

BY-LAWS OF THE JOHNSON CITY DEVELOPMENT AUTHORITY

Dec. 1, 1989
June 26, 1990
Nov. 2, 1990
February 5, 1993
March 12, 2004
May 13, 2005
July 8, 2005
September 12, 2008
November 12, 2010
April 13, 2012
May 15, 2020

General

Section 1. Name. This organization, created by Chapter 52 of the Private Acts of 1985 of the State of Tennessee, as amended by House Bill No. 1528 of 1989, being House Bill No. 1073 (hereinafter referred to as "House Bill 1073"), shall be named the Johnson City Development Authority (hereinafter referred to as the "JCDA").

Section 2. Purpose. The purpose of the JCDA shall be those purposes as set forth in House Bill 1073, as amended.

Section 3. Governing Body. A Board of Commissioners (hereinafter referred to as "Board" or "Commissioners") shall manage the business and the affairs of the JCDA. The Commissioners shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the JCDA as they deem proper, not inconsistent with these By-Laws, the law of the State of Tennessee, the ordinances of the City of Johnson City, or House bill 1073, as amended.

Section 4. Geographic Area of Concern. The geographic area of concern shall include all areas within the corporate boundaries of the City of Johnson City so designated by the resolution by the city of Johnson City Board of Commissioners (hereinafter referred to as the "City Commission"). This area may be modified by resolution of the City Commission at any time upon the advice and initiation of the JCDA Board.

Section 5. Non-Profit Status. The JCDA shall be limited in its activities to not-for-profit public improvements, services and activities in accordance with the provision of House Bill 1073, as amended.

Relationship with the City of Johnson City

Section 6. Funding. Funding shall be through the City of Johnson City and such other sources of funding as may be approved by the JCDA Board. These funds shall be administered in accordance with the policies and procedures of the City of Johnson City and all books and accounts shall be maintained according to standard accounting practice and shall be available for inspection and audit by the City or State authorities at any time.

Section 7. Submission of the Plan of Improvement. Under the provisions of House Bill 1073, as amended, the JCDA shall submit to the City Commission all plans for services and improvements for City Commission approval prior to implementation.

Section 8. Appointment of Commissioners. The JCDA shall submit the names of prospective Commissioners to the City Commission for appointment to the JCDA, but final appointment authority

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shall rest with the City Commission. It is the intent that one (1) commission seat is held by a City Commissioner of Johnson City and two (2) commission seats are held by County Commissioners of Washington County.

Section 9. Legal Counsel. Should legal counsel be required, the City of Johnson City Legal Department may provide such counsel or independent counsel may be retained by the JCDA at the discretion of the JCDA Board.

Officers

Section 10. Election of Officers. The officers of the JCDA (hereinafter referred to as "Officers") shall be a Chair, a Vice Chair, and a Treasurer. Officers shall be JCDA Commissioners and shall be elected during the regularly scheduled JCDA Board meeting in the month of August of even-numbered years. The Nominating Committee (hereinafter defined) shall report its nominations for the Officers during the regularly scheduled meeting in August of the election year. In August, the Chair shall accept additional nominations for Officers from the floor. Any Commissioner of the JCDA may nominate any other Commissioner or himself/herself for any position not prohibited elsewhere in the By-Laws.

Section 11. Conduct of the Election. The election of Officers shall take place during the regularly scheduled meeting in August of an election year. Each position shall be elected by a majority of the JCDA Commissioners present. If a candidate does not receive a majority of the votes, the Chair shall direct a run-off vote between the two candidates with the highest number of votes. At the Chair's discretion, this run-off vote may be held during the August meeting or it may be deferred to the following regularly scheduled meeting in September or a specially called meeting.

Section 12. Filling Unexpired Terms. If a vacancy occurs in the Chair's position, the Vice Chair shall fill his/her unexpired term. For all other elected Officers, the Chair shall call a special election to fill the unexpired term at the next regularly scheduled meeting following the meeting in which the Officer's resignation was accepted and the Nominating Committee (hereinafter defined) shall submit its report at the meeting when the election is scheduled.

Section 13. Recall.

- A. **Recall of Officers.** A motion to recall any Officer of the JCDA may be made by any JCDA Commissioner at any regularly scheduled or specially called meeting. If a motion to recall is made and seconded, all discussion shall be deferred until the next regularly scheduled meeting when discussion will be accepted and a vote taken. Recall will be accomplished upon majority vote of the Commissioners present. If the recall is successful, that position shall be filled through procedures outlined above for election of Officers to fill unexpired terms.
- B. **Recall of Commissioners.** If any Commissioner is deemed to be delinquent in his/her duties by a majority of the JCDA Board, he/she may be asked by the Chair to submit his/her resignation. A motion to recall any JCDA Commissioner may be made by any other JCDA Commissioner at any regularly scheduled or specially called meeting. If a motion to recall a Commissioner is made and seconded, all discussion shall be deferred until the next regularly scheduled meeting when discussion will be accepted and a vote taken. Upon a majority of the Board voting in favor of recall, the action of the JCDA Board shall be communicated to the City Commission by the Chair or Vice Chair of the JCDA, with a recommendation from the JCDA Board that the City Commission recall the Commissioner and appoint a new commissioner.

