RESOLUTION 36-2023-24

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CLARKSVILLE, TENNESSEE, AUTHORIZING THE CREATION AND APPOINTING THE DIRECTORS OF THE ART, CULTURE AND TOURISM AUTHORITY OF THE CITY OF CLARKSVILLE, TENNESSEE

WHEREAS, the City Council (the "Council") of the City of Clarksville, Tennessee (the "City"), has met pursuant to proper notice; and

WHEREAS, Title 7, Chapter 69, Tennessee Code Annotated, as amended (the "Act"), provides for the creation of tourism development authorities; and

WHEREAS, it is determined that the creation of a tourism development authority to be known as "The Art, Culture and Tourism Authority of the City of Clarksville, Tennessee" (the "Authority") will be in the public interest of the citizens of the City and will encourage and promote the public participation and enjoyment of local attractions, including, without limitation, visitor centers, performing arts centers, museums, recreational facilities such as greenways and trails, and other government-owned tourist attractions; and

WHEREAS, pursuant to the proposed Charter of the Authority (the "Charter"), attached hereto and incorporated herein as "Exhibit A," the Authority shall be governed by a board of seven (7) directors, all of whom shall be shall be duly qualified voters and taxpayers of the City and appointed by the Council as provided in the Charter and the Act; and

WHEREAS, pursuant to the Act, the Council desires to appoint the initial directors of the Authority.

NOW THEREFORE BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF CLARKSVILLE:

SECTION 1: The Council finds and determines that it is wise, expedient, necessary, and advisable that a public non-profit corporation be formed as the "The Art, Culture and Tourism Authority of the City of Clarksville, Tennessee."

SECTION 2: The Council hereby appoints the persons listed on "Exhibit B," attached hereto and incorporated herein, as the initial directors of the Authority for the terms of office opposite their respective names, commencing on the first meeting of the directors of the Authority.

SECTION 3: The Council hereby appropriates sufficient funds to provide for the initial administration of the Authority as a part of the authorization process.

SECTION 4: This Resolution shall take effect from and after its passage, and a copy of it will promptly be certified to the Tennessee Secretary of State's Office.

Adopted and approved this 26 day of February, 2024.

Mayor

ATTEST:

City Clerk

Exhibit A

Charter of the Art, Culture and Tourism Authority

(See attached)

Exhibit B

List of Directors

Board of Directors	Length of Term
Carol Clark	3 years
James Durrett	1 year
Salome Herrera	3 years
Dwight Jemison	2 years
Keya Patel	1 year
Peter Reyman	3 years
Thomasa Ross	2 years

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CHARTER OF THE ART, CULTURE AND TOURISM AUTHORITY OF THE CITY OF CLARKSVILLE, TENNESSEE

I, the undersigned natural person, desire to form a public, nonprofit corporation under, and pursuant to, the provisions of the laws of the State of Tennessee, and particularly Tenn. Code Ann. § 48-52-101 and the provisions of Chapter 69, Title 7, Tennessee Code Annotated, as amended (collectively, the "Act"), do hereby certify as follows:

ARTICLE I

I am a qualified voter and a taxpayer in the City of Clarksville, Tennessee, and my name and residential address are as follows:

NAME	RESIDENCE (INCLUDING ZIP CODE)
Joe Pitts	544 Hay Market Road, Clarksville, TN 37043

ARTICLE II

The name of this corporation shall be "The Art, Culture and Tourism Authority of the City of Clarksville, Tennessee" (hereinafter the "Authority").

ARTICLE III

This corporation is a public benefit corporation and shall not have members.

ARTICLE IV

Permission to organize this Authority has been granted by a resolution duly adopted by the City Council of the City of Clarksville, Tennessee on the __ day of _____, 2024.

ARTICLE V

The location of the principal office of this Authority shall be 1 Public Square, Clarksville, Tennessee 37043. The initial registered agent of this Authority will be Laurie Matta, located in Clarksville, Tennessee at 1 Public Square, Clarksville, Tennessee 37043. The business email of this Authority shall be ACTAuthority@cityofclarksville.com.

ARTICLE VI

The purposes for which the Authority is organized are (i) to plan, promote, finance, construct, acquire, renovate, equip and enlarge and operate visitor centers, performing arts center, museums, recreational facilities such as greenways and trails, and other government-owned tourist attractions, structures and facilities for public participation and enjoyment, and (ii) to do what is reasonable and necessary to promote tourism in the City of Clarksville, thereby promoting economic development and prosperity.

ARTICLE VII

The Authority shall be governed by a board of directors, having seven (7) directors, all of whom shall be taxpayers in the City of Clarksville, Tennessee. Each director will be appointed by the Council of the City of Clarksville, Tennessee. No director shall be an elected official or employee of the City of Clarksville, Tennessee, or the County of Montgomery, Tennessee. The qualification, terms of office, and duties of such directors shall be as provided in Chapter 69, Title 7, Tennessee Code Annotated.

ARTICLE VIII

The Authority shall have perpetual existence.

ARTICLE IX

The Authority shall have all the powers authorized by applicable statutes, and particularly the Act, including amendments thereto heretofore or hereafter adopted, and all powers incidental thereto or necessary for the performance thereof.

ARTICLE X

The Authority shall be a public nonprofit corporation as provided in the Act, and shall constitute a public instrumentality of the City of Clarksville, Tennessee, but shall have no power to obligate the City of Clarksville, Tennessee in any way, all as provided in said Act.

ARTICLE XI

In the event of dissolution of the Authority, the title to all funds and properties owned by the Authority at the time of such dissolution shall vest in and be delivered to the City of Clarksville, Tennessee.

ARTICLE XII

The board of directors of the Authority shall adopt a policy addressing actual or potential conflicts of interest by members of the board of directors of the Authority, which policy shall, at a minimum, require disclosure of any such conflicts of interest and recusal by any member of the board of directors from voting or any matter to which the member has a conflict of interest.

ARTICLE XIII

This charter may at any time and from time to time be amended in a manner prescribed by the Act.

I, THE UNDERSIGNED, apply to the State of Tennessee for a Certificate of Incorporation for the purposes declared in the foregoing instrument.

Executed effective this __ day of _____, 2024.

Joe Pitts, Incorporator

STATE OF TENNESSEE)

COUNTY OF MONTGOMERY)

Personally appeared before me, Lisa Canfield, a Notary Public in and for said county and state, Joe Pitts, with whom I am personally acquainted, and who acknowledged that he executed the within Charter of The Art, Culture and Tourism Authority of the City of Clarksville, Tennessee for the purposes therein contained and expressed.

WITNESS my hand and Official Seal at office, this the 28 day of May, 2024.

Notary Public

My Commission expires: 5-13-25

LISA A. CANFIELD
STATE OF TENNESSEE NOTARY PUBLIC
MONTGOMERY COUNTY

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