

BYLAWS OF THE METROPOLITAN AUDITORIUM COMMISSION

These Bylaws are established pursuant to the authority vested in the Metropolitan Auditorium Commission (“Commission”) by Chapter 537 of the 1949 Private Acts of Tennessee as amended by Chapter 209 of the 1957 Private Acts of Tennessee, the Metropolitan Charter Section 11.107, and the Metropolitan Codes of Laws Section 2.116.

SECTION 1. ROLE OF COMMISSION.

The Commission is empowered to set policy for the Nashville Municipal Auditorium and to work in concert with its staff, which is responsible for the successful operation of the facility.

SECTION 2. MEETINGS AND MINUTES.

A. Meetings. The Commission holds regularly scheduled meetings monthly, pursuant to Metropolitan Charter Section 11.104. The Commission shall conduct regular meetings as scheduled and properly noticed by the Commission. Notice of all meetings, including the meeting’s time, location, and agenda, shall be submitted to the department of information technology services (ITS) for posting on the pertinent calendar no less than five (5) calendar days prior to the meeting. Regularly scheduled meetings of the Commission may be cancelled at the discretion of the chairperson or three members of the Commission.

B. Minutes and Records. Minutes shall be taken of all meetings and, once approved, submitted to ITS for posting pursuant to Metropolitan Code of Laws § 2.68.020(B). Each action of the Commission recorded in the minutes and supporting documents shall be retained permanently and copies transferred to Metro Archives periodically. The entire proceedings shall be recorded and that record shall be a part of the public record. All such records shall be available for review by the public in accordance with applicable ordinances and laws.

C. Items to Be Placed on the Agenda. All items to be placed on the agenda of the Commission at regular meetings must be received by the Auditorium Manager(s) no later than 5:00 p.m. on Monday of the week preceding the regular meeting. Any items received after that time will not be placed on the agenda for that regular meeting, and instead, will be placed on the agenda for the following meeting, so that the public has proper notice.

SECTION 3. SPECIAL MEETINGS.

Special meetings may be called by the chairperson or by any three Commission members. All special meetings must be properly noticed and recorded, as set forth in Section 2 of these Bylaws. The only items that may be discussed during a special meeting are those listed on the agenda that has been posted on the Metropolitan Government website in connection therewith.

SECTION 4. QUORUM.

The presence of four (4) Commissioners shall constitute a quorum for the purpose of meeting and transacting business.

SECTION 5. OPEN MEETINGS ACT.

All meetings of the Commission shall be open to the public pursuant to the Tennessee Open Public Meetings Act, T.C.A. Section 8.44.101, et. seq.

- a. **Public Comment.** The Commission will designate time at the beginning of each regularly scheduled meeting for general public comment. The public comment period will be limited to two minutes per person with a maximum comment period of 16 minutes. Comments must relate to an actionable item on the published agenda. The Chair may recognize Metro Council members to speak first. Sign-up sheets will be provided no later than 30 minutes prior to the meeting for members of the public requesting to speak. The Commission shall take all reasonable steps to ensure that opposing viewpoints, if any, are represented fairly.

SECTION 6. BOARD OFFICERS.

- A. **Chairperson.** The Chairperson shall 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, other than event license agreements, which the Commission has authorized the manager(s) of the Nashville Municipal Auditorium to sign without Commission approval. The Chairperson may submit such recommendations and information as he/she may consider proper concerning the business affairs and policies of the Commission. Further, the Chairperson shall have the right to debate and vote on any issue before the Commission. The Chairperson is authorized to execute leases, contracts, and agreements approved by the Commission and may delegate this responsibility to the manager(s) of the Nashville Municipal Auditorium.
- B. **Vice-Chairperson.** In the absence or incapacity of the Chairperson, the Vice-Chairperson shall have the duties of the Chairperson. In the case of resignation of the Chairperson, the Vice-Chairperson shall perform the duties until power formally passes to a new Chairperson. In the absence of both the Chairperson and the Vice-Chairperson, when a quorum is present for a regular or special meeting, an Interim Chairperson shall be elected from those present.
- C. **Secretary.** A secretary shall be either elected from among the Commission members or appointed by the Commission from among the Nashville Municipal Auditorium staff annually during the August or September meeting, whichever is held first. The Secretary shall keep or cause to be kept a full record of all proceedings of the Commission, including a record of all votes, in a journal of proceedings kept for this purpose and identified as “The Minutes of the Metropolitan Auditorium Commission.” He/she shall perform other duties with regard to records, including certification of

transcripts and attestation of contracts or other documents, as the Commission may direct.

SECTION 7. ELECTION AND APPOINTMENT OF OFFICERS.

The chairperson and the vice-chairperson shall be elected annually in either August or September from among the Commission members. A secretary shall be either elected from among the Commission members or appointed by the Commission from among the Nashville Municipal Auditorium staff.

SECTION 8. TERM.

The term of the chair and vice chair shall not exceed one year, pursuant to Metropolitan Charter Section 11.105.

