

**EAST BANK DEVELOPMENT AUTHORITY
BYLAWS**

Approved: February 26, 2025

I. Purpose and Authority

To establish bylaws under which the Board (the “Board”) of the East Bank Development Authority (“EBDA”) shall execute those duties and functions authorized by ordinance BL2024-428 (the “EBDA Ordinance”), effective on or about August 26, 2024.

II. Membership and Officers

- A. Chair and Vice Chair:** As provided in the EBDA Ordinance, the Chair shall be appointed by and serve at the pleasure of the Mayor of the Metropolitan Government of Nashville and Davidson County (“Metro”). The Vice Chair shall be elected by the Board for a term of two years and may serve two consecutive terms. The Chair shall preside at all meetings of the Board, appoint all committees, exercise general supervision of the work of the Board, and perform other duties appropriate to the office. The Chair shall decide all points of order and procedure, pursuant to these bylaws, unless otherwise directed by a majority of the Board. The Vice Chair shall preside in the absence of the Chair and perform other duties appropriate to the office.
- B. Other Officers.** The Board may elect such other officers as it may deem necessary by majority vote.
- C. Terms:** The terms of members of the Board shall be as provided in the EBDA Ordinance. Members may be removed as provided in the EBDA Ordinance.
- D. Executive Committee:** The Chair, Vice Chair, and one other Board member elected by the Board will comprise the Executive Committee. The Executive Committee shall meet as necessary to facilitate the operations of the Board and to consult with the CEO.
- E. Chief Executive Officer:** As provided in the EBDA Ordinance, the Board shall engage a Chief Executive Officer (“CEO”) by contract establishing such CEO’s salary, duties, powers, and term of office. The first CEO shall be appointed by the Mayor of the Metropolitan Government of Nashville and Davidson County. All subsequent CEOs shall be appointed by the Board. With the consent of the Board, the CEO may employ staff (“EBDA Staff”) to assist in carrying out the duties of the CEO.
- F. Secretary:** The duties of Board Secretary shall be performed by the CEO or the CEO’s designee.

G. Committees: The Board may establish committees to assist in performing its specific tasks, and such committees shall be supported by the CEO and EBDA Staff.

III. Meetings

A. Frequency: The Board shall meet at least quarterly and otherwise as called by the Chair.

B. Public Notice and Minutes. In compliance with the Metropolitan Code of Laws § 2.24.146 and 2.68.020, the agenda for each Board meeting shall be sent to the Metro Information Technology Services Department (ITS) to be posted on the Board website and Metro calendar. The agenda shall be posted at least forty-eight hours prior to the meeting. Minutes of each Board meeting shall be taken and submitted to ITS as soon as is practicable for posting on the Board website.

C. Meetings Open to the Public: All Board meetings shall be appropriately noticed, open to the public, except as otherwise permitted by Tennessee law, and held in compliance with the provisions of Tennessee Code Annotated, Title 8, Chapter 44.

D. Public Comment. Pursuant to Tennessee Code Annotated § 8-44-112, each meeting shall include a period for public comment. The agenda for each meeting shall state the manner in which the public may provide public comment at the meeting. The time allowed for each speaker shall be limited to two minutes, and the total number of speakers shall not exceed ten at any meeting unless a majority of the Board votes to permit a greater number.

E. No Compensation: Board members shall serve without compensation but may be reimbursed for actual expenses reasonably incurred in performing their duties.

F. Oath: Appointed Board members shall swear an oath as provided in Tennessee Code Annotated § 8-18-109.

G. Quorum: Five voting members of the Board shall constitute a quorum for the transaction of official business.

H. Procedure: Unless otherwise addressed by these bylaws, the most recent edition of Robert's Rules of Order shall govern procedure at Board meetings.

IV. Ethical Standards and Training

A. Ethical Conduct. Board members shall disclose conflicts of interest in accordance with Tennessee Code Annotated, Title 8, Chapter 50, part 5.

V. CEO Policies.

- A. Professional Conduct.** The CEO shall not cause or allow any practice that is unlawful, imprudent, inconsistent with federal, state, or local law, or in violation of commonly accepted business and professional ethics. The CEO shall comply with all applicable personnel policies of the Metropolitan Government in connection with management of EBDA Staff.
- B. Board Interaction.** The CEO shall communicate with the Board as a whole, except when 1) responding to officers or committees duly charged by the Board; 2) when fulfilling appropriate individual requests for information; or 3) when necessary for the efficient performance of Board duties.
- C. Purchasing.** The CEO shall comply with the Metropolitan Government’s purchasing rules and regulations in connection with the procurement of goods or services for the EBDA.
- D. Reporting.** The CEO shall provide the Board with monthly reports detailing EBDA Staff activities and other information as may be requested by the Board.
- E. Administrative Support.** The CEO and EBDA Staff shall perform all administrative tasks necessary for Board meetings. Board agendas shall contain all items requiring Board approval.
- F. Compliance.** The CEO shall advise the Board regarding compliance with these Bylaws and Policies.
- G. Executive Director Oversight by the Board.** The Board shall oversee the performance of and conduct an annual performance evaluation of the CEO.
- H. CEO Oversight of Staff.** The CEO has full authority to oversee and direct the EBDA Staff.

VI. Interpretation and Amendment of Bylaws

- A. Interpretation.** The Board shall have exclusive authority to interpret these bylaws.
- B. Amendments.** These bylaws may be amended or repealed by majority vote at a regular or called meeting of the Board, provided that written notice of any proposed amendment is given to all Board members at least two weeks prior to the meeting at which such amendment is to be considered.

VII. Filing Procedure and Effective Date

Upon approval, a copy of these bylaws shall be filed by the Chair with the Metropolitan Clerk’s Office.