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DothanHousing.org   

May 8, 2024

Dear Fellow Commissioners:

Wednesday May 15, 2024 at 10:00 a.m. a Dothan Housing Board of Commissioner's Meeting will be held at Our Community Housing and Enrichment Center (OCHEC); located at 1001 Montana Street Dothan, AL 36303 or via [Zoom, Meeting ID: 883-098-6433; https://us02web.zoom.us/j/8830986433](https://us02web.zoom.us/j/8830986433). Immediately following will be an OC, Inc., BOSS and SEACH Board Meeting.

Per Dothan Housing Board of Commissioners' request 01-10-2018; the following information is being emailed:

1. Notice of May 15, 2024 Dothan Housing, OC, Inc., BOSS and SEACH Board Meetings.
2. May 15, 2024, Agendas: DH, OC, Inc., BOSS & SEACH (Pending Approval).
3. April 17, 2024 Board Meeting Minutes: DH, OC, Inc., BOSS & SEACH (Pending Approval).

Please reference "The Alabama Open Meetings Act"; Act number 2005-40, Page 16. This act is Exhibit "C" located behind Dothan Housing's By Laws.

E. Direct Notification: When Is It Required?

- Methods of Direct Notification: The body can use any reasonable method, including e-mail, telephone, facsimile, and U.S. Mail.
- Contents of Direct Notification: Time, Place, Nature, and Purpose of the meeting.

PLEASE RESPOND VIA THE CALENDAR INVITE WITH YOUR AVAILABILITY TO ATTEND OR IF YOU ARE NOT AVAILABLE TO ATTEND. MR. DAVID JAMISON, BOARD CHAIRMAN WILL BE UPDATED REGARDING YOUR AVAILABILITY.

Please call or email if you have any questions, concerns or you need further assistance prior to the meeting.

Thank you,

Samuel P. Crawford
Mr. Samuel P. Crawford,
CEO



PUBLIC NOTICE

May 8, 2024

Dothan Housing (DH) Board of Commissioners will conduct a
Board Meeting

Wednesday, May 15, 2024, at 10:00 a.m.

at Our Community Housing and Enrichment Center
located at 1001 Montana Street Dothan, AL 36303

In-person and Virtually via Zoom.

🔊 ZOOM Meeting ID: 883-098-6433

🔗 <https://us02web.zoom.us/j/8830986433>



AGENDA

05-15-2024

Call To Order

Prayer

Approve DH May 15, 2024 Agenda

Approve DH April 17, 2024 Board Meeting Minutes

NEW BUSINESS: Resolutions

CEO UPDATES:

Anita Dawkins, Community 1st Real Estate LLC - USDA Presentation

Angela Smith, Communities of Transformation – Presentation

DEPARTMENT & DIVISION UPDATES

Finance Update

Housing & Resident Services

Community Safety

Strategic Initiatives & Grants

Marketing & Communications

HR

Comments

Adjourn



**Minutes of a Regular Meeting
Of the Commissioners of the Housing Authority
Of the City of Dothan, Alabama**

April 17, 2024

The Commissioners of the Housing Authority of the City of Dothan, Alabama, convened in a Regular Meeting on Wednesday April 17, 2024, 10:00 a.m. at Our Community Housing & Enrichment Center at 1001 Montana Street and via Zoom.

The meeting was called to order at 10am by: Mr. David Jamison.

The meeting was opened with prayer by Mr. David Jamison.

The Secretary called the roll and the following were:

| Present | Absent | ZOOM |
|----------------|-----------------|----------------|
| David Jamison | Michael Jackson | Donna Clemmons |
| Jeff Williams | | |
| Lily Mendoza | | |
| Lisa Alexander | | |

Dothan Housing personnel present: **C-Suite:** Dr. Michael Threatt, Challis Readus, Bonita Schatz & Jennifer Mays. **Marketing & Fundraising:** Leah Gunn & Jamie Bienvenu. **MTW:** Tera Wells. **MOD:** Charles Ledford. **SAFETY:** JD Miller. **SEACH:** Jack Porter.

DH ZOOM: Katherine Foster & Demetra Helms. **VISITOR ZOOM:** Attorney AJ Stone: **Fox Rothschild.**

VISITORS: City of Dothan - Mayor Mark Saliba & Kelly Mierkowski. Daryl Wynne, Inez Porter, Jasmine Bowick & Jennifer Robinson.

Also present was the Acting CEO and Secretary, Dr. Michael Threatt.

The Chairperson, David Jamison, declared a quorum present.

I. Approve April 17, 2024, Agenda:

ADDITIONS:

FY2024 Annual Plan & Revision #4 to 2020-2-24 5-Year Plan

FY2024 Moving To Work (MTW) Supplemental Plan

Significant Amendment for Agency and/or Capital Fund Program FY2022-
FY2023

Finance & Administration 30-Day Update

REMOVE:

Finance & Administration Quarterly Reports

Department & Division Updates.

Motion: David Jamison

Second: Lily Mendoza

Vote: Unanimous

Abstain: None



PUBLIC NOTICE

April 10, 2024

Dothan Housing (DH) Board of Commissioners will conduct a
Board Meeting

Wednesday, April 17, 2024, at 10:00 a.m.

at Our Community, Inc. (OCI) Housing and Enrichment Center
located at 1001 Montana Street Dothan, AL 36303

In-person and Virtually via Zoom.

🗣️ **ZOOM Meeting ID: 883-098-6433**

🗣️ **<https://us02web.zoom.us/j/8830986433>**



AGENDA

04-17-2024

Call To Order
Prayer

Approve DH April 17, 2024 Agenda
Approve DH March 20, 2024 Board Meeting Minutes

NEW BUSINESS: Resolutions

Elect Board Commission Officers
FY2020-2024 5-Year Plan & FY2024 Annual Plan Revisions

CEO UPDATES:

Fair Housing Proclamation

DEPARTMENT & DIVISION UPDATES

Finance & Administration: Q1, 3 & 4 Reports
Housing & Resident Services
Strategic Initiatives & Grants
Marketing & Communications
HR

Comments

Adjourn

Approve March 20, 2024 Minutes:

Motion: Lily Mendoza

Second: Lisa Alexander

Vote: Unanimous

Abstain: None

FAIR HOUSING PROCLAMATION: The Proclamation was read by Mayor Mark Saliba. Ms. Kelly Mierkowski spoke regarding “What Is Fair Housing”. April 11, 2024, marks the 56th anniversary of the enactment of Title VIII of the Civil Rights Act of 1968, which was amended to expand coverage in 1988 with the Fair Housing Amendments Act. The City of Dothan and the Housing Authority of the City of Dothan, Alabama (DHA) also celebrate the 50th anniversary of the Housing and Community Development Act of 1974 that established the Section 8 Program and Community Development Block Grant (CDBG). The Fair Housing Act requires HUD and its recipients (e.g., Public Housing Authorities, CDBG awardees) of federal financial assistance to take meaningful actions to overcome segregation patterns, foster inclusive communities, and address impediments to fair housing choice. The City of Dothan and the DHA continue to seek remedy for the disparate impact of discrimination due to housing availability based on color, race, religion, sex, familial status, national origin and disability. City of Dothan Mayor Saliba proclaimed the month of April 2024 as “FAIR HOUSING MONTH”.

ELECT BOARD COMMISSION OFFICERS: Dothan Housing Bylaws state “The officers of the Authority shall be a Chairperson, and a Vice-Chairperson and a Secretary-Treasurer (who shall be the Executive Director/Chief Executive Officer {CEO}). The Chairperson and Vice-Chairperson must be on the Board for at least one year before being eligible for election. The Chairperson shall preside at all meetings of the Authority. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson”. The elected Chairperson and Vice-Chairperson will serve a one-year term to begin March 20, 2024 and expire March 19, 2025.

That David Jamison is hereby elected and named to serve as Chairperson of the Board of Commissioners effective March 20, 2024 and to serve in said capacity until such time as a new election is held or he is no longer a duly appointed Commissioner of this Board of Commissioners in accordance with State law.

Motion: Jeff Williams

Second: Lily Mendoza

Vote: Unanimous

Abstain: None

That Jeff Williams is hereby elected and named to serve as Chairperson of the Board of Commissioners effective March 20, 2024 and to serve in said capacity until such time as a new election is held or he is no longer a duly appointed Commissioner of this Board of Commissioners in accordance with State law.

Motion: Lily Mendoza

Second: Lisa Alexander

Vote: Unanimous

Abstain: None

FY2024 ANNUAL PLAN & REVISION #4 TO 2020-2024 FIVE-YEAR PLAN: In order to comply with HUD regulations, DHA has developed an Annual Plan for FY 2024 beginning on January 1, 2024, and Revision #4 for the FY2020-2024 Five-Year Plan including the Moving to Work (MTW) Supplement Plan as an expansion PHA under the Landlord Incentives Cohort #3 including previous significant amendments from prior year Capital Fund Program (CFP) substantial deviations or modifications as it relates to the SVC for regulatory uses under the HCV program and MTW fungibility criteria. A Public Housing Authority (PHA) will advise HUD, its residents, and members of the public of the housing authority's mission for serving the needs of low-income, very low-income, and extremely low-income families and the housing authority's strategy for addressing those needs. DHA held a Public Hearing on April 16th, 2024 at 5:30 p.m.

