

**BYLAWS
Of
THE HUNTSVILLE – MADISON COUNTY MARINA AND PORT AUTHORITY**

**I.
NAME**

- 1.1 The name of the corporation is “The Huntsville – Madison County Marina and Port Authority.” Herein the corporation shall be referred to as the “Authority.”

**II.
SEAL**

- 2.1 The corporate seal shall have inscribed thereon the name of the corporation and the words “Corporate Seal.”

**III.
OFFICE**

- 3.1 The principal office of the corporation shall be at the offices of Ditto Landing Marina, 301 W. Eugene Morgan Drive, Huntsville, Alabama, in such facility or building that the Authority may establish and designate from time to time.

**IV.
AUTHORITY**

- 4.1 The Authority is a public corporation under the laws of the State of Alabama. It is governed by a Board of Directors consisting of five (5) members (the “Board”). Appointments to the Board are made by the governing bodies of the City of Huntsville and Madison County, Alabama, in the manner and for the terms of office provided by law.
- 4.2 In addition to the powers and authorities expressly conferred by these Bylaws, the Authority may exercise all such powers of the corporation and do all lawful acts expressly provided by law and necessarily implied.

**V.
REPORTING**

- 5.1 The Authority shall make to the governing bodies of Madison County and the City of Huntsville an annual written report of its activities and plans for the future, which report shall include an audited financial statement, the preparation of which is provided for herein.

VI.
DIRECTORS

6.1 Directors shall serve with no financial compensation for their services except for reimbursement for actual expenses incurred by them in the specific performance of their duties and only if authorized by statute. Directors shall tender actual receipts for such expenses, and any expenses in excess of \$150.00 must be approved by the Board. Reasonable travel expenses for Authority business travel, authorized by the Board in advance, when such travel is outside Madison County shall be eligible, should the member so desire, for reimbursement. Ordinary business expenses incurred by the board member in the execution of Board duties, such as telephone or cellular service expenses, collateral secretarial assistance, and other such expenses shall not be eligible for reimbursement.

VII.
MEETINGS OF THE BOARD OF DIRECTORS

- 7.1 Regular monthly meetings of the Board will be generally set and held at such time and place determined by the Board. Notice of said meetings will be consistent with the policies of the Board, Code of Alabama §41-27-3, et. seq., being the Alabama “Open Meetings Law,” and any other statute that may govern notice of meetings of the Authority.
- 7.2 Special meetings of the Board may be called by the Board, set, and held at such time and place determined by the Board. Notice of said meetings will be consistent with the policies of the Board, the Code of Alabama §41-27-3, et. seq., the Alabama “Open Meetings Law,” and any other statute that may govern notice of meetings of the Authority.
- 7.3 Whenever these Bylaws require that notice be given to Board members, such notice may be delivered by United States Mail, telephone, telephonic facsimile, or electronic mail. If the Board member concurs, such notice may be given to the Board member’s family member, assistant, or answering device. Such notice may be delivered by the General Manager or staff of the Authority, upon delegation by the Board. Any Board member may waive any notice required to be given hereunder.
- 7.4 Parliamentary procedure of meetings described herein shall be governed by Robert’s Rules of Order, as revised, however said source may not be used to overrule or expand the authority expressly defined by statute.
- 7.5 At all meetings of the Board, a majority thereof shall be necessary and sufficient to constitute a quorum for the transaction of business. Therefore, with a Board consisting of five (5) members, the presence of three (3) members shall constitute a quorum. The act of a majority of the members of the Board present at any meeting at which there is a quorum shall be the act of the Board.

7.6 Each member of the Board shall be entitled to one (1) vote.

7.7 Board meetings shall be open to the public and the press, unless closed in accordance with Code of Alabama §41-27-3, et. seq., the Alabama “Open Meetings Law.” At meetings the Board, at such time in the meeting and as otherwise designated by the Board, shall receive public comment.

**VIII.
OFFICERS**

8.1 The officers of the Authority shall be sitting members of the Board in good standing and shall be elected by members of the Board. The officers shall be the President, the Vice President, and the Secretary / Treasurer.

8.2 Officers shall hold office for a period of one (1) year, and shall be elected during the first regularly – scheduled meeting of the Board during January of each year. An officer may succeed himself or herself. Vacancies shall be filled by special election for the balance of the unexpired term. Officers may be removed at any time by an affirmative vote of a majority of the Board.

**IX.
PRESIDENT**

9.1 The President of the Board shall be the Executive Officer of the Authority. He or she shall preside at all meetings of the Board unless otherwise delegated by the President. He or she shall also see that all orders and recommendations of the Board are executed by Board members or staff of the Authority as appropriate. He or she shall execute all contracts of the Authority.

**X.
VICE PRESIDENT**

10.1 The Vice President of the Board shall have the same powers and duties as the President except that he or she shall preside at the meetings of the Board only in the absence of the President, and he or she shall not execute contracts of the Board unless authorized by resolution of the Board.

**XI.
SECRETARY / TREASURER**

11.1 The Secretary / Treasurer of the Board shall be responsible for having the minutes of the all Board meetings reduced to writing and kept in a well – bound book available to the public for review during regular business hours at the offices of the Board. The Board may delegate the actual preparation of draft minutes to the staff of the Authority. The Secretary / Treasurer shall attest contracts, when such attestation is

required, and shall affix the seal of the Authority, when such seal is required. The Secretary / Treasurer shall review all financial statements of the Authority for accuracy and review and may make recommendations to the Board regarding the salaries of employees. In conjunction with the General Manager, the Secretary / Treasurer shall coordinate preparation of an annual budget of the Authority, which budget or variation thereof shall be approved by the Board as provided for herein.

