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SECOND AMENDED AND RESTATED BYLAWS

OF THE

BOARD OF COMMISSIONERS

OF THE

METROPOLITAN NASHVILLE AIRPORT AUTHORITY

Nashville, Tennessee

**SECOND AMENDED AND RESTATED BYLAWS
OF THE
METROPOLITAN NASHVILLE AIRPORT AUTHORITY
BOARD OF COMMISSIONERS**

**ARTICLE I
GENERAL**

1.1 **Purpose.** The Metropolitan Nashville Airport Authority (the "Authority") was established under Chapter 174 of the Public Acts of 1969 of the State of Tennessee (as codified in T.C.A. 42-4-101 et seq.) in Resolution No. 70-872 of the Council of the Metropolitan Government of Nashville and Davidson County, Tennessee. It is organized for, and has as its purpose, the management, operation, financing and maintenance of the Nashville International Airport, the John C. Tune Airport and other airports or auxiliary fields either acquired by or placed under the control of the Authority.

1.2 **Location of Offices.** The principal offices of the Authority for the centralized administrative management activities and technical support services shall be the Metropolitan Nashville Airport Authority's headquarters at the Nashville International Airport, Nashville, Tennessee. The Board of Commissioners (the "Board") shall have the power and authority to permit the establishment and maintenance of other offices for the actual day-to-day operations at individual airports which it has either acquired or which it controls, and establish and maintain such substitute or other offices as may be required from time to time.

**ARTICLE II
BOARD OF COMMISSIONERS**

2.1 **General Powers.** The Board establishes the broad policies which govern the operation of the Authority. All powers granted to the Authority shall be vested in and exercised by or under the authority of the Board.

2.2 **Membership.** The composition of the membership of the Board, the terms of office of the members, and the conditions of membership are as provided in Tennessee Code Annotated Section 42-4-105, as amended, and are incorporated by reference into these Bylaws as if fully set forth herein, including all future amendments thereto.

2.3 **Board Officers.**

2.3.1 **General.** The Board shall elect from among its members a Chair, a Vice Chair and a Secretary, each of whom shall continue to be voting members of the Board. Unless otherwise determined by the Board at the time of his or her election, the Chair, Vice Chair and Secretary shall serve for a term of three years each and until his or her successor is elected and qualified. The Board may from time to time establish such other offices and positions as may be necessary to carry out the functions of the Board.

2.3.2 Chair. The Chair shall preside at all regular and special meetings of the Board. The Chair shall, on behalf of the Authority, sign all documents requiring the acting Board approval. The Chair may appoint one or more Commissioners, or any of the committees of the Board, to consult with and assist the Authority staff as he or she deems as required or appropriate to effectuate a major area of responsibility of the Authority.

2.3.3 Vice Chair. In the absence of the Chair, the Vice Chair will act as Chair and perform all duties and responsibilities bestowed upon the Chair. He or she shall perform such other duties as the Board may authorize or as may be assigned by the Chair.

In the event that the Chair and Vice Chair are absent, the members of the Board constituting a quorum shall designate a member among them to serve as acting Chair.

2.3.4 Secretary. The Secretary shall keep, or cause to be kept, in his or her office records and for the purpose, the minutes of all meetings of the Board and the committees thereof. He or she shall provide, or cause to be provided, notice of all meetings of the Board and of the committees of the Board, in accordance with the provisions of these Bylaws and as required by law. The Secretary shall, in general, perform, or cause to be performed, all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board or the Chair.

2.4 Meetings.

2.4.1 Regular Meetings. The Board shall hold regular meetings on the third Wednesday of every month at the official headquarters established for the operating and location of the Authority or on such other date or frequency, or at such other location as the Board may designate from time to time, with such notice as may be required by law.

2.4.2 Special Meetings. The Chair, Vice Chair or any three (3) Commissioners may call a special meeting of the Board by notifying each Commissioner of such special meeting in writing not later than seventy-two (72) hours preceding the meeting.

2.4.3 Quorum and Voting. A majority of the number of Commissioners in office immediately before the meeting begins shall constitute a quorum for the transaction of business by the Board. Whenever a quorum has been established, it shall not be considered broken by the subsequent withdrawal of any of those present. Unless otherwise required by law or these Bylaws, the affirmative vote of a majority of the Commissioners present constitutes the official action of the Board.