DHA had to resubmit the Annual, Five-Year, and MTW Supplemental Plans and go through the Public Notice and Public Hearing process.

| | |
|----------|-----------------------|
| Motion: | <u>Jeff Williams</u> |
| Second: | <u>Lisa Alexander</u> |
| Vote: | <u>Unanimous</u> |
| Abstain: | <u>None</u> |

FY2024 MOVING TO WORK (MTW) SUPPLEMENTAL PLAN: Congress enacted the Moving To Work (MTW) demonstration program in 1996. Thursday, January 27, 2022, the U.S. Department of Housing and Urban Development (HUD) announced the Landlord Incentives cohort for the MTW Demonstration Expansion. March 2022, DHA amended the agency's Annual Contribution Contract (ACC) in connection with the PHA's designation as a participant in the expansion of the MTW demonstration. DHA will comply with the MTW Operations Notice as an "MTW agency" based on the requirements for the implementation and continued operation of the expansion of the MTW demonstration program pursuant to Section 239 of the Fiscal Year 2016 Appropriations Act. DHA will operate under the terms of the MTW Operations Notice according to the 2016 MTW Expansion Statute. DHA also held a Public Hearing on April 16th at 5:30 p.m. to discuss and answer any questions about its FY2024 MTW Supplemental Plan and Annual Plan for FY2024 beginning on January 1, 2024, along with its Revision #4 to Five-Year Plan for FY2020-2024. DHA had to resubmit the Annual, Five-Year, and MTW Supplemental Plans and go through the Public Notice and Public Hearing process.

| | |
|----------|-----------------------|
| Motion: | <u>Lily Mendoza</u> |
| Second: | <u>Lisa Alexander</u> |
| Vote: | <u>Unanimous</u> |
| Abstain: | <u>None</u> |

Capital Fund Program Significant Amendment Five-Year Action Plan for FY2022 & FY2023: Section 511 of the Quality Housing and Work Responsibility Act (QHWRA) of 1998 implemented the requirement that each housing authority shall submit to HUD an Agency Plan composed of the Annual Plan, Five Year Plan, and a Capital Fund Plan. DHA will amend or modify its agency plan for its FY2022 and FY2023 Capital Fund Program Five-Year Action Plan upon the occurrence of any change in federal law. DHA may amend or modify its agency plan for its FY2022 and FY2023 Capital Fund Program Five-Year Action Plan for purposes of any Rental Assistance Demonstration (“RAD”) project. DHA held a Public Hearing on Tuesday, April 16, 2024, at 5:30 p.m.

| | |
|----------|-----------------------|
| Motion: | <u>Jeff Williams</u> |
| Second: | <u>Lisa Alexander</u> |
| Vote: | <u>Unanimous</u> |
| Abstain: | <u>None</u> |

DISPOSE OF SURPLUS PROPERTY: Recommendations were submitted by the Dothan Housing Fleet Manager to the Executive Staff, who determined that certain property is obsolete for the continued operations of the Housing Authority of the City of Dothan, Alabama (DHA) and was approved for disposal March 27, 2024. In accordance with the DHA adopted Procurement Policy; Disposition of Surplus Property, goods that can be written off, sold or traded must have Board of Commissioners’ approval prior to disposition. This would allow DHA to write off these vehicles and dispose of them accordingly. The disposal of the vehicles can be done by sealed bid with required deadlines, donated to non-profit agencies, or traded. The Executive Officers recommended to the Board of Commissioners’ that those certain properties be removed from the DHA Inventory.

| | |
|----------|-----------------------|
| Motion: | <u>Jeff Williams</u> |
| Second: | <u>Lisa Alexander</u> |
| Vote: | <u>Unanimous</u> |
| Abstain: | <u>None</u> |

FINANCE & ADMINISTRATION 30-DAY ANALYSIS: During the 30-day financial analysis, the 2022 CFP budget of \$348,799 and the 2023 CFP budget of \$354,437 was revised in EPIC. The purpose of the revision was to allocate funds to the 1492 MTW Activities budget line item, which would enable us to utilize those funds for our MTW fungibility. Currently, the primary focus is to collaborate with BDO to submit our Financial Date Schedule (FDS) to HUD by April 29, 2024, while also reconciling our Restricted Net Position (RNP) to the Voucher Management Systems (VMS). A \$25,000.00 grant is being explored from Policy and Research Development for software upgrades to support our MTW reporting. Bank accounts, investments, cash flow, and accounting processes are examined to ensure everything is in order.

Closing Remarks

OTHER BUSINESS: The next Board Meeting will be held Wednesday May 15, 2024.

ADJOURN DH MEETING: TIME: 10:23 am

Motion: Lily Mendoza

Second: Lisa Alexander

Vote: Unanimous

Abstain: None

Board Chairman

Acting Secretary

Dothan Housing

Community Safety Report

and


Fleet Management Report

May 1, 2024


QUARTERLY TREND ANALYSIS

This analysis is based on Police Reports Issued at the following properties


Crawford Village

| FEB 2024 | MAR 2024 | APR 2024 | Quarterly Total |  |
|----------|----------|----------|-----------------|---|
| 5 | 1 | 3 | 9 | |


Crimson Ridge

| FEB 2024 | MAR 2024 | APR 2024 | Quarterly Total |  |
|----------|----------|----------|-----------------|---|
| 4 | 4 | 19 | 27 | |


Jamison Village

| FEB 2024 | MAR 2024 | APR 2024 | Quarterly Total |  |
|----------|----------|----------|-----------------|---|
| 0 | 1 | 5 | 6 | |


Phoenix Rising

| FEB 2024 | MAR 2024 | APR 2024 | Quarterly Total |  |
|----------|----------|----------|-----------------|---|
| 4 | 0 | 0 | 4 | |


John R. Lewis

| FEB 2024 | MAR 2024 | APR 2024 | Quarterly Total |  |
|----------|----------|----------|-----------------|---|
| 0 | 0 | 1 | 1 | |

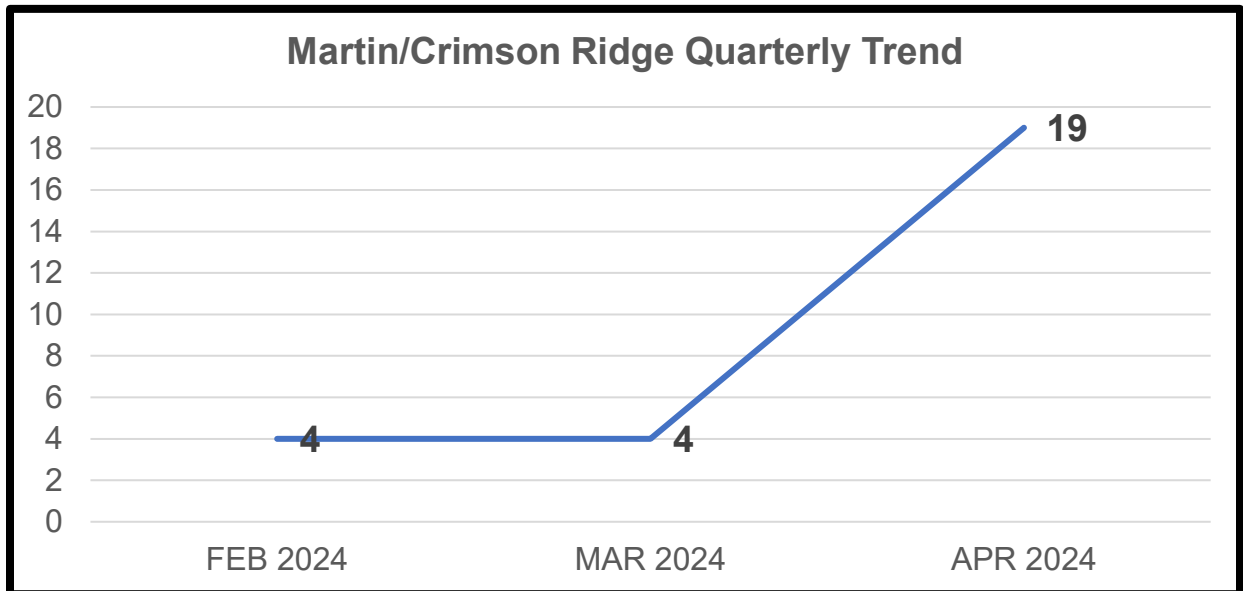
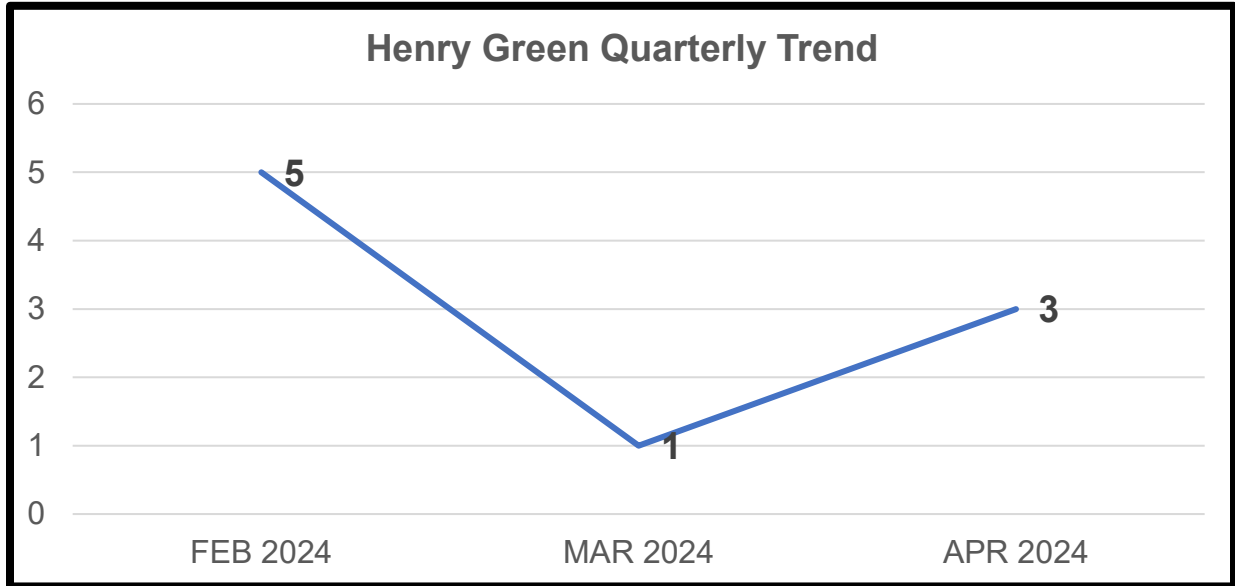
Eagle Bend

