

**BY-LAWS**  
**THE SOUTHEAST ALABAMA REGIONAL PLANNING**  
**AND DEVELOPMENT COMMISSION**

ARTICLE I  
PURPOSE

SECTION 1. For the purpose of forming a Regional Planning and Development Commission in accordance with Act Number 1126, Regular Session, 1969, of the Legislature of Alabama, the undersigned have associated themselves together and have consented to and adopted this written agreement to constitute a Regional Planning and Development Commission upon the certification hereof by the Governor pursuant to the aforesaid law. The Commission shall implement and carry out the provisions of Act Number 1128 of the State of Alabama, enacted on September 13, 1969, and the provisions of the Public Works And Economic Development Act of 1965, Public Law 89-138, as promulgated by the 89th Congress of the United States of America and all subsequently enacted federal and state legislation related these powers, purposes, and duties.

ARTICLE II  
NAME AND PLACES OF BUSINESS

SECTION 1. The name of the Commission is the Southeast Alabama Regional Planning and Development Commission and shall hereinafter be referred to as "the Commission".

SECTION 2. The principal place of business of this Commission shall be in the City of Dothan, Houston County, Alabama. The Commission have offices at such other places within the Region as the representatives may, from time to time, designate.

ARTICLE III  
MEMBERSHIP OF THE COMMISSION

SECTION 1. The members of this Commission shall be the county governments of Barbour County, Coffee County, Covington County, Dale County, Geneva County, Henry County, and Houston County, and all municipalities within the geographical area of the aforesaid named seven counties who have or shall through their governing bodies by resolution adopt a written agreement of membership in this Commission.

SECTION 2. The Commission shall have members of only one class shall have equal rights subject to the requirements of the provisions set forth in Act Number 1126 of the State of Alabama, adopted and approved in 1969 by the State Legislature, and laws of the State of Alabama as may be amended from time to time.

SECTION 3. No member shall have voting rights; representation of the members of this Commission shall be and is set forth in the next Article.

SECTION 4. Any governmental unit, that is, any municipality or county included within the boundary of this Region made up of the seven counties as hereinabove named, may become members of this Commission provided that said governmental unit, municipality, or county as aforesaid executes an agreement and petitions for membership in this Commission as provided by Act Number 1126 (Supra).

ARTICLE IV  
REPRESENTATIVES

SECTION 1. There shall be 35 representatives who shall be responsible for the management and affairs of this Commission, effective July 1, 1974.

SECTION 2. The Commission Board of Directors, which consists of 35 representatives, shall include five representatives from each of the seven counties included within the Region. All member counties shall be represented by at least three elected officials, county and municipal. **The member counties shall also appoint two additional representatives. The Commission Board of Directors shall at all times comply with the organization and governance requirements as amended from time to time. The Board composition will comply with current governing regulations. The Board shall have at least one Private Sector Representative. Private Sector Representative means with respect to any for-profit enterprise, any senior management official or executive holding a key decision making position, or that person's designee. Each member County shall also contain one additional representative of the following: Executive Directors of Chambers of Commerce, or representatives of institutions of post-secondary education, workforce development groups or labor groups, all of which must comprise in the aggregate a minimum of thirty-five (35) percent of the Commission's governing body. The governing body shall also have at least a**

simple majority of its membership who are elected officials and/or employees of a general purpose unit of State, local or Indian tribal government who have been appointed to represent the government. Each member county shall have one (1) alternate representative who may serve as a representative at a Commission meeting if a county lacks full representation at a particular meeting. In such event, the alternate member should notify the Commission Chairman that he/she is acting as a representative at that particular meeting. In the event that all the regular Commission members from that county arrive at the meeting, the alternate would no longer be eligible to vote at the meeting.

