

**CONSTITUTION & BY-LAWS
OF THE
BALDWIN COUNTY HISTORIC DEVELOPMENT COMMISSION**



I. NAME

The name of this organization shall be the BALDWIN COUNTY HISTORIC DEVELOPMENT COMMISSION, hereinafter referred to as the "HISTORIC DEVELOPMENT COMMISSION" established and created by the Baldwin County Commission, the governing body of Baldwin County, Alabama, as authorized by Act No. 80-497 [Acts of Alabama, Regular Session 1980, Vol. II, p. 769] as amended by Act No. 89-960 [Acts of Alabama, Regular Session 1989, Vol. 2, p. 1897], further, approving and adopting this Constitution and these By-laws, during the November 6, 1984, regular meeting, as amended during the October 1, 2002, regular meeting.

II. NATURE

The HISTORIC DEVELOPMENT COMMISSION shall constitute a non-profit governmental agency whose funds shall be used exclusively for public purposes. Such HISTORIC DEVELOPMENT COMMISSION shall have a tax exempt status, and the properties of the HISTORIC DEVELOPMENT COMMISSION and the income therefrom together with all leases, agreements and contracts made by it, shall be forever exempt from any and all taxation by the State of Alabama and any political subdivision thereof, including, but no limited to, income, admission, amusement, excise and ad valorem taxes.

III. COMPOSITION OF HISTORIC DEVELOPMENT COMMISSION / MEMBERSHIP / TERM(S)

The HISTORIC DEVELOPMENT COMMISSION shall be composed of twelve (12) members, styled as Commissioners of the HISTORIC DEVELOPMENT COMMISSION, who shall be selected / appointed by the Baldwin County Commission in such a manner as to serve overlapping terms. All members shall be residents of Baldwin County, Alabama.

Except for the first members, the term of each member shall be for four (4) years. The terms of all members shall commence on the 3rd day of July, in the year in which the member was appointed. With respect to the initial membership of the HISTORIC DEVELOPMENT COMMISSION, the Executive Committee of the HISTORIC DEVELOPMENT COMMISSION in its sole discretion shall designate three (3) places on the HISTORIC DEVELOPMENT COMMISSION whose terms shall expire at the end of one (1) year from the date of the initial appointment, three (3) places whose term shall expire two (2) years from the date of initial appointment, three (3) places whose term shall expire three (3) years from the date of initial appointment, and the remaining places terms shall expire four (4) years after the date of initial appointment. The terms of all members appointed upon the expiration of the term of any place on the initial commission shall be for four (4) years. Nothing herein shall be construed to prevent a person from being appointed to succeeding terms.

Not less than one (1) month prior to the expiration of the term of any member, the Executive Committee of the HISTORIC DEVELOPMENT COMMISSION shall recommend to the Baldwin County Commission persons, who, in the opinion of the Executive Committee of the HISTORIC DEVELOPMENT COMMISSION, are qualified to serve on the HISTORIC DEVELOPMENT COMMISSION. Such recommendations shall be of an advisory nature only, and shall in no way be construed to be binding on the Baldwin County Commission.

IV. VACANCIES

If a member is absent without excuse from three (3) consecutive regular HISTORIC DEVELOPMENT COMMISSION meetings, such member shall be removed from office by the Executive Committee of the HISTORIC DEVELOPMENT COMMISSION.

All vacancies occurring on the HISTORIC DEVELOPMENT COMMISSION shall be filled by the Baldwin County Commission for the remainder of such respective member's term.

V. PURPOSES

The HISTORIC DEVELOPMENT COMMISSION shall have as its purposes:

- A. The preservation and protection of buildings of historic and architectural value in the historic and preservation districts, and the maintenance of the distinctive character of these districts; and
- B. The fostering and encouraging of the preservation, restoration and utilizing of buildings of historic and architectural value in the historic districts; and
- C. The development and promotion of historic districts as tourist attractions of historic and economic value; and
- D. Making recommendations to the Baldwin County Commission of the designation and creation of historic and preservation districts within Baldwin County.
- E. Notwithstanding any other provision of this Constitution & By-laws and / or these articles, these purposes are limited to those described in Section 501 (c) (3) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue Law.