| FEB 2024 | MAR 2024 | APR 2024 | Quarterly Total |  |
|----------|----------|----------|-----------------|---|
| 0 | 0 | 0 | 0 | |

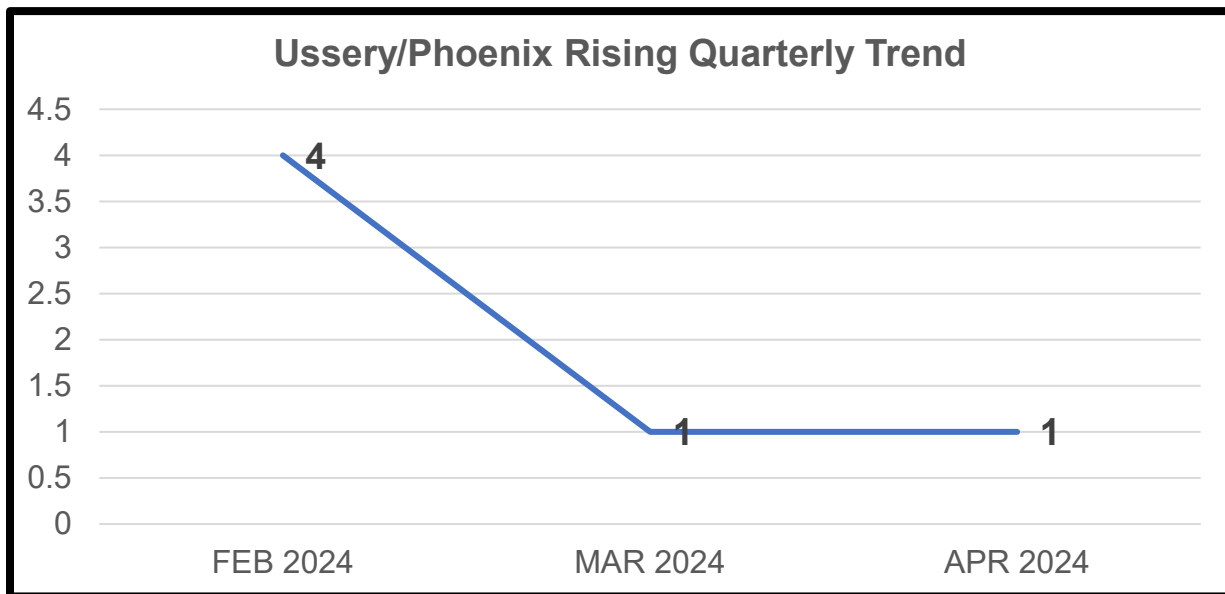
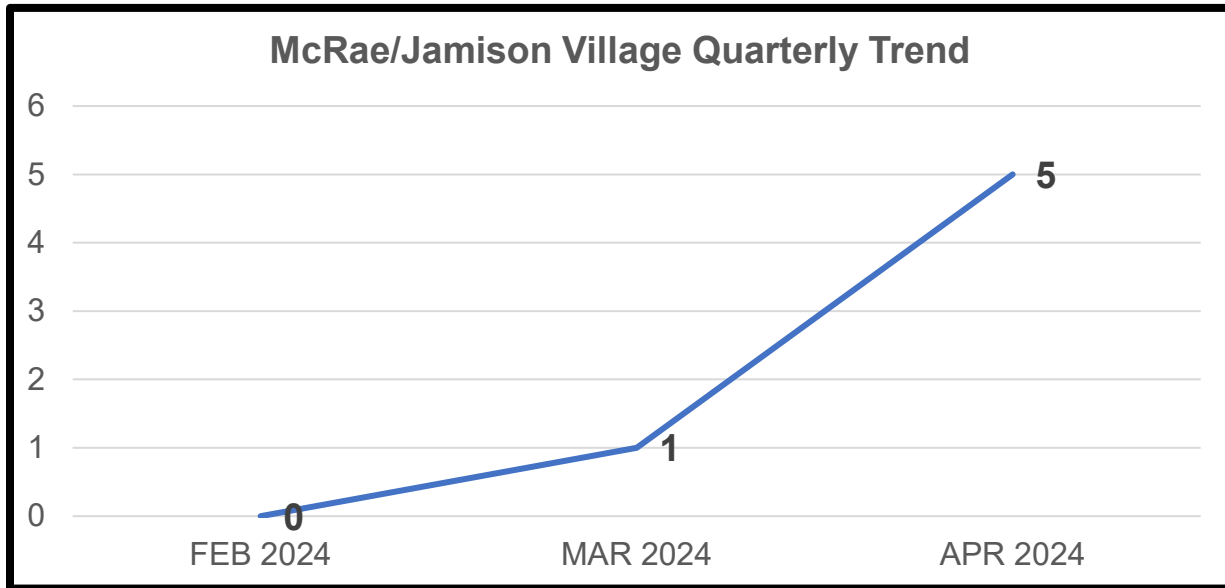
TOTALS - QUARTERLY

| FEB 2024 | MAR 2024 | APR 2024 | Quarterly Total |  |
|----------|----------|----------|-----------------|---|
| 13 | 6 | 28 | 47 | |

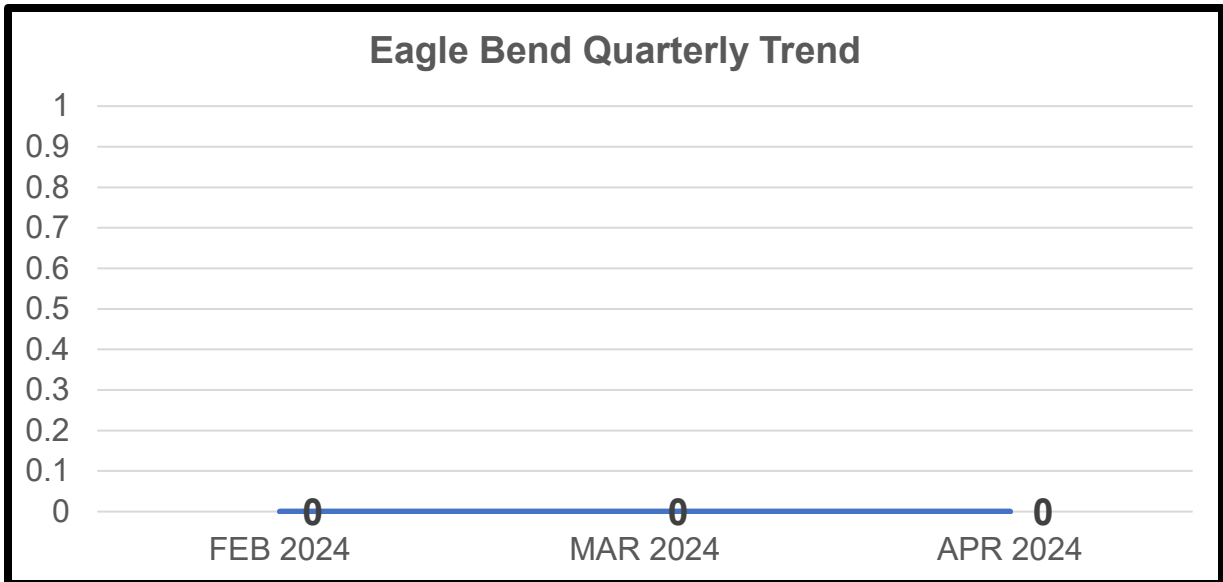
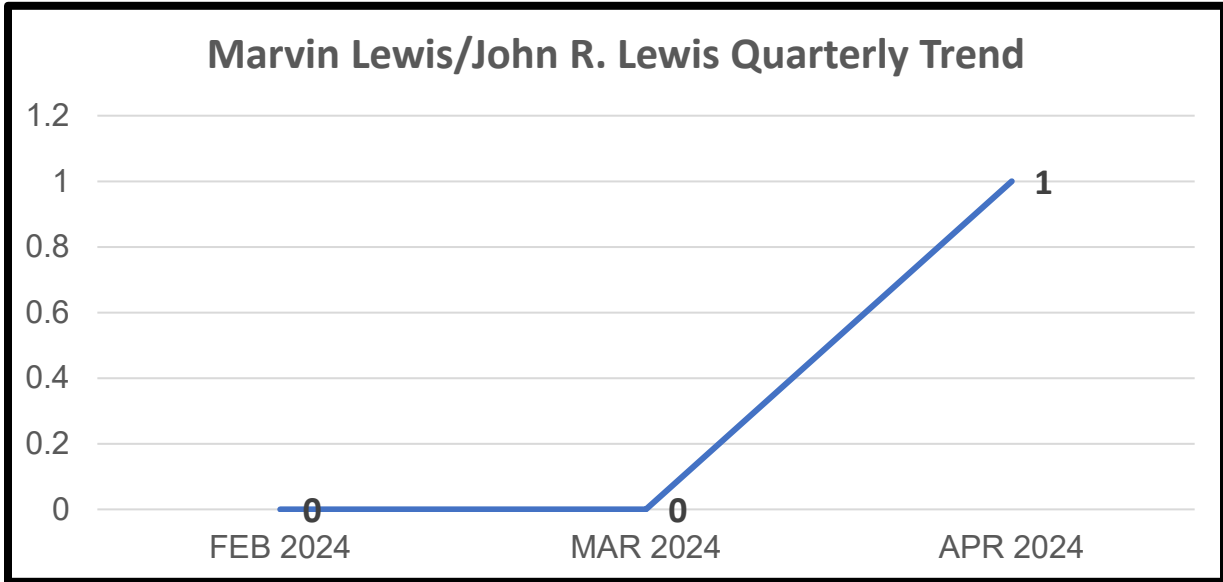
Quarterly Trends



