

**BY-LAWS OF**  
**JACKSON-MADISON COUNTY AIRPORT AUTHORITY**

**ARTICLE I- NAME AND OFFICES**

1. The name of the organization shall be "Jackson-Madison County Airport Authority" (hereinafter called "Authority).
2. The principal office address of the Authority shall be 308 Grady Montgomery Drive, Jackson, Tennessee. Other offices may be established from time to time by the Board of Commissioners.

**ARTICLE II- BOARD OF COMMISSIONERS**

- I. The Board of Commissioners of the Authority shall be its governing body. The Board shall have and exercise on behalf of the Authority all of the powers vested in the Board by the laws of the State of Tennessee and the agreements between the Authority and the City of Jackson and the County of Madison.
2. The Board shall consist of five Commissioners whom shall be appointed by the Mayor of the City of Jackson and the County Executive of Madison County on an alternating basis.
3. Board members shall meet the following qualifications:
  - a. No Board member shall have a financial interest in an airport or its concessions.
  - b. The Board shall include only persons of good standing and reputation in the community.
  - c. At least two of the Commissioners shall hold a valid airman's certificate issued by the Federal Aviation Administration; such certificate shall be a valid Light Sport Aircraft or private pilot's license or a higher rating.
  - d. All Commissioners shall be residents of Madison County.
4. Commissioners are appointed for staggered terms of five years, respectively. A Commissioner's term shall continue until the appointment and qualification of his successor.
5. Any vacancy by reason of non-residence, incapacity, resignation or death of a Commissioner shall be filled for said Commissioner's unexpired term in the same manner as hereinabove provided.
6. A Commissioner may be removed from office by a two-thirds (2/3) vote of the appointing body, but only after notice of the cause of such removal shall have been served upon the Commissioner, and only after he shall have been granted an opportunity for a public hearing on such cause.
7. The Board shall each year in December elect from among its members a Chairman, Vice Chairman and Secretary each of whom shall continue to be voting members. The terms shall begin on Jan. 1 of each year. Notwithstanding the foregoing, the terms shall continue until the election and qualification of the Chairman's, Vice Chairman's or Secretary's successor, at December meeting. Eligibility for election to chairman requires a minimum of two years' service.

shall begin on Jan. 1 of each year. Notwithstanding the foregoing, the terms shall continue until the election and qualification of the Chairman's, Vice Chairman's or Secretary's successor, at December meeting. Eligibility for election to chairman requires a minimum of two years' service. A Chairman's term shall not exceed two consecutive years.

8. Commissioners shall receive no salary, but shall be reimbursed for necessary expenses incurred in the performance of their official duties.
9. The Chairman of the Board, and in his absence, the Vice Chairman, shall:
  - a. Preside at all regular and special meetings of the Board.
  - b. Sign all approved Minutes of Board meetings.
  - c. Appoint from among the Board members such Committees, both standing and special as may be needed, to investigate, evaluate and recommend to the Board policy and/or specific courses of action in conducting the business of Authority.
  - d. Maintain close liaison with appropriate officials of the City of Jackson and the county of Madison in matters which involve these governmental bodies and the Authority.
  - e. Provide policy guidance and instructions to the Executive Director of the Authority concerning significant developments involving the Authority as such developments occur.
10. The Secretary shall:
  - a. Attend all meetings of the Board.
  - b. Record all votes and the minutes of all proceedings in a book to be kept for that purpose.
  - c. Give or cause to be given all notices necessary or proper under these By-Laws.
  - d. Attest the signature of the Chairman of the Authority whenever it is requisite or appropriate that he do so.

### **ARTICLE III- MEETINGS OF BOARD**

1. All meetings of the Board shall be open to the public.
2. Regular meetings of the Board shall be held once each month, or at such other time or times as the Board may determine.
3. Special meetings of the Board may be called by the Chairman, or in his absence, by the Vice Chairman, or by any two Commissioners.
4. Meetings of the Board shall be held at the principal office of the Authority at McKellar- Sipes Regional Airport, or at such other place or places as the Board may from time to time determine.
5. Notice of a meeting of the Board shall be given at least five (5) days in advance, either in person, by telephone, by e-mail, or by mail, and if given other than in person or by telephone, the date on which the letter is deposited in the United States mail, postage prepaid or on which the email is set, shall constitute the date upon which is given.

