

**BYLAWS OF  
THE DOTHAN DOWNTOWN REDEVELOPMENT AUTHORITY**



1. The corporate seal of The Dothan Downtown Redevelopment Authority (herein called the “Authority”) shall bear the following words and figures:

THE DOTHAN DOWNTOWN REDEVELOPMENT AUTHORITY  
A Public Corporation  
1982  
Alabama

DIRECTORS

1. The Authority shall have a Board of Directors (herein called the “Board”) in which all of the powers of the Authority shall be vested. The members of the Board (herein called “Directors”) shall be elected by the Governing Body of the City and shall hold offices as provided in Act 82-303 enacted at the 1982 Regular Session of the Alabama Legislature, as hereafter amended or supplemented.
2. The Board may hold its meetings and have one or more offices in addition to its principal office at such places within the City of Dothan, Alabama (herein called “City”) as the Board may, from time to time, determine.
- 3. Directors and Officers of the Authority shall serve without compensation, except they may be reimbursed for actual expenses incurred in the performance of their duties.

MEETINGS OF THE BOARD OF DIRECTORS

1. Regular meetings of the Board may be held with notice at such time and place as shall be determined from time to time by the Board.
2. Except as may be specifically required by statute, special meetings of the Board may be called by the Chairman or by any two members of the Board upon the notice to each member of the Board as herein required.
3. A majority of the members of the Board shall constitute a quorum for the transaction of business, but any meeting of the Board may be adjourned from time to time by a majority of the

Directors present or may be so adjourned by a single Director if such Director is the only Director present at such meeting. No vacancy in membership of the Board shall impair the right of a quorum to exercise all the powers and duties of the Authority. Any matter in which the Board is authorized to act may be acted upon at a regular, special, or called meeting. At the request of any Director, the vote on any question before the Board shall be taken by ayes and nays entered upon the record. All proceedings of the Board shall be reduced to writing by the Secretary of the Authority and recorded in a well-bound book which shall be open for inspection by each Director and the public at all reasonable times.

4. Members may vote by proxy for one other member. The proxy shall be in writing and recorded with the minutes of the meeting at which the vote by proxy was made.

5. When any member of the Board of Directors shall have been absent from Board meetings 3 consecutive time in a 12 month period, the Board Chairman may ask that the member be removed from his/her position and that the Board Chairman ask the City Commission to name a replacement to fill the unexpired term of the member so removed.

### OFFICERS

1. The officers of the Authority shall be elected by the Board and shall consist of a Chairman, a Vice Chairman, a Secretary and a Treasurer and such other offices as the Board may determine. The office of Secretary and Treasurer may be held by the same person. The Chairman and Vice Chairman shall be members of the Board.

2. The Board may appoint such employees and agents as it may deem necessary, who shall be appointed or employed for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

3. The salaries of all employees and agents of the Authority shall be fixed by the Board.

4. The officers of the corporation shall be elected by the board and hold office for a term of two years. Elections shall be conducted during the first regular meeting of the fiscal year. All officers may serve consecutive terms.

### CHAIRMAN

The Chairman shall be the executive officer of the corporation. The Chairman shall preside at all meetings of the Board, see that all orders and recommendations of the Board are carried into effect, and execute all contracts of the Authority except as otherwise directed by the Board.

### VICE CHAIRMAN

The Vice Chairman shall have the same powers and duties as the Chairman except that he shall preside at meetings of the Board only in the absence of the Chairman. The signature of either the Vice Chairman or the Chairman on contracts, bonds and obligations of the corporation shall be sufficient.

## SECRETARY

The Secretary shall attend all sessions of the Board and record the minutes of all proceedings thereof in records to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the Board. He shall keep in safe custody the seal of the Authority and, when authorized by the Board, shall affix the same to any instrument requiring it and shall attest it. He shall perform such other duties as may be prescribed by the Board.

## TREASURER

The Treasurer shall be the custodian of all funds of the Authority and shall withdraw and expend the same from time to time as may be authorized by the Board. He shall perform such other duties as may be prescribed by the Board.

## DUTIES OF OFFICERS MAY BE DELEGATED

In case of the absence of any officer of the Authority from the City or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, the powers and duties, or any of them, of such office to any other officer, provided that a majority of the whole Board concurs therein.

## CHECKS

All checks or demands for money or notes of the Authority shall be signed by two of the three officers that the Board may from time to time designate.

## FISCAL YEAR

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

## NOTICES

1. Whenever, under the provision of these bylaws, notice of a meeting is required to be given to any Director, such notice stating the time and place of the meeting may be given to him in person or by telephone at least twenty-four hours before the time fixed for the meeting, by telegram, cable or wire sent at least twenty-four hours before the time fixed for the meeting or in writing mailed at least forty-eight hours before the time fixed for the meeting.
2. Any Director may waive any notice required to be given under these bylaws, either before or after the meeting of which notice is required to be given. The attendance of any Director at a meeting of the Board shall constitute a waiver by him of notice of such meeting.

## AMENDMENTS

These bylaws may be altered or amended by the affirmative vote of a majority of the members of the Board at any regular meeting of the Board, or at any special meeting of the Board if notice of the proposed alteration or amendment be contained in the notice of such meeting.

I, Walter Hill, Secretary of the Dothan Downtown Redevelopment Authority, do hereby certify the foregoing is a true and complete copy of the Bylaws of this corporation as submitted at, read to, and adopted as the Bylaws of this corporation at the meeting held on the 10th day of December, 2008.

IN WITNESS WHEREOF, I have subscribed my name and affixed the seal of this corporation, this 8<sup>th</sup> day of July, 2009.



*Walter C. Hill*  
Secretary

Revised March 14, 2007  
Revised May 14, 2008  
Revised December 10, 2008  
Revised July 8, 2009