

METROPOLITAN HISTORICAL COMMISSION BYLAWS AND POLICIES

October 20, 2025

I. Purpose and Authority

To establish bylaws and policies under which the Historical Commission (“Commission”) shall execute those duties and functions authorized by the Metropolitan Code of Laws, including but not limited to section 2.128.010 *et seq.*, in order to preserve, promulgate, and promote an accurate historical knowledge of Metropolitan Nashville and Davidson County.

II. Membership and Officers

- A. Chair and Vice Chair:** The Chair and Vice Chair shall each be elected for a term of two years and may serve two consecutive terms. Election shall be by a majority of the commission members currently holding office. The Chair shall preside at all meetings of the Commission, appoint all committees, exercise general supervision of the work of the Commission, and perform other duties appropriate to the office. The Chair shall decide all points of order and procedure, pursuant to these rules, unless otherwise directed by a majority of the Commission. The Vice Chair shall preside in the absence of the Chair and perform other duties appropriate to the office.
- B. Executive Committee:** The Chair and Vice Chair, and a third member appointed by the Chair from the membership of the Commission, will comprise the Executive Committee. The Executive Committee shall meet as necessary to facilitate the operations of the Commission and to consult with the Executive Director.
- C. Secretary:** The duties of Secretary shall be performed by the Executive Director or the Executive Director’s designee.
- D. Elections:** Elections for officers shall occur in June of an election year, and officers shall begin serving a new term in July or when duly qualified.
- E. Davidson County Historian.** The Davidson County Historian is invited to attend Commission meetings as a non-voting ex-officio member.
- F. Committees:** The Commission shall establish committees to assist in performing its specific tasks, and such committees shall be supported by the Executive Director and the Director’s staff. These committees may include but are not limited to the: Historical Markers Committee, Human Resources and Budget Committee, Preservation Awards Committee, Events Committee, and

Nominations Committee. Commissioners are encouraged to serve on at least one committee in order to help further the goals of the Commission.

III. Ethical Standards

- A. **Ethical Conduct.** Commissioners shall conduct themselves in accordance with the standards of ethical conduct established in the Metropolitan Code of Laws § 2.222 *et seq.* In general, Commissioners shall commit to engage in ethical, businesslike, and lawful conduct, including the proper use of authority and appropriate decorum when acting in their capacity as commissioners. Commissioners are to represent the interests of the people of Metropolitan Nashville and Davidson County, which shall take precedence over any other advocacy or interest group to which they belong and over any personal interests.
- B. **Training.** Commissioners are to complete all required training within ninety (90) days of confirmation in accordance with Mayor O'Connell's Executive Order 024 (January 17, 2024).
- C. **Conflict of Interest.** Commission members must avoid conflicts of interest. A commissioner is deemed to have a conflict of interest if 1) the commissioner, or a member of the commissioner's immediate family, has a financial interest in any property that is the subject of a Commission decision; or 2) a commissioner's participation in deliberations or voting would cause them to violate the Metropolitan Code of Laws § 2.222.010 regarding standards of conduct. A commissioner with a conflict of interest in a matter may not participate in deliberations or voting regarding that matter. Some issues do not rise to the level of an actual conflict; in those cases, a member should disclose the nature of the conflict and briefly state whether he or she can be unbiased and will participate. The Department of Law will provide guidance on these issues.

IV. Meetings and Public Notice

- A. **Regular Meetings:** Regular meetings will be held at noon on the third Monday of each month. These meetings may be changed at the request of a majority of the Commission or to avoid conflict with a holiday. If there is no business before the commission or a quorum will not be present, a meeting may be cancelled.
- B. **Special Meetings:** Special meetings may be called by the Chair or upon written request of the majority of the commissioners.
- C. **Open Meetings Act.** All sessions of every meeting of the Commission shall be open to the public pursuant to the Tennessee Open Meetings Act, Tenn. Code Ann. § 8-44-101 *et seq.*
- D. **Public Notice and Minutes.** In compliance with the Metropolitan Code of Laws § 2.24.146 and 2.68.020, the agenda for each meeting shall be sent to the Metro

Information Technology Services Department (ITS) to be posted on the Commission website and Metro calendar. The agenda shall be sent in a timely manner, giving at least forty-eight (48) hours' notice of the meeting pursuant to Tennessee Code Annotated § 8-44-112(a)(1). Minutes shall be taken of each meeting in accordance with Tennessee Code Annotated § 8-44-104 and submitted to ITS as soon as is practicable.

- E. Public Comment.** Pursuant to Tennessee Code Annotated § 8-44-113 each meeting shall include a period for public comment. The agenda for each meeting shall indicate the manner in which the public may provide public comment at the meeting.
- F. Quorum:** A majority of commissioners currently holding office shall constitute a quorum.
- G. Attendance:** The success of the Commission is a direct result of the individual and collective participation of its members. Commissioners are expected to attend meetings regularly. Commissioners unable to attend are expected to notify the Chair or Executive Director. If a commissioner misses more than three consecutive meetings or more than 25% of the meetings in one year, the Chair in consultation with the Executive Director may recommend to the Metropolitan Council and/or the mayor, as appropriate, that the commissioner be removed.
- H. Procedure:** Questions of procedure are to be addressed by consulting Robert's Rules of Order, unless otherwise addressed by these bylaws and policies.