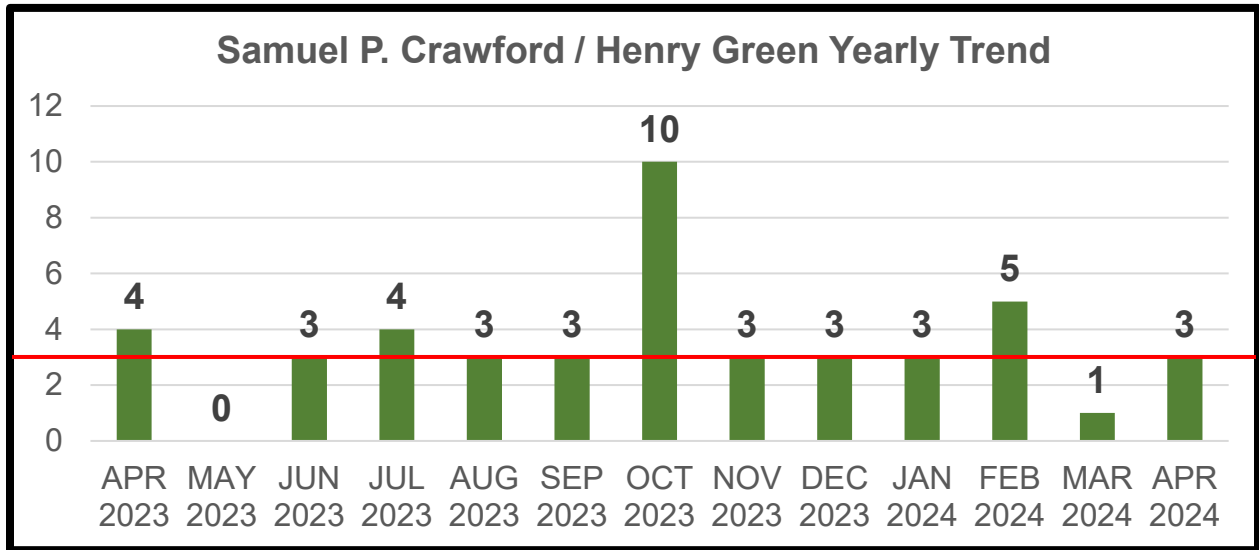
Quarterly Trends



Quarterly Trends

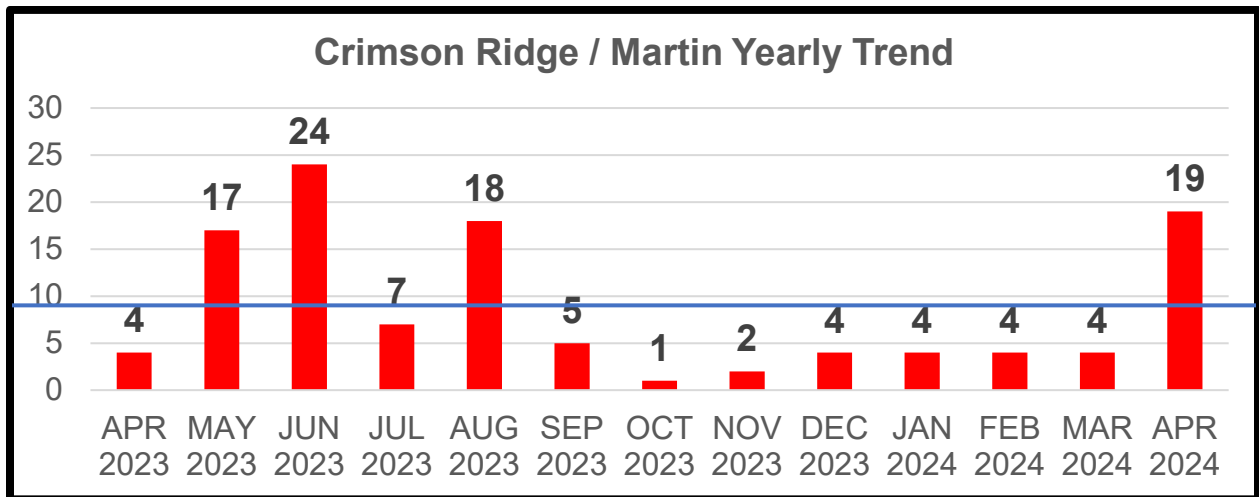


Yearly Trends



2023 – 2024 Comparison (APR-APR) 25% decrease

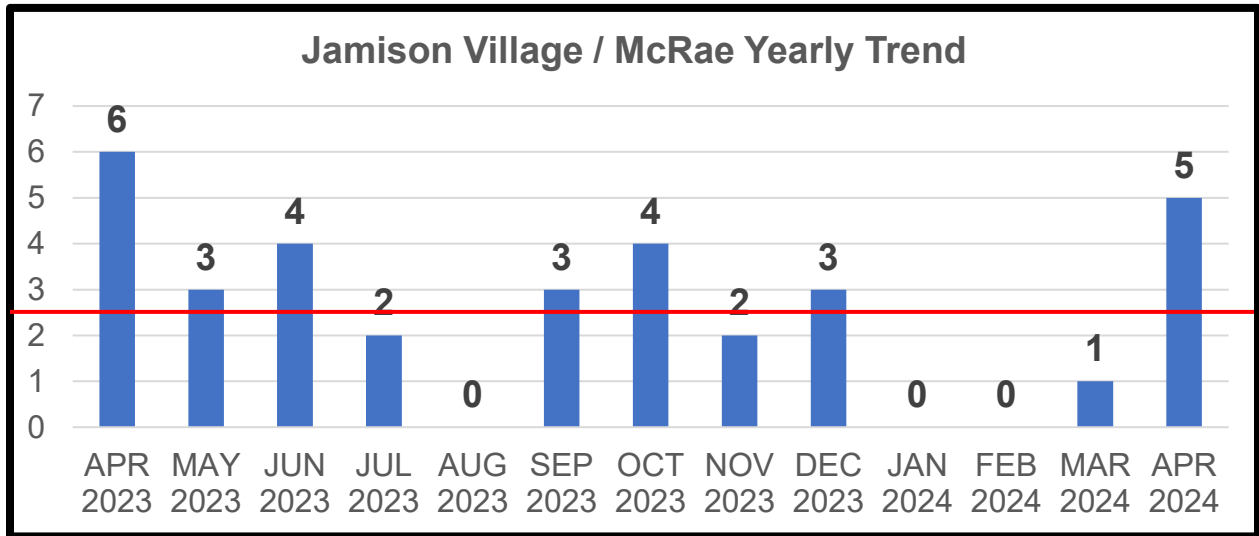
The average is 3 incidents per month.



2023 – 2024 Comparison (APR-APR) 375% Increase.

