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**BY-LAWS OF THE
THREE RIVERS REGIONAL COMMISSION**

ARTICLE I

NAME, LOCATION, AND JURISDICTION

SECTION 1. Name. The name of this organization shall be the Three Rivers Regional Commission, hereinafter called the "Commission".

SECTION 2. Location. The principal office of the Commission shall be located within its boundaries at such location as the Council shall designate. Additional offices or locations may be established within the Commission's boundaries as its Council, from time to time, may deem necessary or desirable.

SECTION 3. Membership in the Regional Commission. Eligible member counties of the Commission are: Butts, Carroll, Coweta, Heard, Lamar, Meriwether, Pike, Spalding, Troup, and Upson including the municipal governments within those counties.

SECTION 4. Expanded Members. No additional county may be admitted to this Commission except by affirmative vote of the majority of the county governments of the Commission and with prior approval of the State of Georgia.

SECTION 5. Membership Withdrawal. No member county may withdraw except by action of the Board of the Georgia Department of Community Affairs and by applicable Georgia Laws.

SECTION 6: Active Participation. Active participation is defined as those member governments who actively participate in the overall economic development planning for this area and this Commission and who comply with the provisions as set forth in this article.

Each municipality and county within the boundaries of the Commission shall automatically be a member; provided, however, to be deemed an Active Participant and be eligible to be represented by membership on the Council or to serve on a Committee, as hereafter set forth in these By-laws, the member shall be current in payment of its annual dues assessment, as established by the Council.

ARTICLE II

PURPOSE & MISSION

SECTION 1. Purpose Defined. The Commission is established as a public agency and instrumentality of its members. The Commission is a local government entity, organized pursuant to Article II of Chapter 8 of Title 50 of the Official Code of Georgia for the purpose of developing, promoting and assisting in member local governments in establishing coordinated and comprehensive land use, environmental, transportation, and historic preservation planning, to assist local governments participate in an orderly process for coordinated and comprehensive planning, to assist local governments prepare and implement comprehensive plans which will develop and promote the essential public interests of the State of Georgia and its citizens and advance positive governmental relations among the State, regional, and local levels of government.

The Commission, as authorized by resolution of its Council and consistent with federal and state law, shall perform the duties, responsibilities, and functions and may exercise the power and authority more particularly set forth or described in O.C.G.A. Sec. 50-8-35.

ARTICLE III

MEMBERSHIP APPOINTMENTS AND TERMS OF OFFICE

SECTION 1. Council Members, Terms of Office. The Commission shall be governed by a Council (hereafter, the "Council"), established in accordance with O.C.G.A. Sec. 50-8-34 and these By-laws. In the event of any conflict between these By-laws and the statute, the statute shall be controlling.

The Council shall be composed of at least thirty-five (35) members, as follows:

- a. The chief elected official of each county governing body for a period of time concurrent with such elected official's term of elected office; however, if the chief elected official is unable to serve, he or she shall appoint another elected official of the county governing body for such official's term of elected office.
- b. One elected official from one municipality in each county for a period of time concurrent with such official's term of elected office; in the absence of an agreement to the contrary, such member shall be the chief elected official of the governing body of the municipality that serves as the county seat for the county; provided, however, if he or she is unable to serve, he or she shall appoint another elected official of his or her municipality for a period of time concurrent with such elected official's term of office; provided, however, all elected municipal officials of the municipalities within a county may caucus

and select an alternative method for selection of the municipal representative and present such method to the Council for approval by amendment to the By-laws.

- c. Three residents of the region appointed by the Governor, each for a term of two years; one of such appointees shall be a member of a school board located within the region or a superintendent of schools within the region, and two of such appointees shall be nonpublic council members.
- d. One nonpublic member from the region appointed by the Lieutenant Governor for a term of two years. .
- e. One nonpublic member from the region appointed by the Speaker of the House of Representatives for a term of two years.
- f. Ten additional nonpublic representatives appointed by the county and municipal representatives jointly appointed from their respective member counties. They shall be appointed for a term of one year.
- g. The members of the original council shall serve terms of office in accordance with these by-laws until their successor is named.

