BYLAWS OF THE

TENNESSEE STATE FAIR AND EXPOSITION COMMISSION

I. **PURPOSE.** These by-laws provide for the orderly disposition of the business of the Tennessee State Fair and Exposition Commission (Commission).

II. **AUTHORITY.** These by-laws are adopted pursuant to the authority vested in the Commission by Tennessee Code Annotated Section 4-57-105.

III. **COMMISSIONERS AND OFFICERS.** The numbers, qualification and appointment of Commission members shall be in accordance with Tennessee Code Annotated Section 4-57-104. Officers shall be Chair, Vice-Chair and Secretary. The Chair and Vice-Chair shall be elected by the members annually. Multiple consecutive officer terms are allowed.

IV. **OFFICERS.**

1. **Chair.** The Chair shall preside at all meetings of the Commission; and, except as otherwise authorized by the Commission, shall sign, on behalf of the Commission, any contracts, reports or other instruments adopted by the Commission.

2. **Vice-Chair.** The Vice-Chair shall have the duties of the Chair in the event the Chair is absent or unable to perform his/her duties.

3. **Secretary.** The Secretary shall keep or cause to be kept the Commission minutes, which shall be a full record of all Commission proceedings. The Secretary shall also perform other duties with regard to records, including certification of transcripts and attestation of contracts or other documents as the Commission may direct. The Secretary shall make or cause to be made public notice of all Commission meetings within a reasonable time prior to the meeting. At the Commission's discretion the office of Secretary may be filled by a Commission member or staff person from the Tennessee department of agriculture.

V. **Minutes and Records.** Each action of the Commission recorded in the minutes and supporting documents shall be retained and subject to public inspection in accordance with applicable law.

VI. **OFFICER VACANCIES.** In the event that the office of Chair or Vice-Chair become vacant, the Commission shall, at the next regular meeting, elect the successor to the office.

VII. **ETHICAL CONDUCT.** Commissioners shall follow the Conflict of Interest Policy adopted by the Commission.

VIII. **MEETINGS.** Meetings of the Commission may be called by the Chair or upon the written request of three or more Commissioners. Written notification of the time, place and purpose of the meeting shall be promptly made to each Commissioner.

IX.   **QUORUM.** The presence of a majority of Commission members shall constitute a quorum for the transaction of business. A majority vote of the Commissioners present shall be required to decide any Commission action.

X.   **PARLIMENTARY PROCEDURE.** The most recent edition of *Robert's Rules of Order* shall govern the activities of the Commission in all matters to which they are applicable in are not inconsistent with these By-laws, applicable law or any special rules of order the Commission my adopt.

XI.   **OPEN MEETINGS ACT.** All meetings of the Commission shall be open to the public pursuant to the Tennessee Open Public Meetings Act, Tennessee Code Annotated Section 8-44-101, et. seq.

XII.   **PUBLIC COMMENT.** All requests to address the Commission on matters, other than during a meeting announced to include public comments, must be made in writing to the Chair or Secretary at least 48 hours before the Commission meeting. The request must identify the reason(s) for the request and the Commission shall grant or deny the request at its sole discretion.

XIII.   **INTERPRETATION.** The Commission is the final authority as to the meaning of these By-laws. As the need arises, the Commission may make exception to these By-laws for extraordinary cases, setting out the reasons for each exception.

XIV.   **AMENDMENTS.** These By-laws may be amended at any Commission meeting by a majority vote following prior notice of the proposed amendment.

XV.   **PAST BY-LAWS.** Adoption of these By-laws revokes any prior By-laws or procedures adopted by the Commission.

APPROVED by the Commission on the _____ day of _____ 2016.

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CHAIR

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SECRETARY