

## **RULES AND PROCEDURES**

### **METROPOLITAN TOURISM AND CONVENTION COMMISSION**

- I. PURPOSE.** These rules are to provide for the orderly disposition of the business of the Metropolitan Tourism and Convention Commission (“MTCC” or “the Commission,” herein).
- II. AUTHORITY.** These rules are adopted pursuant to the authority vested in the Commission by the Metropolitan Charter and Code, Metro Ordinance No. 76-143 and Chapter 704 of the Tennessee Public Acts of 1976. Nothing in these Rules and Procedures is intended to or shall operate to limit the authority granted to the Commission by law.
- III. MEMBERSHIP.** The number, qualifications and appointment of Commission members, their terms of office and the filing of vacancies shall be in accordance with Metropolitan Charter Chapter 11.101 and Metropolitan Code Chapter 2.148.
- IV. OFFICERS.** Commission officers shall be Chairperson and Vice-Chairperson. Officers shall be elected from among the appointed members of the Commission. Officer terms shall be for one year with eligibility for re-election.
  - a. DUTIES OF CHAIRPERSON.** The duties of the Chairperson shall be to preside at all meetings of the Commission. Except as otherwise authorized by the Commission, the Chairperson shall sign all contracts, reports and instruments adopted by the Commission. At any meeting, the Chairperson may submit such recommendations and information as the Chairperson may consider proper concerning the business, affairs, and policies of the Commission. The Chairperson shall have the right to debate and vote on any issue before the Commission.
  - b. DUTIES OF VICE-CHAIRPERSON.** In the absence or incapacity of the Chairperson, the ViceChairperson shall perform the duties of the Chairperson. In the case of resignation of the Chairperson, the Vice-Chairperson shall perform those duties until a new Chairperson is elected. In the absence of both the Chairperson and Vice-Chairperson, when a quorum is present for a regular or special meeting, an interim Chairperson shall be elected from those members present.
  - c. DUTIES OF SECRETARY.** The Chairperson shall perform the recording duties of a Secretary, however, as necessary the Chairperson may delegate that function to staff of the vendor under contract to provide tourism convention sales and marketing services to Metropolitan Nashville and Davidson County. In the event of such delegation, the Chairperson shall review and verify all records, including minutes of Commission proceedings.

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- d. **OFFICER VACANCIES.** Should the office of Chairperson or Vice-Chairperson become vacant, the Commission shall, at its next regular meeting, elect a successor for the unexpired term of office.

## V. MEETINGS

- a. **REGULAR MEETINGS.** Regular meetings of the Commission shall be held a minimum of one time each quarter, at a time and place within Davidson County established by the Commission. By the first Commission meeting in September of each year, the Commission shall establish a schedule of meetings for the following year. The Commission may reschedule meetings or cancel a meeting by giving public notice 10 calendar days prior to the scheduled meetings(s). The September meeting will include of election of officers, review of annual goals, and introduction of new commissioners, if applicable.
- b. **SPECIAL AND EMERGENCY MEETINGS.** A special meeting may be called by the Chairperson or upon the written request of three or more Commissioners. Written notification of the time, place and purpose of the meeting shall be delivered to each Commissioner at least five calendar days prior to the meeting. At a special meeting, only the business designated as the purpose of the meeting may be transacted. Emergency meetings may be called as permitted under state and local law.
- c. **TENNESSEE OPEN MEETINGS ACT.** All sessions of every meeting of the Commission, including special meetings and work sessions, shall be open to the public pursuant to the Tennessee Open Public Meetings Act, Tennessee Code Annotated Title 8, Chapter 44
- d. **PUBLIC NOTICE.** Notice of Commission meetings shall be made in compliance with Metropolitan Code Chapter 2.68.020. The agendas for Commission meetings shall be provided to the Department of Information Technology Services for posting before the Friday prior to the Commission meeting.
- e. **MINUTES.** Minutes shall be taken of each Commission meeting. Upon approval by the Commission, minutes of Commission meetings shall be submitted to the Department of Information Technology Services for posting on the Nashville.gov website.

