2022 BCA LEADERSHIP AND STAFF GUIDE

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The Business Council of Alabama (BCA) was established in late 1985 with the merger of the Associated Industries of Alabama and the Alabama Chamber of Commerce. Since then, BCA has grown to become Alabama’s largest and most well-respected business trade association. BCA is proud to have a broad, diverse, and member-driven organization built upon a foundation of vision, courage, integrity, and commitment.

BCA is Alabama’s foremost voice for business. BCA is a non-partisan, statewide business association representing the interests and concerns of over 1 million working Alabamians through its member companies that include businesses of all sizes and virtually every segment of Alabama’s business community - from manufacturing to retail, agriculture to financial services, and many more. BCA is Alabama’s exclusive representative to the National Association of Manufacturers and the U.S. Chamber of Commerce.

BCA’s broad makeup requires that we work through a disciplined structure and consistent procedures to ensure that all of our members are able to be active in the decision-making process. There are ten policy committees, a ProgressPAC Regional Advisory Committee (RAC) system, and a grassroots mobilization network.
BCA OBJECTIVES

The Business Council of Alabama’s (BCA) foremost purpose is to aggressively represent Alabama’s business community by supporting pro-business and industry initiatives at the State House in Montgomery and in Washington, D.C. BCA’s political action committee, ProgressPAC, and BCA’s Advocacy Team also work hard to help elect candidates who share the vision for Alabama’s economic future, are committed to strengthening the state’s free enterprise system, and will work to build a pro-growth environment in Alabama.

It is BCA’s member companies that develop and drive our actions in the legislative arena and at the ballot box, promoting those agendas through the organization’s far-reaching grassroots network and committee structure.

BCA supports policies that will further economic growth, help create new and better jobs, and enhance the quality of life for Alabama families. Just as vigorously, BCA consistently opposes policies that impede economic growth and destroy opportunity for Alabama workers.

BCA keeps the business community of Alabama well-informed on all business and political issues that stand to impact their business.
BCA MEMBERSHIP

The Business Council of Alabama (BCA) is Alabama’s state chamber of commerce. BCA proudly represents the interests and concerns of over 1 million working Alabamians through its member companies and its partnership with the Chamber of Commerce Association of Alabama (CCAA). In a survey by the U.S. Chamber of Commerce, BCA had the highest market penetration and member retention rate among state chambers and business councils nationwide.

More than three-fourths of BCA’s members are small businesses, with Alabama manufacturers comprising the largest segment of our membership. As a result of that representation, BCA is Alabama’s exclusive representative of the National Association of Manufacturers (NAM), the nation’s largest industrial trade association. BCA is also the official representative in Alabama of the U.S. Chamber of Commerce. As Alabama’s exclusive affiliate to each of these prestigious national organizations, BCA has the unique opportunity to help form policies at the federal level and to actively engage on federal proposals that stand to impact Alabama business and industry. Thanks to our strong and growing membership, BCA is Alabama’s foremost voice for business and industry.
BCA PAST CHAIRMEN

2021  Gary Smith
      PowerSouth Energy Cooperative

2020  John Mazyck
      The Frazer Lanier Company

2019  Mark Crosswhite
      Alabama Power Company

2018  Perry Hand
      Volkert, Inc.

2017  Jeff Coleman
      Coleman Worldwide Moving

2016  Tommy Lee
      Vulcan, Inc.

2015  Marty Abroms
      Abroms & Associates

2014  Fred McCallum
      AT&T Alabama

2013  Carl Jamison
      JamisonMoneyFarmer PC

2012  Terry Kellogg
      Blue Cross Blue Shield of Alabama

2011  William W. Brooke
      Venture Capital – Harbert Management Corporation

2010  Sandy Stimpson
      Scotch Gulf Lumber Company, LLC

2009  Phil Dotts
      Public FA Inc.

2008  David Muhlendorf
      Paper and Chemical Supply Company

2007  Carol Gordy
      Natural Decorations, Inc.

2006  Tom Hamby
      Bellsouth – Alabama

2005  Johnny Johns
      Protective Life Corporation

2004  C. Charles Nailen, Jr.
      BBG Specialty Foods, Inc./Taco Bell

2003  Mike Thompson
      Thompson Tractor Company, Inc.

2002  Mike Warren
      Energen Corporation

2001  T. Keith King
      Volkert & Associates, Inc.
## BCA PAST CHAIRMEN

<table>
<thead>
<tr>
<th>Year</th>
<th>Chairperson</th>
<th>Company/Title</th>
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<tbody>
<tr>
<td>1999</td>
<td>J. Ab Conner</td>
<td>Conner Brothers Construction Company, Inc.</td>
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<td>1998</td>
<td>D. Paul Jones</td>
<td>Compass Bancshares Inc.</td>
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<td>1997</td>
<td>Van L. Richey</td>
<td>American Cast Iron Pipe Company</td>
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<td>1996</td>
<td>Robert “Bubba” Lee</td>
<td>Vulcan, Inc.</td>
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<td>1995</td>
<td>Rex J. Lysinger</td>
<td>Energen Corporation</td>
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<tr>
<td>1994</td>
<td>Frank McRight</td>
<td>McRight, Jackson, Dorman, Myrick &amp; Moore</td>
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<tr>
<td>1993</td>
<td>Elmer B. Harris</td>
<td>Alabama Power Company</td>
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<td>1992</td>
<td>Robert W. Hager</td>
<td>The Boeing Company</td>
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<tr>
<td>1991</td>
<td>Dr. Peter Mannsfeld</td>
<td>Degussa Corporation</td>
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<td>1990</td>
<td>Harry B. Brock, Jr.</td>
<td>Central Bank of the South</td>
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<tr>
<td>1989</td>
<td>Winton M. Blount III</td>
<td>Blount Taxpayers Bill of Rights Holdings, LLC</td>
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<tr>
<td>1987</td>
<td>Frank Mason</td>
<td>Mason Corporation</td>
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<tr>
<td>1986</td>
<td>Dick Dickson</td>
<td>Russell Corporation</td>
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ARTICLE I
Name

The name of this organization shall be Business Council of Alabama.

ARTICLE II
Purposes and Objectives

2.1 The purposes for which BUSINESS COUNCIL OF ALABAMA ("Council") is organized are as follows:

(a) To promote the general welfare of the State of Alabama and its citizens by advancing the educational, civic, social, commercial and economic interests of Alabama;

(b) To encourage the development and retention of existing industry, agriculture, commerce and recreational pursuits in Alabama;

(c) To promote and encourage the establishment of new industries as well as agriculture, commercial and recreational pursuits in Alabama;

(d) To identify and define governmental, educational, industrial, and other types of problems affecting Alabama business and industry, to encourage cooperative action to address these problems and to act as a united spokesman for business and industry on matters of national and statewide interest;

(e) To maintain and promote the integrity and efficiency of the free enterprise system by encouraging responsible actions by business and industries and by discovering and correcting any abuses;
(f) To cooperate in bringing about a more equitable and efficient governmental administration through the gathering and dissemination of factual information and by encouraging a wider interest in governmental affairs;

(g) To promote fair and friendly relations between employer and employee and a closer relationship between agriculture, education, business and industry;

(h) To engage in research, answer inquiries, conduct referenda, maintain records and publicize through all available media the findings and recommendations of this organization so as to enhance public understanding of issues affecting business and industry;

(i) To own, buy, sell, mortgage, lease or rent to or from others, hold, occupy, use, improve, develop, exchange, and make any lawful contract pertaining to property of all kinds, real, personal and mixed, wherever located;

(j) To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association or corporation, town, city, county, body politic, territory, government or colony or dependency thereof;

(k) To do all things within the scope of United States Code, Title 26, Section 501(c)(6) having to do with corporations not organized for profit and no part of the net earnings of which inure to the net profit of any Member or individual; and
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To undertake and engage in all affairs necessary or appropriate to the consummation of the foregoing purpose for which this corporation is created.

2.2 BUSINESS COUNCIL OF ALABAMA shall have all powers now or hereafter conferred on a non-profit corporation under the Alabama Non-Profit Corporation Act and other laws of the State of Alabama.

ARTICLE III
Membership

3.1 QUALIFICATIONS: The membership shall consist of individuals, firms, organizations, or corporations who are interested in the objectives of the Council and whose applications for membership are approved by the Executive Committee. Categories of membership may be prescribed from time to time by the Executive Committee. Each applicant whose membership is approved shall herein be referred to as Member. Membership is not transferable or assignable without approval of the Executive Committee.

3.2 SUSPENSION, RESIGNATION AND TERMINATION: Any Member of the Council may be suspended by two-thirds vote of the Executive Committee. Any Member may resign by filing a written resignation with the President, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges thereto accrued and unpaid, nor shall such Member be entitled to any refund of dues paid. The membership of any Member who shall be in default in the payment of dues for the period fixed in these bylaws may be terminated by the Executive Committee.
3.3 DUES: The dues for membership shall be prescribed from time to time by the Executive Committee. When any Member shall be in default in the payment of dues for a period of three (3) months, the Member’s membership shall be terminated.

