

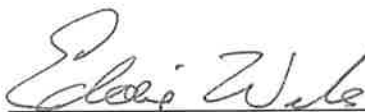
**AMENDMENT TO THE BY-LAWS
OF
THE INDUSTRIAL DEVELOPMENT BOARD
OF THE CITY OF LEWISBURG**

An amendment to Article III, Directors by adding Section 4 as follows:

Section 4. The following attendance policy for the Directors is established: A resignation request shall be made of any board member who has two (2) unexcused absences at the regular meetings of the Board of Directors in a six (6) month period.


Special circumstances, such as but not limited to illness of the board member or of the member's family, may be considered in advance as excused absences.

This the 5th of March, 2018.



Eddie Wiles, Chairman

Attest:



Sam Kirby, Secretary

BY-LAWS
OF
THE INDUSTRIAL DEVELOPMENT BOARD
OF THE CITY OF LEWISBURG, TENNESSEE

ARTICLE I

Name, Location and Seal

Section 1. The name of the corporation shall be The Industrial Development Board of the City of Lewisburg, Tennessee.

Section 2. The address of the principal office of this corporation in the State of Tennessee is Lewisburg Administration Building, Lewisburg, Tennessee.

Section 3. The seal of the corporation shall be circular in form and mounted upon a metal dye, suitable for impressing same upon paper. The words "THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF LEWISBURG, TENNESSEE" shall appear about the periphery thereof, and the word "SEAL" shall appear in the center.

ARTICLE II

Meetings of the Board of Directors

Section 1. The Board of Directors' meetings shall be held at Lewisburg Administration Building, Lewisburg, Tennessee, or at such other place as may from time to time be designated by the Chairman or 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 his address of record as maintained by the Secretary of the corporation.

Section 3. The annual meetings of the Board of Directors of this corporation shall be held at Lewisburg Administration Building, Lewisburg, Tennessee, or at such other place as may from time to time be designated by the Chairman or the Board of Directors. Such annual meetings shall be held on the fourth Monday of October at 7:30 o'clock p.M. beginning with the year 1974.

Section 4. 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 and to the City Council of City of Lewisburg, Tennessee, at least five days prior to the annual meeting. In addition, notice to the public of the time and place of such meeting shall be published in a local newspaper at least five days prior to the annual meeting.

Section 5. A majority of the whole Board of Directors shall constitute a quorum for the transaction of any business.

ARTICLE III

Directors

Section 1. The corporation shall have a Board of Directors in which all powers of the corporation shall be vested and which shall consist of ^{nine} ~~seven~~ persons, all of whom

shall be duly qualified electors of and taxpayers in Lewisburg, Tennessee. The directors shall serve as such without compensation except that they shall be reimbursed for their actual expenses incurred in and about performance of their duties hereunder. No directors shall be an officer or employee of City of Lewisburg, Tennessee. The directors shall be elected by the City Council of City of Lewisburg, Tennessee, and they shall be so elected that they shall hold office for staggered terms. Directors initially elected and their terms of office are as follows:

<u>NAME</u>	<u>TERM</u>
<u>Edward A. Potts</u>	2 years
<u>Col. H. W. Willey</u>	2 years
<u>J. B. Mayberry</u>	2 years
<u>A. G. O'Neal</u>	4 years
<u>Harold Wiggins</u>	4 years
<u>J. B. Floyd</u>	4 years
<u>Clarence Alford</u>	6 years
<u>Joe B. Brandon</u>	6 years
<u>Mrs. Folk Lambert</u>	6 years

Upon the expiration of the terms of the directors initially elected, 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. The directors shall be chosen by the City Council of City of Lewisburg from the membership of the Chamber of Commerce, the Board of Trade or other similar civic organizations, unless in the judgment of said City Council there are no members of such organizations who are both suitable and available to

serve as directors of the corporation.

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

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, the certificate of incorporation, and these by-laws.

ARTICLE IV

Officers

Section 1. At its annual meeting the Board of Directors shall elect 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. If the annual meeting of the directors shall not be held at the time designated in these by-laws, such failure shall not cause any defect in the corporate existence of the corporation, but the officers for the time being shall hold over until their successors shall have been chosen and qualified.

Section 2. 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 3. 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, he shall perform and

be vested with all the duties and powers of the Chairman.

Section 4. The Secretary shall keep the record of the minutes of the proceedings in each meeting. He 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.

Section 5. 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 6. Other officers shall perform such duties as shall be designated by the Board of Directors.

Section 7. Each of such officers shall serve for the term of one year or until the next annual meeting unless removed at any time by the affirmative vote of a majority of the whole Board of Directors.

Section 8. If any office becomes vacant for any reason, the Board of Directors, by a majority vote, may choose a successor who shall hold office for the unexpired term of such office.

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.

CERTIFICATE

The undersigned, Secretary of the Industrial Development Board of the City of Lewisburg, Tennessee, hereby certifies that the foregoing By-Laws is a true copy of the By-Laws of the Industrial Development Board of the City of Lewisburg, Tennessee, this 22nd day of June, 1987.

Mary M. Lambert
SECRETARY

(SEAL)