

Metropolitan Nashville Arts Commission

Bylaws

PREAMBLE

The Bylaws set forth herein are hereby adopted for the purpose of providing an organizational framework and rules of procedure to the end that the Metropolitan Nashville Arts Commission (the "Commission") may better serve the purposes for which it has been established.

ARTICLE I AUTHORITY FOR THE BYLAWS

The Bylaws set forth herein are promulgated in accordance with and by virtue of the Metropolitan Charter of Nashville, Section 11.101 et seq., and Chapter 2.112, Section 2.112.010 of the Metropolitan Code of Laws (1994) as amended.

ARTICLE II PURPOSE OF COMMISSION

The Commission shall exist to provide leadership that stimulates and advances the arts to enrich the human experience for all Nashville/Davidson County residents. Metro Arts' goals are to promote organizational stability and growth, to foster excellence, to generate awareness, to increase accessibility, to respond to diverse community needs and to facilitate cooperation and partnerships that create a vibrant, vigorous, healthy community where all the arts flourish and grow.

ARTICLE III POWERS AND DUTIES

The Commission shall have such powers and duties as established by Chapter 2.112, Section 2.112.030 of the Metropolitan Code of Laws, and such additional duties as may be delegated by the City Council and the Mayor. The specific powers and duties enumerated in Chapter 2.112, Section 2.112.030 are incorporated by reference. Broadly speaking, these powers and duties include:

Award Funds. Metro Arts shall award funds to nonprofit civic and charitable organizations that assist the Arts Commission in carrying out its purposes, as stated in Metropolitan Code Section 2.112.030, and its goals stated herein, and provide artistic benefit to the general welfare of the Nashville community.

Public Art. Metro Arts shall provide funding for public art projects to enhance the environment of Nashville and to enrich the lives of its citizens.

Advise and Consult with Mayor and City Council. To advise and consult with the City Council and the Mayor on matters involving arts and culture in Nashville.

Employ All Staff Necessary to Execute Affairs of the Commission. To appoint, employ, and discharge an Executive Director and such personnel as the Commission may deem necessary for the efficient administration of the affairs of the Commission, and to prescribe and fix their duties, scope of authority and qualifications. All employees of the Commission shall be employees of the city, and as such shall be governed by the personnel rules of the city and the classification and compensation plan for city employees except that the Executive Director is not a civil service position.

- A. The Executive Director shall be delegated responsibility for the programs of the Commission under policies and directives of the Commission and shall provide staff support to all meetings of the Commission. The Executive Director shall be an *exofficio* and non-voting member of the Commission. The Executive Director shall attend all Full Commission and Executive Committee meetings or shall designate a member of the staff to attend. The Executive Director (or a staff member so designated by the Executive Director) shall give staff support to all Commission committees.
- B. The Executive Director shall be delegated responsibility for the employment, supervision and removal of professional and clerical staff.

ARTICLE IV COMPOSITION OF THE COMMISSION

Section 1. Appointment. In accordance with Metropolitan Code of Laws, Chapter 2.112, Section 2.112.010 as amended, the Commission shall be composed of fifteen members appointed by the Mayor and confirmed by the City Council.

Section 2. Term of Office. Each member of the Commission shall be appointed to serve a term of four years, and may be reappointed for another term after which the member shall not be reappointed for at least one year. In the event a vacancy is created on the Commission by the death, incapacity, or resignation of a member, or by the failure of a member to continue to reside in the general services district, a successor for the unexpired term shall be appointed in the same manner as original appointments. A commission member is not eligible to be reappointed if such member has served more than one-half of a four year term and a consecutive complete four year term.

Section 3. Qualifications. Members of the Commission shall have been residents of Metropolitan Nashville for at least one year prior to appointment and shall continue to so reside for the duration of their appointment. Each member shall serve without compensation.

Section 4. Removal/Resignation. If any member of the Commission misses three consecutive full Commission meetings without excuse, or one-third of the full Commission meetings or Committee meetings in a twelve-month period, the Chair may encourage improved attendance

and may inquire as to whether that member wishes to continue to serve on the Commission or to resign.

ARTICLE V OFFICE OF COMMISSION

The office of the Commission is located in the Metro Arts Commission office at 1417 Murfreesboro Pike, Nashville, TN 37217.

ARTICLE VI OFFICERS OF COMMISSION

Section 1. Officers of Commission. The Officers of the Commission shall be a Chair, Vice-Chair, Secretary (“Officers”). These Officers shall be elected from the membership of the Commission.

Section 2. Duties of Commission Officers.

