attest:

Mary J. Wood
Clerk of the Board of Commissioners

97 FEB 27 10 07 AM
FBI - NEW YORK

RESOLUTION

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF COOK COUNTY, GEORGIA TO DECLARE THE NEED FOR AND TO JOIN IN A JOINT DEVELOPMENT AUTHORITY TO FUNCTION IN COOK COUNTY, GEORGIA AND IN CERTAIN CONTIGUOUS COUNTIES, PURSUANT TO THE PROVISIONS OF THE DEVELOPMENT AUTHORITIES LAW: TO PROVIDE AN EFFECTIVE DATE AND FOR OTHER PURPOSES:

WHEREAS, pursuant to Resolutions of the Board of Commissioners of Tift, Turner and Worth Counties, adopted March 28, 1995 and March 20, 1995 (the "Original Resolutions"), the Tift-Turner-Worth Joint Development Authority (the "Joint Authority") was activated; and

WHEREAS, Cook County desires to join in the Joint Authority; and

WHEREAS, the Cook County Board has determined that there is a need in Cook, Worth, Tift and Turner Counties to continue to develop and promote trade, commerce, industry and employment opportunities on a joint basis for the public good and general welfare of said counties, and to promote the general welfare of the State of Georgia;

WHEREAS, it has been determined by the Cook County Board that the operation of a joint development authority under the Development Authorities Law (OCGA Section 36-62-1, et seq.) is necessary for the public good and general welfare of Cook, Worth, Tift, and Turner Counties, and will promote the general of the State of Georgia; and

WHEREAS, it has been determined by the Cook County Board that it is in the public interest and is vital to the public welfare of the people of Cook County, Worth County, Tift County, Turner County and the State of Georgia to promote trade, commerce, industry and employment opportunities for the public good and general welfare of Cook County, Work County, Tift County, and Turner Counties, and to promote the general welfare of the State of Georgia so as to develop and promote for the public good and general welfare, trade, commerce, industry and employment opportunities in Cook County and Worth, Tift and Turner Counties; and

WHEREAS, the Development Authorities Law specifies that by concurrent resolutions any two or more counties in the State of Georgia may activate a joint development authority for the purpose of promoting trade, commerce, industry and employment opportunities for the public good and general welfare and to promote the general welfare of the State of Georgia, and thereby increase the dollar amount of the jobs tax credits for businesses located therein, and that by the same method counties may amend such resolutions; and,

WHEREAS, the Cook County Board, after thorough investigation, has determined that it is desirable and necessary that these Resolutions be adopted to add Cook County as a participating county in the Joint Authority activated by the Original Resolutions, pursuant to the Development Authorities Law, in order to fulfill the needs expressed herein.

NOW, THEREFORE, BE IT RESOLVED by the Cook County Board, and it is hereby resolved by the same, that these Resolutions be adopted for the purpose of adding Cook County as a participating government in the Joint Authority created by the Original Resolutions, which Joint Authority is expressly continued.

BE IT FURTHER RESOLVED, THAT THERE IS HEREBY DETERMINED AND DECLARED TO BE PRESENT AND FUTURE NEED FOR THE Joint Authority (as more fully described and defined in the Development Authorities Law, OCGA Section 36-62-5.1) to function within Cook, Worth, Tift and Turner Counties.

BE IT FURTHER RESOLVED that these Resolutions be effective with the concurrent adoption by the Board of Commissioners of Worth County, the Board of Commissioners of Tift County, and the Board of Commissioners of Turner County, and thereupon, the Joint Authority created by the Original Resolution, constituting a joint development authority under the Development Authorities Law, shall include Cook County and shall hereafter be known as the "Tift-Turner-Worth-Cook Joint Development Authority."

BE IT FURTHER RESOLVED that the members of the Board of Directors of the Joint Authority shall consist of twelve members, the number of members to be divided equally between the participating counties, and such members for each county to be appointed by action of the respective Boards of Commissioners of such counties; members shall serve four-year terms in accordance with the bylaws of the Joint Authority, and shall be residents of the County of which the appointing Board of Commissioners represents.

BE IT FURTHER RESOLVED that the Authority shall be an active, bona fide authority, shall meet not less often than quarterly, and shall develop an operational business plan.

BE IT FURTHER RESOLVED that the Board of Directors of the Joint Authority shall organize itself, carry out its duties and responsibilities and exercise its powers and prerogatives in accordance with the terms and provisions of the Development Authorities Law as it now exists and as it might hereafter be amended or modified.

