

**BYLAWS OF THE
MIDDLE GEORGIA REGIONAL COMMISSION**

Adopted August 13, 2009; Amended February 11, 2010; Amended February 13, 2014

By Authority of Article 2, Chapter 8 of Title 50
of the Official Code of Georgia Annotated
as Amended by House Bill 1216

Effective July 1, 2009

**ARTICLE I
NAME, LOCATION, AND PURPOSE**

SECTION I: **Name.** The official name of this organization shall be the MIDDLE GEORGIA REGIONAL COMMISSION, hereinafter called the “Commission.” The governing body of the MIDDLE GEORGIA REGIONAL COMMISSION shall be known as the COUNCIL of the MIDDLE GEORGIA REGIONAL COMMISSION.

SECTION II: **Location.** The headquarters shall be located within the boundaries of the Commission. The office of the Executive Director of the Commission shall be located at one or more locations as established by and at the discretion of the Council. For the purposes of these Bylaws, the official legal address for the Middle Georgia Regional Commission shall be:

Middle Georgia Regional Commission
175 Emery Highway, Suite C
Macon, Georgia 31217

SECTION III: **Purpose.** The Commission shall be an organization constituted to serve its members and shall be member-driven. The purpose of the Commission shall be to create, promote, and foster the orderly growth, economic prosperity, and continuing development of the industrial, civic, commercial, educational, natural, and human resources of the region and member communities. The Commission shall function as the regional planning entity for land use; economic development; environmental, transportation, and historic preservation planning; public administration; Area Agency on Aging; workforce development; information technology; and other functions as determined by the Council.

SECTION IV: **Conflicts.** Nothing in these Bylaws is intended to conflict with State or Federal law, and if such conflict is discovered or created by future legislation/rule-making, the State or Federal Law shall prevail. Notwithstanding any other provision of these articles, the Commission, as a tax-exempt organization, shall not engage in activities prohibited under Section 501(c)(3)(4) of the Internal Revenue Code of 1954.

**ARTICLE II
MIDDLE GEORGIA REGIONAL COMMISSION BOUNDARY**

SECTION I: **Membership – Middle Georgia Regional Commission Boundary.** The initial Regional Commission membership boundary of the Commission shall include the municipal and

county governments of Baldwin, Crawford, Houston, Jones, Macon-Bibb, Monroe, Peach, Pulaski, Putnam, Twiggs, and Wilkinson.

SECTION II: Boundary Changes. A county may request withdrawal from the Middle Georgia Regional Commission and admission to a different regional commission, but such boundary changes may only be made by the Board of the Department of Community Affairs and must be approved by a joint resolution or act of the General Assembly.

SECTION III: Member Dues. Each member government shall pay the annual dues for membership to the Middle Georgia Regional Commission. The Council shall annually determine, on a per capita basis, the dues assessment that shall be required from its member governments. Annual dues will be billed at the beginning of each calendar quarter. The dues structure identifying the per capita amount paid by each member government shall be adopted by resolution of the Council, and the overall average shall conform to State law regarding the annual average per capita amount. Population figures for annual dues assessments will be those provided by the Georgia Department of Community Affairs.

ARTICLE III

GOVERNING BODY – COUNCIL OF THE MIDDLE GEORGIA REGIONAL COMMISSION

SECTION I: Responsibilities. The governing body of the Middle Georgia Regional Commission shall be the Council. The Council is responsible for establishing the policy and direction for the daily operations of the Regional Commission, and through the Executive Director whom it employs, to direct business affairs, supervise staff, adopt an annual budget and work program, oversee the management of funds, perform other functions as may be provided or authorized by law, and take all necessary measures within the limits provided by law to advance the interests of the Commission and the region which it serves.

SECTION II: Council Membership.