**XII.
DELEGATION OF OFFICER DUTIES**

12.1 In case of the absence of any officer or for any other reason that the Board may deem sufficient, the Board may delegate for such time that the Board may determine, the powers and duties of any officer, upon majority vote of the Board. The authority to execute bonds, however, may not be delegated from the President and Secretary / Treasurer.

**XIII.
COMMITTEES**

14.1 Committees of the Board shall be established and appointed by the President with the approval of the Board. The committees shall have names, powers, duties, chairs, and members as determined by the President, with the approval of the Board.

Committees shall have no power to act on behalf of the Authority unless specifically authorized to do so by the Board.

14.2 Committee members may or may not be members of the Board with approval of the chair of the committee.

14.3 Task Forces of the Board may be established to accomplish a specific objective within a specific timeframe. Task Forces shall be appointed by the President with the approval of the Board.

14.4 Advisory Groups may be established to advise and support the Authority or the Board. Advisory Groups shall be appointed by the President with the approval of the Board. Advisory Groups may be supervised and managed entirely by staff of the Authority, should the Board so elect.

**XIV.
EMPLOYEES**

15.1 The General Manager shall be selected and retained by the Board and shall serve in such capacity at the pleasure of the Board. Said pleasure may include an employment contract if so agreed by the Board. The General Manger shall be entitled to attend all meetings of the Board except for executive sessions of the Board, unless the Board otherwise provides. The General Manager shall also be entitled to attend any meeting of a Board committee, task force, or advisory group of the Board or Authority. The

General Manger shall report to the Board all current business and shall give monthly reports to the Board. Minutes of all meetings of committees, task forces, or advisory groups shall be furnished to the General Manager.

15.2The General Manager shall have the day – to – day responsibility for carrying out the policies and programs of the Board and the Authority as may be prescribed by the Board. The General Manager shall work with committees, task forces, and advisory groups of the Board and Authority in carrying out the responsibilities of such groups. The General Manager shall coordinate the financial resources, programs, facilities, and staff of the organization. The General Manager shall be responsible for the hiring and firing and management of staff of the Authority.

XV. **FINANCES**

16.1The Board shall determine the financial – management practices of the Authority and shall set forth such standards in written policies.

16.2An independent certified public accountant shall make an annual audit of the financial accounts of the Authority and shall submit a full, written report to the Board at least once each year.

16.3All checks or demands for money or notes of the Authority, except for bonds, shall be signed by the General Manager of the Authority in amounts up to and including Four thousand and No / 100 Dollars (\$4,000.00). Any check in excess of \$4,000 shall require the signature of the General Manager and one (1) other Board member.

16.4All monies of the Authority shall be deposited in bank accounts in the name of the Authority or Ditto Landing under such conditions and in such financial institutions that are designated by the Board.

16.5The Board shall determine which persons, if any, shall have major responsibility for handling monies and securities of the Authority, and these persons shall be bonded on terms set by the Board.

16.6The Board shall approve a proposed annual budget of estimated income and expenditures or the Authority as prepared and proposed under the provisions hereof. The budget may be modified by the Board. No expenses in excess of the amounts stated in the budget shall be incurred without prior approval of the Board.

16.7No loans shall be made from the Authority to Board members or its employees.

16.8The fiscal year of the Authority shall begin on October 1 and shall end on September 30 of the following year.

XVI.
ACTIVITIES

- 17.1 No Board member shall use his or her position or knowledge gained from the organization in such a way to permit a conflict to arise between the interest of the Authority and his or her own individual interest or the interest of another entity, public or private, of which the Board member is a member. When conflict of interest or the appearance thereof is actually or potentially relevant to a matter requiring action by the Board, the interested board member shall promptly call the matter to the attention of the Board, or its committee, and the person shall not vote on the matter or further advance his or her interest in the matter through whatever action. The minutes of any such meeting shall reflect that a disclosure was made and that the interested board member abstained from voting or otherwise participating in the conflicting activity.
- 17.2 The Authority shall be operated exclusively for the promotion, management, and operation of the Authority and Ditto Landing, and no part of its earnings shall inure to the benefit of or be distributable to its members, if any, Board members, officers, or other private individuals or agencies. The Authority is authorized to make payments and financial distributions in furtherance of its purposes set forth in these Bylaws and in accordance with law.
- 17.3 The Authority shall not participate in, or intervene in, any political election campaign on behalf of any candidate for public office. The Authority may, however, lobby elected officials in regard to such governmental actions or initiatives that may further the interests of the Authority and not otherwise be in conflict with these Bylaws or other applicable laws. Board members, as individuals, may participate in election campaign activities if such actions are not the act of the Authority. The Authority may also rent its facilities, should such rentals be ordinary activity of the Authority, to parties engaged in political activity so long as such rental is on the same terms and procedures that are extended to any other viable renter of facilities of the Authority.

XVII.
AMENDMENT

- 18.1 These Bylaws may be amended by any meeting of the Board upon a majority vote of the members present and voting, provided that a quorum is present.

CERTIFICATE

The foregoing Bylaws were duly approved by the Board of the Authority at a meeting for that purpose, with a quorum being present, as of the _____ day of _____, _____.

President
Huntsville – Madison County Marina and Port Authority