

BALDWIN COUNTY, ALABAMA
TIM RUSSELL PROBATE JUDGE
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**AMENDED AND RESTATED
BY-LAWS
OF
NORTH BALDWIN UTILITIES,
a public corporation**

ARTICLE I

PURPOSE

1.01. These By-Laws constitute the code of rules for the regulation and management of the affairs of NORTH BALDWIN UTILITIES, a public corporation, incorporated under Alabama Code, Title 37, Sections 394-402 (1940), now codified at Alabama Code, Section 11-50-230, et seq. (1975) and which charter was amended in 1959 to expand the authority of the Corporation pursuant to the terms of Alabama Code, Section 11-50-310 (1975).

1.02. This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereinafter by law.

ARTICLE II

OFFICES

2.01. The principal place of business of the Corporation is located at 25 Hand Avenue, Bay Minette, Alabama 36507. In addition, the Corporation may maintain other offices, either within or without the State of Alabama, as its business requires.

2.02. The location of the registered office of the Corporation is 25 Hand Avenue, Bay Minette, Alabama 36507. The Board of Directors may from time to time change the address of the registered office to another location in the municipal limits of the City of Bay Minette, Alabama by duly adopting a resolution therefor and filing the appropriate statement with the State of Alabama.

ARTICLE III

SEAL

3.01. The Board of Directors shall provide a corporate seal for the Corporation which shall have inscribed thereon the name of the Corporation and the words "corporate seal."

ARTICLE IV

DIRECTORS

4.01. The Board of Directors shall consist of five (5) members, who shall be four (4) individuals appointed by the City of Bay Minette, Alabama in compliance with Section 4.02 through 4.03 hereof and the Mayor of the City of Bay Minette, Alabama.

4.02. In order to be eligible for appointment to Place 1 through 4 of the Board of Directors, a person shall

- A. be over the age of 30 years;
- B. be an individual or business customer of the Corporation in good standing;
- C. not have ever been convicted of a felony or any crime of moral turpitude; and
- D. not be a presently serving elected official of the City of Bay Minette, Alabama.

Further, the Place 1 Board Member shall be a person who resides outside the corporate limits of the City of Bay Minette, Alabama; the Place 2 Board Member shall be a person who resides inside the corporate limits of the City of Bay Minette, Alabama; and the Place 3 and Place 4 Board Members shall be persons who reside anywhere in the service area of the Corporation lying within the jurisdictional limits of Baldwin County, Alabama.

4.03. The terms of service of Places 1 through 4 of the Board of Directors shall be for a period of six years. Terms shall be staggered. Places 1 and 2 shall next expire on February 28, 2017; Place 3 shall next expire on February 28, 2013; and Place 4 shall next expire February 28, 2015. No person shall be eligible for reappointment for Places 1 through 4 if they have served as a Board member for twelve (12) consecutive years immediately prior to the reappointment.

4.04. Members serving on the Board of Directors in Places 1 through 4, may only be removed from service upon ratification and approval by the City of Bay Minette, Alabama of a resolution adopted by the Board of Directors requesting that the City of Bay Minette, Alabama remove said member for willfully, grossly, or habitually neglecting the duties which he/she is required to perform; conviction of a felony or a crime involving moral turpitude in any court of competent jurisdiction; failing to remain in good standing as a customer of the Corporation; or otherwise failing to meet the eligibility requirements for appointment to the Board of Directors.

4.05. Upon the resignation, death, or removal of any person filling Place 1 through 4 of the Board of Directors, the City of Bay Minette shall, as soon as practicable, appoint a person to fulfill the unexpired term of any such member in accord with Sections 4.02 through 4.03 hereof.

4.06. The Corporation will compensate the members of the Board of Directors in accordance with and in an amount pursuant to the most recent provision of law on a monthly basis; except that the Mayor of the City of Bay Minette, Alabama, as an elected official, shall not receive any compensation for service as a Board member.

4.07. The Corporation shall defend and indemnify each member of the Board of Directors for any claim or cause of action asserted against them, either individually or in a representative capacity, arising out of or related to any action or inaction taken by said Board member in conducting the business of the Corporation.