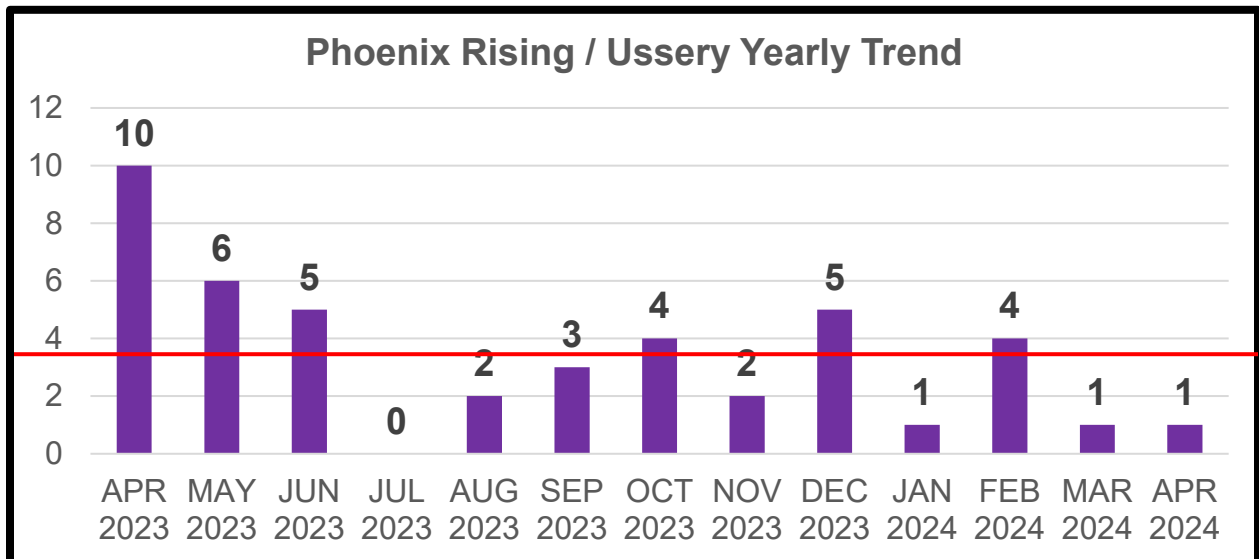
The average is 8.6 incidents per month.

Yearly Trends



2023 – 2024 Comparison (APR-APR) 17% Decrease.

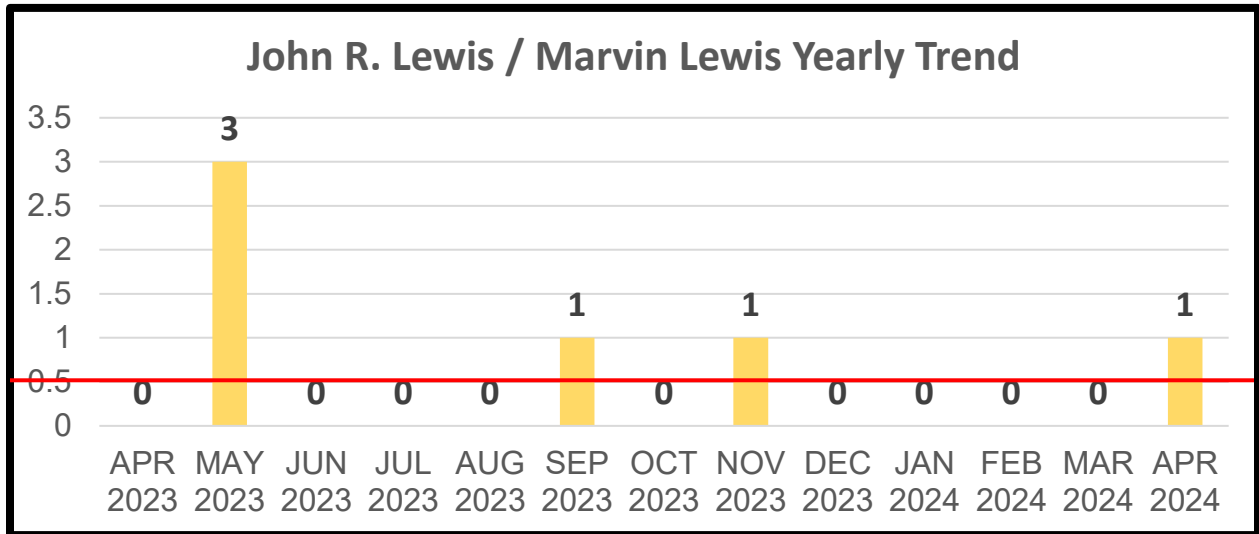
The average is 2.5 incidents per month.



2023 – 2024 Comparison (APR-APR) no change.

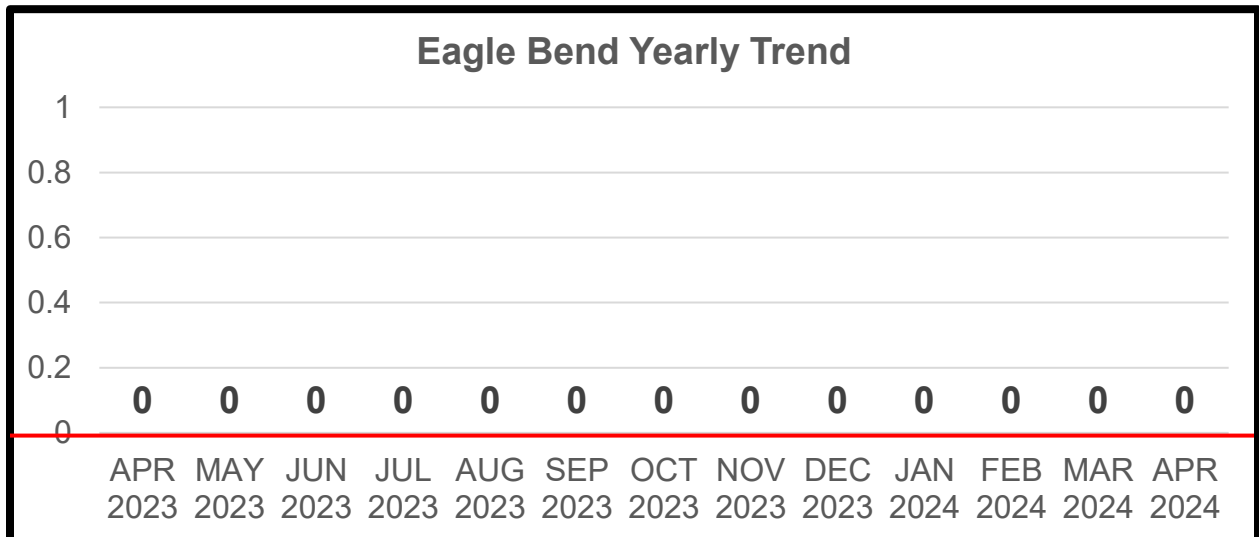
The average is 3.5 incidents per month.

Yearly Trends



2023 – 2024 Comparison (APR-APR) no change.

The average is 0.5 incidents per month.



2023 – 2024 Comparison (APR-APR) no change.

The average is 0 incidents per month.

Criminal Activity by Property (FEB 2024)

The following abbreviations indicate the property listed above:

CR = Crimson Ridge; CV = Crawford Village; JV = Jamison Village;

JRL = John R. Lewis; EB = Eagle Bend; PR = Phoenix Rising

February 2024

| Property | Incident/Offense |
|-------------------------|----------------------------|
| CR | Domestic Violence 3rd |
| CR | Theft of Property 2nd |
| CR | Criminal Mischief 3rd |
| CR | Domestic Violence 3rd |
| CV | Criminal Mischief 3rd |
| CV | Medical/Mental Incident |
| CV | Domestic Dispute |
| CV | Suicide / Attempt / Threat |
| CV | Domestic Dispute |
| PR | Harassment |
| PR | Missing Person |
| PR | Suicide / Attempt / Threat |
| PR | Burglary 3rd |
| Felonies | 2 |
| Misdemeanors | 5 |
| Violations/Other | 6 |
| Total | 13 |

Criminal Activity by Property (MAR 2024)

March 2024

| Property | Incident/Offense |
|-------------------------|-----------------------------|
| CR | Assault 3rd |
| CR | Domestic Dispute |
| CR | Possession of Marijuana 2nd |
| CR | Resisting Arrest |
| CV | Harassment |
| JV | Found/Lost Property |
| PR | Harassment |
| Felonies | 0 |
| Misdemeanors | 5 |
| Violations/Other | 2 |
| Total | 7 |

Criminal Activity by Property (APR 2024)

April 2024

| Property | Incident/Offense |
|-------------------------|---|
| CR | Domestic Dispute |
| CR | Domestic Dispute |
| CR | Domestic Dispute |
| CR | Theft of Property 1st |
| CR | Domestic Violence by Strangulation or Suffocation |
| CR | Domestic Violence 3rd |
| CR | Arrest (General) |
| CR | Arrest (General) |
| CR | Obstructing Justice using a False identity |
| CR | Possession of a Controlled Substance |
| CR | Possession of a Controlled Substance |
| CR | Possession of Drug Paraphernalia |
| CR | Possession of Drug Paraphernalia |
| CR | Possession of Marijuana 2nd |
| CR | Possession of Marijuana 2nd |
| CR | Public Lewdness |
| CR | Domestic Violence 3rd |
| CR | Domestic Violence 3rd |
| CR | Harassment |
| CV | Discharging Firearm into Occupied or Unoccupied Building/Automobile |
| CV | Unlawful Breaking and Entering a Vehicle |
| CV | Sexual Abuse 2nd |
| JRL | Discharging Firearm into Occupied or Unoccupied Building/Automobile |
| JV | Criminal Mischief 3rd |
| JV | Domestic Violence 3rd |
| JV | Making False Report to Law Enforcement Authority |
| JV | Making False Report to Law Enforcement Authority |
| JV | Domestic Violence 3rd |
| PR | Civil Dispute |
| Felonies | 8 |
| Misdemeanors | 15 |
| Violations/Other | 6 |
| Total | 29 |

Notes

a. Year to date, in 2024, the Safety Department reviewed an average of 7 hours, 16 minutes and 11 seconds of video per day, with an average of 20 pictures per day from the Tsunami Camera Systems. Other activity in April include:

1. A shooting at Crawford Village on 28 April 2024. Local law enforcement identified and apprehended the one suspect (who was on Dothan Housing property). Tsunami assisted in this identification.