If notice is given other than in person or by telephone, it shall be sent to the address of the commissioner as shown on the records of the Authority. Attendance of a Commissioner at a meeting shall constitute a waiver of notice of such meeting, except where a Commissioner attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or any written waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed thirty (30) days in any one adjournment. Whenever any notice is required to be given a Commissioner under the provisions of the statutes of the State of Tennessee or these By-Laws, a waiver thereof in writing, signed by the Commissioner entitled to said notice, whether before or after the time stated therein, shall have the full legal effect of notice properly given.

6. At any meeting of the Board a quorum shall mean a majority of the total number of Commissioners then in office.
7. The vote of a majority of the Commissioners present at a meeting at which a quorum is present shall be the act of the Board.
8. Parliamentary procedure for the conduct of meetings of the Board shall be governed by Roberts Rules of Order.

#### **ARTICLE IV - OPERATIONS**

1. An Executive Director, who shall be the chief executive and administrative officer of the Authority, shall be employed by the Board. All other employees of the Authority shall be employed by the Executive Director, subject to confirmation by the Board.
2. Employee salaries shall be reviewed by the Board of Commissioners of the Authority annually to determine merit increases and other benefits as the Board in its judgement deems proper. Such review shall be conducted not later than the fourth quarter of the fiscal year of the Authority.
3. Employees shall be reimbursed for necessary expenses incurred in the performance of their official duties.
4. Any employee of the Authority may be removed by the Board for cause or without cause whenever in its judgment the best interests of the Authority will be served thereby. If the removal is without cause, such removal shall be without prejudice to the contract rights, if any, of the employee so removed.
5. The Executive Director shall:
  - a. Attend all meetings of the board
  - b. Be the chief executive and administrative officer of the Authority and shall have general control and management over the affairs of the Authority, subject to the control of the Board.
  - c. See that all orders and resolutions of the Board are carried into effect, and he shall execute on behalf of the Authority all bonds, leases, deeds, contracts or other written instruments except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Authority.

- d. Annually prepare the operating budget of the Authority and submit same to the Board for approval at least sixty days prior to the beginning of the fiscal year of the Authority.
  - e. Submit such periodic reports to the Board as it may direct.
  - f. Perform all other duties as may from time to time be assigned to him by the Board.
6. The Executive Director shall:
- a. Have custody of the Authority's funds and securities.
  - b. Keep full and accurate account of the same and of all receipts and disbursements in books belonging to the Authority.
  - c. Deposit all monies and valuables in name of and to the credit of the Authority in such depositories as may be designated by the Board.
  - d. Disburse the funds of the Authority as authorized by the Board.
  - e. Render to the Board, whenever required, an account of all of his transactions, and of the financial condition of the Authority.
  - f. Give the Authority a fidelity bond, with good and sufficient surety, for the faithful performance of the duties of his office, if and as required by the Board, but the costs of such bond shall be paid by the Authority.
7. All other employees of the Authority shall perform such other duties as may be prescribed by the Board or the Executive Director under whose supervision they shall be.
8. In case of the absence of any employee of the Authority or for any reason that the Board may deem sufficient, the Board may delegate all or any powers or duties of such employee, for the time being, to any other employee, except where otherwise provided by statute.

**ARTICLE V - INSPECTION OF BOOKS AND RECORDS**

All books and records of the Authority shall be kept in its principal office, and may be inspected by any interested person or his agent, for any proper purpose at any reasonable time.

**ARTICLE VI - FISCAL YEAR**

The fiscal year of the Authority shall be determined by the Board, and, in the absence of a resolution by the Board determining same, the Authority's fiscal year shall end on June 30th of each year.

**ARTICLE VII - AMENDMENTS TO BY-LAWS**

These By-Laws may be amended at any regular or special meeting of the Board by the affirmative vote of a majority of the commissioners then in office.

These By-Laws were adopted by the Board of Commissioners on this \_\_\_\_\_ day of \_\_\_\_\_, 2018.  
Ryan Porter, Chairman