3.4 VOTING: All Members in good standing shall have the right and privilege to vote at meetings of the Members. All questions and elections of the Members shall be determined by a majority vote of the Members in attendance at any meeting, except as may otherwise be provided by law or in these By-Laws. Each Member shall have one (1) vote at any regular or special meeting of the members.

3.5 MEMBER SUPPORT LEVELS: Each Member of the Council shall be identified as either Class A or Class B. The members in each Class shall be responsible for electing the representatives of such Class to the Executive Committee in the manner described herein. For 2018, Class B Members must commit to contribute at least $100,000 in support to the Council during that Fiscal Year. All other Members will be Class A Members. For Fiscal Years following 2018, the Executive Committee shall establish the Member support level required of Class B Members for an upcoming fiscal year. Dues and sponsorships payable to the Council, exclusive of political contributions to any political action committee affiliated with the Council, will be included in the financial support threshold for Class B Members.

ARTICLE IV
Meetings of the Membership

4.1 MEETINGS: The Members shall meet at least once per Fiscal Year, as defined herein.
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4.2 SPECIAL MEETINGS: Special meetings may be called by or at the direction of the Chairman, the Executive Committee, the Board, or by ten percent (10%) of the Members.

4.3 LOCATION AND TIME: The Annual Meeting of the Members shall be held in Alabama during the last calendar quarter of each Fiscal Year at such times as shall be fixed by the Executive Committee or the Board of Directors.

4.4 NOTICE: Any meeting of the Members shall be called by or at the direction of the Chairman, the Executive Committee, or the Board with at least twenty (20) days advance notice to each Member specifying the place, day, and hour of the meeting. If the meeting is a special meeting, the notice shall also state the purpose of the meeting.

4.5 QUORUM: Fifty (50) Members present at the beginning of the meeting shall constitute a quorum.

4.6 WAIVER: Any Member may waive notice of any meeting by written waiver of such Member before, at, or after such meeting.

ARTICLE V
Board of Directors

5.1 POWERS: The Board of Directors (herein referred to as the “Board”) shall have the general management of the Council. The Board shall have the power to carry on and oversee the affairs of the Council and in doing so may establish policy; elect and appoint the officers of the Council; employ all such employees as shall be necessary for the conduct of the affairs of the Council; may prescribe the duties of such person; and may dismiss any appointed officer or agent without previous notice subject to any contractual obligations of the Council. The Board may adopt such rules and reg-
ulations for the conduct of their meetings and the general management of the Council as they may deem proper by resolution or otherwise.

5.2 NUMBER AND QUALIFICATIONS: The Board shall consist of not less than sixty (60) members elected by the Membership at its Annual Meeting. Council Districts shall be prescribed by the Board. Each Council district shall be allocated a number of Directors in direct proportion to the number of Members in a district to the total membership of the Council. In addition, there may be At Large members of the Board Directors whose number shall be prescribed from time to time by the Board, but no more than ten (10). The Executive Committee shall have the option of appointing up to four (4) additional representatives from a public institution of higher education to serve as ex-officio members of the Board for a one-year term that coincides with the Fiscal Year term of the appointing Executive Committee. The chairperson of the Government Affairs Committee shall serve as an ex-officio member of the Board. Each Member that commits to contribute to the Council in dues and sponsorships an amount sufficient to be a Class B Member under Section 3.5 shall be entitled to appoint a representative as a Board member.

5.3 ELECTION: The election of the Board shall be held at the Annual Meeting of the membership. A representative of any active Member of the Council in good standing may be placed in nomination by either the report of the Nominating Committee or by petition signed by twenty percent (20%) of the Members within his or her district, provided the petition is received by the President and Chairman of the Board at least thirty (30) days prior to the election. Directors may be elected by the Members of the Council for a term of office of one (1), two (2), or three (3) years. Directors shall be eligible for re-election.
5.4 TERM: The term for a Director shall be the twelve-month Fiscal Year following the election or appointment unless otherwise stated on the ballot and until a successor is duly elected and qualified or until his or her earlier resignation, death, or disqualification. If the term of office is for two (2) or three (3) years, the ballot shall so state and upon election by the Membership, the term of the Director shall be extended to include the additional twelve-month Fiscal Year(s).

5.5 MEETINGS: The Board shall meet at least twice per Fiscal Year, as defined herein, at such place or places as may be determined by the Chairman or the Executive Committee.

5.6 SPECIAL MEETINGS: Special meetings may be called by the Chairman, the Executive Committee, or by twenty percent (20%) of the members of the Board.

5.7 QUORUM: Twenty (20) Directors, but in no event less than 1/3 of the Board, present at the beginning of the meeting shall constitute a quorum.

5.8 NOTICE: Any meeting of the Board shall be called with at least seven (7) days advance notice to each member of the Board specifying the place, day, and hour of the meeting. To the extent permitted by law, meetings may be held by conference telephone call or by like means. If the meeting is a special meeting, the notice shall also state the purpose of the meeting.

5.9 WAIVER: Any Director may waive notice of any meeting of the Board by written waiver of such Director before, at, or after such meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting.
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5.10 VOTING: All members of the Board in good standing shall have the right and privilege to vote at meetings of the Board or to designate a proxy, in writing, to the President no later than twenty-four (24) hours in advance of such meeting. All questions and elections shall be determined by a majority vote of the Directors in attendance at any meeting, except as may otherwise be provided in these By-Laws.

5.11 CONSENT: Any action which may be taken by the Board at a meeting may be taken without a meeting if a written consent setting forth the action so taken is signed by all of the Directors. Such consent shall have the effect as a unanimous vote, and the signature of a Director thereon shall constitute a waiver of notice under Section 5.4.

5.12 COMPENSATION: Members of the Board shall receive no compensation for their services.

5.13 VACANCY: Vacancies on the Board shall be filled by a nomination from the Nominating Committee and approved by the Board. Any person appointed to fill the unexpired term of a Director shall serve only for the unexpired portion of the term.

ARTICLE VI
Officers

6.1 ELECTED OFFICERS: The Board shall annually elect from their number the following officers: a Chairman of the Board, a 1st Vice Chairman, and a 2nd Vice Chairman (collectively referred to herein as the “Elected Officers”).
6.2 APPOINTED OFFICERS: The Board shall appoint the following other officers: a President, Secretary, Treasurer, and General Counsel (collectively referred to herein as the “Appointed Officers”).

6.3 ELECTION AND APPOINTMENT: During the last calendar quarter of each Fiscal Year at such times as shall be fixed by the Board, the Board shall hold a meeting (the “Board’s Annual Meeting”) for the purpose of electing and appointing officers and taking such other actions as may be appropriate at that time. At the Board’s Annual Meeting, the Nominating Committee shall make a report recommending a Chairman of the Board, a 1st Vice Chairman, a 2nd Vice Chairman, President, Secretary, Treasurer, General Counsel, and a District Chairman for each District. Thereafter, the President shall report to the Board any nominations for officers made by written petition signed by twenty percent (20%) of the Board, provided the petition is received by the President and Chairman at least five (5) days prior to the election. The election and appointment of the officers shall be by a show of hands counted by the Chairman.

6.4 COMPENSATION: The salaries and other compensation of all officers, agents, and employees of the Council shall be fixed by the Executive Committee.

6.5 TERM OF OFFICE: The term for an Elected Officer and Appointed Officer shall be the twelve-month Fiscal Year following the election, unless otherwise provided by contractual obligations of the Council, and until a successor is duly elected and qualified or until his earlier resignation, death, or disqualification. Any vacancy occurring in any office of the Council shall be filled by the Board upon a recommendation by the Nominating Committee. No provision in these By-Laws shall be deemed to change the at-will employ-
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ment status of any paid officer or employee of the Council.

6.6 REMOVAL: Any officer elected or appointed by the Board may be removed at any time with or without cause by majority vote of the Board.

6.7 DUTIES: Each officer shall respect the confidentiality of Member proprietary information and Member non-public information. Each officer shall have the duties usual and customary to his or her office or as hereafter set by resolution of the Board or at the direction of the Executive Committee, including, but not limited to, the following:

- (a) Chairman of the Board: The Chairman (herein referred to as the “Chairman”) shall preside at meetings of the Executive Committee, the Board of Directors, and the Council.

- (b) 1st Vice Chairman: The 1st Vice Chairman of the Board shall assist the Chairman in matters pertaining to the Council and coordinate activities of the committees as directed by the Executive Committee. He or she shall act in the absence or during the disability of the Chairman and shall perform duties as authorized by the Executive Committee.

- (c) 2nd Vice Chairman: The 2nd Vice Chairman of the Board shall assist the Chairman and 1st Vice Chairman in matters pertaining to the Council as directed by the Executive Committee. He or she shall act in the absence or during the disability of the 1st Vice Chairman and shall perform duties as authorized by the Executive Committee.

- (d) Treasurer: The Treasurer shall oversee the finances of the Council in conjunction with the President and render a financial state-
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...ment of the Council to the Board, the Annual Meeting of the Members, and the Executive Committee at any regular meeting.

(e) President: The Board shall employ a full-time President. Terms of the President’s employment shall be established by the Executive Committee. The President shall be the Chief Executive Officer of the Council with responsibility for the day-to-day management and direction of the officers of all operations of the Council. With the Board as ultimate authority, the Executive Committee shall oversee the President’s activities. The President shall direct all activities and operations of the Council in furtherance of the policies and objectives set by the Board. The President shall provide regular reports of those activities to the Executive Committee.