2.4.4 Public Notice. Public notice of all meetings of the Board, whether regular or otherwise, and of any committee or subcommittee thereof, shall be rendered in accordance with Tennessee law.

2.4.5 Records and Minutes. All meetings or any part thereof, whether regular, committee or otherwise, shall be documented by minutes reflecting all actions by the Board in accordance with Tennessee law. Written resolutions adopted by the Board and minutes of its

meetings become and constitute the official records of the Authority, and shall be available for public inspection and copying in accordance with applicable law. Such copying shall be performed upon payment to the Authority of all reasonable associated material, labor, and administrative costs. Official records of the Authority shall be maintained in the custody and control of such Authority personnel as the Secretary of the Board may designate at all times.

2.5 Compensation. Commissioners shall receive no salary, but shall be reimbursed for necessary expenses incurred in the performance of their official duties.

2.6 Board Committees. The Chair, subject to the Board's confirmation, shall have the authority to create one or more committees of the Board, each consisting of one or more members of the Board, and to determine the duties and responsibilities of the various committees and the terms of office of committee members. The Chair, subject to the Board's confirmation, shall make all appointments of the chairpersons and members of each such committee.

ARTICLE III STAFF OFFICERS

3.1 Identity. The staff officers of the Authority shall be a President, a Secretary (the "Staff Secretary"), an Auditor, Legal Counsel, a Treasurer, a Chief Engineer and such other officers as may from time to time be appointed by the President, including assistants thereto. One person may simultaneously hold more than one office, except that of Auditor, and the President may not simultaneously hold the office of Staff Secretary.

In case of the absence or disability of any officer of the Authority or of any person authorized to act in his or her place, the President may from time to time delegate the powers and duties of such officer to any officer or any other employee of the Authority whom the President may select during such period.

3.2 Selection. The President shall be appointed and employed by the Board by contract which establishes the conditions of employment, including salary and term of office. The President shall appoint the Staff Secretary, Auditor, Legal Counsel, Treasurer and Chief Engineer. The Board shall confirm or reject the President's appointment for the positions of Staff Secretary, Treasurer, Auditor, Legal Counsel and Chief Engineer. All other officers and employees of the Authority shall be appointed by the President, subject, as it may apply, to any civil service plan adopted by the Board.

3.3 Duties of Officers.

3.3.1 President. The President shall be the chief executive and administrative officer of the Authority and shall have general supervision over the active management of the business of the Authority. The President shall attend, to the extent reasonably possible, all meetings of the Board and shall submit such periodic reports to the Board as it may direct. The President shall have the general powers and duties of supervision and management usually

vested in such an office and shall perform such other duties as the Board may from time to time prescribe.

3.3.2 Staff Secretary. The Staff Secretary shall generally assist the Board Secretary and may attest the signature of an authorized officer of the Board with approval from the Board Secretary. The Staff Secretary shall attend, to the extent reasonably possible, all meetings of the Board and all committees thereof and shall perform such other duties with respect to the keeping of minutes and the provision of notice of meetings on behalf of the Secretary of the Board. He or she shall prepare and record all votes and minutes of such meetings in a book to be kept for that purpose and shall perform like duties for any committee action when required. The Staff Secretary shall give, or cause to be given, notice of all meetings of the Board or committees as required by law. The Staff Secretary shall perform such other duties as may be prescribed from time to time by the President or the Board.

3.3.3 Auditor. The Auditor shall be an independent certified public accountant or firm licensed to practice in Tennessee. The Auditor shall conduct an independent audit of the financial affairs of the Authority on an annual basis. The Auditor's Statement and Report shall be prepared in accordance with generally accepted auditing standards and governmental auditing standards issued by the Comptroller General of the United States and requirements of the Comptroller of the Treasury of the State of Tennessee and shall be submitted individually to the President and the Board within one hundred twenty (120) days following the close of each fiscal year or from the date the audit was requested, whichever is earlier. The Auditor shall perform such other duties as may be prescribed from time to time by the President or the Board.

