



BYLAWS

SECTION 1. HISTORY:

The Etowah Water and Sewer Authority, a political subdivision of the state of Georgia and a public corporation, was created by the Georgia Legislature May 6, 1980. It was authorized to acquire, construct, operate and maintain water supply and the distribution and sale of water; acquire, construct, operate and maintain sewer systems, sanitary and storm, sewage disposal and sewage treatment plants.

The original Authority members named by the Legislature, Don D. Gordon, Frank C Roberts, E. George David, Ben Overstreet and G. William Jessee, Sr., were appointed for staggering terms of one (1) to five (5) years so that thereafter one (1) member was to be elected annually for a five (5) year term. Members, elected by the users of the system, shall enter upon the duties of his office on March 31 upon taking the oath of office and completing the required training.

SECTION 2. MEMBERSHIP:

- A. The Authority shall consist of five (5) members who shall comprise the Board of Directors, each to serve, without compensation, a five (5) year term of office or until their successors are duly elected by users of the Authority and take office. "Users of the Authority" or "users of the system" as used herein is defined to mean any person, corporation, partnership, business entity, professional or charitable organization, association or other that has an account with Etowah Water and Sewer Authority for the provision of water or sewer services.
- B. Election of Members
 1. Nominating Committee: A Nominating Committee, named by the Chairman of the Authority, shall after completion of the nomination process set forth below in Section B (3), have the responsibility of presenting the name(s) of qualified person(s) to fill the office of the Authority member whose term expires or is otherwise vacated as set forth below.
 2. Eligibility for Election: To be eligible for election as a member of the Authority a person shall:

- a) Be at least 21 years of age;
 - b) Be a resident of Dawson County for at least two (2) years prior to the date of nomination;
 - c) Not have been convicted of a felony and consent in writing to a background check for verification of same;
 - d) At the time of the nomination, be a user of the Authority with a history of being in good standing for two years prior to the nomination;
 - e) Be nominated by a user of the Authority with a history of being in good standing for two years prior to the nomination;
 - f) Have no personal, professional or financial conflicts of interest that might impact his or her ability to act in the best interests of the Authority;
 - g) Show a definite interest in working with the other members of the Authority to enhance the matters of the Authority prior to the nomination by attending a minimum of two (2) work sessions and two (2) regular board meetings;
 - h) Not be a close relative to any current board member or an employee in any capacity. A close relative is any person who is related by marriage or is a parent, child, or in-law relative or whose relationship with the employee is similar to that of persons who is related to such a degree;
 - i) Act in a manner which will inspire public trust in their integrity, impartiality and devotion to the best interests of the Authority, and its customers and citizens;
 - j) Have prior experience serving as a corporate officer or on the Board of Directors for a public, governmental, or corporate entity for at least twelve (12) consecutive months;
 - k) Not currently or within the past twelve (12) months be the Mayor or a member of the City Council of the City of Dawsonville or a member of the Board of Commissioners for Dawson County or be an employee of either Dawson County or the City of Dawsonville. This section expressly is not intended to include any constitutional officers; such officers are eligible for election to membership on the Board of Directors for the Authority.
 - l) If otherwise eligible for election, interview with the Nomination Committee at the date and time specified by the Committee.
3. Nomination Process:
- a) The user of the system making a nomination or the nominated nominee shall provide the nomination in writing along with a completed nominee application form provided by the Authority and in person to the Authority's Administration office;
 - b) Only one nomination per water or sewer account number will be permitted and accepted by the Authority (i.e. if there is more than one user of the system per account number, only one nomination will be allowed for that account number);
 - c) Prior to the presentation of nominee name(s) to the Authority, the committee will verify that the nomination application of nominees are complete and appear to meet the minimal requirements for office, as set forth above in section B (2).