(f) Secretary: The Secretary shall be responsible for the keeping of the minutes and records of the Board, Executive Committee, Finance Committee, and any other membership meeting or any other Committee created by the Board or the Executive Committee. The Secretary shall be responsible for providing notice of the meetings of the Council, the Board, and all Committees, and ensuring that regular reports of the President are made to the Executive Committee and reports of the Chairman are made to the Executive Committee and the Board. The Secretary shall record the date on which any individual, firm, organization, corporation, or entity becomes a new Member. The Secretary shall also be responsible for advising Members who have not paid their dues that they are no longer entitled to vote at any meeting of the Council or the Board.
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6.8 QUALIFICATIONS: Prior service to the Council as an officer or in other Council offices shall be a consideration of the Nominating Committee in nominating officers. Each officer shall have the qualifications usual and customary to his or her office or as hereafter set by resolution of the Board, including, but not limited to, the following:

(a) Chairman of the Board: The Chairman shall be the chief executive officer or president of his or her respective company unless a majority of the Executive Committee waives such requirement. The Chairman shall be in good standing and be a member of the Board.

(b) 1st Vice Chairman: The 1st Vice Chairman shall be the chief executive officer or president of his or her respective company unless a majority of the Executive Committee waives such requirement. The 1st Vice Chairman shall be in good standing and be a member of the Board.

(c) 2nd Vice Chairman: The 2nd Vice Chairman shall be the chief executive officer or president of his or her respective company unless a majority of the Executive Committee waives such requirement. The 2nd Vice Chairman shall be in good standing and be a member of the Board.

(d) Treasurer: The Treasurer shall be in good standing and be a member of the Board.

6.9 DISTRICT CHAIRMAN: The Board shall also appoint a District Chairman for each District prescribed by the Board pursuant to Section 5.2 at the Board’s Annual Meeting. Each District Chairman shall be available to meet with and make recommendations to the Executive Committee at the Executive Committee’s request and to otherwise
serve in an advisory capacity to the Executive Committee at the Executive Committee’s request.

ARTICLE VII
Standing Committees

7.1 STANDING COMMITTEES: The standing committees of the Council shall be the Executive Committee, Finance Committee, Nominating Committee, Ethics and Standards of Conduct Committee, and Government Affairs Committee.

7.2 DUTIES AND MEMBERS OF COMMITTEES: Each standing committee shall have the duties usual and customary to the committee or as hereafter set by resolution of the Board. Those include, but are not limited to, the duties set forth in these By-Laws.

7.3 EXECUTIVE COMMITTEE: The Executive Committee shall be chaired by the Chairman of the Board. The Executive Committee shall have and exercise all powers of the Board in management of the property and business of the Council when necessary between Board meetings. The Executive Committee shall meet at least once per quarter upon notice from the Chairman or at least twenty percent (20%) of the Executive Committee. The Executive Committee shall keep minutes of its meetings and submit a report of its activities to the Board at each regular meeting. Actions taken by the Executive Committee shall be subject to ratification by the Board where provided for in these By-Laws or to the extent required by Chapter 3 of Title 10A of the Alabama Code concerning nonprofit corporations.
(a) The Executive Committee shall consist of eleven (11) voting members who shall also be Board members. Each shall have one vote at any regular or special meeting of the Executive Committee. The Executive Committee shall be comprised as follows:

(i) Five (5) representatives of Class A Members elected by the Board members who represent Class A Members.

(ii) Five (5) representatives of Class B Members elected by the Board members who represent Class B Members. One or more Board members representing Class A Members may be elected as one or more of the five (5) representatives of Class B Members on the Executive Committee by the Board members who represent Class B Members if there are less than five (5) Class B Members or to the extent that the Class B representatives on the Nominating Committee so nominate the Board member(s) representing Class A Member(s) to the Executive Committee as representative(s) for Class B Members.

(iii) The Chairman of the Board of Trustees of the Alabama Self-Insured Worker’s Compensation Fund or a Trustee designated by the Board of Trustees of the Alabama Self-Insured Worker’s Compensation Fund.

The three Elected Officers shall be ex-officio voting members of the Executive Committee. The number of seats on the Executive Committee from each Class (as provided in subsection (a) (i) and (a)(ii)) shall be reduced by the
number of Elected Officers who represent Members of that class. In this manner, the seats on the Executive Committee shall be balanced between Class A Members and Class B Members.

(b) The election of the members of the Executive Committee shall be held at the Board’s Annual Meeting. Any member of the Board may be placed in nomination for election to the Executive Committee by either the report of the Nominating Committee or by petition signed by twenty percent (20%) of the Board members within his or her Member Class, provided the petition is received by the President and Chairman at least thirty (30) days prior to the election. The term for members of the Executive Committee shall be the twelve-month Fiscal Year following their election unless otherwise stated on the ballot presented to the Board members within his or her Member class and until a successor is duly elected and qualified or until his or her earlier resignation, death, or disqualification. If the term of office is for two (2) years, the ballot shall so state and upon election by the Board members within his or her Member class, the term of the member of the Executive Committee shall be extended to include the additional twelve-month Fiscal Year. Members of the Executive Committee shall be eligible for re-election.

(c) Each of the following persons shall serve in an ex-officio capacity and be non-voting members of the Executive Committee: President, General Counsel, Secretary, and Treasurer.

(d) The President may be asked to leave any Executive Committee meeting in which his
or her performance or compensation is being discussed or if the Executive Committee goes into executive session for any other reason.

(e) Except as provided for in these By-Laws, the Executive Committee shall nominate members of all committees for approval by the Board. The Executive Committee may recommend the creation or abolition of committees (except the standing committees created by these By-Laws) for action of the Board. The Executive Committee shall appoint one of its members to serve as a liaison to the other standing committees.

(f) The Executive Committee shall nominate the officers and board members of any political action committee affiliated with the Council for approval by the Board. The board of any such political action committee shall include, among others, the chair of each regional advisory committee established pursuant to the political action committee’s bylaws as well as a representative of the Alabama Self-Insured Worker’s Compensation Fund designated by its Board of Trustees. The Executive Committee shall develop proposals for conforming revisions to the bylaws of any such political action committee for appropriate approvals and shall retain oversight of any such political action committee in order to ensure compliance with applicable requirements.

(g) Vacancies on the Executive Committee shall be filled by a nomination from the Nominating Committee and approved by members of the Board representing members in the Class in which the vacancy on the Executive Committee exists.
7.4 FINANCE COMMITTEE: The Finance Committee shall be chaired by a member of that Committee selected from among the members of the Finance Committee (herein referred to as the “Finance Committee Chair”). The Finance Committee shall recommend an annual budget. The Finance Committee shall approve any recommendation of the President regarding investments of reserves. Recommendations from the Finance Committee shall be made to the Executive Committee.

(a) The Finance Committee shall consist of the following persons:

(i) Voting members of the Finance Committee: Each of the following persons shall have one vote at any regular or special meeting of the Finance Committee: Chairman of the Board, 1st Vice Chairman, 2nd Vice Chairman, and two (2) members of the Executive Committee appointed by the Executive Committee.

(ii) Non-Voting members of the Finance Committee: Each of the following persons shall serve in an ex-officio capacity and be non-voting members of the Finance Committee: Secretary, Treasurer, and President.

7.5 NOMINATING COMMITTEE: The Executive Committee shall also serve as the Nominating Committee and fulfill these duties in the manner set forth in these By-Laws and as may be further provided for by resolution.

(a) The Nominating Committee shall recommend to the Board qualified representatives of Members to fill vacancies on the Board. The Nominating Committee shall make an
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annual report, with recommendations to fill upcoming expiring terms on the Board, to the Board at least thirty (30) days before the Annual Meeting. The Council shall mail or transmit official ballots showing all nominations to all Members at least ten (10) days prior to the Annual Meeting.

(b) The Nominating Committee shall make an annual report with recommendations for a slate of candidates to hold each office to the Board for presentation and election or appointment by the Board at the Board’s Annual Meeting.

(c) The Nominating Committee shall also make an annual report for presentation and election at the Board’s Annual Meeting with recommendations for a slate of members of the Executive Committee to fill upcoming expiring terms on the Executive Committee. Nominees for the Executive Committee shall also be nominees for the Board.

(d) To the extent a search process is needed for any office or compensated position of the Council, the Nominating Committee shall serve as the search committee for that office or position and shall oversee the search process.

