

**THE MOBILE BAY SPORTS AUTHORITY, INC.
BOARD OF TRUSTEES**

(The physical copy of all of the pages included in the Bylaws for this Board is in the file)

ARTICLE III - CORPORATE OFFICES

Section 2. Change of Address:

301 Government Street, Suite 204, Mobile, Alabama 36602.

ARTICLE IV - TRUSTEES

Section 1. Number

The Corporation shall have not less than nine nor more than twelve Trustees. The Executive Director will serve as a non voting member of the board and collectively they shall be known as the Board of Trustees. The Board of Trustees shall have the authority to increase or decrease the number of members, at its discretion.

Section 2. Qualifications

Trustees shall be of the age of majority in this state and demonstrate a commitment to the furtherance of the goals and mission of Corporation.

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Trustees.

Section 4. Duties

It shall be the duty of the Trustees to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint an Executive Director to manage the day to day affairs of the Corporation;
- c. Review and evaluate performance of Executive Director;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof;
- f. To approve and review the annual plan and associated budget of the Corporation;
- g. Establish minimum standards for events and activities that seek funding or support of the Corporation;
- h. To determine which proposals submitted for consideration shall be approved; and
- i. To seek funding to insure the financial stability of the Corporation.

Section 5. Term of Office

Each Trustee shall hold office for a period of 3 (three) years and until his or her successor is elected and qualifies except for the Initial appointment of Trustees. The initial trustees shall be appointed in a staggered fashion with 1/3 appointed for a 1 year term, 1/3 appointed for a 2 year term and the remainder of the initial board appointed for a three year term. Trustees may be re-elected to office, but in no case shall serve more than 6 years.

Section 8. Regular Meetings

Regular meetings of Trustees shall be held at a time and date determined by the Board, or as called by the Executive Director, but shall be held no less than bi-monthly. At the initial regular meeting of Trustees held on April 30, 2009. Trustee shall be appointed by the Mobile County Commissioners. By the Initial Board of Trustees. Voting for the election of Officers for the Board of Trustees shall be by written ballot. Each Trustee shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates must be elected by simple majority vote of all members of the Board.

Section 11. Quorum for Meetings

A quorum shall consist of a simple majority of the members of the Board of Trustees. Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. The Board may act without meeting, provided that written consent to the proposed action and waiver of meeting is signed and approved by all Board members entitled to vote. Such consent shall have the same force and effect as a unanimous vote of the Board.

Section 14. Vacancies

Vacancies on the Board of Trustees shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized Trustees is increased by majority vote of the Board. Any Trustee may resign effective upon written notice to the Chairperson of the Board, the President, the Secretary, the Executive Director or the Board of Trustees, unless the notice specifies a later time for the effectiveness of such resignation. No Trustee may resign if the Corporation would then be left without a duly elected Trustee in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Section 15. Removal of Trustees

Any Trustee may be removed, with or without cause, from office by a majority vote of all Trustees present at a regularly scheduled Board of Trustees meeting. Such removal will be effective on the date that a replacement Trustee is nominated and approved by the Board of Trustees.

Unless otherwise prohibited the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board shall be filled by approval of the Board of Trustees. A vacancy on the board shall be filled by majority approval of the Trustees then in office or by a sole remaining Trustee. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Trustees or until the expiration of his or her term of office, resignation or removal from office.

ARTICLE V - OFFICERS

Section 1. Designation of Officers

The officers of the Corporation shall be an Executive Director, a Chairman, a Vice President, a Secretary and a Treasurer. The Corporation may also have a one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and other such officers with such titles as may be determined from time to time by the Board of Trustees.

Section 2. Qualifications

Any person may serve as officer of this Corporation.

Section 3. Election and Term of office

Officers shall be elected by the Board of Trustees, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

ARTICLE VI - COMMITTEES

Section 1. Advisory Board

The Board of Trustees may, by a majority vote of its members, designate an Advisory Board consisting of not less than 11 nor more than 21 Advisory Board members.

The Advisory Board shall provide non-binding professional advice to the Board of Trustees on all technical and strategic issues that occur during the operation of the Mobile Bay Sports Authority, Inc. (MBSA) The Advisory Board has a dual role in MBSA: an internal role to advise on the developments that take place within MBSA, and an external role to liaise with the local community.

01/15/2013 - cp

**THE MOBILE BAY SPORTS AUTHORITY, INC.
BOARD OF DIRECTORS**

<u>District 1</u>	<u>Date Appointed</u>	<u>Term</u>
Sidney Raine Darren Martin	March 12, 2009	3 years
Johney Weaver	March 12, 2009	2 years January 14, 2013 1 year
<u>District 2</u>		
Harry Satterwhite		March 12, 2009 3 years
Doug Harwell		March 12, 2009 2 years
Peter Albrecht		March 12, 2009 1 year
<u>District 3</u>		
George Bock		March 12, 2009 3 years
Jack Tillman		January 14, 2013 2 years
Maura Garino		March 12, 2009 1 year