

**BYLAWS
OF
THE MAIN STREET ANNISTON BOARD**

SEAL

The Main Street Anniston Board seal shall have inscribed thereon the name of the Main Street Anniston Board and the words "Seal" and "Alabama".

DIRECTORS

1. The powers of this Main Street Anniston Board shall be managed and exercised by its Board of Directors, consisting of Nine (9) members who shall be residents or owners of real property located in the City of Anniston, in the State of Alabama, shall be elected by the governing body thereof, and shall not be officers thereof or of the State of Alabama or of any county or municipality. After the respective expirations of the initial terms, the terms of the members shall each be six (6) years. Any vacancy in the membership of the Board shall be filled by election of the said governing body. Directors shall be eligible for reelection.

2. The Board of Directors may have one or more offices and shall keep the books of the Main Street Anniston Board at such place or places in the said city as the Board of Directors may from time to time determine.

3. In addition to the powers by these bylaws expressly conferred upon it, the Board of Directors may exercise all such powers of the Main Street Anniston Board and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these bylaws denied to it.

4. Members of the Board of Directors shall serve without compensation but may be reimbursed, when so authorized by it, for actual expenses incurred by them in and about the performance of their duties.

**MEETINGS OF THE
BOARD OF DIRECTORS**

1. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by the Board of Directors. Unless otherwise determined by the Board of Directors, regular meetings shall be held at City Hall in the City of Anniston.

2. Special meetings of the Board of Directors may be called by the chairman on one day's notice to each member of the Board. Special meetings may be called by any two members of the Board of Directors upon one day's notice to each of the Board of Directors. Any notice of any meeting may be waived in writing either before or after the meeting. In addition, the Main Street Anniston Board shall provide notice of special meetings to any individual specifically requesting such notice in writing. Anything in these bylaws to the contrary notwithstanding, notice of any and all regular, special, emergency or other type of meeting of the Main Street Anniston Board shall be given in full compliance with the provision of Act No. 2005 adopted at the 2005 Regular Session of the Legislature of the State of Alabama [Act No. 2005-40], as the same may be amended from time to time.

3. At all meetings of the Board of Directors, a majority thereof shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Board of Directors.

OFFICERS

1. The officers of the Main Street Anniston Board shall be elected by the Board of Directors and shall consist of a chairman, a vice chairman, a secretary and a treasurer of the Main Street Anniston Board. The chairman and the vice chairman must be members of the Board of Directors, and the said offices shall not be held by the same member. The offices of the secretary and the treasurer may be, but need not be, members of the Board of Directors and said offices may be held by the same person.

2. The Board of Directors may appoint such employees and agents as it may deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

3. The officers of the Main Street Anniston Board shall hold office until their successors shall be elected and shall qualify in their stead. The Main Street Director for the City of Anniston, Alabama shall hold the offices of the secretary and the treasurer of the Main Street Anniston Board; or, in the absence of said position or said officer, as otherwise elected by the Board of Directors. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a super-majority of the entire Board of Directors.

5. The officers shall serve without compensation but shall be reimbursed for all actual expenses incurred by them in and about the performance of their duties.

THE CHAIRMAN

The chairman of the Main Street Anniston Board shall be the executive officer of the Main Street Anniston Board. The chairman of the Main Street Anniston Board shall preside at all meetings of the Board of Directors and see that all orders and recommendations of the Board of Directors are carried into effect.

THE VICE CHAIRMAN

The vice chairman of the Main Street Anniston Board shall have the same powers and duties as the chairman, except that the vice chairman of the Main Street Anniston Board shall preside at meetings of the Board of Directors only in the absence of the chairman.

THE SECRETARY

The secretary of the Main Street Anniston Board shall attend all sessions of the Board of Directors and record the minutes of all proceedings thereof in a well-bound book to be kept for that purpose. The secretary of the Main Street Anniston Board shall give, or cause to be given, notice of all meetings of the Board of Directors. The secretary of the Main Street Anniston

Board shall keep in safe custody the seal of the Main Street Anniston Board and, when authorized by the Board of Directors shall affix the seal to any instrument requiring it and shall attest it. The secretary of the Main Street Anniston Board shall perform such other duties as may be prescribed by the Board of Directors.

THE TREASURER

The treasurer of the Main Street Anniston Board shall be the custodian of all funds of the Main Street Anniston Board and shall withdraw and expend the same from time to time as may be authorized by the Board of Directors. The treasurer of the Main Street Anniston Board shall perform such other duties as may be prescribed by the Board of Directors.

DUTIES OF OFFICERS MAY BE DELEGATED

In case of the absence of any officer of the Main Street Anniston Board, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate, for the time being, the powers and duties, or any of them, of such officer to any other officer.

SIGNING OF CORRESPONDENCE

The Main Street Director will be authorized to enter into or contract or execute any instrument in the name of and behalf of Main Street Anniston.

FISCAL YEAR

The fiscal year shall begin on October 1 and end on September 30 of the next succeeding calendar year.

NOTICES

Whenever under the provisions of these bylaws notice is required to be given to any director, such notice must be given to him in person unless he is absent from Anniston, Alabama, in which event such notice may be given by registered or certified mail, by telegram, by facsimile or by email communication. The giving of any notice required by law or by these bylaws may be waived in writing by the person to whom notice is to be given.

REVISIONS

The by-laws may be amended, added to or repealed or other new by-laws may be in lieu thereof by the supermajority vote of the Board. By-law revisions require one meeting for proposal of revisions and a second meeting for approval or disapproval.

PASSED AND ADOPTED on this the ____ day of _____, 2015 by a ____ - ____ vote of the Main Street Anniston Board.