



Liberty Regional Water Resources Council

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BYLAWS OF THE LIBERTY REGIONAL WATER RESOURCES COUNCIL TECHNICAL ADVISORY COMMITTEE

Hinesville, Liberty County, Georgia

Adopted: November 19, 2009

Revised: June 13, 2013

**BYLAWS OF THE
LIBERTY REGIONAL WATER RESOURCES COUNCIL
TECHNICAL ADVISORY COMMITTEE**

**Adopted: February 20, 2011
Revised: June 13, 2013**

ARTICLE ONE

Definition of Bylaws

These Bylaws constitute the rules and policies adopted by the Technical advisory Committee (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 Technical Advisory Committee as stated in the Intergovernmental Agreement (as defined below) and these Bylaws, and to exercise all powers conferred upon the Technical Advisory Committee 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; Technical Advisory Committee.

Section 2.02. Statutory Authority. The Technical Advisory Committee 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 Flemington, Gum Branch, Hinesville, Midway, Riceboro, Walthourville, and the Township of Allenhurst, 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 Technical Advisory Committee 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 Technical Advisory Committee shall be located in Liberty County, Georgia; provided, however, that the Technical Advisory Committee may have such other offices within said County as the Technical Advisory Committee may determine or as its

affairs may require from time to time.

ARTICLE THREE

Purposes, Powers, and Governing Instruments

Section 3.01. Purposes. The Technical Advisory Committee 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 Technical Advisory Committee are public in nature and shall be as set forth in the Intergovernmental Agreement.

Section 3.02. Powers. The Technical Advisory Committee 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 Technical Advisory Committee are created and defined by the Intergovernmental Agreement and related laws. The Technical Advisory Committee 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 Technical Advisory Committee 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 Technical Advisory Committee may from time to time make and publish recommendations to the Liberty Regional Water Resources Council.

ARTICLE FOUR

Membership

Section 4.01. Membership. The voting membership of the Technical Advisory Committee shall consist of the key government and agency staff members from each Participating Government, or their duly appointed designee(s), the Secretary of the Liberty Consolidated Planning Committee and the CEO of the Liberty County Development 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, one member to represent smaller permit holders, a representative from Long County, GA., and one member at large. The Chief elected official of each municipality appoints the Technical Advisory Committee representative for their respective jurisdiction. Additional Appointees may be made at the discretion of the Policy Committee.

TCC Members:

- (1) Flemington
- (2) Hinesville
- (3) Liberty County
- (4) Riceboro
- (5) Walthourville
- (6) Gum Branch
- (7) Allenhurst
- (8) Midway
- (9) Liberty County Industrial Authority
- (10) Secretary of the Liberty Consolidated Planning Committee

Ex-Officio Non-Voting:

- (1) Interstate Paper Corporation
- (2) Fort Stewart
- (3) Member at large

Section 4.02. Term of Office. Each Member of the Technical Advisory Committee shall serve for a term which coincides with the term of the Policy Committee Member to whom appointed such member, that any Member serving on the Technical Advisory Committee 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 Technical Advisory Committee of the Liberty Regional Water Resources Council. Unless excused by the Chairperson any member, of the Technical Advisory Committee having three consecutive absences from regular meetings during the calendar year shall be removed from that committee.

Section 4.03. Compensation. No Member of the Technical Advisory Committee shall receive, directly or indirectly, any salary, compensation, or other emolument for services performed as a Member.

Section 4.04. Disclosure of Conflicting Interest. The Members of the Technical Advisory Committee 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 Technical Advisory Committee 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 Technical Advisory Committee 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 Technical Advisory Committee

Section 5.01. Place of Meetings. The Technical Advisory Committee 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 Technical Advisory Committee 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 Technical Advisory Committee shall not be required to meet on a legal holiday or when a meeting is made impossible due to circumstances beyond the control of Technical Advisory Committee.

Section 5.05. Georgia Open Meetings Act. All meetings of the Technical Advisory Committee 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 Technical Advisory Committee to ensure that notice of any regular, special or other meeting of the Liberty Regional Water Resources Council Technical Advisory Committee, 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 Technical Advisory Committee 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. Five voting members in office shall constitute a quorum for the transaction of business at all meetings of the Technical Advisory Committee.

