

BYLAWS OF THE METROPOLITAN NORTH GEORGIA WATER PLANNING DISTRICT

ARTICLE I

Name

The name of this organization shall be the Metropolitan North Georgia Water Planning District (hereinafter sometimes referred to as the "District"). The District is, in accordance with O.C.G.A. § 12-5-575(a), managed in its business and affairs by the Metropolitan North Georgia Water Planning District Governing Board (hereinafter sometimes referred to as the "Board").

ARTICLE II

Creation; Governing Law

The District and the Board were created by the Metropolitan North Georgia Water Planning District Act, Act 27 of the 2001 Session of the Georgia General Assembly, O.C.G.A. §§ 12-5-570 through 12-5-586 (hereinafter sometimes referred to as the "Act"). The operations and activities of the District and the Board shall be governed by the Act. In the event of conflict between these Bylaws and the Act, the Act shall control.

ARTICLE III

Purposes:

The Metropolitan North Georgia Water Planning District is created for the following purposes, as set out in the Act:

GENERAL

The general purposes of the District shall be

To establish policy, create plans, and promote intergovernmental coordination for all water issues within the geographical boundaries of the District;

To facilitate multijurisdictional water related projects; and

To enhance access to funding for water related projects among local governments within the geographical boundaries of the District.

Primary

It is the primary purpose of the District to develop regional and water-shed specific plans for:

- Storm Water Management;
- Waste-water Management Treatment;
- Water Supply, Water Conservation; and
- General Protection of Water Quality.

It will be the responsibility of local governments within the geographical boundaries of the District to implement such plans as the District may develop.

ARTICLE IV

Powers, Authority and Responsibilities

The District shall promote regional coordination and cooperation through the exercise of the following powers, authority and responsibilities and such others as may be provided for or authorized by the Act:

- ⇒ Development of regional and watershed-specific plans for storm-water management, taking into account recommendations developed by the technical coordinating committees and the basin advisory councils;
- ⇒ Development of regional and watershed-specific plans for waste-water management, taking into account recommendations developed by the technical coordinating committees and the basin advisory councils;
- ⇒ Development of regional and watershed-specific plans for water supply and water conservation, taking into account recommendations developed by the technical coordinating committees and the basin advisory councils;
- ⇒ Development of regionally consistent policies, model ordinances, and minimum standards of performance for local governments relating to the creation and implementation of the plans developed by the District;
- ⇒ Development and coordination of an effective regional and watershed-specific water quality monitoring program and development and maintenance of a corresponding data base reflecting available monitoring data;
- ⇒ Development of measurable short-term and long-term goals for water quality and conservation improvement;

- ⇒ Development of a program to identify and implement structural controls and nonstructural controls needed to achieve the goals for water quality and conservation improvement;
- ⇒ Review of and reporting on the progress of implementation of the water plans and achievement of the water goals developed pursuant to the Act;
- ⇒ Establishment of education programs on water quality issues and promotion of water conservation;
- ⇒ Preparation and submission of annual operating budgets and annual budget requests;
- ⇒ Identification of all funding sources, including without limitation federal, state and local government programs, appropriations and grants, and private sources, necessary to fund the carrying out of the powers and duties of the District;
- ⇒ Enter into contracts with both public and private parties in connection with the exercise of the powers and duties of the District;
- ⇒ Hire, or otherwise contract for, staff sufficient to carry out the powers and duties of the District; and
- ⇒ Prepare and approve all legislation being sponsored or proposed by the District.

ARTICLE V

Rules and Regulations

The District shall promulgate such rules and regulations as the District may deem necessary or expedient for the government of Metropolitan North Georgia Water Planning District and the operation, management and maintenance of such projects as the Board may determine appropriate from time to time.

ARTICLE VI

Offices

The District shall establish within the State of Georgia its principal office and may establish such other offices as its members may from time to time authorize and direct.

ARTICLE VII

The Board

1. Members

A. The size and composition of the Board and the appointment and terms of members of the Board of the District shall be as provided in the Official Code of Georgia Annotated, as the same may from time to time be amended. Such matters are currently found in O.C.G.A. § 12-5-575.

B. The business and affairs of the District shall be governed by rules and policy established by the Board to the full extent of the powers and authority conferred upon the District by law.

C. The Board members shall receive neither expenses nor per diem for their service on the Board. A Board member may be reimbursed for reasonable expenses incurred while representing the District, provided that the Board has first authorized such representation and that such expenses, or any portion thereof, are not reimbursed by any other organization or entity, public or private.