SECTION 2. Non-public Representation. Certain federal contracts require a minimum of 35% of the Council Members shall be Non-public representatives, where "Non-public Representative" is defined as an individual in a responsible decision making position in a for profit organization, or that individual's representative. A minimum of one member of this category must be a representative from:

- a. Executive Directors of Chambers of Commerce within the Region; or
- b. Institutions of post-secondary education; or
- c. Workforce development groups; or
- d. Labor groups.

SECTION 3. Residency. Domicile within a county within the region shall be a prerequisite for appointment as a Council member.

SECTION 4. Termination. The term of a member shall be terminated immediately upon:

- a. Resignation by a member;
- b. Death of a member or inability to serve as a member due to a medical infirmity or other incapacity; or
- c. Any change in local elective office or domicile of a member, which would cause the composition of the Council not to comply with the requirements of these By-Laws or applicable Georgia Law.

SECTION 5. Vote. Each member of the Council shall have one vote.

SECTION 6. Compensation. All Council Members shall serve without compensation; however, Council members may be reimbursed for reasonable expenses while on Council business in accordance with the Travel Policies adopted by the Council for the Commission.

ARTICLE IV

DUTIES OF THE COUNCIL

SECTION 1. Council Oversight. The Council shall manage the Commission's affairs in accordance with its By-Laws. It shall direct the investment of and care for Commission funds, make appropriations for specific purposes directly connected with Commission activities, take measures to advance the interests of the Commission, and generally direct its business.

SECTION 2. Executive Director. The Council shall appoint an Executive Director, who shall serve at the pleasure of the Council and shall be subject to appointment and removal by a majority vote of the members of the Council. The Executive Director shall be responsible for carrying out the specific programs in accordance with the objectives of the Commission and the policies established by the Council. The Executive Director shall be the chief executive officer of the Commission and shall have the authority and responsibility for the day-to-day administration of Commission affairs.

The Executive Director shall have sole responsibility for employing and releasing personnel.

SECTION 3. Formation of Committees. The Council may also establish such committees, as the Council shall deem appropriate.

SECTION 4. Annual Work Program. The Council shall adopt an annual work program based on its determination of the policies and programs to be implemented and operated by the Commission as may be provided or authorized by law.

SECTION 5. Annual Budget. The Council shall adopt the Commission's annual budget to support the annual work program.

SECTION 6. Performance Standards. The Council shall require performance standards for measurement of the activities of the Commission. The Council shall conduct an annual performance review of the Executive Director of the Commission measured by standards developed by the Council.

SECTION 7. Dues Assessment. The Council shall determine the per capita dues assessment for member governments; provided that the minimum per capita dues shall be \$1.00.

ARTICLE V

OFFICERS OF THE COUNCIL

SECTION 1. Officers Defined. The Council shall elect from among its council members a chairperson, vice chairperson, and secretary who shall serve for a term of two years and until their successors are elected and qualified. The Executive Director shall serve as Treasurer by virtue of his position.

SECTION 2. Election of Officers. Officers of the Council shall be elected at the biennially January Council meeting and shall take office (for the year beginning January 1) upon their election. They shall serve for a term of two (2) years. Officers may succeed themselves. .

SECTION 3. Vacancy. In the event of a vacancy in the office of Chairperson, Vice-Chairperson, or Secretary, the Council shall expeditiously elect a replacement. Such election shall be by a majority vote of a quorum of the next regular meeting. Newly elected officers shall take office immediately upon election and serve out the remaining term.