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Section 14. Number. The number of Commissioners of the JCDA shall be no less than seven (7) commissioners, as required by House Bill 1073, as amended, and no more than thirteen (13) appointees, including one (1) City Commissioner and two (2) County Commissioners, as determined by the City Commission. In the event a vacancy occurs due to the expiration of a term(s), resignation by a Commissioner(s), or death of a Commissioner(s), the vacancy or vacancies shall be filled pursuant to Sections 8 or 12, if necessary to maintain at least seven (7) commissioners or fill Officer positions. If the number of commissioners exceeds thirteen (13) at any point due to restructuring of the by-laws, existing commissioners shall maintain their positions until such time as a vacancy occurs. Said vacancies shall not be filled until the Commission is comprised of not more than thirteen (13) appointees.

Section 15. Chair. The Chair shall be elected by the JCDA Board for a term of two (2) years or until his/her successor is elected. Any person serving as Chair may not be reelected to that office for consecutive terms. The Chair shall chair all meetings of the JCDA Board (hereinafter defined), appoint committees and committee chairs, and represent the JCDA or designate a JCDA representative to appear before all public and legal bodies when summoned. The chair shall have and may exercise any and all other powers and duties pertaining by law, regulation, or practice to the office of Chair or imposed by these By-Laws. He/She shall be an ex-officio member of all committees of the JCDA.

Section 16. Vice Chair. The Vice Chair shall be elected by the JCDA Board for a term of two (2) years or until his/her successor is elected. Any person serving as Vice Chair may not be reelected to that office for consecutive terms. The Vice Chair shall act in the absence of the Chair, shall serve as the Nominating Committee Chair (hereinafter defined), and shall also perform all other duties assigned to him/her by the Chair.

Section 17. Treasurer. The Treasurer shall be elected by the JCDA Board for a term of two (2) years or until his/her successor is elected. Any person serving as Treasurer may not be reelected to that office for consecutive terms. The Treasurer shall be responsible for the proper disbursement and the safeguarding of all JCDA funds, which shall be kept on deposit in financial institutions or invested in a manner approved by the JCDA Board. The Treasurer shall cause a monthly financial report to be made to the JCDA Board during its regularly scheduled meeting and shall insure that a certified public audit is performed on the books of the JCDA covering the preceding fiscal year. The Treasurer shall oversee the preparation of the annual budget for submission through the JCDA Board to the City Commission.

Section 18: Executive Director. The Executive Director shall be the chief administrative officer of the JCDA. He/She shall serve as the Secretary of the JCDA Board and cause to be prepared notices of meetings, agenda and minutes of JCDA meetings. The Executive Director shall advise the Chair and the Vice Chair on program planning and implementation, prepare development and other plans, assemble information and data, and prepare reports as directed by the JCDA Board and its Chair. The Executive Director shall also perform those other duties as prescribes by the JCDA Chair and as contained in his/her job description. The Executive Director is not a voting Commissioner of the JCDA Board. The Executive Director is an ex-officio member of all committees of the JCDA except when the JCDA Chair appoints him/her a voting member of a committee.

Committees

Section 19. Appointment and Authority. The Chair shall appoint such committees and their chairs, as he/she deems necessary to carry out the goals and objectives of the JCDA. Ad hoc committees shall serve at the discretion of the chair and shall be appointed for a specific purpose with a specified period of time, whereas standing committees are perpetual in nature. It shall be the function of the committees to carry out such activities as may be delegated by the JCDA Board or the JCDA Chair. Chairs of standing committees must be JCDA Commissioners.

Section 20. Limitations of Authority. No action by any committee member, committee, or committee chair shall be binding upon or constitute an expression of policy of the JCDA until it shall have been approved or ratified by the JCDA Board. Committee members shall not give testimony on behalf of

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the JCDA to any public body or governmental agency without the express permission of the JCDA Chair or Board. No action by any committee shall be taken that is in conflict with the financial policies of the JCDA. The JCDA Board must approve all commitments of JCDA funds.

Section 21. Standing Committees.

- A. **Tax Increment Advisory Committee.** The Tax Increment Fund Advisory Board shall be composed of the JCDA Chair, two JCDA Commissioners appointed by the Chair, the City Commission Representative, one additional City Commission appointee, the County Commission Representative and one additional Washington County appointee. Duties & Responsibilities of the Advisory Committee shall be to review all Tax Increment Redevelopment Agreements and make recommendations to the JCDA Board on the TIF Agreements. The JCDA Board may enter into a Redevelopment Agreement recommended by the Advisory Board through a majority vote. The JCDA Board shall require a 2/3 vote to override the recommendation of the Advisory Board.
- B. **Nominating Committee.** Chaired by the Vice Chair, this committee shall be responsible for submitting to the JCDA Board names of persons recommended to fill positions rendered vacant. Prior to nominating a candidate for office, the committee shall obtain the consent of such candidate. The Nominating Committee shall be composed of the Vice Chair, the Chair, the immediate available past Chair, and two (2) at-large Board members.
- C. **Human Resource Committee.** Chaired by the Chair, this committee shall be responsible for the internal affairs of the JCDA Board and shall create and monitor value-based systems and policies to ensure that the JCDA Board is following local, state and federal laws and practices relating to its members. The Human Resource Committee shall be composed of the Vice-Chair, the Chair, and two (2) at-large Board members. The Human Resource Committee shall be authorized to advise the JCDA Board on any internal matter prior to the next regularly scheduled meeting of the Board, and shall act and make decisions on internal matter