ARTICLE V

OFFICERS

5.01. At every March meeting of the Corporation, the Board of Directors shall elect from the Board members the following officers: Chairman, Vice Chairman and a Secretary/Treasurer. The Mayor of the City of Bay Minette, Alabama is prohibited from serving as an officer of the Corporation.

5.02. An officer may be removed from office at any time for any reason by the affirmative vote of a majority of the whole Board.

5.03. The Chairman will, subject to the control of the Board of Directors or directorial committees, work closely with the General Manager/Chief Executive Officer to supervise and control the affairs of the Corporation. The Chairman will perform all duties incident to such office and such other duties as may be provided in these By-Laws or as may be prescribed from time to time by the Board of Directors.

5.04. The Vice Chairman will perform all duties and exercise all powers of the Chairman when the Chairman is absent or is otherwise unable to act. The Vice Chairman will perform such other duties as may be prescribed from time to time by the Board of Directors.

5.05. The Secretary/Treasurer will review minutes of all meetings of the Board of Directors, will work closely with the General Manager/Chief Executive Officer and Finance Manager to ensure that the Corporation maintains adequate and current accounts of the Corporation's properties and business transactions, and will perform in general all duties incident to the office of Secretary/Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.

5.06. In case of resignation or the absence of any officer of the Corporation or for any other reason that the Board

may deem sufficient, the Board may designate, for the time being, the powers and duties, or any of them, of such offices to any other officer or members of the Board of Directors, provided that a majority of the entire Board concur therein.

ARTICLE VI

ACTION AND MANAGEMENT

6.01. The Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things necessary to perform the duties thereof.

6.02. Action by the Corporation shall be properly taken upon the majority vote of those members of the Board of Directors constituting a quorum at any meeting of the Corporation.

6.03. The day to day operations of the Corporation shall be carried out by the General Manager of the Corporation at the direction and under the supervision of the Board of Directors.

6.04. The books of the Corporation shall be kept at the registered office of the Corporation.

ARTICLE VII

MEETINGS OF THE BOARD OF DIRECTORS

7.01. Meetings of the Board of Directors shall be held at any office of the Corporation and said meetings shall be conducted in compliance with the Alabama Open Meetings Act, codified at Alabama Code, Section 36-25A-1, et seq. (1975), as last amended.

A. The Board of Directors shall hold monthly meetings.

B. Special meetings of the Board of Directors may be called by the Chairman, or by any three (3) Board members only for the following purposes:

1. to exercise the Corporation's power to possess or approve the expenditure of public funds; or

2. to deliberate matters expected to come before the Corporation at a later date or time.

C. Emergency meetings may be called by the Chairman. An emergency meeting may be called only for the following purposes:

1. to initiate immediate action to avoid physical injury to persons or damage to property; or

2. to accept the resignation of an Member of the Board of Directors or management level employee.

7.02. Notice of meetings shall be given of all meetings in compliance with the Alabama Open Meetings Act, as last amended. As of the adoption of these By-Laws, the Alabama Open Meetings Act requires seven (7) days notice of any regular meeting; one (1) day notice of any special meeting; and one hour (1) notice of any emergency meeting. Every meeting notice shall state the date, time, place, and general nature of the meeting and shall further be accompanied by a tentative agenda, if available. Notice of meeting shall be posted in a conspicuous location at the registered office of the Corporation and Bay Minette City Hall.

7.03. A quorum shall be established by the presence of a majority of the members of the Board of Directors at any meeting. A quorum is required in order for the Corporation to take any action at any meeting of the Corporation.

7.04. Robert's Rules of Order shall govern the parliamentary procedure of the meetings of the Corporation provided for in these By-Laws.

ARTICLE VIII

FISCAL MANAGEMENT

8.01. The fiscal year of the Corporation shall commence on the first day of October and end on the last day of September of each year.

8.02. The Board of Directors shall prepare, or cause to be prepared, a proposed annual budget for each fiscal year of the Corporation. Said budget of the corporation shall be detailed and shall show the amounts budgeted by accounts and expense classifications.

