



Liberty Regional Water Resources Council

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BYLAWS OF THE LIBERTY REGIONAL WATER RESOURCES COUNCIL

Hinesville, Liberty County, Georgia

Adopted: November 19, 2009
Revised: June 13, 2013

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ARTICLE ONE

Definition of Bylaws

These Bylaws constitute the rules and policies adopted by the Liberty Regional Water Resources Council (as herein defined) for the regulation and management of its affairs, as authorized by the laws of the State of Georgia and the Intergovernmental Agreement of the Participating Governments (as herein defined). These Bylaws are adopted in order to fulfill the objectives of the Liberty Regional Water Resources Council as stated in the Intergovernmental Agreement (as defined below) and these Bylaws, and to exercise all powers conferred upon the Liberty Regional Water Resources Council under such Intergovernmental Agreement and related laws of the State of Georgia.

ARTICLE TWO

Name, Statutory Authority, Location, and Duration

Section 2.01. Name. The name of the entity shall be the Liberty Regional Water Resources Council.

Section 2.02. Statutory Authority. The Liberty Regional Water Resources Council is a public body existing in accordance with the Georgia Service Delivery Strategy Law, O.C.G.A. § 36-70-1 *et seq.*, and formally established pursuant to the provisions of that certain Intergovernmental Agreement to Create and Implement the Liberty County Water Resources Council (as the same may be amended, the "Intergovernmental Agreement"), dated as of the date of these Bylaws, lawfully approved and duly adopted by Liberty County, Georgia and the cities of Hinesville, Allenhurst, Midway, Walthourville, Gum Branch, Riceboro and Flemington, as well as the Liberty County Industrial Authority (collectively, the "Participating Governments").

Section 2.03. Duration. In accordance with the provisions of the Intergovernmental Agreement, the Liberty Regional Water Resources Council is intended to have existence for the duration of the Intergovernmental Agreement; provided, however, that nothing contained herein shall preclude the Participating Governments from amending the Intergovernmental Agreement or otherwise limiting the duration of the Liberty Regional Water Resources Council.

Section 2.04. Offices. The principal office of the Liberty Regional Water Resources Council shall be located in Liberty County, Georgia; provided, however, that the Liberty

Regional Water Resources Council may have such other offices within said County as the Liberty Regional Water Resources Council may determine or as its affairs may require from time to time.

ARTICLE THREE

Purposes, Powers, and Governing Instruments

Section 3.01. Purposes. The Liberty Regional Water Resources Council is charged generally with the promotion, development, implementation, and delivery of coordinated and comprehensive water, storm water, and wastewater planning, in coordination with the Liberty Consolidated Planning Commission, within the unincorporated and incorporated areas of Liberty County, Georgia. The objects and purposes of the Liberty Regional Water Resources Council are public in nature and shall be as set forth in the Intergovernmental Agreement.

Section 3.02. Powers. The Liberty Regional Water Resources Council shall have such powers as may be stated in the Intergovernmental Agreement, and as now or may be hereafter lawfully conferred by the Participating Governments in accordance with the provisions of said Intergovernmental Agreement.

Section 3.03. Prohibited Acts. The general authority and powers of the Liberty Regional Water Resources Council are created and defined by the Intergovernmental Agreement and related laws. The Liberty Regional Water Resources Council shall engage only in such activities as are consistent with the provisions of and purposes enumerated in the Intergovernmental Agreement or otherwise authorized by law.

Section 3.04. Governing Instruments. The Liberty Regional Water Resources Council shall be governed by the Intergovernmental Agreement and these Bylaws, as the same may be duly and lawfully amended from time to time, together with any and all other laws of the State of Georgia or the Intergovernmental Agreements of the Participating Governments governing its affairs.

Section 3.05. Promulgation of Governing Board Rules and Policies. Subject to the provisions of the Intergovernmental Agreement, the Liberty Regional Water Resources Council may from time to time make and publish to appropriate persons, written regulations, rules, policies, schedules, bulletins and other writings that in the judgment of the Liberty Regional Water Resources Council are necessary or advisable in the management of its affairs.

