

# BYLAWS

## METROPOLITAN ACTION COMMISSION

### ARTICLE I – THE COMMISSION

- Section 1.** *Name of Commission.* The name of the Commission shall be the Metropolitan Action Commission, Metropolitan Government of Nashville and Davidson County, as established and provided by Ordinance Number 64-312 and amended by Bill 086-1554 (2/1/87) and Bill 091-1559 (5/23/91) of the Metropolitan Government of Nashville and Davidson County, Tennessee.
- Section 2.** *Office of the Commission.* The principal office of the Commission shall be at such location as may be designated by the Commission.
- Section 3.** *Nature of the Commission.* The Metropolitan Action Commission shall be a public governmental agency. As a governmental agency, employees of the Commission and the Commission as a whole shall refrain from being involved in political activities or voter registration. Employees of the Commission may engage in political activities as individuals.

### ARTICLE II - PURPOSE

The purpose of the Metropolitan Action Commission is to participate in a program or programs to mobilize the human and financial resources of the nation to combat poverty and to receive and expend federal, state, and other funds for this purpose and to inaugurate and establish programs to accomplish these purposes throughout the area of the Metropolitan Government.

### ARTICLE III COMMISSION MEMBERSHIP

- Section 1.** *General Composition.* The Commission is fully governed by a tripartite board appointed by the Mayor and confirmed by the Metropolitan Council.

Six (6), or not less than 1/3, of the members of the Commission shall be elected public officials currently holding office, or their representatives, except that if the Mayor finds that there are insufficient elected officials reasonably available or willing to serve, then the Mayor may select appointive public officials to serve; specifically, the officials on the Commission shall be as follows: The Mayor (or designee), the Superintendent of Metro Nashville Public Schools (or designee), a representative from the Health, Hospitals, and Social Services Committee of the

Metropolitan Council, a representative from the Personnel, Public Information, Human Relations and Housing Committee of the Metropolitan Council, the Director of Metropolitan Social Services, and the Director of the Metropolitan Development and Housing Agency (or designee).

Six (6) or not less than 1/3 of the Commission shall be persons chosen in accordance with democratic selection procedures adequate to assure that they are representative of the poor in the area served. However, one of the representatives of the poor shall be president of the Head Start Policy Council of the Metropolitan Action Commission, whose term shall run concurrent with the Policy Council term.

Six (6) or not less than 1/3 of the Commissioners of the Commission shall be officials or members of business, industry, labor, religious, welfare, education, or major groups and interest in Metropolitan Nashville and Davidson County.

**Section 2. Size of the Commission.** The Metropolitan Action Commission shall consist of no more than eighteen (18) members appointed by the Mayor and confirmed by the Metropolitan Council, except those members who are public officials.

**Section 3. Terms of Membership.** The terms of the Mayor, the Superintendent of Metro Nashville Public Schools, the Director of Metropolitan Social Services, and the Director of the Metropolitan Development and Housing Agency shall be the same as the elected or appointive term of office. Upon written request to the executive director, and approval by the Chairperson, designees may be authorized. If a designee is authorized, said designee will have full voting rights and count towards the quorum.

The terms of the representative from the Health, Hospitals, and Social Services Committee of the Metropolitan Council and the representative from the Personnel, Public Information, Human Relations and Housing Committee of the Metropolitan Council shall be in accordance with the committee appointment schedule of the Metropolitan Council.

The remaining representatives shall be appointed for a term of three (3) years with eligibility for re-appointment.

**Section 4. Vacancies.** Vacancies on the Commission shall be filled through the same procedures as their original selection or appointment.

**Section 5. Removal.** Absence from three (3) consecutive regular Commission meetings without justifiable cause may constitute a basis for removal of any Commissioner

upon the majority vote of the Commission. Members finding it necessary to be absent more than three (3) consecutive meetings may be excused by the Chairperson and Vice Chairperson. An attendance record of the entire Commission shall be submitted annually to the Bylaws Committee for review, and approval by the Commission as a whole.

