

I-85 CORRIDOR ALLIANCE

BY-LAWS

January 2005

ARTICLE I: ORGANIZATION

- 1.01 The name of the organization shall be I-85 Corridor Alliance.
- 1.02 The organization may at its pleasure by a vote of the voting membership change its name.

ARTICLE II: PURPOSES

- 2.01 The following are the purposes for which this organization has been organized: charitable, religious, educational, and scientific purposes directed at education, research and community development working for the betterment of the economy, environment, quality of life, and communities of the towns, cities and counties along the Interstate 85 corridor in Alabama.
- 2.02 The I-85 Corridor Alliance is a non-profit organization dedicated to education, research and community development working for the betterment of the economy, environment, quality of life, and communities of the towns, cities and counties along the Interstate 85 corridor in Alabama.

ARTICLE III: MEMBERSHIP

- 3.01 Class of Members. There shall be one class of members: voting organizational members.
- 3.02 Voting Organizational Membership. Organizational membership may be offered and given to any business, corporation, academic or governmental entity or other organization that is involved in education, research and community development or otherwise working for the betterment of the economy, environment, quality of life, and communities of the towns, cities and counties along the Interstate 85 corridor in Alabama. The support and qualifications necessary to become an organizational member shall be determined by the Board of Directors; criteria for removal of an organizational member shall be determined by the Board of Directors. Membership in the organization shall be decided by the Board of Directors.
- 3.03 Voting Organizational Membership Representation. Each organizational member shall designate one person to act for the member as its representative on the Board of Directors. Each organizational member may also designate one person to act as an alternate representative for the member; this alternate representative may vote and otherwise exercise the rights and duties of the representative at any Board of Directors meeting that the primary representative cannot attend.
- 3.04 Initial Membership. The initial voting organizational members are: City of Opelika, City of Auburn, City of Tallassee, City of Tuskegee, Town of Shorter, City of Montgomery, Chambers

County, Alabama Commission on Higher Education, Auburn University, Southern Union State Community College, Auburn University - Montgomery, Alabama Power, First Tuskegee Bank, WildLaw, Michelin, Batson-Cook Company, Interport/SDS, and Weston Solutions.

ARTICLE IV: MEETINGS OF MEMBERS

4.01 Annual Meeting. Each meeting of the Board of Directors shall also be a meeting of the Members, and the Members may designate one of those meetings as its annual meeting of the members.

ARTICLE V: BOARD OF DIRECTORS

5.01 Business of the Corporation. The business of this organization shall be managed by a Board of Directors, together with an Executive Committee and the officers of this organization. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

5.02 Make-up of Board. The Board of Directors shall consist of not less than three nor more than 23 voting members. Each organizational member of the I-85 Corridor Alliance shall have the right to name one representative of that organizational member to be a member of the Board of Directors; each such Director will have a term of one year from the date of appointment by the organizational member. Each organizational member may also designate one person to act as an alternate director for the member; this alternate director may vote and otherwise exercise the rights and duties of the primary director at any Board of Directors meeting that the primary director cannot attend.

5.03 Voting. Each director (or alternate director, if the primary director is not in attendance) shall have one vote and such voting may not be done by proxy. Voting may be done by telephone, secure Internet chat room participation, electronic mail, other electronic media or other means, if approved by all members of the Board.

5.04 Regular Meetings. An annual meeting of the Board of Directors shall be held at least once a year. Regular meetings may be held at regular intervals at such places and at such times as the Board of Directors may provide. With the agreement of all the directors, regular meetings may be held by telephone, secure Internet chat room, other electronic media or other means whereby all directors can communicate with each other effectively. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

5.05 Special Meetings. Special meetings of the Board of Directors may be held whenever and wherever called for by the President or a majority of the Directors. With the agreement of all the directors, special meetings may be held by telephone, secure Internet chat room, or other electronic media or other means whereby all directors can communicate with each other effectively.

5.06 Quorum. The presence of a majority of the Directors, or duly appointed alternates, shall constitute a quorum and shall be necessary to conduct the business of this organization.

5.07 Vacancies. Vacancies in the Board of Directors shall be filled by the organizational member that vacancy applies to for the balance of the year on the vacant term.

5.08 Chairman of the Board. The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

5.09 Financial Interest. A majority of the Board of Directors and of the members of any committee shall consist of people who have no financial interest in the affairs of the I-85 Corridor Alliance. Paid employees or independent contractors (or their family members) of the I-85 Corridor Alliance, or people with a financial relationship with an independent contractor of the I-85 Corridor Alliance, such as owners or employees of independent contractors, are considered to have a financial interest in the affairs of the I-85 Corridor Alliance.

5.10 Conflicts of Interest. If a director, officer (including the Executive Director), or a committee member has a financial interest with the interest of the I-85 Corridor Alliance in any matter (such as whether to enter into a contract with another organization with which such individual is associated), then the individual must bring the conflict to the attention of the other directors, officers, and committee members and refrain from participating or voting in any decision with respect to that matter.

5.11 Executive Committee. The Executive Committee of the Board shall consist of the Officers, the Executive Director, the head of each cluster group, and at-large members elected by the Board. The Executive Committee shall have the authority to exercise any power of the entire Board of Directors, except change the By Laws. Regular meetings of the Executive Committee may be held at regular intervals at such places and at such times as the Executive Committee may provide; notice of meetings of the Executive Committee shall be provided to the entire Board. Initial at-large members shall be David Wilson, Margaret Bentley, and Phillip Dunlap.