- A. **Chair.** The Chair shall preside at all meetings of the Commission and Executive Committee. The Chair shall be responsible for the general administration of the Commission's affairs and the implementation of its recommendations, resolutions and policies before the public. The Chair shall have, hold, and exercise such powers and perform such duties as provided for herein or by the Executive Committee.
- B. **Vice-Chair.** The Vice-Chair, in the absence or upon the resignation, removal or disability of the Chair, shall perform the duties and exercise the powers of the Chair and shall perform such duties as the Commission, Executive Committee, or Chair may require.
- C. **Secretary.** The Secretary is responsible for taking, maintaining, and transmitting the official minutes of Commission meetings, but may delegate any or all of these tasks to a member of Commission staff. The Secretary shall perform such other duties as may be prescribed by the Commission or Chair.

The officers shall be assisted fully in the performance of these duties by Commission staff as designated by the Executive Director and as requested by the Commission.

Section 3. Removal. The Commission may, by resolution duly adopted upon the affirmative vote of two-thirds of the Commission members, remove from office, with cause, any officer of the Commission.

Section 4. Term of Office. Each officer of the Commission shall be elected to serve for a term of one year. Commission officers may be reelected on a year-to-year basis, provided that no executive board member shall serve longer than two years in the same position on the executive board. In order to serve as Chair of the Commission, an individual must have served on the commission for a period of one year. The vote for officers shall occur no later than September of each year after

the Nominating Committee submits its final recommendations to the Commission. Each officer's term shall commence on November 1 following the Commission's election. . If an officer's appointed term on the Commission itself ends before his/her term as an officer is set to end, the Chair (or the person performing the Chair's duties under the succession provisions of Article VI, Section 2) shall appoint a replacement until such time as the next regularly held election occurs. Regardless of its length, such a replacement term does not count as a full year for purposes of applying the two year term limit set forth in this paragraph.

ARTICLE VII COMMITTEES AND TASK FORCES

Section 1. General. The members of the Commission shall control and direct all of the duties and responsibilities of the Commission and shall have, hold, and exercise all rights, powers and privileges not otherwise delegated to the officers and committees of the Commission. The Commission may create and appoint committees and task forces it deems appropriate to carry out its functions.

Section 2. Standing Committees. The Standing Committees of the Commission shall include, at least, an Executive Committee, Nominating Committee, Grants & Funding Committee, Public Art Committee and a Committee for Antiracism and Equity. Each Commissioner shall serve on at least one Standing Committee. The Executive Committee shall be responsible for developing additional Standing Committees subject to the review and approval of the full Commission.

Section 3. Executive Committee Duties and Responsibilities. The Executive Committee shall be composed of all Officers. The Executive Director shall be an ex-officio and nonvoting member of the Executive Committee. The previous Chair of the Commission shall be an *ex-officio*, voting member of the Executive Committee. Additionally, the Chair of the Commission may appoint an additional Commissioner as a sixth voting member of the Executive Committee if circumstances warrant such an appointment.

The Executive Committee shall be primarily responsible for overseeing the operation of the Commission, including but not limited to the following:

1. Coordinate the activities of the standing committees and the interchange of information between the Commission and Committees or Task Forces;
2. Direct and oversee the goals and objectives and policies of the Commission;
3. Address new areas of concern for the Commission not specifically delegated to committees or task forces;
4. Conduct an annual evaluation of the Executive Director and submit a report to the Commission;

5. Act on behalf of the Commission in emergency situations between meetings, reporting such action at the next Commission meeting for review or action;
6. Act for the Commission when specifically authorized by the Commission; and
7. Assume responsibility for all media and other public relations activities.

Section 4. Nominating Committee. The Nominating Committee will recommend Commissioners for the officer roles. The Nominating Committee shall be appointed by the Chair of the Commission and shall begin its deliberations by August of each calendar year. The Nominating Committee will consider, along with other relevant criteria, the following:

- a. Interest in serving as an Officer
- b. Attendance at Commission meetings and functions
- c. Ability to uphold the mission of the Commission
- d. Responsiveness to the staff of the Commission

Section 5. Additional Standing and Ad Hoc Committees and Task Forces. The Commission may, by resolution duly adopted upon the affirmative vote of two-thirds of the Commission members, authorize the establishment of such Standing Committees for such purposes and with such powers as shall be set out in the resolution authorizing the establishment of such committee. Ad hoc committees or task forces may be appointed as necessary by the Commission Chair. The purpose and scope of ad hoc committees or task forces shall be determined by the Commission Chair. The Commission Chair may dissolve any ad hoc committee or task force at any time.

Section 6. Abolition of Standing Committees. The Commission may, by resolution duly adopted upon affirmative vote of two-thirds of the Commission members, rescind its authorization of any Standing Committees as is now or as may hereafter be authorized.

Section 7. Composition of Standing Committees. All standing committees shall be composed of a minimum of two Commission members appointed by the Commission Chair, one of whom shall be designated to serve as Committee Chair.

Section 8. Term of Office. Each Committee or Task Force member shall be appointed to serve for a term of no longer than one year. Committee members may be reappointed on a year-to-year basis.

