

REGULAR MEETING OF THE BOARD OF COMMISSIONERS, MEMPHIS-SHELBY
COUNTY AIRPORT AUTHORITY (MSCAA) October 15, 2020

CALL TO ORDER

***Board Meeting provided via ZOOM Webcast to Airport Authority Staff and
the Public.***

APPROVAL OF BOARD MEETING MINUTES: ***September 17, 2020***

Resolutions for Approval This Month

Approval to Ratify the Board Chairman's Action to Approve the July 2020 Board Meeting Minutes on Behalf of the Board Secretary

Approval of Amendments - Bylaws of the Airport Board of Commissioners, as Set Forth in Exhibit A

Nomination and Approval of Secretary pro tem (*term ending 12-31-20*)

Approval for the Secretary pro tem to Retroactively Perform the Duties of the Board Secretary

Selection of Nominating Committee

Division Reports

TREASURER and PROPERTIES REPORTS

Forrest Artz, Vice President of Finance and Administration/CFO

OPERATIONS REPORT

Terry Blue, Vice President of Operations

AIR SERVICE REPORT

Chip Gentry, Air Service Research & Development Manager

INFORMATION ITEMS

NEXT BOARD MEETING – ***November 19, 2020***

RESOLUTION

WHEREAS, in accordance with the requirements of the Metropolitan Airport Authority Act, as codified in § 42-4-105(e) of the Tennessee Code, the Board of Commissioners for the Memphis-Shelby County Airport Authority (MSCAA) is required to elect from its membership a chair, vice chair, and secretary; and,

WHEREAS, the MSCAA Bylaws (Bylaws) by Resolution No. 15-4709 on April 16, 2015 established the duties of the Secretary of the Board shall be to give or cause to be given all notices necessary or proper under these Bylaws, shall attend all meetings of the Board, and shall record all votes and the minutes of all proceedings of the Board. The Secretary shall also approve all minutes of Board meetings and sign all resolutions; and,

WHEREAS, the Bylaws did not establish an officer to assume the duties of Secretary in the event of the absence of the Secretary; and,

WHEREAS, the Secretary of the Board was unable to approve the minutes of the July 2020 Board meeting, and in the absence of the Secretary, the MSCAA Chairperson approved the July 2020 Board meeting minutes to comply with requirements for the Memphis-Shelby County Airport Authority \$24,230,000 Airport Revenue Refunding Bonds, Series 2020A (the "Series 2020A Bonds") and \$72,250,000 Revenue Refunding Bonds, Series 2020B (AMT) (the "Series 2020B Bonds" and together as the "Series 2020 Bonds"); and,

WHEREAS, the Board hereby determines the actions of the Chairperson approving the July 2020 Board meeting minutes to be necessary; and,

WHEREAS, the Bylaws Article IV, Section 8 established that the Board shall follow Robert's Rules of Parliamentary Procedure (Robert's Rules); and,

WHEREAS, in accordance with Robert's Rules, the Board hereby ratifies the action of the Chairperson by the approval of the July 2020 Board meeting minutes; and,

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, that the action of the Board Chairperson to approve the July 2020 Board Meeting minutes in the absence of the Secretary is hereby ratified and is hereby approved.

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10-15-20

RESOLUTION

WHEREAS, in accordance with the requirements of the Metropolitan Airport Authority Act, as codified in § 42-4-105(e) of the Tennessee Code, the Board of Commissioners for the Memphis-Shelby County Airport Authority (MSCAA) is required to elect from its membership a chair, vice chair, and secretary; and,

WHEREAS, by Resolution 15-4709 on April 15, 2015, the Board amended the MSCAA Bylaws (Bylaws) to elect a Secretary from its members and determined the duties of the Secretary shall be to give or cause to be given all notices necessary or proper under these Bylaws, shall attend all meetings of the Board, and shall record all votes and the minutes of all proceedings of the Board. The Secretary shall also approve all minutes of Board meetings and sign all resolutions; and,

WHEREAS, it has been determined that the Bylaws do not provide for the election of a Secretary pro tem to serve in the absence of the Secretary, and the Bylaws should be amended accordingly at this time to elect a Secretary pro tem from the Board's membership to assume the duties of the Secretary until the return of the Secretary from an absence; and,