2. Children were spray painting on new gazebo equipment and concrete, along with other areas of Crawford Village. These individuals were identified with the help of the Tsunami System, and their parents/guardians were contacted and billed for the damages.

3. A former resident contacted Dothan Housing regarding mail to her previous address at Phoenix Rising. The mail was delivered and then taken to someone who entered an apartment (not the individual to whom the package was addressed). This was captured on Tsunami video.

4. Kids were noted as playing on the roof at one complex. The tsunami captured This, along with the pictures and video, was provided to the property manager.

5. The Dothan Housing Safety Department assisted local law enforcement with several incidents during April, which included A stolen vehicle, making a false report to law enforcement, and shooting into an occupied or unoccupied dwelling or vehicle.

b. During a recent meeting in April with the Executive Staff, the Safety Coordinator/Vehicle Fleet Coordinator spoke about Safety, Fleet Management, and Return on Investment. The following was noted during that meeting:

1. Dothan Housing reported 236 Crimes for the calendar year 2023. 173 (73%) were captured on Dothan Housing Camera Systems. 73 (42%) of the 173 crimes captured were provided to law enforcement agencies.

2. The average "total" of all criminal incidents committed on Dothan Housing properties from August 2021 until April 2024 is 20 monthly. On average, the Safety Department pulls/downloads and captures images of 50% of these incidents.

3. 25% of all incidents reported on Dothan Housing properties are domestic-related and normally occur inside an apartment and outside the view of exterior camera systems.

4. If the Tsunami Camera Systems capture 50% of incidents on Dothan Housing property, and 25% is domestic related inside apartments, this leaves only 25% remaining. In 2022, the average police agency only solved 37% of violent crimes and 12% of property crimes.

5. Fleet Management was a topic of discussion. Once the entire vehicle lease program was analyzed, it was determined that during 2024, Dothan Housing will have paid Enterprise Fleet Management \$427,467.24 and will not own any of the leased vehicles we got in 2020, 2022, or 2023. It was also noted that once the vehicle cost, lease management cost, and maintenance plan cost were all calculated, we were paying over the retail price of each vehicle by the end of the lease agreement. This means the return on our investment is zero. We must work out of our leases and purchase vehicles from the State Bid.



PUBLIC NOTICE

May 8, 2024

Our Community, Inc. (OCI) Board of Directors will conduct a
Board Meeting

Wednesday, May 15, 2024 at 10:00 a.m.

at Our Community Housing and Enrichment Center
(formerly Montana Street School)

located at 1001 Montana Street Dothan, AL 36303

In-person and Virtually via Zoom.

 **ZOOM Meeting ID: 883-098-6433**

 <https://us02web.zoom.us/j/8830986433>



AGENDA

05-15-2024

Call To Order

Approve May 15, 2024 Agenda

Approve April 17, 2024 Board Meeting Minutes

NEW BUSINESS

Bylaws Discussion

PRESIDENT UPDATES:

Comments

Adjourn



Minutes of the Board of Directors 04-17-2024

The Board of Directors of Our Community, Inc. held a meeting on Wednesday, April 17, 2024 at the Our Community Housing & Enrichment Center (OCHEC) located at 1001 Montana Street Dothan, Alabama and virtually via Zoom.

The meeting was called to order at 10:23 am by Dr. Michael Threatt, Acting President/Acting Chairman. Present were Vice President/Vice Chairman David Jamison; Director Jeff Williams; Director Lily Mendoza and Director Lisa Alexander. Director Donna Clemmons was in attendance virtually via ZOOM.

Dothan Housing personnel present: **C-Suite:** Dr. Michael Threatt, Challis Readus, Bonita Schatz & Jennifer Mays. **Marketing & Fundraising:** Leah Gunn & Jamie Bienvenu. **MTW:** Tera Wells. **MOD:** Charles Ledford. **SAFETY:** JD Miller. **SEACH:** Jack Porter.

DH ZOOM: Katherine Foster & Demetra Helms. **VISITOR ZOOM:** Attorney AJ Stone: **Fox Rothschild.**

VISITORS: City of Dothan - Mayor Mark Saliba & Kelly Mierkowski. Daryl Wynne, Inez Porter, Jasmine Bowick & Jennifer Robinson.

The 04-17-2024 Meeting Agenda was approved with a motion by Jeff Williams and a second by David Jamison.



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AGENDA

04-17-2024

Call To Order

Approve April 17, 2024 Agenda

Approve March 20, 2024 Board Meeting Minutes

NEW BUSINESS:

Appoint Board Director Officers

PRESIDENT UPDATES:

Public Comments

Adjourn

The March 20, 2024 Board Meeting Minutes were approved with a Motion by Jeff Williams and a second by David Jamison.

BOARD DIRECTOR OFFICER APPOINTMENTS: The Board wishes to appoint the following three (3) individuals as officers of the Corporation: Samuel P. Crawford, David Jamison, and Michael Jackson. They are hereby appointed as (i) President & Chairman; (ii) Vice-President & Vice Chairman; and (iii) Treasurer and Secretary, respectively, of the Corporation to serve in such capacity until their successors are duly elected and approved. The term of office for each director shall continue for so long as such director is a Commissioner of the Authority. Resolution 2024-02 was approved with a motion by Jeff Williams and a second by Donna Clemmons.

NO UPDATES

The Meeting of the Directors of Our Community, Inc. was adjourned at 10:26 am with a Motion by Dr. Michael Threatt and a Second by Jeff Williams.

The next meeting of the Directors of Our Community, Inc. (OCI); is scheduled for Wednesday, May 15, 2024.

Acting President

Vice-President

(ii) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee, or the director.

(b) Effect On Quorum. Common interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

(c) Conflict of Interest Policy. Notwithstanding anything to the contrary contained herein, the Corporation and its Board of Directors, officers and employees shall abide by the Conflicts of Interest Policy suggested by the Internal Revenue Service in its Instructions for Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Code, a copy of which is included as Exhibit A to these Bylaws.

Section 3.8 Removal and Resignation of Directors. The member may remove one or more directors at any time with or without cause. Any director may resign from the Board of Directors upon written notice being given to the President. The resignation is effective upon receipt of the written notice by the President, except that resignations received after notice has been given of a meeting of the Board of Directors shall not be effective until after such meeting or unless approved by the then remaining directors. Notwithstanding the foregoing, the Board of Directors shall at all times be comprised of the same individuals that comprise the Board of Commissioners of the Authority.

Section 3.9 Expenses and Salaries of Directors. Directors shall receive no compensation for any services rendered in their capacities as directors. Directors shall be entitled to be reimbursed for all third party out-of-pocket expenses incurred to carry out any duties or responsibilities assigned to them by the Board of Directors.

ARTICLE IV OFFICERS

Section 4.1 Number of Officers. The officers of the Corporation shall be elected by the Board of Directors and shall include a Chairman, who shall also be President, a Vice-Chairman, who shall also be Vice-President, a Secretary, a Treasurer and such other officers as may be deemed necessary by the Board of Directors. The Board of Directors may also choose Vice-Presidents and one or more Assistant Secretaries and Assistant Treasurers. The same individual may simultaneously hold more than one office in the Corporation.

Section 4.2 Election and Term of Officers. The Board of Directors shall elect the officers of the Corporation at the annual meeting of the Board of Directors or, in the case of an office created at a special meeting, at the special meeting at which the office was created. Such officers shall hold office for the one (1) year term for which they are appointed except in the event of their earlier death, resignation or removal. Unless otherwise specified in these bylaws, officers of the Corporation are not required to be directors of the Corporation, provided that each officer of the Corporation shall at all times be an employee, officer or Commissioner of the Authority.

Section 4.3 Appointment by Officer. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors.

Section 4.4 Authority of Officers. Each officer of the Corporation has the authority and shall perform the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers; provided, that the Secretary shall have the responsibility for preparation and custody of minutes of the directors' and members' meetings and for authenticating records of the Corporation.

Section 4.5 Removal. Any officer or agent of the Corporation may be removed from office at any time, with or without cause, by (i) by Board of Directors; or (ii) the affirmative vote of the Member. In the event that an officer is no longer an employee, officer or Commissioner of the Authority, then such person shall automatically be removed as an officer.

Section 4.6 Vacancy. In the event of a vacancy in any office because of death, resignation or removal, the Board of Directors shall fill the office for the unexpired term of such office.

Section 4.7 Chairman and Vice-Chairman. The Chairman shall preside at all meetings of the Member and the Board of Directors and shall perform such other duties as shall be delegated to him by these Bylaws and as may from time to time be requested by the Board of Directors. The Vice-Chairman shall serve in the role of the Chairman in the case of vacancy or where the Chairman is unable to perform the duties set forth herein.

Section 4.8 President.

The President shall, in the absence of a Chairman or a Vice-Chairman, preside at all meetings of the Member and the Board of Directors. The President shall at all times be the same individual that is currently serving as the Executive Director of the Authority. He shall appoint all committees and their chairmen in accordance with these Bylaws. He shall have such other duties and responsibilities as shall be delegated to him by these Bylaws and by the Board of Directors from time to time. The President shall be the chief executive officer of the Corporation. The President shall have all authority and responsibility necessary to operate the Corporation in all its activities and departments, subject to such policies as may be issued by the Board of Directors. He shall act as the duly authorized representative of the Corporation in all matters in which the Board of Directors has not formally designated some other person to act. He shall report all matters of importance, and as otherwise directed, to the Board of Directors at each meeting. He shall sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized the Corporation to execute except in cases where signing or execution shall have been expressly delegated by statute, the Board of Directors or these Bylaws to some other officer or agent of the Corporation.