1. Membership on the Middle Georgia Regional Commission Council shall consist of three (3) members from each county within the region, and each must be a resident of the county he or she represents; three (3) members appointed by the Governor; one (1) member appointed by the Lieutenant Governor; and one (1) member appointed by the Speaker of the House. Additionally, each county shall appoint two (2) Associate Members. All members of the Commission Council must be residents of the Middle Georgia Regional Commission region.
2. Membership shall be determined in the following manner:
 - a. The Chairperson of the Board of Commissioners for each member county served by this Regional Commission shall be the County Council Member unless he or she declines to serve in which event the Chairperson of the County Commission shall select another of the County Commission members to serve in his or her stead. For Macon-Bibb County, the County Council Member shall be the Mayor of Macon-Bibb County. The term of office shall be concurrent with the term of elected office.

- c. The governing bodies of the municipalities located within each member county served by this Regional Commission shall collectively select one (1) elected mayor or councilperson to serve as the Municipal Council Member. For Macon-Bibb County, the Municipal Council Member shall be the Mayor Pro-Tem of the Macon-Bibb County Board of Commissioners. The County Council Member and the Municipal Council Member for each member county served by this Regional Commission shall select one (1) resident of the county to serve as the Non-public (non-elected) member of the Council. The term of office will be one (1) year with the member being eligible for successive reappointment.
 - d. The County Council Member and the Municipal Council Member for each member county served by this Regional Commission shall select two (2) residents of the county to serve as Associate Members of the Council. The term of office will be one (1) year with members eligible for successive reappointment.
 - e. One member of a school board or superintendent of schools within the region and two nonpublic residents of the region shall be appointed by the Governor, each for a term of two (2) years.
 - f. One nonpublic resident of the region shall be appointed by the Lieutenant Governor for a term of two (2) years.
 - g. One nonpublic resident of the region shall be appointed by the Speaker of the House for a term of two (2) years.
3. Councilmember appointments and/or removals shall be accompanied by written notice to the Commission.

SECTION III: Votes. With the exception of Associate Members, each member of the Council shall have one (1) vote. Associate Members may not vote, serve as officers, or serve on the Executive Committee, but are extended all other rights and privileges of Council membership to include serving on any other council committees.

SECTION IV: Terms. Council members shall serve terms as specified In **ARTICLE III, SECTION II: Council Membership.**

The term of any member shall terminate immediately upon:

- 1. Resignation by a member or removal by appointing authority;
- 2. Death of a member or inability to serve as a member due to medical infirmity or other incapacity;
- 3. Change of status as an elected official; or
- 4. Change of residence status that would cause the member to lose eligibility for participation on the Council.

Appointment to fill a vacant position on the Council shall be made for the duration of the unexpired term by the appointing authority as noted in **ARTICLE III, SECTION II: Council Membership.**

SECTION V: Attendance. Attendance at meetings of the Middle Georgia Regional Commission Council is the obligation of each Council member. Attendance shall be documented using the following procedures:

Minutes will reflect an accurate record of both those in attendance and those absent. Annual reports of attendance shall be available to the local elected official representatives for each county and the Commissioner of DCA.

ARTICLE IV DUTIES AND OFFICERS OF THE COUNCIL

SECTION I: **Duties.** The Council shall manage the business affairs and property of the Middle Georgia Regional Commission pursuant to State law and in accordance with these Bylaws. It shall establish policy and direction; direct the investment and care of funds of the Commission; make appropriations for specific purposes directly connected with Commission activities; take measures to advance the interests of member local governments and the Commission; generally direct the business of the Commission; and perform other such functions as may be provided or authorized in the Bylaws.

SECTION II: **Powers.** The Middle Georgia Regional Commission Council shall have the powers, duties, responsibilities, and functions as required or authorized by law. The powers, duties, responsibilities, and functions of the Council shall include, but not be limited to:

1. Having exclusive authority to appoint an Executive Director who shall be selected on the basis of his/her education and experience in the field of Administration or Planning and Development or related field to supervise and direct the activities of the Commission and the employees of the Commission; he/she shall perform such other duties as are required of him/her by the Council or Executive Committee.
2. Having exclusive authority to remove the Executive Director.
3. Adopting an annual budget and work program.
4. Electing Council officers.
5. Electing members of the Executive Committee.
6. Establishing such committees as the Council shall deem appropriate.
7. Selecting an independent auditor.
8. Selecting legal counsel.
9. Adopting and amending Commission Bylaws.
10. Making rules and regulations for the conduct of Council officers.
11. Making and entering into all contracts necessary or incidental to the performance of its duties and functions.
12. Contracting for the provision of direct governmental services at the request of and on behalf of local governments, in accordance with the requirements of law.
13. Acquiring and disposing of real and personal property.
14. Adopting personnel policies and practices with specific reference to job descriptions and qualifications.
15. Determining the policies and programs to be implemented and operated by the Commission as may be authorized by law.
16. Providing, in addition to compensation, benefits to its employees, their dependents, and survivors.
17. Creating a nonprofit corporation to administer Federal or State programs as authorized in O.C.G.A. §50-8-35(f)(1)(A).
18. Performing other powers and duties required or authorized by law.

SECTION III: Performance Review. The Council shall require performance standards for measurement of the activities of the Middle Georgia Regional Commission and shall conduct an annual performance review of its Executive Director measured by standards developed by the Council. The annual review shall include an evaluation of the adequacy and relevance of the performance standards developed by the Council for the Executive Director. Copies of the annual performance review of the Executive Director shall be provided to all members of the Council. Changes in the standards shall be made as deemed necessary by the Council.

SECTION IV: Officers. The Middle Georgia Regional Commission Council shall biennially at the January meeting of the Council elect officers from its members consisting of a chairperson, vice chairperson, secretary, and a treasurer. Each officer shall serve a term of two years or until their successors are elected and qualified. All officers of the Commission Council shall be eligible for re-election except as provided in **ARTICLE VI, SECTION II.**

ARTICLE V DUTIES OF OFFICERS

SECTION I: Duties. The duties of the officers are as follows:

1. The **Chairperson** shall act as presiding officer at all meetings of the Commission Council. In the absence of the Chairperson, his or her duties shall be vested in the Vice Chairperson. The Chairperson shall have such other duties as are conferred on him/her by the law, these Bylaws, or by the Council.
2. The **Vice Chairperson** shall act as presiding officer in the absence of the Chairperson and shall carry out those duties assigned by the Chairperson. The Vice Chairperson shall have such other duties as are conferred on him/her by the law, these Bylaws, or by the Council.
3. The **Secretary** shall be responsible, with the assistance of the Executive Director, for keeping records of activities of the Council, in an orderly and accurate form and for keeping minutes of meetings of the Executive Committee. He/she shall perform all other duties assigned by the Chairperson. The Secretary shall have such other duties as are conferred on him/her by the law, these Bylaws, or by the Council.
4. The **Treasurer**, with the assistance of the Executive Director, shall:
 - a. See that all monies due to the Commission are collected and deposited in the name of the Commission in such financial institutions as the Executive Committee shall direct;
 - b. Have charge of the books of account of the Commission;
 - c. Render statement of same when requested by its Council, Executive Committee, and/or officers;
 - d. Furnish such bond as the Council may require, the premium to be paid by the Commission;
 - e. Pay bills as directed by the officers; and

- f. Have such other duties as are conferred on him/her by the law, these Bylaws, or by the Council.
- 5. Powers and privileges not specifically assigned to the officers in these Bylaws are reserved to the Council.
- 6. The Commission shall develop a DCA-approved continuing education program for its professional staff members.

SECTION II: Powers of the Chairperson. The powers and duties of the Chairperson shall be as follows:

- 1. Preside at all meetings of the Commission Council.
- 2. Appoint all committees, except the Executive Committee, and serve as an ex-officio member of all appointed committees; however, the Chairperson may not be counted in determining a quorum at meetings of those committees;
- 3. Authenticate, by signature, resolutions adopted by the Commission Council and/or Executive Committee;
- 4. Serve as chief policy advocate for the Commission;
- 5. Countersign contracts with the Executive Director as may be required by law. and
- 6. Represent the Commission at official functions.