3.3.4 Legal Counsel. Legal Counsel shall advise and represent the Authority and its Board and shall perform such other duties as may be incident to the office or as may be prescribed from time to time by the Board or the President. Legal Counsel shall review the form and legality of all Authority documents submitted to the Board for approval and shall give, as requested, legal advice and opinions to the Board and officers.

Legal Counsel shall be a person or firm licensed to practice law in Tennessee and who or which demonstrates broad experience in the legal, corporate, governmental, financial and property affairs of a major air carrier airport and regional system of airports.

3.3.5 Treasurer. The Treasurer shall keep or cause to be kept a full and accurate account of receipts and disbursements in books belonging to the Authority, and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the Authority in such depository as may be designated by the President. The Treasurer shall disburse or cause to be disbursed the funds of the Authority as required in the ordinary course of business or as may be ordered by the President, taking proper vouchers for such disbursements, and shall render to the President, the Chair and Commissioners at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and the financial condition of the Authority. The Treasurer shall perform such other duties as may be incident to his or her office or as may be prescribed from time to time by the President or the Board.

3.3.6 Chief Engineer. The Chief Engineer shall plan, administer, organize and direct engineering functions performed by staff or professional consultants associated with maintenance, repair, improvements or expansion of facilities operated by the Authority. The Chief Engineer shall perform such other duties as may be incident to his or her office or as may be prescribed from time to time by the President or the Board.

3.3.7 Other Officers. All other officers shall exercise such powers and perform such duties as may be delegated to them and as may be prescribed from time to time by the President or the Board.

ARTICLE IV GENERAL POLICIES OF THE BOARD

4.1 Employment Policies.

4.1.1 Personnel Administration. The Board shall adopt a Personnel Management Plan and the President shall be responsible for overseeing, developing and fostering the effectiveness of the Personnel Management Plan. The Personnel Management Plan shall be available for inspection and review during normal business hours at the Authority's Human Resources Office.

4.1.2 Nondiscrimination. There will be no discrimination against any employee or applicant for employment because of race, color, religion, sex, national origin, age, disability, citizenship, veteran status or any other legally protected status in connection with selection, job assignment, promotion, compensation, discipline, termination, access to benefits and training or any other employment related practice.

4.2 Conflicts of Interest.

4.2.1 Employee Conflict of Interest Policy. The President shall adopt a Conflict of Interest Policy for employees, which shall include requirements for disclosure of conflicts of interest.

4.2.2 Board Code of Business Conduct and Ethics Policy. The Board shall adopt a Code of Business Conduct and Ethics Policy, which shall include requirements for disclosure of conflicts of interest.

4.3 Fiscal Affairs. Subject to applicable law, the Authority's fiscal year shall be from July 1 to June 30, inclusive, or such other period as the Board may from time to time determine. All monies under the control of the Authority shall be maintained pursuant to provisions of any and all binding covenants or contracts or as provided for by the Board. Individual airports either acquired by or under the control of the Authority shall be regarded as separate accounting entities for which a separate and distinct fund shall be maintained. Generally accepted accounting principles as defined by the American Institute of Certified Public

Accountants ("AICPA") Auditing Standards Board's Statement on Auditing Standard No. 69, or any successor standard, shall govern the accounting treatment of all transactions for external financial reporting.

4.3.1 Financial Report. A financial report shall be prepared monthly including a summary of receipts and disbursements, transfers of monies between funds, comparisons of actual and budgeted expenditures and any other financial information which illustrates a significant development, an important trend or as the Board may from time to time deem relevant or appropriate. Special financial reports or information shall be provided to the Board at its request.

4.3.2 Operating Budget. An operating budget for the Authority shall be prepared annually by the President and submitted to the Board for approval at least sixty (60) days prior to the beginning of the Authority's fiscal year. If such budget shall not have been acted upon by the Board by July 1, the first day of the fiscal year, the proposed budget shall become effective, subject to subsequent action by the Board. Operating budgets for individual airports either acquired by or under control of the Authority shall be submitted in like manner to the Board for approval and action. The operating budgets shall include detailed estimates of operating and non-operating revenue, operating and non-operating expenses and interest income and expenses. Requests for additional appropriations shall be submitted to the Board for approval.