VI. DUTIES AND POWERS

The HISTORIC DEVELOPMENT COMMISSION shall have the duties, powers and authority as follows:

- A. All power, authority & privileges as set forth in Act No. 80-497 [Acts of Alabama, Regular Session 1980, Vol. II, p. 769] as amended by Act No. 89-960 [Acts of Alabama, Regular Session 1989, Vol. 2, p. 1897], and, further, all power, authority & privileges as conferred on it by the General Laws of the State of Alabama; and
- B. To purchase, sell, contract to purchase, contract to sell, own, encumber, lease, mortgage, and insure real and personal property of all kinds and descriptions; and
- C. To request, solicit and accept gifts, donations, pledges, fees, bequests, devises, loans or appropriations from any source whatsoever; and
- D. To set up at such lawful depository or depositories within Baldwin County, as it may select, a "Revolving Fund for Historic Development" which shall be composed of the monies which may come into its hands from any source whatsoever and which shall be used for the furtherance of the objectives and purposes of the HISTORIC DEVELOPMENT COMMISSION; and
- E. To employ such professional, office, technical and other personnel as may be necessary or desirable for the carrying out, in the most efficient manner, the purposes of the HISTORIC DEVELOPMENT COMMISSION.
- F. The HISTORIC DEVELOPMENT COMMISSION shall submit, annually, a written report to the Baldwin County Commission containing a review of the activities of the HISTORIC DEVELOPMENT COMMISSION for the previous year and the proposed activities for the coming year.
- G. To do and accomplish such things as may be necessary or advisable to carry out or effectuate the purposes of the HISTORIC DEVELOPMENT COMMISSION.

VII. RULES AND REGULATIONS

The HISTORIC DEVELOPMENT COMMISSION shall operate under this Constitution and By-laws as approved by the Baldwin County Commission. The HISTORIC DEVELOPMENT COMMISSION shall elect a Chairman from the members thereof. The term of the Chairman shall be one (1) year commencing on the 3rd day of July of each year, and the Chairman may succeed himself / herself. The HISTORIC DEVELOPMENT COMMISSION shall hold regular meetings as may be scheduled by the HISTORIC DEVELOPMENT COMMISSION, but not less than bi-monthly. The HISTORIC DEVELOPMENT COMMISSION shall adopt rules for transaction of business and shall keep a record of its resolutions, transactions, findings and determinations. The conduct of all meetings shall be governed by Roberts Rules of Order.

In addition to the Chairman, the HISTORIC DEVELOPMENT COMMISSION shall elect annually from its membership, a Vice Chairman, Secretary and Treasurer. These officers, plus the immediate past Chairman, shall constitute the Executive Committee of the HISTORIC DEVELOPMENT COMMISSION. The Executive Committee of the HISTORIC DEVELOPMENT COMMISSION shall have such powers as may be designated by the HISTORIC DEVELOPMENT COMMISSION or as may be otherwise herein provided. Additionally, the HISTORIC DEVELOPMENT COMMISSION may designate Standing or Interim Committees as may be deemed appropriate.

The Chairman shall preside at all meetings of the HISTORIC DEVELOPMENT COMMISSION or of the Executive Committee of the HISTORIC DEVELOPMENT COMMISSION, except that in the event of the absence of the Chairman, the Vice Chairman shall preside. All officers and members shall perform such duties and functions as may be assigned by the HISTORIC DEVELOPMENT COMMISSION.

VIII. MEETINGS

Regular meetings of the HISTORIC DEVELOPMENT COMMISSION shall be held on the 1st Wednesday of every month unless otherwise stated. Special meetings may be called by the Chairman, a majority of the members of the Executive Committee of the HISTORIC DEVELOPMENT COMMISSION, or any three (3) HISTORIC DEVELOPMENT COMMISSION members.

