

BYLAWS OF THE SOLID WASTE DISPOSAL AUTHORITY OF BALDWIN COUNTY, ALABAMA, INCORPORATED

ARTICLE I

1.01 **Purpose:** These Bylaws constitute the code of rules for the regulation and management of the affairs of THE SOLID WASTE DISPOSAL AUTHORITY OF BALDWIN COUNTY, ALABAMA, INC. a public corporation under the provisions of Title 11-89A-1, et seq., Code of Alabama (1975), as amended.

1.02 **Name:** Pursuant to Baldwin County Commission Resolution No.____ and the Certificate of Incorporation filed on _____, the name of this organization is stated to be “The Solid Waste Disposal Authority of Baldwin County, Alabama, Inc.” (hereinafter the “Authority”).

1.03 **Powers:** The powers of the Authority shall be as stated in its Certificate of Incorporation, as amended from time to time, and as provided by the laws of the State of Alabama including §§ 11-89A-1, et seq., *Code of Alabama*, 1975.

1.04 **Definitions:** When used in these Bylaws:

(a) The terms "corporation" and the “Authority” shall mean the corporate entity known as The Solid Waste Disposal Authority of Baldwin County, Alabama, Inc.

(b) The term "board of directors", “board”, “governing body”, or “governing board” shall mean the Board of Directors of the Authority.

(c) Throughout these Bylaws the masculine titles of office shall be deemed to include the feminine, the singular the plural, and vice-versa.

ARTICLE II

2.1 **Principal Office:** The Authority shall have and continuously maintain its principal office in the Solid Waste Department Offices at the Magnolia Landfill in Baldwin County, Alabama, 15093 Landfill Drive, Summerdale, Alabama 36580.

ARTICLE III

3.1 **Governing Authority:** The governing authority of the Authority shall be its Board of Directors.

3.2 **Management:** The property, funds, affairs, and business of the Authority shall be managed by its Board of Directors. The Board of Directors shall have and is vested with full power and authority except as may be expressly limited by law, the Certificate of Incorporation, or these Bylaws. The Board of Directors of the Authority shall have the power to do or cause to be done by delegation to others any of its powers, privileges, and franchises to seek the accomplishment of its object and purposes.

3.3 **Terms of Office and Manner of Election:**

(a) The number of Directors of the Corporation shall be five (5). Four directors shall be appointed or elected by the Baldwin County Commission (“Commission”), which directors shall fill Seats 1-4. The fifth director, filling Seat 5, shall be the Industrial and Civic Division Chair of the Baldwin County Commission.

(b) The initial term for each director shall be as stated in the Certificate of Incorporation. Following the initial term, the term for Seats 1-4 shall be six (6) years. The term for Seat 5 shall coincide with that director’s term as Industrial and Civic Division Chair of the Baldwin County Commission.

(c) At some time not more than thirty (30) days prior to the expiration of a director’s term for Seats 1-4, the Commission shall elect or appoint a successor director in

accordance with § 11-89A-6, Code of Alabama (1975), which director's term shall commence upon the expiration of the preceding director's term for that respective seat. If at the expiration of any term of office of any director, a successor thereto shall not have been elected or appointed, then the director whose term of office shall have expired shall continue to hold office until his or her successor shall be so elected or appointed. If at any time there should be a vacancy on the Board, whether by death, resignation, incapacity, disqualification or otherwise, a successor director to serve for the unexpired term applicable to such vacancy shall be elected or appointed by the Commission, for Seats 1-4, or shall be filled by the successor Industrial and Civic Division Chair of the Baldwin County Commission, for Seat 5.

(d) Any director may be impeached and removed from office in the same manner and on the same grounds provided in Section 175 of the Constitution of Alabama of 1901 and the general laws of the state for impeachment and removal of the officers mentioned in said Section 175.

3.4 **Compensation:** Directors shall serve without compensation, except that actual reasonable expenses incurred in the performance of their duties as Directors shall be paid. However, to the extent deemed necessary by the Board of Directors, they may be employed by the Board of Directors other than in their capacity as a director and compensated for their services as the Board of Directors may from time to time find necessary or desirable. Such employment of a director shall in no way be done when there is a conflict of interest.

3.5 **Annual Meeting:** The annual meeting of the Board of Directors shall be held on the fourth Wednesday in January, or at such other date designated by the Board, of each year at a location designated by the Board. Standing and special committees shall make reports to the Board if reports on activities have not been previously presented and approved by board action.

3.6 **Regular Meeting:** The Board of Directors shall hold regular meetings at quarterly intervals on the fourth Wednesday of January, April, July, and October of each calendar year, or at other times as designated by the Board. Such meetings shall be held at a location and time designated by the Board.

