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CORPORATE BY-LAWS OF THE TULLAHOMA
MUNICIPAL AIRPORT AUTHORITY, INCORPORATED

The Tullahoma Municipal Airport Authority, Incorporated has been created pursuant to Tennessee Code Annotated 42-601, et seq., and the purpose of these by-laws is to set forth the general mode and manner of conducting the business and management of said corporation.

ARTICLE I
PURPOSE

The purpose of this corporation is as set forth in the Charter or Certificate of Incorporation of Tullahoma Municipal Airport Authority, Incorporated and the contents of these By-Laws shall be construed in no way to limit or restrict by inference or otherwise all powers and authority vested in the Tullahoma Municipal Airport Authority, Incorporated, pursuant to Tennessee Code Annotated 42-601, et seq., and the purposes and powers set forth in these By-Laws shall be regarded as independent, and the enumeration of specific powers shall not be construed to restrict in any manner the meaning of general terms or of the general powers of the corporation or shall the expression of one thing be deemed to exclude the other, although it may be of like nature.

ARTICLE II
BOARD OF COMMISSIONERS

1. The management of all affairs, property, and business of the Corporation shall be vested in a Board of Commissioners consisting of five persons who shall be appointed by the Board

of Mayor and Aldermen of the City of Tullahoma to hold office pursuant to and for the term of years designated at Tennessee Code Annotated 42-605.

2. The Tullahoma Municipal Airport Authority Inc. shall be responsible to remove from its body any member that is not a functioning member under the following rules:

- a. Any member that is absent from more than half the Authority meetings (regular scheduled meetings, special called meetings, called committee meetings) shall be subject to dismissal by a majority vote of the remaining members. Meetings missed due to illness of that member, shall not be counted as missed meetings nor meetings missed due to a death in the immediate family.
- b. Any member that does not fulfill his obligation to his or her elected office as prescribed in these by-laws and as sworn to upon accepting his or her appointment to the Authority is subject to dismissal by a majority vote of the remaining members.

3. All vacancies in the Board of Commissioners, whether caused by resignation, death, or otherwise, shall be filled by appointment to said Board by the Board of Mayor and Aldermen of the City of Tullahoma, pursuant to Tennessee Code Annotated 42-605.

4. Regular meetings of the Board of Commissioners shall be held at the principal office of the Corporation, same being the Tullahoma Municipal Airport Terminal located at Soesbe-Martin Field, or at such other place or places within or without the State of Tennessee, as the Board of Commissioners may from time to time designate, but such other designated meeting place shall be publicly owned property, and prior approval of the Board of Commissioners while holding its regular meeting shall be necessary before a meeting can be held at other than the principal office, as aforementioned.

5. Special meetings of the Board of Commissioners may be called at any time by the Chairman or Vice Chairman of the Board of Commissioners or by any two Commissioners. Such meetings shall be held at the principal office of the Corporation.

6. Notice of all regular and special meetings of the Board of Commissioners shall be given to each Commissioner by three days' service of same by letter or personally.

7. A majority of the Commissioners of the Corporation shall constitute a quorum for the purpose of conducting business of the Authority and exercising its powers and for all other purposes. Action may be taken by the Authority upon a vote of not less than a majority of the Commissioners present, pursuant to Tennessee Code Annotated 42-607.

8. Whenever conducting such business which required a vote of the majority of the Board, each Commissioner shall be required to cast either a yea or nay vote when a vote is called for with two exceptions:

- a. No Commissioner shall be required to have a recorded vote for or against ones self (Ex. Election of Authority Officers).
- b. No Commissioner shall be required to have a recorded vote on any matter pertaining to ones employer, employment or matters involving ones immediate family members.

9. A voting record as to how each Commissioner votes shall be kept by the Secretary and made an official part of the Minutes. In the event that any Commissioner feels that he is not informed or is unable to cast a vote because of lack of knowledge of the subject matter said Commissioner has the right to postpone his or her vote until the next meeting. In the event that any Commissioner relies upon this rule, he or she shall not be entitled to rely upon same at the next meeting, the purpose of this rule being to require that a recorded vote be had by all members on all issues.