Fifty-one percent (51%) of HISTORIC DEVELOPMENT COMMISSION members shall constitute a quorum for any meeting of the HISTORIC DEVELOPMENT COMMISSION. Three (3) members in attendance at an executive meeting shall be required for a quorum and a majority of the members of any other committee shall constitute a quorum.

All decisions requiring a vote shall be by a majority vote of members voting. Each member shall have one (1) vote and no vote by proxy shall be recognized.

IX. DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

Notwithstanding any other provision of this Constitution & By-laws and / or these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 of the corresponding provisions of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue of 1954 or any other corresponding provisions of any future United States Internal Revenue Law.

X. AMENDMENTS

Amendments may be made to this Constitution and By-laws by a two-thirds (2/3) vote of the members voting. A minimum of thirty (30) days prior notice shall be given by mail to each member, which notice shall set forth in full the proposed amendment. All such amendments must be ratified and confirmed by the Baldwin County Commission.

Act No. 80-497

H. 1059—Penry, McMillan

AN ACT

Relating to Baldwin County, authorizing the county commission to protect the historic and preservation districts, creating certain agencies to promote the preservation of such districts which are located or are to be located in the designated historic districts, and adopting other provisions necessary to effect the purposes of this act

Be It Enacted by the Legislature of Alabama.

Section 1. The county commission of Baldwin County may adopt ordinances to protect the historic architectural character of the county in the manner hereinafter prescribed.

Section 2. The county commission may designate as a historic district any section of the county containing buildings designated by the Historic American Buildings Survey or any other recognized historic buildings survey, and having an overall atmosphere of architectural and historic distinction. In addition thereto, the county commission may also designate a second type of district to be known as a Preservation District to preserve the distinctive architectural character of the county by recognizing neighborhoods that continue to grow and develop over the course of years and possess a unique character that merits recognition and protection.

Section 3. A historic development commission with the following membership, duties and powers may be created by the county commission.

(A) Said commission shall be composed of no less than eleven members who shall be selected by the county commission in such a manner as to serve overlapping terms. Except for the first members, their terms shall be four years.

(B) The commission shall operate under a constitution as adopted by the commission and approved by the county commission.

(C) The commission shall have as its purposes (1) the preservation and protection of buildings of historic and

architectural value in the historic districts, as defined in Section 2 of this act, and the maintenance of the distinctive character of these districts, (2) the fostering and encouraging of the preservation, restoration, and utilization of buildings of historic and architectural value in the historic districts, (3) the development and promotion of historic districts, as major tourist attractions of historic and economic value.

(D) Said commission shall have the power and authority in addition to all powers conferred on it by the general law, (1) to purchase, sell, contract to purchase, contract to sell, own, encumber, lease, mortgage, and insure real and personal property of all kinds and descriptions; (2) to request, solicit and accept gifts, donations, pledges, fees, bequests, devises, loans or appropriations from any source whatsoever; (3) to set up at such lawful depository or depositories within Baldwin County, as it may select, a "Revolving Fund for Historic Development" which shall be composed of the monies which may come into its hands from any source whatsoever and which shall be used for the furtherance of the objectives and purposes of the commission, and (4) the commission may employ such professional, office, technical and other personnel as may be necessary or desirable for the carrying out in the most efficient manner of the purposes of such commission.

(E) The commission shall constitute a nonprofit governmental agency whose funds shall be used exclusively for public purposes. Such commission shall have a tax exempt status, and the properties of the commission and the income therefrom, together with all leases, agreements and contracts made by it, shall be forever exempt from any and all taxation by the State of Alabama and any political subdivision thereof, including, but not limited to, income, admission, amusement, excise and ad valorem taxes.

(F) It shall be the duty of the commission to exercise such powers as the commission shall deem necessary and fitting to carry out the above stated purposes.

Section 4. An architectural review board and a preservation district review board with the following membership, duties and powers may be created by the county commission.

