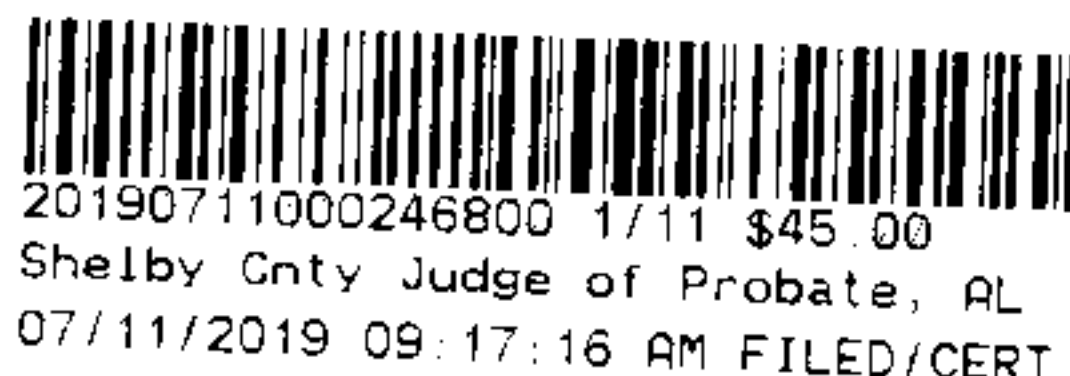


SHELBY COUNTY ECONOMIC AND INDUSTRIAL DEVELOPMENT AUTHORITY BYLAWS

Adopted November 21, 1996

**(Amended June 13, 2019)
(Amended January 15, 1998)
(Amended October 15, 1998)
(Amended July 19, 2007)**



SCEIDABYLAWS.0707

Table of Contents

Section 1.	Identification.....	3
Section 2.	Board of Directors	3
Section 3.	Officers	5
Section 4.	Amendments	6
Section 7.	Notices	6
Section 8.	Fiscal Year	6
Section 9.	Records and Financial Reports.....	6
Section 10.	Corporate Seal	7
Section 11.	Indemnification.....	7



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Section 1. Identification

- (a) *Name.* The name of the corporation is Shelby County Economic and Industrial Development Authority (Authority).
- (b) *Principal office.* The address of the principal office of the Authority is 1126 County Services Drive, Pelham, Alabama 35124.
- (c) *Purpose.* To develop and implement strategies to promote the creation of employment from new and existing business resulting in a broader tax base in Shelby County. The Shelby County Economic and Industrial Development Authority will be a public corporation organized under Act 89-404. The Authority will be funded by the public sector, specifically the Shelby County Commission through the mechanism of a service contract, and the private sector through partnerships.

Section 2. Board of Directors

- (a) *Number and qualifications.* The board of directors of the Authority shall be composed of not fewer than five (5) nor more than nine (9) Directors, with the total number of Directors being an odd number at all times. . All directors shall be residents of Shelby County. The directors shall be appointed as provided in the Articles of Reincorporation. No board member shall be an elected public official.
- (b) *Term.* The directors shall serve four year terms.
- (c) *Vacancy.* Vacancies on the board of directors shall be filled by the appointing authority making the original appointment, but a person appointed to fill the unexpired term of a director shall serve only for the unexpired portion of the term.
- (d) *Successors.* Successors to the members of the board of directors of the Authority shall be appointed in the same manner as the original members are appointed.
- (e) *Removal.* In the event any member of the board of directors fails to attend two consecutive regular or special meetings of the board, the secretary shall forthwith notify such member, in writing, that if said member misses an additional consecutive meeting of the board, either regular or special, the board shall ask for such member's resignation. If the member misses a three consecutive meeting of the board of directors, after receipt of said notice prior to such fourth consecutive missed meeting, the secretary shall forthwith write such member asking for his resignation from the board. If such member submits his resignation as requested, then such vacancy shall thereafter be filled as provided in paragraph (c) of Section 2 of these Bylaws; provided, however that in such event, the remaining members of the board of directors shall, by the affirmative vote of a majority thereof, have the right to determine that absences, or any of them, of such director were reasonable under the circumstances, in which event such absences shall be deemed waived by the board.
- (f) *Powers.* The board of directors shall provide the general management of the Authority and is vested with all the powers possessed by the Authority itself. The board of directors shall have the power to carry on the affairs of the Authority and in doing so may elect or appoint all necessary

officers; may employ all such employees as shall be necessary for the conduct of the affairs of the Authority; may fix the compensation of such persons; may prescribe the duties of such person; and may dismiss any appointed officer or agent without previous notice. The board of directors may, in the absence of an officer, delegate his power and duties to any other officer or director for the time being. The board of directors may adopt such rules and regulations for the conduct of their meetings and the general management of the Authority as they may deem proper by resolution or otherwise.