BE IT FURTHER RESOLVED that the action taken by the Cook County Board as herein specified with respect to the Joint Authority is not intended in any way to affect any other public corporation, development authority or other authority previously created by legislative act or constitutional amendment including, without limitation, its existence, purpose, organization, powers or function.

BE IT FURTHER RESOLVED that this resolution shall be effective as stated herein.

ADOPTED AND APPROVED THIS 3rd day of FEBRUARY, 1997.

COOK COUNTY BOARD OF COMMISSIONERS

COOK COUNTY, GEORGIA

BY: Tim E. Giddens
Tim Giddens, Chairman

Attest:

Glynda Hemby
Glynda Hemby, County Clerk

STATE OF GEORGIA
COUNTY OF COOK

I, Glynda Hemby, as Clerk of said COUNTY, do hereby certify that I am custodian of the books and records of the same, and that the above and foregoing copy of the original is now on file in my office, and that the Chairman of the Board was authorized and directed to execute the same for and in behalf of said County Commission.

Witness my hand and official signature, this 3 day of February, 1997.

Glynda Hemby
County Clerk

97 FEB 03 10:01 AM
CLERK OF SUPERIOR COURT
COUNTY OF COOK, GEORGIA

BYLAWS
OF
TIFT-TURNER-WORTH JOINT DEVELOPMENT AUTHORITY

ARTICLE I

Public Purpose

1.1. The Authority is created for the public purpose of promoting and expanding business, industry and trade in Tift, Turner and Worth Counties and to attract and support new business industry to provide increased employment for the citizens living within the jurisdiction of the Authority and to expand the ad valorem property tax base for these counties.

ARTICLE II

Members of Board of Directors

2.1. Management Powers, Number and Qualifications. The property, affairs and business of the Tift-Turner-Worth Joint Development Authority shall be managed by a board of directors consisting of nine members, three of whom shall be appointed from time to time by the Board of Commissioners of Tift County, Georgia, three of whom shall be appointed from time to time by the Board of Commissioners of Turner County, Georgia and three of whom shall be appointed from time to time by the Board of Commissioners of Worth County, Georgia, all as provided by the resolutions of such Commissions creating and activating the Authority and by law. The qualifications of the directors shall be that each must be a resident of the county of the Commission that appointed such director, all as provided by the resolutions of such Commissions creating and activating the Authority and by law.

2.2. Term. At the expiration of the current terms of office of the first nine members of the board of directors, the Board of Commissioners of Tift, Turner and Worth Counties shall each appoint successors to such members. One of the members appointed by each County shall serve a term of two (2) years and the remaining members appointed by each County shall serve a term of four (4) years. All subsequent members appointed to the Board shall serve four (4) year terms. Each member of the Board shall serve his/her term and continue to serve as a member of the Board until his/her successor is qualified and chosen. In the event of the death or resignation of a member of the Board, his/her successor shall be duly appointed for the unexpired portion of the term by the respective Board of Commissioners of the County where the former member was a resident.

2.3. Powers. The Board shall carry out its duties and responsibilities and exercise its powers and prerogatives in accordance with the Development Authorities Law (O.C.G.A. §§ 36-62-1 et seq.) as the same now exists or may hereafter be amended.

2.4. Regular Meetings. Regular meetings of the Authority shall be held at least quarterly at such places as may from time to time be fixed by resolution of the Authority (or such other minimum number of times as from time to time may be provided by law). Such regular meetings of the Authority may be held without notice; provided, however, that if the time and place of such regular meetings are not so fixed by resolution of the Authority, then the Chairman shall give notice of the time and place of such meeting in the same manner as hereinafter specified for giving notice of special meetings.

2.5. Special Meetings. Special meetings may be held upon the call of the Chairman, Vice Chairman, Secretary-Treasurer or any two directors at such time and at such place, as shall be specified in the notice of such meeting. 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 twenty-four (24) hours prior to the time of the meeting. Written notice may be sent by mail or delivered personally. If delivered personally, such notice shall be delivered twenty-four (24) hours prior to the time of the meeting. If written notice is sent by mail, such notice shall be mailed two (2) days prior to the time of the meeting. Unless specified otherwise, any notice hereinafter called for in these bylaws shall be given as specified in this section. No notice of any meeting need be given any director who attends such meeting unless such director attending at the beginning of such meeting states any objection or objections to the place and time of the meeting, to the manner in which it has been called or convened or to the transaction of business. No notice shall be required to be given to any director who at any time before or after the meeting waives notice of the meeting in writing.

