

# CHATTANOOGA METROPOLITAN AIRPORT AUTHORITY

## AMENDED AND RESTATED BYLAWS

### **100. BOARD OF COMMISSIONERS**

**100.01 GENERAL:** The Chattanooga Metropolitan Airport Authority (the "Authority") was established under Tennessee Code Annotated §§ 42-4-101, et seq., and, pursuant to Resolution No. 16345 of the Chattanooga City Commission, Chattanooga, Tennessee, was created for the public convenience and necessity. It was created for and has as its sole purpose, the management, operation and maintenance of Lovell Field and such other airports or auxiliary landing fields either acquired or placed under its control as outlined in the Public Acts of the State of Tennessee.

**100.02 COMMISSIONERS:** The Authority is governed by a Board of Commissioners (the "Board"). The Board established the broad policies which govern the operation of the Authority, electing from its membership, at its first meeting, a Chairman of the Board (the "Chairman") and a Vice-Chairman of the Board (the "Vice-Chairman"), each of whom shall continue to be a voting member of the Board and who shall serve until his or her successor has been duly elected and qualified. The Chairman or Vice-Chairman may be removed by affirmative vote of a majority of the entire authorized number of Commissioners, whenever, in the judgment of the Board, the best interests of the Authority shall be served thereby.

A vacancy in the office of Chairman or Vice-Chairman, because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board for the unexpired portion of the term of such office.

**100.03 CHAIRMAN OF THE BOARD:** The Chairman will serve in such elected capacity for a term of two (2) years. Persons elected as Chairman may succeed themselves. The Chairman of the Board will:

- A. Preside at all regular and special meetings of the Board.
- B. Sign all official documents requiring formal action and/or approval of the Board.
- C. Appoint committees of Board members as required to report on matters affecting the Authority and appoint Board members to consult with and assist the permanent staff in carrying out work within major areas of responsibility.

**100.04 VICE CHAIRMAN OF THE BOARD:** The Vice Chairman will serve in such elected capacity in the same manner as specified for the Chairman. In the absence of the Chairman, the Vice-Chairman will act as the Chairman of the Board, performing all duties and responsibilities normally performed by the Chairman.

**100.05 COMMITTEES:** The Board may, from time to time, establish, by designation of its Chairman, committees of the Board. These committees shall have such duties as authorized by the Board, and may, pursuant to Section 100.06 of these Bylaws, take such actions in the name of the Board as specifically delegated. Certain committees will continue from year to year unless otherwise decided by the Board. These standing committees, and their areas of responsibility, shall include:

Finance/Insurance: Review the budgets, review the internal financial and accounting policies and procedures, and periodically review the insurance carried by the Authority and required of its tenants.

Marketing: Review the marketing, public relations and promotional efforts of the Authority.

Personnel/Legal: Review the Authority's Personnel Management Policy and its application; monitor any pending or potential legal actions involving the Authority, one of its officers, or the Board.

**100.06 MEETINGS:**

(1) The Board shall meet on the third Monday of each month, at 2:00 P.M. in the Board Room in the Main Terminal Building of the Chattanooga Metropolitan Airport at Lovell Field or at such other location as the Board may, from time to time, designate. In the event that the regular meeting date falls on a holiday or in the event a quorum cannot be formed, or for other sufficient reason, the regular meeting date will be rescheduled to a more convenient date or time with all Board members being notified of such change.

Special meetings may be called by the Chairman, or in his absence, by the Vice-Chairman, or by any two (2) Board members, but only after written, including electronic (email), notice to each Board member. Such notice shall be served at least forty-eight (48) hours prior to the time of such special meetings. Notice shall be deemed to have been given when deposited in the United States Mail, postage prepaid, addressed to the member at the official address of each Board member as maintained by the Secretary, or when sent by email to an email address provided to the Authority for that purpose by the Board member.