7.6 ETHICS AND STANDARDS OF CONDUCT COMMITTEE: The Ethics and Standards of Conduct Committee shall be chaired by a member of that Committee selected from among the members of the Ethics and Standards of Conduct Committee (herein referred to as the “Ethics and Standards of Conduct Committee Chair”). The Ethics and Standards of Conduct Committee shall recommend procedures and policies to the Executive Committee that fosters ethical conduct and compliance with the By-Laws, laws
on ethics (including the Alabama Ethics Act), and applicable laws relating to fiduciary and non-fiduciary members and employees. The Ethics and Standards of Conduct Committee shall provide annual notification to each director and officer explaining their fiduciary status with the Council, any ethical standards and policies, and the role of the Ethics and Standards of Conduct Committee. The Ethics and Standards of Conduct Committee shall inform directors and officers of the requirement to sign an annual disclosure statement regarding conflicts of interest. The Ethics and Standards of Conduct Committee shall provide periodic written report to the Executive Committee and/or the Board on ethical matters relating to the Council when desired by the Ethics and Standards of Conduct Committee. The Ethics and Standards of Conduct Committee shall appoint a Special Advisor to the Committee. The Special Advisor to the Committee shall be a person with significant experience in business, government, politics, and the law and may be a member or non-member of the Council.

(a) The Ethics and Standards of Conduct Committee shall consist of the following persons:

(i) Voting members of the Ethics and Standards of Conduct Committee: Each of the following persons shall have one vote at any regular or special meeting of the Ethics and Standards of Conduct Committee: General Counsel, four non-officer members of the Executive Committee appointed by the Board upon a recommendation of the Nominating Committee, and two non-officer and non-Executive Committee members of the Board appointed by the Board upon a recommendation of the Nominating Committee.
(ii) Non-Voting members of the Ethics and Standards of Conduct Committee: Each of the following persons shall serve in an ex-officio capacity and be non-voting members of the Ethics and Standards of Conduct Committee: The Special Advisor to the Ethics and Standards of Conduct Committee.

(b) All non-officer members of the Ethics and Standards of Conduct Committee shall serve one-year terms, not to exceed three (3) consecutive terms.

(c) The Ethics and Standards of Conduct Committee shall establish policies and requirements, subject to the Executive Committee approval and Board ratification, to prevent the unauthorized disclosure or publication of proprietary or non-public Member information by any Council officer, Executive Committee member, director, employee, agent, or vendor. Under any such policy, the consequences for any violation of such policies shall include, but need not be limited to, termination of the person’s position and/or contract with the Council.

7.7 QUORUM: For purposes of committee meetings, a quorum shall consist of at least fifty percent plus one member of the voting members of the committees. The action of a majority of the voting committee members present at any meeting at which a quorum is present shall be the action of the committee.

7.8 GENERAL: All other committees established by the Council shall meet as needed to accomplish the responsibilities assigned to the Committee. In order to ensure maximum participation, any Committee meeting may be held via teleconference, and the Chairman of the Committee shall
determine the presence of a quorum for the conducting of business of the Committee.

**ARTICLE VIII**

**Indemnification**

8.1 The Council shall indemnify the Elected Officers and Appointed Officers and members of the Board of the Council to the maximum extent permitted by law. Any Council indemnification may be limited in the event of a violation of the Ethics and Standards of Conduct Committee requirements including, without limitation, the requirements of Section 7.6(c).

8.2 ADDITIONAL INDEMNITY: Additionally, the Council shall indemnify any person who is or was a party or who is threatened to be made a party to any threatened, pending, or completed claim, action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative by reason that he is or was an officer or Director of the Council or that he is or was serving at the request of the Council as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys’ fees), judgments, costs, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such claim, action, lawsuit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Council, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful. Determination of any claim, action, lawsuit, proceeding, or prosecution by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in or not opposed
FACTS ABOUT BCA

to the best interests of the Council, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful; except that no indemnification shall be made with respect at any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Council unless, and only to the extent that, a court of equity or the court in which such claim, action, lawsuit, or proceeding was brought shall determine upon application that, despite the adjudication of liability, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of equity or other court shall deem proper.

8.3 ADVANCEMENT: Expenses, including, but not limited to, attorney’s fees, incurred in defending a civil or criminal claim, action, lawsuit, or proceeding may be paid by the Council in advance of the final disposition of such claim, action, lawsuit or proceeding upon receipt of an undertaking by or on behalf of the officer or Director to repay such amount if and only to the extent that it shall ultimately be determined that he is not entitled to be indemnified by the Council.

8.4 NONEXCLUSIVE NATURE: Indemnification provided by these By-Laws shall not be exclusive of any other rights to which those indemnified may be otherwise entitled under any statute, rule of law, provision of articles of reincorporation or bylaws, agreement, vote of disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity, while holding such office, and shall continue as to a person who has ceased to be an officer or Director and shall inure to the benefit of his personal representatives, legatees, distributees, heirs, next-of-kin, successors, and assigns. If such other provisions provide broader rights of
BCA BY-LAWS

indemnification than these By-Laws, such other provisions shall control and take precedence.

8.5 INSURANCE: The Council shall have power to purchase and maintain insurance on behalf of any person who is or was an officer, Director, employee or agent of the Council or is or was serving at the request of the Council as a Director, partner, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Council would have the power to indemnify him against such liability under the provisions of these By-Laws.

ARTICLE IX
Records and Financial Reports

9.1 MINUTE BOOK: The Council shall keep and maintain a minute book containing the articles of incorporation, bylaws, minutes of the meetings of the Board and committees, and other pertinent records of the Council.

9.2 RECORDS OF TRANSACTIONS: The Council shall maintain at the principal office of the Council correct and complete records of all transactions of the Council and the minute book, or copies thereof.

9.3 ACCOUNTING: The President, in conjunction with the Treasurer, shall present a balance sheet and statement of receipts and disbursements to the Executive Committee at their quarterly meeting. The Executive Committee shall also have the authority to require vouchers and receipts supporting all expenditures.

9.4 BUDGET: The President shall annually submit for approval a budget to the Finance Committee.
9.5 AUDIT: Financial accounts and records of the Council shall be audited at the end of each Fiscal Year in such manner as shall be satisfactory to the Board.

ARTICLE X
General Policies

10.1 FISCAL YEAR: The Council’s Fiscal Year shall begin January 1 and end on December 31.

10.2 GOOD STANDING: Dues shall be due and payable in advance for each fiscal year. Should any Member fail or refuse to pay the dues within ninety (90) days after they become due and payable, he shall cease to be a Member in good standing of the Council and shall not be entitled to vote to any meeting of the Board.

ARTICLE XI
Amendments

11.1 GENERAL METHOD OF AMENDMENT: These By-Laws may be amended by three-fourths (3/4) of the Members present at a general membership meeting, provided that notice of the amendment shall be given at least twenty (20) days in advance of said meeting. The By-Laws may also be amended by three-fourth (3/4) vote of the Directors present at a regular or special Board meeting, provided that notice of the amendment has been provided to the members of the Board at least twenty (20) days in advance of the meeting.
11.2 TRANSITION PROVISION:

(a) Upon the adoption of these 2018 Amended and Restated By-Laws, the Board shall have the power to elect, and shall elect, additional Board members and a new Executive Committee which meets the requirements of Section 7.3(a). The Board shall elect such persons from slates of candidates provided to the Board in conjunction with its consideration of these 2018 Amended and Restated By-Laws for adoption. The Nominating Committee in office prior to the adoption of these 2018 Amended and Restated By-Laws shall have no role in the foregoing.

(b) The resulting Board and Executive Committee shall serve until the conclusion of the 2018 Fiscal Year. Notwithstanding Section 7.3, for the 2018 Fiscal Year the resulting Executive Committee shall elect from among its members its own Chair to serve until the conclusion of the 2018 Fiscal Year and until a new Board Chairman has been elected and qualified. The resulting Executive Committee shall also elect from among its members a Vice Chair. This Vice Chair shall not be from the same Member Class as the Chair.

(c) The dues for the 2018 Fiscal Year for Members whose representatives are elected to the Board pursuant to this Section 11.2 shall be due and payable by 30 days of such elections. For Members supporting the Council as Class B Members whose representatives are elected to the Board and Executive Committee pursuant to this Section 11.2, the amount of support they provide to the Council pursuant to this Section 11.2 will be sufficient to satisfy the Class B Member support level
for the 2018 Fiscal Year established under Section 3.5.

(d) The election by the Board of a Member’s representative to the Board under this Section 11.2 shall be deemed to be approval of a Council membership application for such Member for purposes of satisfying Section 3.1 and a determination that such Member is in good standing.

ARTICLE XII
Notices

Whenever the provisions of these By-Laws or the laws of the State of Alabama require notice to be given to any Director or Member, notice shall be given by personal delivery, or by depositing the same in the United States mail, postage prepaid, addressed to such Director or Member at his address as it appears in the records of the Council. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail. To the extent permitted by law, notice may be provided by electronic mail. Any Director may waive any notice required to be given by law, the articles of incorporation, or these By-Laws.
BCA BOARD OFFICERS

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KMS

FIRST VICE CHAIRMAN
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Cooper/T. Smith Corporation

SECOND VICE CHAIRMAN
John Turner
Regions Financial Corporation

BCA GENERAL COUNSEL
James M Proctor, II
McWane, Inc.
BCA BOARD OFFICERS

BCA SECRETARY
Charisse Stokes
Tidal IT Solutions

BCA TREASURER
Gary Smith
PowerSouth Energy Cooperative

INTERIM EXECUTIVE DIRECTOR
Robin Stone
Business Council of Alabama
BCA EXECUTIVE COMMITTEE

Amy Niesen  
Land Title Company of Alabama

Rey Almodovar  
Intuitive Research and Technology Corporation

Angus Cooper, III  
Cooper/T. Smith Corporation

Mike Kemp  
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BCA EXECUTIVE COMMITTEE

Tom Hand
Volkert, Inc.