2.6. Participation by Conference Telephone. Members of the board of directors may participate in a meeting of such board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this Section 2.6 shall constitute presence in person at such meeting.

2.7. Action by Directors Without a Meeting. Action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and delivered to the Authority for inclusion in the minutes or filing with the Authority records. A consent signed pursuant to this Section 2.7 has the effect of a meeting vote and may be described as such in any document.

2.8. Quorum. A majority of the directors, at a meeting duly assembled, shall constitute a quorum, but no action may be taken by the board without the affirmative vote of a majority of the full membership of the board. Unless otherwise specifically required by statute or these bylaws, the act of a majority of such number of directors present at a meeting shall be the act of the Authority, and if at any meeting of the Authority there shall be less than a quorum, a majority of those present may adjourn the meeting without further notice, until a quorum or such larger applicable number shall have been obtained.

2.9. Nomination of Members. Prior to the expiration of the term of any director of the Authority, the Chairman shall appoint two directors from the county of residence of the director whose term is expiring, to act as a nominating committee and to submit nominations for directors to the Board of Commissioners of Tift County, the Board of Commissioners of Turner County, or the Board of Commissioners of Worth County as applicable.

ARTICLE III

Officers

3.1. Number. The directors shall elect from their number a Chairman and a Vice Chairman, and the directors also shall elect a Secretary-Treasurer, who may be, but need not be, a director.

3.2. Election. Except for the organizational meeting which shall be held as soon as practicable after the Authority is activated, new officers shall be elected each year at the annual meeting of the Authority, and each officer shall hold office until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death.

3.3. Term and Removal. All officers shall be elected by and serve at the discretion of the directors and any officer may be removed from office, either with or without cause, at any time, by the affirmative vote of the majority of the directors of the authority then in office. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the directors for the unexpected portion of the term. Resignation shall be submitted in writing to the Chairman.

3.4. Powers. The powers and duties of the several officers shall be provided from time to time by these bylaws and by resolution or other directive of the directors. In the absence of such provisions, respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of authorities similar in organizations and purposes of this Authority. In the absence of the Chairman or in the event of his death, inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and when so acting shall have all of the powers and be subject to all of the restrictions upon the Chairman. Additionally, the Vice Chairman shall perform such other duties as from time to time may be assigned to him by the Chairman or by the board of directors. The Secretary-Treasurer, if a non-member, shall attend meetings but shall not have any of the powers, rights or duties of directors.

ARTICLE IV

Depositories

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

ARTICLE V

General Provisions

5.1. Operational Business Plan, etc. The officers and directors of the Authority shall develop, maintain and carry out an operational business plan and such other matters as from time to time may be required by law for the Authority to be and remain an active, bona fide joint Authority.

5.2 Annual Meetings. An annual meeting of the Authority for the purpose of electing officers and for the transaction of such other business as may be properly brought before the meeting shall be held during the month of January of each year. Such annual meeting shall constitute one of the quarterly meetings addressed in Section 2.4 of these bylaws. Notice of the time and place of such meeting shall be given by the Chairman. The failure to hold such meetings shall not affect any prior or subsequent act of the Authority.

5.3. Seal. In the event the Authority determines that it should get a seal, the seal of the Authority shall consist of an impression bearing the name "Tift-Turner-Worth Joint Development Authority" (abbreviated as necessary) around the perimeter and the word "SEAL" and the year of activation in the center thereof. In lieu thereof, the Authority may use an impression or writing bearing the word "SEAL" enclosed in the parenthesis or scroll, which shall also be deemed the seal of the Authority.

5.4. Fiscal Year. The fiscal year of the Authority shall begin on the first day of January of each year and end on the last day of December of each year.

5.5 Annual Audit. During any year in which the Authority has any activity, the Treasurer shall cause an annual audit of the books of the Authority to be made by the firm which audits the books of the Tift County Development Authority and present such audit to the directors of the Authority. A copy of the audit shall be filed with the State Auditor, if necessary, to comply with the local Government Financial Management Standards Act (Georgia Laws, 1980, p. 1738).

ARTICLE VI

Amendments

6.1. Amendments. The bylaws of the Authority shall be subject to alteration, amendment or repeal, and new bylaws not inconsistent with any laws of the State of Georgia creating this Authority may be made by the 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 of the Authority ten (10) days prior to the meeting at which time 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.

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