(2) Provided that a physical quorum of Board members is present at the location specified in the notice of the meeting as the location of the meeting, members of the Board, or of any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. If a physical quorum of Board members is not present at the location of the meeting, members participating in the meeting by electronic or other means of communication shall not be deemed present for the purpose of meeting the quorum unless the following requirements are met:

1. the governing body must first make a determination that a necessity exists for the members participating by such fashion to be deemed present for the purpose of meeting the quorum;

2. such determination, and a recitation of the facts and circumstances on which it was based, must be included in the minutes of the meeting, and
3. the Board must file such determination of necessity, including the recitation of the facts and circumstances on which it was based, with the office of the Secretary of State of the State of Tennessee no later than two (2) working days after the meeting.

Any meeting held pursuant to the terms of this subsection 100.06(2) shall comply with the requirements of the Open Meetings Law, and shall not circumvent the spirit or requirements of that law. Notices required by the Open Meetings Law, or any other notice required by law, shall state that the meeting will be conducted permitting participation by electronic or other means of communication. Each part of a meeting required to be open to the public shall be audible to the public at the location specified in the notice of the meeting as the location of the meeting. Each member participating by electronic or other means of communications must be able to simultaneously hear each other and speak to each other during the meeting. Any member participating in such fashion shall identify the persons present in the location from which the member is participating. Any member of the Board or committee not physically present at a meeting shall be provided, before the meeting, with any documents that will be discussed at the meeting, with substantially the same content as those documents actually presented. All votes taken during a meeting held pursuant to the terms of this subsection 100.06(2) shall be by roll call vote. A member participating in a meeting by this means is deemed to be present in person at the meeting for purposes of voting.

**(3)** Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting under any other exigent circumstances as determined by the Chairman or Vice-Chairman. In such case, the members of the Board may indicate their vote on a matter by written consent, with the affirmative vote of the number of Board members that would be necessary to authorize or take such action at a meeting being the act of the Board. At the next regularly scheduled Board meeting, the President or his designee shall report on matters previously decided by written consent, and shall present each matter to the Board for new and substantial reconsideration of the issues involved. Each such matter must be presented to the Board in a properly noticed open meeting so that the public is afforded ample opportunity to know the facts and to be heard with reference to the matters at issue.

**(4)** All powers of the Authority, except those specifically delegated to staff and officers of the Board by these Bylaws shall be vested in the Board, a majority of members duly appointed constituting a quorum for the purpose of conducting the business of the Authority and exercising its powers. When a quorum is once present to organize a meeting, it shall not be considered broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum. Action may be taken by the Board upon a vote of not less than a majority of the Board members voting. The Board, by majority vote at any meeting, may authorize a committee to take such actions in the name of the Board as are delegated to said committee.

**100.07 RECORDS AND MINUTES:** All actions of the Board will be made a part of the minutes of each and every meeting. These minutes will constitute the official record of Board actions.

All official minutes of the Board will be prepared by staff and reviewed by the Secretary, after which a copy will be furnished each Board member prior to the next regular meeting of the Board. A record of all minutes will become a part of the permanent official records of the Authority upon approval by the Board. Board minutes shall be available for public inspection on the Authority's website at [www.chattairport.com](http://www.chattairport.com).

Where actions of the Board are in the form of written resolutions, they shall, after adoption by the Board, become a part of the official records of the Authority, and also be available for public inspection during regular business hours at the Office of the Secretary.

**100.08 OFFICERS:** The Board shall employ a President who shall be chief executive officer of the Authority. The Board will enter into a contract with the President establishing his salary, the term of office and other conditions of employment. The President will be a person with experience in an executive or major administrative position, being knowledgeable and familiar with the administration of both large and small civil airports and with Federal rules and regulations concerning airport operations and aeronautic requirements.

