

## **RESOLUTION**

### **SPORTS AUTHORITY OF THE CITY OF CROSSVILLE**

**WHEREAS**, the provisions of the Sports Authorities Acts of 1993, Tenn. Code Ann. § 7-67-101 et seq (the “Act”), were adopted by the Tennessee General Assembly for the purpose of providing for the establishment of sports authorities to plan, promote, finance, construct, acquire, renovate, equip, and enlarge buildings, sports complexes, stadiums, arenas, structures and facilities for public participation and enjoyment of professional and amateur sports, fitness, health and recreational activities; and

**WHEREAS**, the City of Crossville, Tennessee, by resolution dated February 13, 2024, and subsequent Charter executed by the applicants, established the Sports Authority of the City of Crossville pursuant to T.C.A. § 7-67-101, et seq; and

**WHEREAS**, the Sports Authority of the City of Crossville establishes bylaws to establish rules of governance.

#### **Article I**

##### **Section 1: Name**

The name of the organization shall be “Sports Authority of the City of Crossville” and will be referred to herein as “Authority” or “Sports Authority”

##### **Section 2. Purpose**

The purpose of the organization is to oversee and manage sports facilities and programs within the City of Crossville, Tennessee. The Authority shall promote athletic activities, enhance community engagement, and ensure the proper maintenance and development of sports infrastructure within the City of Crossville. The Board further specifically adopts all findings, declaration of purpose and construction set forth in T.C.A. 7-67-102. This purpose shall be liberally construed in conformity with its purpose.

#### **Article II**

##### **Section 1: Principal Office**

The principal office shall be located at 392 North Main Street, Crossville, Tn.

##### **Section 2: Other Offices**

The Authority may have other offices as designated by the Board of Directors (hereinafter referred to as the “Board”).

#### **Article III**

##### **Board of Directors**

The affairs of the Authority shall be managed by its Board of Directors.

(1) The authority shall have a board of directors in which all corporate powers of the authority shall be vested. The board shall consist of no fewer than seven (7) directors, all of whom shall be duly qualified voters of the municipality. A director shall serve without compensation, except that the authority may reimburse a director for actual expenses incurred in the performance of a director's duties. A director may not be an elected official or employee of the municipality. The governing body of the municipality shall appoint the directors. The directors shall have staggered terms.

(2) When the initial board of directors is appointed, the governing body of the municipality shall divide the directors into three (3) groups containing substantially equal numbers. The initial term of the directors included in the first group shall be two (2) years; the initial term of the directors included in the second group shall be four (4) years; the initial term of the directors included in the third group shall be six (6) years. All subsequent terms of directors shall be six (6) years; provided, that if at the expiration of any term of office of any director a successor has not been appointed, the director whose term of office has expired shall continue to hold office until the director's successor is appointed.

(3) The authority shall provide to the governing body the initial terms assigned to each director.

(4) The term of a director is renewable, subject to reappointment.

(5) If a vacancy occurs in the position of director, the vacancy shall be filled in the same manner as the original term for the remainder of the unexpired term.

(6) The directors shall meet and organize as a board. One chair, one vice chair, one secretary, one assistant secretary, and one treasurer shall annually be filled in like manner. The duties of secretary and treasurer may be performed by the same director. In the event of the resignation or death of the chair, vice chair, secretary, assistant secretary or treasurer, another member may be elected to fill the vacancy for the anticipated term of the chair, vice chair, secretary, assistant secretary or treasurer.

#### **Article IV:**

##### **Transaction of Business**

A majority of the board of the authority shall constitute a quorum for the transaction of any business. Unless a greater number or percentage is required, or otherwise by state law, the vote of a simple majority of the directors of the authority present at any meeting at which a quorum is present shall be the action of the authority. The board may participate by electronic or other means of communication for the benefit of the public and the board in connection with any meeting authorized by law. To the extent such participation occurs, § T.C.A. 8-44-108 shall apply.

#### **Article V**

##### **Meetings**

Any meeting of the board of directors for any purpose whatsoever shall be open to the public, pursuant to Title 8, Chapter 44, Part 1. Any action taken by the directors under this chapter may be authorized by resolution at any regular or special meeting. A majority of the board shall constitute a quorum for the transaction of business. The concurring vote of a majority of the directors voting at a meeting at which a quorum is present shall be necessary for the exercise of any of the powers granted by this Chapter.

## **Article VI**

### **Officers of the Authority**

The officers of the authority shall consist of a chair, vice chair, secretary, assistant secretary, treasurer, and such other officers as the authority shall from time to time deem necessary or desirable. The offices of secretary and treasurer may be held by the same person. The chair shall preside at all meetings of the directors, discharge all the duties which devolve upon a presiding officer, and perform such other duties as may be prescribed by the authority.

The vice chair shall perform such duties as may be assigned to the vice chair. In the case of the death, disability or absence of the chair, the vice chair shall perform and be vested with all the duties and powers of the chair. The secretary shall keep the record of the minutes of the proceedings in each meeting and shall have custody of all books, records, and papers of the authority, except such as shall be in charge of the treasurer or such other person or persons authorized to have custody and possession thereof by a resolution of the authority. The treasurer shall keep account of all money received and disbursed and shall deposit such funds with a bank or trust company which is a member of the federal deposit insurance corporation (FDIC) or invest such funds in investments that would be eligible investments for a county.

Other officers shall perform such duties as shall be designated by the authority.

