

# **GRIFFIN-SPALDING COUNTY AIRPORT AUTHORITY**

## **BYLAWS**

### **ARTICLE I: NAME**

The GRIFFIN-SPALDING COUNTY AIRPORT AUTHORITY (hereafter, the “Authority”), was created by 2012 Ga. Laws, p. \_\_\_\_ (2012 Session, Act 536 / H.B. 1261) (hereafter, the “Enabling Act”), effective July 1, 2012. The Authority shall have perpetual existence.

### **ARTICLE II: PURPOSE**

As set forth in Section 27 of the Enabling Act, the general purpose of the Authority is declared to be that of acquiring, constructing, equipping, maintaining, improving, and operating a public-use, general aviation airport and landing field for the use of aircraft, including any related buildings and the usual and convenient facilities appertaining to such undertaking, and extensions and improvements of such facilities, acquiring the necessary property therefor, both real and personal, and to lease or sell any or all such facilities including real property, and to do any and all things deemed necessary, convenient, or desirable by the Authority’s governing board for and incident to the efficient and proper development and operation of such undertakings. The express powers of the Authority are set forth in detail at Section 7 of the Enabling Act.

### **ARTICLE III: GOVERNING BOARD**

The Authority shall be governed by a Board composed of nine (9) members, as set forth in Section 3 of the Enabling Act. The term of each elected member of the City of Griffin and County of Spalding shall expire when his or her elective term of office expires. All other members shall serve for the term designated for the assigned Post in the Enabling Act, or when his or her successor is appointed and qualified. Any vacancy occurring in a Post shall be filled for unexpired term by the respective appointing entity. It shall be the duty of all members to conscientiously attend meetings of the Authority’s governing board and to be accountable to the public for the effective, legal and ethical conduct of Authority operations.

Before assuming the duties of the office, all members shall appear before a Notary Public and, after being sworn, subscribe to the following written oath of office: “I, \_\_\_\_\_, do solemnly swear (or affirm) that I will well and truly demean myself to the faithful discharge and performance of the office of Member of the Griffin-Spalding County Airport Authority to which I have been duly appointed, in accordance with the Constitution and laws of the State of Georgia. I further swear that I am qualified to hold said office and do not hold any office of public trust under the government of the United States, the State of Georgia, or any foreign state which by the

laws of Georgia I am prohibited from holding in conflict herewith. I further swear I am not the holder of any unaccounted for public monies due the State of Georgia or any political subdivision thereof, including without limitation the Griffin-Spalding County Airport Authority. I will abide by the Code of Ethics, as set forth in O.C.G.A. §45-10-3, and will support and defend the Constitution and laws of the United States and the State of Georgia.

So help me, God.”

The original executed oath shall be filed in the minutes of the respective board of commissioners who appointed the member, with a copy thereof retained in the Authority’s minutes.

#### **ARTICLE IV: OFFICERS**

At the Organizational Meeting and at the first regular meeting in January of each year thereafter, the Authority shall elect one of its members as Chairperson, Vice-Chairperson, and Secretary-Treasurer (one member to perform both offices). These officers shall be elected for a term ending December 31 of the year in which they were elected, or until their successors are elected and qualified. A member may succeed himself or herself in an office.

- a. *Duties of the Chairperson:* The Chairperson shall preside over all meetings of the governing board and ensure meetings are conducted in an orderly manner, in accordance with applicable law and rules of procedure. The Chairperson shall also execute all contracts, bonds, warrants, checks and other legal documents, as required. With board approval, the Chairperson may appoint committees for specific purposes and shall generally serve as the board’s representative in meetings with other government entities, commissions and authorities.
- b. *Duties of the Vice-Chairperson:* The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In the case of resignation or death of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson until the board elects a new Chairperson.
- c. *Duties of the Secretary-Treasurer:* It shall be the duty of the Secretary-Treasurer to prepare and maintain written minutes of all meetings of the Authority in accordance with the minimum standards of law. The Secretary-Treasurer may delegate the preparation of minutes to a recording secretary subject to his or her oversight and direction. It shall further be the duty of the Secretary-Treasurer to keep and maintain proper books of account for all funds and assets of the Authority and to cause such reports, returns, or filings to be timely made as required by law. The Secretary-Treasurer shall be the custodian of all public records of the Authority, shall manage said records in

accordance with the Georgia Public Records Law, and shall oversee and direct compliance with requests for inspection and copying of the Authority's public records under the Georgia Open Records Law.

- d. *Other officers.* The board may, from time to time, appoint such assistant officers as it deems necessary to carry out the powers, duties and functions of the officers enumerated herein.