## **ARTICLE IV- OFFICERS**

**Section 1.** **Officers.** The officers of the Commission shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer. The Chairperson shall be appointed by the Mayor for a term of one (1) year.

**Section 2.** **Elections.** The Vice-Chairperson, Secretary, and Treasurer of the Commission shall be elected by the Commission no later than the June meeting.

**Section 2.a.** **Nominating Committee.** There shall be a nominating committee composed of at least three (3) persons to be appointed by the Chair. Such committee shall select nominees for the offices of Vice Chairperson, Secretary, and Treasurer to be voted on by the Commission. Nothing in this section is to be construed as precluding nominations from the floor.

**Section 3.** **Terms of Office.** Officers shall serve for a term of one (1) year, July 1 – June 30, with eligibility for re-election.

**Section 4.** **Chairperson.** The Chairperson shall preside at all meetings of the Commission. The Chairperson shall sign all contracts, reports, and instruments as required. At each meeting, the Chairperson shall submit such recommendations and information as may be considered proper concerning the business affairs and policies of the Commission.

**Section 5.** **Vice Chairperson.** In the absence or incapacity of the Chairperson, the Vice-Chairperson shall act as Chair to include the signing of contracts, reports, and instruments as required.

**Section 6.** **Secretary.** The Secretary shall assure that a full record of all proceedings of the Commission including a record of all votes are kept and identified as the “Minutes of the Metropolitan Action Commission” and shall perform such other duties, including the certification of record transcripts and other documents as the Commission may direct. In the absence or incapacity of the Chairperson and Vice-

Chairperson, the Secretary shall be authorized for the signing of contracts, reports, and instruments as required. The Secretary shall also serve as Commission Parliamentarian.

**Section 7.** ***Treasurer.*** The Treasurer shall be the Chairperson of the Finance Committee and shall submit such reports as the Commission mandates. In the absence or incapacity of the Chairperson, Vice-Chairperson, and Secretary, the Treasurer shall be authorized for the signing of contracts, reports, and instruments as required.

## **ARTICLE V- POWERS AND DUTIES OF THE COMMISSION**

**Section 1.** Management and control of the entire operation of the agency shall be vested in the Commission. It shall have the power and authority to perform all acts and functions necessary to carry out the purposes and objectives as required by its Charter.

**Section 2.** ***Functions of MAC.*** The Commission shall have the following functions:

1. Planning systematically for and evaluating the program including actions to develop information as to the problems and causes of poverty in the community; determine how much and how effectively assistance is being provided to deal with those problems and causes, and establish priorities among projects, activities, and areas as needed for the best and most efficient use of resources.
2. Encouraging agencies engaged in activities related to community action initiatives to plan for, secure, and administer assistance on a cooperative basis, provide planning or technical assistance to those agencies, and, generally, undertake actions to improve existing efforts to attack poverty, such as improving day-to-day communication, closing service gaps, focusing resources on the most needy, and providing additional opportunities to individuals with low-income for regular employment or participation in the programs or activities.
3. Initiating and sponsoring projects responsive to the needs of the poor that are not otherwise being met, with particular emphasis on providing central or common services that can be drawn upon by a variety of related programs; develop new approaches or new types of services that can be incorporated into other programs and filling gaps pending the expansion or modification of those programs.

4. Establishing effective procedures by which the poor and area residents concerned will be able to influence the character of programs affecting their interest; provide for their regular participation in the implementation of those programs, and provide technical and other support needed to enable the poor and neighborhood groups to secure, on their own behalf, available assistance from public and private resources.
5. Joining with and encouraging business, labor, and other private groups and organizations to undertake together with public officials and agencies, activities in support of the community action program, which will result in the additional use of private resources and capabilities, with a view to such things as developing new employment opportunity, stimulating investments that will have measurable impact in reducing poverty among residents of areas of concentrated poverty, and providing methods by which residents of those areas can work with private groups, firms, and institutions in seeking solutions to problems of common concern.