- d) The committee will ascertain whether a nominee is willing to serve as a member of the Board of Directors.
 - e) If a nominee meet the requirements of a, b, and c above, the committee shall interview the nominee. Subsequent to conducting nominee interviews, the committee, unless it determines, that the minimum qualifications have not been met by the nominee, shall forward the nominee's name to the Authority to be considered to fill the office of the Authority member whose term expires or is otherwise vacated.
4. Date of election: At the annual meeting (Section 4, below) called by the Authority election of successor(s) to member(s) whose term expires or whose seat is otherwise vacated as set forth below in such year shall be conducted. The member elected by the users of the system shall enter upon the duties of his office on March 31 immediately following his election, training, and taking of the oath of office as set forth below and shall serve for a term of office of five (5) years or until his successor is duly elected and takes office.
5. Failure of users to elect: If, for any reason, the users of the system shall fail to elect a member at any annual meeting to replace a member whose term expires or whose seat is otherwise deemed vacant, members of the Authority shall elect, by majority vote, a duly qualified person as a member of the Authority until the next annual meeting of the users.
6. Election to unexpired term: In the event of a vacancy by reason of death, removal, resignation or other reason as specified herein, the remaining members of the Authority shall elect, by majority vote, a qualified person to fill the vacancy until the next annual election by the users of the system, at which time the users of system shall elect a qualified person to fill the remaining unexpired term of the person whose position has been vacated.

C. Taking of Office

1. Training:
 - a) No member shall take office until they have been certified as having completed a minimum of four (4) hours of training.
 - b) Sitting Board members shall attend the annual planning workshop conducted by the Authority.
2. Oath of Office: Before entering upon the discharge of his or her duties as a member of the Authority, and after having been declared the winner as per the annual meeting procedures below, each newly elected or re-elected member shall subscribe to an oath for the true and faithful performance of his or her duties.

3. Code of Ethics: Prior to taking office as a member of the Authority, and after having been declared the winner, as per the annual meeting procedures below, each newly elected or re-elected member shall be provided with a copy of the Code of Ethics of the Authority, review it, acknowledge receipt of it and agree to be bound by its mandates.

D. Vacancy or Removal of Board Members

1. A member may be removed from the Board of Directors for good cause related to the performance of his or her official duties.
2. Mandatory Removal for Cause: A member shall be removed from office upon conviction of a felony, indictment or being charged with any act of misfeasance, malfeasance, or nonfeasance by the Dawson County Grand Jury, or when a member moves his or her residence from Dawson County, dies or resigns, or whose status as to the eligibility requirements set forth in Section B(2)(h) or (k) changes while in office. In these events a vacancy on the Board shall be declared by the Chairperson or Vice Chairperson and shall be filled immediately as set forth in Section 2 B (6) above.
3. Removal from the Board for cause may otherwise occur when a member is found in violation of the Etowah Code of Ethics, or breach of the member's fiduciary duty to the Authority.
4. In addition to all other reasons for removal, a member may be removed upon failure to attend three (3) consecutive monthly meetings or four (4) meetings within a calendar year. It shall be the duty of the Recording Secretary to keep a record of attendance of members and to notify both the member and the Board of Directors when a member's attendance jeopardizes his or her eligibility to remain on the Board.
5. Upon the occurrence of any cause for removal, the members of the Authority shall vote on whether to remove the offending member. Upon an affirmative vote of a majority of a quorum present, the position shall be deemed vacant.

SECTION 3. ANNUAL MEETING:

- A. Annual meetings of the users of the facilities of the Authority shall be held in March of each year.
- B. Notice of the annual meeting shall be published in the legal organ of Dawson County prior to the annual meeting on or before February 15th.
- C. Nominations for Election at Annual Meeting:
 1. On or before December 15th of each year, the Authority shall include in its billing statements to users of the system and in the legal organ of Dawson County notice that the Authority will be accepting nominations for any vacant seat(s) on the Board of

Directors of the Authority for member(s) whose term(s) will expire or otherwise become vacant by March 31st of each year.

2. The Authority will accept nominations for any qualified user of the Authority to fill a vacancy on the Board of Directors of the Authority member whose term has expired or is otherwise vacant.
3. Any user wishing to nominate a qualified user to fill the vacancy may do so. The nomination must be in writing, in compliance with the requirements of Section 2(B)(2) above, and in the hands of the Authority's Secretary on or before January 15th (or the prior business day if the 15th falls on a weekend or holiday). Nominations will be closed on January 15th (or the prior business day if the 15th falls on a weekend or holiday) of each year.
4. The Board's nomination committee, as set forth above in Section 2(B)(1) shall be appointed each year prior to January 1st of that year.