Section 5.07. Voting. At any meeting of the Technical Advisory Committee, 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 Technical Advisory Committee shall require the affirmative vote of a majority of the voting Members present of the Technical Advisory Committee; provided, however, that in the event such affirmative majority vote of the entire Committee is made impossible due to either (i) temporary vacancy on the Technical Advisory Committee, or (ii) refusal of any Member due to a conflict of interest as determined by such Member. The phrase "simple majority vote of the Members of the Technical Advisory Committee or its equivalent shall refer only to those remaining Members of the Technical Advisory Committee 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)(5), the Technical Advisory Committee 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 Technical Advisory Committee by telecommunications conference or other contemporaneous communication system.

Section 5.09. Conduct of Meetings. It is understood that in the transaction of its business, the meetings of the Technical Advisory Committee 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, all 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 Technical Advisory Committee shall be open assistant officers as may be deemed necessary may be elected or appointed by the Technical Advisory Committee at any duly constituted meeting. In any such election of officers, the Technical Advisory Committee 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 Technical Advisory Committee shall be elected as provided herein at the first regular or special meeting of the Technical Advisory Committee 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 Technical Advisory Committee shall have the general supervision and direction of all other officers of the Technical Advisory Committee with full power to see that their duties are properly performed and shall see that all orders and resolutions of the Technical Advisory Committee are carried into effect and otherwise fully implemented. He or she may sign, with any other proper officer, any documents of advisement made to the Liberty Regional Water Resources Council which the Technical Advisory Committee 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 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 Technical Advisory Committee 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 Technical Advisory Committee 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 Technical Advisory Committee in books provided for that purpose. He or she shall have custody of the seal of the Technical Advisory Committee and shall affix the same to all instruments requiring it, when authorized by the Technical Advisory Committee 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 Technical Advisory Committee 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's Technical Advisory Committee. The Technical Advisory Committee (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 Technical Advisory Committee 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 Technical Advisory Committee may from time to time, by resolution passed by a majority of the Technical Advisory Committee may designate one or more committees, each committee to consist of two (2) or more of the Technical Advisory Committee, 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 Technical Advisory Committee; but the Technical Advisory Committee 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 Technical Advisory Committee), appoint individuals who are not currently Members of the Technical Advisory Committee 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 Technical Coordinating Committee. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Technical Advisory Committee, 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 Technical Coordinating Committee

Section 8.01. Minutes and Records. The Technical Advisory Committee shall keep minutes of the proceedings of the Technical Advisory Committee. 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 Technical Advisory Committee Members with the agenda for the next regular meeting. All minutes, records, and other documents of the Technical Advisory Committee shall in all instances be subject to the requirements and provisions of the Georgia Open Records Act, O.C.G.A. § 5018-70 et. seq.

Section 8.03. Official Seal. The seal of the Technical Advisory Committee shall be in such form as the Technical Advisory Committee 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 Technical Advisory Committee followed by the word "SEAL," "OFFICIAL SEAL," or similar words enclosed in parentheses or scroll, shall be deemed the seal of the Technical Advisory Committee.

Section 8.04. Appointment of Advisors. As permitted by the Intergovernmental Agreement and the laws of the State of Georgia, the Technical Advisory Committee may, from time to time, request from the Liberty Regional Water Resources Council the appointment, 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 Technical Advisory Committee. The Technical Advisory Committee may request authorization from the Liberty Regional Water Resources Council 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 Technical Advisory Committee, and to request payment of reasonable compensation for the services performed and expenses incurred by any such person or persons.

ARTICLE NINE

Amendments

The Policy Committee shall have the power to alter, amend or repeal these Bylaws or any provision thereof, and may from time to time adopt additional Bylaws, 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 provided said amendment is reviewed and approved by the Policy Committee.

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 Technical Advisory Committee 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 Technical Advisory Committee 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 the Technical Advisory Committee and any other Bylaws of the Technical Advisory Committee 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

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| Seal: _____ Voting Member _____ Voting Member |
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