Meetings

Section 22. Monthly Meetings. The JCDA Board shall hold monthly public meetings at a time and place designated by the Chair. Meetings shall be advertised by public notice in a manner that complies with the standard public notice policy of the City of Johnson City. Specially called meetings shall be held only after sufficient notice is given to all JCDA Commissioners and the minimum public notice requirement has been met.

Section 23. Quorum. A majority of the voting commissioners of the JCDA shall constitute a quorum of the Board.

Section 24. Meeting Procedures. Except with respect to a specific vote to the contrary required in these By-Laws or otherwise provided by law, *Robert's Rules of Order* shall be used to resolve any procedural disputes that may arise at any meeting of the JCDA Board or its committees.

Section 25. Minutes. Minutes of each JCDA Board meeting shall be caused to be taken by the Executive Director acting in the capacity of JCDA Secretary and delivered to each commissioner prior to the next JCDA Board meeting.

Section 26. Attendance. Attendance at meetings will be expected and needed of each Board of Directors member. Should a Director miss two (2) or more consecutive meetings, the Chair shall address the absences with that Director. In such an event, the Board of Directors may seek that Director's resignation

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from the Board and request that the governing body of the City of Johnson City elect another Director to serve the remaining term of the resigning Director.

Section 27. Electronic Participation. Directors in any meeting of the Board shall be permitted when necessary by means of video media, conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person by the Director at the meeting.

Finances

Section 28. Fiscal Year. The fiscal year of the JCDA shall correspond to the fiscal year of the City of Johnson City.

Section 29. Funds. All monies paid to the JCDA shall be placed in a general operating fund unless otherwise approved by the JCDA Board. Funds unused from the current year's operating budget shall be placed in a reserve account unless otherwise stipulated by the JCDA Board. With the approval of the JCDA Board, certain funds may be provided from either public or private sources for specific programs or projects. These restricted funds must be accounted for in separate ledgers to show that they have been expended for only those projects for which they were designated. When, in the opinion of the JCDA Board, it is deemed wise to discontinue or reduce the outstanding balance of a restricted fund, such remaining funds or portions thereof shall be transferred to the general fund.

Section 30. Acceptance of Funds. Funds may be accepted from any public or private source that is deemed to be appropriate and not in conflict with the purpose of the JCDA.

Section 31. Submission of Funding Request. The JCDA Board, during its annual budget process, shall adhere to all requirements of the City of Johnson City with regard to submission of requests for funding.

Section 32. Disbursements. Upon approval of the JCDA budget, the Executive Director shall be authorized to prepare checks for disbursement on accounts and expenses provided for in the budget without additional approval of the JCDA Board. Disbursements shall be by check or ACH and signed by two (2) persons, who shall be Officers or the Executive Director of the JCDA. The Executive Director is granted the authority to issue over his/her signature only checks in payment of approved budgeted expenses up to \$500.00.

Section 33. Debts and Obligations. No debt or obligation whatsoever shall be created or incurred by any committee, Commissioner or agent of the JCDA unless the same is authorized pursuant to the By-Laws.

Section 34. Depository Accounts. Upon authorization by the JCDA Board, the Chair, Treasurer or Executive Director shall be authorized to open and maintain depository accounts in the name of JCDA at such lending institutions as the JCDA Board shall select.

Section 35. Borrowing Funds. Funds for specific projects may be borrowed upon authorization of the JCDA Board. The JCDA shall adhere to all appropriate laws and regulations regarding borrowing of money by a government body.

By-Laws

Section 36. Inspection. A copy of the By-Laws, with all amendments thereto, shall at all times be kept in a convenient place and shall be available for inspection to all persons during regular working hours. A copy of the By-Laws and all amendments shall be filed with the City Recorder of the City of

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Johnson City.

Section 37. Amendments. Any provision of these By-Laws, not in conflict with House Bill 1073, as amended, by authority reserved to the City of Johnson City, may be amended, altered or repealed, and new By-Laws may be adopted by a vote of the majority of the JCDA Board. Any proposed amendments or alterations shall be submitted to the JCDA Board in writing at least ten (10) days in advance of the meeting upon which they are to be initially considered. After being initially considered at a meeting of the JCDA Board, a final vote on the amendment can take place at the next regularly scheduled JCDA Board meeting.

APPROVED AND ADOPTED THIS 15th DAY OF May 2020.



Robert Williams
Chairman

ATTEST:



Tracy Johnson, Treasurer