

**STATE OF TENNESSEE**

OFFICE OF THE  
**ATTORNEY GENERAL**  
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January 17, 2003

Opinion No. 03-005

Voting Membership of Four Lake Regional Industrial Development Authority

**QUESTION**

What is the voting membership of the Four Lake Regional Industrial Development Authority (the "Authority") under Tenn. Code Ann. § 64-5-203?

**OPINION**

The voting membership of the Four Lake Regional Industrial Development Authority (the Authority") consists of at least the following:

- a. The County Executives of Macon, Smith, Sumner, Trousdale and Wilson Counties;
- b. The Mayors of the county seats of Macon, Smith, Sumner, Trousdale and Wilson Counties;
- c. The Mayor(s) of any incorporated municipality in Macon, Smith, Sumner, Trousdale or Wilson County (other than the county seat) with a population of more than 25,000 under the 2000 federal census;<sup>1</sup>
- d. A member elected by each of the county industrial development boards in Macon, Smith, Sumner, Trousdale and Wilson Counties from the membership of each such county industrial development board, serving for a two-year term;
- e. A member appointed by the Governor, serving at the Governor's pleasure;
- f. A member appointed by the member of the United States House of Representatives who represents either all or the greatest number of the people in the five-county region of Macon, Smith, Sumner, Trousdale and Wilson Counties, serving at the Representative's pleasure;
- g. A member of the Tennessee Senate, elected by the senatorial delegation for the five-county region, serving for three years or until that member is no longer serving the General

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<sup>1</sup> Results of the 2000 federal census are published in Volume 13 of the Tennessee Code Annotated.

Assembly; and

h. A member of the Tennessee House of Representatives, elected by the delegation of state representatives for the five-county region, serving for three years or until that member is no longer serving in the General Assembly.

In addition, the following members may be appointed, and if appointed are also voting members of the Authority:

i. A member appointed by the Board of Directors of the Tennessee Valley Authority, to serve at the pleasure of the Tennessee Valley Authority; and

j. A member appointed by the Board of Directors of each electric cooperative operating under Tenn. Code Ann. §§ 65-25-201 — 65-25-229 that furnishes electricity to and assists in the development of any industrial park owned, operated or managed by the Authority, and serving at the pleasure of the Board of Directors of that electrical cooperative.

All of the members may authorize someone to represent that member and vote by proxy on written notification to the Chair of the Authority before the Authority meeting where the member will be absent. All of the statutory members of the Authority, including the *ex officio* members, are authorized to vote on all issues, except with regard to the election of the four nonchair members of the Executive Committee. Voting for these members is set forth in Tenn. Code Ann. § 64-5-204.

### ANALYSIS

This opinion concerns the voting membership of the Four Lake Regional Industrial Development Authority, created and operating under Tenn. Code Ann. §§ 64-5-201, *et seq.* (the “Authority”). The Authority is created for the purpose of developing the resources of the region embracing the counties of Macon, Smith, Sumner, Trousdale and Wilson. Tenn. Code Ann. § 64-5-201. Under Tenn. Code Ann. § 64-5-203, the Authority membership is as follows:

(a) The membership of the board shall be as follows:

(1) The county executive of each county in the region shall be an *ex officio* member of the board;

(2) The mayor of each county seat municipality in the region shall be an *ex officio* member of the board;

(3) The mayor of any incorporated municipality in the region with a population in excess of twenty-five thousand (25,000) according to the latest federal census shall be an *ex officio* member of the board;

(4) The county industrial development board in each of the five (5) counties of the region shall elect one (1) of its members every two (2) years to serve on the board for a term of two (2) years, beginning at the first organizational meeting of the board;

(5) One (1) member shall be appointed by and be a representative of the governor who shall serve at the pleasure of the governor;

(6) One (1) member shall be appointed by and be a representative of the United States representative representing either all or the greatest number of the people of the region and shall serve at the pleasure of the United States representative;

(7) The members of the general assembly representing all or part of the region shall elect a senator member and a representative member to serve as a member of the board for a term of three (3) years or until that member is no longer serving in the general assembly. The senators serving the region shall meet and elect the senator member. The representatives serving the region shall meet and elect the representative member;

(8) One (1) member may be appointed by and serve at the pleasure of the board of directors of the Tennessee Valley authority; and

(9) One (1) member may be appointed by and serve at the pleasure of the board of directors of each electric cooperative operating pursuant to the Rural Electric and Community Services Cooperative Act, compiled in §§ 65-25-201 — 65-25-229, which furnishes electricity to, and assists in the development of, any industrial park owned, operated or managed by the Four Lakes Regional Industrial Development Authority.

(b) Any member of the board may authorize someone to represent that member and vote by proxy upon written notification of the same to the chair of the board prior to commencement of the board meeting in which the member is to be absent.

This Office has stated in the past that *ex officio* members of a board have full voting rights unless the governing statutes provide otherwise. Op. Tenn. Atty. Gen. 98-114 (June 23, 1998). With regard to the Authority, the only limit on voting appears in Tenn. Code Ann. § 64-5-204. That statute provides:

The board, at its organizational meeting and annually thereafter, shall

elect one (1) of its members to the office of chair, vice chair and secretary-treasurer, and shall elect four (4) other members who with the chair shall form the executive committee of the board. *The four (4) nonchair members of the executive committee shall be elected by a caucus of the membership from the four (4) counties the chair is not representing, subject to approval by the full board. The members representing the governor, members of congress and general assembly shall not caucus with individual counties, but may vote on confirmation of the executive committee as members of the board.*

(Emphasis added). All of the statutory members of the Authority, therefore, including the *ex officio* members, are authorized to vote on all issues, except with regard to the election of the four nonchair members of the Executive Committee, who are selected as set forth in Tenn. Code Ann. § 64-5-204.

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