

**BYLAWS  
OF THE  
JACKSONVILLE COMMERCIAL DEVELOPMENT AUTHORITY**

**ARTICLE I**

**NAME AND PURPOSE**

**Section 1.01. Name.** The name of the organization is The Commercial Development Authority (CDA) of the City of Jacksonville, Alabama.

**Section 1.02. Purpose.** The CDA is organized under Article 6 of Chapter 54 of Title 11 of the Code of Alabama 1975 for the purpose of promoting trade and commerce by inducing commercial enterprises to locate new facilities in the City of Jacksonville, Alabama and to expand existing facilities in the city.

**ARTICLE II**

**OFFICES**

**Section 2.01. Offices.** The principal office of the CDA shall be located in the Jacksonville City Hall, 320 Church Ave SE, Jacksonville, AL 36265.

**ARTICLE III**

**AUTHORITY AND DUTIES OF DIRECTORS**

**Section 3.01. Authority of Directors** The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the CDA by law. Each director shall have one vote.

**Section 3.02. Number, Selection, and Tenure** The Board shall consist of five directors who shall be elected by the city council for staggered terms. The initial terms of office of two directors shall begin immediately upon their appointment by the council and shall end at 12:01a.m. on March 15 of the first succeeding odd numbered calendar year following their appointment. The initial terms of office of three directors shall begin immediately upon their appointment by the council and shall end at 12:01a.m. on March 15 of the second succeeding odd numbered calendar year following their appointment. Thereafter, the term of office of each director shall be four years. Vacancies existing by reason of resignation, removal, death, ineligibility before the expiration of his/her term shall be filled by the City of Jacksonville. A director so selected to fill a vacancy shall be selected only for the unexpired term of that director's predecessor in office.

**Section 3.03. Resignation.** Resignations are effective upon receipt of written notification by the Secretary of the CDA.

**Section 3.04. Meetings.** Meetings shall be at such dates, times and places as the Board shall determine and shall be advertised and open to the public as required by law. A minimum of three directors shall constitute a quorum for transaction of business at a meeting.

**Section 3.05. Parliamentary Procedures.** Roberts Rules of Order shall govern.

**Section 3.06. Notice.** Meetings may be called by the Chairperson or at the request of any two (2) directors by notice emailed, mailed, or telephoned to each member of the Board not less than forty-eight hours before such meeting.

**Section 3.07. Quorum.** A quorum shall consist of three Directors attending in person. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

**Section 3.08. Participation in Meeting by Conference Telephone.** Members of the Board may participate, but not vote, in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**Section 3.09. Committees.** The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least three persons, which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the CDA.

**Section 3.10. Reimbursement.** Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the CDA's business are allowed to be reimbursed with documentation and prior approval.

**Section 3.11. Removal.** A director would lose membership on the Board if he/she is no longer a qualified elector in the city (moves outside the city limits/no longer a registered voter in the city) or becomes an officer of the state or city. A director may be removed at any time by affirmative vote of the majority of directors of the CDA then in office.

## ARTICLE IV

### AUTHORITY AND DUTIES OF OFFICERS

**Section 4.01. Officers.** The officers of the CDA shall be a Chairperson, a Vice-Chairperson, and a Secretary/Treasurer.

**Section 4.02. Appointment of Officers; Terms of Office.** The officers of the CDA shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. Terms of office may be established by the Board of Directors, but shall not exceed four years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

**Section 4.03. Resignation.** Resignations are effective upon receipt by the Secretary of the Board of a written notification.

**Section 4.04. Removal.** An officer may be removed at any time by affirmative vote of the majority of directors of the CDA then in office.

**Section 4.05. Chairperson.** The Chairperson shall be a director of the CDA and will preside at all meetings of the Board of Directors. The Chairperson shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

**Section 4.06. Vice-Chairperson.** The Vice-Chairperson shall be a director of the CDA and will preside at meetings of the Board of Directors in the absence of or request of the Chairperson. The Vice-Chairperson shall perform other duties as requested and assigned by the Chairperson, subject to the control of the Board of Directors.

**Section 4.07. Secretary/Treasurer.** The Secretary/Treasurer shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary/Treasurer shall also report to the Board of Directors at each regular meeting

on the status of the CDA's finances. The Secretary/Treasurer shall work closely with any staff of the CDA to ascertain that appropriate procedures are being followed in the financial affairs of the CDA, and shall perform such other duties as occasionally may be assigned by the Board of Directors. A recording secretary maybe be appointed who need not be a member of the Board of Directors but who will not have voting rights or signature right on any instrument or document except as notarizing such documents as may be necessary.

**Section 4.08. Paid Staff.** The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the CDA. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

## ARTICLE V

### FINANCIAL ADMINISTRATION

**Section 5.01. Fiscal Year.** The fiscal year of the CDA shall be October 1 – September 30 but may be changed by resolution of the Board of Directors.

**Section 5.02. Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by the Chairperson and Secretary/Treasurer or such other officer or officers or agent or agents of the CDA and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

**Section 5.03. Fiscal Control.** Correct books of account of the activities and transactions of the CDA shall be kept at the office of the CDA. These shall include a minute book, which shall contain a copy of any Certification, a copy of these Bylaws, and all minutes of meetings of the Board of Directors. The Secretary/Treasurer shall keep correct books of funds, investments and accounts of the CDA.

**Section 5.04. Financial Statements.** The CDA shall provide, on at least an annual basis, a financial statement compilation and make all financial records open and available at any time for inspection by the City or the independent audit firm hired to conduct the City's annual audit.

**Section 5.05. Deposits and Accounts.** All funds of the CDA, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select. For the purpose of deposit and for the purpose of collection for that account of the CDA, checks, drafts, and other orders of the CDA may be endorsed, assigned, and delivered on behalf of the CDA by any officer or agent of the CDA as the CDA so decides and has recorded such signatures with the such banks, trust companies, or other depositories.

**Section 5.06. Investments.** The funds of the CDA may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, except as may be imposed by law regarding such investments.

## ARTICLE VI

### AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the meeting at which such action is taken pursuant to Section 3.04.

**ARTICLE VII**

**AUTHORITY SEAL**

The official corporate seal of the CDA shall be a circle with the name of the CDA printed therein.

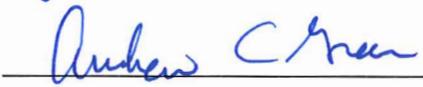
APPROVED this 13 day of Sept, 2018:

  
\_\_\_\_\_  
Chairperson

  
\_\_\_\_\_  
Vice-Chairperson

  
\_\_\_\_\_  
Director

  
\_\_\_\_\_  
Director

  
\_\_\_\_\_  
Director

