

BY-LAWS OF  
THOMASTON-UPSON COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

Article I. - AUTHORITY MEMBERS

Section 1. The Authority, in conformity with Georgia Laws, 1964 Session, pages 817-825, shall consist of six (6) members, one (1) of whom shall be the Chairman of the Board of Commissioners of Roads and Revenue of Upson County, Georgia, who shall be a member by virtue of such office, one (1) of whom shall be the Mayor of the City of Thomaston, Georgia, who shall be a member by virtue of such office, two (2) of whom shall be appointed by the Board of Commissioners of Roads and Revenue of Upson County, Georgia, and two (2) of whom shall be appointed by the Mayor and Council of the City of Thomaston, Georgia.

Initially, the Board of Commissioners of Roads and Revenue of Upson County, Georgia, and the Mayor and the Council of the City of Thomaston shall each appoint one (1) member for a term of one (1) year, and shall each appoint one (1) member for a term of two (2) years, and thereafter upon the expiration of a member's term, shall each appoint their respective successor or members for a term of two (2) years. As herein used, the term "year" shall mean calendar year commencing with the month of January and ending with the month of December. All members, so appointed, shall serve until their terms expire and their successors are appointed and qualified. Any vacancy on said Authority shall be filled by appointment for the remainder of the term by the governing Authority who appointed the previous holder of the vacancy.

Section 2. Prior to taking office, the members shall subscribe to the following oath which shall be filed in the Office of the Clerk of the City of Thomaston, to-wit:

"I do solemnly swear that I will fully and fairly perform the duties as a member of the Thomaston-Upson County Industrial Development Authority, so help me God."

Section 3. The annual meeting of the Authority shall be held on the fourth Monday in January of each year at 4:00 in the afternoon, unless such day be a legal holiday, in which case, the meeting shall be held at the same hour on the next day following that is not a legal holiday. The annual meeting of the Authority shall be for the purpose of electing officers, hereinafter provided for, and such officers shall serve until the next succeeding annual meeting and until their successors are elected and qualified, and for such other business as may then properly come before said meeting."

Section 4. Special meetings of the Authority may be called at any time by the Chairman or the Vice-Chairman or by a majority of the members of the Authority. Notice of such special meetings shall be given to the members of the Authority, either in writing or orally, at the

discretion of the authorized person or persons calling the special meeting; said notice shall specify the time, place, and purpose of the special meeting.

Section 5. All Meetings of the Authority, including the annual meeting, shall be held in suite 230 of the Thomaston-Upson County Government Complex located at 106 East Lee Street, Thomaston, Georgia; provided, however, that the Chairman of the Authority, may upon twenty-four hours prior written or oral notice, hold special meetings at any other place in Upson County, Georgia, that the Chairman may select; provided further, however, that the holding of any meeting, annual, special or otherwise, without the limits of Upson County, Georgia, must be first approved by a majority of the members of the Authority, which approval may be obtained by telephone or in person from the members, and need not be obtained at a formal meeting of the Authority.

Section 6. Any four (4) members of the Authority shall constitute a quorum for the transaction of ordinary business of the Authority; however, any action with respect to any project (as defined in GA. L., 1964, pp. 817-825.) of the Authority must be approved by not less than four (4) affirmative votes.

Section 7. Any notice required to be given to the members of the Authority may be waived, either before or after the meeting, in writing or orally.

## Article II. - OFFICERS

Section 1. The chief executive officer of the Authority shall be the Chairman, who shall preside at all meetings of the Authority when present; the Chairman shall have general management of the ordinary business of the Authority, and shall, at the pleasure of the Authority, have general control of the Authority's employees, agents, and attorneys, and shall perform such other duties as are prescribed and directed by the Authority. The Chairman of the Authority shall have the right to vote on any issue coming before the Authority.

Section 2. The Vice-Chairman shall, in the absence of the Chairman, perform all the duties of the Chairman and such other duties as may be required by the Authority.