D. Contested Elections:

1. On or before January 15th of each year, if there is more than one nominee for each vacant seat on the Board, the Authority shall include in its billing statements to users of the system a notice advising the users to watch for member election ballots in the following month's billing statement.
2. Between January 15th and February 15th of each year, the Authority shall cause official election ballots (if the election is to be a contested one) to be prepared and printed. Each ballot shall contain the name of the nominees, ballot instructions, a place for users to mark their votes and the account number of the user to whom the ballot is sent.
3. On or before February 15th of each year (if the election is to be a contested one), the Authority shall include an official ballot for the election of Board members in its billing statements to users of the system.
4. Official ballots shall be accepted by the Authority up to ten (10) days prior to the annual meeting. Ballots received later will not be counted.
5. There will be no nominations from the floor at the annual meeting.
6. Only users of the system are qualified to vote; there shall be no write-in voting or voting by proxy.
7. In all contested elections the candidate receiving the most votes shall be declared the winner of such election. The results of the election will be announced at the annual meeting and the newly elected member shall become a member of the Board of Directors upon completion of the training for new members and the other prerequisites to taking office as set forth above in Section 2(C).

SECTION 4. REGULAR AND SPECIALLY CALLED MEETINGS:

- A. Place of meetings: Regular meetings and work session of the Board of Directors shall be held in Dawson County, Georgia at the principle place of business for the Authority. Specially called meetings and planning workshops of the Board of Directors shall be held at such suitable place convenient to the members as may be designated by the Board of Directors. All meetings shall be conducted in accordance with the requirements of the Georgia Open Meetings Act.
- B. Notice of meetings: It shall be the duty of the Secretary or the Recording Secretary to make provisions for giving notice of regular, specially called, and work session meetings as per the requirements of the Georgia Open Meetings Act.
- C. Order of Business: The order of business at Board meetings shall be as set forth in the approved agenda.

SECTION 5. OFFICERS:

- A. The officers of the Authority shall consist of Chairman, Vice Chairman and Secretary
 - 1. Chairman: The Chairman shall preside at all meetings of the Authority. He or she shall call special meetings of the Authority at his or her discretion or at the request two (2) members of the Authority. He or she shall appoint and be an ex-officio member of any committees. The Chairman shall perform such other duties as usually pertain to the office. The Chairman shall not be entitled to vote upon any issue, motion or resolution except in the case of the election of new Board officers or in the case of a tie vote of the other members.
 - 2. Vice Chairman: The Vice Chairman shall assist the Chairman in the performance of his or her duties and, in the absence of the Chairman, shall preside. The Vice Chairman shall assume the duties of the Chairman when that officer is absent or incapacitated.
 - 3. Secretary: The Secretary shall keep the records of the Authority; notify Authority members of meeting; designate a Recording Secretary, if desired;; provide written minutes of previous meetings prior to the next meeting of the Authority; and such other duties as usually pertain to the office.
- B. Election of officers:
 - 1. Annually, at the March meeting of the Authority, the members shall elect one of their number as Chairman, another as a Vice Chairman, and another as a Secretary.

SECTION 6. AUDIT:

- A. The Authority shall have a complete audit of its financial condition made once in each calendar year by a Certified Public Accountant ("Auditor").

1. The results of the audit shall be presented during the annual meeting by the Auditor.
2. A copy of the audit shall remain in the Administration Office of the Authority for public inspection.

SECTION 7. QUORUM:

- A. Three (3) members of the Authority shall constitute a quorum. No vacancy on the Authority shall impair the right of a quorum to perform all duties of the Authority.

SECTION 8 . PARLIAMENTARY PROCEDURES:

The rules contained in the current edition of Robert’s Rules of Order (the most recent version) , shall govern the deliberations of the Authority and its committees when not in conflict with any other adopted procedures, or these Bylaws.

SECTION 9. AMENDMENTS:

- A. These bylaws may be amended at any meeting of the Authority with a quorum present by a majority vote.
 1. They shall go into effect upon approval by the Board of Directors and execution of the amended by laws by the Chairperson and Secretary to the Board.

SECTION 10. INTERPRETATION:

- A. These bylaws are to be interpreted in their simplest, most obvious meaning.
- B. The term “he” or “his” in these bylaws refers to male or females alike.

SECTION 11. BOARD REIMBURSEMENT:

- A. In order to provide for the administration expenses of members of the Board of the Authority, such expenses shall be reimbursed in the amount of \$75.00 per meeting for each regular meeting, specially called meeting, or work session attended.

ADOPTED this ____ day of _____, 2011

Chairperson

Secretary