ARTICLE III

OFFICERS

1. There shall be elected by the Board of Commissioners a Chairman, Vice Chairman, Secretary, Treasurer, and a Vice Secretary-Treasurer. The Corporation may employ, from time to time, technical experts and such other officers, agents and employees, permanent and temporary, as it may require and shall determine their qualifications and compensation. The Corporation may delegate one or more of its agents or employees with such powers or duties as it may deem proper, the foregoing being pursuant to Tennessee Code Annotated 42-607.

2. The Chairman, Vice Chairman, Secretary, Treasurer, and Vice Secretary-Treasurer shall serve one year terms. Elections, as set forth above, shall be held on the first Wednesday of each March and upon election the new officers shall immediately take office and serve until new officers are elected and take office the following year, provided, however, that upon the vote of a majority of all Commissioners at a duly called or regular meeting, an officer may be removed and a successor appointed, which successor shall hold said office until the next regularly scheduled time of election for officers unless said officer is earlier removed from said office as provided herein or the office is vacated by reason of death, resignation or otherwise.

3. The Chairman of the Board of Commissioners shall preside at all meetings of the Board of Commissioners. Except where by law or by these by-laws the signature of others is required, the Chairman, along with the Secretary, shall and does have the power to sign all certificates, contracts, and other instruments of the Corporation which may be authorized by the Board of Commissioners.

4. The Vice Chairman, in the absence of the Chairman, shall preside at all meetings of the Board of Commissioners, shall have general supervision of the affairs of the Corporation, shall sign or counter sign all certificates, contracts, or other instruments of the Corporation as authorized by the Board of Commissioners, and shall

make reports to the Board of Commissioners and shall perform all such other duties as are incident to his office or are properly required of him by the Board of Commissioners.

5. The Secretary shall issue notices for all meetings, except that notice for special meetings of Commissioners called at the request of two Commissioners, as heretofore provided, may be issued by such Commissioners. The Secretary shall keep Minutes of all meetings, shall have charge of all Corporate Books and shall make such reports and perform such other duties as are incident to his office or are properly required of him by the Board of Commissioners, and shall sign with the Chairman all instruments and documents of any nature whatsoever executed in behalf of the Corporation.

6. The Treasurer shall have the custody of all monies and securities of the Corporation and shall keep regular books of account. He shall disburse the funds of the Corporation in payment of just demands against the Corporation or, as may be ordered by the Board of Commissioners, taking proper vouchers for such disbursements and shall render to the Board of Commissioners, from time to time, as may be required of him, an account of all his transactions as Treasurer and of the financial condition of the Corporation. He shall further perform all duties incident to his office or which are properly required of him by the Board of Commissioners.

7. The Vice Secretary-Treasurer shall work in concert with both the Secretary and Treasurer, and in the event that neither the Secretary nor Treasurer are present at meetings, or for any reason are unable to conduct their duties, as aforementioned, the Vice Secretary-Treasurer shall act in the place and stead of the Secretary or Treasurer, respectively, and discharge the duties of that office as set forth by these by-laws.

8. Each Commissioner shall hold office until his successor has been appointed and has qualified.

ARTICLE IV
MANNER OF CONDUCTING MEETINGS

In order that meetings shall be conducted in an orderly and effective manner the parliamentary procedure set forth in Roberts Rules of Order, Revised Edition 1971, shall be followed at all regular and special meetings.

ARTICLE V

Each Commissioner shall be responsible to furnish to the Secretary a copy of all correspondence and information obtained as a result of or for special studies or any appointed actions pertaining to the management, operation, and maintenance of the Tullahoma Municipal Airport or such special studies or appointed actions pertaining to the management, operation, and affairs of the Tullahoma Municipal Airport Authority, Incorporated.

ARTICLE VI

In the event that rules, regulations, or procedures pertaining to the operations of the Tullahoma Municipal Airport are promulgated by the Board of Commissioners the enforcement of such rules, regulations, or procedures shall be the responsibility of each Commissioner, and further, each Commissioner shall bring to the entire Board's attention as the next Board meeting, be it a regular meeting or a specially called meeting, any violation of or threatened violation of any such rules, regulations, or procedures.