Kevin Savoy
Great Southern Wood Preserving

Mark Crosswhite
Alabama Power Company

Mark Drew
Protective Life Corporation
BCA EXECUTIVE COMMITTEE

Stephanie Bryan
Poarch Band of Creek Indians

John Turner
Regions Financial Corporation

Tim Vines
Blue Cross and Blue Shield of Alabama
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Radiance Technologies, Inc.

Robbie Baker
Hancock Whitney Bank

Mike Bartell
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Fred Blackwell Roofing

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DSI Security Services

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Laura Grill
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Drummond Co., Inc.

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Austal USA

Heather New
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Mercedez-Benz

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Alabama Self-Insured Worker’s Comp. Fund

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The Chamber of Commerce of West AL

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Parker Towing Company

Nanda Patel
Summit Investments Group of Gadsden

Lauren Pelto
TVA DBA: Tennessee Valley Authority

Paige Plash
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Jordan Plaster
Plaster, Scarvey and Associates | Ameriprise Financial

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Jim Proctor
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JP Morgan Chase

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Anheuser Busch Co.

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Adam Reeves
ECM Consulting

Gary Smith
PowerSouth Energy Cooperative

Suzanne Respess
Children’s of Alabama

Zeke Smith
Alabama Power Company

Rick Roden
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Huntsville Hospital

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Spire

Robin Stone
Business Council of Alabama

Clay Ryan
University of Alabama System

Charisse Stokes
TechMGM

Suzanne Respess
Children’s of Alabama

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River Bank and Trust

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Pike County Chamber of Commerce

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Great Southern Wood Preserving

Daryl Taylor
Airbus Americas

Keela Seawright
Medical Place, Inc.

Thomas Treadwell
MOBIS Alabama, LLC

Scott Shambarger
The Highland Group, LLC

John Turner
Regions Financial Corporation

Dawn Sharff
Bradley Arant Boult Cummings LLP

U

Tim Vines
BlueCross BlueShield of Alabama

V
BCA BOARD OF DIRECTORS

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Bestor Ward
Ward Properties

Donna Watts
South Baldwin Chamber of Commerce

Wade Weaver
Valley Budweiser, Inc.

Phil Webb
Webb Concrete and Building Materials

Paul Wellborn
Wellborn Cabinets

Carter Wells
HudsonAlpha Institute for Biotechnology

Jared White
Auburn University

Alvin Williams
University of South Alabama

Nick Willis
PNC Bank

Will Wilson
Jim Wilson and Associates

Jeremy Wootten
HomTex, Inc.

D’Andre Wright
Warrior Met Coal

X

Y

Morri Yancy
Lake Guntersville Chamber of Commerce
The Business Council of Alabama (BCA) has ten policy committees that bring together diverse professional experience on issues of importance to business. Each committee provides excellent opportunities for participants to share information and coordinate their pro-business efforts for maximum effectiveness. Members are encouraged to participate on any committee and attend the corresponding meeting during BCA’s Committee Day held in the fall. These meetings allow committee members to help shape the following year’s BCA State Legislative Agenda.

BCA Committee Chairs and Vice Chairs:

**GOVERNMENTAL AFFAIRS**

Chair: Houston Smith – Alabama Power Company  
Vice Chair: Jason Isbell – Regions Financial Corporation

**EDUCATION AND WORKFORCE PREPAREDNESS**

Chair: Bob Powers – The Eufaula Agency, Inc.  
Vice Chair: Ronnie Boles – General & Automotive Machine Shop

**ENVIRONMENT & ENERGY**

Chair: Fred Blackwell – Fred Blackwell Roofing  
Vice Chair: Taylor Williams – PowerSouth Energy Cooperative
2021 BCA’S TEN POLICY COMMITTEES & LEADERSHIP

FEDERAL AFFAIRS
Chair: Rey Almodovar – Intuitive Research and Technology Corp.
Vice Chair: Suzanne Respess – Children’s of Alabama

HEALTH
Chair: Owen Bailey – USA Health System
Vice Chair: Ted Hosp – Blue Cross and Blue Shield of Alabama

INNOVATION AND ENTREPRENEURSHIP
Chair: Miller Girvin – Economic Development & Partnership of Alabama
Vice Chair: R.B. Walker – Alabama Power Company

JUDICIAL AND LEGAL REFORM
Chair: Mark Drew – Protective Life Corporation
Vice Chair: Greg Butrus – Balch & Bingham LLP
2021 BCA’S TEN POLICY COMMITTEES & LEADERSHIP

LABOR AND EMPLOYMENT

Chair: Freda Bacon – AL Self-Insured Worker’s Comp. Fund
Vice Chair: Pete Cobb – Balch & Bingham LLP

SMALL BUSINESS

Chair: Rick Roden – Mountain Lakes Chamber of Commerce
Vice Chair: James Kemp – KMS

TAX AND FISCAL POLICY

Chair: Todd Hindsman – Barfield, Murphy, Shank & Smith
Vice Chair: Chris Grissom – Bradley
Legislative success happens when the right people are elected, and that’s what our political action is all about — electing candidates who understand the issues and are not afraid to step up and lead Alabama in the right direction. The Business Council of Alabama (BCA) and ProgressPAC remain committed to fighting for Alabama’s future by endorsing pro-jobs candidates who will help lead Alabama in the right direction.

Elections are a battle to ensure that a pro-business majority in the Legislature leads with a pro-jobs agenda and takes on the status quo to reform and improve all areas of government, and we need your help to win!

Well-funded special interest groups continue to fight to dismantle the free enterprise system and promote costly regulations, frivolous lawsuits, unfair labor laws, and more. ProgressPAC is our way to engage in this fight. Our efforts are possible because Alabama’s private-sector job creators continue to invest in ProgressPAC, BCA’s political action committee.
PROGRESS PAC RAC DISTRICTS

BCA’S ProgressPAC is comprised of a statewide board of directors and eight regional advisory committees that assess races in each region and make endorsement recommendations to the ProgressPAC board of directors.
PROGRESS PAC BOARD

Chairman
Kevin Savoy
Great Southern Wood

Vice Chairman
Mark Drew
Protective Life Corp.

Secretary
Robin Stone
Business Council of Alabama

Treasurer
Michelle Hopson
Business Council of Alabama

Executive Director
Drew Harrell
Business Council of Alabama

General Counsel
Greg Butrus
Balch & Bingham

RAC 1 Chair
Robbie Baker
Hancock Whitney Bank

RAC 2 Chair
Lindsay Carter
Abbeville Fiber

RAC 3 Chair
Carl Jamison
Jamison Money Farmer

RAC 4 Chair
Horace Horn
PowerSouth Energy

RAC 5 Chair
Wade Weaver
Valley Budweiser

RAC 6 Chair
Mary Pat Lawrence
Protective Life Corporation

RAC 7 Chair
Phil Webb
Webb Concrete & Building Materials

RAC 8 Chair
Dave King
Dynetics

General Board Members
Richard Amos
COLSA

Dick Anderson
Huron Valley Steel Corp.

Raymond Bell
Maynard Cooper

Fred Blackwell
Fred Blackwell & Assoc.

Greg Brown
B.R. Williams Trucking

Greg Butrus
Balch & Bingham

David Carroll
Hunt Refining Co.

Alan Clark
DSI Security

Michael Corrigan
The Boeing Company

Angus Cooper, III
Cooper/T. Smith Stevedoring

Jason Isbell
Regions Financial Corp.
PROGRESS PAC BOARD

Tom Hand
Volkert, Inc.

Ted Hosp
Blue Cross and Blue
Shield of Alabama

Wayne Hutchens
AT&T Alabama

Mike Kemp
KMS

Janet Kavinoky
Vulcan Materials

Richard Mullen
Drummond Co.

Tim Parker, III
Parker Towing

Jim Proctor
McWane, Inc

Gary Smith
PowerSouth Energy

Houston Smith
Alabama Power Co.

David Stewart
Bradley

Will Wilson
Jim Wilson & Associates

D’Andre Wright
Warrior Met Coal
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PREAMBLE

The Members of the Business Council of Alabama believe that in order to promote the maintenance of the free enterprise system, there should be an opportunity for widespread participation in the political process by Members of the Business Council of Alabama, their employees, and others who may wish to take part. In order to provide this opportunity, the Business Council of Alabama hereby establishes a separate, segregated fund to be known as Progress-PAC.

ARTICLE I
Name and Location

The name of this separate, segregated fund shall be ProgressPAC (hereinafter, the “PAC”) and its principal office shall be the same as the principal office of the Business Council of Alabama (hereinafter, the “BCA”).

ARTICLE II
Organization and Enabling Clause

2.1 Organization – The PAC shall be a voluntary committee operating as a separate, segregated fund of the BCA. The BCA may defray costs incurred in establishing and administering the PAC and in soliciting contributions to, and disbursing moneys from, the PAC.

2.2 Establishment and Affiliation – The PAC is established pursuant to the provisions of Ala. Code § 17-5-14.1. The PAC is not affiliated with any political party or with any specific candidate for election and may ex-
exercise all rights and authority provided by law in carrying out its stated purpose.

