

BY-LAWS

OF

THE PUBLIC BUILDING AUTHORITY  
OF RUTHERFORD COUNTY, TENNESSEE

ARTICLE I

Name, Location and Seal

Section 1. The name of the corporation shall be The Public Building Authority of Rutherford County, Tennessee.

Section 2. The address of the principal office of this corporation in the State of Tennessee is the office of the County Executive of Rutherford County, Rutherford County Courthouse, Room 101, Murfreesboro, Tennessee 37130.

ARTICLE II

Meetings of the Board of Directors

Section 1. The Board of Directors' meetings shall be held at the Rutherford County Courthouse, Room 205, Murfreesboro, Tennessee, or at such other place as may from time to time be designated by the Chairman of the Board of Directors.

Section 2. Regular meetings shall be held at such times as may be determined by the Board of Directors. Special meetings may be called by the Chairman or any two directors, by giving five days' notice to each director. Notice shall be deemed given when delivered in person or when deposited in the United States Mail, postage prepaid, addressed to each director at such director's address of record as maintained by the

Secretary of the corporation.

Section 3. The annual meetings of the Board of Directors of the corporation shall be held at the Rutherford County Courthouse, Room 205, Murfreesboro, Tennessee, or at such other place as may from time to time be designated by the Board of Directors. Such annual meetings shall be held on the last Tuesday in January each year, beginning with the year 1997. A notice setting out the time and place of such annual meeting shall be mailed, postage prepaid, to each member of the Board of Directors, at least five days prior to the annual meeting. *msf*

Section 4. A majority of the whole Board of Directors shall constitute a quorum for the transaction of any business. Unless a greater number or percentage is required by these By-laws, or otherwise, the vote of a simple majority of the Directors present at any meeting at which a quorum is present shall be the action of the Board of Directors.

Section 5. Public notice of all meetings, whether annual, regular or special, of the Board of Directors, shall be given in accordance with applicable law.

ARTICLE III

Board of Directors

Section 1. The corporation shall have a Board of Directors which shall consist of seven persons, all of whom shall be duly qualified electors of and taxpayers in Rutherford County, Tennessee. The directors shall serve as such without compensation except that they shall be reimbursed for their *msf*

actual expenses incurred in and about performance of their duties hereunder. No director shall be an officer or employee of Rutherford County, Tennessee. The directors shall be elected by the Board of Commissioners of Rutherford County, Tennessee, and they shall be so elected that they shall hold office for staggered terms. The current directors elected and their terms of office are as follows:

✓  
 appointed  
 by county mayor  
 confirmed by the  
 municipality

<u>NAME</u>	<u>TERM EXPIRING</u>
Howard Wall	January, 2002
Larry Estes	January, 2002
Henry Huddleston, III	January, 2002
Frank Crosslin, Jr.	January, 2000
Ed Jordan	January, 2000
Grant Kelly	January, 1998
Regina Moore	January, 1998

Yes must be  
 staggered  
 6 year terms

Upon the expiration of the terms of the directors named above, the terms of all directors shall be six years; provided that if at the expiration of any term of office of any director a successor thereto shall not have been elected, then said director shall hold over until a successor shall have been elected and qualified.

Section 2. Vacancies in the Board of Directors by reason of death, resignation or other cause shall be filled by the Board of Commissioners of Rutherford County, Tennessee, and such director shall hold office for the unexpired term with respect to which such vacancy occurred.

per the  
 statute  
 must  
 stay on

Section 3. The directors shall have the general management and control of the business and affairs of the corporation and shall exercise all the powers that may be exercised or performed by the corporation under the statutes of the State of Tennessee, including Sections 12-10-101 et seq., Tennessee Code Annotated, the Certificate of Incorporation of the corporation, and these By-laws.

ARTICLE IV

Officers

Section 1. The officers of the corporation shall consist of a Chairman, a Vice Chairman, a Secretary, a Treasurer, and such other officers as the board shall from time to time deem necessary or desirable. The offices of Secretary and Treasurer may be held by the same person.

*grant*  
*✓*  
*File*

Section 2. The initial officers of the corporation shall be elected by the Board of Directors at its first meeting or as soon thereafter as may be convenient. Each initial officer shall hold office until the first annual meeting of the Board of Directors and thereafter until his or her successor has been duly elected and qualified. Subsequent officers of the corporation shall be elected at the annual meeting of the Board of Directors. Each such officer shall be elected for a one-year term but shall continue to hold office until his or her successor has been duly elected and qualified.

Section 3. The Chairman shall preside at all meetings of the directors and discharge all the duties which devolve upon

a presiding officer, and perform such other duties as may be prescribed by the Board of Directors.

Section 4. The Vice-Chairman shall perform such duties as may be assigned to him. In the case of the death, disability or absence of the Chairman, the Vice-Chairman shall perform and be vested with all the duties and powers of the Chairman.