Section 9. Committee and Task Force Operation. All Committee or Task Forces shall operate in accordance with the authority specifically granted by the Commission. Except for the Executive Committee, a quorum is not required for committee or task force meetings and decision making. The operation of committees and task forces shall be documented fully in written reports that are made available to all Commission members.

ARTICLE VIII
RULES OF PROCEDURE

Section 1. Commission Meetings.

- A. **Regular and Special Meetings.** The Commission shall hold regular meetings at such time and place as specified in the notice thereof. Special meetings may, upon proper notice, be held at any time and any place, and may be called by the Chair, or the Secretary shall call such meeting at the request of any eight members of the Commission.
- B. **Notices.** Notices of regular and special Commission meetings shall be given in compliance with the provisions of the Tennessee Open Meetings Act and any Metro Ordinance regarding Commission meetings by or at the direction of the Secretary. Other reasonable efforts at publicizing Commission meetings shall be made.
- C. **Quorum.** The number of members of the Commission which shall constitute a quorum for the purpose of meeting and transacting business shall consist of a majority of the total members whose terms of office are effective at the time of any meeting.
- D. **Open Meeting and Recess.** All meetings of the Commission shall be open to the public. The Mayor, members of the City Council, and the public are encouraged to attend and, subject to the appropriate procedures, to participate. All called meetings are subject to the requirements of adequate public notice under the Tennessee Open Meetings Act. Any meeting of the Commission may be recessed to a later time, provided that no recess shall be for a longer period than until the next regular meeting.

Section 2. Conduct of Commission Meetings.

- 1. **Order of Business.** The order of business of each meeting shall be as contained in the agenda prepared by the Chair. The agenda shall be listed by topic of subjects to be considered by the Commission and shall be delivered to each member of the Commission no later than the Tuesday preceding the Thursday meeting to which it pertains.
 - a. The agenda shall provide sufficient notice concerning the order of business so that Commission members are fully informed of the substance of all actions to be considered and may bring before the Commission any business that should be acted upon or considered by the Commission.
 - b. All agendas shall provide for a time when the general public may address the Commission.
- 2. **Call of Meeting to Order.** The presiding officer shall call the meeting to order at the time stated in the notice for such meeting providing there is a quorum present.

3. **Deliberation of Commission.** Roberts Rules of Order Revised shall govern the proceedings of the Commission in all cases, unless they are in conflict with these rules.

Any rule stated in Article VIII, Section 2 may be temporarily suspended by the affirmative vote of two-thirds of the Commission members. The vote on any such suspension shall be taken by yeas and nays and entered in the minutes of the meeting.

4. **Voting.** Every time a vote is held, each member of the Commission is entitled to one vote. The yeas, nays, and abstentions shall be taken upon the passage of all motions and resolutions and entered in the minutes of the meeting. A motion or resolution passes upon the affirmative vote of a majority of Commission members present and voting, except where these Bylaws indicate that a two-thirds vote of Commission members is required. In those instances, passage requires the affirmative vote of two-thirds of Commission members present and voting.

Section 3. Meetings of Committees. Unless otherwise provided, all Committees shall meet at the call of their respective Chair at such times and places and with such degree of regularity and formality as shall be determined by such Committees, providing that the public notice of such meetings comply with the provisions of the Tennessee Open Meetings Act.

Section 4. Committee Rules of Procedure. Committees need not formally adopt written rules of procedure, but may do so subject to the approval of a majority of the Committee members. It is expressly provided, however, that no Committee shall conduct or otherwise hold any kind of formal hearing or accusatory or adversary proceeding without having first adopted specific written rules of procedure approved by the Commission.

ARTICLE IX AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws adopted by an affirmative vote of two-thirds of the Commission members. This vote shall be conducted at any regular meeting or at any special meeting called for that purpose, provided that written notice of the proposed amendment or revision is given to all Commission members at least five working days prior to the meeting.

ARTICLE X FILING

A copy of these Bylaws shall be filed with the Metropolitan Clerk and the original retained by the Secretary.

ARTICLE XI
INTERPRETATION

Any ambiguity in, conflict between, or interpretation of any of the provisions of these Bylaws shall be reconciled and construed in a manner which will most nearly give effect to the general intents and purposes expressed herein. All such questions shall be referred to the Executive Committee for its recommendations to the Commission; and if necessary or appropriate, the Commission shall, by resolution duly adopted on the affirmative vote of a majority of the Commission members, set forth such interpretation or construction hereof as shall fully dispose of such question as may be raised.

ARTICLE XII
SEVERABILITY

If any article, section or provision of these Bylaws shall be held void, ineffective or invalid, the holding of such article, part of a section or any specific provision to be void, ineffective or invalid for any cause whatsoever shall in no way affect the validity of the remaining articles, sections and provisions of these Bylaws, which shall remain in full force and effect.

These bylaws were revised August 20, 2020.
