

RESOLUTION NO. 28385

A RESOLUTION ADOPTING STANDARD BYLAWS FOR THE CITY OF CHATTANOOGA BOARDS AND COMMISSIONS, UNLESS SAID BOARD HAS ENACTED BYLAWS SPECIFIC TO THAT BOARD PRIOR TO THIS DATE OR IS A SEPARATE AUTHORITY CREATED BY STATE LAW OR CITY CHARTER.

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF CHATTANOOGA, TENNESSEE, that it is hereby adopting standard Bylaws for the City of Chattanooga Boards and Commissions, unless said Board has enacted Bylaws specific to that Board prior to this date or is a separate authority created by state law or City Charter.

ADOPTED: September 8, 2015

/mem

STANDARD BYLAWS FOR THE CITY OF CHATTANOOGA BOARDS

ARTICLE 1. APPLICATION

Section 1.01. These bylaws as stated shall apply to all Chattanooga Boards, Commission, and Committees (collectively “Boards”) unless a Board has enacted Bylaws specific to that Board prior to this date or is a separate authority created by state law or Chattanooga City Charter.

ARTICLE 2. NAME & PURPOSE

Section 2.01. The name and purpose of each Board shall be consistent with what has been described by City Council ordinance/resolution.

ARTICLE 3. MEMBERSHIP

Section 3.01. Composition/Nominations – The Board is composed of members as nominated/appointed by the Chattanooga City Council, the Mayor, or third party (together “Appointing Authority”), through a resolution, as stipulated in the Chattanooga City Code, or other enacting legislation or order.

Section 3.02. Term Length – The terms of the members shall be three (3) years unless otherwise stated by the Chattanooga City Code, the enacting legislation, or order creating such board. The term begins on the effective date of nomination/appointment. The Appointing Authority shall make the best efforts to ensure that the terms are staggered.

Section 3.03. Resignation of Membership – A member shall give a written statement prior to resignation from the Board. If possible, the resignation should allow for a thirty (30) day notice to the Appointing Party.

Section 3.04. Vacancies – Any vacancy occurring on the Board may be filled only in a manner consistent with Section 3.01. A member nominated to fill a vacancy shall serve the remainder of the unexpired term of his/her predecessor in office.

Section 3.05. Conflict of Interest/Ethics Pledge – Every member shall comply with all city laws, rules and requirements governing conflicts of interest and ethics.

Section 3.05.01. Conflict of Interest Statement – Each member shall sign or indicate at any time that a conflict might arise, a conflict of interest statement, asserting that no conflict of interest exists or disclosing any current or potential

conflict of interest or perceived conflict of interest. The Board shall determine by discussion and majority vote whether the disclosed conflict of interest poses a threat to the integrity of the Board action and decision making and will determine whether the member shall be terminated or must simply recuse him/herself from any and all discussions and votes related to that conflict.

Section 3.05.02. Code of Ethics – The Board shall comply with the City of Chattanooga’s Code of Ethics and Executive Order 2014-01.

Section 3.05.03. Ethics Pledge – Any Board member elected/appointed shall sign the ethics pledge and file such pledges with the Chief Ethics Officer of the City of Chattanooga within fourteen (14) days of commencing his/her appointment.

Section 3.06. Compensation/Pay – Members shall receive no compensation for their services.

ARTICLE 4. MEETINGS

Section 4.01. Regular Meetings – The Board shall meet regularly as set forth in the Chattanooga City Code, other enacting legislation, order, as agreed upon by the members of the Board, or as needed. The Board shall set the calendar each year in July for the following year. When a holiday or other scheduling conflict prohibits the regular meeting from occurring as scheduled, the Chairperson shall reschedule the meeting as close to the scheduled date as possible and inform the Board members of the change, giving at least five (5) days’ notice of the new date.

Section 4.01.02. Public Meetings – All meetings shall be open to the public pursuant to Tennessee Code Annotated § 8-44-102(b)(1)(A). In addition, any communication, including, but not limited to, emails and text messages, made by members concerning City business shall also be open to the public pursuant to Tennessee Open Records Act, Tennessee Code Annotated § 8-44-109.

Section 4.01.02. Closed Meetings – The Board may not conduct a closed meeting without the approval of the City Attorney.

Section 4.01.03. Place of Meeting – The Board may designate any place within Chattanooga, Tennessee, as a place of meeting for any regular meeting or for any special meeting called by the Board. If no designation is made, the place of meeting shall be the principal office of the Board, as designated by Chattanooga City Council.

Section 4.02. Special Meetings – Special meetings shall be at the call of the Chairperson or any two (2) Board members. At least five (5) business days’ notice of the special meeting shall be given to the members with the notice specifying the purpose,

time and place of said special meeting. The meetings may be held for any purpose(s). Under unique circumstances, emergency meetings may be called by the Chairperson as needed, with the approval of the City Attorney.

Section 4.03. Notice – Board members shall receive written notice at least five (5) business days prior to the date of each regular meeting. This notice shall be delivered to the Board member’s place of residence, usual place of business, or an address as designated by the Board member. This notice shall include the location and time of the meeting. Notice shall be delivered by mail, by email, or by direction of the Chairperson. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Board member at his/her address, with postage thereon paid.

Section 4.03.01. Special Notice Requirement – If a special meeting is called, at least five (5) days’ notice shall be given in accordance with Section 2 of this Article. Notice shall be delivered as designated by this section.