(g) *Meetings.* Meetings of the board of directors shall be held at such place or places as may be determined by a majority of the board. Regular meetings of the board shall be held at such time and place as shall from time to time be determined by the Chairman after consideration has been given to all members of the board. The board shall hold at least two (2) meetings annually, one of which shall be a September meeting to elect officers. All board meetings shall be open to the public.

(h) *Special meetings.* Special meetings of the board of directors may be called by the Chairman or by any three members of the board of directors.

(i) *Notice.* Meetings of the board of directors shall be called on such notice as the Chairman shall deem appropriate specifying the place, day, and hour of such meeting. Notice may be communicated by letter, telegraph, telex, telecopy, facsimile or similar means. Meetings may be held by conference telephone call or by like means in accordance with the provisions of Act 89-404 of the 1989 Regular Session of the Legislature of the State of Alabama (Act). If the meeting is called by three members of the board of directors (rather than the Chairman), no less than three days written notice of the purpose, place, day, and hour of the meeting shall be provided each member of the board of directors.

(j) *Waiver.* Any director may waive notice of any meeting of the board of directors by written waiver of notice signed by such director before, at, or after such meeting. Attendance of a director at a meeting shall constitute waiver of notice of such meeting.

(k) *Quorum.* A quorum shall consist of a majority of the directors. The action of a majority of the voting directors present at any meeting at which a quorum is present shall be the action of the board of directors. If at any meeting of the board there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum shall have been obtained. A quorum can be obtained by members of the board of directors who are present via live audio feed to the meeting to hear and be heard by all individuals present at the meeting location.

(l) *Voting.* All board members shall have the right and privilege to vote at meetings of the board of directors. All questions and elections shall be determined by a majority vote of the directors in attendance at any meeting, except as may otherwise be provided by law.

(m) *Consent.* Any action which may be taken by the board of directors at a meeting may be taken without a meeting if a written consent setting forth the action so taken is signed by all of the directors. Such a consent shall have the effect of a unanimous vote, and the signature of a director thereon shall constitute a waiver of notice under paragraph (j) of this section.

(n) *Compensation.* Members of the board of directors shall receive no compensation for their services, but shall be entitled to reimbursement for the actual necessary expenses incurred in the performance of their actual duties.

Section 3. Officers

(a) *Officers.* The officers of the Authority shall be elected by the board of directors and shall consist of a chairman, vice-chairman, a secretary, and a treasurer. The board of directors may also elect additional vice-chairmen, assistant secretaries, assistant treasurers, and such other officers as the board of directors may determine. Officers of the Authority need not be members of the board of directors and a single person may hold more than one office.

(b) *Election.* At its September meeting, the board of directors shall elect a chairman, a vice-chairman, a secretary, and a treasurer, and such other officers as shall be deemed appropriate. Nominations for officers may be made from the floor by any other member. Election of the officers of the Authority shall be by majority vote.

(c) *Other agents.* The board of directors may elect such other officers and agents as it shall deem appropriate. Such officers and agents shall exercise such powers and perform such duties as shall be fixed by the board of directors.

(d) *Compensation.* The salaries and other compensation of all officers, agents, and employees of the Authority shall be fixed by the board of directors.

(e) *Term of office.* The term of office for an officer shall be the twelve-month period following election and until a successor is duly elected and qualified or until his earlier death or disqualification of a director. Any vacancy occurring in any office of the Authority shall be filled by the board of directors.

(f) *Removal.* Any officer elected by the board of directors may be removed at any time with or without cause by vote of the board of directors.