Section 5. The Secretary shall keep the record of the minutes of the proceedings in each meeting. The Secretary shall have custody of all books, records, and papers of the corporation, 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 Board of Directors.

*→ admin*

Section 6. The Treasurer shall keep account of all money received and disbursed and shall deposit same with a bank or trust company which is a member of the Federal Deposit Insurance Corporation.

Section 7. Other officers shall perform such duties as shall be designated by the Board of Directors.

Section 8. Each of such officers may be removed at any time by the affirmative vote of a majority of the whole Board of Directors.

Section 9. If any office becomes vacant for any reason, the Board of Directors may choose a successor who shall hold office for the unexpired term of such office.

*↓ fine  
+ it can be  
done at a  
Regular meeting*

ARTICLE V

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these by-laws or under the provisions of the certificate of incorporation or under the provisions of the law under which this corporation is organized, 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.

#### ARTICLE VI

##### Amendments

These by-laws may be amended by a majority vote of the Board of Directors at any annual meeting or at any special meeting called for that purpose.

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## CERTIFICATE OF INCORPORATION

RILEY DARNELL  
SECRETARY OF STATE

OF

THE PUBLIC BUILDING AUTHORITY

OF

RUTHERFORD COUNTY, TENNESSEE

Pursuant to the provisions of the Public Building Authorities Act of 1971, as amended, codified as Title 12, Chapter 10, Tennessee Code Annotated (the "Act"), we, the undersigned natural persons, do hereby intend to create a public building authority pursuant to said Act and do hereby certify as follows:

1. Each of us is a duly qualified elector of Rutherford County, Tennessee, and our respective names and residences are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
John Callow	P.O. Box 68 Murfreesboro TN 37133-0068
Donna K. Hastings	1741 London Avenue Murfreesboro TN 37129
Larry Quesenberry	1942 Dilton Mankin Road Murfreesboro TN 37130

2. The name of the authority shall be "The Public Building Authority of Rutherford County, Tennessee" (the "Authority").
3. Permission to organize the Authority has been granted by resolution duly adopted by the governing body of Rutherford County, Tennessee on December 11, 1995.
4. The location of the principal office of the Authority is Office of the County Executive of Rutherford County, Room 101, Rutherford Courthouse, Murfreesboro, Tennessee.
5. The purposes for which the Authority is being organized are, among others, the constructing, acquiring, improving, repairing, renovating, extending, equipping, furnishing, operating, maintaining and managing one or more "projects", as such term is defined in the Act, within or without Rutherford County, including the

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WILEY DARNELL  
SECRETARY OF STATE

power to demolish existing structures, as provided in the Act; the borrowing of funds to carry out any of its purposes and powers with respect to any such project or projects and the lending of funds for any such purpose; the lending of funds to municipal corporations in Tennessee, including Tennessee cities, counties and utility districts, for the purpose of financing any undertaking that is eligible to be financed by bonds, notes, interim certificates or other obligations issued pursuant to law by any such municipal corporation, the State of Tennessee or any agency, authority, branch, bureau, commission, corporation, department, or instrumentality thereof and execution of loan agreements and leases with such municipal corporations in connection with such lending of funds; and the exercise of any and all powers conferred by the laws and statutes of the State of Tennessee, including the Act; provided the Authority's power and authority to borrow funds and loan those funds to any other county or to any city, utility district or other governmental entity lying entirely outside the boundaries of Rutherford County, Tennessee, or to finance any project lying entirely outside the boundaries of Rutherford County shall be subject to the prior approval of the Board of County Commissioners of Rutherford County; and provided, further, that the net earnings of the Authority required to be distributed to Rutherford County by Section 12-10-118, Tennessee Code Annotated, be distributed to the County notwithstanding any amendments thereto which may be hereafter enacted and such distribution shall be made at least once during each fiscal year of the County.

6. The Authority shall have seven (7) directors, all of whom shall have such qualifications, terms and duties as provided in the Act, as heretofore or hereafter amended.
7. The duration of the Authority is perpetual.
8. The Authority shall be a public nonprofit corporation and public instrumentality of Rutherford County, Tennessee, as provided in the Act, but shall have no power to obligate Rutherford County, Tennessee in any way, as provided in the Act.
9. The Authority shall have all powers necessary to carry out the purposes set forth above as are authorized under the laws of the State of Tennessee, including without limitation the Act, as heretofore and hereafter amended, and including all powers incidental thereto or necessary for the performance thereof, excepting only

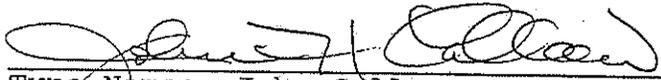
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RILEY DARNELL  
SECRETARY OF STATE

such lawful limitations on, and additions to, such powers and authorities as expressly provided herein. To that end, it is hereby declared that should any provision or provisions of this Certificate of Incorporation, which limit(s) or add(s) to, such powers and authorities, be declared invalid, unlawful, or unenforceable for any reason, the invalidity, unlawfulness, or unenforceability of such provision or provisions shall not affect the remaining provisions of such Certificate of Incorporation, and that this Certificate of Incorporation should have full force and effect according to its provisions excepting those provision(s) so declared invalid, unlawful, or unenforceable.

