

BY-LAWS
PENSACOLA-ESCAMBIA PROMOTION AND DEVELOPMENT COMMISSION

ARTICLE I
Name and Location

The name of the organization shall be the Pensacola-Escambia Promotion and Development Commission (the "Commission" or the "PEDC"), and its principal place of business shall be in the City of Pensacola, Escambia County, Florida. The office location of the Commission, if any, may be moved from time to time but must remain in Escambia County, Florida.

ARTICLE II
Purpose

The purpose of the Commission is to promote industry and commerce in Escambia County and the municipalities therein (including that portion of Santa Rosa Island under the jurisdiction of the Santa Rosa Island Authority or its successor). The promotion of such area, including the promotion of economic development, job creation, workforce development, enhancement of the economic environment, expansion of the tax base, enticement of industry and other business to the area, and acquisition, lease and construction of facilities for such purposes within the subject area. Such activities may involve the dissemination of information regarding the foregoing through advertising, personal contact and such other activities as are deemed necessary or appropriate to the sound development and promotion of the area. The Commission works with the FloridaWest Economic Development Alliance, or its successor(s), toward the development of jobs and industry in Escambia County.

ARTICLE III
Enabling Legislation

The Commission is a body corporate and politic originally created pursuant to Chapter 67-1365, Special Acts of 1967, Laws of Florida (the "1967 Act"); Chapter 80-579, Special Acts of 1980, Laws of Florida, both as amended and supplemented; Chapter 159, Parts II and III, Florida Statutes (the Florida Industrial Development Financing Act); and other applicable provisions of law (the "Act"), and as further amended under Chapter 19-1067, Special Acts of 2019, Laws of Florida. The authority to amend these By-Laws hereof was specifically reserved unto the Commission under Section 10(8) of the 1967 Act.

ARTICLE IV
Commission Members

Section 1. The Commission shall be composed of nine (9) voting members (also referred to as Directors), each of whom shall be either the owner of a real property interest located in Escambia County, a resident of Escambia County, or the owner or shareholder of a business located in Escambia County. The Commission shall consist of the following:

(a) Two (2) members shall be Commissioners of Escambia County appointed by the Board of County Commissioners of Escambia County.

(b) Two (2) members shall be Pensacola City Council Members appointed by the Pensacola City Council .

(c) One (1) member shall be either a Member of the Century Town Council or the Mayor of the Town of Century, and who shall be appointed by the Century Town Council.

(d) Two (2) members at large, one of which shall be appointed by the Escambia County Board of County Commissioners, and one of which shall be appointed by the Pensacola City Council.

(e) Two (2) members shall be recognized leaders appointed by FloridaWest Economic Development Alliance (or its successor as recognized by the Commission).

Ex Officio non-voting members may be appointed by the vote of the Commission for a term of one year.

Section 2. The term of office of each member of the Commission, excepting those holding specific offices and except as otherwise specified, shall be for a term of two years, which are staggered to ensure minimal turn-over each year.

Section 3. The Commissioners shall serve without compensation, but they may be reimbursed for any actual expenses incurred in the performance of their duties.

Section 4. The Commission shall indemnify any member or former member of the Commission for expenses and costs, including attorney's fees, actually and necessarily incurred by him or her in connection with any claim asserted against him or her by any action in court or otherwise by reason of his or her being or having been, such an officer or director, other than his or her own negligence or misconduct.

Section 5. No contract or other transaction between the Commission and one or more of its Directors, or any other corporation, firm, association, or entity in which one or more of the Directors or Officers are financially interested, is void or voidable because of the relationship or interest, because the Director or Directors are present at the meeting of the Board or Board committee that authorizes, approves, or ratifies the subject contract or transaction, or because the votes of the Directors are counted for that purpose, provided that;

(1) The fact of the relationship or interest is disclosed to or is otherwise known by the Board, Members, or Board committee, that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for that purpose without counting the votes or consents of the interested Directors; and

(2) The contract or transaction is fair and reasonable for the Commission at the time it is authorized by the Board, a Board committee, or its members.

ARTICLE V

Officers

Section 1. The Commission shall elect annually a Chair, Vice Chair, Secretary, and Treasurer. The positions of Secretary and Treasurer may be combined. Each such officer shall be elected from among the Commissioners by a majority vote. Each officer shall serve for a term of one year and thereafter until his or her successor shall have been duly elected and qualified.

Section 2. The Chair shall preside over all meetings, and may appoint such committees as deemed necessary or advisable.

Section 3. The Vice-Chair shall preside in the absence of the Chair, and shall perform such additional duties as the Commission members may request.

Section 4. The Secretary will prepare the Minutes for meetings of the Commission and the Members; provide Notices consistent with these Bylaws or as may be required by law; be custodian of the corporate records; and exercise the power and authority, and perform the duties, as may from time to time be assigned by the Commission and that are incident to the office of secretary.

Section 5. The Treasurer must make periodic examination of the financial position of the Commission, coordinate preparation of the annual budget with staff, and chair the appropriate committees. The Treasurer must review all disbursements made by the corporation and assist the chief executive officer (CEO) in preparation of financial reports to the Commission for each regular meeting of the Commission, or as may be required by the Commission, and perform the duties, as may from time to time be assigned by the Commission and that are incident to the office of Treasurer.

Section 6. Any officer elected by the Commission may be removed by majority vote of all the Commissioners.

Section 7. If a vacancy should occur in any office by reason of death, resignation, removal or other cause, the vacancy shall be filled by the appropriate appointing agency for the unexpired term.

Section 8. Each officer who is authorized to collect, hold or disburse funds of the Commission shall be bonded for faithful discharge of his or her duties, the adequacy of which shall be determined by the Commissioners of the Commission. The Commission shall pay for the bonds.