ARTICLE VII

NOTICES

1. Whenever the provisions of statute or these by-laws require notice to be given to any Commissioner they shall not be construed to mean personal notice. Such notice may be given, in writing, by depositing same in a Post Office Box in a post paid sealed wrapper, addressed to such Commissioner at his or her address as same appears

in the books of the Corporation and the time when same shall be mailed, as evidenced by the postage date contained thereon shall be deemed to be the time of the giving of said notice.

2. A waiver of any notice, in writing, signed by a Commissioner, whether before or after the time stated in said waiver for holding a meeting, shall be deemed equivalent to a notice required to be given.

ARTICLE VIII

AMENDMENT OF BY-LAWS

Amendments, alterations, or repeals of the By-laws of this Corporation may be made by a majority vote of the Commissioners at any meeting, if notice of such meeting contains a statement of the proposed amendment, alteration, or repeal, if said notice has been given to each Commissioner, in writing, three days prior to said meeting.

ARTICLE IX

PROPERTY AND STRUCTURES

1. No hangers or structures of any type shall be constructed upon the Tullahoma Municipal Airport Property without express consent by a majority vote of the Tullahoma Airport Authority and covered by a properly executed Lease Agreement signed per Article III of the By-Laws for the Tullahoma Airport Authority and a properly witnessed signature by the Lessee.

2. Existing structures on the Airport property leased to the F.B.O. shall not be altered in that the sizes or shapes would be changed without consent of the Authority by a majority vote and properly documented in the Secretarie's records. This section does not pertain to routine or normal repair and maintenance that may be a responsibility of the F.B.O.

3. An individual, individuals, company or corporation desiring to enter into lease agreements with the Tullahoma Airport Authority for property may make the request by letter to the Authority or by personally appearing before the Authority at the monthly scheduled meeting.

4. a. The North end of the ramp shall be leased to an F.B.O. and will contain the only outside tie down areas on the airport except during special events such as fly-ins where areas will be designated for the event.

b. The Southeast end of the ramp shall be leased to individuals, companies, and corporations for private hangers only.

c. Leasing to individuals, companies, and corporations for private hanger plots shall be done according to the "Tullahoma Municipal Airport Land Use Resolution," adopted by the Tullahoma Municipal Airport Authority.

**ARTICLES OF AMENDMENT TO THE CHARTER
OF
TULLAHOMA MUNICIPAL AIRPORT AUTHORITY, INCORPORATED**

The undersigned members of the Tullahoma Municipal Airport Authority, Incorporated (hereinafter "Authority"), do hereby apply to amend its Charter of Incorporation and would respectfully show that:

RECITALS

1. The Board of Mayor and Aldermen of the City of Tullahoma, Tennessee, a Municipal Corporation organized and existing under the Private Acts of 1903, Chapter 553 thereof and all acts amendatory thereto, of the State of Tennessee, did in regular meeting on February 27, 1978, create a Municipal Airport Authority for the City of Tullahoma, Tennessee, via Ordinance No. 639, and pursuant to T.C.A. § 42-601 (now known as T.C.A. § 42-3-103).
2. The Authority did make application to the Tennessee Secretary of State of its Charter of Incorporation and it was accepted by the Tennessee Secretary of State on April 3, 1978, and was appointed the corporate control number of 0050041.
3. The Board of Mayor and Aldermen of the City of Tullahoma, Tennessee, did in regular meetings amend the original ordinance 639 via ordinance No. 1325.
4. Ordinance No. 1325 provides in part as follows:

"... by appropriate action of the Board of Mayor and Aldermen, and upon the effective date of the enactment thereof, the Board of Mayor and Aldermen shall appoint two (2) additional persons as commissioners to said Authority, for terms of five (5) years each pursuant to the provisions hereof, increasing the membership of the Authority, upon the enactment of said amendment to seven (7) members. Said commissioners shall serve until such time as their successors are appointed, pursuant to the provisions hereof".
5. Ordinance No. 1325 was duly passed on December 12, 2005 and January 9, 2006, and was published in the *Tullahoma News*, a newspaper of general circulation in Coffee County, Tennessee, on January 22, 2006.
6. Ordinance No. 1325 is attached hereto as Exhibit "A" and incorporate herein by this reference.