2.3 Separate, Segregated Fund – The PAC shall maintain all contributions to the PAC as a separate, segregated fund in a designated depository and all expenditures to, or in support of, any candidate shall be made by check drawn on such account, electronic transfer from such account, or credit card the balance of which is paid from such account and no other source.

ARTICLE III
Membership

3.1 PAC Member – A member of the PAC (a “PAC Member”) is: (i) a BCA Member in good standing, under Article III of the BCA By-Laws, who is an active and current financial contributor to, or supporter of, the PAC, and (ii) an employee of such a Member who is interested, and eligible to participate, in PAC activities.

3.2 Foreign National Involvement – Consistent with federal law, in no case will a business, organization, or person who is a foreign national under 52 U.S.C. § 30121 and 11 CFR § 110.20 be solicited, or make a contribution, to the PAC. A foreign national also may not serve: (i) on the PAC Board of Directors or a Regional Advisory Committee (“RAC”), (ii) as an officer or in any other leadership or decision-making role with the PAC, or (iii) as a proxy for a meeting of the PAC Board of Directors or a RAC.
ARTICLE IV
Purpose

The PAC is established to promote and facilitate the receipt of voluntary contributions from BCA Members and their employees who desire to participate in the support of various candidates for election to state and local offices and various issues and referendums in the State of Alabama. The PAC also may accept voluntary contributions in accordance with Alabama law from individuals. The PAC is dedicated to the support of candidates who have taken responsible positions on issues involving the free enterprise system and on significant economic and social questions.

ARTICLE V
Board of Directors

5.1 Board Generally – The PAC shall have a Board of Directors (hereinafter, the “Board”).

5.2 Board Membership – The Board shall consist of the following PAC Members each of whom shall have one (1) vote unless otherwise indicated:

(a) No more than 25 PAC Members nominated by the BCA Executive Committee for approval by the BCA Board of Directors (“BCA Board”) consistent with the BCA By-Laws;

(b) The BCA President;

(c) The BCA Chief Financial Officer, as a non-voting Board member;
PROGRESS PAC BY-LAWS

(d) The Executive Director of the PAC, as a non-voting Board member;

(e) Each RAC Chairman appointed pursuant to these bylaws;

(f) A representative of the Alabama Self-Insured Worker’s Compensation Fund designated by its Board of Trustees; and

(g) An attorney, licensed in the state of Alabama, shall be appointed by the incoming PAC Chairman at the BCA Annual Meeting to serve as General Counsel as a non-voting member of the Board.

5.3 Vacancies – All vacancies on the Board shall be filled in the same manner in which the vacated seat was originally filled.

5.4 Multiple Positions – In the event that application of the provisions of these bylaws entitles any individual to more than one position on the Board, that individual shall choose the position he or she will hold, and the PAC Chairman shall nominate another PAC Member to fill any other position(s) to which that individual would have been entitled.

5.5 Terms – The term for Board members, RAC Representatives, and the General Counsel shall each be for one (1) fiscal year, and they can be reappointed to serve consecutive terms.
5.6 Powers of the Board – The Board shall have general supervision and control over the affairs and funds of the PAC, including the power to invest those funds. In addition, it shall establish and carry out all policies and activities of the PAC. The powers of the Board shall include, but are not limited to, the following:

(a) To solicit and accept voluntary contributions for, and disburse funds from, the PAC in accordance with the provisions of these bylaws;

(b) To deposit and invest all funds received by the PAC;

(c) To determine which candidates for elective office in the State of Alabama should receive support and in what amounts;

(d) To establish, define the duties of, combine, and/or dissolve RACs;

(e) To appoint, define the duties of, and dissolve sub-committees as necessary to fulfill the purposes of the PAC;

(f) To appoint and remove the sub-committee chairmen;

(g) To delegate its duties and powers, including its investment power, as it deems necessary;

(h) To establish, define, and adopt policies governing the operation of the PAC, the RACs, and any sub-committees; and
PROGRESS PAC BY-LAWS

(i) To recommend to the BCA Board candidates for the U.S. Senate who should receive consideration for BCA endorsement.

ARTICLE VI
Qualification for Membership on the Board and RACs

6.1 Qualifications – All voting members of the Board or a RAC shall:

(a) Be a PAC Member;

(b) Be willing and have time to devote to an active role in the solicitation of contributions to the PAC;

(c) Not be employed primarily as an independent or “contract” lobbyist representing one or more corporate, organizational, association, philanthropic, or other type clients on a contractual basis before the Alabama Legislature;

(d) Not be an elected official or an announced candidate for public office, excluding municipal and county offices;

(e) Serve without compensation from the PAC;

(f) Sign an agreement committing to keep confidential all matters and discussions that come before the Board; and

(g) Satisfy the requirements of Section 3.2 of these bylaws.
6.2 Restrictions – Excluding RAC Representatives, no BCA Member shall have more than one (1) employee seated as a member of the Board, and no BCA Member-affiliated companies shall have more than two (2) employees seated as members of the Board.

ARTICLE VII
Board Meetings

7.1 Organizational Meeting – The organizational meeting of the Board shall be held in the first month of the new fiscal year at a time and place designated by the PAC Chairman. The PAC Chairman shall send written notice of the organizational meeting ten (10) business days in advance to all members of the Board.

7.2 Special Meetings – Special meetings of the Board may be called by the PAC Chairman on his or her own initiative or shall be called upon the written request of one-sixth (1/6) of the members of the Board. The PAC Chairman shall send written notice of the special meeting five (5) business days in advance to all Board members. Any Board member may waive notice of any meeting by signing a waiver of notice either before or after a meeting.

7.3 Quorum – One-third (1/3) of the members of the Board then in office shall constitute a quorum for the transaction of business at Board meetings.
PROGRESS PAC BY-LAWS

7.4 Participation – Any one or more Board members may participate in a meeting by means of conference telephone or similar communications equipment by means of which all individuals participating can hear each other at the same time, and such participation shall constitute presence at the meeting for all purposes of these bylaws.

7.5 Voting – The Board is authorized to meet and transact business in person, by telephone conference or telephone polling, by electronic voting, or by mail. Action by the Board shall be taken only by the affirmative vote of a majority of the Board members present.

7.6 Proxy Votes

(a) Acceptance – Proxies in writing will be accepted by the PAC Secretary up to twenty-four (24) hours in advance of the convening of a Board meeting for Board members who are unable to attend. “Proxies in writing” includes original, faxed, and electronic documents.

(b) Designees – A Board member may designate his or her proxy to another voting Board member or to any other employee of the absent Board member’s business. A RAC Chairman may also designate a proxy to a voting Board member or to the Vice Chairman of his or her RAC.
PROGRESS PAC BY-LAWS

(c) Proxy Limits – Board members, RAC Chairmen, and RAC Vice Chairmen are limited to carrying only one (1) proxy at any meeting.

(d) Contents – The proxy must contain: (i) the date it was drafted, (ii) the date of the meeting for which the proxy is in effect, (iii) the name of the Board Member designating the proxy, and (iv) the name of the voting Board member, RAC Chairman, RAC Vice Chairman, or other employee of the PAC Member business being designated to carry the proxy.

(e) Qualifications – Any proxy designee must comply with the qualifications outlined in Article VI and Section 3.2.

ARTICLE VIII
Officers and Staff Duties

8.1 Officers Generally – The officers of the PAC and of the Board shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer. The officers shall be nominated by the BCA Executive Committee for approval by the BCA Board consistent with the BCA By-Laws.

8.2 Chairman of ProgressPAC:

(a) Shall be a member of the BCA Board;

(b) Shall serve a one (1) year term;

(c) Shall be the chief executive officer and preside at all meetings of the PAC, the Board, and the PAC Executive Committee;
PROGRESS PAC BY-LAWS

(d) Shall be responsible for the solicitation of contributions;

(e) Shall execute all authorizations and required reports and audits on behalf of the PAC; and

(f) May, in his or her discretion, delegate any of his or her duties.

8.3 Vice Chairman of ProgressPAC:

(a) Shall be a member of the BCA Board;

(b) Shall serve a one (1) year term;

(c) Shall, in the absence of or inability of the PAC Chairman to act, perform the duties of the PAC Chairman;

(d) Shall perform such other duties as may be prescribed by the Board or the PAC Chairman;

(e) Shall automatically succeed to the office of PAC Chairman when a vacancy occurs, and serve until a new PAC Chairman is elected in accordance with these bylaws to complete the vacated term; and

(h) May, in his or her discretion, delegate any of his or her duties.

8.4 Secretary of ProgressPAC:

(a) Shall be the President of BCA;
(b) Shall keep the minutes of meetings of the PAC, the Board, and the PAC Executive Committee; and

(c) Shall execute and oversee all duties related to developing business support profiles and rankings, endorsements, and political contributions as outlined in these bylaws.

