

**BY-LAWS OF THE  
MUSIC CITY EXECUTIVE AIRPORT AUTHORITY**

**ARTICLE I**

**Offices**

The principal office of the Authority shall be located at the Music City Executive Airport, City of Gallatin, County of Sumner.

**ARTICLE II**

**Membership**

**Section 1: Composition**

The total number of members of the Music City Executive Airport Authority shall be in accordance with Tennessee Code Annotated, §42-3-103(a) and the Charter of the Music City Executive Airport Authority, to wit: a minimum of seven (7) and up to eleven (11) members.

- a. A minimum of five (5) members shall possess the requisite aviation background as set forth in the Charter of the Music City Executive Airport Authority; and,
- b. None of the members shall be required to reside in any city, town or other such political subdivision, except that all members shall be residents of Sumner County, Tennessee.

**Section 2: Appointment of Members**

Nominations for vacancies on the Music City Executive Airport Authority may be submitted to the Authority Chairman for submission to the County Executive for recommendation to the Sumner County Commission for their consideration. Members shall hold office for a term of five (5) years from the date of appointment.

### **Section 3: Monthly Meeting**

The monthly meeting of the Authority shall be on the fourth (4<sup>th</sup>) Monday of each month at 5:30 p.m. for the purpose of transacting such business as may come before the meeting. If the date fixed for the monthly meeting shall be a legal holiday in the State of Tennessee, such meeting shall be held on a date as published by the Authority.

### **Section 4: Special Meetings**

Special meetings of the membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chairman or by two-thirds of the membership of the Authority.

### **Section 5: Place of Meeting**

The venue for the monthly meeting or any called Special Meeting shall be specified by Public Notice, unless otherwise specified by the Chairman or Secretary at least five (5) business days in advance.

### **Section 6: Voting**

The duly appointed members of the Authority are entitled to vote at each meeting of the Authority. Such votes shall be recorded on the monthly minutes and shall be subject to the inspection of any member. Voting by proxy shall not be permitted.

### **Section 7: Quorum**

A majority of the members of the Authority, entitled to vote, present in person, shall constitute a quorum.

## **ARTICLE III**

### **Officers**

#### **Section 1: Designation**

The officers of the Authority shall be a Chairman, a Vice-Chairman, a Secretary and a Treasurer, each of whom shall be elected by the membership of the Authority. Such other officers and committees as may be deemed necessary may be elected by the membership or appointed by the Chairman.

## **Section 2: Election and Terms of Office**

The officers of the Authority to be elected by the membership shall be elected annually by the membership at the first meeting held in December of each year. If the election of officers shall not be held at that meeting, such election shall be held as soon thereafter as convenient to the membership. Each officer shall hold office until his successor shall have been duly elected.

## **Section 3: Removal**

Any officer, agent or member may be removed by the membership whenever, in its judgment, the best interest of the Authority will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person or persons removed. Such removal shall require a two-thirds vote of the membership present and voting.

## **Section 4: Vacancies**

A vacancy in any office because of death, resignation, removal or disqualification may be filled per Article II, Section 2 for the unexpired portion of the term.

## **Section 5: Chairman**

The Chairman shall be the principal executive officer of the Authority and shall in general supervise and control all of the business and affairs of the Authority. He/she shall, when present, preside at all meetings. He/she shall sign with the secretary or any other proper officer of the Authority, any deeds, mortgages, bonds, contracts or other instruments the membership has authorized to be executed, and in general shall perform all duties incident to the office of the Chairman and such other duties as may be prescribed by the membership.

## **Section 6: Vice-Chairman**

The Vice-Chairman shall perform the functions of the Chairman in his/her absence, including signing contracts. In addition, the Vice-Chairman shall be responsible for reviewing, no less than once per year, all CASP agreements, contracts, leases, and sub-leases to determine:

- a. compliance with Federal, State and Authority rules and standards;
- b. that appropriate liability insurance policies are in place to protect the Authority's and the County's interest;
- c. When necessary, to give notice of non-compliance; notice of expiration; and, notice of a timetable for negotiations of extensions and/or new agreements.

Upon completion of the review and audit, the Vice-Chairman shall file a written status report with the Authority and said report shall be made a part of the public records (Minute Book Entry).

### **Section 7: Secretary**

The Secretary shall: (a) record and keep the minutes of the monthly proceedings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws, or as required by law; (c) be custodian of the Authority records; (d) keep a registered post office address; (e) sign with the Chairman any deeds, contracts, mortgages or bonds, the issuance of which shall have been authorized by resolution of the membership. In the absence of the Secretary, the Vice-Chairman or Treasurer shall sign; (f) have general charge of the books of the Authority and receive the Vice-Chairman's annual audit report, and to make said report a part of the Authority's Public Records; (g) notify any CASP or Lessee of the results of the annual audit by *certified mail*; post upon the Authority's website the Authority's monthly minutes, the annual audit report; and the complete Minimum Standards in effect at the time; and (h) in general, perform all duties incident to the office of the Secretary and such other duties as may from time to time be assigned by the Chairman or membership at large.

### **Section 8: Treasurer**

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Authority; (b) receive and provide receipts for monies due and payable to the Authority from any source whatsoever and deposit all such monies in the name of the Authority in such banks, trust companies, and other depositaries as shall be selected in accordance with the provisions of these By-laws; and (c) in general, to perform all the duties incident to the office of the Treasurer, and such other duties as may be assigned to him or her by the Chairman, or the membership at large.

### **Section 9: Salaries**

The salaries of the officers shall be none; however, the Authority may provide for the expenses related to aviation or airport conferences which a member or officer may attend.

## **ARTICLE IV**

### **Contracts, Loans, Checks and Deposits**

#### **Section 1: Contracts**

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

## **Section 2: Loans**

No loan shall be contracted on behalf of the Authority and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the membership. Such authority may be in general or confined to specific instances.

## **Section 3: Checks and Drafts**

All checks, drafts and other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be signed by two (2) officers, as determined by resolution of the Authority membership.

## **Section 4: Deposits**

All funds of the Authority, not otherwise employed, shall be deposited to the credit of the Authority in such banks, trust companies, or other depositories as the Chairman may select.

## **ARTICLE V**

### **Fiscal Year**

The Fiscal Year of the Authority shall be on the first day of July and end on the 30<sup>th</sup> day of June.

## **ARTICLE VI**

### **Amendments**

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by two-thirds vote of the membership present at any regular or special meeting of the membership provided.

## **ARTICLE VII**

### **Indemnification**

Every officer or member of the Authority shall be indemnified by the Authority against all expenses and liability, including attorney's fees, incurred by or imposed upon him in connection with any proceeding to which he may have been a party, or in which he/she may become involved by reason of his having been an officer or member, whether or not he is an officer or

member, is adjudged guilty of willful malfeasance or malfeasance in the performance of his/her duties: provided, however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the officer of member seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Authority approves such settlement and reimbursement as being in the best interests of the Authority. The foregoing right of indemnification shall be in addition to, and not exclusive of all other rights to which such officer or member may be entitled.

The Music City Executive Airport Authority may purchase and maintain liability in such amounts deemed appropriate on behalf of and all officers and members of the Authority to indemnify them for any and all official acts.

## **ARTICLE VIII**

### **Parliamentary Authority**

All meetings and business conducted by the Authority shall be guided by the latest edition of Robert's Rules of Order, except in the event those rules are inconsistent with these By-Laws and/or any special rules of order adopted by the Authority.

**Adopted this the 11<sup>th</sup> Day of August 2020.**

---

**AUTHORITY CHAIRMAN**

---

**SECRETARY**