The President, or in his absence, his designated representative, will attend all meetings of the Board and will appoint, subject to the approval and confirmation of the Board, the following additional officers: a Secretary, a Treasurer, an Auditor, Legal Counsel and a Chief Engineer. Any of the above positions, with the exception of the Auditor and Legal Counsel, may be consolidated by resolution of the Board with another position and the duties of the consolidated positions performed by one officer appointed by the President subject to confirmation of the Board. The above officers of the Board may only be removed by a majority of the members of the Board.

The Secretary shall: (1) give notice of official meetings as required by law, distribute agendas and prepare minutes; (2) keep and maintain corporate records; (3) certify actions taken on behalf of the Authority; and (4) perform other duties customarily incidental to the position of Secretary.

The Treasurer shall: (1) act as chief financial officer of the Authority, keeping an account of all funds received or disbursed by the Authority; (2) deposit all monies in the name of the Authority as required by any bond resolution or trust indenture with a bank or trust company which is a member of the Federal Deposit Insurance Corporation; (3) report the financial condition of the Authority to the President and Board; (4) act as chief disbursement officer for the Authority; and (5) perform such other duties customarily incidental to the position of Treasurer.

The Auditor, who shall not be an employee of the Authority, shall conduct at least annually an independent audit of the financial affairs of the Authority. Statements and reports prepared in accordance with generally accepted accounting practices shall be submitted separately to the President and the Board within one hundred and eighty (180) days following the close of each fiscal year.

The Legal Counsel, who shall not be an employee of the Authority, shall be the chief legal officer of the Authority giving legal advice and opinions to the President and Board as requested, and performing other legal tasks customarily incidental to the position of legal counsel.

The Chief Engineer, who need not be an employee of the Authority, shall co-coordinate all engineering activities of the Authority, including review and certification of design, development, and construction documents; and shall make recommendations and give reports to the President and the Board as requested.

All other officers and employees of the Authority shall be appointed by the President, subject to the Civil Service and/or Personnel Management Plan adopted by the Board.

In the event of absence of any officer where such appointment is subject to confirmation of the Board, the President may designate a person who shall serve in such capacity during the absence of the duly appointed and confirmed officer, provided, however, that the Chairman and Vice-Chairman of the Board shall be immediately notified of such designation. Further, such designation shall continue, if required, until further action is taken by the President or the Board.

The President shall, from time to time, designate a person or list of persons who shall act in his absence, which designation shall be subject to prior approval of the Board. Further, such designation shall continue, if required, unless modified or revoked by the Board.

**100.09 CONDUCT OF COMMISSIONERS AND OTHERS:** No member of the Board or any employee of the Authority or any member of their immediate family shall, directly or indirectly have a material financial interest in any contract to which the Authority is a party, nor shall extra compensation be allowed or extra pay granted to any officer, agent or servant of the Authority except that called for in the discharge of their official duties. (Where offices are combined as provided for in Section 100.08, compensation may reflect such additional duties.)

No member of the Board shall, during the time for which he or she was appointed, or for a later date but approved during the time for which he or she was appointed, be capable of contracting with the Authority for the performance of any work which is paid out of the funds of the Authority, nor shall such persons be capable of holding or having any interest in such contract either by themselves or by another directly or indirectly.

In any case of doubt as to the propriety of entering into any such contract, lease or other agreement by a Board member, such Board member shall make full disclosure to the Board which shall, in turn, after consideration of all relevant facts, advise the subject Board member of the propriety of such proposed actions. In cases of doubt, the Board shall refer the matter to its Legal Counsel who shall determine whether such action is in violation of these Bylaws or of federal, local or state law.

It is intended that these provisions shall be in addition to and supplement all state and local and federal laws concerning the interest of public contracts, and it should be noted that the Board members are also subject to provisions of Tenn. Code Ann. §§ 42-4-105 and 12-4-101.

