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**By-Laws of the
Metropolitan Government of Nashville and Davidson County
Community Education Commission**

Article I. Name

The name of the Commission shall be the "Metropolitan Government of Nashville and Davidson County Community Education Commission," hereafter known as "Commission."

Article II. Purpose

The purpose of the Commission is:

Section 2.01 To oversee the operation of the community education programs;

Section 2.02 Approve the administrative contracts for the community education programs, which include the number of sites, locations and review the budget at each site;

Section 2.03 Establish rules and regulation governing the operation of the community education programs:

The Commission shall also have the authority to:

Section 2.04 Employ and monitor the position of the executive director.

Section 2.05 Enter into a memorandum of understanding with the metropolitan board of public education for the use of board of education facilities;

Section 2.06 Enter into a memorandum of understanding with other community agencies for the use of their facilities.

Section 2.07 Within the budget appropriation and other funds at its disposal, employ personnel and enter into contracts for such services as it may require;

Section 2.08 Enter into agreements and receive such grants or assistance, or both, as may be available from the federal or state governments for the purposes for which the commission is established, and also to receive gifts or donations for such purposes.

Article III. Members

Section 3.01 The commission shall consist of seven members to be appointed as follows:

- (a) The mayor shall appoint two members and the metropolitan council shall confirm each appointment.
- (b) The mayor shall appoint one member to serve as his/her representative without confirmation by the metropolitan council.
- (c) The metropolitan council shall appoint three regular members, with one representing a nonprofit adult literacy organization, one member representing the community education councils and one member representing an education advocacy group.
- (d) One member shall be appointed by the director of schools to serve as his/her representative without confirmation of the metropolitan council

Article IV. Membership Guidelines

Section 4.01 The members of the commission shall serve without compensation for terms of three years each, except that, of the first members appointed as regular members by the metropolitan council, one member shall serve a term of one year and two members shall serve for a term of two years.

Section 4.02 Any vacancy due to any cause shall be filled in the same manner as the original appointment and shall be for the unexpired portion of the term.

Section 4.03 Members shall have one vote, and only members may vote. Proxies are not permitted.

Section 4.04 Members may resign at anytime by notifying the chair or co-chairperson, in writing.

Section 4.05 Any member of the Commission shall fully disclose any relationship with an individual or with members of other organizations, which represents or has the potential to represent a conflict of interest or result in personal financial gain. A conflict of interest shall be defined as any alliance with a business, organization or employer that prohibits a member from freely executing the purposes of the Commission. (Personal gain shall be defined as directly soliciting business for monetary purposes from the Commission.)

Article V. Officers-Executive Board

Section 5.01 Chairperson

- (a) The Chairperson presides at all meetings of the Commission.
- (b) The Chairperson shall serve as an ex-officio member of all committees except the nominating committee.
- (c) The Chairperson may delegate roles or responsibilities to Commission members, e.g. sub committee chairs.

Section 5.02 Co-Chairperson

- (a) The Co-Chairperson shall perform the duties of the Chairperson in his or her absence, or at the Chairperson's request.
- (b) If the Chairperson resigns or is unable to perform his/her duties the Co-Chairperson shall assume said duties until another Chairperson is elected.

Section 5.03 Secretary

- (a) The Secretary shall keep the minutes of all Commission Meetings.
- (b) The Secretary shall take the role of attendees and keep attendance records.

Section 5.04 Term of Office

- (a) The Chairperson, Co-Chairperson, and Secretary shall serve a term of one year and may be re-elected only for a second term in the same position. The terms of office shall commence with the beginning of budget year.

Article VI. Meetings

Section 6.01 The general meetings of the Commission shall be held on the first Thursday of every other month beginning with July, September, November, January, March and May. In case of an emergency, the Executive Board may re-schedule a regular meeting with a minimum of five days notification.

Section 6.02 Sub-committees shall schedule work sessions as needed.

Section 6.03 Special meetings may be called either by the Chairperson or a majority of the members.

Section 6.04 Four Commissioners are considered a quorum necessary for the purpose of voting on motions and conducting the business of the Commission. If a motion receives a tie vote of the members present, the motion fails.

Section 6.05 The meetings of the Commission shall be open to the general public with the appropriate announcement and agenda. (per state law and Metro Code)

Section 6.06 Upon written request, any individual or delegate of an organization may address the Commission at a regular or special meeting. Such request shall be submitted to the Chairperson or Executive board member of the Commission five days prior to the meeting.