## ARTICLE V

### Comprehensive Economic Development Strategy Committee

SECTION 1. Representatives *and alternate representatives* of the Commission, as provided in the foregoing articles of these By-Laws, shall be *appointed by the member Regional County Commissions*. *The Commission shall appoint the region's Comprehensive Economic Development Strategy Committee as deemed appropriate to comply with EDA regulations and guidelines.* *The Commission representatives may serve as the region's Comprehensive Economic Development Strategy Committee or may establish such a committee as deemed appropriate which may include other non-representatives.* each elected by each of the respective County Overall Economic Development Program (OEDP) Committees of the counties that participate in this Commission. The County OEDP Committee shall represent all segments of the economy of their respective counties: agriculture, education, finance, business, labor, professions, local, municipal, and county governments, civic interests, racial minority groups, and the underemployed and unemployed. Each County OEDP Committee membership shall be limited to not less than 9, nor more than 35 members. At least four of the County OEDP Committee members shall be elected officials from the county, two of whom shall be county elected officials and two of whom shall be municipal elected officials. The minority membership of each County OEDP Committee shall be equal, percentage wise, to the minority population of that particular county where the minority population is less than percent. It shall further consist of at least 25 percent of the County OEDP Committee membership when the minority population exceeds 25 percent of the total county population. The county government shall appoint the county officials and the other citizens of the county who will represent agriculture, education, finance, business, labor, professions, and local civic interests of the county. Each municipality within each county shall have least one member on the County OEDP Committee and this member shall be the Mayor or an elected municipal official appointed by the Mayor of each of the municipalities within the county who have members in this Commission. Each municipality with population of over 10,000 shall have at least one elected official on the County OEDP Committee and one elected official as a representative on the Commission Board of Directors. Membership from the minority group on the County OEDP Committee will be elected by the minority organizations which substantially represent the minority races within the county. Minority members elected from the County OEDP Committees to represent the county on the Commission Board of Directors will be elected by the minority members of the County OEDP Committee.

SECTION 2. County OEDP Committees shall be actively engaged in the planning and economic development of the county.

SECTION 3. The rights and liabilities of the members of the County OEDP Committees are all defined herein.

SECTION 4. Each County OEDP Committee shall meet on a semi-annual the county seat of each county or at such other place that committee members may designate. Semi-annual meetings will be held the discretion of the members of the County OEDP Committee and the Committee is required to hold two (2) meetings per annum. Each County OEDP Committee shall elect officers for its organization including A Chairman, Vice Chairman, and Secretary Treasurer. The county Chairman and Vice Chairman shall be elected from among the five representatives representing the county on the Commission. Special meetings of the members may be called by the Chairman of the County OEDP Committee, concurred in by one other member of the County OEDP Committee, or may be called by a majority of the County OEDP Committee. Only such business shall be transacted at special meetings as shall be designated and described in the notice given the members of the County OEDP Committee. Five days notice of each annual and special meeting of the members shall be given in writing to each member. A majority of the number of members selected by each county serving on the County OEDP Committee shall constitute quorum at any regular or special meeting of the county membership. The County OEDP Committee shall be responsible for keeping up to date an Overall Economic Development Program for the county and shall make this available to the Commission as requested and the same shall be forwarded to the appropriate federal and state agencies as designated.

SECTION 5. Members elected as representatives from each County OEDP Committee to the Commission as set out here and above shall serve as follows: the elected county and municipal officials shall serve for the term of office to which they have been elected as said public officials. The other representatives of the Commission elected from the County OEDP Committee to serve on the Commission shall be elected for a period of three years; however for the first year, one of the representatives shall be elected to serve for a period of one year and the other shall be elected to serve for a term of three years and their successors shall be elected for three year terms.

## ARTICLE VI

## THE REPRESENTATIVES - THEIR POWERS AND DUTIES

SECTION 1. The 35 representatives shall be the governing body of this Commission which shall be composed of not more than 35 members appointed by the respective Regional County Governing Body. *Generally, the Chairman or Chairperson of each County Commission shall serve as a representative on the Board of Directors, however, should a chairman or chairperson not be able to serve, the county governing body may appoint a person to represent the county on the Board. This does not limit a county to only one representative.* The representatives shall be charged with the direction and management of the Commission.

SECTION 2. The term of office of all representatives of the Commission who are elected officials shall be for the term of office to which they have been elected as such public official; representatives from ~~the minority~~ **all other groups** and ~~from the county at large~~ shall serve for a period of three years provided that for the first year one representative shall be elected for one year and one representative for period of three years and their successors in office for a term of three years each. The tenure of office of **elected** representatives shall be death, resignation, or at the time of the election of the successor representative elected to take office. Board members may be replaced at any time for failure to attend at least 75% of the Commission Board meetings.