WHEREAS, the Board shall elect from its members a Secretary pro tem, who shall continue to be a voting member. The Secretary pro tem shall be elected for the remainder of this calendar year immediately upon the adoption of this Amendment to the Bylaws, and the term shall expire on December 31 of the current year. Thereafter, the Secretary pro tem shall be elected at the annual election of Board officers, and the term shall be one year and shall expire on December 31 of each year; and,

WHEREAS, the MSCAA President shall designate an appropriate MSCAA staff member to assist the Secretary or Secretary pro tem in the administrative functions of the duties of the Secretary; and,

WHEREAS, the duties of the Secretary of the Board shall be amended to reflect the assistance of an administrative staff member by the following change to the first sentence of Article III, Section 10 to state, "The Secretary of the Board shall give or cause to be given all notices necessary or proper under these Bylaws, shall attend all meeting of the Board, and shall record or cause to be recorded all votes and the minutes of all proceedings of the Board"; and,

WHEREAS, so that the Bylaws accurately reflect the election of the Secretary pro tem from the voting members of the Board and determined the Secretary pro tem shall assume the duties of the Secretary during an absence, the amendments to the Bylaws set forth in Exhibit A, which are attached hereto and incorporated herein by reference, have been prepared for the Board's consideration and approval;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, that the amendments to the Bylaws of the Board of Commissioners, as set forth in Exhibit A hereto, be and are hereby approved and, as amended herein, the Bylaws are hereby fully readopted.

**BYLAWS
OF
MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**

ARTICLE I – NAME AND OFFICES

1. The name of the corporation shall be “Memphis -Shelby County Airport Authority (hereinafter called “Authority”).

2. The principal office address of the Authority shall be Memphis International Airport, Memphis, Tennessee. Other offices may be established from time to time by the Board of Commissioners.

ARTICLE II - CORPORATE SEAL

The Authority shall have a corporate seal, which shall have inscribed thereon the name of the Authority, the words "Corporate Seal", the word "Tennessee ", and the date "1970".

ARTICLE III - BOARD OF COMMISSIONERS

1. 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 provided in the Metropolitan Airport Authority Act and all amendments thereto, Tennessee Code Annotated Section 42-4-101 et seq., and otherwise vested in the Board by the laws of the State of Tennessee and the agreements between the Authority and the City of Memphis and the County of Shelby.

2. The Board shall consist of seven Commissioners, five of whom shall be appointed by the Mayor of the City of Memphis and approved by the City Council, and two of whom shall be nominated by the Mayor of the County of Shelby, approved by the Mayor of the City of Memphis and approved by the City Council.

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 may include, but is not limited to, a person of good standing and reputation in each of the following fields: Engineering, Law, Industry or Commerce, and Finance.

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 private pilot's rating or a higher pilot rating. The engineer shall be an engineer licensed to practice in the State of Tennessee and shall have actively practiced the engineering profession for the preceding five years. The lawyer shall be licensed to practice before the highest court in the State of Tennessee and shall have been so licensed for a period of not less than five years. All Commissioners shall be of excellent character and reputation.

d. At least five Commissioners shall be residents of the City of Memphis.

e. No Commissioner shall be an officer or employee of the City of Memphis or the County of Shelby.

4. Commissioners have heretofore been appointed for staggered terms of one through seven years, respectively. Thereafter, each Commissioner shall be appointed for a term of seven years. A Commissioner's term shall continue until the appointment and qualification of a 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 Council of the City of Memphis, but only after notice of the cause of such removal shall have been served upon the Commissioner, and on or after such Commissioner shall have been granted an opportunity for a public hearing on such cause.

7. The Board shall elect from its members a Chairperson, Vice Chairperson,

~~and~~ Secretary, and Secretary pro tem each of whom shall continue to be voting members. The term of the Chairperson shall be five years and shall expire on December 31 of the fifth year of the term. Provided however, any Board member elected Chairperson shall not be eligible to serve another term until another Board member has served a term as Chairperson thereby prohibiting consecutive terms which shall not include any time served fulfilling an unexpired term created by a vacancy in the Chairperson position. The term of the Vice Chairperson shall be one year and shall expire on December 31 of each year. Notwithstanding, the terms of the Chairperson and Vice Chairperson shall continue until the election and qualification of the Chairperson's and Vice Chairperson's successor.