8.03. The Board shall cause to be kept a record of all receipts and expenditures in accordance with Generally Accepted Accounting Principles. Such record shall be open to inspection by the Board of Directors and general members at reasonable times.

8.04. The Board of Directors shall retain an independent, certified public accountant to prepare an audit of the books and records of the Corporation for each fiscal year of the Corporation, which audit shall be complete on or before December 31st of each calendar year for the preceding fiscal year.

ARTICLE IX

AMENDMENT

9.01. These By-Laws may be altered or amended by resolution of the Board of Directors therefor which shall set forth the exact language of any proposed alteration or amendment to these By-Laws, subject to approval thereof by the City of Bay Minette, Alabama. No alteration or amendment to these By-Laws

shall be effective unless and until the same is approved by the City of Bay Minette, Alabama.

SIGNATURE AND CERTIFICATION

I certify that the foregoing are the true and correct Amended and Restated By-Laws of NORTH BALDWIN UTILITIES, a public corporation, which were duly adopted by resolution of the Board of Directors at a meeting held on the 26th day of December, 2012.

DATED this 26th day of December, 2012.

NORTH BALDWIN UTILITIES

Benjamin Bailey
As its Chairman

ATTEST:

James H. Peterson
As Its Secretary

APPROVAL OF CITY OF BAY MINETTE, ALABAMA

The foregoing Amended and Restated By-Laws of North Baldwin Utilities was RATIFIED and APPROVED by Resolution Number Special Resolution, adopted on the 7th day of January, 2012 by the City of Bay Minette, Alabama.

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SPECIAL RESOLUTION
OF
THE CITY OF BAY MINETTE, ALABAMA

WHEREAS, North Baldwin Utilities (hereinafter referred to as "NBU"), is a public corporation, providing potable water, sewer, and natural gas services to citizens in north Baldwin County, Alabama; and

WHEREAS, NBU has determined that it is appropriate and necessary to amend its by-laws; and

WHEREAS, pursuant to the current NBU by-laws, any amendments to said by-laws must be approved by the City of Bay Minette in order to become effective; and

WHEREAS, NBU has heretofore tendered to the City of Bay Minette, Alabama, for approval the "Amended and Restated By-Laws of North Baldwin Utilities, a public corporation" dated December 26, 2012, a copy of which is attached hereto as Exhibit A; and

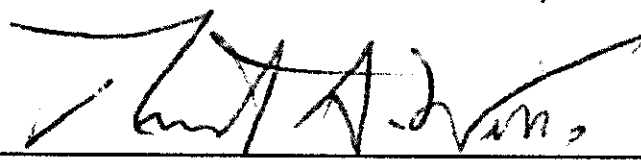
WHEREAS, NBU approved the "Amended and Restated By-Laws of North Baldwin Utilities, a public corporation" dated December 26, 2012, by Resolution No. 2013-003, a copy of which is attached hereto as Exhibit B; and

WHEREAS, the City of Bay Minette at its regular meeting held on January 7, 2013, reviewed and considered the "Amended and Restated By-Laws of North Baldwin Utilities, a public corporation" dated December 26, 2012.

NOW, THEREFORE, BE IT RESOLVED, that this Resolution in its entirety, serves to empower, recognize, approve, and ratify the "Amended and Restated By-Laws of North Baldwin Utilities, a public corporation" dated December 26, 2012.

IN WITNESS WHEREOF, the undersigned have caused these presents to be executed on the 7 day of January, 2013.

CITY OF BAY MINETTE, ALABAMA

By:  (SEAL)
Robert A. "Bob" Wills
Mayor

ATTEST.

By: Rita Findley (SEAL)
Rita Findley
City Clerk

I, Rita Findley, City Clerk of the City of Bay Minette, Alabama, do hereby certify that the foregoing is a true and correct copy of Resolution Number 0113-01 (prepared by the City Clerk), which Resolution was duly and legally adopted at a regular meeting of the City Council on the 7 day of January, 2013.

Rita Findley
Rita Findley
City Clerk

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