3.7 **Special Meetings:** Special meetings may be called by the Chairman of the Authority or called at the request of a majority of the total number of directors. Written notice of a special meeting shall be delivered either in person, by U.S. mail, facsimile or electronic mail to each director at least twenty-four (24) hours prior to the time of each special meeting and shall state the business or the transaction for which the special meeting is called. Whenever any notice is required by the bylaws of the authority to be given of any meeting of the Board, a waiver thereof in writing, signed (whether before or after such meeting) by the person or persons entitled to such notice, shall be the equivalent to the giving of such notice. Any matter on which the Board is authorized to act may be acted upon at any regular, special or called meeting.

3.8 **Quorum:** A majority of the directors 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 the membership of the Board shall impair the right of a quorum to exercise all the powers and perform all the duties of the Board.

3.9 **Telephone and Electronic Meetings:**

(a) Any one or more members of the Board of Directors may attend a regular meeting or special meeting by telephone conference call, video conference or other electronic means which allows all persons participating in the meeting to hear each other, if his/her physical presence at the meeting is prevented.

(b) If a meeting is to be held entirely by telephone conference call, video conference or other electronic means or it is apparent to the Board that one or more Board members may attend a meeting by telephone conference call, video conference or other electronic means, notice of the meeting shall indicate such and provide a call-in number or other instructions for participation.

(c) In the event that notice of the meeting has already been disseminated when it becomes apparent to the Board that one or more Board members' attendance may be by telephone conference call, video conference or other electronic means, the Board should provide notice of such to the Board and provide a call-in number or other instructions for participation as soon as practicable prior to the meeting unless such notice is impracticable.

(d) Board members who wish to attend a meeting by telephone conference call, video conference or other electronic means must give the Secretary at least twenty-four (24) hours' advance notice prior to the commencement of the meeting so that a call-in number may be established unless such advanced notice is impracticable or a call-in number has already been established.

(e) Participation by telephone conference call, video conference other electronic means shall be equivalent to physical presence in person at the meeting for purposes of determining whether a quorum is present. All Board members attending meetings by telephone conference call, video conference or other electronic means shall be entitled to vote as if they were personally and physically present at the meeting site so long as the telephone, video or other electronic connection exists and a quorum of the Board is otherwise present.

(f) The meeting minutes shall indicate the members of the Board who were either present or absent from the meeting and whether those members in attendance were

physically present or present by telephone conference call, video conference or other electronic means.

(g) The location of the meeting included on the notice shall be equipped with a suitable speaker phone system or transmission system in order that the Board members in attendance will be able to hear any input, vote, or discussion of the telephone, video or other electronic conferencing.

(h) Nothing in this Section shall not be construed to mean that attendance by telephone or video conferencing or other electronic means shall be regularly used, or used at every meeting of the Board, but instead shall be used only as necessary to allow the participation of Board members who are unable to attend in physically person due to such circumstances as provided in this Section.

3.10 **Action without a meeting:** Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if authorized by a writing or writings signed by all of the directors entitled to vote.

3.11 **Voting:** All questions at a meeting of the Board of Directors shall be decided by a majority vote of the directors entitled to vote and present at the meeting.

3.12 **Proceedings:** All meetings shall be governed by Robert's Rules of Order.

3.13 **Minutes:** Minutes shall be recorded and maintained of all meetings and shall be signed by the Secretary. In the Secretary's absence, the minutes may be signed by another officer.

3.14 **Resolutions:** All resolutions adopted by the Board shall be reduced to writing and signed by the secretary of the authority and shall be recorded in a well-bound book. Copies of such proceedings, when certified by the Secretary of the Authority, under the seal of the Authority, shall be received in all courts as prima facie evidence of the matters and things therein certified.

ARTICLE IV

4.1 **Officers:** The officers of the Authority shall be a Chairman, Vice-Chairman, Secretary and Treasurer, and such other officers as the Board of Directors may authorize. The office of Chairman and Vice-Chairman shall be elected by the Board from the membership thereof. The Secretary, the Treasurer, and any other officers of the Authority may but need not be members of the Board and shall also be elected by the Board. The offices of Secretary and Treasurer may, but need not be, held by the same person. Officers shall be elected at the annual meeting and shall take effect at the first regular meeting after he has been elected. Officers shall hold office for a period of one year or until their successors shall have been duly elected or qualified.

(a) **Chairman:** The Chairman of the Board shall preside at all meetings of the Board and shall be a member ex officio of all standing committees of the Board. The Chairman may sign, alone or with the Secretary, or any proper officer of the Authority authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Authority; and in general shall perform all duties incident to the office of Chairman of the Board and such other duties as may be prescribed by the Board of Directors from time to time.