D. Notwithstanding the provisions of subsection B of this Section, the Board has in these Bylaws delegated and may by rule, bylaw or other action delegate to one or more of its committees, officers, agents, or employees such powers and duties as it may deem proper; provided, however, that any such delegation shall not be deemed to be in derogation of any of the Board's powers.

E. No vacancy in the Board membership shall impair the right of a quorum to exercise all the rights and perform all the duties of the Board.

2. Legal Counsel

The legal counsel for the Board and the District shall be the Attorney General of Georgia.

3. Bonds and Indemnities

All officers, agents and employees of the District and Board shall, at the expense of the District, furnish such bonds and indemnities as may from time to time be required by the Board.

4. Addresses

All notices and written material required by these Bylaws to be given to any Board member shall be sent to such address as such member shall have on file with the Office of the District.

5. Seal

The seal of the District shall have inscribed thereon the words “Metropolitan North Georgia Water Planning District” between two (2) concentric circles and the words “Georgia” and “Seal” in the center thereof, or such other configuration as the Board shall deem appropriate.

6. Fiscal Year

The fiscal year of the District shall begin on the first (1st) day of January in each year and end on the thirty-first (31st) day of December of that same year.

7. Named Officers

The officers of the District shall consist of a Chair of the Board, a Vice Chair of the Board, a Secretary-Treasurer of the Board, each of whom shall be selected in accordance with O.C.G.A. § 12-5-575(e), and such other officers as may be deemed necessary or desirable by the Board for the efficient conduct of its business and affairs.

8. Qualifications for Office

The Chair and the Vice Chair must be members of the Board. Any other officer employed by the District must not be a member of the Board. All other offices may be held by either members of the Board or by non-members, as the Board shall elect. All other offices (such as Secretary-Treasurer, which shall be considered one office) may be held by one person.

9. Election of Officers

The Chair, Vice Chair, Secretary-Treasurer of the Board, and any other elected officers of the Board as deemed necessary by the Board, shall, except as to the initial terms of the Chair and Vice Chair, be elected by the Board at its annual meeting and shall serve for a term of three years and until their successors are elected and qualified.

10. Resignation or Discharge from Office

Any officer elected, appointed or employed by the Board may resign or may be removed from office by the Board, or as otherwise provided by law or these Bylaws, but such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

11. Abolition of Offices

The Board may abolish any office not provided by statute. Any such abolition shall be without prejudice to the contractual rights, if any, of the person holding such office at the time of the abolition thereof.

12. Vacancies

A vacancy in any Board member office, whether by reason of death, resignation, removal, or otherwise, shall be filled by the Board for the unexpired term thereof as provided by law. A vacancy in any Board non-member office, whether by reason of death, resignation, removal, or otherwise, may be filled by the Board unless otherwise provided in these Bylaws.

13. Duties of the Chair

The Chair shall have such general powers and responsibilities as may be delegated by the Board and shall perform or cause to be performed the duties incident to such general powers and responsibilities. The Chair shall execute (sign, seal and deliver), in the name of the District, all written instruments of every kind and character which the Board or the law has authorized the Chair to execute. The Chair shall receive reimbursement of all necessary and lawful expenses incurred in the exercise of his/her duties. If not an employee or official of a local government, the Chair may receive such compensation as the Board shall determine from time to time. Without limiting the foregoing, the powers and duties of the Chair shall include, but not be limited to, the following:

- a. Serve as Chief Executive Officer of the District.
- b. Preside at all meetings of the Board at which the Chair is present.
- c. Serve as Chair of the Board's Executive Committee.
- d. Serve *ex officio* on all Board committees.
- e. Except as otherwise provided in these Bylaws, create such committees of the Board as the Chair deems necessary for the efficient operation of the Board and appoint the members of those committees. The creation by the Chair of any committee which is to have continued existence for more than one year shall first be approved by the Executive Committee.
- f. Represent the District at hearings, conferences and other events as the Chair may deem necessary for the conduct of District business.
- g. Make such recommendations to the Board as the Chair deems appropriate.