ARTICLE FOUR

Membership

Section 4.01. Membership. The membership of the Liberty Regional Water Resources

Council shall consist of the chief elected official from each Participating Government, or their duly appointed designee, and the Chairperson of the Liberty County Industrial Authority, or his or her duly appointed designee (each, a "Member," and collectively the "Members"). Ex-officio non-voting members will include one representative from designated major water withdrawal permit holders in Liberty County identified from time to time by the Liberty Regional Water Resources Council, and shall initially include as of the date of these Bylaws: Interstate Paper Corporation and Fort Stewart.

PC Members:

- (1) Flemington, Mayor of
- (2) Hinesville, Mayor of
- (3) Liberty County, Chairman of the Board of Commissioners for
- (4) Riceboro, Mayor of
- (5) Walthourville, Mayor of
- (6) Gum Branch, Mayor of
- (7) Allenhurst, Mayor of
- (8) Liberty County Industrial Authority, Chairman of
- (9) Midway, Mayor of

Ex-Officio Non-Voting:

- (1) Interstate Paper Corporation
- (2) Fort Stewart
- (3) Liberty Consolidated Planning Committee, Secretary of

Section 4.02. Term of Office. Each Member of the Liberty Regional Water Resources Council shall serve for a term which coincides with the term of the qualifying office held by such Member in his or her respective Participating Government; provided, that any Member serving on the Liberty Regional Water Resources Council as the designee of an official otherwise entitled to such membership shall serve until such designation is revoked by the appointing official (or his or her successor in office), at which time the appointing official or his or her designee will assume membership in the Liberty Regional Water Resources Council.

Section 4.03. Compensation. No Member of the Liberty Regional Water Resources Council shall receive, directly or indirectly, any salary, compensation, or other emolument for services performed as a Member; provided that Members shall be reimbursed for actual expenses incurred in connection with their official duties as approved by the Liberty Regional Water Resources Council.

Section 4.04. Disclosure of Conflicting Interest. The Members of the Liberty Regional

Water Resources Council shall be accountable for all purposes as trustees, and shall comply with all requirements of the Intergovernmental Agreement, these Bylaws, and applicable laws of the State of Georgia in those situations where a Member has a conflicting interest in a transaction involving the Liberty Regional Water Resources Council. Without limiting the foregoing, all Members of the Liberty Regional Water Resources Council shall, to the extent applicable, fully observe and comply with the provisions of O.C.G.A. § 45-10-2 pertaining to conflicts of interest generally.

Section 4.05. Code of Ethics for Members. Members of the Liberty Regional Water Resources Council shall abide by the "Code of Ethics for Government Service" contained in O.C.G.A. § 45-10-1, and at all times comport themselves in a manner befitting their public trust.

ARTICLE FIVE

Meetings of the Liberty Regional Water Resources Council

Section 5.01. Place of Meetings. The Liberty Regional Water Resources Council shall, unless circumstances demand otherwise, hold its meetings within Liberty County, Georgia, at such place or places as it may from time to time determine.

Section 5.02. Regular Meetings. Regular meetings of the Liberty Regional Water Resources Council shall be held at least twice each year at such time or times as the Chairman or majority of the Members shall determine; provided that the Liberty Regional Water Resources Council shall not be required to meet on a legal holiday or when a meeting is made impossible due to circumstances beyond the control of Liberty Regional Water Resources Council.

Section 5.03. Special Meetings. Special meetings of the Liberty Regional Water Resources Council shall be held whenever called by a majority of the Members then in office or by the Chairperson. The Secretary of Liberty Regional Water Resources Council shall give notice of each special meeting of Liberty Regional Water Resources Council, which notice shall specify the time, place and objective of the meeting, at least two (2) days prior to the meeting by personal delivery, mail, facsimile, cablegram or electronic mail to each Member; but such notice may be waived by any Member. Absent the consent of all Members, no business may be transacted at any special meeting unless specifically indicated in the notice thereof. Notwithstanding the foregoing, this Section governs notice of special meetings to Members only and is not intended to impose additional requirements with respect to public notice beyond those set forth in the Georgia Open Meetings Act.