(g) *Duties.* Each officer shall have the duties usual and customary to his office or as hereafter set by resolution of the board of directors, including, but not limited to, the following:

(1) *Chairman.* The chairman shall be the chief executive officer of the Authority. He shall preside at all meetings of the directors and shall have authority to execute instruments and documents on behalf of the Authority in the ordinary course of business. The chairman shall also perform such other duties as from time to time may be assigned to him by the board. He shall also be board liaison with the Shelby County Commission.

(2) *Vice-Chairman.* The vice-chairman shall perform those duties assigned to him by the board of directors and shall, in the absence or disability of the chairman, perform the duties and exercise the powers of the chairman. When so acting, the vice-chairman shall have all the powers of and be subject to all the restrictions upon the chairman. The vice-chairman shall also perform other duties and have such authority as from time to time may be assigned to him by the board, or by the chairman.

(3) *Secretary.* The secretary shall attend all meetings of the board of directors and shall record all votes and minutes of all meetings in a book to be kept for that purpose. He shall give notice of all meetings of the board of directors to the directors. He shall be custodian of the corporate seal of the Authority and may affix the corporate seal to any instrument requiring it, attesting the same by his signature.

(4) *Treasurer.* The treasurer shall have custody of the Authority's funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Authority. The treasurer shall deposit all monies and all valuable effects in the name of the Authority in such depositories as may be designated by the board of directors, except such petty cash funds as may be provided by the board of directors. Such funds so deposited shall be subject to withdrawal on checks signed by the treasurer and/or by such other person/persons as the board of directors may designate.

Section 4. Amendments

These bylaws may be amended or repealed and new bylaws may be adopted by the board of directors at any meeting of the board of directors.

Section 5. Notices

Whenever the provisions of these bylaws or the laws of the State of Alabama require notice to be given to any director, notice shall be given by personal delivery or by depositing the same in the United States mail, postage prepaid, addressed to such director at his address as it appears in the records of the Authority or by facsimile at the telephone number as it appears in the records of the Authority. Any director may waive any notice required to be given by law, the articles of incorporation, or these bylaws.

Section 6. Fiscal Year

The fiscal year of the Authority shall commence on the 1st day of October and end on the 30th day of September.

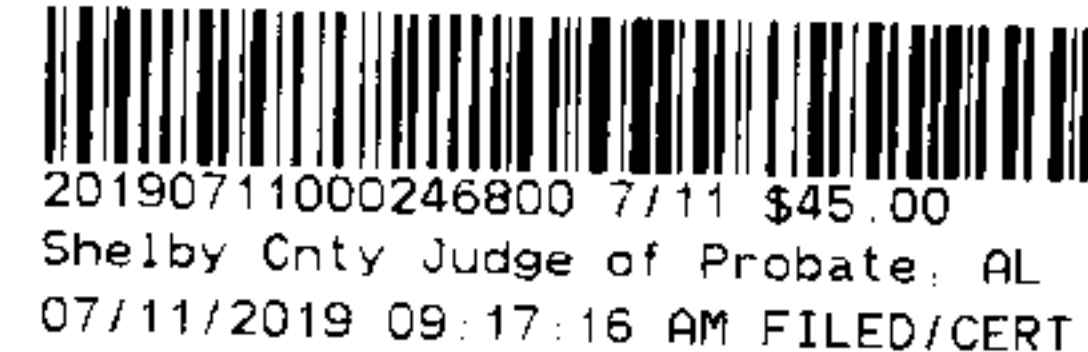
Section 7. Records and Financial Reports

(a) *Minute book.* The board of directors shall keep and maintain a minute book containing the articles of incorporation, bylaws, minutes of the meetings of the board of directors and committees, and other pertinent records of the Authority.

(b) *Records of transactions.* The board of directors shall maintain at the principal office of the authority correct and complete records of all transactions of the Authority and the minute book, or copies thereof.

(c) *Accounting.* The board of directors shall prepare a statement of receipt, disbursements, and accounts payable to be presented to the board at the next regular meeting. The board shall also have the authority to require vouchers and receipts supporting all expenditures.

(d) *Audit.* Financial accounts and records of the Authority shall be either reviewed or audited by a Certified Public Accountant (CPA) as directed by the board of directors, as needed and required should the entity expend funds.



Section 8. Corporate Seal

The corporate seal shall have inscribed thereon the name of the Authority and the words "Corporate Seal, Alabama." The seal may be used by causing it or a facsimile thereof to be impressed or otherwise affixed.