## **ARTICLE V: EXECUTIVE DIRECTOR**

*Reserved*

## **ARTICLE VI: MEETINGS**

All meetings of the Authority shall be called, noticed and conducted in accordance with the Georgia Open Meetings Law. Regular monthly meetings of the Authority shall be held at 6:00 o'clock P.M., EST, on the second Monday of each month, at One Griffin Center, 100 S. Hill Street, 2d Floor, W. Elmer George Municipal Hall, Griffin, Georgia. Called meetings, including any emergency meetings, shall be called and noticed as required by law. A schedule of regular meetings for the calendar year shall be posted on the Official Bulletin Board, One Griffin Center, 2d Floor, Griffin, Georgia, and distributed to all local news media outlets. Should the Authority establish a website, the regular meeting schedule shall be posted and continuously maintained thereon. Five (5) members of the Authority shall constitute a quorum for the transaction of business at any meeting.

## **ARTICLE VII: VOTING & MINUTES**

All meetings shall be held and conducted in accordance with Rosenberg's Rules of Order, which, by reference, is incorporated herein. Matters coming before the board shall be considered in the form of a written resolution submitted to the members prior to action thereon. The affirmative vote of a majority of those board members present and eligible to vote shall be required to constitute action on any matter. It shall be presumed the action taken was approved by each member present unless the minutes reflect the member voted against the proposal or abstained from voting due to conflict or other legal cause. Upon the request of any member, or at the Chairperson's initiative, a roll-call vote shall be taken; otherwise, a vote by audible "ayes" and "nays" or show of hands shall suffice. The Chairperson shall announce the results of all votes.

The normal order of business at each regular meeting shall be as follows:

1. Call to order and roll call of members;
2. Approval of minutes of the previous meeting;
3. Public comments;
4. Reports of Officers & Executive Director;
5. Reports of Committees;
6. Action Items:
  - a. Unfinished business
  - b. New business
7. Adjournment

Written minutes shall be promptly prepared for all meetings, including meetings of committees and any executive sessions allowed by law. Minutes shall, at a minimum, contain the names of all members present at the meeting, a description of each motion or other proposal made, the identity of the members making and seconding the motion or other proposal, and a record of all votes by recording the name of each member voting for or against the proposal. Contracts, leases, and other legal documents reviewed or approved by the board shall be appended to the Minutes of the meeting at which considered.

#### **ARTICLE VIII: FINANCIAL MATTERS**

The fiscal year of the Authority shall begin on July 1 and close on June 30 of each year. All moneys of the Authority shall be deposited in a FDIC-insured account at a bank with offices located within Spalding County, Georgia. Deposits shall not exceed the FDIC-insured limit in any account, unless additional security is given in the manner provided by law. The board may direct the investment of funds not required for immediate use in accordance with law; before funds are invested, the board shall adopt an investment policy.

All claims against the Authority shall be approved by the board prior to payment; the Secretary-Treasurer shall make a recommendation for payment; provided, however, where expenditures are based upon approved contracts or within the line item budget for purchase of materials, equipment, supplies, or services, the Secretary-Treasurer can process routine payments of less than \$15,000.00. All checks and drafts drawn on accounts of the Authority shall be signed by the Secretary-Treasurer and countersigned by either the Chairperson or Vice-Chairperson.

The Secretary-Treasurer shall cause books to be kept and monthly financial reports prepared, as well as annual financial reports at the conclusion of each fiscal year, in accordance with generally-accepted governmental accounting standards. Copies of all financial reports shall be distributed to members of the board and available to the public upon request. Books and financial records of the Authority shall be subject to an annual

audit by a certified public accountant in accordance with generally-accepted government auditing standards. The Secretary-Treasurer shall cause such audit to be timely prepared.

#### **ARTICLE IX: SEAL & EXECUTION OF CONTRACTS**

The Authority shall have an impression seal which shall be an embossed circle, approximately 1.5 inches in diameter, with the name of the Authority and the year 2012 encircling the word "SEAL" in the center. The Secretary-Treasurer shall maintain possession of the seal.

Contracts and other formal legal documents evidencing the agreement or act of the Authority shall be executed in the following manner: The contract shall be signed by the Chairperson, or in his or her absence, the Vice-Chairperson; should both be absent or disabled, the board, by resolution, shall designate another member as signatory. The signature shall be attested by the Secretary-Treasurer, or an assistant Secretary-Treasurer, with the seal affixed. When executed in this manner, it shall be presumed the contract or legal document was validly authorized, executed, and binding on the Authority.