Section 5.04. Emergency Meetings. Emergency meetings of the Liberty Regional Water Resources Council shall be held whenever called by a majority of the Members then in office or by the Chairperson. The Secretary of the Liberty Regional Water Resources Council shall give notice of each emergency meeting of the Liberty Regional Water Resources Council, which notice shall specify the time, place and objective of the meeting, at least twenty-four (24) hours prior to the

meeting by personal delivery, mail, facsimile, cablegram or electronic mail to each Member; provided such notice may be waived by any Member. Absent the consent of all Members, no business may be transacted at any emergency meeting unless specifically indicated in the notice thereof. Notwithstanding the foregoing, this Section governs notice of emergency meetings to Members only and is not intended to impose additional requirements with respect to public notice beyond those set forth in the Georgia Open Meetings Act.

Section 5.05. Georgia Open Meetings Act. All meetings of the Liberty Regional Water Resources Council shall be conducted in full compliance with the Georgia Open Meetings Act, O.C.G.A. § 50-14-1 et seq.. Without limiting the generality of the foregoing, it shall be the duty of the Secretary of the Liberty Regional Water Resources Council to ensure that notice of any regular, special or other meeting of the Liberty Regional Water Resources Council has been provided in accordance with the Georgia Open Meetings Act, O.C.G.A. §50-14-1 et seq.; provided, however, that the Secretary may request that the Executive Director or other employee of the Liberty Consolidated Planning Commission undertake to provide official notice of such meetings for so long as the Secretary deems the same appropriate. In the event it is discovered prior to or during any meeting of the Liberty Regional Water Resources Council that the required notice was not provided, said meeting shall be adjourned until such time as proper notice can be effected.

Section 5.06. Quorum. A majority of the voting Members in office shall constitute a quorum for the transaction of business at all meetings of the Liberty Regional Water Resources Council.

Section 5.07. Voting. At any meeting of the Liberty Regional Water Resources Council, each Member shall have but one (1) vote for each issue on which a vote is taken; voting by proxy shall not be permitted. Except as otherwise required by the Intergovernmental Agreement or specifically provided herein, all resolutions adopted and all business transacted by the Liberty Regional Water Resources Council shall require the affirmative vote of a majority of the voting Members present of the Liberty Regional Water Resources Council; provided, however, that in the event such affirmative majority vote of the entire Council is made impossible due to either (i) temporary vacancy on the Liberty Regional Water Resources Council, or (ii) refusal of any Member due to a conflict of interest as determined by such Member, the phrase "majority vote of the Members present of the Liberty Regional Water Resources Council" or its equivalent shall refer only to those remaining Members of the Liberty Regional Water Resources Council not otherwise unable to participate as set forth in clause (i) or (ii) hereinabove. To the extent the foregoing may contravene O.C.G.A. § 1-3-1 (d)(S), the Liberty Regional Water Resources Council hereby formally makes known its intent and election not to be governed by the same.

Section 5.08. Teleconference. Unless otherwise specifically authorized by applicable law, Members may not officially participate (including voting) in meetings of the Liberty Regional Water Resources Council by telecommunications conference or other contemporaneous communication system. Notwithstanding the foregoing, and as provided by O.C.G.A. § 38-2-279(g),

the Liberty Regional Water Resources Council shall be authorized to conduct all meetings by telecommunications conference in the event that one or more Members is on ordered military duty at the time of such meeting, as if said Members were physically assembled. To the extent any Member participates by such remote technology without legal authorization, his or her participation shall not be considered for purposes of determining the existence of a quorum or for voting; said Member's participation being unofficial only.