THEREFORE, Pursuant to the provisions of T.C.A. Section 42-3-103, the undersigned commissioners of the Authority hereby submit the following Articles of Amendment to amend the Charter of the Authority and state as follows:

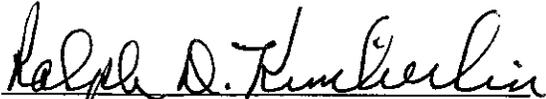
1. The name of the corporation is Tullahoma Municipal Airport Authority, Incorporated.
2. The text of the amendment adopted is:

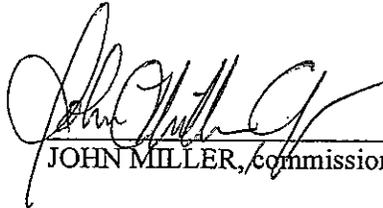
There shall be inserted a Paragraph 6 to the Charter of Incorporation and it shall read as follows:

The membership of the persons to serve as commissioners of the Tullahoma Municipal Airport Authority, Incorporated, shall be seven (7) members. Said commissioners shall serve until such time as their successors are appointed.

Dated this 14 day of March, 2006.

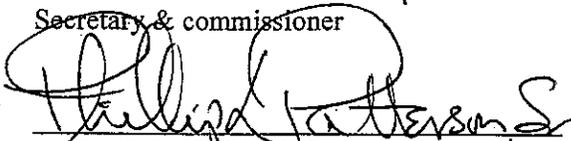
**TULLAHOMA MUNICIPAL AIRPORT
AUTHORITY, INCORPORATED**


RALPH KIMBERLIN
Chairman & commissioner


JOHN MILLER, commissioner


CLAUDE CHELLSTORP
Secretary & commissioner

ROY SMITH, commissioner


PHILLIP PATTERSON
Treasurer, commissioner

**STATE OF TENNESSEE
COUNTY OF COFFEE**

On this ___ day of March, 2006, before me personally appeared the commissioners of the Tullahoma Municipal Airport Authority, Incorporated, same being Ralph Kimberlin, Claude Chellstorp, Phillip Patterson, John Miller and Roy Smith, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be the commissioners of the Tullahoma Municipal Airport Authority, Incorporated, the within named bargainor, a corporation, and that such commissioners, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation as commissioners.

NOTARY PUBLIC
My Commission Expires: _____

ORDINANCE NO. 1325

AN ORDINANCE TO AMEND SECTION 20-1102 OF THE CODE OF ORDINANCES OF THE CITY OF TULLAHOMA, TENNESSEE, TO PROVIDE FOR THE MEMBERSHIP OF THE TULLAHOMA AIRPORT AUTHORITY TO BE INCREASED FROM FIVE (5) TO SEVEN (7) MEMBERS.

SECTION ONE: NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF MAYOR AND ALDERMEN OF THE CITY OF TULLAHOMA, TENNESSEE that section 20-1102 of the Code of Ordinances of the City of Tullahoma, Tennessee, is amended as created by Ordinance No. 639, dated February 27, 1978, which is also amended hereby as follows:

See Exhibit "A" attached hereto for a description of the amendment enacted hereby.

SECTION TWO: BE IT FURTHER ORDAINED BY THE BOARD OF MAYOR AND ALDERMEN OF THE CITY OF TULLAHOMA, TENNESSEE , that all Ordinances in conflict herewith and all provisions in the Code of Ordinances of the City of Tullahoma, in conflict herewith are hereby repealed in their entirety, to the extent of any conflicts.

SECTION THREE: BE IT FURTHER ORDAINED BY THE BOARD OF MAYOR AND ALDERMEN OF THE CITY OF TULLAHOMA, TENNESSEE, that if any section, subsection, paragraph, sentence, item or clause of this Ordinance shall for any reason be declared unconstitutional or invalid, such declaration shall not affect any other portion of this Ordinance, it being the intent that the sections, subsections, paragraphs, sentences, items or clauses of this Ordinance shall be treated as severable.

SECTION FOUR: BE IT FURTHER ORDAINED BY THE BOARD OF MAYOR AND ALDERMEN OF THE CITY OF TULLAHOMA, TENNESSEE that this Ordinance shall take effect and be in full force and effect from and after its passage and from and after its caption being published one time in a newspaper of general circulation in Coffee County, Tennessee, the public welfare requiring it.

