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

ARTICLE 1 - PURPOSE AND OFFICES

Section 1.1. Name. The name of the tourism development authority is The Art, Culture and Tourism Authority of the City of Clarksville, Tennessee (the "Authority").

Section 1.2. Purposes. The purposes for which the Authority is organized are to operate within the meaning of Tenn. Code Ann. § 7-69-101, *et seq.*, as now in effect and hereinafter amended (the "Tourism Development Authority Act"), in planning, promoting, financing, constructing, acquiring, renovating, equipping and enlarging buildings and operating visitor centers, performing arts centers, museums, recreational facilities such as greenways and trails, and other government-owned tourist attractions, structures and facilities for public participation and enjoyment, thereby promoting economic development and prosperity in the City of Clarksville, Tennessee.

Section 1.3. Corporate Office. The principal office of the Authority shall be at the location set forth in Article V of the Charter of the Authority, as the same shall be amended from time to time. The Authority may have such other offices as the Board of Directors of the Authority (the "Board of Directors") may designate.

Section 1.4. Registered Office. The registered office required to be maintained in the State of Tennessee by the Tennessee Nonprofit Authority Act, as amended from time to time (the "Act"), shall be as provided in Article V of the Charter of the Authority, as the same shall be amended from time to time.

ARTICLE 2 – NO MEMBERS

The Authority shall not have any members.

ARTICLE 3 - DIRECTORS

Section 3.1. General Powers. The business and affairs of the Authority shall be managed by the Board of Directors, which shall exercise in the name and on behalf of the Authority all of the rights and privileges legally exercisable by the Authority, except as may otherwise be provided by law, the Charter of the Authority or these Bylaws.

Section 3.2. Qualification. All Directors shall be duly qualified voters and taxpayers in the City of Clarksville (the "City"). No Director shall be an elected official or employee of the City or Montgomery County (the "County").

Section 3.3. Number, Appointment and Term.

(a) The number of the members of the Board of Directors (each a "Director") shall be seven (7).

(b) Members of the Board of Directors shall be appointed by the City Council of the City ("City Council") as provided in the Charter and the Tourism Development Authority Act.

(c) The Directors shall be classified with respect to the time for which they shall severally hold office by dividing them into three (3) classes. At the time of the appointment of the first Board of Directors, the City Council shall designate two (2) Directors who shall serve for an initial term of one (1) year; two (2) Directors who shall serve for an initial term of two (2) years; and three (3) Directors who shall serve for an initial term of three (3) years. Thereafter, those persons appointed and confirmed as successors to the class of Directors whose terms shall expire shall be appointed to hold office for the term of four (4) years. All persons appointed and confirmed as successors, which could include the subsequent appointment of persons that served as the initial class of Directors, shall be limited to a maximum of two (2) consecutive terms of four (4) years.

Section 3.4. Vacancies. Any vacancy occurring in the Board of Directors may be filled by a person appointed by the City Council. A Director appointed and confirmed to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

Section 3.5. Resignation. Any Director may resign from the Board of Directors at any time by giving written notice to the Chair of the Board of Directors. Such resignation shall take effect at the time specified therein. Upon any such resignation, the City Council shall appoint a successor as provided in the Charter and applicable law.

Section 3.6. Compensation. Each person serving as a Director shall serve as such without compensation, except that he or she may be reimbursed for his or her actual expenses incurred in and about the performance of his or her duties as a Director.

Section 3.7. Conflict of Interest. The members of the Board of Directors shall be subject to the ethics policy approved by Board of Directors.

ARTICLE 4 - MEETING OF DIRECTORS

Section 4.1. Annual Meeting. The annual meeting of the Board of Directors shall be held within the City of Clarksville, Tennessee, at such times as shall be determined by the Board of Directors. The purpose of the annual meeting shall be to elect officers of the Authority, to receive updates related to previous year's activities, to discuss plans for future year's activities, and to conduct such other business as may properly be brought before the meeting. If the day fixed for the annual meeting shall fall on a legal holiday, such meeting shall be held on the next succeeding business day. Failure to hold the annual meeting at the designated time shall not result

in a forfeiture or dissolution of the Authority, and, in the event of such failure, the annual meeting shall be held within a reasonable time thereafter.

Section 4.2. Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates and at such times as the Board of Directors may designate. A report on the Authority's financial status shall be presented monthly but not less than quarterly at a regular meeting.

Section 4.3. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or by any two (2) Directors, and it shall thereupon be the duty of the Secretary or his or her designee to cause notice of such meeting to be given as hereinafter provided in Article 11.

Section 4.4. Place of Meetings. Meetings of the Board of Directors shall be held at such location within the City of Clarksville, Tennessee, as is designated by the Chair.

Section 4.5. Notice of Special Directors' Meetings. Written notice of the time, place and purpose of any special meeting of the Board of Directors shall be delivered to each Director not less than three (3) days previous thereto by or at the direction of the Secretary, by the Chair or the Directors calling the meeting. The provisions of Article 11 shall govern in respect of such notice.