SECTION 9. VOTING.

The decision of a majority of the Commission members present shall determine the outcome of any particular issue upon which a vote is taken. The chairperson shall not vote except in the case of a tie vote.

SECTION 10. CONDUCT OF BUSINESS.

Meetings shall be conducted in accordance with *Robert's Rules of Order*, Newly Revised, unless otherwise specified herein.

Basic principles of *Robert's Rules* include:

1. A quorum of members must be present to transact business.
2. All members have equal votes.
3. Members bring business before the board or commission by making a motion.
4. A "second" is required for every motion, unless the motion is coming to the floor as a committee recommendation.
5. A motion to amend a motion requires a second and, even if it is "friendly," must be approved by the board or commission as a whole, not the maker of the original motion.
6. Discussion may begin after there is a second.
7. The member who makes the motion is entitled to speak first.
8. A member must be recognized by the chair in order to speak.
9. Only one member may have the floor at a time.
10. No member may speak a second time until all other members have had the opportunity to speak once.
11. A member may not transfer his/her rights (for example, his/her time or turn to speak) during a debate.
12. Members must confine remarks to the pending question.
13. Members may not attack another member's motives.

14. Personal remarks or side discussions during debate are out of order.
15. If you need clarification about a procedure being used, you may speak without recognition and call for a “Point of Parliamentary Inquiry.” The chair will ask you to state your question and will attempt to clarify the situation.
16. Debate is closed when discussion has ended or with a 2/3 vote on a motion to end debate.
17. Members have a right to know what the pending question is and to have it restated before a vote is taken.
18. The role of the Chair is to:
 - Introduce business in proper order per the agenda.
 - Recognize speakers.
 - Determine if a motion is in order.
 - Keep discussion focused on the pending motion.
 - Maintain order.
 - Rule on parliamentary questions. A chair’s decision may be appealed by one member making an appeal with a second from a different member. At that point, the question moves from the chair to the board/commission for a final decision. Members have no right to criticize a ruling of the chair unless they appeal from his/her decision.
 - The person chairing a meeting shall not be precluded from expression of opinion provided such office is not abused in this respect in the opinion of the membership of the Commission. In the event any member of the Commission feels that such privilege of expression is being abused at any time, such member may request that the chair be turned over to another member until the completion of such expression of opinion, which request shall be honored by the person chairing the meeting at the time.

SECTION 11. AGENDAS.

- A. Agendas will be furnished to the Commission members by staff of the Nashville Municipal Auditorium at least three calendar days prior to regular meetings. Agendas for special meetings will be provided to the Commission in accordance with applicable law.
- B. **New Business.** The Commission shall not consider new business without adequate public notice.

SECTION 12. AMENDMENTS TO BYLAWS.

Any proposed amendment to the bylaws must be submitted in writing to the Nashville Municipal Auditorium Manager(s), or their designee, at least 14 calendar days prior to any regular meeting. Any proposed amendment must be posted on the Metropolitan Government website at the time the agenda for the meeting at which the proposed amendment will be

considered is posted. Any amendment to the bylaws shall require a majority vote of the total membership of the Commission.

SECTION 13. USE OF AUDITORIUM.

The Auditorium shall not be available to any user other than The Metropolitan Government of Nashville and Davidson County or its affiliate agencies without the payment of reasonable and proper compensation therefore, as set in writing in license or lease agreements executed by the staff of the Nashville Municipal Auditorium, and approved by the Chairperson and/or the Commission, as necessary.

SECTION 14. MEETING ATTENDANCE.

Commission members must attend at least one-third of the regularly scheduled meetings held each year. If over a one-year period, a Commission member is absent for two-thirds of meetings for which a quorum is required, that Commission member shall be considered to have excessive absences in accordance with Metro Code Section 2.64.070, and shall be referred to the Metropolitan Clerk as set forth in that section.

SECTION 15. ATTENDANCE AND VOTING ON ISSUES.

If a Commission member is not in attendance during the presentation of an issue, the member personally shall make the determination as to whether or not he/she has sufficient information to vote on the issue at a subsequent meeting. Commission members not having sufficient information to vote on an issue may abstain or request a deferral on the vote until the next meeting.

SECTION 16. MEDIA RELATIONS.

The chairperson is designated the spokesperson regarding action taken by the Commission. Any individual statement by members of the Commission shall clearly indicate that such are not statements of or on behalf of the Commission.

SECTION 17. PAST BYLAWS.

After these Bylaws are approved by the Commission, any other rules, procedures, or bylaws previously adopted by the Commission are repealed.

SECTION 18. FILING PROCEDURE AND EFFECTIVE DATE.

These rules shall become effective on the date filed with the Metropolitan Clerk, following approval by the Commission.

APPROVED ON THE _____ day of _____, 2025.

Chair, Metropolitan Auditorium Commission

Secretary, Metropolitan Auditorium Commission

METROPOLITAN CLERK

Date Filed: _____