- h. Execute all contracts necessary or required for the efficient operation of the District, provided that any contract over \$100,000 shall first be approved by the Board.
 - i. As CEO, select and retain the necessary direct employees of the District within the fiscal limitations imposed by the Annual Budget.
14. Duties of the Vice Chair

The Vice Chair, in the absence or disability of the Chair, shall exercise the powers and perform the duties of the Chair. The Vice Chair shall in addition exercise such other powers and perform such other duties as from time to time may be assigned to the Vice Chair by the Board. The Vice Chair shall serve *ex officio* on all Board Committees.

15. Duties of the Secretary-Treasurer

The Secretary-Treasurer shall be the Chief Financial Officer of the District and shall be the custodian of the books and records of the District and the Board. Without limiting the foregoing, the Secretary-Treasurer shall have the following powers and duties:

- a. Advise the Board on a regular basis as to the financial condition of the District.
- b. Serve as the Chair of the Finance Committee of the Board.
- c. Keep written minutes of all Board meetings.
- d. Have custody of the book of minutes and the seal of the District and shall attest, and affix the District seal to, such documents, including all contracts of the District, as the Board or the Chair may direct or as the law may require.
- e. Give, or cause to be given, notice of all meetings of the Board and Board committees as provided for by these Bylaws and shall cause the minutes to reflect proof of the giving of all required notices. Should the Secretary-Treasurer fail or refuse to give notice of any meeting called in accordance with the provisions of these Bylaws, the Chair, the Vice Chair when acting in the place of the Chair, or the Board members calling such meeting shall then give the notice required.
- f. Keep a full set of all resolutions of the Board, separately indexed by date and subject matter.

- g. Perform such duties incident to the office of Secretary-Treasurer as the Board may direct.

16. Meetings

Robert's Rules of Order, Newly Revised, shall be observed in the conduct of the Board's meetings, except where expressly otherwise determined by majority vote of the Board.

17. Regular Meetings

The Board may provide for regularly held meetings at such times, dates and places within the State of Georgia as it may deem necessary or convenient for the handling of its business and affairs. The Board shall hold no less than six regular meetings in each District Fiscal Year.

18. Special Meetings

Special meetings of the Board may be called by the Chair, the Vice Chair, or by a majority of the Board members then in office. Such meetings shall be held on the date and at the time and place within the State of Georgia as the person or persons authorized to call the special meeting may direct.

19. Meetings by Speaker Telephone

- A. Any Board member who cannot personally attend a specially called meeting of the Board or any committee meeting may participate in such meeting by telephone communication. The Chair or the Secretary-Treasurer shall be given twenty-four hours' notice that any such member of the Board desires to participate in a meeting by telephone communication. A speaker telephone shall be arranged and connected at the place of such meeting so that all persons in the room where the meeting is held and the Board member or members communicating by telephone can hear and speak to each other. The Board member or members participating in a meeting of the Board by telephone communication shall be counted present at the meeting for all purposes.
- B. Any specially called meeting of the Board, and any meeting of any committee, may be held by teleconference or other similar means when deemed by the Chair to be in the best interest of the Board; provided, however, that any such meeting shall be conducted according to the provisions of O.C.G.A. §§ 50-1-5 and 50-14-1, as the same may from time to time be amended.

20. Notice

- A. At least five (5) calendar days' notice in writing shall be given to each member of the Board and legal counsel respecting the holding of a regular meeting. Such notice may be given in person, by mail, by e-mail, or by facsimile. If mailed, such notice shall be deemed to be given when deposited in the United States Mail, correctly addressed and bearing sufficient postage. Notice in writing of special meetings shall be given to each member of the Board and legal counsel either in person, by mail, by e-mail, or by facsimile, provided that such notice shall in all cases be given such reasonable time in advance of the holding of the special meeting as the exigencies of the situation may permit. Notice in person, by mail, by e-mail, or facsimile of a special meeting shall be deemed to be given when the same is given in conformity with the provisions of these Bylaws governing the giving of notice of regular meetings. The attendance of a person entitled to notice at any meeting shall constitute a waiver of notice of that meeting unless such person declares at the outset of such meeting that he is present for the express purpose of objecting to the transaction of any business. The business to be transacted at, and the purpose of, a regular or special meeting shall be specified in writing and shall be part of the notice of such meeting. Notice of annual meetings shall be given in conformity with the notice requirements for regular meetings.
- B. Notice of all annual, regular and special meetings shall be given to the public in accordance with O.C.G.A. § 50-14-1(d), as the same may from time to time be amended.

21. Quorum

At all meetings of the Board, or a committee thereof, a majority of the members, including *ex officio* members, to which the body is entitled shall constitute a quorum for the transaction of its business and affairs.

