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BY-LAWS OF THE  
METROPOLITAN AUDITORIUM COMMISSION

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CLERK

These by-laws are established pursuant to Section 11.107 of the Metropolitan Charter, which provides as follows:

Each board or commission may make such by-laws, rules and regulations, not inconsistent with law, as it deems appropriate for the conduct of its business, copies of which shall be filed with the metropolitan clerk and with the secretary of the board or commission.

SECTION 1. ROLE OF COMMISSION. The Metropolitan Auditorium Commission is empowered to set policy for the Nashville Municipal Auditorium and to work in concert with its staff, which is responsible for the successful operation of the facility.

SECTION 2. MEETINGS. The Metropolitan Auditorium Commission shall conduct regular meetings on the <sup>first</sup> ~~second~~ Tuesday of every other month at 10:00 a.m. in Room A31 of the Municipal Auditorium.

Regularly scheduled meetings of the Commission may be cancelled at the discretion of the chairperson or three members of the Commission. In no event shall the Commission hold regularly scheduled meetings less than quarterly, pursuant to the Metropolitan Charter, Section 11.104.

SECTION 3. SPECIAL MEETINGS. Special meetings shall be called by the chairperson or by any three Commission members.

SECTION 4. QUORUM. A majority of the membership of the Commission shall constitute a quorum for the purpose of meeting and transacting business, pursuant to Section 11.103 of the Metropolitan Charter.

SECTION 5. ELECTION AND APPOINTMENT OF OFFICERS. The chairperson and the vice-chairperson shall be elected from among the Commission members. A secretary shall be either elected from among the Commission members or appointed from among the Commission's employees. Nominations for chairperson and the vice-chairperson shall be made annually at the July meeting and must be submitted in writing to the Auditorium manager no later than one week prior to the election. Said elections and any appointment of the secretary shall be conducted at the regular August meeting each year, or, if the regular August meeting is not held, at the first meeting held after the first regular August meeting would have been held.

SECTION 6. TERM LIMITS. The term of the chair and vice chair shall not exceed one year, pursuant to the Metropolitan Charter, Section 11.105.

SECTION 7. VOTING. The decision of a majority of the Commission members present shall determine the outcome of any particular issue upon which a vote is taken. The chairperson shall not vote except in the case of a tie vote.

SECTION 8. CONDUCT OF MEETINGS. Meetings shall be conducted in accordance with Robert's Rules of Order, Newly Revised unless otherwise specified herein. The person chairing a meeting shall not be precluded from expression of opinion provided such office is not abused in this respect in the opinion of the membership of the Commission. In the event any member of the Commission feels that such privilege of expression is being abused at any time,

such member may request that the chair be turned over to another member until the completion of such expression of opinion, which request shall be honored by the person chairing the meeting at the time.

SECTION 9. ITEMS TO BE PLACED ON THE AGENDA. All items to be placed on the agenda of the Commission at regular meetings must be received by the chairperson of the Commission or by the Auditorium Manager no later than 5:00 p.m. on Tuesday of the week preceding the regular meeting. Any items received after that time will be placed on the agenda as late items. Any late items appearing on the agenda must have the approval of a majority of the Commission members present to be considered.

SECTION 10. AGENDAS. Agendas will be furnished to the Commission members by the Auditorium Manager prior to regular meetings. Agendas for special meetings will be provided to Commission members if time permits.

SECTION 11. NEW BUSINESS. The Commission shall not consider new business without adequate prior notice.

Although there is no specific prohibition against taking action on any item under discussion, previously discussed, or directly related to an item on the agenda, new business should be announced under New Business. It will then be included on the agenda for the next scheduled meeting.

If the member raising an item of new business believes that because of time constraints or urgency, delay to the next meeting is not in the Commission's interest, he or she may make a motion

that the Commission suspend this rule, which can then be accomplished by two-thirds of those present and voting. If this motion to suspend the rule fails, the item can still be included on the agenda for the next scheduled meeting.

Any member may also object to an item of unfinished business as a point of order if he or she believes the issue should more properly be considered as New Business. If the chair declares that the item raised is not New Business, the Commission member who raised the point of order may ask for a vote of the Commission. A simple majority of the members present and voting will decide if the item shall be considered as Unfinished or New Business.

SECTION 12. AMENDMENTS TO BY-LAWS. Any proposed amendment to the by-laws must be submitted in writing at a regular Commission meeting and no action shall be taken on the amendment prior to the next regular meeting of the Commission. Any amendment to the by-laws shall require a majority vote of the total membership of the Commission.

SECTION 13. USE OF AUDITORIUM. The Auditorium shall not be available to any user other than The Metropolitan Government of Nashville and Davidson County or its affiliate agencies without the payment of reasonable and proper compensation therefor, as set in writing by the Commission from time to time.

SECTION 14. MEETING ATTENDANCE. Commission members must attend at least fifty percent (50%) of the regularly scheduled meetings held each year.

SECTION 15. ATTENDANCE AND VOTING ON ISSUES. If a Commission member is not in attendance during the presentation of an issue, the member personally shall make the determination as to whether or not he/she has sufficient information to vote on the issue at a subsequent meeting. Commission members not having sufficient information to vote on an issue may abstain or request a deferral on the vote until the next meeting.

SECTION 16. REQUESTS TO THE COMMISSION. Individuals approaching the Commission with an issue or proposal must present their position in writing as well as orally.

SECTION 17. MEDIA RELATIONS. The chairperson is designated the spokesperson regarding action taken by the Commission. Any individual statements by members of the Commission shall clearly indicate that such are not statements of or on behalf of the Commission.

These BY-LAWS were approved by the Metropolitan Auditorium Commission on the 8<sup>th</sup> day of October, 2002.

[Signature]  
Chair, Metropolitan Auditorium Commission

[Signature]  
Secretary, Metropolitan Auditorium Commission