ARTICLE VI

DUTIES OF OFFICERS

SECTION 1. Duties of the Chairperson/Vice Chairperson. The Chairperson, or in his absence, the Vice-Chairperson shall preside over all meetings of the Council. In the absence of both, the Secretary shall preside. In the absence of all three elected officers, a temporary presiding officer shall be elected from among the members present. The Chairperson shall exercise general supervision over all affairs of the Commission. The Chairperson shall be an ex-officio member of all committees.

SECTION 2. Formation of Committees. The Council may also authorize the formation of advisory committees, which shall assist the Council in carrying out its duties. The advisory committees may be composed of Council members and interested citizens. The Committees shall be appointed by the Chairperson at the regular July meeting and at any other time as deemed necessary by the Council.

SECTION 3. Duties of the Secretary. The Secretary shall attend all meetings of the Council and shall be responsible for duly recording the proceedings thereof. In case of his/her absence from a meeting, he/she shall appoint a substitute, subject to approval of the Chairperson. The Secretary shall perform all other duties assigned by the Council. Such staff assistance as the Secretary may deem necessary shall be provided by the Executive Director.

SECTION 4. Duties of the Treasurer. As Treasurer, the Executive Director shall furnish such bond as the Council may require. He/she shall ascertain that all monies due the Commission are collected and deposited in the name of the Commission in such bank or banks, as the Council shall direct. He/she shall have charge of the books of account of the Commission, and shall render a monthly statement of same along with other reports when requested by the Council. He/she shall be responsible for paying all Commission bills and shall ensure that an annual report and audit of the books of account are prepared by a certified public accountant is distributed to the Council and other interested parties as required by law.

SECTION 5. Powers and Privileges not Specifically Assigned. Powers and privileges not specifically assigned to the officers in these By-Laws and not contrary thereto are reserved to the Council.

ARTICLE VII

COMMISSION MEETINGS

SECTION 1. Number of Meetings. The Council shall hold regular meetings not less than four times a year and at such time and place as the Council may determine.

SECTION 2. Annual Meeting. The Commission shall hold an annual meeting which shall serve as the regular meeting for the month of June.

SECTION 3. Quorum Defined. A quorum of the Council shall be defined as a majority of the members of the Council. A quorum shall be present at any Council meetings at which Council business is transacted.

SECTION 4. Public Meeting. All meetings of the Council shall be open to the public.

SECTION 5. Rules of Procedure. The Council, shall by resolution, adopt rules of procedure.

SECTION 6. Agenda. There shall be an agenda for each regular and called meeting of the Council. The agenda will be submitted to the members a minimum of seventy-two (72) hours in advance of the meeting. The agenda shall be prepared by the Executive Director after consultation with the Chairperson.

ARTICLE VIII

FINANCE

SECTION 1. Fiscal Year Defined. The fiscal year of the Commission shall be from July 1st to June 30th.

SECTION 2. Budget. The proposed annual operating budget shall be submitted to the Council for consideration no later than the last meeting of the fiscal year. The Council shall adopt the annual operating budget for the Commission no later than the last day of June.

SECTION 3. Auditor. The Council shall select an independent auditor for the Commission.

ARTICLE IX

EQUAL OPPORTUNITY EMPLOYMENT POLICY

SECTION 1. EEO Policy. The internal and external affairs of the Commission shall be administered in strict compliance with the letter and spirit of all applicable local, state, and federal laws or administrative regulations pertinent to equal employment opportunity. Specific policies in support of this commitment shall be included in the Commission's Personnel Policies and Procedures Manual. The Executive Director shall be responsible to the Council for the implementation of these guidelines.

ARTICLE X

AMENDMENTS

SECTION 1. Vote Requirement. These By-Laws may be amended, supplemented, or superseded only by an affirmative vote of not less than two-thirds of the members of the Council; provided, however, members shall be given at least ten days prior written notice of such proposed amendments.

ARTICLE XI

ENACTMENT

These By-Laws were adopted by the Council of the Three Rivers Regional Commission at a duly constituted meeting on July 30, 2009.