

BY-LAWS
THE UTILITIES BOARD OF
THE TOWN OF CEDAR BLUFF

ARTICLE 1

MISSION STATEMENT

The purposes for which this corporation is formed are to acquire, construct, operate, maintain, improve and extend a water works system, sewer disposal plant or plants, and any part or parts thereof in the Town of Cedar Bluff and the territory surrounding said town, together with all appurtenances thereto and all property used or useful in connection therewith, including franchises.

ARTICLE 2

NAME AND LOCATION

1. The name of this corporation is The Utilities Board of the Town of Cedar Bluff.
2. The principal office of this corporation shall be located in the town of Cedar Bluff, Alabama

ARTICLE 3

DIRECTORS:

1. The property and business affairs of THE UTILITIES BOARD OF THE TOWN OF CEDAR BLUFF (herein after referred to as "Utilities Board") shall be managed by its Board of Directors, consisting of five members who shall be duly qualified electors and property owners of the Town of Cedar Bluff. Any officer of the municipality shall be eligible for appointment and may serve as a member of the board of directors, but shall not receive a fee for his services', provided, however, that at no time shall the board consist of more than three officer of the municipality. All Board members shall be appointed by the governing body of the Town of Cedar Bluff.
2. The Directors shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the "Utilities Board" as they may deem proper, not inconsistent with these By-Laws and the laws of the State of Alabama.
3. Number, Tenure and Qualification. The number of directors shall be five. Directors shall hold office for a term of two, four and six years. Each director shall be a duly qualified elector of the State of Alabama, County of Cherokee, and Town of Cedar Bluff.

4. Compensation. Compensation of the Board shall be established by the "Utility Board" in accordance with the provisions of Section 1 1-50-15 Code of Alabama of 1975, as Amended. Officers of the municipality will receive no compensation but may be reimbursed for expenses incurred while performing their duties as a member of this board.
5. Regular Meetings. The regular meetings of the directors shall be held without further notice other than this by-law on the 3rd Tuesday of each month at 4:00 pm at the council room of the Town of Cedar Bluff.
6. Special Meetings. Special meetings of the directors shall be called by or at the request of the Chairman or any two directors. The person or persons authorized to call special meetings of the directors may fix the place for holding special meetings called by them.
7. Notice. Notice of any special meeting must be given at least one day prior to the meeting. Notice may be delivered in person, by phone or by email. Should it be necessary, the Board of Directors may, by waiver of the whole membership of the Board, hold a special meeting of the Board at any time or place as it deems wise and expedient, said waiver to be executed at said special meeting by all members of the Board of Directors.
8. Quorum. Three members of the Board of Directors constitute a quorum to transact business. A vote by proxy is not authorized.
9. Voting. Each director is entitled to one vote.
10. Order of Business. The order of business in all meetings shall be as follows:
 - (a) Roll call
 - (b) Reading of minutes of previous meeting
 - (c) Treasurer report
 - (d) Report of manager
 - (e) Committee report
 - (f) Unfinished business
 - (g) New business
 - (h) Adjourn
11. Committees. The Board, by resolution, may designate from among its members, as many committees as are deemed necessary to carry out the affairs of the "Utilities Board". Each such committee shall serve at the pleasure of the Board.

ARTICLE 4

OFFICERS

1. Number. The officers of the "Utilities Board" shall be the Chairman, who shall be the chief executive officer of the Board; a Vice-chairman, who shall serve in the absence of the Chairman, a Secretary/Treasurer, each of whom shall be elected by the directors. Such other officers and assistant officers if necessary may be elected or appointed by the Board of Directors by resolution.
2. Election and term of Office. The officers of the "Utilities Board" are to be elected by the directors at the annual meeting held in October of each year.
3. The Chairman. The Chairman shall be the principal executive officer of the Board

- and, subject to the control of the directors, shall be in general supervision and control of all the business and affairs of the Board. He/She shall when present, preside at the meetings of the directors. He/She may sign with the Secretary or any other proper officer of the Board hereunto authorized by the directors, any deeds, mortgages, bonds, contracts, or any other instruments which the directors have authorized to be executed.
4. The Vice-Chairman. The Vice-Chairman shall serve in the absence of the Chairman and shall perform such other duties as are assigned to him by the Chairman and the by the Board of Directors. The Vice-Chairman shall hold the office of Chairman in the event the Chairman is no longer an officer of the Board for whatever reason.
 5. The Secretary/Treasurer.
The Secretary will keep the minutes of the directors' meetings in one or more books provided for that purpose, see that all notices are full given in accordance with the provisions of these by-laws, or as required, by custodian of the Board records and the seal of the Board, affix the same to all instruments requiring the seal of the corporation, and shall attest the execution of all papers of the Board requiring attestation. He/she shall perform such other duties as may be prescribed by the Board of Directors.
The Treasurer shall be in charge of and be responsible for all funds and securities of the Board. He/she shall deposit, withdraw and expend the same from time to time as may be authorized by the Board. The Board may however if it deems it advisable require that any and all checks or drafts upon funds of the corporation be countersigned by one or more persons which the Board shall designate in its official minutes. He/she shall make reports from time to time, as the Board may require, as to the financial condition of the Board of Directors and of the corporation.
 6. Duties of officers may be delegated. In case of the absence of any officer of the Board and of the corporation, the Board may delegate for the time being the powers and duties, of any one of them.
 7. The Manager. The Board shall appoint a manger, who shall be the chief operating officer of the Board, and who shall be responsible for the day to day maintenance and operation of the "Utility Board" systems. Said Manager shall receive an amount of compensation as determined by resolution of the Board and shall serve at the pleasure of the Board.
 8. Other Officers, Agents, etc. The Board of Directors shall appoint such other employees, officers, agents, including but not limited to attorneys, architects, accountants, engineers, fiscal advisors, consultants, and other agents as the business of the Board may require from time to time. The Board of Directors is also empowered to establish compensation for such agents.
 9. The officers of the corporation shall hold office until their successors are chosen and qualified in their stead. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board.

ARTICLE 5

1. Check, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Board, shall require two signatures. The Board shall from time to time determine those persons, authorized to execute such documents in its minutes.
2. Contacts. The directors may authorize the chairman, manager, or agent to enter into any contract or execute and deliver any instrument on behalf of the Board. Such authority may be general or confined to specific instances into any contract or execute and deliver any instrument on behalf of the Board. Such authority may be general or confined to specific instances.
4. Deposits. All funds of the Board not otherwise employed shall be deposited from time to time to the credit of the Board in such banks, trust companies, or other depositories as the directors may select.
5. Surety bond. The Treasurer shall execute a surety bond payable to the Board in the amount to be set by the Board of Directors by resolution. Said surety bond shall be made by a company authorized to do business within the State of Alabama. The premium for said surety bond may be paid by the Board and is hereby deemed to be a legitimate expense of the Board.

ARTICLE 6

1. Fiscal Year. The fiscal year shall begin on the first day of October each year and shall end on the 30th day of September.
2. Seal. The directors shall provide a seal for the Board; it shall be circular in form and shall have inscribed thereon the name of the Board, the State of Incorporation and the year of Incorporation.
3. Amendments. These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a vote of the directors in majority at any meeting of said Board.