

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

The Board of Directors of the Emergency Communications District for Metropolitan Nashville and Davidson County, Tennessee, met on the 17th day of August, 2023, at 2:30 P.M. in proper session, Cleo Duckworth, Chairperson, presiding.

The roll of the Board of Directors was called and the Members of the Board present, constituting a quorum, proceeded to transact business.

The following the rules of governing and rules of order for the governing and the conduct of the Board of Directors of the Emergency Communication District for Metropolitan Nashville and Davidson County, Tennessee, was submitted for consideration and it was unanimously approved to repeal all prior Rules of Order of the Board of Directors of the Emergency Communications District for Metropolitan Nashville and Davidson County, Tennessee and the following Rules and Procedures of the Board of Directors of the Emergency Communications District are adopted in their entirety.

- RULE I.** **PURPOSE:** These rules are to provide for the orderly disposition of business for the Board of Directors of the Emergency Communications District of Nashville and Davidson County, Tennessee (“District” or “the Board”, herein).
- RULE II.** **AUTHORITY:** These rules are adopted pursuant to the authority vested in the Board as provided in Tennessee Code Annotated Title 7 – Chapter 86. Nothing in these Rules and Procedures is intended to or shall operate to limit the authority granted to the Board by law.
- RULE III.** **MEMBERSHIP:** The number and appointment of Board members, their terms of office and the filling of vacancies shall be in accordance with Tennessee Code Annotated §7-86-105.
- RULE IV.** **OFFICERS.** The Board shall select from among its members A Chairperson, First Vice Chairperson, and Second Vice Chairperson. The Chairperson and Vice Chairpersons shall be elected at the June meeting (or last meeting of the fiscal year) and shall hold office for one year. Should the office of Chairperson or either of the Vice Chairperson positions become vacant, the Board shall elect a successor from its membership at the next

regular scheduled meeting, and such election shall be for the unexpired term of said office.

A. **CHAIRPERSON'S DUTIES.** The Chairperson shall preside at all meetings of the Board, call special meetings when required, and appoint committees, both standing and special. Except as otherwise authorized by the Board, the Chairperson shall sign all contracts and other instruments adopted by the Board. The Chairperson will have the authority to be one of the two signatures on all checks issued by the board. The Resolution for all banks will require any combination of two signatures of the Chair, First Vice-Chair, or Second-Vice Chair.

B. **VICE-CHAIRPERSON DUTIES.**

1. 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 the two signatures on all checks issued by the Board.
2. 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 the two signatures on all checks issued by the Board.

RULE V. OTHER OFFICERS. The Board may employ such personnel as it deems necessary to exercise its powers, duties, and functions as prescribed under its authority. The Board shall employ such personnel or independent contractors to serve in the capacity of the Secretary and Treasurer.

A. **SECRETARY DUTIES.** The Secretary shall send appropriate notices or waivers of notice regarding board meetings, shall prepare agendas and other materials for all board meetings, shall prepare minutes from all board meetings, and shall act as official custodian of all records, reports, and minutes of the Board. The Secretary shall perform such other duties that may be incident to his or her office or that may be directed by the Board.

B. **TREASURER DUTIES.** The Treasurer shall serve as the custodian of all funds of the District. The Treasurer shall disburse or cause to be disbursed the funds of the District as required in the ordinary course of business or as may be ordered by the Board, assuring that proper vouchers are taken for such disbursements, and shall render to the Board of Directors at regular meetings of the Board, or whenever they require it, an account of all transactions by the Treasurer and the financial

condition of the District. The Treasurer shall perform such other duties that may be incident to his or her office or that may be directed by the Board.

RULE VI. MEETINGS

- A. **REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held on the third Thursday of each month at 1:00 PM, Central Time, unless otherwise designated by the Chairperson or majority of the Board. In no event shall these meetings occur on a less than quarterly basis. Meetings will be held within the Department of Emergency Communications, 2060 15th Ave South, Nashville, Tennessee, or at such other place designated in the meeting notice.
- B. **SPECIAL MEETINGS.** Special meetings may be called by the Chairperson. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three days' notice shall be given.
- C. **PUBLIC NOTICE.** Notice of Board meetings shall be made in compliance with Metropolitan Code Chapter 2.68. The agenda detailing the items that are to be considered at the meeting shall be posted with the notice on the Nashville.gov website. Further, the minutes for each meeting shall be posted to the Nashville.gov website after their approval.
- D. **OPEN MEETINGS.** Any meeting of the Board for any purpose shall be open to the public.
- E. **QUORUM.** A majority of the members of the Board shall constitute a quorum for conducting the business of and exercising the powers of the Board.
- F. **ORDER OF BUSINESS.** The order of business of each meeting shall be as contained in the agenda prepared by the Secretary. The agenda shall be listed by topic of subjects to be considered by the Board and shall be delivered to each member of the Board prior to the meeting. The order of the meeting agenda may be modified at the discretion of the Chairperson.
- G. **PARLIMENTARY PROCEDURES.** Robert's Rules of Order Revised shall govern the proceedings of the Board in all cases, unless they are in conflict with these rules, or are temporarily suspended by the affirmative vote of two-thirds of the Board members present and voting.
- H. **VOTING.** A board member must be present and seated to cast a vote. There will be no voting by proxy. In all voting, the presiding officer shall cast his (her) vote last. The voting on all matters coming before

the Board will be by voice vote, unless a roll call vote is requested by any board member prior to the vote, in which case the vote will be by roll call, and all board members votes shall be entered in the minutes of such meeting. Unless otherwise required by law or these Rules and Procedures, the affirmative vote of the majority of the board members present constitutes the official action of the Board.

RULE VII. INTERPRETATION OF RULES. The Board is the final authority as to the meaning of the rules.

RULE VIII. AMENDMENTS TO RULES. The Rules and Procedures may be altered, suspended, or amended by a two-third vote of the Board membership.

RULE IX. REPEAL OF PREVIOUS RULES. Any other rules, procedures, or bylaws previously adopted by the Board are repealed.

RULE X. SEVERABILITY. In the event any provision of these Rules and Procedures shall be deemed contrary to law, invalid, or unenforceable, such provision shall be deemed severable from the remaining provisions and shall in no way affect the validity of the remaining provisions of these rules, which shall remain in effect as written.

APPROVED BY:

BOARD OF DIRECTORS OF THE EMERGENCY COMMUNICATIONS DISTRICT OF METROPOLITAN NASHVILLE AND DAVIDSON COUNTY, TENNESSEE ON THE ____ DAY OF _____, 2023.

BY: _____
CLEO DUCKWORTH, CHAIRPERSON

BY: _____
SUSAN MATTSON, FIRST VICE –CHAIRPERSON

BY: _____
WILLIAM JOHNSON, SECOND VICE –CHAIRPERSON