Section 9. The Commission shall have the power to appoint and fix the compensation of a CEO who shall be responsible to the Commission for the proper administration of all affairs placed in his or her charge which shall include (among other things) the appointment, supervision and direction of all employees and agents of the Commission. The Commission shall generally set forth the qualifications necessary for any employee and shall fix the salary ranges of all such employees.

ARTICLE VI

Meetings

Section 1. The Commission shall meet as often as deemed necessary by the Chair or the Vice-Chair but shall meet at least quarterly. Regular meetings shall be held upon written notice by the Chair or Vice-Chair, and special meetings shall be held upon written or called notice by the Chair or Vice-Chair. The Officers may designate any place within Escambia County, Florida, as the place of the meeting. Each Commissioner is expected to attend the Commission meetings.

Section 2. A quorum shall consist of a majority of the Commissioners for the transaction of the ordinary business of the Commission. No business shall be transacted except at regularly and specially called meetings and when duly recorded in the Minutes thereof. The Chair or Vice-Chair shall call a special meeting when requested by two or more Commissioners of the Commission.

Section 3. At all meetings, the order of business shall be as follows:

- (1) Call to Order
- (2) Public Notice
- (3) Roll Call
- (4) Approval of Minutes of the preceding meeting
- (5) Public Comment
- (6) Approval of financial statements from previous quarter (if necessary)
- (7) Action items

- (8) Program Updates
- (9) Other business
- (10) Adjournment

ARTICLE VII

Committees

The Commission may appoint committees to advise and counsel with the Directors of the Commission. The composition, meetings and advisory function of these committees may be set forth by the Commission by a majority of votes at a duly noticed meeting of the Commission at which a quorum is present, unless otherwise provided in these Bylaws. Such committees may include without limitation Executive, Finance, Audit, and Nominating.

ARTICLE VIII

Powers

Section 1. The Commission shall have all powers and authority set forth in the Act, subject to the requirements of Section 2 below.

Section 2. (a) No part of the net earnings of the Commission shall inure to the benefit of, or be distributable to its officers, Commissioners or other private persons, except that the Commission shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Act.

(b) No substantial part of the activities of the Commission shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Commission shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) No substantial part of the activities of the Corporation shall consist of providing commercial-type insurance.

ARTICLE IX

Funds

Section 1. (a) The Secretary-Treasurer shall prepare in collaboration with staff an annual budget to provide for the funds for the operation of the Commission.

(b) The fiscal year shall be from October 1 through September 30.

Section 2. (a) It is expected that the basic funding for the Commission shall be provided for by Interlocal Agreement. All such funds so expended by the governmental bodies are hereby authorized as a lawful expenditure. The Commission shall prepare and submit a budget covering its operation and maintenance for the fiscal year to all parties providing funds through the Interlocal Agreement.

(b) The Commission is authorized and empowered to receive contributions from any other incorporated municipalities and agencies of any county or municipality or private sources.

Section 3. The Commission is authorized to borrow and expend funds in furtherance of the powers granted hereunder.

Section 4. The Commission may authorize any officer or officers, agent or agents of the Commission to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Commission, and such authority may be general or confined to specific instances.

Section 5. Contracts and instruments of the Commission shall be signed by the Chair or Vice-Chair and countersigned by the Secretary-Treasurer.

Section 6. Checks or drafts on the Commission shall be signed by any one of the officers authorized to do so by the Commission.

Section 7. Funds available to the Commission shall be deposited in a bank to be designated by the Commission.

Section 8. The Commission is authorized to borrow money for any of its corporate purposes and to execute notes, mortgages, deeds to secure debts, trust deeds and other such instruments as may be necessary or convenient to evidence and secure such borrowings, except where prohibited by law and to make contracts and execute all instruments necessary or convenient.

Section 9. The Commission is authorized to enter into contracts with Escambia County and all incorporated cities therein.

Section 10. The Commission shall not be empowered or authorized to create a debt against the State of Florida, Escambia County or any other incorporated municipalities of Escambia County.

Section 11. The Commission or any Officer of the Commission to whom such authority may be delegated by the Commission may accept on behalf of the Commission any contribution, gift, bequest, device, or grant for general purposes or for any special purpose that may be designated. The Board is authorized to receive contributions from any governmental entity or provide sources.

Section 12. Annually, or as may be otherwise required by the Commission, these Bylaws, or by contract for funding, the accounts of the Commission will be audited by a certified public accountant, whose reports must be submitted to staff and to each Member of the Commission.

ARTICLE X Records

The Commission shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Commissioners and divisions and shall keep at the principal office a record giving the names and addresses of the Commissioners entitled to vote. All books and records of the Commission may be inspected by any Commissioners for any proper purpose during regular business hours.

ARTICLE XI Amendments

The By-Laws of the Commission may be made, altered or amended by a majority vote of all Commissioners of the Commission. Proposed changes shall be submitted to the Commissioners 5 days in advance of the meeting at which time the change is to be considered.

ARTICLE XII Procedures

"Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

ARTICLE XIII

Seal

The Commission shall have a proper seal.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The above and foregoing By-Laws of the Pensacola-Escambia County Promotion and Development Commission having been presented to the Commissioners of the Commission and their voting, that they are in proper form for adoption, it is now, therefore, approved that these Amended By-Laws are hereby adopted with full approval of all Commissioners of the Commission.

**PENSACOLA-ESCAMBIA PROMOTION
AND DEVELOPMENT COMMISSION**



David Peaden, Chair

Date: 8/12/24, 2024

[SEAL]