## **200. GENERAL POLICIES OF THE BOARD**

**200.01 PERSONNEL ADMINISTRATION:** For the effective conduct of business affairs of the Authority, there is hereby established a personnel policy and administration under which employment with the Authority shall be on a basis of open competition, service, merit, efficiency and fitness. The President and his operating organization shall be responsible for overseeing, developing and fostering the effectiveness of personnel policy.

The President shall recommend to the Board for approval, an organizational chart and salary plan containing:

1. A job description for each position.
2. An allocation of number of positions.
3. A salary assignment on the basis of function, responsibility and non-wage benefits, if any.

It shall be the responsibility of the President to recommend needed changes to the adopted organizational chart and salary plan in order that said adopted plans can be amended from time to time by the Board to protect the Authority's employer competitive position.

No permanent employment may be granted except to fill regular positions listed on approved organizational chart which has been adopted by the Board. Seasonal or part-time positions are approved through the annual budget process.

Temporary employments of this nature will not exceed a period of six (6) months from the date of employment unless the President has approved such action.

The Board at the time it adopts an Employee Compensation Plan, will either adopt or otherwise provide for an employee fringe benefit system which shall, among other programs, include a retirement plan, hospitalization/insurance benefits, provisions for personal leave, holidays and other related personnel management rules and regulations. A copy of these rules and regulations shall be made available to all employees of the Authority.

**200.02 PURCHASING:** The Authority shall purchase, or otherwise obtain by contract, lease or rental, all necessary or appropriate supplies, materials, equipment personal property, and contractual services needed in the operation of the Authority subject to the following:

1. Contracts for professional services including appraisers, architects, engineers, lawyers, auditors, planners and consultants in general, are excluded from the purchasing policy covered in this section. Award of such professional service contracts is subject to approval by the Board.

2. All purchases of single items, contracts for services, and purchase contracts having an aggregate or annual cost of \$15,000.00 or more must first be approved by the Board.

As appropriate, the President shall recommend standard specifications for the purchase of supplies, materials and equipment required in the proper administration and operation of the Authority. Such specifications shall apply only to purchases in excess of \$15,000.00, and shall be so designed and publicity given so as to encourage free, open and competitive bidding.

Quality that is essential to satisfactory performance shall not be sacrificed to obtain a lower price, nor shall a higher price be paid to obtain quality in excess of that required for reasonable performance. The Authority shall accept the bid deemed to be in the Authority's best interest. An accepted bid need not be the lowest bid where, in the opinion of the Authority, a higher bid contains desirable features not found in the lower bid.

No purchase of goods or services shall be made in the name of the Authority other than for the purchase of good or services for the use of the Authority.

A minimum of three (3) bids shall be solicited for any and all purchases in excess of \$10,000.00, exclusive of professional services and G.S.A. priced items. Bids must comply with the applicable bid standards, as approved by the Board. Bids will be solicited by one or a combination of the following methods:

1. Inquiring in person or by telephone, subsequently confirmed by letter.
2. Mailing invitations to bid or requesting proposals.
3. Advertising in a newspaper of general circulation in the locality.
4. Posting notice of the solicitation in such locations where members of the community could become aware of the notice, including by electronic or other means.

The requirements regarding solicitation of bids may be waived in the following instances:

1. When the public exigencies require the immediate delivery of the articles or the performance of the service; or
2. When only one source of supply is available and the purchasing agent of the operating organization so certifies; or
3. When the purchase is made from a contractor with which the Authority has a continuing purchase contract.

The Authority shall maintain all records of purchases which shall include: requisition for purchase, purchase order, tabulation of bids or proposals invited and received; a copy of newspaper ads; approval of the President where required; invoices evidencing receipt of goods, materials, etc.; and references to payments made.

**200.03 BUDGETS AND FISCAL AFFAIRS:** The Authority's fiscal year is July 1 to June 30, inclusive. All monies under the control of the Authority will be kept pursuant to provisions of any and all bond covenants and/or as provided for by the Board. The Board will approve and enter into a contract appointing an Auditor qualified to conduct independent annual audits of the Authority's financial and fiscal affairs and publish reports relative thereto.