Section 4.9 Vice-Presidents. The Vice-President, or if there shall be more than one, the Vice-Presidents in the order determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall

perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 4.10 Secretary and Assistant Secretaries.

The Secretary shall keep or cause to be kept all of the records of the Corporation, except the financial records, record the minutes of the meetings of the Board of Directors in the corporate minute book, send out all notices of meetings, attest to the seal of the Corporation where necessary or required, and perform such other duties as may be prescribed by the President and/or the Board of Directors. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 4.11 Treasurer and Assistant Treasurers.

The Treasurer shall be responsible for and shall carry out the directions of the Board of Directors with respect to the following matters:

- a. maintenance of the books and records of the Corporation so as to properly reflect the assets, liabilities and transactions of the Corporation;
- b. preparation of budgets and review of compliance therewith, including recommendations to the Board of Directors and the Finance Committee, if any;
- c. review of the annual audit to include recommendations for changes in policies or procedures;
- d. acquisition in the name of the Corporation and, as authorized by the Board of Directors, the Directors and officers thereof, of appropriate property and liability insurance and employee fidelity bonds; and
- e. performance of such other duties as shall be directed by the President and/or the Board of Directors.

The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.



PUBLIC NOTICE

May 8, 2024

Building Opportunities toward Self-Sufficiency (BOSS) Board of Directors will conduct a
Board Meeting

Wednesday, May 15, 2024 at 10:00 a.m.

at Our Community Housing and Enrichment Center
located at 1001 Montana Street Dothan, AL 36303

In-person and Virtually via Zoom.

📺 ZOOM Meeting ID: 883-098-6433

📍 <https://us02web.zoom.us/j/8830986433>



AGENDA

05-15-2024

Call To Order

Approve May 15, 2024 Agenda

Approve April 17, 2024 Meeting Minutes

Updates

Bylaws Discussion

Comments

Adjourn



Minutes of the Board of Directors

April 17, 2024

The Directors of Building Opportunities toward Self-Sufficiency (BOSS) convened in a Regular Meeting on Wednesday April 17, 2024, at 10:26 a.m. at Our Community Housing & Enrichment Center at 1001 Montana Street and via Zoom.

The meeting was called to order at 10:26 am by: Dr. Michael Threatt.

The Secretary called the roll, and the following were:

| | | |
|----------------|-----------------|----------------|
| Present | Absent | ZOOM |
| David Jamison | Michael Jackson | Donna Clemmons |
| Jeff Williams | | |
| Lily Mendoza | | |
| Lisa Alexander | | |

Dothan Housing personnel present: **C-Suite:** Dr. Michael Threatt, Challis Readus, Bonita Schatz & Jennifer Mays. **Marketing & Fundraising:** Leah Gunn & Jamie Bienvenu. **MTW:** Tera Wells. **MOD:** Charles Ledford. **SAFETY:** JD Miller. **SEACH:** Jack Porter.

DH ZOOM: Katherine Foster & Demetra Helms. **VISITOR ZOOM:** Attorney AJ Stone: **Fox Rothschild.**

VISITORS: City of Dothan - Mayor Mark Saliba & Kelly Mierkowski. Daryl Wynne, Inez Porter, Jasmine Bowick & Jennifer Robinson.

The 04-17-2024 Meeting Agenda was approved with a motion by Dr. Michael Threatt and a second by David Jamison.



PUBLIC NOTICE

April 10, 2024

Building Opportunities toward Self-Sufficiency (BOSS) Board of Directors will conduct a Board Meeting

Wednesday, April 17, 2024 at 10:00 a.m.

at Our Community, Inc. (OCI) Housing and Enrichment Center located at 1001 Montana Street Dothan, AL 36303

In-person and Virtually via Zoom.

📺 ZOOM Meeting ID: 883-098-6433

📍 <https://us02web.zoom.us/j/8830986433>



AGENDA

04-17-2024

Call To Order

Approve April 17, 2024 Agenda

Approve March 20, 2024 Meeting Minutes

Updates: Resolutions

Appoint Board of Director Officers

Comments

Adjourn

The 03-20-2024 Meeting Minutes were approved with a motion by Dr. Michael Threatt and a second by David Jamison.

APPOINT BOARD OF DIRECTOR OFFICERS: Samuel P. Crawford, David Jamison, and Michael Jackson were nominated for reappointment as (i) President & Chairman; (ii) Vice-President & Vice Chairman; and (iii) Treasurer and Secretary, respectively. Resolution 2024-03 was approved with a motion by David Jamison and a second by Lily Mendoza.

The Meeting of the Directors of BOSS, Inc. was adjourned at 10:27 am with a Motion by Dr. Michael Threatt and a Second by Lily Mendoza.

The next meeting of the Directors of BOSS, Inc.; is scheduled for Wednesday, May 15, 2024.

Acting President

Vice-President

(i) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(ii) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee, or the director.

(b) Effect On Quorum. Common interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

(c) Conflict of Interest Policy. Notwithstanding anything to the contrary contained herein, the Corporation and its Board of Directors, officers and employees shall abide by the Conflicts of Interest Policy suggested by the Internal Revenue Service in its Instructions for Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Code, a copy of which is included as Exhibit A to these Bylaws.

Section 3.8 Removal and Resignation of Directors. The Member may remove one or more directors at any time with or without cause. Any director may resign from the Board of Directors upon written notice being given to the President. The resignation is effective upon receipt of the written notice by the President, except that resignations received after notice has been given of a meeting of the Board of Directors shall not be effective until after such meeting or unless approved by the then remaining directors. Notwithstanding the foregoing, the Board of Directors shall at all times be comprised of the same individuals that comprise the Board of Commissioners of the Member.

Section 3.9 Expenses and Salaries of Directors. Directors shall receive no compensation for any services rendered in their capacities as directors. Directors shall be entitled to be reimbursed for all third party out-of-pocket expenses incurred to carry out any duties or responsibilities assigned to them by the Board of Directors.

ARTICLE IV OFFICERS

Section 4.1 Number of Officers. The officers of the Corporation shall be elected by the Board of Directors and shall include a Chairperson, who shall also be President, a Vice-Chairperson, who shall also be a Vice-President, a Secretary, a Treasurer and such other officers as may be deemed necessary by the Board of Directors. The Board of Directors may also choose Vice-Presidents and one or more Assistant Secretaries and Assistant Treasurers. The same individual may simultaneously hold more than one office in the Corporation.

Section 4.2 Election and Term of Officers. The Board of Directors shall elect the officers of the Corporation at the annual meeting of the Board of Directors or, in the case of an office created at a special meeting, at the special meeting at which the office was created. Such officers shall hold office for the one (1) year term for which they are appointed except in the event of their earlier death, resignation or removal. Unless otherwise specified in these bylaws, officers

of the Corporation are not required to be directors of the Corporation, provided that each officer of the Corporation shall at all times be an employee, officer or Commissioner of the Member.

Section 4.3 Appointment by Officer. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors.

Section 4.4 Authority of Officers. Each officer of the Corporation has the authority and shall perform the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers; provided, that the Secretary shall have the responsibility for preparation and custody of minutes of the directors' and members' meetings and for authenticating records of the Corporation.

Section 4.5 Removal. Any officer or agent of the Corporation may be removed from office at any time, with or without cause, by (i) by Board of Directors; or (ii) the affirmative vote of the Member. In the event that an officer is no longer an employee, officer or Commissioner of the Member, then such person shall automatically be removed as an officer.

Section 4.6 Vacancy. In the event of a vacancy in any office because of death, resignation or removal, the Board of Directors shall fill the office for the unexpired term of such office.

Section 4.7 Chairperson and Vice-Chairperson. The Chairperson shall preside at all meetings of the Member and the Board of Directors and shall perform such other duties as shall be delegated to him by these Bylaws and as may from time to time be requested by the Board of Directors. The Vice-Chairperson shall serve in the role of the Chairperson in the case of vacancy or where the Chairperson is unable to perform the duties set forth herein.

Section 4.8 President.

The President shall, in the absence of a Chairperson or a Vice- Chairperson, preside at all meetings of the Member and the Board of Directors. The President shall at all times be the same individual that is currently serving as the Executive Director of the Member. He shall appoint all committees and their chairperson in accordance with these Bylaws. He shall have such other duties and responsibilities as shall be delegated to him by these Bylaws and by the Board of Directors from time to time. The President shall be the chief executive officer of the Corporation. The President shall have all authority and responsibility necessary to operate the Corporation in all its activities and departments, subject to such policies as may be issued by the Board of Directors. He shall act as the duly authorized representative of the Corporation in all matters in which the Board of Directors has not formally designated some other person to act. He shall report all matters of importance, and as otherwise directed, to the Board of Directors at each meeting. He shall sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized the Corporation to execute except in cases where signing or execution shall have been expressly delegated by statute, the Board of Directors or these Bylaws to some other officer or agent of the Corporation.

Section 4.9 Vice-Presidents. The Vice-President, or if there shall be more than one, the Vice-Presidents in the order determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 4.10 Secretary and Assistant Secretaries.

