

**BY-LAWS
OF THE
MUSIC CITY EXECUTIVE AIRPORT AUTHORITY (“MCEAA”)**

**ARTICLE I
Offices**

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

**ARTICLE II
Commissioners**

Section 1: Composition

The total number of commissioners of the MCEAA Board of Commissioners (“**Board**”) shall be in accordance with Tennessee Code Annotated § 42-3-103(a) and the Charter of the MCEAA, with a minimum of seven (7) and up to eleven (11) commissioners, subject to the following:

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

Section 2: Appointment of Commissioners

Nominations for vacancies on the Board may be submitted to the MCEAA Chair for submission to the County Mayor for recommendation to the Sumner County Commission for their consideration. Commissioners shall hold office for a term of five (5) years from the date of appointment and until a successor has been appointed and qualified.

Section 3: Monthly Meeting

The monthly meeting of the Board shall be on the third (3rd) Monday of each month at 6:00 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 MCEAA.

Section 4: Special Meetings

Special meetings of the Board, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the MCEAA Chair or by two-thirds of the commissioners.

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 MCEAA Chair or Secretary at least five (5) business days in advance.

Section 6: Voting

The duly appointed commissioners of the Board are entitled to vote at each meeting of the MCEAA.

Commissioners may participate in meetings and vote at such meetings by electronic or other means of communication with the consent of the Chair for good cause, as long as (i) a physical quorum is present at the location specified in the notice of the meeting, and (ii) each commissioner participating electronically or otherwise is able to simultaneously hear each other and speak to each other during the meeting. If a physical quorum is not present at the location of the meeting, the Board may conduct such meeting by electronic or other means of communication if the Board determines that a “necessity” exists as provided in Tennessee Code Annotated § 8-44-108 and the facts and circumstances constituting such necessity are included in the minutes of that meeting.

Such votes shall be recorded on the monthly minutes and shall be subject to the inspection by any commissioner. Voting by proxy shall not be permitted.

Section 7: Quorum

A majority of the commissioners of the Board, entitled to vote, present in person or by electronic or other communications as may be permitted by Tennessee Code Annotated § 8-44-108, shall constitute a quorum.

ARTICLE III Officers and Standing Committees

Section 1: Designation

The officers of the Board shall be the Chairperson of the Board (“**MCEAA Chair**”), a Vice-Chair, a Secretary, and a Treasurer, each of whom shall be elected by the commissioners of the Board. Such other officers and committees as may be deemed necessary may be elected by the commissioners or appointed by the MCEAA Chair.

Section 2: Election and Terms of Office

The commissioners will elect the officers of the MCEAA annually at the last meeting of the fiscal year (June). If the election of officers is not held at that meeting, such election shall be held as soon thereafter as convenient to the commissioners.

Each officer may hold the same office for a maximum period of three consecutive years or until their term of appointment expires. That officer may continue to serve on the Board until their term expires.

A person who has served as an officer for three years may be considered for reelection as an officer after a two-year period.

Section 3: MCEAA-Administrative Committee (“AC”)

The MCEAA Chair will appoint commissioners to the Administrative Committee (“**AC**”). The AC is a standing committee and will be comprised of no more than four commissioners. At least one of the commissioners must be an officer of the MCEAA.

AC Roles and Responsibilities:

- a. The AC will provide day-to-day interface between the MCEAA and employees of MCEA.

- b. The AC will establish all personnel policies and has the authority to hire and fire employees.
- c. The airport manager will report to the MCEAA AC.
- d. The AC will develop airport safe and efficient operating policies and procedures for approval by the MCEAA.
- e. The AC will ensure the employees of the MCEAA have sufficient support and oversight to facilitate all activities that take place at the MCEAA.
- f. The AC will establish an annual Airport Operational Budget guiding income and expenses and present to the MCEAA for approval.
- g. The AC will establish an annual training plan for airport employees.

Section 4: AC Terms of Service

Each commissioner of the AC will serve for a period of one year. It is desired that the commissioners have overlapping tenures to ensure continuity.

A commissioner of the AC may be extended for no more than two, one-year periods.

The AC will elect an AC Chair who will oversee the functioning of committee operations.

All commissioners are required to serve on the AC or the CIC, as defined below, during their five-year appointment to the Board.

Section 5: MCEAA-Capital Improvements Committee (“CIC”)

The Capital Improvements Committee (“CIC”) is created as a standing committee to provide guidance and oversight for Capital Improvement Projects that require a greater investment of time than can be achieved during monthly meetings of the Board. The CIC will meet regularly with special called meetings as deemed necessary by the CIC Chair. The CIC will provide timely updates following its meetings to the Board. The airport manager will attend each of the CIC meetings. The role and the responsibilities of the CIC shall be determined by the MCEAA Chair and communicated to the CIC Chair with such adjustments as may be determined by the MCEAA Chair.