Annual independent audits will be completed following the close of the Authority's fiscal year with the results relative thereto published in printed form being delivered to the President and all members of the Board within one hundred and eighty (180) days following the close of each fiscal year.

Each fund will be accounted for so that identity of its resources and obligations are continually maintained. A "self-balancing" set of accounts will be maintained for each fund showing its assets, liabilities, reserves, surplus, revenues and expenses. The following general principles will be made a part of the Authority's internal accounting procedure:

1. The accounts for administration, management and operation activities will be maintained as a self-balancing group and kept on a double entry basis.
2. Fixed asset accounts will be included and maintained on actual cost basis.
3. Depreciation on fixed assets will be recorded on a "straight-line" basis over the determined useful life of the particular asset being depreciated.
4. The accrual basis of accounting for all revenues and expenses will be used.
5. A general ledger will be maintained in which all transactions are posted. Journals will also be kept in which day to day entries will be made and summarized.
6. Inventories of both consumables and permanent property will be kept and controlled through the general ledger.
7. Funds appropriated for Airport Improvement Program (AIP) or replacement and replenishment of plant equipment will be maintained separately from normal operating funds.
8. Budgets, covered later in this part, will be provided in detail for operation of the operating organization. Accounts for budgeted operations will be a part of the overall accounting system and comparisons with actual results will be made in conjunction with publication of monthly financial reports.
9. Revenue and expense accounts will be divided by the physical areas which cause the expense and generate the revenues.

10. Financial reports will be prepared on a monthly basis to show the results of the operation compared with budget information. Also, special financial information will be provided the Board as required. Normally, these special reports will be prepared in connection with negotiation of leases and contracts and in furtherance of cost controls.

The President will cause to be made two (2) budgets for the approval of the Board. These budgets, an annual Operating Budget and a Capital Improvements Budget, will be prepared on a realistic, economical and factual basis and in accordance with the following provisions:

A. OPERATING BUDGET: An Operating Budget will be prepared annually and submitted to the Board for approval, at least one scheduled Board meeting prior to the beginning of the Authority's fiscal year. If such budget shall not have been acted upon by the Board by the first day of the fiscal year, the proposed budget shall automatically go into effect pending subsequent action of the Board. The Operating Budget shall contain:

1. An estimate of the unencumbered fund balances or deficits at the beginning of the ensuing fiscal year, and the amount of any reserves for designated purposes or activities includable in the Operating Budget.
2. A detailed estimate of the revenues to be received during the ensuing fiscal year.
3. A detailed estimate of the operating expenditures for the ensuing fiscal year. Said estimates will include staffing levels for each department and a detailed salary and wage estimate prepared in accordance with the Authority's adopted budget.
4. A detailed estimate of the expenditures for capital outlay items. Capital outlay for operating budget purposes is defined as: "an expenditure which results in the acquisition of or addition to a fixed asset, is purchased with operating funds; has a cost of at least Five Thousand Dollars (\$5,000.00) and a life expectancy of more than one (1) year."

Capital outlay programs for assets acquired from bond funds are not a part of the Operating Budget and are included in the Capital Improvements Budget.

Requests for additional appropriations of operating funds as required will be submitted to the Board by the President for approval. Such requests will normally be prepared in the same manner as set out above.

B. CAPITAL IMPROVEMENTS BUDGET: A Capital Improvements Budget will be prepared annually for a one (1) year period and submitted to the Board for approval at least one (1) scheduled meeting prior to the beginning of the Authority's fiscal year.

The Capital Improvements Budget shall contain:

1. An estimate of the unencumbered funds available at the beginning of the ensuing fiscal year for the financing of programmed and proposed capital improvements. This estimate

will include both operating fund balances and capital funds appropriated for development and expansion of the airport.