(A) Each board shall be composed of five members selected by the county commission to serve overlapping terms. Except for the first members, their terms shall be five years. (B) each board shall adopt rules for the transaction of business and shall keep a record of its resolutions, transactions, findings and determinations, which record shall be a public record. Meetings shall be held at

regular intervals, but at least monthly. Each board may appoint such employees as it may deem necessary for its work, whose appointment, promotion, demotion, and removal shall be subject to the same provisions of law as govern other civil employees of the county. Each board may also contract with architects and other professional and technical consultants for such services as it may require. The expenditures of each board, exclusive of gifts or grants, shall be within the amounts appropriated for the purpose by the county commission, which may provide the funds, equipment and accommodations necessary for the work of each board. (C) It shall be the duty of the architectural review board and preservation district review board to approve or disapprove plans for buildings to be erected or renovated which are located or are to be located within the historic and preservation districts respectively and landscaping for the same. The boards' authority shall extend only to the exterior of any building within the boundaries of such districts and the board shall have no authority to review the interior construction, renovation or style of any buildings within such districts.

Section 5. The county commission shall prescribe the procedure for the review of building plans for any building to be erected or renovated which is located or to be located in the designated historic districts, including rules governing decisions of the architectural review board and the procedure for appeal from decisions of the architectural review board. The county commission shall prescribe the procedure for the review of building plans for any building to be erected or renovated which is located or is to be located within the designated preservation districts, including rules governing decisions of the preservation district review board and the procedure for appeal from decisions of the preservation district review board.

Section 6. The county commission may adopt such other regulations as are necessary to effect the purposes of this act.

Section 7. All laws or parts of laws which conflict with this act are repealed.

Section 8. The provisions of this act are severable. If any part of the act is declared invalid or unconstitutional, such declaration shall not affect the part which remains.

Section 9. This act shall become effective immediately upon its passage and approval by the Governor, or upon its otherwise becoming a law.

Approved May 19, 1980

Time: 5:00 P.M.

Act No. 89-960

S. 701—Senator Hand

AN ACT

Relating to Baldwin County, amending Act No. 80-497, H. 1059, 1980 Regular Session (Acts 1980, p. 769), authorizing the county commission to establish and designate historic districts in the county so as to provide further for definitions, applications and requirements for historic district and preservation district designations, enlarging designated historic district or preservation district, rescinding historic district or preservation district designation, and applications and requirements for rescission

Be It Enacted by the Legislature of Alabama

Section 1. That Act No. 89-497, H. 1059, 1980 Regular Session (Acts 1980, p. 769) is hereby amended to contain additional provisions to read in full as follows and renumber subsequent sections accordingly:

"Section 3. As used in this act, the following terms shall have the meanings or descriptions as provided herein unless the context clearly indicates otherwise:

"(1) 'Historic district' shall refer to any district designated as a historic district by the Baldwin County Commission pursuant to the

terms of this act. A historic district shall meet at least one of the following criteria:

"a. The district is listed on the national and/or state registers; or

"b. The district shall contain a significant number of buildings that are fifty (50) years or older; or

"c. The district shall contain buildings of distinct historical architectural character; or

"d. Is an area where significant personalities or events existed or occurred.

"(2) 'Preservation district' shall refer to any district designated as a preservation district by the Baldwin County Commission pursuant to this act. A preservation district shall meet at least one of the following criteria:

"a. The district is a geographically definable urban or rural area which contains structures or sites or a combination thereof which have a special character, aesthetic interest or value, and represent one or more period(s) of styles of architecture typical of one or more era(s) of the history of the area constituting a visibly perceptible section of the municipality or county; or

"b. The district is an area with special character, design, or aesthetic value.

"Section 4. Applicants shall meet requirements Number One (1) and one or more of the other following requirements in order to be considered for historic district designation:

"(1) At least sixty (60) percent of the district property owners, which shall also consist of at least 60% of the property, shall petition the Baldwin County Commission for a historic district designation.

"(2) The buildings or district shall already be on the state and/or national register.