Section 6: CIC Terms of Service

The MCEAA Chair will appoint the CIC Chair, and two additional CIC commissioners to be recommended by the CIC Chair.

Each commissioner of the CIC will serve for a period of one year. It is desired that the commissioners have overlapping tenures to ensure continuity.

A commissioner of the CIC may be extended for no more than two, one-year periods.

All commissioners are required to serve on the AC or the CIC during their five-year appointment to the Board.

Section 7: Removal

The commissioners may remove a person as an officer with a two-thirds vote if the commissioners believes such removal is in the best interest of the MCEAA. Such removal shall be without

MCEAA By-Laws

Page 4 of 6

prejudice to the contract rights, if any, of the person or persons removed. If the commissioners ever believe the removal of a commissioner from the Board is in the best interest of the MCEAA, the commissioners may recommend the removal of such commissioner to the Sumner County Commission by a two-thirds vote.

Section 8: Vacancies

Should a commissioner depart the Board prior to the completion of their term because of death, resignation, removal or disqualification, their replacement shall be appointed in accordance with Article II, Section 2.

Section 9: MCEAA Chair

The MCEAA Chair shall be the principal executive officer of the MCEAA and shall supervise and control all of the business and affairs of the MCEAA. The MCEAA Chair will hire the professional staff (e.g. engineers, lawyer, accountant). The MCEAA Chair shall, when present, preside at all meetings. The MCEAA Chair shall sign with the Secretary or any other proper officer of the MCEAA, any deeds, mortgages, bonds, contracts or other instruments the commissioners has authorized to be executed, and in general shall perform all duties incident to the office of the MCEAA Chair and such other duties as may be prescribed by the commissioners.

Anyone elected to the position of MCEAA Chair, must have served a minimum of one year on the AC or the CIC.

Section 10: Vice-Chair

The Vice-Chair shall perform the functions of the MCEAA Chair in his/her absence, including signing contracts.

Section 11: 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 MCEAA records; (d) keep a registered post office address; (e) sign with the MCEAA Chair any deeds, contracts, mortgages or bonds, the issuance of which shall have been authorized by resolution of the commissioners. In the absence of the Secretary, the Vice-Chair or Treasurer shall sign; (f) have general charge of the books of the MCEAA, (g) 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 MCEAA Chair or commissioners at large.

Section 12: Treasurer

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the MCEAA; (b) receive and provide receipts for monies due and payable to the MCEAA from any source whatsoever and deposit all such monies in the name of the MCEAA in such banks, trust companies, and other depositories 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 MCEAA Chair, or the commissioners at large.

Section 13: Salaries

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

ARTICLE IV

Contracts, Loans, Checks and Deposits

Section 1: Contracts

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

New contracts or contract changes in excess of \$10,000 dollars will be reviewed by the MCEAA attorney.

Section 2: Loans

No loan shall be contracted on behalf of the MCEAA, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the commissioners. 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 evidence of indebtedness issued in the name of the MCEAA, shall be signed by two (2) officers, as determined by resolution of the Board.

Section 4: Deposits

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

ARTICLE V

Fiscal Year

The Fiscal Year of the MCEAA shall be on the first day of July and end on the 30th 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 commissioners present at any regular or special Board meeting.

ARTICLE VII
Indemnification

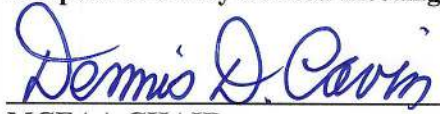
Every officer or commissioner of the MCEAA shall be indemnified by the MCEAA against all expenses and liability, including attorney's fees, incurred by or imposed upon him in connection with any proceeding to which he may have been a party, or in which such officer or commissioner may become involved by reason of his having been an officer or commissioner, whether or not he is an officer or commissioner, unless such commissioner 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 or commissioner seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the best interests of the MCEAA. The foregoing right of indemnification shall be in addition to, and not exclusive of all other rights to which such officer or commissioner may be entitled.

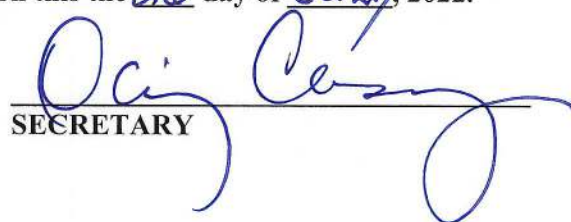
The MCEAA may purchase and maintain liability insurance in such amounts deemed appropriate on behalf of and all officers and commissioners of the MCEAA to indemnify them for any and all official acts.

ARTICLE VIII
Parliamentary Authority

All meetings and business conducted by the Board 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 Board.

Adopted at a duly noticed meeting of the Board on this the 26 day of July, 2022.


MCEAA CHAIR


SECRETARY