8.5 Treasurer of ProgressPAC:

(a) Shall be the BCA Chief Financial Officer;

(b) Shall keep the financial and other records of the PAC;

(c) Shall comply with all applicable reporting requirements;

(d) Shall be responsible for the day-to-day accounting business of the PAC and all other financial duties as deemed appropriate by the Board;

(e) Shall disburse funds as directed by the Board;

(f) Shall work with the PAC Chairman, the PAC Vice Chairman, the PAC Secretary, and the PAC Executive Director to develop a target contributions budget based on the resources available (and a reasonable, anticipated PAC revenue stream) that shall include a contingency fund for special elections and provisions for post-election debt retirement expenditures; and
PROGRESS PAC BY-LAWS

(g) May, in his or her discretion, designate a Deputy PAC Treasurer and delegate any of his or her duties to the Deputy PAC Treasurer.

8.6 Executive Director of ProgressPAC:

(a) Shall be a member of the BCA staff as designated by the BCA Executive Committee;

(b) Shall represent the PAC and its Board members to elected officials, candidates, other associations, and organizations;

(c) Shall advise the PAC Chairman, the PAC Vice Chairman, the PAC Secretary, and Board members on political candidates, activities, events, organizations, and information;

(d) Shall assist the PAC Chairman, the PAC Vice Chairman, the PAC Secretary, and the PAC Treasurer to draft, adopt, and execute annual and cyclical fundraising plans;

(e) Shall implement all initiatives and directives as adopted by the Board;

(f) Shall administer the day-to-day business related to PAC and oversee any additional staff assigned to work with the PAC; and

(g) Shall execute all other duties assigned by the Board, the PAC Executive Committee, or the BCA Executive Committee.
ARTICLE IX
Executive Committee

9.1 Membership – The PAC Executive Committee shall be composed of the following ten (10) members:

(a) PAC Chairman;
(b) PAC Vice Chairman;
(c) PAC Secretary;
(d) PAC Treasurer (as a non-voting Executive Committee member);
(e) PAC General Counsel (as a non-voting Executive Committee member);
(f) BCA Chairman; and
(g) Four (4) additional members elected by the Board from its membership.

9.2 Powers – The PAC Executive Committee shall be empowered to act on behalf of the PAC on all matters in the interval between official meetings of the Board.

9.3 Quorum - Five (5) voting members shall constitute a quorum for the transaction of business.

9.4 Meetings - The PAC Executive Committee is authorized to meet and transact business in person, by telephone conference or telephone polling, by electronic voting, or by mail.
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9.5 Proxy Votes – Proxy votes are not permitted for PAC Executive Committee meetings.

9.6 Membership Exception - Whenever a PAC Executive Committee decision expects to address issues pertaining to and/or the election of a candidate from a particular area or district of Alabama, the RAC Chairman for that area shall be included as a non-voting member of the PAC Executive Committee for that decision only.

ARTICLE X
Regional Advisory Committees (RACs)

10.1 RAC Officers

(a) Each RAC shall have a Chairman, may have one or more Vice Chairmen, and such other RAC members as authorized by the Board.

(b) Each RAC Chairman and RAC Vice Chairman shall be nominated by the PAC Chairman, in consultation with the PAC Vice Chairman, PAC Secretary, and the PAC Executive Director to serve a term of one (1) fiscal year.

(c) Appointments shall be presented to the BCA Executive Committee at the BCA Annual Meeting for approval.

(d) In the case of a vacancy in a RAC chairmanship or vice chairmanship, the PAC Chairman shall appoint a replacement to complete the unexpired term.
10.2 RAC Membership

(a) The RAC Chairmen and RAC Vice Chairmen shall recruit the PAC Members to serve on their respective RACs.

(b) Any PAC Member may be considered for appointment to the RAC in his or her geographic area. A potential RAC member may be recommended by the PAC Chairman, RAC Chairman, RAC Vice Chairman, or the PAC Secretary and appointed upon agreement by the RAC Chairman and PAC Chairman.

(c) No new appointments shall be made to any RAC between the closing date of political party candidate qualifying for state office and the general election.

(d) A PAC Member may have more than one (1) employee on a specific RAC, with a maximum of three (3) employees, appointed to a specific RAC.

(e) The RACs shall be representative of, and reflect the diversity of, the BCA Members in that region.

10.3 RAC Duties

(a) To assist in solicitation activities on behalf of the PAC;

(b) To review legislative and state board of education districts annually and recruit business oriented candidates for special, primary, and general elections in specified districts when and where necessary;
(c) To communicate regularly with elected officials, particularly those previously endorsed by the PAC, on issues, legislation, legislative actions, and votes;

(d) To recommend to the Board candidates who should receive the PAC’s endorsement and financial support;

(e) To review requests for contributions received from candidates seeking election to public office in their respective regions; and

(f) To recommend to the BCA Board candidates for the U.S. House of Representatives who should receive consideration for BCA endorsement.

10.4 RAC Meetings

(a) Frequency - RACs shall meet at least once per calendar year and up to as often as necessary to conduct business, to meet with candidates and elected officials, and to address issues in their area.

(b) Notification - The RAC Chairman shall set the date, time, and location of a RAC meeting, and the RAC members shall be notified no less than five (5) business days in advance of the meeting.

(c) Quorum - Quorum for a RAC meeting shall be one-third (1/3) of the voting members of that RAC.
PROGRESS PAC BY-LAWS

(d) Voting – Each PAC Member business is entitled to one (1) vote on any voting item regardless of the number of employees of the PAC Member business that may be serving on the RAC.

(e) Authorization – RACs may conduct business by meeting in person or by conference call.

10.5 RAC Proxy Votes

(a) Acceptance – Proxies in writing will be accepted by the RAC Chairman or the PAC Executive Director twenty-four (24) hours in advance of the convening of a RAC meeting for those RAC members who are unable to attend. “Proxies in writing” includes original, faxed, and electronic documents.

(b) Designees – A RAC member may designate his or her proxy to a voting RAC member, a RAC Chairman, or to any other employee of the absent RAC member’s business who serves on the RAC. A RAC Chairman may designate a proxy to the RAC Vice Chairman or a voting member of his or her RAC.

(c) Proxy Limits – RAC Chairmen and RAC members are limited to carrying only one proxy at any meeting. RAC member business employees who are designated to carry a RAC member’s proxy are limited to carrying only one proxy at any meeting.
PROGRESS PAC BY-LAWS

(d) Contents - The proxy must contain the date it was drafted, the name of the person being designated to carry the proxy, the date of the meeting for which the proxy is in effect, and the name of the RAC member designating the proxy.

(e) Qualifications – Any proxy designee must comply with the qualifications of outlined in Article VI and Section 3.2 of these bylaws.

ARTICLE XI
Endorsements

11.1 Process - At the beginning of each election cycle, the Secretary shall:

(a) Develop appropriate criteria upon which recommendations for endorsements of, and contribution to, candidates will be based:

(1) For each incumbent legislative candidate - A business support ranking based on the candidate’s voting patterns on the business issues included on the annual BCA State Legislative Agenda. Past actions, applicable public statements, speeches, interviews, legislative committee and public hearing actions, letters to editor, op-eds, any other writings, as well as pertinent discussions with the BCA staff or BCA Member representatives, and election viability, may be included and considered.
PROGRESS PAC BY-LAWS

(2) For each legislative challenge candidate or non-incumbent candidate - A summary of their pertinent public policy stances and actions, the activities and organizations in which they participate, and an overview of their general business and personal background information, applicable public statements, speeches, interviews, public hearing actions, letters to editor, op-eds, any other writings, as well as pertinent discussions with the BCA staff or BCA Member representatives, and election viability may be included and considered.

(3) For each judicial incumbent, non-incumbent, or challenge candidate - A summary of his or her pertinent judicial experience and/or legal experience, the bar associations and legal associations to which they belong, the areas of law in which they have practiced or have a specialty and the law firms or companies for whom they have practiced, the activities and organizations in which they participate, and an overview of their general business and personal background information, applicable public statements, speeches, interviews, public hearing actions, letters to editor, op-eds, any other writings, as well as pertinent discussions with the BCA staff or BCA Member representatives, and election viability may be included and considered.
PROGRESS PAC BY-LAWS

(4) For other offices not previously listed, incumbent, non-incumbent, or challenge candidate - A summary of his or her public service experience or professional experience related to the office they are seeking, pertinent public policy stands and actions, the activities and organizations in which they participate, and an overview of their general business and personal background information, applicable public statements, speeches, interviews, public hearing actions, letters to editor, op-eds, any other writings, as well as pertinent discussions with the BCA staff or BCA Member representatives, and election viability may be included and considered.

(b) Provide the above information to the Board and all RACs.

(c) Provide, in conjunction with the business support profiles, recommendations regarding candidate endorsement, financial support, and level of PAC involvement in the candidate’s campaign. These recommendations shall be based on the collective judgment of the BCA Executive Committee, BCA officers, and BCA staff and shall include, as appropriate, but not be limited to:

(1) Which candidates to be considered for endorsement;
PROGRESS PAC BY-LAWS

(2) Which candidates to be considered for contributions;

(3) Specific amounts to be considered for contributions;

(4) Maximum amounts to be considered for contributions; and

(5) The selection and retention of professional political consultants.

(d) Provide at any time to any of the RACs or the Board any credible pertinent candidate information of an extenuating nature, especially if said information is not public knowledge.