"(3) The historic district shall contain buildings or sites of historic importance.

"(4) The historic district shall contain buildings or sites with distinctive stylistic aesthetic or locational character which will likely be considered historical in the future.

"(5) The historic district shall contain buildings or sites exhibiting particular skilled examples of craftsmanship and design which are or will likely be considered historical in nature.

"(6) The historic district may have recommendations for designation by any federal, state, or other recognized survey of historic sites or structures.

"Section 5. Applicants shall meet requirement Number One (1) and one or more of the other following requirements in order to be considered for preservation district designation:

"(1) At least sixty (60) percent of the district property owners, which shall also consist of at least 60% of the property, shall petition the Baldwin County Commission for a preservation district designation

"(2) Is a geographically definable urban or rural area which contains structures or sites or a combination thereof which have a special character, aesthetic interest or value, and represent one or more period(s) of styles of architecture typical of one or more era(s) of the history of the area constituting a visibly perceptible section of the municipality or county.

"(3) Recommendation for designation by any federal, state, or other recognized survey of historic sites or structures.

"Section 6. Applicants submitted for historic district or preservation district designation need be of no particular form, but shall contain the following information:

"(1) The name, address, and telephone number of the applicant. If applicant is a group or organization, include the name of the person who is to be contacted with respect to the application.

"(2) A written description of the proposed district, including present land use and general location, and of the structures and sites within the district, their condition, appearance, etc.

"(3) A map or other graphic description of the proposed district.

"(4) The legal description of the proposed district.

"(5) The historic, architectural, or other significance of the proposed district.

"(6) A one-page petition for each property owner within the proposed district, whether the property owner signed in support or opposition or was nonresponsive to the petitioned cause.

"a. For the purpose of this act, each parcel of land is considered to have a single owner whether the parcel is owned by: an individual, a joint arrangement, a family unit, a partnership, a corporation, a religious or fraternal organization, or a government body.

"b. Each petition shall identify the property owner by name and shall list all property thusly owned by that property owner within

the district by map and parcel number as maintained by the Baldwin County Tax Assessor.

"(7) A list of all land parcels within the district by map and parcel number, property owner name and address, and indication of support or opposition for the petitioned cause.

"(8) A survey of significant sites and structures within the district.

"(9) A list of national and/or state register designees.

"(10) A proposed plan of development, if any.

"Section 7. The county commission may vote to enlarge a designated historic district or preservation district if it determines that the best interest of the district and county would be served by such action and where the county commission has received an appropriate application. Applicants requesting enlargement of a district shall meet the requirements and follow the procedures set forth in this act for designation of the applicable type district. The geographical area of enlargement shall be contiguous to the existing district.

"Section 8. The county commission may vote to rescind the designation of a historic district or preservation district if it determines that compelling and substantial supportive reasons exist and that the best interest of the county and district would be served by such action. In arriving at a decision, the county commission shall consider information received with the application for rescission, information received at the time of the district designation, and information received from both the public and Baldwin County Historic Development Commission. If the county commission denies the application for rescission of a district designation, that district shall remain as designated and no application for rescission will be permitted within the following period of four (4) years. A decision to rescind the district designation will abolish that district in total, not in part.

"Section 9. Applicants shall meet the following requirements in order for the county commission to consider rescission of a district designation:

"(1) Notification of the county commission and the Baldwin County Historic Development Commission by registered mail or by personal presentation to the county commission in a regularly scheduled county commission meeting of the intent to submit an application for rescission of a district designation. Notification shall precede solicitation of the signatures on petitions which request rescission of the district designation.

"(2) A percentage of district property owners not less than seventy (70) percent shall petition the Baldwin County Commission for rescission of the designation.

"(3) Copies of the application containing the information as required in this act must be received by the county commission and Baldwin County Historic Development Commission within the six (6) month period following receipt of the required notification from the applicant.

"(4) If the completed application is not received by the county commission and Baldwin County Historic Development Commission within the prescribed six (6) month period, the issue will be considered dead and no application for rescission will be permitted within the following period of four (4) years.