**Section 3.** The Commission shall recommend for appointment by the Mayor an Executive Director who shall be the executive officer without vote at all meetings of the Commission and committees.

**Section 4.** The Commission shall review and approve the hiring, evaluation, compensation, and termination of the Executive Director.

**Section 5.** The Commission is specifically charged with the responsibility of complying with all provisions of the various funding agencies.

**Section 6.** Members of the Commission shall attend meetings of the Commission and of the committees to which they are assigned. In the event they cannot fulfill these obligations, the member is expected to withdraw by written notice to the Commission, with a copy to the Mayor. Commissioners are expected to keep currently informed on the programs and policies of the funding sources.

**Section 7.** ***Open Forum.*** The Commission shall provide on a regular basis, opportunities for public discussion of grievances, suggestions, new ideas, and criticisms before the Commission. The purpose shall be to achieve maximum feasible participation of the public and maximum utilization of community resources for a comprehensive attack against poverty.

## ARTICLE VI-COMMITTEES

**Section 1. *Standing Committees.*** The Standing Committees shall be composed of commissioners who volunteer to serve on the respective committee. In the absence of sufficient members, the Chair shall appoint no later than the June meeting additional committee members. Committee members shall serve for a term of one (1) year, July 1 – June 30, with eligibility for re-appointment.

1. *Executive Committee.* There shall be an Executive Committee composed of the Chairperson, Vice Chairperson, Secretary, Treasurer, and the Chairperson of each Standing Committee of the Commission. The Executive Committee shall act as a working body for the Commission between Commission meetings. All acts of the Executive Committee shall be subject to the approval of the Commission. The essential function of the Executive Committee shall be to expedite the handling of technical and operational detailed matters of the Metropolitan Action Commission under the overall policies of the Commission and to present them to the Commission with recommendations for action. The Executive Committee may be empowered by vote in advance to act for the Commission as specified by the Commission. The Executive Committee may act for the Commission within the limits of policy established by the Commission and such action shall be submitted for ratification by the Commission. The Executive Committee shall review the performance of the Executive Director each year or the Chair may appoint an Executive Director Evaluation Ad Hoc Committee to review the performance of the Executive Director with its findings ratified by the Board of Commissioners no later than the June meeting and reported to the Mayor.
2. *Finance Committee.* The Finance Committee shall approve financial policies for approval by the Commission. The Finance Committee shall be composed of at least three (3) Commissioners, at the discretion of the Chairperson and in consultation with the Executive Director. Appropriate Metropolitan Action Commission staff will be assigned to this committee. Financial reports submitted to the Commission for approval shall be certified by the Treasurer.
3. *Personnel Committee.* The Personnel Committee shall be composed of at least three (3) Commissioners, at the discretion of the Chairperson and in consultation with Executive Director. The Personnel Committee shall serve as an advisory committee to the Commission and Executive Director on Metropolitan Action Commission personnel policies and practices. The Committee shall approve the written Metropolitan Action Commission

personnel policies and procedures/Employee Handbook, job classifications, and shall periodically evaluate Metropolitan Action Commission positions as to their compliance with same. The Personnel Committee may be consulted by the Executive Director about the major issues relating to personnel matters.

4. *Bylaws Committee.* The Bylaws Committee shall be composed of at least three (3) Commissioners, at the discretion of the Chairperson and in consultation with Executive Director. The role of the Bylaws Committee is to:
  - Review the Commission Bylaws annually and make recommendations for change if needed;
  - Review board member attendance annually and make recommendation regarding removal from the Board to the Commission,
  - Ensure that a copy of the Bylaws is provided to Commissioners annually.
  - Assure that all actions taken by the Commission are consistent with the Bylaws.
  
