

BY-LAWS
PENSACOLA-ESCAMBIA COUNTY PROMOTION AND DEVELOPMENT
COMMISSION AS AMENDED July 2013

ARTICLE I
Name and Location

The name of the corporation shall be the Pensacola-Escambia County 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, tourism 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). The promotion of said area, including the promotion of economic development, armed services, conventions, convention facilities and tourism will 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 an area.

ARTICLE III
Enabling Legislation

The Commission is a body corporate and politic and was 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"). 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, each of whom shall be a freeholder and a qualified elector of Escambia County, and each referred to sometimes as a "Commissioner". 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 Council-members of the City of Pensacola appointed by the City Council of the City of Pensacola.

(c) One (1) member shall be a member of the Town Council of the Town of Century and shall be appointed by the Town Council of the Town of Century.

(d) Two (2) members shall be appointed by the Chairman of the Pensacola Bay Area Chamber of Commerce Board of Directors, both of which shall be members of the Pensacola Bay Area Chamber of Commerce in good standing.

(e) One (1) member at large shall be appointed by the Board of County Commissioners of Escambia County.

(f) One (1) member at large shall be appointed by the City Council of the City of Pensacola.

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 of the Commissioners, 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.

ARTICLE V Officers

Section 1. The Commission shall annually elect from its membership a Chairman, Vice Chairman and Secretary-Treasurer. Each such officer shall be elected from among the Commissioners of the Commission by a majority vote of the Commissioners present at a meeting. 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 Chairman shall preside over all meetings. He or she may appoint such committees as he or she deems desirable.

Section 3. The Vice-Chairman shall preside in the absence of the Chairman. He or she shall perform such additional duties as the Commission members may request.

Section 4. The Secretary-Treasurer shall have general supervisory responsibility of the records and finances of the Commission.

Section 5. Any officer elected by the Commission may be removed by a majority vote of all the Commissioners of the Commission at a meeting called for that purpose.

Section 6. If a vacancy should occur in any office by reason of death, resignation, removal or other cause, the vacancy shall be filled by the Commission for the unexpired term.

Section 7. 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 8. The Commission shall have the power to appoint and fix the compensation of an executive director 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 Chairman or the Vice-Chairman but shall meet at least quarterly. Regular meetings shall be held upon written notice by the Chairman or Vice-Chairman, and special meetings shall be held upon written or called notice by the Chairman or Vice-Chairman. The Officers may designate any place within the city of Pensacola, Florida as the place of the meeting.

Section 2. A quorum shall consist of a majority of the Commissioners of the Commission 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 Chairman or Vice-Chairman 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) Approval of Minutes of the preceding meeting
- (3) Approval of financial statements from previous quarter (if necessary)
- (4) Action items
- (5) Division reports
- (6) Other business
- (7) Adjournment

ARTICLE VII Divisions

The Commission shall appoint divisions to advise and counsel with the Commissioners of the Commission. The composition, meetings and advisory function of these divisions shall be set forth by the Commission.

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 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 Chairman or Vice-Chairman 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.

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 two weeks 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**

[SEAL]

By: _____
Chairman

Attest:

By: _____
Secretary-Treasurer