2. A detailed project description, cost estimate and projected work schedule for all capital improvements to be included in the annual capital budget. For the purpose of preparing this budget, a capital improvement is defined as: "any single item purchased or constructed at an expected cost in excess of Ten Thousand Dollars (\$10,000.00) and which has a useful life expectancy of two (2) years or more; or an airport development study, analysis, review or master planning effort, economic or operational, with an expected cost in excess of Ten Thousand Dollars (\$10,000.00)."
3. A schedule of proposed methods of financing; *i.e.*, monies available from operating funds, borrowed monies, federal, state and/or local government grants-in-aid. If financing by short-term borrowing or issuance of bonds by the Authority is recommended for one or more projects included in the Capital Budget, estimates of available funds, existing and/or projected will be made a part of the President's recommended Capital Budget and submitted to the Board.
4. Needed changes in the Capital Improvements Budget will be recommended to the Board by the President. These changes will be submitted for Board approval, accompanied by sufficient explanatory information and data on which the Board can base its decision.

In the event of a sudden and material change in either general economic conditions or in the scope of airport operations, the current operating and capital budgets shall be amended. Such revised budgets shall be promptly prepared by the President and submitted for approval to the Board for approval.

**200.04 CONTRACTS, LEASES AND AGREEMENTS:** No person, agency or corporation, public or private, shall utilize or be authorized to utilize any portion of the property of the Authority or any structure thereon for revenue producing commercial or private activities except under the terms of a contract, lease, agreement, or privilege permit entered into and executed on behalf of the Authority.

The operating organization shall be responsible for lease of property and/or granting of operating rights subject to approval by either the Board or the Board's designee according to the following. Any lease for a term of more than one year not otherwise included in the approved Operating Budget requires Board approval. All other leases may be authorized by the President with concurrence by the Chairman.

In determining the rates, fees and charges, the Authority shall adhere to sound business practices, prudent operating methods and good real estate management principles, insuring establishment of fair and equitable rates, fees and charges for use of airports and appurtenances relative thereto.

All contracts, leases, agreements or privilege permits entered into and executed by or on behalf of the Authority, shall be made a part of the Authority's official records and a matter of public record.

All contracts, leases, agreements or privilege permits entered into with and executed by or on behalf of the Authority as herein above stipulated, will normally be prepared by the Authority's Legal Counsel; however, all said documents prior to their execution will bear the Legal Counsel's signature approving the documents as to form and legality.

All such documents shall be executed on behalf of the Authority by the Chairman of the Board or the Chairman's designee. The Secretary or his designee shall certify as to proper execution of all such documents.

**200.05 AIRPORT RULES AND REGULATIONS:** The President with the approval of the Board will issue and regularly update rules and regulations relating to the operation, use and control of airports and facilities related thereto, owned and/or operated by the Authority. The Authority through its Secretary, shall keep a permanent record of such rules and regulations available for public inspection.

All users of and persons on the property of the Authority shall be governed by these regulations and the directions of the President and/or his designated representative.

If any portion of said regulations shall be invalid or unenforceable, all other portions shall remain in effect and be construed to achieve its purpose.

The Authority shall comply with all applicable requirements imposed or made applicable by the Federal Aviation Administration.

The Authority shall enact and enforce comprehensive regulations governing the safety and security of both the public and the facilities of the Authority. These regulations shall appropriately be reviewed on at least an annual basis by the President.

The Authority, or its officers and employees, by publication of said regulations, assumes no responsibility for loss, injury or damage to property by reasons of fire, vandalism, wind, flood, earthquake, collision, strikes, or acts of God or of the public enemy, nor does it assume any liability for injury to person while on the airport or while using the facilities of same, or for property damage incident thereto.

**200.06 AIRPORT MASTER PLANS AND LAND USE PLANS:** The President shall recommend to the Board an Airport Master Plan and Airport Layout Plan for the airport. All such plans and amendments thereto following adoption by the Board shall be filed with appropriate local, state and federal agencies; and the Authority, through its operating organization, shall keep a permanent record of such plans available for public inspection.