ARTICLE VI ELECTION OF OFFICERS

SECTION I: Elections. The Chairperson, Vice Chairperson, Secretary, and Treasurer shall be elected biennially by a simple majority of those eligible to vote of the Council present, provided that a quorum is achieved.

SECTION II: Terms. The terms of elected officers shall be for two years and until their successors are elected and seated as an officer.

SECTION III: Nominations. The Nominating Committee shall make nominations for officers at the November Council meeting preceding the January election of officers, unless modified by the Chairperson for the convenience of the Council. The Council Chairperson shall appoint the Nominating Committee at the September Council meeting. At a minimum, five Council members will serve as the Nominating Committee. Members of the Nominating Committee, except the Associate Member, shall be eligible for positions as officers. The Nominating Committee shall also recommend a slate of Executive Committee members for consideration by the Council.

SECTION IV: Nominations from the Floor. Nominations from the floor for an officer position may be accepted, provided that any member so nominated and present agrees to nomination. Members so nominated but not present must have agreed to the nomination in writing. In the event one of these requirements is not met, such nominations from the floor shall be declared out of order.

SECTION V: Election. Formal election of officers shall occur at the January Council meeting biennially, unless modified by the Chairperson for the convenience of the Council. A

nominee receiving a simple majority of the voting Council members present shall be declared elected. Newly elected officers shall take office upon their election. *The initial election of officers shall be held at the Organizational meeting in July, and these officers shall serve until their successors are elected and seated.*

SECTION VI: Officer Vacancies. In the event of a vacancy in an elected office, the Nominating Committee shall nominate one Council member to serve the unexpired term. The Nominating Committee may make its report on such action at the next Council meeting, and the formal election may also occur at the meeting. Such election shall be by a simple majority of the voting Council members present and constituting a quorum. If the Council member so nominated does not receive the approval of a majority of those voting, the Nominating Committee shall repeat the process until a Council member is elected to fill the vacancy.

ARTICLE VII MEETINGS AND QUORUM

SECTION I: Meetings. The Commission shall hold no less than ten (10) meetings each year, one of which being designated as an Annual meeting, with said meetings being held at times and places to be determined by the Chairperson. All meetings shall be open to the public and be conducted in conformance with the applicable provisions of the Georgia Open Meetings laws. The Council shall hold regular meetings monthly except for the months of July and December on the second Thursday of the month at time and place set by the Council in a regularly scheduled meeting and shall also meet at other times, or in lieu of the regular scheduled meeting, at the call of the Chairperson with at least ten (10) days advanced written notice of such special meeting to each Council member.

SECTION II: Special or Called Meetings. Special or called meetings shall be called as provided in the Bylaws. Such meetings shall be called by the Chairperson or in his/her absence, the Vice Chairperson, or on the written call of any five members of the Council, provided at least 24 hours advance notice is given. Such call shall fix the agenda, date, time, and place of such special meeting.

SECTION III: Quorum. A quorum of the Council shall not be less than 15 of the eligible voting Council members.

SECTION IV: Rules of Order. All meetings of the Council shall follow those rules for the conduct of such meetings as set forth in *Roberts' Rules of Order* unless there is a vote to suspend the rules of the Council.

SECTION V: Agenda. There shall be an agenda prepared by the Executive Director for each meeting, listing the items to be considered, information relating to such items, and where appropriate, the Budget, Audit, and Personnel Committee's and/or Executive Director's recommendation. For regular meetings, a tentative agenda will be made and sent to each member prior to the meeting.

SECTION VI: Compensation. The members of the Council shall receive no compensation for their duties. They may be reimbursed for travel directly related to the work of the Council.