## VI. CONDUCT OF COMMISSION MEETINGS.

- a. **QUORUM.** The presence of five members of the Commission shall constitute a quorum for the transaction of business. In the event that a member is required to leave a meeting prior to adjournment, and the departure causes a loss of quorum, no further official action may be taken until a quorum is restored, other than adjournment. A majority vote of the members of the Commission present and constituting a quorum shall be necessary to decide any item of business requiring action by the Commission.
- b. **ORDER OF BUSINESS.** The order of business of each meeting shall be as contained in the agenda prepared by the Chairperson with assistance from

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Commission staff. 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 prior to the meeting to which it pertains.

- c. **CALL OF MEETING TO ORDER.** The Chairperson shall call the meeting to order at the time stated in the notice for such meeting. The Chairperson may, at his or her discretion, wait up to 30 minutes after the scheduled meeting time for a quorum to be present.
- d. **DELIBERATION OF THE COMMISSION.** Robert's Rules of Order Revised shall govern the proceedings of the Commission in all cases, unless they are in conflict with these rules, or are temporarily suspended by the affirmative vote of two-thirds of the Commission members present and voting. The vote on any such suspension shall be taken by yes, no, and abstention and entered in the minutes of the meeting.
- e. **VOTING.** Every time a vote is held, each member of the Commission is entitled to one vote, including the Chairperson. A motion or resolution passes upon the affirmative vote of a majority of Commission members present and voting, except as otherwise specified in these rules. The yes, no, and abstention votes shall be taken upon the passage of all motions and resolutions and entered in the minutes of the meeting.
- f. **MODIFICATION OF MEETING AGENDA.** The order of the meeting agenda may be modified at the discretion of the Chairperson.

- VII. ETHICAL CONDUCT.** Members shall acquaint themselves with and shall conduct themselves by the standards of ethical conduct established in the Metropolitan Code Chapter 2.222 and related Metropolitan Executive Orders.
- VIII. CONFLICTS OF INTEREST.** Any member who has, or whose spouse, child, sibling, or parent has, a *financial* interest in any property or an issue that is the subject matter of a decision of the Commission is disqualified from participating in the discussion, decision, and/or proceedings of the Commission in connection with that property. The Commission member shall disclose the interest prior to any discussion on the matter.
- IX. DISCRIMINATION.** The Commission shall not discriminate on the basis of race, religion, creed, gender, gender identity, sexual orientation, national origin, color, age, and/or disability (Metropolitan Code, Section 11.20.130) in hiring, promotion or awarding of contracts.

- X. PROCUREMENT OF SERVICE AGREEMENTS.** The Commission shall comply with the Procurement Code of the Metropolitan Government to procure services, which may be required to be performed by the Commission under applicable state and local law.
- XI. BUDGETING.**
- a. **OPERATING BUDGET.** An annual report shall be presented to the Commission for a proposed operating budget at such a time as to provide the Commission sufficient time to recommend and propose the budget to the Mayor and Metro Council during Metro's annual budget process.
  - b. **PROGRAM BUDGET (also known as the Contract Budget).** An annual report shall be presented to the Commission for a proposed program budget for sufficient funding to carry out the powers and duties set forth under state and local law.
- XII. INTERPRETATION OF RULES.** The Commission is the final authority as to the meaning of these rules.
- XIII. AMENDMENTS.** These rules may be amended at any regular or special meeting of the Commission by the positive vote of five members provided all members have been notified by mail or e-mail of the proposed amendment at least ten calendar days prior to the meeting.
- XIV. REPEAL OF PREVIOUS RULES.** Any other rules, procedures or by-laws previously adopted by the Commission are repealed
- XV. SEVERABILITY.** If any provision of these rules shall be held void, ineffective or invalid, the holding of such provision or part of a provision to be void, ineffective or invalid for any cause whatsoever shall in no way affect the validity of the remaining provisions of these rules, which shall remain in full force and effect.
- XVI. FILING PROCEDURE AND EFFECTIVE DATE.** These rules shall become effective on September 8, 2022, and a copy shall be sent to the Office of the Metropolitan Clerk.