

**The By-Laws of the Gadsden Land Bank Authority
as approved and adopted by the Board of Directors on August 10, 2023**

ARTICLE I

Purpose and Powers of the Authority

The Gadsden Land Bank Authority (the "Authority" or the "GLBA") is a public corporation incorporated under Resolution No. R-315-14 of the City of Gadsden and pursuant to Chapter 9, Title 24, of the Code of Alabama (1975) (the "Enabling Legislation") to carry out the purpose and functions set out in the Enabling Legislation, the Authority's Certificate of Incorporation and these Bylaws.

ARTICLE II

Board of Directors

Section 1. Powers and Responsibilities of the Board. The affairs and activities of the Authority shall be overseen and governed by its Board of Directors (the "Board").

Section 2. Board Composition, Qualifications, and Appointments of Directors. As provided in the Certificate of Incorporation, the Board shall consist of five (5) Directors, who will serve four (4) year terms and continue to hold office until his or her successor is appointed and has been elected and qualified. Each Director shall serve without compensation. The composition, qualifications, method of appointment, initial terms and filling of vacancies of the Board shall be governed by the Certificate of Incorporation.

Section 3. Attendance. If a Director is absent for more than half of the Board's meetings during any twelve-month period, the Secretary shall report the absences to the Gadsden City Council, and such Director may be removed from the Board by a majority vote of the City Council. Attendance at each meeting of the Board shall be recorded by the Secretary in the minutes thereof.

ARTICLE III

Meetings of the Board of Directors

Section 1. Regular Meetings. Regular meetings of the Board shall be held from time to time at such times and at such places as the Board may prescribe; provided, however, that the Board shall meet at least four (4) times each year, with one (1) meeting to be held every quarter. Notice of the time and place of each such regular meeting shall be given by the Secretary either personally, by telephone, or by mail not less than seven (7) days before such regular meeting. The meetings of the Board shall be public, and the appropriate notice of such meetings provided to the public. Notice of any and all meetings of the Board of Directors shall be given in accordance with the Alabama Open Meetings Act, Code of Alabama (1975) Section 36-25A-1 et seq., as amended.

Section 2. Special Meetings and Notice. Special meetings of the Board may be called by or at the request of the Chair of the Authority or the Executive Director. Notice of the time, place, and purpose of any special meeting of the Board shall be given by the secretary either personally, by telephone, or by mail at least twenty-four (24) hours before-such meeting.

Section 3. Annual Meeting. The first meeting of the Board in each fiscal year shall be deemed to be the annual meeting of the Board. The Board shall elect all officers of the Board at the annual meeting unless a

vacancy in such office occurs prior to the annual meeting and each officer shall hold such office until the following annual meeting.

Section 4. Waivers of Notice. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 5. Quorum. At meetings of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than three (3) Directors constitute a quorum.

Section 6. Vote Required for Action. (a) Except as otherwise provided in these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board. Adoption, amendment and repeal of a bylaw are provided for in Article Eleven of these Bylaws. (b) All balloting of the Directors shall be open, except that secret ballots, upon approval of a motion to that effect, may be taken for the appointment or confirmation of key staff members. Proxy voting by Directors is prohibited.

Section 7. Parliamentary Procedures. The Board shall utilize the most recent Robert's Rules of Order to determine parliamentary procedures unless specific procedures to the contrary are established by the Board.

Section 8. Records of Meetings. The Board shall maintain written records ("Minutes") of each meeting. Minutes and other meeting records shall be kept in accordance with applicable laws. The Board shall cause copies of the Minutes of each meeting of the Board to be filed after approval in the office of the City Clerk of the City of Gadsden. All minutes of each meeting shall be transcribed by designated staff assigned to assist the Secretary as provide in Article IV, Section 7 of these Bylaws and approved by the Directors at the next meeting.

Section 9. Adjournments. A meeting of the Board, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific time and place. Notice of any reconvened meetings of the Board shall be given in accordance with the Alabama Open Meetings Act. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting that was adjourned.

ARTICLE IV

Board Members

Section 1. Officers. The Officers of the Authority Board shall be a Chair, a Vice Chair, a Secretary and/or such other officers as the Board may in its discretion determine.

Section 2. Qualifications. The Board, at the meeting at which these Bylaws are initially adopted and thereafter at its Annual Meeting shall elect the aforementioned officers. Unless a shorter term is provided in the resolution of the Board electing such officer, the term of office of each officer shall extend to the next Annual Meeting and until the officer's successor is elected and qualified.

Section 3. Additional Officers. The Board may elect officers for a designated term, which officers shall have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board may from time to time determine.

Section 4. Removal and Resignation. Any officer of the Authority may be removed as an officer by a majority vote of the remaining Directors of the Board for neglect of duty or misconduct in office. Any officer may resign his or her position as an officer at any time by giving written notice to the Board, to the Chair or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

Section 5. Executive Director. The Board may select and retain an Executive Director. The Executive Director shall be responsible for the day-to-day operations of the GLBA.

Section 6. Chair. The Chair shall be the principal executive officer of the Authority and shall preside at all meetings of the Board. The Chair shall be authorized to execute all agreements, contracts, deeds, and any other instruments of the Authority.

Section 7. Vice Chair. In the absence or incapacity to act of the Chair, or if the office of the Chair be vacant, the Vice Chair shall preside at all meetings of the Board, and shall perform the duties and exercise the powers of the Chair, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others.