Section 5.09. Conduct of Meetings. It is understood that in the transaction of its business, the meetings of the Liberty Regional Water Resources Council may be conducted informally; however, this informality does not extend to applicable procedural requirements, if any, mandated in the Intergovernmental Agreement, these Bylaws, or any other laws of the State of Georgia. When circumstances warrant, any meeting or a portion of a meeting will be conducted according to generally understood principles of parliamentary procedure as stated in these Bylaws or a procedural reference recognized by the Liberty Regional Water Resources Council. Unless otherwise specifically authorized by the Georgia Open Meetings Act, O.C.G.A. § 50-14-1 et seq., all meetings of the Liberty Regional Water Resources Council shall be open to the public and conducted in full compliance with said Code Section(s).

Section 5.10. Preparation of Agenda. A copy of the agenda for any regular meeting of the Liberty Regional Water Resources Council shall be forwarded to each Member as far in advance of the meeting as possible, along with minutes to be approved, copies of communications, and such other documents and exhibits which are available and pertinent to the meeting. Members shall become familiar with the agenda and support materials prior to the meeting, and shall obtain any additional information that may be necessary to make well-informed decisions. Every effort should be made to get support material and the agendas for special meetings to the Members at the earliest possible time after the meetings are called, and except in emergency situations, at least twenty-four (24) hours prior to the time the meetings are called. The foregoing shall be in addition to, and not in lieu of, the requirements of the Georgia Open Meetings Act, O.C.G.A. § 50-14-1 et seq., and the Secretary of the Liberty Regional Water Resources Council shall be responsible for ensuring that a copy of all agendas is posted in full compliance with said law; provided, however, that the Secretary may request that any employee of Liberty Consolidated Planning Commission undertake the preparation, delivery, and posting of such agendas for so long as the Secretary deems the same appropriate.

ARTICLE SIX

Officers

Section 6.01. Number; Multiple Offices. The officers of the Liberty Regional Water Resources Council shall consist of a Chairperson, Vice Chairperson, and Secretary. The Chairperson and Vice Chairperson shall be elected by the Members of the Liberty Regional Water Resources Council from its membership, and the Secretary shall be the Executive

Director of the Liberty Consolidated Planning Commission. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Liberty Regional Water Resources Council at any duly constituted meeting. In any such election of officers, the Liberty Regional Water Resources Council may elect and appoint a single person to any two or more offices simultaneously, except that the offices of Chairperson, Vice Chairperson and Secretary shall be held by separate individuals.

Section 6.02. Election and Term of Office. The officers of the Liberty Regional Water Resources Council shall be elected as provided herein at the first regular or special meeting of the Liberty Regional Water Resources Council in any given calendar year (or as soon thereafter as practicable), the elected officers shall take office once elected and the term shall be for the same calendar year as elected. Each officer shall serve for the term of office for which he or she is elected or appointed and until his or her successor has been elected or appointed or his or her earlier resignation, removal from office, or death. Any officer may be elected to successive terms.

Section 6.03. Powers and Duties of Chairperson. The Chairperson shall preside at all meetings of the Liberty Regional Water Resources Council, shall have the general supervision and direction of all other officers of the Liberty Regional Water Resources Council with full power to see that their duties are properly performed and shall see that all orders and resolutions of the Liberty Regional Water Resources Council are carried into effect and otherwise fully implemented. He or she may sign, with any other proper officer, any contracts and other documents which Liberty Regional Water Resources Council has authorized to be executed, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Liberty Regional Water Resources Council, the Intergovernmental Agreement, or these Bylaws, to some other officer or agent of the Liberty Regional Water Resources Council. In addition, the Chairperson of the Liberty Regional Water Resources Council shall perform whatever duties and shall exercise all powers as the Liberty Regional Water Resources Council may, from time to time, assign to him or her, or as may be prescribed by the Intergovernmental Agreement, these Bylaws, or the laws of the State of Georgia.

Section 6.04. Duties of Vice Chairperson. The Vice Chairperson shall serve as Chairperson in the absence or disability of the Chairperson, and the taking of any action by the Vice Chairperson in place of the Chairperson shall be conclusive evidence of such absence or disability. In addition, the Vice Chairperson shall perform whatever duties and shall exercise all powers that are given to him or her by the Liberty Regional Water Resources Council.