Section 3. The Secretary-Treasurer shall have custody of the records and seal of the Authority, shall keep all minutes of all meetings of the Authority, and shall perform such other duties as the Authority shall prescribe. The Secretary-Treasurer shall keep full and accurate accounts of receipts and disbursements of the Authority, shall have custody of the books belonging to the Authority, and shall deposit all monies and other valuable effects in the name of and to the credit of the Authority in such depositories as may be designated by the Authority. Said officer shall take proper vouchers for all disbursements and shall render to the Authority, as directed by it, an account of all transactions and of the financial condition and operations of the Authority. The Authority may also appoint an Assistant Secretary who shall, in the absence of the Secretary, perform all of the functions of the secretary.

Section 4. The Authority may require the Treasurer and other officers and employees handling funds of the Authority to give such security for the faithful performance of their duties as the Authority shall, from time to time, determine.

### Article III. - MISCELLANEOUS

Section 1. All checks, drafts, and like instruments executed in behalf of the Authority shall be signed by the Executive Director and any one of the members of the Authority, or by any two of the members of the Authority.

Section 2. The seal of the Authority shall be as follows: Two (2) concentric circles with the word "SEAL" in the center thereof, with the words "THOMASTON-UPSON COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY" between the two (2) circles. However, the word "SEAL" or the letters "L. S." written or printed after the signature of the Authority shall be sufficient as the Seal of the Authority for any and all purposes.

Section 3. All contracts, promissory notes, deeds of conveyance, Security Deeds, and mortgages executed by the Authority shall be signed by the Chairman or Vice-Chairman, whose signature shall be attested by the Secretary-Treasurer or the Assistant Secretary.

Section 4. These by-laws may be altered or amended and additional by-laws adopted by the Authority at any meeting, regular, annual, special, or otherwise, when the proper notice, including the purpose thereof, of such meeting has been given or waived.

I, the undersigned, Secretary-Treasurer of the Authority, do hereby certify that the above by-laws were adopted by the Authority on the 27th day of August, 2007.

  
SECRETARY-TREASURER

UNLESS OTHERWISE SPECIFICALLY NOTED THE PROVISIONS OF THE FOLLOWING BY-LAWS WERE ADOPTED ON MARCH 3, 1988.

BY-LAWS OF  
THOMASTON-UPSON COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

Article I. - AUTHORITY MEMBERS

Section 1. The Authority, in conformity with Georgia Laws, 1964 Session, pages 817-825, shall consist of six (6) members, one (1) of whom shall be the Chairman of the Board of Commissioners of Roads and Revenue of Upson County, Georgia, who shall be a member by virtue of his office, one (1) of whom shall be the Mayor of the City of Thomaston, Georgia, who shall be a member by virtue of his office, two (2) of whom shall be appointed by the Board of Commissioners of Roads and Revenue of Upson County, Georgia, and two (2) of whom shall be appointed by the Mayor and Council of the City of Thomaston, Georgia.

Initially, the Board of Commissioners of Roads and Revenue of Upson County, Georgia, and the Mayor and the Council of the City of Thomaston shall each appoint one (1) member for a term of one (1) year, and shall each appoint one (1) member for a term of two (2) years, and thereafter upon the expiration of a member's term, shall each appoint their respective successor or members for a term of two (2) years. As herein used, the term "year" shall mean calendar year commencing with the month of January and ending with the month of December. All members, so appointed, shall serve until their terms expire and their successors are appointed and qualified. Any vacancy on said Authority shall be filled by appointment for the remainder of the term by the governing Authority who appointed the previous holder of the vacancy.

Section 2. Prior to taking office, the members shall subscribe to the following oath which shall be filed in the Office of the Clerk of the City of Thomaston, to-wit:

"I do solemnly swear that I will fully and fairly perform the duties as a member of the Thomaston-Upson County Industrial Development Authority, so help me God."

Section 3. The annual meeting of the Authority shall be held on the Monday following the last Friday in January of each year at 2:00 in the afternoon, unless such day be a legal holiday, in which

case, the meeting shall be held at the same hour on the next day following that is not a legal holiday. The annual meeting of the Authority shall be for the purpose of electing officers, hereinafter provided for, and such officers shall serve until the next succeeding annual meeting and until their successors are elected and qualified, and for such other business as may then properly come before said meeting."