V. Executive Director and Staff Policies

A. Executive Director.

- 1. Duties.** The Executive Director leads the Historical Commission staff. The Executive Director's authority and qualifications are established pursuant to the Metropolitan Code of Laws § 2.128.050. The Executive Director and staff assist with the work of the Commission and inform and support the Commissioners in their work.
- 2. Selection.** In the event a new Executive Director is required, the Chair shall appoint a search committee made up of the chair and two commissioners appointed by the chair, as well as two members of the public that are approved by a vote of the commission. The search committee shall work in conjunction with the Metropolitan Department of Human Resources to bring a qualified recommendation to the full Commission for its consideration. A majority of the full Commission is required to approve a candidate. The Executive Director shall be hired in accordance with the laws and rules applicable to employees in the unclassified Metropolitan Government Service.

B. Executive Director Policies.

- 1. Professional Conduct.** The Executive Director shall not cause nor allow any practice, activity, decision, or organization circumstance that is unlawful, imprudent, inconsistent with the federal, state, or local law, or in violation of commonly accepted business and professional ethics. Historical Commission staff are to be treated in a fair and dignified manner and the Executive Director shall ensure that there is a safe and lawful working environment. The Department shall adhere to all applicable personnel policies, not discriminate against staff for expression of ethical dissent, and acquaint staff with their rights under this policy and those of the Metropolitan Government.
- 2. Public Interaction.** When interacting with the public, the Executive Director shall ensure that responses are respectful and timely. With respect to programs, events, and services provided by the Commission, the Executive Director shall ensure that these meet or exceed professional standards for excellence in programming, safety, audience amenities, and personal service to the fullest extent possible.
- 3. Commission Interaction.** The Executive Director shall communicate with the Commission as a whole, except when 1) responding to officers or committees duly charged by the Commission, or 2) when fulfilling appropriate individual requests for information.
- 4. Finances.** Financial planning for any fiscal year shall conform to the Metropolitan Government's fiscal rules and regulations. With respect to employment, compensation, and benefits, the Executive Director shall protect the fiscal integrity and public image of the Commission and shall abide by the Metropolitan Government's purchasing rules and regulations.
- 5. Reporting.** The Executive Director shall provide the Commission with monthly reports detailing staff activities and Commission achievements, pertinent and requested data, significant trends in the field, media coverage, as well as relevant information from multiple perspectives and sources related to the Commission's activities. Information shall be presented clearly and concisely, differentiating when appropriate among monitoring, decision preparation, and incidental information.

6. **Administrative Support.** The Executive Director and staff shall provide Commission agendas and perform all other administrative tasks necessary for Commission meetings. Commission agendas shall contain all items requiring Commission approval, including those items delegated to staff, and be accompanied by any necessary data or monitoring assurances.
7. **Communication.** The Executive Director and staff shall facilitate communication among Commissioners, within and among committees, and between commissioners and staff.
8. **Contingency Planning.** To protect the Commission from the sudden loss of chief executive services, the Executive Director shall ensure that at least one additional staff member is familiar with the Executive Director's issues and processes.
9. **Compliance.** The Executive Director shall advise the Commission regarding compliance with these Bylaws and Policies.

C. **Executive Director Oversight by the Commission.** The Commission shall oversee the performance of the Executive Director in accordance with Metropolitan Code of Laws § 2.128.050.

1. **Performance Evaluation, Monitoring, Compensation and Benefits.** The Commission's Human Resources and Budget Committee shall conduct an annual performance evaluation. Systematic monitoring of the Executive Director's performance will be based on the job description and the duties performed by the Executive Director as requested and delegated by this Commission. Executive Director compensation and benefits shall be established in compliance with the policies of the Metropolitan Department of Human Resources.
2. **Referrals:** If the Commission receives complaints regarding the Executive Director, the Executive Committee in consultation with the Metropolitan Department of Law shall first evaluate the complaints to determine if they fall under the purview of another Metropolitan Government agency and redirect any such complaints accordingly. For those matters within the purview of the Commission, the Human Resources and Budget Committee will review the complaint within forty-five days and present a recommendation to the Commission as a whole.
3. **Commission Policies and Directives.** The Commission will instruct the Executive Director through directives and policies that prescribe the organizational goals to be achieved, allowing the Executive Director to reasonably interpret such policies and directives. Commission decisions regarding policies or directives binding the Executive Director shall be by

majority vote only. Decisions or instructions of individual Commission members, officers or committees are not binding on the Executive Director except in rare instances when the Commission has specifically authorized such exercise of authority. If individual commissioners request information or assistance without Commission or committee authorization, the Executive Director can refuse a request that requires, in the Executive Director's opinion, a material amount of staff time or funds.

- VI. Executive Director Oversight of Staff.** The Executive Director has full authority to oversee and direct the Historical Commission staff. The staff report only to the Executive Director, who is responsible for operational achievement and staff conduct. The Commission cannot independently instruct or evaluate persons who report directly or indirectly to the Executive Director. The Commission hereby delegates to the Executive Director the authority to employ staff and set staff salaries, so as to properly carry out the duties of the Commission.

VII. Interpretation of Rules

The Commission is the final authority as to the meaning of these Bylaws and Policies. From time to time, the Commission may make an exception to these Bylaws and Policies for extraordinary cases, for which exceptions it shall set out the reasons.

VIII. Amendments

These Bylaws and Policies may be amended by majority vote at a regular or called meeting of the Commission, provided that written notice of any proposed amendment is given to all commissioners at least two weeks prior to the meeting at which such amendment is to be considered.

IX. Repeal of Prior Bylaws

Any other rules, procedures, or bylaws previously adopted by the Commission are repealed.

X. Filing Procedure and Effective Date

Upon approval, a copy of these Bylaws and Policies shall be filed with the Metropolitan Clerk's Office by the Executive Director.