#### **ARTICLE X: PUBLIC RECORDS**

All records of the Authority shall be deemed public records, except those records expressly classified as confidential or restricted by law or in the manner set forth in the Georgia Public Records Law. All public records of the Authority, unless exempted from inspection and copying as provided in the Georgia Open Records Law, shall be made available, upon proper request to the Authority's Open Records Clerk, in accordance with said law. If no Open Records Clerk has been designated in writing, by the Authority board, the Executive Director shall serve in this capacity; if the Executive Director is absent or disabled, the Secretary-Treasurer shall perform the duties of Open Records Clerk.

All records of the Authority shall be maintained in accordance with law or record retention schedules for the particular type or class of record, approved by the Authority board in a records management plan. Such requirement shall be satisfied by retaining an electronic record, regardless of the format in which the record is originally created or maintained, provided the electronic record accurately reflects the information set forth in the record after it was first generated in its final form and remains accessible for the retention period required by law or adopted retention schedule. Records shall be stored and maintained in secure facilities, adequately protected against loss or damage, including fire, flood, wind or other natural catastrophe. Where a record is classified as confidential or restricted, access to such record shall be limited and/or a heightened level of security imposed to prevent unauthorized access.

## **ARTICLE XI: INSURANCE & INDEMNIFICATION**

The Authority shall insure its property against fire and other casualty loss, and shall provide a policy of general comprehensive liability insurance, in limits sufficient to satisfy reasonably anticipated claims or demands based upon the nature of its operations, including without limitation aeronautical operations and members' errors and omissions. Such coverage shall be provided through one or more companies licensed to sell insurance in the State of Georgia, or through participation in an interlocal risk management agency.

In addition thereto, the Authority will undertake to indemnify and defend its members, officers and employees in any civil, criminal, or quasi-criminal actions brought or maintained against the member(s), officer(s), and/or employee(s) arising out of the performance of their duties or in any way connected therewith, whether based upon negligence, violation of contract rights, or violation of civil, constitutional, common law, or statutory rights; provided, however, the Authority shall not provide a defense to any person charged with a criminal offense involving theft, embezzlement, or other like crime with respect to the property or money of the Authority. This agreement to indemnify shall include the payment of reasonable attorney's fees, litigation costs, filing fees, witness fees, and other like costs, charges and fees incurred in defense of any claim. Where insurance is available to cover the defense of claims or actions, defense provided under the policy of insurance shall be primary and this agreement to indemnify shall be secondary.

## **ARTICLE XII: CODE OF ETHICS**

Members of the Authority shall at all times:

- (1) Uphold the Constitution, laws, and regulations of the United States, the State of Georgia, and all governments therein and never be a party to their evasion;
- (2) Never discriminate by the dispensing of special favors or privileges to anyone, whether or not for remuneration;
- (3) Not engage in any business with the government, either directly or indirectly, which is inconsistent with the conscientious performance of his governmental duties;
- (4) Never use any information coming to him confidentially in the performance of governmental duties as a means for making private profit;
- (5) Expose corruption wherever discovered;

(6) Never solicit, accept, or agree to accept gifts, loans, gratuities, discounts, favors, hospitality, or services from any person, association, or corporation under circumstances from which it could reasonably be inferred that a major purpose of the donor is to influence the performance of the member's official duties;

(7) Never accept any economic opportunity under circumstances where he knows or should know that there is a substantial possibility that the opportunity is being afforded him with intent to influence his conduct in the performance of his official duties;

(8) Never engage in other conduct which is unbecoming to a member or which constitutes a breach of public trust; and

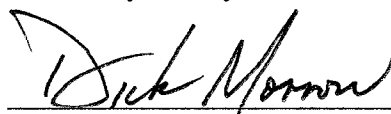
(9) Never take any official action with regard to any matter under circumstances in which he knows or should know that he has a direct or indirect monetary interest in the subject matter of such matter or in the outcome of such official action.

Should any member be formally accused of violating this Code of Ethics, he or she shall be given written notice of the factual basis alleged, at least ten (10) days prior to a hearing at which such member may be heard and present evidence in his or her defense. Said hearing may be conducted by a hearing officer appointed by the board. If found to have violated this Code of Ethics, the board shall promptly give written notice to the board of commissioners of the entity by whom such member was appointed, with request such member be removed from office and the vacancy filled in the manner provided by law.

### **ARTICLE XIII: AMENDMENTS**

These Bylaws may only be amended by majority approval of the board at a regular meeting held at least ten (10) days after a written copy of the Bylaw amendment proposal has been distributed to board members.

Adopted by a vote of 8 "Aye" to 0 "Nay", this 16th day of July, 2012.

  
\_\_\_\_\_  
Dick Morrow, Chairperson

Attest:   
\_\_\_\_\_  
Carl Pruett, Secretary-Treasurer

(Seal)