4.3.3 Capital Improvements Budget. A capital improvements budget shall be prepared annually for a five (5) year period and submitted to the Board for approval at least sixty (60) days prior to the beginning of the Authority's fiscal year. Unless otherwise indicated, the approved appropriations are valid through the completion of the project. The President shall have the authority to permit any budget modification that does not increase the Authority's total approved local share. Otherwise, proposed changes to the capital improvements budget shall be submitted by the President to the Board for approval.

4.3.4 Capital Improvements Not Requiring Airline Approval. The President may approve the purchase of items from the Capital Improvement Fund, as permitted by Authority Signatory Lease Agreements.

4.3.5 Transfer of Monies. The President may approve the transfer of monies from one fund to another for the purpose of cash flow management without Board approval, as permitted by provisions of any and all binding resolutions, covenants or contracts that govern the management of Authority monies; provided, however, that such transfers are reported to the Board at the next regularly scheduled Board meeting in the Financial Report. The source of repayment of such monies must be identifiable.

4.4 Contracting Matters.

4.4.1 Authorization to Contract.

4.4.1.1 Approval of the Board is required for any contract, lease, agreement, amendment, supplemental agreement or change order for goods, services, or capital outlay items which:

- (a) Contemplates annual payment by or to the Authority of more than Five Hundred Thousand Dollars (\$500,000); or,
- (b) Grants or conveys an exclusive operating right at any airport; or,
- (c) Involves a term, including options or extensions which are within the sole control of the other party, which equals or exceeds eight (8) years; or,
- (d) Affects the public terminal area and associated public parking areas.

Except as specifically provided in Section 4.4.2, the sale, conveyance, encumbrance, leasing or disposal of real property is subject to the terms of this Section 4.4.1.1.

For purposes of this Section 4.4.1.1, the term "affects" shall mean only material changes, as determined by the President after consultation with the Chair, in the use of or significant impact upon the operation of the public terminal area or the associated public parking areas.

For purposes of this Section 4.4.1.1, the term "public terminal area" shall mean all that certain land and those certain improvements at and in the vicinity of the passenger terminal at Nashville International Airport which the Authority determines to be accessible to all members of the general public for the accommodation of passengers and/or freight, which include, without limitation, common areas within the terminal core and the passenger concourses; the public sections of restaurants, shops and other retail establishments; passenger hold rooms; surface and structural parking facilities; and the approaches, vehicular and pedestrian, to the passenger terminal. Specifically excluded from the definition of "public terminal area" are "non-public" areas, which are defined, without limitation, as secured areas, as determined in the sole and absolute discretion of the Authority, the Federal Aviation Administration, or any other governmental agency with jurisdiction; the tenant leased space excluded by such tenants from public access; office, storage, janitorial, and similar space leased by tenants or service providers; areas behind ticket service counters; baggage processing areas; and such other areas as the Authority may determine from time to time are not accessible to the general public.

4.4.1.2 Except as provided in Section 4.4.1.1 hereof or as otherwise provided by the Board, the President may approve and execute, on behalf of the Authority, all other contracts, leases, agreements, amendments, supplemental agreements, and change orders, if no increase in the affected approved budget is required.

4.4.1.3 The President is further delegated the authority, subject to Section 4.4.1.1 hereof or as otherwise provided by the Board, to enter into any agreement for

professional services or construction work or health of an Authority lessee, where the lessee has in its lease or by separate agreement authorized the amount to be paid for such goods, services and obligated itself to reimburse the Authority in full either immediately or during the term of the lease.

4.4.1.4 The powers of the President granted or delegated by Sections 4.4.1.2 and 4.4.1.3 may be further delegated by the President to any officer of the Authority, provided however that no such delegation shall exceed One Hundred Thousand Dollars (\$100,000) in each case.

4.4.1.5 All contracts, agreements, amendments, supplemental agreements or change orders having an individual or aggregate cost in excess of \$100,000 and Dollars (\$100,000) or such other amount as determined by controlling law or regulation must receive the certification of the President as to the cost, utility, and needs.