Section 6.07 The Commission meetings shall be conducted according to Robert's Rules of Order Newly Revised, 9th Edition.

Article VII. Elections

Section 7.01 At the regular March meeting, a nominating committee consisting of an odd number of Commission members, shall be solicited by the Chairperson. This nominating committee shall present a slate of at least one nominee for each office at the regular May meeting.

Section 7.02 Election of officers shall take place at the regular May meeting. Prior to ballots being cast, nominations for officers may be made by members of the Commission from the floor. All elections shall be by ballot and a quorum of the Commission present and voting shall be required for election. A majority of the quorum shall be required for a favorable vote. When only one candidate is nominated for an office, election may be by voice vote.

Section 7.03 Special Elections

- (a) A special election shall be held at the next regular meeting following the occurrence of a vacancy in any office of the executive board.
- (b) The members shall be notified at least five days prior to the regular meeting that a special election is to be held.
- (c) All nominations shall be made from the floor.
- (d) The election shall be held in accordance with Section 2 of this article.

Article VIII. Subcommittees-nominations, by-laws and personnel

Section 8.01 The Commission shall have the authority to create standing or ad hoc subcommittees as necessary to conduct its business.

Section 8.02 Subcommittee membership shall be limited to members of the Commission.

Section 8.03 Subcommittees may seek advice and counsel from qualified individuals who are not members of the Commission.

Section 8.04 Chairpersons of subcommittees shall keep the recording secretary apprised of changes in its membership.

Section 8.05 Work sessions shall be scheduled monthly or as needed.

Article IX. Relationship with the Mayor's Office, Board of Education and Metropolitan Council

Section 9.01 The Chairperson and/or the Co-chairperson with the assistance of the Executive Director shall draft an end of year report. This report shall summarize all committee work, present concerns and to make recommendations to the Mayor's Office, Board of Education, Metropolitan Council and other interested persons for consideration and possible action.

Section 9.02 Funds will be managed by the Metropolitan Government, Department of Finance for the sole use of the Community Education Commission activities.

Article X. Amendments

Section 10.01 Proposed amendments to the Commission by-laws shall be submitted in writing to the members at least 30 days prior to a vote during a general meeting.

Section 10.02 Amendments must be approved by a majority vote of the members present and voting.

Section 10.03 Upon ratification, these articles will go into effect.

Article XI. By-laws review

Section 11.01 The seven members of the Commission shall review the by-laws annually.

(Signature) Secretary,

Revised: November 4, 2010

**AMENDMENT TO
RULES OF ORDER OF THE
BOARD OF DIRECTORS OF THE
EMERGENCY COMMUNICATIONS DISTRICT
FOR METROPOLITAN NASHVILLE
AND DAVIDSON COUNTY**

The Board of Directors of the Emergency Communications District for Metropolitan Nashville and Davidson County, Tennessee, met this 28th day of September, 2000, at 3:00 P.M. in proper session, Cleo Duckworth, Chairperson, presiding.

The roll of the Board of Directors was called and the following, constituting a quorum, answered to their names:

The following Amendment to the rules of governing the conduct of the Board of Directors of the Emergency Communications District for Metropolitan Nashville and Davidson County was submitted for consideration and unanimously approved.

CHAIRPERSON'S DUTIES

Rule 3. The Chairperson shall preserve order and decorum; he/she may speak to points of order in preference to other members; he/she shall decide questions of order, subject to appeal to the Board by any member. The Chairperson shall have general direction of the Board Meeting Room in accordance with the authority granted under the Rules of the Board. The Chairperson will together with the First and Second Vice-Chairpersons sign all checks issued by the Board. The Resolution for all the banks will require at least two of the signatures of the Chair, First Vice-Chair, and Second Vice-Chair.

VICE-CHAIRPERSON

Rule 4 (A). During the absence of the Chairperson, the First Vice-Chairperson shall preside over the Board and be vested with all powers given to the Chairperson. The First Vice-Chairperson will have the authority to be one of two signatures on all checks issued by the Board.

Rule 4(B). During the absence of the Chairperson and the First Vice-Chairperson, the Second Vice-Chairperson shall preside over the Board and be vested with all powers given to the Chairperson and the First Vice-Chairperson. The Second Vice-Chairperson will have the authority to be one of two signatures on all checks issued by the Board.

EMERGENCY COMMUNICATIONS DISTRICT FOR METROPOLITAN NASHVILLE AND DAVIDSON COUNTY



CHAIRPERSON



FIRST VICE-CHAIRPERSON



SECOND VICE-CHAIRPERSON