5. *Nominating Committee.* The Nominating Committee shall be composed of at least three (3) Commissioners, at the discretion of the Chairperson and in consultation with Executive Director. In addition to soliciting nominees for offices of Vice Chairperson, Secretary, and Treasurer to be voted on by the Commission, the Committee shall also bring forth nominations for membership on the Commission those persons who are representative of the poor. Said persons shall be identified through a democratic selection process on the basis of some form of democratic procedure either directly through election, public forum, or, if not possible, through a similar democratic process such as election to a position of responsibility in another significant service or community organization such as a school PTA, a faith-based organization leadership group; or an advisory board/governing council to another low-income service provider. (United States Department of Health & Human Services, 2005)
  
6. *Program Committee – Community Programs.* The Program Committee-Community Programs shall be composed of at least three (3) Commissioners, at the discretion of the Chairperson and in consultation with the Executive Director. Appropriate Metropolitan Action Commission staff will be assigned to this committee. The functions of the Program Committee-Community Programs shall encompass all matters relevant to the Commission’s involvement in projects and/or programs of the Community Programs

department. The Committee shall advise the Commission on the evaluation of all program and/or projects. All programs/project advisory groups shall relate to the Commission through this committee. The committee shall encourage the development of planning programs and research activities relative to the needs of the poor, as needed.

7. *Program Committee – Head Start/Early Head Start.* The Program Committee- Head Start/Early Head Start shall be composed of at least three (3) Commissioners, at the discretion of the Chairperson and in consultation with the Executive Director. Appropriate Metropolitan Action Commission staff will be assigned to this committee. The functions of the Program Committee – Head Start/Early Head Start shall encompass all matters relevant to the Commission’s involvement in programs and/or projects of the – Head Start/Early Head Start department. The Committee shall advise the Commission on the evaluation of the Head Start/Early Head Start programs and/or projects. All programs/ and/or projects advisory groups shall relate to the Commission through this committee. The committee shall encourage the development of early child development and education modalities based on research activities relative to the needs of children ages six weeks to five years and pregnant women.
8. The Chairperson may appoint special ad hoc committees for specific Metropolitan Action Commission functions as needed.

**Section 2.** ***Ratification.*** The Commission shall ratify the actions of the standing committees prior to implementation.

**Section 3.** ***Notice of Meetings.*** Committee meetings shall be called by the appropriate Committee Chairperson and notice of such meetings shall be written or oral to the respective committee members and meet the Policy for Notice of Public Meetings.

**Section 4.** ***Quorum.*** The quorum requirement for committee meetings must be at least 50% of the current membership of the committee.

## **ARTICLE VII- MEETINGS OF THE COMMISSION**

**Section 1.** ***Regular Meetings.*** The Commission shall meet a minimum of eight times a year. The Chairperson may, with approval of the Executive Committee cancel a Commission meeting when there in not sufficient important business to justify holding such meeting provided no two (2) consecutive meetings are cancelled. All

regular meetings are scheduled to begin at 12:00 noon unless a request for an alternate time is approved by the Commission.

**Section 2.** ***Special Meetings.*** Special meetings of the Commission shall be called by the Chairperson as needed upon five (5) days' notice in writing to all members of the Commission and meet the Policy for Notice of Public Meetings.

**Section 3.** ***Quorum.*** The quorum requirement for meetings of the Commission must be at least 50% plus one of the current memberships of the Commission. A majority vote of the members present when a quorum prevails shall be necessary to decide any item of businesses requiring action by the Commission. Voting shall be done in an open manner.

**Section 4.** All meetings of the Commission and its committees shall be open to the public and announced by public notice. Notice of meeting of standing committees shall be given to all Commissioners and meet the Policy for Notice of Public Meetings.

**Section 5.** Any proposal or presentation initiated by an individual or group for action or consideration by the Board of Commissioners must be submitted in writing to the Executive Director or Board Chair, at least one week prior to the meeting of the full Board, who will then put the item on the Board agenda. Any proposal of presentation approved for the agenda will be heard during the open forum. Exception: in the event that an emergency request is made, the Executive Director or the Board Chairperson shall determine whether to put the request on the Board agenda.