CITY OF TULLAHOMA

BY: 
MAYOR

ATTEST: 

CITY RECORDER

PASSED ON FIRST READING: December 12, 2005

PASSED ON SECOND READING: January 9, 2006

EXHIBIT A

CHAPTER 11, TULLAHOMA AIRPORT AUTHORITY

Section 20-1102. Composition. Upon the initial creation of the Tullahoma Airport Authority, the Board of Mayor and Aldermen shall appoint five (5) persons as commissioners of the Tullahoma Airport Authority, said method of appointment to be by nomination and election as to each of the five (5) offices to be filled, said commissioners first appointed to serve terms of one (1), two (2), three (3), four (4) and five (5) years, respectively, but after said initial election and appointment and the expiration of said initial terms of office, each commissioner thereafter shall be appointed for a term of five (5) years, except that the vacancies occurring otherwise than by the expiration of terms shall be filled for the unexpired term, in the same manner as the original appointments. As a result of an amendment hereto increasing the membership of said Authority, by appropriate action of the Board of Mayor and Aldermen, and upon the effective date of the enactment thereof, the Board of Mayor and Aldermen shall appoint two (2) additional persons as commissioners to said Authority, for terms of five (5) years each pursuant to the provisions hereof, increasing the membership of the Authority, upon the enactment of said amendment to seven (7) members. Said commissioners shall serve until such time as their successors are appointed, pursuant to the provisions hereof.

**FIRST AMENDMENT TO THE
CORPORATE BY-LAWS OF THE
TULLAHOMA MUNICIPAL AIRPORT AUTHORITY, INCORPORATED**

Tullahoma Municipal Airport Authority, Incorporated, (hereinafter "Authority") was created pursuant to local Ordinance No. 639 of the Tullahoma Board of Mayor and Aldermen on February 27, 1978, and subsequently was modified by Ordinance No. 1325 of the Tullahoma Board of Mayor and Aldermen, to increase the number of commissioners from five (5) to seven (7). The purpose of this First Amendment is to implement the change of commissioners as reflected in the By-Laws of the Tullahoma Municipal Airport Authority, Incorporated as hereinafter set forth.

WHEREAS, the Corporate By-Laws of the Authority (hereinafter "By-Laws"), were enacted on or after April 3, 1978; and

WHEREAS, the By-Laws as enacted were drafted in accord to the Local Ordinance No. 639 of the Tullahoma Board of Mayor and Aldermen; and

WHEREAS, the Tullahoma Board of Mayor and Aldermen amended their original Local Ordinance No. 639 with Local Ordinance No. 1325 (hereinafter "New Ordinance"); and

WHEREAS, the Old Ordinance requires five (5) commissioners be appointed to the Authority and the New Ordinance requires seven (7) commissioners be appointed to the Authority; and

WHEREAS, the By-Laws in accordance with the Old Ordinance provide for a Board of Commissioners consisting of five (5) persons; and

WHEREAS, the Authority desires to amend its By-Laws to provide for a Board of Commissioners consisting of seven (7) persons in order to be in compliance with the New Ordinance.

NOW THEREFORE, the By-Laws of the Authority are modified as follows:

Article II, Section 1 is amended in its entirety to read as follows:

1 The management of all affairs, property, and business of the Corporation shall be vested in a Board of Commissioners consisting of seven persons who shall be appointed by the Board of Mayor and Aldermen of the City of Tullahoma to hold office pursuant to and for the term of years designated at Tennessee Code Annotated Section 42-3-103 et seq.

All other provisions of the By-Laws shall remain unchanged and in full force and effect.

CERTIFICATION

We certify that this First Amendment to the bylaws for the corporation were duly adopted as of the 14 day of March, 2006.


CHAIRMAN


SECRETARY

**SECOND AMENDMENT TO THE
CORPORATE BY-LAWS OF THE
TULLAHOMA MUNICIPAL AIRPORT AUTHORITY, INCORPORATED**

Tullahoma Municipal Airport Authority, Incorporated, (hereinafter "Authority"), desires to incorporate a Second Amendment to its By-Laws to provide for a process to fill a permanent vacancy in an officer position as hereinafter set forth:

WHEREAS, the Corporate By-Laws of the Authority (hereinafter "By-Laws"), were enacted on or after April 3, 1978; and

WHEREAS, the By-Laws were amended by First Amendment on March 14, 2006; and

WHEREAS, the Commissioners of the Authority desire to provide for succession of any and all officer positions now or hereinafter created, in the event of permanent vacancy by reason of death, resignation or otherwise.