Section 6.05. Duties of the Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the Liberty Regional Water Resources Council and all other notices as required by these Bylaws, and in case of his or her absence or refusal or neglect to do so, any such notice may be given by any persons thereunto directed by the Chairperson, or by the Liberty Regional Water Resources Council upon whose written request the meeting is called as provided in these Bylaws. The Secretary shall prepare the agenda in consultation with the Chairperson and keep correct

minutes of all meetings of the Liberty Regional Water Resources Council in books provided for that purpose. He or she shall have custody of the seal of the Liberty Regional Water Resources Council of the Liberty Regional Water Resources Council and shall affix the same to all instruments requiring it, when authorized by the Liberty Regional Water Resources Council or the Chairperson, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of secretary of a nonprofit corporation, subject to the direction and control of the Liberty Regional Water Resources Council and the Chairperson. Notwithstanding the foregoing, however, and unless otherwise determined by the Liberty regional Water Resources Council, the Executive Director of the Liberty Consolidated Planning Commission shall be the Secretary and discharge all responsibilities of the Secretary including the giving of notices, preparation and delivery of agendas, and maintenance of the records of the Liberty Regional Water Resources Council. The Secretary of the LRWRC shall prepare and carry forward actions of the Council to the member agencies for their consideration in a timely manner. The Secretary shall report to the Council all actions taken.

Section 6.06. Vacancies. When any office of the Liberty Regional Water Resources Council shall become vacant by reason of the death, resignation, incapacity, or removal of the incumbent, or for any other cause, the Liberty Regional Water Resources Council (as defined in the Intergovernmental Agreement), by majority vote of all Members then in office, shall appoint an eligible successor from its membership who shall hold office for the unexpired portion of the term of his or her predecessor.

Section 6.07. Additional Officers. The Liberty Regional Water Resources Council may elect, or the Chairperson may appoint, one or more assistants to the Secretary, who shall have such duties and responsibilities as may be assigned to them from time to time by the Chairperson and/or the Liberty Regional Water Resources Council.

ARTICLE SEVEN

Committees

Section 7.01. Committees. The Liberty Regional Water Resources Council may from time to time, by resolution passed by a majority of the Liberty Regional Water Resources Council, designate one or more committees, each committee to consist of two (2) or more of the Members of the Liberty Regional Water Resources Council, which shall have such powers and responsibilities as provided in said resolution. The membership of such committee(s) shall be composed solely of Members of the Liberty Regional Water Resources Council; but the Liberty Regional Water Resources Council may, in its discretion (and only if the charge and function of said committee does not involve the management responsibility for the affairs of the Liberty Regional Water Resources Council), appoint individuals who are not currently Members of the Liberty Regional Water Resources Council as ex-officio members of such committees. In all cases, unless other specifically stated in the resolution creating the committee, all committees shall serve merely an investigative or

recommending function and shall exercise no direct control over the affairs of the Liberty Regional Water Resources Council. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Liberty Regional Water Resources Council, and their meetings shall be held in accordance with the provisions of the Georgia Open Meetings Act, O.C.G.A. § 50-14-1 et seq., to the extent applicable.

ARTICLE EIGHT

Contracts, Minutes, and Seal of the Liberty Regional Water Resources Council

Section 8.01. Contracts. The Liberty Regional Water Resources Council may authorize any officer or officers of the Liberty Regional Water Resources Council, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Liberty Regional Water Resources Council; provided the intent and effect of such contracts and instruments are consistent with the purposes authorized in the Intergovernmental Agreement and in these Bylaws. This authority may be general or may be confined to specific instances. Unless otherwise specifically indicated by the Liberty Regional Water Resources Council or these Bylaws, the Chairperson, the Secretary and the Chief Executive Officer shall be deemed authorized signatories for all purposes.