**200.07 AIR SERVICE MASTER PLAN:** The President shall recommend to the Board an Air Service Master Plan. After adoption by the Board, the operating organization shall be responsible for implementation, giving status reports to the Board as required.

**200.08 LITIGATION:** The President, with recommendation of Legal Counsel, may authorize filing a litigation involving past due accounts. All other litigation shall be filed only after five

(5) days' notice to and approval of the Board, except that where, in the opinion of Legal Counsel, action is required to secure a restraining order or temporary injunction to protect the Authority and a delay would not be in the interest of the Authority, Legal Counsel, with the approval of the Chairman, or in his absence the Vice-Chairman, may immediately file for such injunction or restraining order, reporting such action to the Board. The President, with the approval of the Chairman, may approve settlement of any litigation, except where the settlement exceeds Ten Thousand Dollars (\$10,000.00). In cases of land acquisition, the President, with approval of Legal Counsel and the Chairman, may authorize settlement of any case wherein the settlement does not exceed the Authority's appraisal by Ten Thousand Dollars (\$10,000.00). The Board shall approve settlement of all litigation in excess of these amounts.

**200.09 DISPOSAL OF PROPERTY:** The President will issue procedures governing disposal of Authority property and equipment. For purposes of this section, equipment is defined as fixtures and equipment not permanently affixed to a building. Equipment (other than fixtures to real estate) with an anticipated market value of less than \$5,000.00 may be disposed of at the discretion of the President. Disposal of equipment when and where practical will be through advance public notification and sale, sealed proposal, auction, etc. Disposal of real property, land, buildings, and appurtenances thereto is subject to advance approval of the Board. Such approval includes granting of easements, right-of-ways, etc.

### **300. OPERATING ORGANIZATION**

**300.01 LOCATION OF OPERATING ORGANIZATION:** Centralized administrative management activities and technical support services, other than day to day operating requirements associated with an airport, are part of the Authority's headquarters and corporate office. These offices are located at Lovell Field, Chattanooga, Tennessee.

Actual day to day operations of the airport are normally carried out by designated management level personnel and subordinate staffs assigned.

**300.02 PRESIDENT:** The President is responsible directly to the Board for the entire operation of the Authority and the efficient execution of all Authority policy and contractual obligations. The office of the President consists of positions authorized through actions taken pursuant to Section 200.01 approved organizational chart.

**300.03 STAFFING OF ORGANIZATION:** In addition to appointment of officers set out in Section 100.08, the President either through: (1) processes set out in Section 200.01; or (2) by way of contract(s) for services, shall be responsible for staffing of the organization.

**300.04 GENERAL POLICY AS TO PERSONNEL:** There will be no discrimination against any employee or applicant for employment because of race, sex, age, creed, religion, political affiliation, national origin or handicap insofar as job specifications are satisfied or with respect to hiring, promotion or termination, except to the extent that a handicap is reasonably expected to adversely affect job performance.

#### **400. ADOPTION AND AMENDMENT**

**400.01 ADOPTION:** The Board hereby adopts these Bylaws providing for the Board's general policies and method of operation. These Bylaws also provide for the divisions, sections and units necessary to carry out the powers, duties and responsibilities of the Board through its created operating organization. Except as otherwise provided for herein, all powers, duties and responsibilities of the Authority are vested in the Board. It is the responsibility of the President and the operating organization to carry out the policies, programs and directives of the Board.

The Secretary is hereby directed to file these Bylaws with appropriate authorities, and to make a copy available in his office for public inspection.

**400.02 AMENDMENT:** These Bylaws may, from time to time, be amended by the Board. Any amendments must be passed at a regular meeting of the Board after which they will be filed with the appropriate authorities. Such amendments will also be made available in the Office of the Secretary for public inspection.