NOW THEREFORE, the By-Laws of the Authority are modified as follows:

Article III, Section 9 shall be created to hereafter provide and read as follows:

Upon the permanent vacancy of the officer position of Chairman, Secretary or Treasurer by reason of resignation, death or otherwise, then at the next monthly regular meeting, the remaining commissioners shall elect a successor Chairman, Secretary or Treasurer and such successor shall hold office until the next regularly scheduled time of election for officers

All other provisions of the By-Laws as previously amended shall remain unchanged and in full force and effect as previously amended.

CERTIFICATION

We certify that this Second Amendment to the bylaws for the corporation was duly adopted as of the 12th day of September, 2006.



CHAIRMAN



SECRETARY

**THIRD AMENDMENT TO THE
CORPORATE BY-LAWS OF THE
TULLAHOMA MUNICIPAL AIRPORT AUTHORITY, INCORPORATED**

Tullahoma Municipal Airport Authority, Incorporated, (hereinafter "Authority"), in reference to Municipal Airport Authority as shown in Tennessee Code Annotated, was created pursuant to local Ordinance No. 639 of the Tullahoma board of Mayor and Aldermen on February 27, 1978, and subsequently was modified by Ordinance No. 1325 of the Tullahoma Board of Mayor and Aldermen. The purpose of this Third Amendment is to terminate the position of Vice Secretary-Treasurer as created in Article III of the By-Laws and thereafter create two new officer positions, same being Vice Secretary and Vice Treasurer, as hereinafter set forth.

WHEREAS, the Corporate By-Laws of the Authority (hereinafter "By-Laws") were enacted on or after April 3, 1978; and

WHEREAS, the By-Laws were amended by First Amendment on March 14, 2006, and by Second Amendment on September 12, 2006; and

WHEREAS, The Commissioners of the Authority desire to terminate the position of Vice Secretary-Treasurer; and

WHEREAS, the Commissioners of the Authority desire to create a new officer position of Vice Secretary; and

WHEREAS, the Commissioners of the Authority desire to create a new officer position titled Vice Treasurer; and

NOW, THEREFORE, The By-Laws of the Authority are modified as follows:

A. Article III, Section 1 is amended in its entirety to read as follows:

1. There shall be elected by the Board of Commissioners a Chairman, a Vice Chairman, Secretary, Treasurer, Vice Secretary and Vice Treasurer. The Corporation may employ, from time to time, technical experts and such other officers, agents and employees, permanent and temporary, as it may require and shall determine their qualifications and compensation. The Corporation may delegate one or more of its agents or employees with such powers or duties as it may deem proper, the foregoing being pursuant to Tennessee Code Annotated 42-607.

B. Article III, Section 2, first sentence is amended in part to read as follows:

The chairman, Vice Chairman, Secretary, Treasurer, Vice Secretary and Vice Treasurer shall serve one year terms.

The remainder of Article III, Section 2 shall remain unchanged.

C. Article III, Section 7 is amended in its entirety to read as follows:

7. (a). The Vice Secretary shall work in concert with the Secretary, and in the event the Secretary is not present at a meeting, or for any reason unable to conduct his/her duties as aforementioned, the Vice Secretary shall act in the place and stead of the Secretary, and discharge the duties of Secretary as set forth by these By-Laws.

(b). The Vice Treasurer shall work in concert with the Treasurer, and in the event the Treasurer is not present at a meeting, or for any reason unable to conduct his/her duties, as aforementioned, the Vice Treasurer shall act in the place and stead of the Treasurer, and discharge the duties of Treasurer as set forth by these By-Laws.

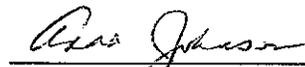
All other provisions of the By-Laws shall remain unchanged and in full force and effect as previously amended.

CERTIFICATION

We certify that this Third Amendment to the By-Laws for the corporation was duly adopted as of the 17th day of October, 2006.



CHAIRMAN



SECRETARY