"Section 10. Applications submitted for rescission of a historic district or preservation district designation need be of no particular form, but shall contain the following information:

"(1) The name, address, and telephone number of the applicant. If applicant is a group or organization, include the name of the person who is to be contacted with respect to the application.

"(2) A written description of the district, including present land use and general location.

"(3) A written and detailed description of the reasons to be considered for rescission of the district designation.

"(4) A map or other graphic description of the district.

"(5) The legal description of the district.

"(6) A one-page petition for each property owner within the district, whether the property owner signed in support or opposition or was nonresponsive to the petitioned cause.

"a. For the purpose of this act, each parcel of land is considered to have a single owner whether the parcel is owned by: an individual, a joint arrangement, a family unit, a partnership, a corporation, a religious or fraternal organization, or a government body.

"b. Each petition shall identify the property owner by name and shall list all property thusly owned by that property owner within the district by map and parcel number as maintained by the Baldwin County Tax Assessor. Each petition shall be dated on the date of signing.

"(7) A list of all land parcels within the district by map and parcel number, property owner name and address, and indication of support or opposition for the petitioned cause.

"Section 11. A historic development commission with the following membership, duties and powers may be created by the county commission.

"(a) Said commission shall be composed of no less than eleven members who shall be selected by the county commission in such a manner as to serve overlapping terms. Except for the first members, their terms shall be four years.

"(b) The commission shall operate under a constitution as adopted by the commission and approved by the county commission.

"(c) The commission shall have as its purposes: (1) the preservation and protection of buildings of historic and architectural value in the historic districts, as defined in Section 2 of this act, and the maintenance of the distinctive character of these districts; (2) the fostering and encouraging of the preservation, restoration, and utilization of buildings of historic and architectural value in the historic districts; and (3) the development and promotion of historic districts, as major tourist attractions of historic and economic value.

"(d) Said commission shall have the power and authority in addition to all powers conferred on it by the general law: (1) to purchase, sell, contract to purchase, contract to sell, own, encumber, lease, mortgage and insure real and personal property of all kinds and descriptions; (2) to request, solicit and accept gifts, donations, pledges, fees, bequests, devises, loans or appropriations from any source whatsoever; (3) to set up at such lawful depository or depositories within the Baldwin County, as it may select, a 'Revolving Fund for Historic Development' which shall be composed of the monies which may come into its hands from any source whatsoever and which shall be used for the furtherance of the objectives and purposes of the commission; and (4) the commission may employ such professional, office, technical and other personnel as may be necessary or desirable for the carrying out in the most efficient manner of the purposes of such commission.

"(e) The commission shall constitute a nonprofit governmental agency whose funds shall be used exclusively for public purposes. Such commission shall have a tax exempt status, and the properties of the commission and the income therefrom, together with all leases, agreements and contracts made by it shall be forever exempt from any and all taxation by the State of Alabama and any political subdivision thereof, including, but not limited to, income, admission, amusement, exercise and ad valorem taxes.

"(f) It shall be the duty of the commission to exercise such powers as the commission shall deem necessary and fitting to carry out the above stated purposes.

"Section 12. An architectural review board and a preservation district review board with the following membership, duties and powers may be created by the county commission.

"(a) Each board shall be composed of five members selected by the county commission to serve overlapping terms. Except for the first members, their terms shall be five years.

"(b) Each board shall adopt rules for the transaction of business and shall keep a record of its resolutions, transactions, findings and determinations, which record shall be a public record. Meetings shall be held at regular intervals, but at least monthly. Each board may appoint such employees as it may deem necessary for its work, whose appointment, promotion, demotion, and removal shall be subject to the same provisions of law as govern other civil employees of the county. Each board may also contract with architects and other professional and technical consultants for such services as it may require. The expenditures of each board, exclusive of gifts or grants, shall be within the amounts appropriated for the purpose by the county commission, which may provide the funds, equipment and accommodations necessary for the work of each board.