8. Commissioners shall receive no salary, but shall be reimbursed for necessary expenses incurred in the performance of their official duties.

9. The Chairperson of the Board, and in the absence of the Chairperson, the Vice Chairperson, shall:

- a. Preside at all regular and special meetings of the Board
- b. 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.
- c. Maintain close liaison with appropriate officials of the City of Memphis and the County of Shelby in matters which involve these governmental bodies and the Authority.
- d. Provide policy guidance and instructions to the President of the Authority concerning significant developments involving the Authority as such developments occur.

10. The Secretary of the Board shall give or cause to be given all notices necessary or proper under these Bylaws, shall attend all meetings of the Board, and shall record or cause to be recorded all votes and the minutes of all proceedings of the Board. The Secretary shall also approve all minutes of Board meetings and sign all resolutions.

11. In the absence of the Secretary, the Secretary pro tem shall assume the

duties of the Secretary until the return of the Secretary from an absence. The terms of the Secretary and Secretary pro tem shall be one year and shall expire on December 31 of each year.

ARTICLE IV - 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 Chairperson, or in the absence of the Chairperson, by the Vice Chairperson, or by any two Commissioners.
4. Meetings of the Board shall be held at the principal office of the Authority at Memphis International Airport, or at such other place or places as the Board may from time to time determine.
5. Notice of any meeting of the Board shall be given at least five (5) days in advance, either in person, by telephone, by facsimile, 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 facsimile or e-mail is sent, shall constitute the date upon which notice 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 Bylaws, 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; provided, however, that the removal of the President of the Authority without cause pursuant to Article V, Section 8 or the election not to extend the term of the President's employment under the President's written employment contract shall require a two-thirds (2/3) vote of the full Board of Commissioners.

8. Parliamentary procedure for the conduct of meetings of the Board shall be governed by Roberts Rules of Order.

ARTICLE V - OFFICERS

1. The officers of the Authority shall consist of a President, a Secretary, a Treasurer, an Internal Auditor, a Chief Engineer, a General Counsel, and such other officers as may be deemed necessary.

2. The President, who shall be the chief executive and administrative officer of the Authority, shall be appointed by the Board. The President shall appoint, and the Board shall confirm, the Secretary, Treasurer, Internal Auditor, Chief Engineer, and General Counsel. All other officers of the Authority shall be appointed by the President, subject to any civil service plan adopted by the Board, and may include, but not be limited to, an Assistant Secretary and Assistant Treasurer.

3. On behalf of the Authority, the President may enter into a written employment contract with the officers establishing their salary and term of office, not to exceed four years.

4. The President's salary shall be reviewed by the Finance Committee of the Board of Commissioners of the Authority annually to determine merit increases and other benefits as the Finance Committee in its judgment deems proper. Such review

shall be conducted not later than the fourth quarter of the fiscal year of the Authority.

5. All officers who enter into a written employment contract with the Authority are designated to be "under contract" to the Authority and, pursuant to the Agreement between the Authority and the City of Memphis dated May 26, 1970, shall be exempt from the City Civil Service System. All officers of the Authority shall remain eligible for the City of Memphis' retirement, group insurance, credit union, and hospitalization plans offered to employees of said City or such other plans offered to Authority employees as a whole if different from the City plans.

6. Officers shall be reimbursed for necessary expenses incurred in the performance of their official duties.

7. If the position of President becomes vacant by resignation, removal, disability, death, or otherwise, the Board may delegate some or all of the duties of the President to another officer until such time as the Board fills the vacancy in the same manner as provided in these Bylaws for the appointment of such officer.

8. The President 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 President.

9. The President's removal of any officer who at the time of removal is subject to any civil service plan adopted by the Board and then in effect shall be governed by and subject to the provisions of such plan.

10. The President shall attend all meetings of the Board. The President shall have general control and management over the affairs of the Authority, subject to the control of the Board. The President shall see that all orders and resolutions of the Board are carried into effect, shall execute on behalf of the Authority all bonds, leases, deeds, contracts or other written instruments. The President, however, may delegate his contracting authority to Vice Presidents and Directors for emergency purchases and as

otherwise deemed necessary for the efficient operation of the Authority. The President shall 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, and shall also submit such periodic reports to the Board as it may direct. The President shall perform all other duties as may from time to time be assigned to the President by the Board.