Section 9. Indemnification

The Authority shall indemnify the officers and members of the board of directors of the Authority as follows:

(a) *Act 89-904.* The Authority shall indemnify the officers and members of the board of directors of the Authority to the maximum extent permitted by the Act 89-404 of the 1989 Regular Session of the Legislature of the State of Alabama, as amended from time to time.

(b) *Additional indemnity.* Additionally, the Authority shall indemnify any person who is or was a party or who is threatened to be made a party to any threatened, pending, or completed claim, action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative by reason that he is or was an officer or director of the Authority or that he is or was serving at the request of the Authority as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney's fees), judgments, costs, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such claim, action, lawsuit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Authority, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful. Determination of any claim, action, lawsuit, proceeding, or prosecution by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interests of the Authority, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful; except that no indemnification shall be made with respect at any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Authority unless, and only to the extent that, a court of equity or the court in which such claim, action, lawsuit, or proceeding was brought shall determine upon application that, despite the adjudication of liability, in

view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of equity or other court shall deem proper.

(c) *Advancement.* Expenses, including, but not limited to, attorney's fees, incurred in defending a civil or criminal claim, action, lawsuit, or proceeding may be paid by the Authority in advance of the final disposition of such claim, action, lawsuit or proceeding upon receipt of an undertaking by or on behalf of the officer or director to repay such amount if and only to the extent that it shall ultimately be determined that he is not entitled to be indemnified by the Authority.

(d) *Nonexclusive nature.* Indemnification provided by these Bylaws shall not be exclusive of any other rights to which those indemnified may be otherwise entitled under any statute, rule of law, provision of articles of reincorporation or bylaws, agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity, while holding such office, and shall continue as to a person who has ceased to be an officer or director and shall inure to the benefit of his personal representatives, legatees, distributees, heirs, next-of-kin, successors, and assigns. If such other provisions provide broader rights of indemnification than these Bylaws, such other provisions shall control and take precedence.

(e) *Insurance.* The Authority shall have power to purchase and maintain insurance on behalf of any person who is or was an officer, director, employee or agent of the Authority or is or was serving at the request of the Authority as a director, partner, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Authority would have the power to indemnify him against such liability under the provisions of these Bylaws.

(f) *Severability.* The invalidity of unenforceability of any provision hereof shall not in any way affect the remaining provisions hereof, which shall continue in full force and effect.

ADOPTED AND APPROVED this 21st Day of November, 1996.

{ Amended June 13, 2019 }

{ Amended January 15, 1998 }


{ Amended October 15, 1998 }

{ Amended July 19, 2007 }


Terri Williams, Chairman

ATTEST:


Charlie Stevens, Secretary


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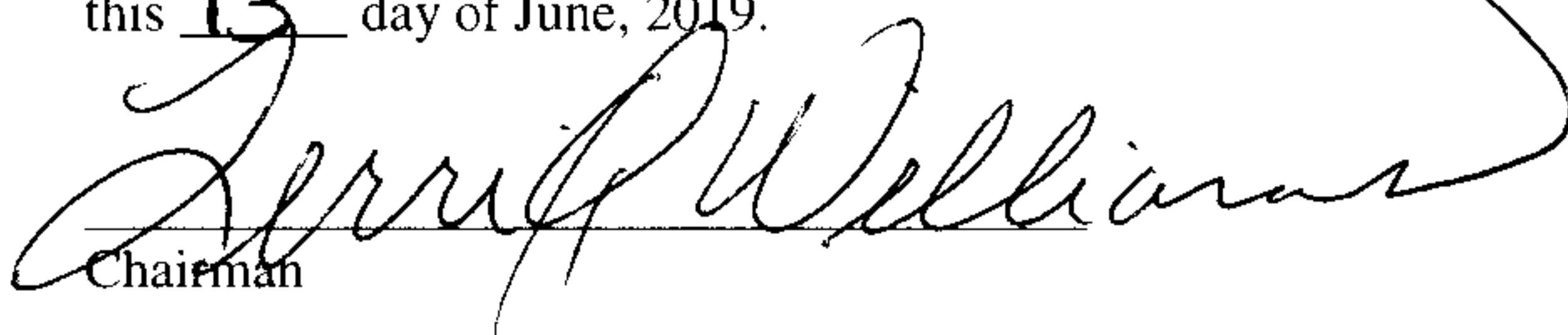
RESOLUTION 2019-01