The Secretary shall keep or cause to be kept all of the records of the Corporation, except the financial records, record the minutes of the meetings of the Board of Directors in the corporate minute book, send out all notices of meetings, attest to the seal of the Corporation where necessary or required, and perform such other duties as may be prescribed by the President and/or the Board of Directors. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 4.11 Treasurer and Assistant Treasurers.

The Treasurer shall be responsible for and shall carry out the directions of the Board of Directors with respect to the following matters:

- a. maintenance of the books and records of the Corporation so as to properly reflect the assets, liabilities and transactions of the Corporation;
- b. preparation of budgets and review of compliance therewith, including recommendations to the Board of Directors and the Finance Committee, if any;
- c. review of the annual audit to include recommendations for changes in policies or procedures;
- d. acquisition in the name of the Corporation and, as authorized by the Board of Directors, the Directors and officers thereof, of appropriate property and liability insurance and employee fidelity bonds; and
- e. performance of such other duties as shall be directed by the President and/or the Board of Directors.

The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.



PUBLIC NOTICE

May 8, 2024

Southeast Alabama Coalition for the Homeless, Inc. (SEACH)

Board of Directors will conduct a

Board Meeting

Wednesday, May 15, 2024, at 10:00 a.m.

at Our Community Housing and Enrichment Center

located at 1001 Montana Street Dothan, AL 36303

In-person and Virtually via Zoom.

🔊 **ZOOM Meeting ID: 883-098-6433**

🔗 <https://us02web.zoom.us/j/8830986433>



AGENDA

05-15-2024

Call To Order

Prayer

Approve May 15, 2024 Agenda

Approve April 17, 2024 Board Meeting Minutes

NEW BUSINESS

Bylaws Discussion

CEO UPDATES:

Closing Remarks

Adjourn



Minutes of the Board of Directors

April 17, 2024

The Directors of the Southeast Alabama Coalition for the Homeless, Inc. (SEACH) convened in a Regular Meeting on Wednesday April 17, 2024, 10:28 a.m. at Our Community Housing & Enrichment Center at 1001 Monana Street and via Zoom.

The meeting was called to order at 10:28 am by: Dr. Michael Threatt.

The Secretary called the roll, and the following were:

| Present | Absent | ZOOM |
|----------------|-----------------|----------------|
| David Jamison | Michael Jackson | Donna Clemmons |
| Jeff Williams | | |
| Lily Mendoza | | |
| Lisa Alexander | | |

Dothan Housing personnel present: **C-Suite:** Dr. Michael Threatt, Challis Readus, Bonita Schatz & Jennifer Mays. **Marketing & Fundraising:** Leah Gunn & Jamie Bienvenu. **MTW:** Tera Wells. **MOD:** Charles Ledford. **SAFETY:** JD Miller. **SEACH:** Jack Porter.

DH ZOOM: Katherine Foster & Demetra Helms. **VISITOR ZOOM:** Attorney AJ Stone: **Fox Rothschild.**

VISITORS: City of Dothan - Mayor Mark Saliba & Kelly Mierkowski. Daryl Wynne, Inez Porter, Jasmine Bowick & Jennifer Robinson.

The 04-17-2024 Meeting Agenda was approved with a motion by Lisa Alexander and a second by Jeff Williams.



PUBLIC NOTICE
April 10, 2024

Southeast Alabama Coalition for the Homeless, Inc. (SEACH)
Board of Directors will conduct a

Board Meeting

Wednesday, April 17, 2024, at 10:00 a.m.

at Our Community, Inc. (OCI) Housing and Enrichment Center
located at 1001 Montana Street Dothan, AL 36303

In-person and Virtually via Zoom.

📺 ZOOM Meeting ID: 883-098-6433

📺 <https://us02web.zoom.us/j/8830986433>



AGENDA

04-17-2024

Call To Order

Prayer

Approve April 17, 2024 Agenda

Approve March 20, 2024 Board Meeting Minutes

NEW BUSINESS (Resolutions)

Appoint Board Director Officers

CEO UPDATES:

Continuum of Care (CoC) Training: April 24th & 25th, 2024

Closing Remarks

Adjourn

The 03-20-2024 Board Meeting Minutes were approved with a motion by Lisa Alexander and a second by Jeff Williams.

APPOINT BOARD OF DIRECTOR OFFICERS: The Board of Directors wish to appoint the following three (3) individuals as officers of the Corporation: David Jamison, President; Jeff Williams, Vice-President; and Michael Jackson, Treasurer and Secretary. Resolution 2024-06 was approved with a motion by Lily Mendoza and a second by Lisa Alexander.

UPDATES BY JACK PORTER:

TRAINING: SEACH AL-508 Continuum of Care HUD Training will be held 04-24 and 04-25, 2024 from 9:00am until 4:00 pm. The training will be conducted by HUD Technical Assistants. Topics include: Coordinated Entry, HMIS, NOFO Competition, CoC Membership. Additional topics will be guided by participant questions. SEACH is currently inviting agencies within the five (5) County (Houston, Henry, Dale, Coffee and Geneva) coverage areas to participate.

RESOURCE FAIR: The Dale County Resource Fair will be held 04-18-2024 from 10am until 1pm at the Perry Rec Center at 223 Community Drive Ozark, AL. Sponsor agencies include Spectra Care and SEACH. Many of the same service agencies that participate in the Homeless Connect will be providing services. Wiregrass Food Bank will provide food to registered clients. Attendance data will be captured by SEACH.

HOMELESS CONNECT: The Homeless Connect will be held 05-16-2024 at the Michael C. Patton Event Center, 1001 Montana Street, Dothan, AL from 9am until 12pm. Vendors are currently being registered. A full array of service agencies will be on site.

CoC MEMBERSHIP: Currently recruiting members to participate in AL-508.

The Meeting of the Directors of SEACH, Inc. was adjourned at 10:34 am with a Motion by Jeff Williams and a Second by Lily Mendoza.

The next meeting of the Directors of SEACH, Inc.; is scheduled for Wednesday, May 15, 2024.

President

Vice-President

(1) One or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

(2) Counsel, public accountants or other persons or entities as to matters which the Director reasonably believes to be within the professional or expert competence of such person or entity; and

(3) A committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(c) Consideration of Factors. In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon communities in which offices or other establishments of the Corporation are located or in which it conducts charitable work or other work, and all other pertinent factors. The consideration of those factors shall not constitute a violation of Section 5.01(b) hereof.

(d) Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, any action taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

(e) Notation of Dissent. A Director who is present (in person, by telephone, by video or by other similar means) at a meeting of the Board of Directors, or of a committee of the Board of Directors, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in Section 5.01(e) hereof shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the Director notifies the Secretary in writing of the asserted omission or inaccuracy.

Section 5.02. QUALIFICATION AND ELECTION OF DIRECTORS.

(a) Qualifications. Each Director shall be a natural person eighteen (18) years of age or older.

(b) Election of Directors. Directors shall be elected in accordance with Section 5.10(b). In elections for Directors, voting need not be by ballot, except upon demand made by a person entitled to vote at the election and before the voting begins. The candidate(s) receiving the highest number of votes cast shall be elected. For the purposes of these Bylaws, a "ballot" shall be defined as any written documentation, whether a formal ballot or otherwise and whether signed or unsigned, on which a Director, Member or committee members, as applicable, entitled to vote on a particular action or issue reflects his or her vote on such action or issue. A Director whose

term will expire upon the election and qualification of his/her successor (as set forth in Section 5.03(b) hereof) shall be eligible to vote in the election for his/her successor and may cast a vote for himself/herself to serve an additional term as a Director without such vote constituting a conflict of interest.

Section 5.03. NUMBER AND TERM OF OFFICE.

(a) Number. The Board of Directors shall consist of not less than three (3) nor more than eleven (11) Directors.

(b) Term of Office.

(1) Except as otherwise provided herein, the term of office for each Director shall be three (3) years. The term of office shall begin on the date such Director was appointed by the Member. Each Director shall hold office until the expiration of the term for which he or she was appointed and until a successor shall be appointed and shall qualify or until his or her earlier death, resignation or removal.

(2) A decrease in the number of Directors shall not have the effect of shortening the term of any incumbent Director.

(3) There shall be no limitation on the number of terms of office for the Directors.

(c) Resignation. Any Director may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect on the later of: (i) the date the notice is received or (ii) at any other time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the Director is a party.

Section 5.04. VACANCIES. If a vacancy occurs in the office of a Director for any reason, including an increase in the number of Directors, an individual may be selected to fill the vacant position by the Member. If an individual is selected to fill the vacant position, such Director shall hold office for the unexpired term for which the vacancy occurred, if applicable, and until a successor shall be appointed and shall qualify or until his or her earlier death, resignation or removal.

Section 5.05. REMOVAL OF DIRECTORS. A Director may be removed from office at any time, with or without cause, in accordance with Section 5.10(b) hereof, provided that written notice of the intention to consider the removal of such Director has been included in the notice of the meeting at which such removal will be considered and has been provided to the Director being considered for expulsion.

Section 5.06. PLACE OF MEETINGS. Meetings of the Board of Directors may be held at such place, within or outside of Alabama, as the Board of Directors may from time to time designate, or as may be designated in the notice of the meeting. If the Board of Directors has not so designated the location of the meeting, the meeting shall be held at the principal office of the Corporation.