SECTION 3. The Commission shall meet on the ~~second or third~~ **second** Thursday of each December, March, June, and September, or at such times as may be called by the Chairman of this Commission. An annual meeting of the Commission to be held during the scheduled September meeting, shall transact such business as is normally conducted by the Commission including the election of officers as herein set out. Special meetings of the Commission may be called by the Chairman, or in his absence the Vice-Chairman, or by majority of the representatives after due notice.

SECTION 4. ~~Five~~ **Seven** days notice of each regularly scheduled meeting and **One days** notice of any special meeting of the Commission **and 1-hour notice of any emergency meeting or resignation that cannot wait 24 hours to be held for notification purposes** shall be given in writing to each representative.

SECTION 5. *The Commission shall adopt Rules of Procedure as required by Alabama's Open Meetings Act (Act No. 2005-40). These rules shall set forth procedures for conducting meetings, including notice, and related matters.* A majority of the number of representatives fixed by these By-Laws shall constitute a quorum for the transaction of business, but less than a quorum shall have the power to adjourn any meeting from time to time; and the meeting *may* be held as adjourned without further notice. The acts of the majority of the representatives present at a meeting at which a quorum is present shall be the act of the Commission.

SECTION 6. The Commission shall be authorized to solicit and accept gifts and donations in money or property, or other things of value, for the purposes of this Commission. All gifts, contributions, or donations received and accepted by said Commission shall be devoted exclusively to the uses and purposes of this Commission as set out in the Articles of Incorporation, Formation Agreement, and these By-Laws. Any gifts, contributions, benefits, or donations received by any terms or conditions accompanying such gifts, contributions, benefits or donations, and in the absence of any such specific direction in this respect by the donor, the same shall be devoted to the use and benefit of the Commission in such manner as the representatives of the Commission may deem wise, provided, however, that such use must be for the purposes set out in the Formation Agreement and these By-Laws.

SECTION 7. The Commission is further authorized to receive, for the Commission, money, materials, and labor from private individuals, private corporations, and city, county, state, and federal governmental agencies. Such money, materials, and services as are received by the Commission may be expended under the direction of the Commission.

SECTION 8. The Commission shall elect officers of the Commission and said Officers shall be elected annually at the regular annual meeting of the Commission held on the ~~third or fourth~~ **second** Thursday of each September.

SECTION 9. The fiscal year of this Commission shall be October 1 through September 30 of the following year.

SECTION 10. Any officer or agent elected or appointed by the Commission may be removed by the Commission whenever, in its judgment, the best interest of the Commission will be served thereby; such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 11. The Commission shall have the power to employ such personnel, for the operation of this Commission, as it deems reasonably necessary and shall delegate duties to such personnel it may deem advisable. The Commission shall also have the power to discharge any person so employed by it.

SECTION 12. A budget for the operation for each fiscal year shall be approved by the Commission.

## ARTICLE VII REQUIREMENT OF NOTICE

SECTION 1. Personal delivery of notice of a meeting or deposit of the same in the United States mail, with postage thereon fully prepaid, addressed to a representative of the Commission, at the last address given to the Secretary, as shown on the books of the Commission, or to his last known address if the same does not appear upon the books of the Commission, for the requisite length of time specified in these By-Laws, prior to ~~the~~ a meeting, shall constitute due notice to a representative, of any Commission meeting.

#### ARTICLE VIII WAIVER OF NOTICE

SECTION 1. If a representative is present at any meeting of which he **or she** was entitled to notice under these By-Laws, or in writing waives notice thereof either before or after the meeting, notice of the meeting to such representative shall be unnecessary.

#### ARTICLE IX EXECUTIVE COMMITTEE AND OFFICERS

SECTION 1. There shall be an Executive Committee of this Commission and it shall consist of at least eight (8) members of the Board of Directors. Each member county must have representation on the Executive Committee. The members shall be the elected Commission Officers, Chairman, First Vice Chairman, Second Vice Chairman, , and a Secretary/ Treasurer. ~~Twenty five (25) percent of the Executive Committee membership shall be members of the minority group who are elected to office by the Board of Directors.~~ The Immediate Past Chairman, Legal Counsel and Executive Director of the Commission will serve on the Executive Committee in an ex-officio capacity, and will have no voting rights.