Each of such officers may be removed at any time by the affirmative vote of a majority of the board of the authority.

## **Article VII**

### **Election of Officers**

The initial officers of the authority shall be elected by the board of directors at its first meeting following the appointment of the directors or as soon thereafter as may be convenient. Each initial officer shall hold office until the first annual meeting of the authority, which shall be held in January following the year the authority is created and thereafter until a successor has been duly elected and qualified. Subsequent officers of the corporation shall be elected at the annual meeting of the authority.

Each such officer shall be elected for a one-year term but shall continue to hold office until a successor has been duly elected and qualified. The annual meeting of the

authority shall be held in January of each year.

## **Article VIII**

### **Financials**

#### **Section 1: Annual Audit**

The board of directors of the authority shall cause an annual audit to be made of the books and records of the authority. With prior approval of the comptroller of the treasury, the audit may be performed by a licensed certified public accountant selected by the authority. If a licensed certified public accountant is employed, the audit contract between the authority and the licensed certified public accountant shall be on contract forms prescribed by the comptroller of the treasury. The cost of any audit shall be paid by the authority. The comptroller of the treasury, through the department of audit, shall be responsible for determining that the audits are prepared in accordance with generally accepted government auditing standards and that the audits meet the minimum standards prescribed by the comptroller of the treasury.

In the event the governing body of the authority fails or refuses to have the audit prepared, then the comptroller of the treasury may appoint a licensed certified public accountant, or direct the department of audit, to prepare the audit, the cost of the audit to be paid by the authority.

#### **Section two: Annual Report**

The authority shall prepare an annual report of its business affairs and transactions. A copy of such report and a copy of the annual audit referenced in subsection (a) shall be filed annually with the governing body of the municipality granting permission to the authority to organize.

#### **Section three: Budget**

Before the commencement of each fiscal year, which ends on June 30<sup>th</sup> every year, the authority shall adopt a budget for such fiscal year and file such budget with the municipality granting permission to the authority to organize.

## **Article IX**

### **Section one: Assignment or loan of employees and provisions of facilities to Authority**

For the purpose of aiding and cooperating with the authority, the municipality may assign or loan any of its employees, including its engineering staff and facilities, and may provide necessary office space, equipment, and other facilities for the use of the authority, as the governing body of such municipality shall approve.

#### **Section two: Acceptance of donations**

The municipality may make donations of property, real or personal, or cash grants to the authority, and may loan funds to the authority in such amount or amounts as it may deem proper and appropriate in aiding the authority to accomplish its purpose.

The municipality may convey real property or personal property to the authority, and the authority is authorized to accept such a conveyance.

**Article X**  
**Municipal aid and assistance**

Pursuant to T.C.A. §7-67-116, the City of Crossville or any other municipality is authorized to aid or otherwise provide assistance to the authority, including entering into leases of projects, or parts of projects with an authority, for such term or terms and upon such conditions as may be determined by the governing body of such municipality, notwithstanding and without regard to the restrictions, prohibitions, or requirements of any other law, whether public or private.

**Article XI**  
**Execution of written instruments**

All leases, contracts, deeds of conveyance, or instruments in writing executed by the authority, shall be executed in the name of the authority by the chair of the authority, or by such other officer as the board of directors of the authority, by resolution, may direct, and the seal of the authority may be affixed to such instruments as set forth in T.C.A. §7-67-117.

**Article XII**  
**Net Earnings – Transfer of property not affected**

As a public body, no part of the net earnings of the authority remaining after payment of its expenses shall inure to the benefit of any individual, firm or corporation, except that in the event the board of directors of the authority shall determine that sufficient provision has been made for the full payment of the expenses, bonds, and other obligations of the authority, then any net earnings of the authority thereafter accruing shall be paid to the municipality or municipalities with respect to which the authority was organized; provided, that nothing contained in this section shall prevent the board of directors from transferring all or any part of its properties in accordance with the terms of any lease entered into by the authority.

**Article XIII**  
**Dissolution of the Authority**

Whenever the board of directors of the authority, by resolution, determines that there has been substantial compliance with the purposes for which the authority was formed, and all bonds theretofore issued and all obligations theretofore incurred by the authority have been fully paid, then the members of the board of directors shall thereupon execute and file for record in the office of the secretary of state a certificate of dissolution reciting such facts and declaring the authority to be dissolved. Upon the filing of such certificate of dissolution, the authority shall stand dissolved, the title to all funds and properties owned by it at the time of such dissolution shall vest in the municipality. Upon dissolution

of the authority, any of its assets shall be distributed as shall be directed by the City of Crossville but in no event shall such costs be distributed to any person other than a governmental entity.

**Article XIV  
Amendments**

These bylaws may be amended by a two-thirds vote of the Board, provided that written notice of the proposed amendment is given to each Director at least seven (7) days prior to the meeting.

**Article XV  
Miscellaneous**

**Section 1: Conflict of Interest**

Directors shall disclose any conflict of interest and recuse themselves from voting on any matter in which they have a personal interest.

**NOW THEREFORE, BE IT RESOLVED BY SPORTS AUTHORITY OF THE CITY OF CROSSVILLE, THAT:**

Section 1. These bylaws are hereby adopted.

Resolved this \_\_\_\_\_ day of \_\_\_\_\_ in the year 2024.

\_\_\_\_\_

Chairman

ATTEST: \_\_\_\_\_

Secretary

SEAL