Section 4.6. Quorum and Voting. A majority of the members of the Board of Directors shall constitute a quorum; provided, however, that if less than such majority of the Directors is present at said meeting, no business shall take place, and a majority of the Directors present may adjourn the meeting from time to time; and provided, further, that the Secretary shall notify any absent Directors of the time and place of such adjourned meeting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.7. Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the Directors then serving, may designate an Executive Committee, consisting of three (3) or more Directors and may delegate to such committee all such authority of the Board of Directors as it deems desirable; except that no such committee or committees, unless specifically authorized by the Board of Directors, shall have and exercise the authority of the Board of Directors to: (a) adopt, amend, or repeal these Bylaws; (b) fill vacancies in any committee; or (c) dissolve the Authority. The Board of Directors may also create such additional committees as it deems appropriate in order to further its purposes and may appoint to any such committee persons who are not Directors, but any such committees shall not be permitted to take any action on behalf of the Authority.

Section 4.8. Rules of Order. The most recent edition of Robert's Rules of Order shall govern the parliamentary procedures of the Board of Directors' meetings, unless otherwise specified by law, the Charter of the Authority or these Bylaws.

ARTICLE 5 - OFFICERS

Section 5.1. Number. The officers of the Authority shall be a Chair, Vice-Chair, Secretary, Treasurer and such other officers as may be determined by the Board of Directors from time to time to perform such duties as may be designated by the Board of Directors. The Chair, Vice-Chair, Secretary and Treasurer shall be members of the Board of Directors, but none of the other officers need be members of the Board of Directors unless otherwise required by applicable law. The duties of the Secretary and Treasurer may be performed by the same Director.

Section 5.2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at its annual meeting. Each officer shall hold office until the next annual meeting of the Board of Directors or until his successor shall have been elected. Except as otherwise provided in these Bylaws a vacancy in any office shall be filled by the Board of Directors for the remainder of the term.

Section 5.3. Removal of Officers and Agents by Directors. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever in its judgment the best interest of the Authority will be served thereby.

Section 5.4. Chair. The Chair of the Board of Directors ("Chair"), in addition to those duties prescribed by statute, shall preside at all meetings of the Board of Directors and shall be an ex officio member of any and all committees or other administrative groups which may from time to time by the Board of Directors be appointed. The Chair shall have general administrative and executive charge of the business of the Board of Directors, subject to its supervision and control, and shall see that all resolutions or orders of the Board of Directors are properly executed. Subject to the supervision of the Board of Directors, the Chair shall have charge of the operations and business of the Board of Directors. The Chair shall make such reports as to the discharge of duties and the conduct of the business as may from time to time by the Board of Directors be prescribed. The Chair shall sign all agreements, contracts, transfers and conveyances of the Authority as required by statute or as may be authorized by the Board of Directors except as provided in the next Section or to the extent otherwise provided by appropriate action of the Board of Directors.

Section 5.5. Vice-Chair. The Vice-Chair shall have and exercise all the authority of the Chair when the latter is not available or is unable, fails or refuses to act and discharge the duties of the office.

Section 5.6. Secretary. The Secretary shall keep or cause to be kept the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Authority; and in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Board of Directors.

Section 5.7. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Authority; receive and give receipts for monies due

and payable to the Authority from any source whatsoever, and deposit all such monies in the name of the Authority in such banks, trust companies, or other depositories as shall be selected in conformity with the provisions of applicable statutes and resolutions of the Board of Directors; disburse the funds of the Authority in accordance with the directives of the Board of Directors; render to the Board of Directors, at its annual meeting and at such other times as may be requested by the Board of Directors, an accounting of the financial condition of the Authority; and in general perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Board of Directors. The finance department of the City may perform any of the duties of the Treasurer provided hereunder at the request of the Authority.

Section 5.8. Assistants. Assistants to all officers, other than the Chair and Vice-Chair, may be appointed by the Board of Directors as may be from time to time required to properly transact and conduct the business of the Board of Directors and the Authority. Assistants to any officer shall have only such power and authority and shall perform only those duties as may be prescribed by the Board of Directors but may exercise all the power given or had by the officers to whom they are made assistants if such authority is conferred by the Board of Directors.

Section 5.9. Bonds of Officers. The Board of Directors in its discretion may require any officer, agent or employee of the Authority to give bond in such amount and with such surety as they shall determine.

ARTICLE 6 - NON-PROFIT OPERATION

The Authority shall at all times be operated on a non-profit basis in accordance with the Tourism Development Authority Act, and no interest or dividends shall be paid or payable by the Authority to any Director as such.

ARTICLE *7* - SEAL

The Authority shall not be required to have a seal.