"(c) It shall be the duty of the architectural review board and preservation district review board to approve or disapprove plans for buildings to be erected or renovated which are located or are to be located within the historic and preservation districts respectively and landscaping for the same. The boards' authority shall extend only to the exterior of any building within the boundaries of such districts and the board shall have no authority to review the interior construction, renovation or style of any buildings within such districts.

"Section 13. The county commission shall prescribe the procedure for the review of building plans for any building to be erected or renovated which is located or to be located in the designated historic districts, including rules governing decisions of the architectural review board and the procedure for appeal from decisions of the architectural review board. The county commission shall prescribe the procedure for the review of building plans for any building to be erected or renovated which is located or is to be located within the designated preservation districts, including rules governing decisions of the preservation district review board and the procedure for appeal from decisions of the preservation district review board.

"Section 14. The county commission may adopt such other regulations as are necessary to effect the purposes of this act; provided however that nothing in this act shall be construed to authorize the county commission or any architectural review board, preservation district review board or historic development commission or any

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other entity created under this act to prevent or regulate the construction or placement of utility poles, wires or equipment in any historic district or preservation district.

"Section 15. All laws or parts of laws which conflict with this act are hereby repealed.

"Section 16. The provisions of this act are severable. If any part of this act is declared invalid or unconstitutional, such declaration shall not affect the part which remains.

"Section 17. This act shall become effective immediately upon its passage and approval by the Governor, or upon its otherwise becoming a law."

Section 2. This act shall become effective immediately upon its passage and approval by the Governor, or upon its otherwise becoming a law.

Approved May 19, 1989

Time: 6:15 P.M.

**CONSTITUTION AND BY-LAWS
OF THE
BALDWIN COUNTY HISTORIC DEVELOPMENT COMMISSION**

(As amended and adopted August 6, 1986)

1. NAME:

The name of this organization shall be the BALDWIN COUNTY HISTORIC DEVELOPMENT COMMISSION, hereinafter referred to as the "HISTORIC DEVELOPMENT COMMISSION" or "COMMISSION."

2. NATURE:

The commission shall constitute a non profit governmental agency whose funds shall be used exclusively for public purposes. Such commission shall have a tax exempt status, and the properties of the commission and the income therefrom together with all leases, agreements and contracts made by it, shall be forever exempt from any and all taxation by the State of Alabama and any political subdivision thereof, including, but no limited to, income, admission, amusement, excise and ad valorem taxes.

3. MEMBERSHIP, TERM:

The HISTORIC DEVELOPMENT COMMISSION shall be composed of not less than eleven (11) members who shall be selected by the County Commission in such a manner as to serve overlapping terms. All members shall be residents of Baldwin County, Alabama.

Except for the first members, the term of each member shall be for four (4) years. The terms of all members shall commence on the 3rd day of July, in the year in which the member was appointed. With respect to the initial membership of the HISTORIC DEVELOPMENT COMMISSION, the executive committee in its sole discretion shall designate three (3) places on the commission whose terms shall expire at the end of one (1) year from the date of the initial appointment, three (3) places whose term shall expire two (2) years from the date of initial appointment, three (3) places whose term shall expire three (3) years from the date of initial appointment, and the remaining places terms shall expire four (4) years after the date of initial appointment. The terms of all members appointed upon the expiration of the term of any place on the initial commission shall be for four (4) years. Nothing herein shall be construed to prevent a person from being appointed to succeeding terms.

Not less than one (1) month prior to the expiration of the term of any member the executive committee shall recommend to the County Commission persons who in the opinion of the executive committee are qualified to serve on the HISTORIC DEVELOPMENT COMMISSION. Such

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recommendations shall be of an advisory nature only, and shall in no way be construed to be binding on the County Commission.

4. VACANCIES:

If a member is absent without excuse from three (3) consecutive regular HISTORIC DEVELOPMENT COMMISSION meetings, such member shall be removed from office by the executive committee.