4.4.1.6 The Authority shall comply with applicable federal and state law and with sound, equitable business practices in its procurement and negotiation of all contracts, leases, and agreements. No person, agency, corporation, or other entity shall utilize or be permitted to utilize any property of the airports owned and/or operated by the Authority for any revenue-producing, commercial, or private activities, except pursuant to the terms of a contract, lease, agreement, or permit executed on behalf of the Authority. No acquisition shall be made in the name of the Authority for the private use of any Commissioner, officer, or employee.

4.4.1.7 The Authority, in imposing rates, fees, and charges for the use of airport facilities or any real property or structure located on any airport, will consider each airport owned or controlled by the Authority as a separate accounting entity. Further, in determining rates, fees, and charges, the Authority shall not only adhere to sound business practices, but also to applicable federal regulatory guidelines, including such as national regulations of the U.S. Department of Transportation and the Federal Aviation Administration pertaining to rates and charges and revenue factors.

4.4.2 Easements and Similar Encumbrances. With approval of the Board, the President may execute easements, rights-of-way, restrictions and other similar encumbrances affecting real property, on behalf of the Authority, which do not materially detract from the value of the property subject thereto or materially interfere with the ordinary conduct of the business of the Authority.

4.4.3 Procurement Procedures. The President shall issue or causes governing the procurement of goods and services, provided, however, that, on an annual basis, the President shall provide the Board with a copy of such procedures, and any amendment thereto, and the Board shall have the right to suspend or modify such procedures, or any amendment to the same.

4.5 Airport Master Plans - Airport Layout Plans. The President shall from time to time submit for approval to the Board an Airport Master Plan and an Airport Layout Plan for

the Nashville International Airport, the John C. Tune Airport and individual airports or auxiliary fields acquired by or under the control of the Authority for Board approval.

4.6 Rules and Regulations. The President shall issue rules and regulations governing the operation, use and control of the Nashville International Airport and individual airports acquired by or under the control of the Authority. The President may modify those rules and regulations as he or she deems is required, and shall cause such rules and regulations to be available for public inspection at all airports under the control of the Authority. All users of and persons on any facility either acquired by or under the control of the Authority shall be subject to these rules and regulations.

4.7 Litigation. The President, with the recommendation of Legal Counsel, may authorize filing of litigation which is necessary or appropriate to the efficient or economical administration and operation of the Authority, the protection of the Authority's interests, or the accomplishment of the Authority's mission and objectives. The Board shall be advised of all such filings, other than litigation involving past due accounts, at its next regularly scheduled meeting. The President, with the recommendation of Legal Counsel, and after consultation with the Chair, may approve settlement of any litigation, except where a payment by the Authority exceeds Five Hundred Thousand Dollars (\$500,000), subject to any further restriction of authority that the Board, acting by resolution or otherwise, may impose on the President.

ARTICLE V REPORTS

The Authority, acting through the officers and the Board, shall provide quarterly reports and or briefings of the activities and plans and conditions of the Authority to the Davidson County legislative delegation. Any proposals for capital expansion and/or improvements shall be given to such legislative delegation prior to such expansion or improvements.

ARTICLE VI INVALIDITY

In the event any provision of these Bylaws is found to be invalid or unenforceable under the laws of the State of Tennessee or other competent jurisdiction, the invalid provision(s) shall be deemed to be altered in such manner as is necessary to conform to the prevailing law. Notwithstanding such alterations as may be necessary, all other provisions of these Bylaws shall remain in effect as written.

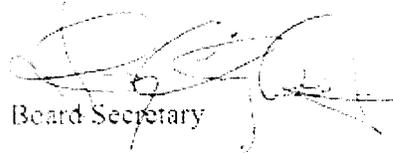
ARTICLE VII AMENDMENT

These Bylaws may be altered, amended, repealed or restated and new Bylaws may be adopted, by an affirmative vote of a majority of the Board as then constituted at two (2)

successive meetings of the Board or at one (1) meeting which is at least ten (10) days after the proposed text has been sent to and received by the individual Commissioners.

CERTIFICATION

These Second Amended and Restated Bylaws were adopted by the Board of Commissioners of the Metropolitan Nashville Airport Authority on the 21st day of December 2005.


Board Secretary