ARTICLE 8 – CONTRACTS, EMPLOYMENT, LOANS, CHECKS, DEPOSITS, INVESTMENTS

Section 8.1. Contracts and Employment of Agents. The Board of Directors, by a majority vote, may authorize the chair to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Authority. The Board of Directors shall be specifically authorized, in its sole discretion, to employ and to pay the compensation of such agents, employees, accountants, custodians, experts, consultants and other counsel, legal, investment, or otherwise, as the Board of Directors shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Such authority may be general or confined to specific instances.

Section 8.2. Employment of an Executive Director. The Board of Directors, by a majority vote, shall hire a qualified Executive Director, who shall have proven administrative ability, fundraising skills, and ability to work with the Board of Directors to ensure governance best practices, or a record of exceptional performance for at least five (5) years as a director of a similar organization. Salary for this position shall be commensurate with experience.

Section 8.3. Indebtedness. No indebtedness shall be contracted on behalf of the Authority, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 8.4. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority shall be signed by such officer or officers, agent or agents, of the Authority, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

Section 8.5. Deposits. All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority with such banks, trust companies, brokerage accounts, investment managers, or other depositaries as the Board of Directors may from time to time select.

ARTICLE 9 – STANDARDS OF CONDUCT

Section 9.1. Standards of Conduct. A Director or an officer of the Authority shall discharge his or her duties as a Director or as an officer, including duties as a member of a committee:

(a) In good faith;

(b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

(c) In a manner he or she reasonably believes to be in the best interest of the Authority.

Section 9.2. Reliance on Third Parties. In discharging his or her duties, a Director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) One or more officers or employees of the Authority whom the Director or officer reasonably believes to be reliable and competent in the matters presented;

(b) Legal counsel, public accountants, or other persons as to matters the Director or officer reasonably believes are within the person's professional or expert competence; or

(c) With respect to a Director, a committee of the Board of Directors of which the Director is not a member, as to matters within its jurisdiction, if the Director or officer reasonably believes the committee merits confidence.

Section 9.3. Bad Faith. A Director or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 9.2 unwarranted. A Director or officer may be removed from office for good cause including voting in matters of personal interest in violation of Tennessee Code Annotated § 12-4-

101, but only after notice of the cause of such removal has been served upon the Director or officer in accordance with general law.

Section 9.4. No Liability. A Director or officer is not liable for any action taken, or any failure to take action, as a Director or officer, if he or she performs the duties of his or her office in compliance with the provisions of this Article, or if he or she is immune from suit under the provisions of Section 48-58-601 of the Act. No repeal or modification of the provisions of this Section 9.4, either directly or by the adoption of a provision inconsistent with the provisions of this Section, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

Section 9.5. No Fiduciary. No Director or officer shall be deemed to be a fiduciary with respect to the Authority or with respect to any property held or administered by the Authority, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 9.6. Prohibition on Loans. No loans or guarantees shall be made by the Authority to its Directors or officers. Any Director who assents to or participates in the making of any such loan shall be liable to the Authority for the amount of such loan until the repayment thereof.

ARTICLE 11 - NOTICES AND WAIVER OF NOTICE

Section 11.1. Giving of Notice to Directors. The notices provided for in these Bylaws shall be communicated by electronic mail, by mail or private courier. Written notice shall be deemed to be delivered at the earliest of (a) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with appropriate postage affixed thereon, (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee, (c) upon confirmation by electronic mail of receipt of an electronic mail notice or (d) upon receipt from a private courier. Whenever any notice is required to be given to any Director, officer, or committee member of the Authority under the provisions of the Charter, these Bylaws, or the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. No notices of the annual or monthly meetings of the Board of Directors shall be required to be given hereunder to any Director if such meetings are established as provided above.

Section 11.2. Notice of Public Meetings. The Secretary shall give adequate public notice of any and all meetings of the Board of Directors required to be given under Tenn. Code Ann. § 8-44-101, *et. seq.*, as amended from time to time, in satisfaction of the requirements for such notice thereunder.

ARTICLE 12 - FISCAL YEAR

The fiscal year of the Authority shall commence on July 1 of each year

ARTICLE 13 - AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws adopted, upon the affirmative vote of two-thirds (2/3) of the Board of Directors at any annual, regular or special meeting, provided that prior notice of such amendment had been given to all members of the Board of Directors in accordance with the notice provisions set forth in Article 11 hereof.

ARTICLE 14 - SAVINGS CLAUSE

Notwithstanding anything contained herein to the contrary, the terms and conditions contained in these Bylaws shall be expressly subject to the terms and conditions of the Charter of the Authority and the Tourism Development Authority Act. In the event of a conflict between the terms hereof and the provisions of the Tourism Development Authority Act, as now in effect or hereinafter amended, the terms and conditions of the Tourism Development Authority Act shall prevail, and the Board of Directors shall take any and all actions reasonably necessary to amend these Bylaws in conformity therewith.

APPROVED:

BOARD OF DIRECTORS MEETING OF THE ART, CULTURE AND TOURISM AUTHORITY OF THE CITY OF CLARKSVILLE, TENNESSEE, ON THE __ DAY OF _____, 2024.

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