(b) **Vice-Chairman:** The Vice-Chairman of the Board 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, and shall act in other matters only when the Chairman is incapacitated or unavailable. In addition, the Vice-Chairman shall perform such other duties as from time to time may be assigned by the Chairman of the Board of Directors.

(c) **Secretary:** The Secretary of the Board shall attend all meetings of the Board and record the minutes of all proceedings in a book to be kept for that purpose; shall give, or cause to be given, notice of all meetings of the Board; shall keep in safe custody the corporate seal and, when authorized by the Board, shall affix the same to any instrument requiring it and shall attest it; and shall perform all other duties as may be prescribed by the Board. All resolutions adopted by the board shall be reduced to writing and signed by the Secretary of the Authority and shall be recorded in a well-bound book. Copies of such proceedings, when certified by the Secretary of the Authority, under the seal of the Authority, shall be received in all courts as prima facie evidence of the matters and things therein certified.

(d) **Treasurer:** The Treasurer shall keep correct and complete records of all accounts, showing accurately at all times the financial condition of the notes, securities and other valuables which may from time to time come into the possession of the Authority. He shall promptly deposit all funds of the Authority coming into his hands in some reliable bank or other depository to be designated by the Board of Directors and shall keep such bank account in the name of the Authority. He shall furnish at meetings of the Board of Directors and at other times when requested by them, a statement of the financial condition of the Authority. He shall have such additional duties and responsibilities as customarily devolve upon and shall have such additional powers and authorities as customarily vested in, the Treasurer of a business corporation, and shall have such other duties and responsibilities, powers and authorities as may be provided in these Bylaws or prescribed by the Board of Directors.

(e) **Multiple Officers:** Only the offices of Secretary and of Treasurer may be held by the same person.

4.2 **Absences:** In the case of absence or inability of any officer to act, the Board of directors may delegate that officer's powers and duties to any other officer or director.

4.3 **Vacancies:** Vacancies in any office may be filled by the directors at any regular or special meeting for the remainder of the vacant term.

4.4 **Removal:** Any officer can be removed at any time for any cause by an affirmative vote of a simple majority of directors.

4.5 **Indemnification of Officers and Directors:** As partial inducement to the officers and directors of the Authority to accept such positions, the Authority shall henceforth be obligated to, and it hereafter shall, indemnify and hold harmless all officers and directors of the Authority (including such person's estate and personal representatives), whether or not their terms as such officers or directors shall have expired, if such persons are made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person is or was an officer or director of the Authority, or by reason of the fact that such person serves or served any other corporation or other entity or organization in any capacity at the request of the Authority while he was an officer or board member of the Authority, against all judgments, fines, amounts paid in settlement and reasonable expenses (including, without limitation, attorneys' fees actually and necessarily incurred) as a result of any such action or proceeding, or any appeal therein. Such indemnification shall be cumulative with any other rights of such persons. In addition, the Authority may, upon resolution duly authorized by the directors of the Authority, indemnify other persons to the extent permitted by law. Nothing contained in this section shall permit the Authority to indemnify any officer, director or person in connection with (i) any malpractice action or proceeding arising out of or in any way connected with such person's practice of his profession; or (ii) an action or proceeding by the Authority in which a person is finally adjudicated by a court of

competent jurisdiction to be liable to the Authority; or (iii) any other action or proceeding in which such person is finally adjudicated by a court of competent jurisdiction to be liable on the basis that personal benefit was improperly received by such person.

ARTICLE V

5.1 **Committees:** The Board may by resolution name and appoint such committees as the Board deems appropriate. The Chairman of each committee shall be appointed or designated by the Chairman of the Board. Members and Chairman of committees shall be appointed to serve a term designated by the resolution of the Board until their successors are appointed.

5.2 **Checks:** All checks or demands for money or notes of the Authority shall be signed by such officer or officers as the Board may from time to time designate.

5.3 **Fiscal Year:** The fiscal year of the Authority shall begin on October 1st of each year and end on September 30th of the following year.

5.4 **Notices:**

(a) Whenever, under the provision of these Bylaws, notice is required to be given to any director, such notice must be written and delivered either in person, by U.S. mail, facsimile or electronic mail at least twenty-four (24) hours in advance of the meeting.

(b) 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.

(c) The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the

Board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by the Certificate of Incorporation or by these Bylaws.

ARTICLE VI

6.1 **Amendment**: The Bylaws may be altered or amended by the affirmative vote of a majority of the entire Board at any regular meeting thereof or at any special meeting if the proposed alteration or amendment be contained in the notice of such meeting.

CERTIFICATION

I hereby certify the foregoing to be the Bylaws of The Solid Waste Disposal Authority of Baldwin County, Alabama, Inc. which were adopted by the Board of Directors of the Authority on the ____ day of _____, 2023.

SECRETARY