## **ARTICLE VIII-DUTIES OF THE EXECUTIVE DIRECTOR**

The specific duties of power of the executive director, who shall serve at the pleasure of the Mayor, shall be as follows:

1. Be the chief administrator of the community's anti-poverty program and be responsible to the Commission for proper administration of its affairs.
2. The Executive Director shall, in accordance with the Employee Handbook, review and approve the hiring, evaluation, compensation, and termination of the Head Start/Early Head Start Director, Human Resources Business Partners, Chief Financial Officer, and any equivalent staff in like positions.

3. Recommend for appointment, and when necessary for the good of the program, suspension or dismissal of employees of the Commission in accordance with the terms of the Employee Handbook, and to direct and supervise the work of the Commission's employees.
4. Prepare and submit to the Commission at the annual meeting, a complete report of finances, administrative activities for the preceding year, and a projection for programs for the future year.
5. Keep the Commission advised at all times of all pertinent information which is needed or desirable for the Commission to carry out its policy-making function.
6. Recommend to the Commission adoption of such policies and programs as may be deemed necessary for the conduct of an effective anti-poverty program and for the improvement of administrative services.
7. Attend all meetings of the Commission unless excused there from and take part in the discussion of all matters coming before the Commission.
8. Develop and supervise a system of purchases of materials, supplies, and equipment that will result in the Commission making the most effective use of the funds available to it.
9. See that all federal, state, and local laws are carried out in the administration of the programs.
10. See that all official requests for information, reports and forms from government and other funding offices and other public and private agencies involved are properly and promptly completed and returned.
11. Investigate on-going Commission projects and delegate agency programs. Investigate all complaints in relation to matters concerning the administration of the programs and make a report on the findings to the Commission.
12. Devote full time to the discharge of official duties.
13. Perform such other duties as the Commission shall require and which are not inconsistent with funding regulations.

## **ARTICLE IX-POLICY AND ADVISORY COMMITTEES**

**Section 1.** The Commission shall establish such policy and advisory committees as it deems appropriate to implement the specific requirements of the enabling regulations for Commission projects.

### **Section 1a. Head Start Policy Council**

In accordance with the federal Head Start Act, the Commission's Head Start/Early Head Start program shall have a policy council responsible for the direction of the Head Start program, including program design and operation, and long- and short-term planning goals and objectives, taking into account the annual communitywide strategic planning and needs assessment and self-assessment.

*Terms of Office.* Policy Council members shall serve for a term of one year or until their successors is elected in accordance with the Policy Council Handbook. No members shall serve on the Policy Council as a parent member and/or community representative for more than three years.

*Liaison Relationship:* The Policy Council Chair or his/her designee shall serve on the Commission in the capacity of community representative for the duration of his/her term as Policy Council Chair.

## **ARTICLE X**

**Section 1. Rules of Order.** Roberts Rules of Order, as amended, shall govern parliamentary procedures of Commission meetings.

**Section 2.** Commissioners may not be represented by substitutes at any meeting of the Commission or its committees and no vote by proxy shall be permitted, except as approved by the Commission Bylaws.

## **ARTICLE XI – METHOD OF AMENDMENTS/REVISIONS**

These bylaws may be amended/revised at any regular or special meeting of the Commission by a majority vote, provided that notice of the proposed change in the Bylaws is given to Commission members at least five (5) days prior to the meeting.

*The Bylaws of the Metropolitan Action Commission Board of Commissioners are reviewed annually and have been revised as follows: (Revised 06/25/87) (Revised 02/16/93) (Revised 09/28/95) (Revised 05/27/99) (Revised 03/24/05) (Revised 05/24/07) (Revised 03/25/09) (Revised 3/25/10) (Revised 6/26/14) (Revised 06/27/19)*