Section 8.02. Minutes and Records. The Liberty Regional Water Resources Council shall keep correct and complete books and records of all of its obligations, contracts, transactions, undertakings, income, receipts, and expenditures of every kind, and the Secretary also shall keep minutes of the proceedings of the Liberty Regional Water Resources Council. The minutes shall not be a narrative of the meetings, but a record of official actions. Copies of the minutes shall be made for distribution to the Liberty Regional Water Resources Council Members with the agenda for the next regular meeting. All minutes, records, and other documents of the Liberty Regional Water Resources Council shall in all instances be subject to the requirements and provisions of the Georgia Open Records Act, O.C.G.A. § 50-18-70 et seq.

Section 8.03. Official Seal. The seal of the Liberty Regional Water Resources Council shall be in such form as the Liberty Regional Water Resources Council may determine from time to time. In the event it is inconvenient to use such seal at any time, the signatures of any two authorized signatories of the Liberty Regional Water Resources Council followed by the word "SEAL," "OFFICIAL SEAL," or similar words enclosed in parentheses or scroll, shall be deemed the seal of the Liberty Regional Water Resources Council. The seal shall be in the charge of the Secretary and shall be affixed on all official papers where necessary or appropriate.

Section 8.04. Appointment of Advisors; Employees. As permitted by the Intergovernmental Agreement and the laws of the State of Georgia, the Liberty Regional Water Resources Council may, from time to time, appoint, as advisors, persons whose counsel, assistance, and support may be deemed helpful in determining policies and formulating programs

for carrying out the purposes and functions of the Liberty Regional Water Resources Council. The Liberty Regional Water Resources Council is further authorized to employ such person or persons, including, without limitation, an executive director, attorneys, accountants, engineers, architects, financial consultants, and other professionals, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Liberty Regional Water Resources Council, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

ARTICLE NINE

Amendments

The Liberty Regional Water Resources Council shall have the power to alter, amend or repeal these Bylaws or any provision thereof, and may from time to time adopt additional Bylaws; provided, however, that the Liberty Regional Water Resources Council may exercise this power only upon a two-thirds vote of all voting Members in office at a meeting duly called pursuant to Article Five hereinabove, and only to the extent any such amendment is consistent with the provisions of the Intergovernmental Agreement and the laws of the State of Georgia. Amendments to these Bylaws shall be effective immediately upon their adoption unless a specific effective date is otherwise specified by the Liberty Regional Water Resources Council.

ARTICLE TEN

Miscellaneous Provisions

Section 10.01. Waiver of Notice. Whenever, under the provisions of applicable law or of the Intergovernmental Agreement or of these Bylaws, any notice is required to be given to any Member, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein and delivered to the Liberty Regional Water Resources Council for inclusion in the minutes or filing with the official records, shall be equivalent to the giving of such notice. Additionally, the attendance of a Member at any meeting shall constitute a waiver of the notice of the meeting, except where the Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10.02. Non-Discrimination Policy. The Liberty Regional Water Resources Council shall not discriminate on the basis of race, color, gender, national or ethnic origin, or any other unlawful purpose.

Section 10.03. Construction; Subject to Laws. These Bylaws shall be liberally construed to effect the purposes of the Intergovernmental Agreement; provided, however, that the provisions hereof shall be subject to said Intergovernmental Agreement and all valid and applicable laws of the State of Georgia, as now or hereafter amended, and if any provision of these Bylaws is found to

be inconsistent with or contrary to said Intergovernmental Agreement or any such valid laws, the latter shall be deemed to control and these Bylaws shall be deemed modified accordingly and, as so modified, to continue in full force and effect.

Section 10.04. Repeal of Prior Bylaws. These Bylaws shall constitute the official Bylaws of the Liberty Regional Water Resources Council and any other Bylaws of the Liberty Regional Water Resources Council existing on the date hereof are hereby repealed in their entirety and otherwise superseded.

Section 10.05. Effective Date. These Bylaws shall become effective as of the date set forth herein below.

The Liberty Regional Water Resources Council by a two thirds vote of the voting membership adopted and approved the forgoing Bylaws in their entirety as of the 13 day of June, 2013.

Chair, LRWRC Policy Committee

Attest: Secretary of the LRWRC

Seal: _____ Voting Member _____ Voting Member