SECTION 2. The function of the Executive Committee shall be to make studies and recommendations to the Commission **Board of Directors** on all matters affecting the Commission. The function of the Executive Committee shall not include policy making powers which shall remain solely the responsibility of the Commission **Board of Directors**.

SECTION 3. The officers of the Commission, which consist of Chairman, First Vice-Chairman, Second Vice-Chairman, ~~three Assistant Vice Chairmen~~, and a Secretary/Treasurer, shall be elected by the Commission from among the representatives on the Board of Directors. The Commission may, if *it* sees fit, elect assistant officers to serve if and when they are considered necessary by the Board of Directors. No member county may be represented by more than one elected officer at any one time.

SECTION 4. Officers of the Commission shall not be paid a or given compensation for serving as officers except actual travel expenses incurred while in official travel status on Commission business. Officers shall hold office for a period of one year or until their successors are duly elected and qualified. There shall be no limitation of succession.

SECTION 5. The Chairman shall be the Chief Executive of the Commission. He shall give such counsel and advice as, from time to time, may by him be deemed essential to the best interest of the Commission, and see that all orders and resolutions of the Commission are carried into effect. He shall perform such duties incidental to the office and any that may be required of him by the laws of the State of Alabama and such other duties as, from time to time, may be assigned to him by the Commission. He shall preside at all meetings of the Commission and of the Executive Committee.

SECTION 6. In the absence of the Chairman, the First Vice-Chairman shall have all the powers and perform all of the duties of the Chairman.

SECTION 7. In the absence of the Chairman and First Vice-Chairman, the Second Vice-Chairman shall have all the powers and perform all the duties of the Chairman.

SECTION 8. The Secretary or Executive Director shall record the minutes of all meetings and proceedings of the Commission and of the Executive Committee. He/she or the Executive Director shall, in general, perform such other duties as *may* be prescribed by the Commission and such as are incidental to the office under the laws of the State of Alabama.

SECTION 9. The Treasurer or Executive Director shall be the official custodian of all funds and securities and the accounting records of the Commission and shall deposit the same in such banks or other depositories as the Commission may designate or approve. Whenever required by the Chairman or the Commission, he/**she** shall render regular or special statements of the accounts. In general, he/**she** shall perform all acts incidental to the office of Treasurer of this Commission under the laws of the State of Alabama, subject to the control of the Commission.

SECTION 10. The Treasurer or Executive Director of the Commission, as well as all others who may be delegated or authorized by the Commission to handle funds of the Commission, shall give bond in such amount and form as may be provided by the

Commission and by the laws of the State of Alabama for the faithful performance of their respective duties. Premiums for such bonds shall be paid by the Commission.

ARTICLE X  
FISCAL MANAGEMENT

SECTION 1. The fiscal year of the Commission shall begin October 1 of each year.

SECTION 2. Funds of the Commission shall be deposited in the name of the Commission in such bank or banks as the Commission shall designate and shall be drawn out only by check signed by the Commission officers, Executive Director, and other persons designated by the Commission.

ARTICLE XI  
REPRESENTATION BY PROXY

~~SECTION 1. All representatives of the Commission may vote at any meeting by proxy but all proxies must be in writing and record must be kept in the minutes' of all proxies voted in the meeting.~~

ARTICLE XII  
ADOPTION-ALTERATION OF THESE BY-LAWS

SECTION 1. These By-Laws may be adopted, altered, or amended by majority vote of the representatives present at any regular or special meeting to regulate the internal affairs of the Commission and may specify the qualifications for membership in the Commission and also may specify the duties and responsibilities of the officers, provided, however, that notice of any meeting called for the purpose of amending the By-Laws, shall be given at least seven days prior to said meeting and shall set forth the proposed change or changes. THESE BY-LAWS ADOPTED BY the members of THE SOUTHEAST ALABAMA REGIONAL PLANNING AND DEVELOPMENT COMMISSION on the ~~20th~~ day of ~~July~~, 1978 day of \_\_\_\_\_, 2006.

These By-Laws supersede all other By-Laws of the Commission prior to this date.

ATTEST:

\_\_\_\_\_  
Chairman

\_\_\_\_\_  
First Vice-Chairman