Section 4.03.02. Public Notice – In addition to any notice otherwise required by the Bylaws, adequate public notice of every Regular Meeting shall be given pursuant to Tennessee Code Annotated § 8-44-103(a). Such notice shall state the date, time and place of the meeting through the use of flyers, newspapers, social media and websites. Adequate notice of a Special Meeting shall be given to the public pursuant to Tennessee Code Annotated § 8-44-103(b). In addition to notice of the meeting itself, the minutes of each meeting and/or any votes taken shall be recorded and open to the public pursuant to Tennessee Code Annotated § 8-44-104.

Section 4.03.03. Adequate Notice – Adequate Public Notice consists of a three pronged test: (1) notice must be posted in a location where a member of the community could become aware of such notice; (2) contents of the notice must reasonably describe the purpose of the meeting or the action proposed to be taken; and (3) notice must be posted at a time sufficiently in advance of the actual meeting in order to give citizens both an opportunity to become aware of and to attend the meeting.

Section 4.03.04. Waiver of Notice – Notice of meetings need not be given to any member who submits a signed waiver of notice before or during a meeting.

Section 4.04. Manner of Voting; Action – Only members of the Board shall be entitled to vote at the regular and special meetings of the Board. At all meetings, each member shall be entitled to one (1) vote. The Chairperson has the same voting privilege as any other member. Actions of the Board shall be effective when a quorum is present and a majority of the members of the Board vote in the affirmative of the question before the Board.

Section 4.05. Quorum – A majority of the members of the Board shall be necessary for a quorum.

Section 4.06. Conduct of Meetings – Meetings of the Board shall be presided over by the Chairperson, or if the Chairperson is absent, the Vice-Chairperson. If both the Chairperson and the Vice-Chairperson are absent, the meeting shall be presided over by the Secretary. If all three officers are absent and a quorum exists, the meeting shall be presided over by a chairperson chosen at the meeting. Procedure shall be governed by *Robert's Rules of Order*.

ARTICLE 5. OFFICERS

Section 5.01. Titles – The officers of each Board shall consist of a chairperson, a vice-chairperson, a secretary and any other office the Board votes to create. A member may not hold more than one office at a time.

Section 5.02. Elections – Officers shall be elected annually by a majority vote of the entire membership of the Board at the first regular meeting after the start of the fiscal year. In the event a current officer becomes ineligible to serve as an officer, the Board may hold an emergency election as needed. Section 4.05 shall not apply to this Section 5.02.

Section 5.03. Term of Office – The term of office shall be one year, beginning July 1 and ending June 30. An officer may continue to serve until a successor is elected. A member who has served as an officer in a designated position of a board for more than three (3) consecutive terms is not eligible for re-election to that designated office until the expiration of two (2) years after the last date of the person's service in that office. The Board may override the term limit provision for an officer by an affirmative vote of two-thirds of the Board members.

Section. 5.03.01 – Vacancies – Any vacancy shall be filled for the unexpired portion of the term by special election of the Board.

Section 5.04. Duties

Section 5.04.01. Chairperson – The chairperson shall, in general, supervise and control all the business and affairs of the Board. The Chairperson shall preside over board meetings, appoint all committees, represent the Board at ceremonial functions and approve each final meeting agenda. The Chairperson may participate in all discussions and vote on all matters before the Board.

Section 5.04.02. Vice-Chairperson – In the absence of the Chairperson, the Vice-Chairperson shall perform all of the duties of the chairperson as listed in Section 5.04.01. The Vice-Chairperson shall review attendance records of the Board

members and notify the Board whenever a member is subject to dismissal due to absence pursuant to Section 3.05.01 of these Bylaws.

Section 5.04.03. Secretary – The secretary is responsible for the minutes and to discuss necessary additions/deletions prior to distribution. The Secretary shall keep a register of the contact information of each member, including information such as address, telephone number and email address. In the absence of the Vice-Chairperson, the Secretary shall perform the attendance duties as listed in Section 5.04.02.

Section 5.05. Resignation/Removal from Office

Section 5.05.01. Resignation – Any officer may resign from their position at any time by submitting a written resignation to the Chairperson or Secretary. Resignations will be reported at the next regularly scheduled meeting of the Board.

Section 5.05.02. Removal – Any officer elected by the Board may be removed by a majority vote of the Board whenever, in its judgment, the best interests of the Board would be served thereby.

ARTICLE 6. COMMITTEES/WORKING GROUPS

Section 6.01. Purpose and Definitions – The Board may establish committees or working groups from its members, as needed, to conduct its business.

Section 6.01.01. Committee – A committee is a group that meets regularly and shall provide an annual report to the Board.

Section 6.01.02. Working Group – A working group is created for a specific purpose and is dissolved once that purpose has been accomplished. It is any group that is not a committee.

Section 6.02. Creation and Duties of Committees– A committee shall provide an annual report to the Board. Each committee will be established by an affirmative vote of the Board. A committee shall consist of at least two (2) members of the Board appointed by the Chairperson. The Chairperson shall appoint a Board member as the Committee Chair, with the member’s consent. A majority of the total number of appointed committee members constitutes a quorum.

Section 6.03. Creation and Duties of Working Groups – The Board can determine the size of a working group, but it must be smaller than a quorum of the Board. A working group may designate a chairperson, with the member’s consent, but is not required to do so. Quorum requirements do not apply to working groups.

ARTICLE 7. AMENDMENTS AND RULES

Section 7.01. Amendments – The Board is not authorized to amend these Bylaws, unless through consent of the Chattanooga City Council.

Section 7.02. Additional Rules - The Board may adopt additional rules to these Bylaws in a separate document as approved by a two-thirds vote of the entire membership of the Board. Section 4.05 shall not apply to this Section 7.02.