WHEREAS, the Shelby County Economic Industrial Development Authority (SCEIDA) was created and solely funded by the Shelby County Commission beginning in 1996 to support programs to develop and sell industrial sites, disseminate demographic and statistical information, and assist existing employers in Shelby County, and

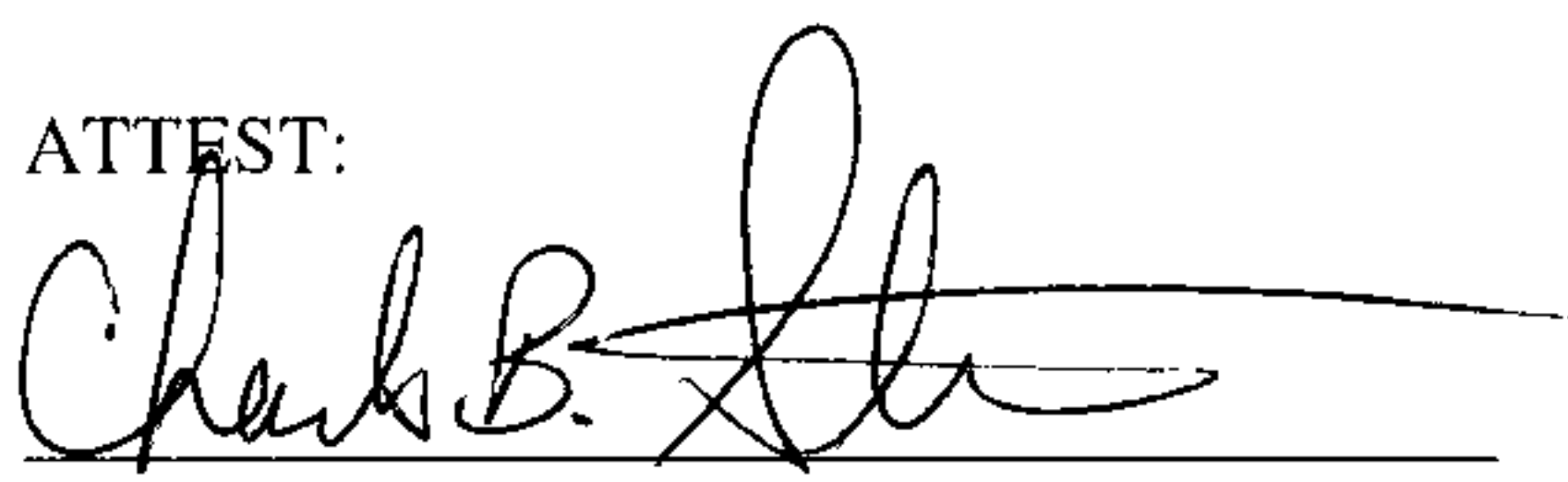
NOW, THEREFORE, BE IT RESOLVED that the Shelby County Economic Industrial Development Authority does adopt the following amendment to the Articles of Reincorporation of The Shelby County Economic and Industrial Development Authority to address a change in the number of Directors.

Be it further resolved that a copy of this resolution be submitted to the Shelby County Commission requesting that said Commission adopt a Resolution approving this action by the SCEIDA Board and authorizing the above proposed Amendment to the Articles of Reincorporation; That following Commission approval a copy of the Amendment referenced above shall be submitted to the Probate Judge of Shelby County along with the certificate required by law and that the same be recorded by the Probate Judge in the appropriate book in her office.

IN WITNESS WHEREOF, the undersigned Chairman and Secretary of the Shelby County Economic and Industrial Development Authority have hereunto subscribed their signatures on this 13 day of June, 2019.