22. Voting

- A. In voting, each member of the Board present at a meeting shall have one vote. A non-member officer shall not be entitled to vote at meetings of the Board, committees, or otherwise upon any action of the Board. The action taken by a majority of the membership of the Board at a meeting at which there is a quorum shall constitute an action of the Board.
- B. There shall be no voting by proxy. Notwithstanding the foregoing, however, each person serving on the Board pursuant to paragraphs (1), (2) and (3) of O.C.G.A. § 12-5-575(a) shall be entitled to designate in writing to the Chair an alternate, or alternates, who may exercise any of the

powers and discharge any of the duties of such member provided for in O.C.G.A. § 12-5-570, *et seq.*, including voting, in the absence of such member, other than serving as Chair, Vice Chair or Secretary-Treasurer of the Board; PROVIDED, however, that only one designee may exercise any such powers and discharge any such duties at any given meeting.

23. Minutes

Accurate written minutes shall be kept recording the official actions and proceedings at any Board or committee meeting, and a copy of said minutes shall be delivered to each member of the Board and legal counsel no later than the date on which notice of the next annual or regular meeting of the Board is given. The official minutes of a Board meeting shall be approved by the Board at such next annual or regular meeting of the Board.

24. Committee Structure and Appointment

The Chair of the Board may designate any number of temporary or permanent Committees, which shall be composed of such Board members as may be determined by the Chair. The Chair shall appoint a Committee Chair of each Committee. The Committee members may vote to fill the offices of Committee Vice Chair and Committee Secretary. In the absence of a Committee Chair or Vice Chair, the Board Chair may chair the committee meeting. Notice of meetings of each Committee shall be given in conformity with the public notice requirements. The Committees shall have such duties and responsibilities as the Chair of the Board may prescribe. Unless the Board directs otherwise by written resolution, all actions of the Committees shall be of an advisory nature and shall be reported by the Committee to the Executive Committee at the meeting of the Executive Committee next succeeding the meeting of the Committee. The Chair of each Committee shall be responsible for keeping written minutes of all meetings and for delivering a copy of the minutes to each member of the Board. All Board members shall be given reasonable prior notice of all committee meetings and shall be entitled to attend and participate in all committee meetings and discussions, but only members of the Committee shall be entitled to vote.

25. Executive Committee

There shall be an Executive Committee of the Board, consisting of those members as the Board, consistent with O.C.G.A. § 12-5-575(d), may determine are appropriate from time to time. Members of the Executive Committee, other than those required by O.C.G.A. § 12-5-575(d) to serve on the Executive Committee, shall serve a term of one year or until the end of their term on the Board, whichever is shorter. The Chair of the Board shall serve as Chair of the Executive Committee. The powers and duties of the Executive Committee shall be as follows:

- A. Advise the Board on matters which are of general concern to the Board.
 - B. Review and make recommendations to the Board on matters regarding staffing necessary to fulfill the responsibilities of the District.
 - C. Nominate qualified persons to fill vacancies in the officer positions of the Board, as such vacancies from time to time occur, and present those nominations to the Board for approval.
 - D. Recommend to the Board matters regarding committees and basin advisory councils, to the extent necessary or required by the provisions of these Bylaws.
 - E. Recommend to the Board, prior to July 1 of each year, a preliminary budget for the operation of the District for the next succeeding calendar year.
 - F. Perform such other duties and exercise such additional authority as the Board may from time to time delegate to it.
26. Finance Committee

There shall be a Finance Committee of the Board, which shall be chaired by the Secretary-Treasurer and shall consist of a minimum of five (5) members, including the Chair, selected by the Board, which members, other than the Secretary-Treasurer, shall serve a term of one year or until the end of their term on the Board, whichever is shorter. The membership shall be reflective of the diverse make-up of the Board. The powers and duties of the Finance Committee shall be as follows:

- A. Advise the Board on financial matters which are of general concern to the Board.
- B. Meet with Georgia Environmental Facilities Authority, the Department of Community Development, and the Department of Natural Resources for the purpose of developing recommendations for a funding structure for the District and for projects included in the District's plans.
- C. Review on a regular basis, but no less often than quarterly, the financial condition of the District and provide a report to the Board on the overall financial condition of the District.
- D. Propose an annual budget to the Executive Committee for review and submittal to the Board.
- E. Approve any per diem or expense reimbursements of the Chair.