11. The Secretary shall attest the signature of the President of the Authority whenever it is requisite or appropriate to do so. The Secretary shall perform all other duties which may be prescribed by the President, under whose supervision the Secretary shall be.

12. The Treasurer shall have custody of the Authority's funds and securities, shall keep full and accurate account of same, and of all receipts and disbursements in books belonging to the Authority, and shall 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. The Treasurer shall disburse the funds of the Authority as authorized by the Board and/or President, and shall see to the taking of proper vouchers for all disbursements. The Treasurer shall render to the President and the Board, whenever required, an account of all transactions as Treasurer, and of the financial condition of the Authority. The Treasurer shall give the Authority a fidelity bond, with good and sufficient surety, for the faithful performance of the duties of the office of the Treasurer, if and as required by the Board, but the costs of such bond shall be paid by the Authority.

13. All other officers of the Authority shall perform such other duties as may be prescribed by the President, under whose supervision they shall be.

14. If the position of any other officer becomes vacant by resignation, removal, disability, death, or otherwise, the President may delegate some or all of the duties of such officer to another officer until such time as the vacancy is filled in the same manner as provided in these Bylaws for the appointment of such officer.

ARTICLE VI - APPOINTED PERSONNEL

The President may also appoint such Vice Presidents, Directors, Managers and other personnel as the President deems necessary or appropriate. He is authorized, if he so desires, to enter into written contracts with such appointed personnel establishing their salaries and terms of office not to exceed four (4) years. Such appointed personnel are designated as "unclassified" employees and exempt from the City of Memphis Civil Service System.

ARTICLE VII - CIVIL SERVICE

The following officers or employees are designated as "unclassified" employees of the Authority and as such are exempt from the provisions of the City of Memphis Civil Service System:

- (1) All officers of the Authority appointed pursuant to Article V of these Bylaws; and,
- (2) All employees appointed by the President pursuant to Article VI of these Bylaws; and,
- (3) All persons employed by the Authority as an Airport Safety Officer ("ASO"), which job category shall not include persons employed in the job category of Airport Police Officers.

ARTICLE VIII - 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 IX - 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 X - AMENDMENTS TO BYLAWS¹

These Bylaws 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. Any amendment of the Agreement between the Authority and the City of Memphis, dated May 26, 1970, any amendment to the Agreement between the Authority and the County of Shelby, dated August 20, 1970, any provision or amendment of Tennessee Code Annotated Sections 42-4-101, et seq., and any amendment or enactment of a statute of the State of Tennessee, which shall be contrary to the provisions of these Bylaws, shall operate as an amendment to these Bylaws.

¹ The Bylaws of the Authority were originally adopted by the Board of Commissioners by Resolution No. 88-3327 on the 21st day of July 1988, and have been amended from time to time as follows: Resolution No. 05-4336 (08-18-05), Resolution No. 13-4623 (01-17-13) (prohibiting member from serving as chair for consecutive 5-year terms), Resolution No. 15-4709 (04-16-15) (updating provisions to correspond with state law and current practices).

RESOLUTION

WHEREAS, in accordance with the requirements of the Metropolitan Airport Authority Act, as codified in § 42-4-105(e) of the Tennessee Code, the Board of Commissioners for the Memphis-Shelby County Airport Authority (MSCAA) is required to elect from its membership a chair, vice chair, and secretary; and,

WHEREAS, the Board amended the Bylaws and elected a Secretary pro tem to assume duties of the Secretary in the absence of the Secretary by Resolution No.20-4956 on October 15, 2020; and,

WHEREAS, due to a recent absence of the Secretary, the Board recognizes the necessity to allow the Secretary pro tem to retroactively perform the duties of the Secretary, to maintain the business of the Board, and to perform the record-keeping of Board actions during the period of the Secretary's absence for duties related to the August and September 2020 Board meetings;

NOW THEREFORE BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, hereby approves the Secretary pro tem to retroactively perform the duties of the Secretary for the period of time that the Secretary was absent for duties related to the August and September 2020 Board Meetings, including, any and all items required and necessary.

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