Any vacancy occurring in the commission other than by expiration of the term shall be filled by the county commission for the remainder of such terms.

5. PURPOSES:

The commission shall have as its purposes:

- A. The preservation and protection of buildings of historic and architectural value in the historic and preservation districts, and the maintenance of the distinctive character of these districts,
- B. The fostering and encouraging of the preservation, restoration and utilizing of buildings of historic and architectural value in the historic districts,
- C. The development and promotion of historic districts as tourist attractions of historic and economic value and,
- D. Recommendation to the County Commission of the designation and creation of historic and preservation districts within Baldwin County.
- E. Notwithstanding any other provision of these articles, these purposes are limited to those described in Section 501 (c) (3) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue Law.

6. DUTIES AND POWERS:

The HISTORIC DEVELOPMENT COMMISSION shall have the duties, powers and authorities as follows:

- A. The commission shall have all power and authority and may exercise the same as conferred on it by the general law of the State of Alabama;
- B. To purchase, sell, contract to purchase, contract to sell, own, encumber, lease, mortgage, and insure real and personal property of all kinds and descriptions;

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- C. To request, solicit and accept gifts, donations, pledges, fees, bequests, devises, loans or appropriations from any source whatsoever;
- D. To set up at such lawful depository or depositories within Baldwin County, as it may select, a "Revolving Fund for Historic Development" which shall be composed of the monies which may come into its hands from any source whatsoever and which shall be used for the furtherance of the objectives and purposes of the commission, and
- E. The commission may employ such professional, office, technical and other personnel as may be necessary or desirable for the carrying out in the most efficient manner of the purposes of such commission.
- F. The commission shall submit annually a written report to the Baldwin County Commission containing a review of the activities of the commission for the previous year and the proposed activities for the coming year.
- G. To do and accomplish such things as may be necessary or advisable to carry out or effectuate the purposes of the commission.

7. RULES AND REGULATIONS:

The HISTORIC DEVELOPMENT COMMISSION shall operate under a constitution and by-laws approved by the Baldwin County Commission. The HISTORIC DEVELOPMENT COMMISSION shall elect a chairman from the members thereof. The term of the chairman shall be one (1) year commencing on the 3rd day of July of each year, and the chairman may succeed himself. The commission shall hold regular meetings as may be scheduled by the commission, but not less than bi-monthly. The commission shall adopt rules for transaction of business and shall keep a record of its resolutions, transactions, findings and determinations. The conduct of all meetings shall be governed by Roberts Rules of Order. In addition to the chairman, the commission shall elect annually from its membership, a vice chairman, secretary and treasurer. These officers, plus the immediate past chairman, shall constitute the executive committee. The chairman shall preside at all meetings of the historic commission or of the executive committee, except that in the event of the absence of the chairman, the vice chairman shall preside. All officers and members shall perform such duties and functions as may be assigned by the commission.

The executive committee shall have such powers as may be designated by the commission or as may be otherwise herein provided. Additionally, the commission may designate standing or interim committees as may deem appropriate.

8. MEETINGS:

Regular meetings of the HISTORIC DEVELOPMENT COMMISSION shall be held on the 1st Wednesday of every month unless otherwise stated. Special meetings may be called by the chairman, a majority of the members of the executive committee, or any three (3) commission members.

Fifty-one percent (51%) of commission members shall constitute a quorum for any meeting of the commission. Three (3) members in attendance at an executive meeting shall be required for a quorum and a majority of the members of any other committee shall constitute a quorum.

All decisions requiring a vote shall be by a majority vote of members voting. Each member shall have one (1) vote and no vote by proxy shall be recognized.

9. DISSOLUTION:

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue of 1954 or any other corresponding provisions of any future United States Internal Revenue Law.

10. AMENDMENTS:

Amendments may be made to this constitution and by-laws by a two-thirds (2/3) vote of the members voting. A minimum of thirty (30) days prior notice shall be given by mail to each member, which notice shall set forth in full the proposed amendment. All such amendments must be ratified by the Baldwin County Commission.