5.12 Indemnification. Each person who is a party, or is threatened to be made a party, to or is otherwise involved in any legal action or proceeding, whether civil, criminal, administrative or otherwise (a "proceeding"), by reason of the fact that he or she is or was acting as a director, officer, employee or agent on behalf of the I-85 Corridor Alliance, shall be indemnified and held harmless by the I-85 Corridor Alliance to the fullest extent permitted by the laws of Alabama against all costs, expenses and losses (including attorneys' fees, judgments, fines, taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors, representatives and administrators. This right to indemnification shall be a contract right and shall include the right to be paid by the I-85 Corridor Alliance expenses incurred in advance of the final disposition of a proceeding upon receipt by the I-85 Corridor Alliance of an undertaking to repay all amounts so advanced if it shall ultimately be determined that the director, officer, employee or agent is not entitled to be indemnified under this section or otherwise. Nothing in this section shall require the I-85 Corridor Alliance to indemnify any

person for any action or inaction taken other than on behalf of the I-85 Corridor Alliance or for any action by an employee or agent not authorized by this Board of Directors or a proper officer of the I-85 Corridor Alliance. Further, the I-85 Corridor Alliance shall not indemnify any director, officer, employee or agent for any breach of a duty of loyalty to the I-85 Corridor Alliance, for any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law or for any action or omission which results in an improper personal benefit being received by such director, officer, employee or agent.

ARTICLE VI: OFFICERS

6.01 Officers. The initial officers of the organization shall be as follows:

President: Deroald Hopkins
Vice-President: Al Cook
Secretary: Ray Vaughan
Treasurer: Scott Slocum

They will serve until the annual meeting of the Board of Directors in 2005.

6.02 Powers of the President. The President shall preside at all meetings. S/he shall by virtue of his office be Chairman of the Board of Directors. S/he shall present at each annual meeting of the organization an annual report of the work of the organization. S/he shall appoint all committees, temporary or permanent. S/he shall see that all books, reports and certificates required by law are properly kept or filed. S/he shall be one of the officers who may sign the checks or drafts of the organization. S/he shall have such powers as may be reasonably construed as belonging to the chief executive of any organization. S/he shall be vested with such other powers and duties as the Board of Directors may from time to time delegate to him or her.

6.03 Vice-President. The Vice President shall, in the event of the absence or inability of the President to exercise his/her office, become acting president of the organization with all the rights, privileges and powers as if s/he had been the duly elected president. S/he may be one of the officers authorized to sign the checks and drafts of the organization.

6.04 Secretary. The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his/her duty to file any certificate required by any statute, federal or state. S/he shall give and serve all notices to members of this organization. S/he shall be the official custodian of the records of the organization. S/he may be one of the officers authorized to sign the checks and drafts of the organization. S/he shall submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the organization. S/he shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

6.05 Treasurer. The Treasurer shall have the care and custody of all monies belonging to the

organization and shall be responsible for such monies or securities of the organization, except that, as provided below in Article VII, the Board may authorize the Executive Director to handle such accounts and disburse such funds as have been approved by the Board in order to manage the daily and normal operations of the organization. S/he shall cause to be deposited in a regular business bank or trust company any sums of money belonging to the Corporation, and funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. S/he must be one of the officers who shall sign checks or drafts of the organization, except for those accounts that the Board authorizes the Executive Director to open and handle. S/he shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. S/he shall exercise all duties incident to the office of Treasurer.

6.06 Election of Officers. The Board of Directors shall elect or appoint the officers of the Corporation. After the initial officers, such election or appointment will regularly take place at each annual meeting of the Board of Directors, but elections of officers may be held at any other meeting of the Board, if required. If not appointed members of the Board, officers shall be non-voting, *ex officio* members of the Board.

6.07 Compensation. No officer shall for reason of his office be entitled to receive any salary or periodic compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer or for services rendered to or for the Corporation affecting one or more of its purposes.

ARTICLE VII: STAFF

7.01 Staff. The Board of Directors may hire supervisory employees of the Corporation, including an Executive Director, who shall be responsible for the daily and normal operations of the Corporation's business.

7.02 Executive Director. The Executive Director shall be responsible for managing the daily and normal operations of the Corporation, including collecting funds and donations, renting, leasing and managing any offices of the Corporation, and ordering and paying for equipment and supplies. The Executive Director shall be responsible for the hiring of all other staff. The Executive Director is also authorized to hire such outside, contract persons as the Corporation may need, such as accountants, attorneys, maintenance and repair personnel and the like. The Executive Director is authorized to enter into contracts for the Corporation and in its name in regard to any duty or power conferred upon the Executive Director. The Executive Director shall have control and supervision over all work done by the Corporation or any of its employees. The Executive Director is authorized to procure insurance needed by the Corporation, including medical, disability, liability, renter's, workers' compensation, and all other types of insurance the Board or the Executive Director deems needed by the Corporation. The Executive Director is authorized to open, handle and close such bank accounts, provided that all Officers must also be included as signatories on such accounts. On all Corporation

accounts, the Executive Director shall be authorized to sign checks and disburse funds under his signature alone, except that any amounts or payments of more than \$2,500.00 shall require an additional signature of one of the Officers. The Executive Director shall receive, handle, and disburse such funds as the Board of Directors may authorize the Executive Director for the normal and daily operations of the Corporation and for the normal handling of expenses related to the Corporation's purposes.

ARTICLE VIII: AMENDMENTS

8.01 Procedure. These By-Laws may be altered, amended, repealed or added to in any way and at any time by an affirmative vote of not less than majority of the members of the Board of Directors.

Adopted unanimously by the Initial Board of Directors, as established by the Articles of Incorporation of the I-85 Corridor Alliance, State of Alabama, on this 6th day of January, 2005.

D. Williams
Wynn Clement
Alfred Hood
Valerie D. Gray
Margaret M. Grunter
Heather S. Adles
Jean S. Floum
B. J. Fortin
J. D. ...

Ray Van ...
Darryl Hillmer
Ph. Hoji
Cheryl ...