Chairman

ATTEST:


Secretary



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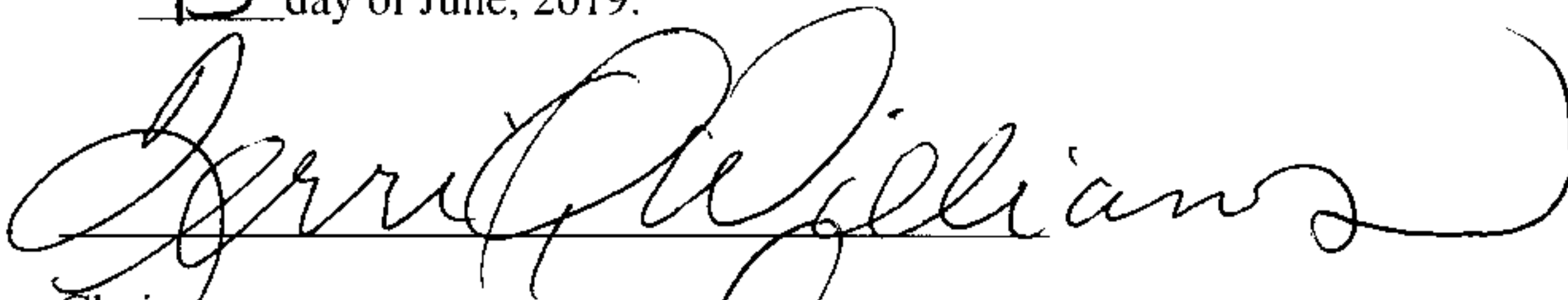
**AMENDED ARTICLES OF REINCORPORATION
OF
THE INDUSTRIAL DEVELOPMENT BOARD
OF SHELBY COUNTY
AS
THE SHELBY COUNTY ECONOMIC AND
INDUSTRIAL DEVELOPMENT AUTHORITY**

TO: The Honorable Judge of Probate of
Shelby County, Alabama

The Board of Directors of The Shelby County Economic and Industrial Development Authority, desiring to further amend the Articles of Reincorporation of The Industrial Development Board of Shelby County (which was heretofore incorporated pursuant to a Certificate of Incorporation filed in the office of the Judge of Probate of Shelby County and there recorded in Corporation Book 20 at page 549 *et seq.*) as a body corporate under the provisions of Chapter 92A, Title 11, *Code of Alabama 1975* (herein called the "Authorizing Statute"), and which body as now reincorporated is The Shelby County Economic and Industrial Development Authority, does hereby amend Section 5 and Section 7 of the Articles of Reincorporation above referenced to read as follows and do make, sign, execute, acknowledge and file these Amended Articles of Reincorporation as follows:

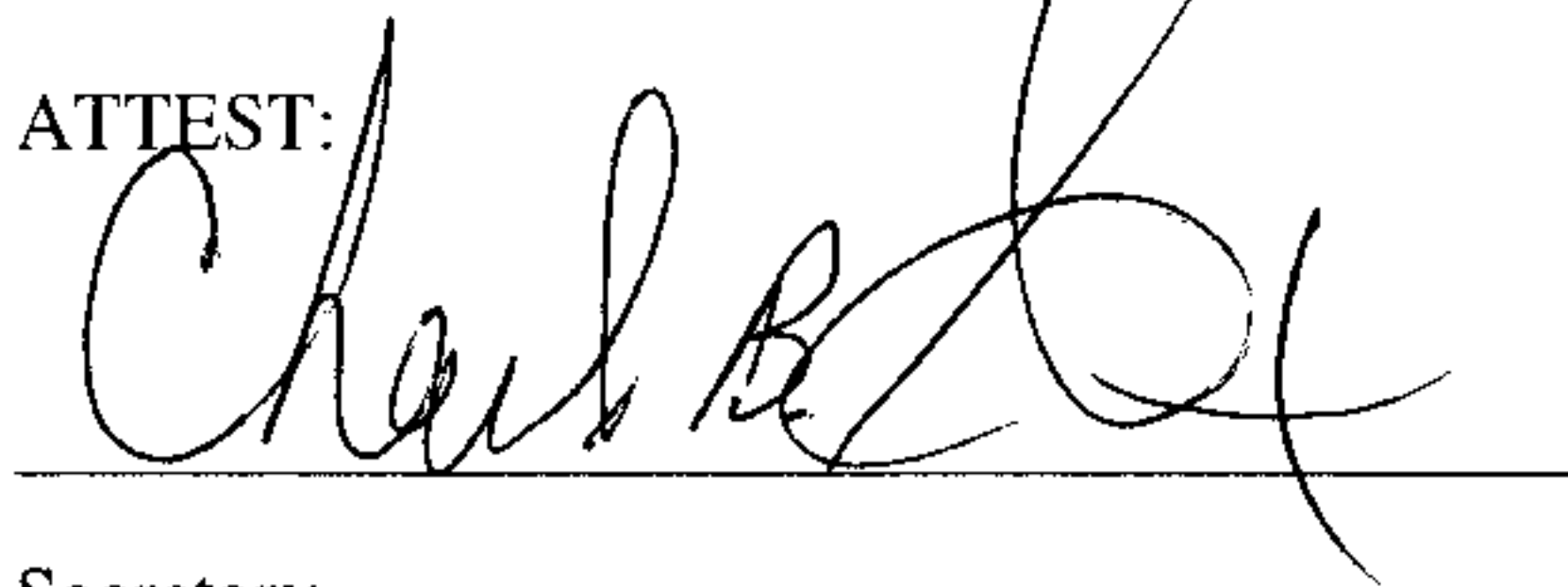
5. The location of the principal office of the corporation shall be the Shelby County Services Building in Pelham, Alabama.
7. The board of directors of the corporation shall consist of no fewer than five (5) and no more than nine (9) members, who shall be appointed by the Shelby County Commission, and who shall be so appointed that they shall hold office for staggered terms.