- F. Perform such other duties and exercise such additional authority as the Board may from time to time delegate to it
27. Contractual Power
- In addition to the powers herein previously delegated, the Board may delegate to the Executive Committee, the Chair, or any other officer, agent or employee the power to enter into any contract or execute and deliver any instrument in the name of and on behalf of the District.
28. Checks
- Unless otherwise provided by law, all checks, drafts, or other orders for the payment of money authorized by the District shall be signed by the Chair or the Secretary-Treasurer. Additional signatories may be recommended by the Finance Committee and approved by the Executive Committee. No person may sign a check payable to themselves or to an entity in which that person has an interest.
29. Deposits
- All funds, securities, and moneys of the District shall be deposited in such banks, trust companies or other depositories as the Board shall select in accordance with applicable law.
30. Audit
- The District shall have available all books and fiscal records of all receipts, income and expenditures of every kind, together with a proper statement of the District's financial position, for review by the State Auditor in his official capacity on or about the close of the District's fiscal year. The Board may cause other audits to be made at such times as it may determine to be in the best interest of the District.

ARTICLE VIII

Technical Coordinating Committee(s)

The Board shall create one or more technical coordinating committees in the manner and for the purposes set out in O.C.G.A. § 12-5-580(a).

- A. Membership: Technical coordinating committees shall be comprised primarily of water and waste-water officials from counties, cities and authorities within the geographical boundaries of the District. The procedure for selecting members of, and the officers of, the committees shall be established in policies adopted by the Board.

- B. Term of Office: The terms of office of members of technical coordinating committees shall be established in policies adopted by the Board.
- C. Duties: The duties of the technical coordinating committees shall be to provide, as directed by the Board, additional support for specific areas and issues, such as but not limited to water treatment, waste-water treatment and storm-water management, which may arise in the course of the District's carrying out of its statutory responsibilities.
- D. Meetings: Technical coordinating committees shall meet as necessary to provide timely assistance to the District in the area of support with which the committee is charged, upon the call of the Chair of the Board and/or upon the call of the Chair of the committee.

ARTICLE IX

Basin Advisory Councils

The Board shall create separate advisory councils for the Chattahoochee, Etowah, Flint, Oconee and Ocmulgee river basins and the Lake Lanier Basin in the manner and for the purposes set out in O.C.G.A. § 12-5-581(a).

- A. Membership: Each basin advisory council shall be comprised of a minimum of twenty members. At least one member of the Lake Allatoona Preservation Authority shall be a member of the Etowah River Basin Advisory Council. At least one member of the Lake Lanier Association, Inc., shall be a member of the Lake Lanier Basin Advisory Council. The make-up of each council shall include members both from within and without the geographical boundaries of the District and members both upstream and downstream of the geographical boundaries of the District. Except as noted above, no person may serve on a council unless that person lives within the river basin represented by the council of which the person is a member. The procedure for selecting members of, and the officers of, the councils shall be established in policies adopted by the Board.
- B. Term of Office: The terms of office of members of basin advisory councils shall be established in policies adopted by the Board.
- C. Duties: The duties of the basin advisory councils shall be to advise the District in the development and implementation of policy, provide input to the Director of the Environmental Protection Division of the Georgia Department of Natural Resources concerning the development of minimum elements and standards for plans provided for in the Act, and provide input on the content of plans provided for in the Act as such plans are developed.

- D. Officers: Each basin advisory council shall have a chairperson and such other officers as are necessary and convenient. Officers shall be selected in a manner set out in policies adopted by the Board. Each chairperson shall be entitled to attend any meeting of the Board and comment upon the development and implementation of policy and upon the content of plans provided for in the Act, only as such policy and plans relate to the basin represented by the chairperson.

- E. Meetings: Basin advisory councils shall meet as necessary to provide timely assistance in the areas of support with which the council is charged, but no less often than four scheduled meetings per year, at times set by the Board. The Chair of the Board is authorized to appoint one or more members of the Board to convene meetings of the basin advisory councils.

ARTICLE X

Amendments to Bylaws

After initial adoption of these Bylaws, the Bylaws may be amended by an affirmative vote of a majority of the full membership of the Board. Any proposed change to these Bylaws may be presented to the Board for consideration at any regular or special meeting of the Board. However, no vote shall be taken on the proposed change until the regular meeting next following the meeting at which the Bylaw change is initially presented.