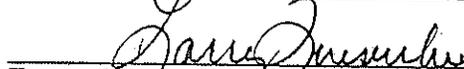
We, the undersigned, do hereby subscribe to and acknowledge this Certificate of Incorporation as evidenced by our signatures below, all as of this 16th day of January, 1996.



Type Name: John Callow



Type Name: Donna K. Hastings



Type Name: Larry Quesenberry

1993 1.19.93

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COUNTY OF RUTHERFORD)

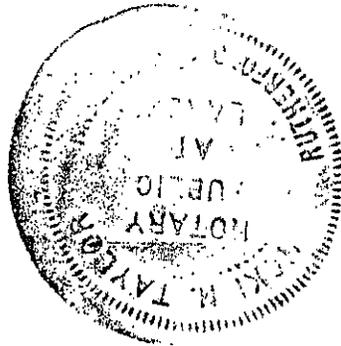
WILLY DARNELL  
SECRETARY OF STATE

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, John Callow, the within named bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and seal, at office in Murfreesboro, Rutherford County, Tennessee, this 16th day of January, 1996.

Wicki Helene Taylor  
Notary Public

My Commission Expires:  
6-20-97



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COUNTY (OF RUTHERFORD)

~~WILL T. DARNELL~~  
~~SECRET~~ Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, Kathy Muesenberg, the within named bargainer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and seal, at office in Murfreesboro, Rutherford County, Tennessee, this 16th day of January, 1996.

Vicki Helene Taylor  
Notary Public

My Commission Expires:  
6-20-97



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1-1-13 1-3-13

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COUNTY OF RUTHERFORD)

RILEY DARNELL  
SECRETARY OF STATE

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, Derna K. Hastings, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand and seal, at office in Murfreesboro, Rutherford County, Tennessee, this 16th day of January, 1996.

Vicki Helene Taylor  
Notary Public

My Commission Expires:  
6-20-97

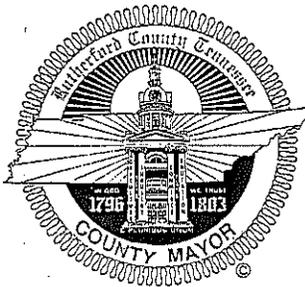


RECORDING FEE 5.50  
STATE TAX \_\_\_\_\_  
REGISTER'S FEE \_\_\_\_\_  
TOTAL PAID 5.50  
RECEIPT NO. ON ACCOUNT

State of Tennessee, Rutherford County  
I, Mark H. Moshea, Register of said county and state do certify that the foregoing instrument is registered in said office in book B-80 page 642 that it was received AM 89 1996 at 2:15 o'clock P M and entered in notebook 47 page 467 Mark H. Moshea, Reg. [Signature] Deputy

647

NANCY R. ALLEN  
COUNTY MAYOR



RUTHERFORD COUNTY  
TENNESSEE

MEMO

TO: Public Building Authority Members  
FROM: Nancy R. Allen *Nancy*  
DATE: December 16, 2005

In response to your questions after Mr. Cope and I left the meeting Tuesday regarding the terms, I submit the following information starting with the original board members in 1996:

Original 6 Year Terms

**Howard Wall** 1996 – 2002  
John Hooper 2002 – 2008

**Larry Estes** 1996 – 2002  
Steve Waldron 2002 – 2008

**Henry Huddleston** 1996 – 2002  
Preston Rowland 2002 – 2008

Original 4 Year Terms

**Frank Crosslin** 1996 – 2000  
Michael Kusch 2000 – 2006

**Ed Jordan** 1996 – 2000  
John Nevill 2000 – 2006

Original 2 Year Terms

**Grant Kelley** 1996 – 1998  
Grant Kelley 1998 – 2004  
Dow Smith 2004 – 2010

**Regina Moore** 1996 – 1998



Jim Bratten  
Jon Waggener

1998 – 2004  
2004 – 2010

Tennessee Code Annotated 12-10-108 states that “the directors shall be appointed by the chief executive officer, subject to confirmation of the governing body of the municipality”. Accordingly, I will be recommending to the County Commission in January appointments to fill the two positions that expire in January 2006.

If you have any questions, please feel free to call either me (898-7745) or County Attorney Jim Cope (893-5522).

NRA:vht

cc: Becky Shelton (for Jim Cope)  
Kellye McCuller (for Matt Murfree)