Section 8. Secretary. It shall be the duty of the Secretary to act as secretary of all meetings of the Board, and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose; the Secretary shall see that all notices required to be given by the Authority are duly given and served; the Secretary shall keep a current list of the Directors and officers of the Board and their residence addresses; the Secretary shall be custodian of the seal of the Authority and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Secretary shall have custody of the minute book containing the minutes of all meetings and Directors and all committees which may keep minutes, and of all other contracts and documents of the Authority. If designated to provide staffing to the Board, the Clerk of the City of Gadsden, or his or her designee, may assist the Secretary in the performance of the duties described above.

Section 9. Newly Created Directorships and Vacancies. Newly created directorships resulting from a vacancy occurring for any reason shall be filled by a recommendation from the Mayor and a majority vote of the City Council as soon as practicable, but in no event later than thirty (30) days after the vacancy occurs. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

ARTICLE V

Committees of Directors

Section 1. Executive Committee. By resolution adopted by a majority of the Directors of the Board, the Board may designate from among its Directors an executive committee which shall consist of three (3) or more Directors, including Chair or the Vice Chair of the Authority. To the extent provided in the resolution, the Chair or Vice Chair shall have and exercise the authority of the Board in the management of the affairs of the Authority; provided, however, the designation of such executive committee and the delegation thereto of authority shall not operate the Board. Executive committees are restricted from (a) approving the dissolution or the sale, pledge, or transfer of all or substantially all the Authority's assets; (b) electing, appointing, or removing directors or fill vacancies or fill vacancies on the Board or on any of its committees; or (c) adopting, amending, or repealing the Authority's Certificate of Incorporation or these Bylaws.

Section 2. Other Committees. Other committees, each consisting of two (2) or more Directors, not having and exercising the authority of the Board in the management of the Authority, may be designated by a resolution adopted by a majority of Directors. Such resolution shall assign the duties and responsibilities of

such committees. Except as otherwise provided in such resolution, the Chair shall appoint members of each such committee. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Authority shall be served by such removal.

Section 3. Terms of Appointment. Each member of a committee shall continue until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chair. One member of each committee shall be appointed chair thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE VI

Staffing

Section 1. Contribution of Support Personnel. The City of Gadsden may supply staffing and support to the Authority pursuant to the Enabling Legislation, Code of Alabama Section 24-9-10, for the purpose of assisting the Board in the execution of its duties and responsibilities. The Authority may request the Mayor of the City of Gadsden to assign additional staff personnel to the Authority.

Section 2. Employment and Compensation of Staff. The Authority may directly employ, through contract or otherwise, staff deemed necessary to carry out the duties and responsibilities of the Authority. Such staff, if compensated, shall be paid directly from the funds of the Authority

ARTICLE VII

Conflicts of Interest

The Board may adopt a policy regarding conflicts of interest which shall apply to all directors and officers.

ARTICLE VIII

Funding and Expenditures

Section 1. Funding Sources. In accordance with the Enabling Legislation, the Authority shall be able to receive funding from any source including, but not limited to, donations, grants, fees, and sale of property. The Authority may also receive funding from the City of Gadsden, Etowah County or any other governmental agency.

Section 2. Consulting. The Authority may expend the necessary funds to obtain consulting services as needed to carry out its duties and responsibilities and to implement its priorities.

Section 3. Spending. The Authority shall, in its sole discretion, expend such funds as necessary in payment of legal fees, advertising fees, notification of lien holders, title searches, appraisals, and other equipment and/or services that are required to fulfill the intent of the Authority.

Section 4. Fiscal Agent. If designated to assist the Authority by the Mayor, the Finance Director of the City of Gadsden shall be designated the fiscal agent of the Authority's account established for the management of sales proceeds, monetary contributions by the City and other Authority funds. Standard accountings procedures shall be used in the management of the accounts required to accomplish this responsibility. Reports of the Authority's finances shall be provided to the Board at least quarterly or at such other intervals as the Board may determine to be reasonable and necessary.

ARTICLE IX

General

Section 1. Books and Records. The Authority shall keep and maintain at its principal office all documents and records of the BLBA. The records shall include correct and complete books and records of accounts and minutes of the proceedings of its Board. All records of the Authority shall be made available to the public to the extent required by Alabama's Public Records Law, Code of Alabama Section 36-25A-1, et seq.

Section 2. Fiscal Year. The fiscal year of the Authority shall coincide with the fiscal year of the City of Gadsden.

Section 3. Construction. In the event of any conflict between the provisions of the Certificate of Incorporation and these Bylaws, the provisions of the Certificate of Incorporation shall govern. Nothing in these Bylaws shall be construed to limit the powers or duties conferred upon the Authority by the Enabling Legislation or any other applicable provision of law.

Section 4. Operating Policies. The Board shall adopt operating policies which shall govern the basic priorities and policies for the Authority's acquisition, use, and disposition of properties.

ARTICLE X

Amendments

Section 1. Power to Amend Bylaws. The Board shall have the power to alter, amend, or repeal these Bylaws, or adopt new Bylaws; provided, however that the Board shall have no power or authority to make any changes in the Bylaws which would be inconsistent with Resolution No. 928-14 of the City of Gadsden, the Enabling Legislation, or the Authority's Certificate of Incorporation. Section 2. Conditions. Action by the Board with respect to these Bylaws shall be taken by the affirmative vote of a majority of all directors then holding office.