**NOTE: SECTION 3 OF ARTICLE I WAS AMENDED IN 1993.**

Section 4. Special meetings of the Authority may be called at any time by the Chairman or the Vice-Chairman or by a majority of the members of the Authority. Notice of such special meetings shall be given to the members of the Authority, either in writing or orally, at the discretion of the authorized person or persons calling the special meeting; said notice shall specify the time, place, and purpose of the special meeting.

Section 5. All Meetings of the Authority, including the annual meeting, shall be held at the offices of the Chamber of Commerce, Thomaston, Georgia; provided, however, that the Chairman of the Authority, may upon twenty-four hours prior written or oral notice, hold special meetings at any other place in Upson County, Georgia, that he may select; provided further, however, that the holding of any meeting, annual, special or otherwise, without the limits of Upson County, Georgia, - must be first approved by a majority of the members of the Authority, which approval may be obtained by telephone or in person from the members, and need not be obtained at a formal meeting of the Authority.

**NOTE: SECTION 5. OF ARTICLE I WAS AMENDED IN 1996.**

Section 6. Any four (4) members of the Authority shall constitute a quorum for the transaction of ordinary business of the Authority; however, any action with respect to any project (as defined in GA. L., 1964, pp. 817-825.) of the Authority must be approved by not less than four (4) affirmative votes.

Section 7. Any notice required to be given to the members of the Authority may be waived, either before or after the meeting, in writing or orally.

## Article II. - OFFICERS

Section 1. The chief executive officer of the Authority shall be the Chairman, who shall preside at all meetings of the Authority when he is present; he shall have general management of the

ordinary business of the Authority, and shall, at the pleasure of the Authority have general control of the Authority's employees, agents, and attorneys, and shall perform such other duties as are prescribed and directed by the Authority. The Chairman of the Authority shall have the right to vote on any issue coming before the Authority.

Section 2. The Vice-Chairman shall, in the absence of the Chairman, perform all the duties of the Chairman and such other duties as may be required of him by the Authority.

Section 3. The Secretary-Treasurer shall have custody of the records and seal of the Authority, shall keep all minutes of all meetings of the Authority, and shall perform such other duties as the Authority shall prescribe. He shall keep full and accurate accounts of receipts and disbursements of the Authority, shall have custody of the books belonging to the Authority, and shall deposit all monies and other valuable effects in the name of and to the credit of the Authority in such depositories as may be designated by the Authority. He shall take proper vouchers for all disbursements and shall render to the Authority, as directed by it, an account of all his transactions and of the financial condition and operations of the Authority. The Authority may also appoint an Assistant Secretary who shall, in the absence of the Secretary, perform all of the functions of the secretary.

**NOTE: SECTION 3 OF ARTICLE II WAS AMENDED ON FEBRUARY 28, 1994, BY ADDING THE LAST SENTENCE REGARDING THE APPOINTMENT OF ASSISTANT SECRETARY.**

Section 4. The Authority may require the Treasurer and other officers and employees handling funds of the Authority to give such security for the faithful performance of his duties as the Authority shall, from time to time, determine.

#### Article III. - MISCELLANEOUS

Section 1. All checks, drafts, and like instruments executed in behalf of the Authority shall be signed by any two (2) of the three (3) following officers of the Authority, to-wit: Chairman, Vice-Chairman, and Secretary-Treasurer.

Section 2. The seal of the Authority shall be as follows: Two (2) concentric circles with the word "SEAL" in the center thereof, with the words "THOMASTON-UPSON COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY" between the two (2) circles. However, the word "SEAL" or the letters "L. S." written or printed after the signature of the

Authority shall be sufficient as the Seal of the Authority for any and all purposes.

Section 3. All contracts, promissory notes, deeds of conveyance, Security Deeds, and mortgages executed by the Authority shall be signed by the Chairman or Vice-Chairman, whose signature shall be attested by the Secretary-Treasurer.

Section 4. These by-laws may be altered or amended and additional by-laws adopted by the Authority at any meeting, regular, annual, special, or otherwise, when the proper notice, including the purpose thereof, of such meeting has been given or waived.

I, the undersigned, Secretary-Treasurer of the Authority, do hereby certify that the above by-laws were adopted by the Authority on the \_\_\_\_ day of \_\_\_\_\_, 1988.

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SECRETARY-TREASURER