(e) Provide the candidate information collected in accordance with this Article to the BCA membership in the form of a business support guide or other publication prior to the general election. The PAC Chairman, PAC Vice Chairman, PAC Secretary, and PAC Executive Director shall collectively determine the format of such business support guide or publication.

11.2 RAC Recommendations - The Board shall take into consideration any endorsement, contribution, recruitment, and support recommendations made by the RACs on any candidate and election race.
PROGRESS PAC BY-LAWS

(a) Contributions shall be made in accordance with the targeted contributions budget presented by the PAC Treasurer and adopted by the Board.

(b) Legislative candidates who are unopposed in the primary and general elections shall be limited to receiving the nominal contribution amount, as established by the Board, prior to the general election.

(c) For legislative, judicial, and state board of education candidates who are recruited for special, primary, and general elections, the Board shall take immediate action to ratify or reject the recommendation.

11.3 Confidentiality - The Board members shall maintain confidentiality regarding the discussion, debate and votes surrounding all candidates, races, and PAC endorsement proceedings.

11.4 Notification - Every effort shall be made by the PAC Secretary and PAC Executive Director to: (i) Allow RAC Chairmen to notify legislative candidates of their endorsement and to deliver PAC campaign contributions, and (ii) allow the PAC Chairman, or his or her designee, to notify judicial and statewide candidates of their endorsement, and to deliver PAC campaign contributions.

11.5 Endorsement Timeline – For each regularly scheduled election or special election the Board shall not make candidate
endorsements for any office prior to the close of candidate qualifying as set by the Alabama Secretary of State except for judicial elections or any constitutional office the Board deems appropriate.

ARTICLE XII
Contributions, Solicitations, and Expenditures

12.1 General Authorizations and Restrictions - The PAC is authorized to solicit and accept voluntary contributions from BCA Members and their employees but may only solicit contributions from employees of BCA Members after the PAC has obtained written permission from the BCA Member. The PAC is also authorized to accept voluntary contributions in accordance with Alabama law from individuals.

12.2 Contributions - The following guidelines will govern the acceptance of contributions by the PAC:

(a) Contributions to the PAC shall be wholly voluntary;

(b) Contributions shall be made with the understanding that the Board has discretion as to how such funds shall be disbursed;

(c) Contributions that are illegal under applicable law shall not be accepted by the PAC or shall be refunded or returned upon a determination that they are illegal;
PROGRESS PAC BY-LAWS

(d) PAC funds shall not be co-mingled with those of any individual or any other organization, nor shall they be utilized for the private benefit of any Board member or BCA staff; and

(e) PAC funds may be used to pay the cost of administering the PAC, any of its lawful activities, and the cost of soliciting voluntary contributions.

12.3 Solicitations - The following guidelines will generally control solicitations by the PAC:

(a) Any solicitations for support or contributions to the PAC will be made strictly in accordance with applicable federal, state, and local laws.

(b) No support for, or contributions to, the PAC shall be solicited or secured by:

(1) Physical force, job discrimination, financial reprisal, or as a condition of employment;

(2) The threat of physical force, job discrimination, financial reprisal, or a condition of employment;

(3) Dues, fees, or any other monies required as a condition of employment by BCA or its Members, or

(4) Funds obtained in any commercial transaction.
PROGRESS PAC BY-LAWS

(c) Solicitations made of BCA Members or employees of a BCA Member shall contain a statement of the political purpose of the PAC at the time of the solicitation; and

(d) Every solicited BCA Member and solicited employee of a BCA Member shall be advised at the time of solicitation that it, he, or she may decline to contribute without any reprisal whatsoever.

12.4 Expenditures - Expenditures, when legal under appropriate law, shall be made with the authorization of the Board or the PAC Executive Committee.

ARTICLE XIII
REMOVAL AND OTHER AUTHORITY

13.1 Any PAC Officer or Board member may be removed by a majority vote of the BCA Executive Committee.

13.2 The BCA Executive Committee shall retain oversight of the PAC in order to ensure compliance.

ARTICLE XIV
DURATION AND DISSOLUTION

14.1 The PAC shall have perpetual existence, but may be dissolved at any time by a majority vote of the BCA Board. The fact of such dissolution shall be made known to the PAC Board by instrument in writing signed by the BCA Chairman.
PROGRESS PAC BY-LAWS

14.2 In the case of dissolution, the PAC Treasurer shall pay from all remaining funds any outstanding debts for which the PAC is responsible and distribute the balance to candidates for elective office and other political committees as the PAC Board may determine. The BCA Chairman, 1st Vice Chairman, and 2nd Vice Chairman shall execute any documents necessary for dissolution.

ARTICLE XV
MISCELLANEOUS

15.1 Amendments

(a) Amendments to these bylaws must be presented in writing to the PAC Board ten (10) business days in advance of the meeting at which the amendments will be considered.

(b) These bylaws may be amended by a majority vote of the entire PAC Board and ratified by the BCA Board.

15.2 Effective Date - These bylaws shall be effective from the date of ratification by the BCA Board.

15.3 Statutory Amendments - If controlling provisions of Alabama law are amended, changed, or interpreted so that any provision of these bylaws may conflict or appear to conflict therewith, these bylaws shall be construed as automatically amended to comply therewith and thus to avoid such conflict.
PROGRESS PAC BY-LAWS

Approved and Effective October 13, 1993

Amended March 14, 2001
Amended March 19, 2002
Amended February 13, 2003
Amended August 10, 2007
Amended July 29, 2011
Amended March 12, 2013
Amended August 14, 2015
Amended August 5, 2016
Amended August 11, 2017
Alabama Self Insured Worker’s Compensation Fund, also known as THE FUND, is one of the largest workers’ compensation providers in the state, covering over 150,000 Alabama employees with payrolls exceeding $6 billion. Founded in 1978, THE FUND has a proven record of service producing nearly half a billion dollars in assets.

Short term, THE FUND offers competitive initial pricing. Long term, they help control the cost of claims which can reduce an employer’s individual cost. In addition, excess funds are returned to eligible members through the Retrospective Return Plan.

THE FUND focuses on keeping their clients safe. Safe work environments and swift recovery from injury requires commitment and effort at the highest company level. Those efforts produce more than just reduced insurance costs, it improves morale, motivation, and productivity. The goal of THE FUND is to work with employers in controlling workers’ compensation cost. One of the many ways to accomplish this is to implement and maintain effective safety programs that prevent workplace accidents. The claim frequency for the group of employers served has been reduced by more than 45% over the last ten years.

BCA is the sponsoring association of THE FUND.
The Chamber of Commerce Association of Alabama (CCAA) consists of Chambers of Commerce, their executives and staff, and members of business and community organizations that directly serve chamber of commerce work in the State of Alabama.

The CCAA has a long tenure as the preeminent organization serving Chamber of Commerce professionals and the Chambers of Commerce they represent in the State of Alabama. The organization exists to strengthen the vital role local Chambers of Commerce play in economic and community development.

In addition, the CCAA provides its members with exceptional services in the areas of advocacy, professional development, and communication of issues that affect the local business community. The CCAA also serves as a clearinghouse for business-related information, peer-to-peer networking opportunities, and other contacts that serve the needs of local Chamber of Commerce professionals.

In 2003, the grassroots efforts of CCAA were strengthened when The Partnership was formed between the CCAA and the Business Council of Alabama (BCA). The BCA/CCAA Partnership is the first of its kind in the United States and has become a model for other states. Together, the two groups represent the interests and concerns of over 1 million working Alabamians.
THE PARTNERSHIP

In 2003, an historic partnership was formed when the BCA joined more than 120 local chambers of commerce executives who comprise the Chamber of Commerce Association of Alabama and the nearly 60,000 business members they represent.

This alliance, known as The Partnership, is mutually beneficial in that it gives the BCA's message more presence and visibility in local Alabama communities, and it allows the BCA to learn more about specific local concerns and bring them to the forefront at the state level. In turn, local chambers receive valuable information regarding governmental issues and have the expertise of the BCA staff at their disposal as needs arise regarding issues affecting the business community of Alabama.

The Partnership is the first of its kind in the United States and already has become a model for other states hoping to connect and mobilize their business communities. Although The Partnership utilizes the natural linkage between like-minded state and local business advocacy organizations, its success is due in large part to the fact that each group remains autonomous and neither is bound by positions taken or programs advocated by the other.

Through The Partnership, the two organizations engage Alabama’s business community at the state and local levels. This win-win partnership gives local chambers access to BCA information and political expertise and provides the BCA with a grassroots network reaching an additional 60,000 Alabama businesses and industries.
The U.S. Chamber of Commerce is the world’s largest business organization. Our members range from the small businesses and chambers of commerce across the country that support their communities, to the leading industry associations and global corporations that innovate and solve for the world’s challenges, to the emerging and fast-growing industries that are shaping the future. For all of the people across the businesses we represent, the U.S. Chamber is a trusted advocate, partner, and network, helping them improve society and people’s lives.

The National Association of Manufacturers (NAM) works for the success of the more than 12.8 million men and women who make things in America. Representing 14,000 member companies—from small businesses to global leaders—in every industrial sector, NAM is the nation’s most effective resource and most influential advocate for these values and for manufacturers across the country.
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