**ARTICLE VIII
EXECUTIVE COMMITTEE**

- SECTION I:** **Executive Committee Members.** The Executive Committee shall be comprised of the Chairperson of the Council; the Vice Chairperson of the Council, who shall chair the Committee; the Secretary of the Council; and a Regional Representative/Ex-Officio, plus eleven (11) additional members—one (1) from each county served by this Commission, who shall be elected by the Council biennially at the January Council meeting and who shall serve until their successors are duly elected and qualified.
- SECTION II:** **Meetings.** The Executive Committee shall meet at the call of the Chairperson of the Executive Committee, or the Chairperson of the Council, who shall give advance notice of each meeting to each Executive Committee member.
- SECTION III:** **Quorum.** At all meetings of the Executive Committee, seven (7) members of the Executive Committee shall constitute of quorum for the transaction of business, and all business transacted by the Executive Committee shall require the affirmative vote of a majority of the Executive Committee members present at the meeting.
- SECTION IV:** **Executive Committee Powers.** The Executive Committee shall have all the duties, responsibilities, and functions of the Council and may take any action which the Council can take except with reference to those matters declared to be within the exclusive authority of the Council in **Article IV, Section II**. The Executive Committee shall serve as the Loan Review Committee for the Economic Development Administration Revolving Loan Fund of Middle Georgia. The Executive Committee shall have the power and authority to authorize loans, receive reports, and make amendments to the EDA Policies and Procedures.
- SECTION V:** **Other Duties.** The Executive Committee shall carry out all other duties and responsibilities as directed by the Council.

**ARTICLE IX
OTHER COMMITTEES**

- SECTION I:** **Appointment of Committees.** The Chairperson shall have the authority to create and appoint committees as needed. Such committees should be created at a regular or called meeting of the Council and record of same noted in the minutes. The size, membership, and term of office shall be specified at the time of committee creation. If a committee is created to serve in a special role, then a “sunset” provision should be considered as part of the committee creation.
- SECTION II:** **Standing Committees.** The Commission shall have the following committees as Standing Committees whose members shall be appointed by the Council Chairperson biennially at the January Council meeting:

1. **Nominating Committee** – There shall be a Nominating Committee consisting of a member of the Council who shall be designated as Chairperson, one County Council member, one Municipal Council member, one Non-public Council member, and one Associate Council member, all of whom shall be selected by the Chairperson of the Council, which shall recommend a slate of Council officers and Executive Committee members at the January Board meeting.

2. **Budget, Audit, and Personnel Committee** – There shall be a Budget, Audit, and Personnel Committee consisting of the Vice Chairperson of the Council as Chairperson of the Committee, one County Council member, one Municipal Council member, one Non-public Council member, one Associate Council member, and one At-Large member to be selected by the Chairperson of the Council, which shall develop and recommend budgets and budget amendments to the Council, conduct pre-audit and post-audit meetings with the auditor and report to the Council, review performance of the Executive Director annually and make recommendations to the Council, develop and recommend amendments to the Commission’s official Personnel Policies, and perform such other personnel duties as the Council may authorize from time to time.

3. **Pension/Retirement Plan Committee** – There shall be a Pension/Retirement Plan Committee consisting of two (2) Council members, two (2) staff members elected by the Commission staff, the Executive Director, and the Pension Secretary, who shall recommend to the Council amendments to the Plan and shall perform other functions and duties as directed by the Council.

4. **Aging Services Committee** - There shall be an Aging Services Committee consisting of one council member from each member County, who shall provide policy oversight, guidance and recommendations to staff and the Council related to Aging Services. A chair of the committee shall be selected from among its members.

**ARTICLE X
AMENDMENTS**

SECTION I: **Amendments.** These Bylaws may be amended, supplemented, superseded, or repealed only by an affirmative vote of not less than a majority of the Council provided that all Council members shall be given at least ten days prior written notice of such proposed amendments or changes.

**ARTICLE XI
ETHICS**

SECTION I: **Intent.** The public interest requires that Council members protect themselves against conflicts of interest by adhering to ethical standards with respect to the conduct of the members of the Council in situations where a conflict may exist. Council members are expected to comply with the ethical standards regarding conflict of interest and other provisions applicable to regional commissions as found in the Official Code of Georgia Annotated, specifically Sections 50-8-60 through 50-8-67 as amended.