IN WITNESS WHEREOF, the undersigned Chairman and Secretary of the Shelby County Economic and Industrial Development Authority have hereunto subscribed their signature on this the 13 day of June, 2019.

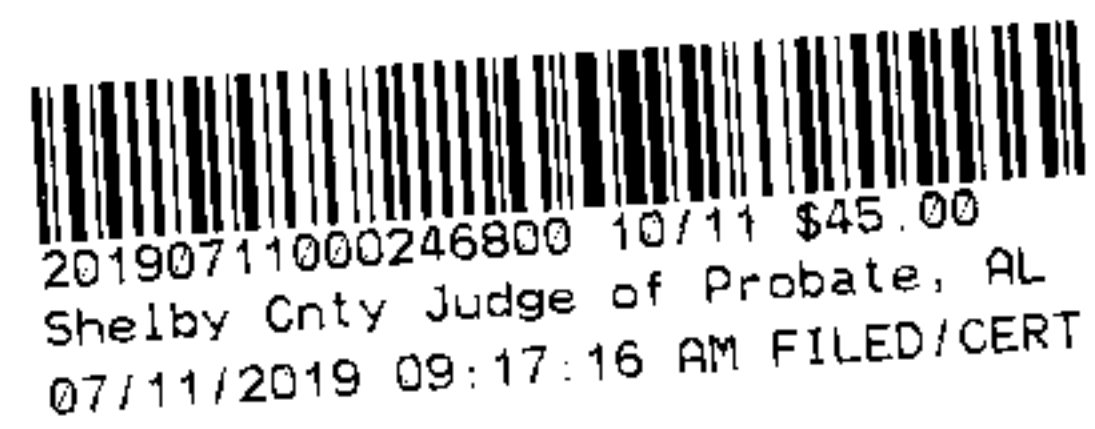


Chairman

ATTEST:



Secretary



RESOLUTION 19-07-08-10

WHEREAS, the Shelby County Commission created and solely funded the Shelby County Economic Industrial Development Authority (SCEIDA) beginning in 1996 to support programs to develop industrial projects in Shelby County, and

WHEREAS, the SCEIDA board of directors has adopted a resolution on June 13, 2019 amending Section 5 and Section 7 of the Articles of Reincorporation of SCEIDA, and

NOW, THEREFORE, BE IT RESOLVED that the Shelby County Commission does approve and authorize the action taken by the SCEIDA Board to adopt the proposed amendment to the Articles of Reincorporation of SCEIDA to address the changes in Section 5 and Section 7 under the provisions of Chapter 92A, Title 11, *Code of Alabama 1975* (herein called the "Authorizing Statute").

BE IT FURTHER RESOLVED that a copy of this resolution be submitted to the Probate Judge of Shelby County along with the certificate required by law and that the same be recorded by the Probate Judge in the appropriate book in her office.

