



AGENDA ITEM #: 39

MEMORANDUM

TO: Metropolitan Planning Commission
FROM: Jeff Welch, Interim Director
DATE: March 31, 2015
SUBJECT: Restated Bylaws of the Knoxville-Knox County Metropolitan Planning Commission
4-C-15-OB

EXECUTIVE COMMITTEE RECOMMENDATION:

Adopt the restated bylaws.

BACKGROUND:

The Bylaws of MPC have been restated to comply with the Interlocal Agreement between the City of Knoxville and Knox County dated October 3, 2014, pertaining to the organization and composition of the Knoxville-Knox County MPC, the funding of the MPC and the selection of a Planning Director of MPC.

RESTATED
BYLAWS OF
THE KNOXVILLE-KNOX COUNTY
METROPOLITAN PLANNING COMMISSION
AS AMENDED THROUGH JULY 14, 2015

TABLE OF CONTENTS

ARTICLE	SUBJECT	PAGE
I	Name	1
II	Fiscal Year	1
III	Meetings	1
IV	Officers	3
V	Executive Committee	5
VI	Executive Director	5
VII	Conflict of Interest	6
VIII	Administrative Rules and Procedures	7
IX	Rules of Order	7
X	Amendments	7

ARTICLE I

NAME

The name of this regional planning commission is The Knoxville/Knox County Metropolitan Planning Commission (the "Planning Commission").

ARTICLE II

FISCAL YEAR

The fiscal year of the Planning Commission shall begin on July 1, and shall end on June 30.

ARTICLE III

MEETINGS

Section 1. Regular Meetings.

Regular meetings of the Planning Commission shall be held on the second Thursday of each month at 1:30 p.m. in the Main Assembly Hall of the City-County Building in Knoxville, Tennessee. When conflicts arise, such as holidays or inclement weather, the regular meeting shall be held at such other time and place as may be designated by the Chair.

Section 2. Annual Meetings.

An annual meeting of the Planning Commission shall be held on the October meeting date or other date as specified by the Chair, with the specific date, hour and location to be designated by the Chair. Written notice of the date, hour and location shall be given by the Executive Director of the Planning Commission to each member of the Planning Commission not less than five (5) business days prior to the meeting date.

The following business shall be conducted at the annual meeting:

- A. The Executive Director of the Planning Commission shall present a report on staff activities during the immediately prior fiscal year, and a statement of the fiscal status of the Planning Commission.
- B. Each committee of the Planning Commission shall present a status report on the work of such committee.
- C. Such other business as may properly come before the Planning Commission.

Section 3. Special Meetings.

Special meetings of the Commission may be called by the Chair, or by any two (2) members of the Planning Commission.

Section 4. Notice of Special Meetings.

A written notice of any special meeting, stating the date, hour, location and purpose of the meeting shall be given by the Executive Director of the Planning Commission to each member of the Planning Commission not less than five (5) business days prior to the meeting date.

Section 5. Waiver of Notice.

A member of the Planning Commission, either before or after any special meeting, may waive notice of the meeting, and such waiver shall be deemed the equivalent of giving notice. Attendance at a special meeting by a member of the Planning Commission shall constitute a waiver of notice of the special meeting, unless that member attends for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully convened.

Section 6. Open Meetings Law.

All meetings of the Planning Commission convened in order to make a decision or to deliberate toward a decision on any matter shall be an "open meeting", in accordance with the requirements set forth in TENN. CODE ANN. 8-44-101. et seq.

Section 7. Proxies.

Members of the Planning Commission shall not be permitted to vote by proxy.

Section 8. Quorum.

The presence of eight (8) members shall constitute a quorum at a duly convened meeting.

Section 9. Adjournment.

Any meeting of the Planning Commission may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than an announcement at the meeting adjourned shall not be necessary. Any business which could have been transacted at the meeting originally called, ~~may be transacted at the meeting originally called,~~ may be transacted at the adjourned meeting.

Section 10. Voting.

All matters to be voted on by the Planning Commission shall be put in the form of

a motion, duly seconded. The Chair shall conduct the voting by asking those in favor to signify by saying "Yes", and those opposed to signify by saying "No". The Chair shall inform the recording secretary of the number of "Yes" votes and the number of "No" votes. If there is any question about the results of the vote, or upon the request of any member of the Planning Commission, a roll call vote shall be taken. Any vote to "Pass" shall be deemed and recorded as a "No" vote. Except as is provided otherwise in these By-Laws, a majority of the votes cast shall be sufficient for the adoption of any motion that is in order.

Any motion considered by the Planning Commission which fails adoption may be reconsidered at any time prior to adjournment, upon a motion, duly seconded, and without the necessity of a precedent Motion to Reconsider.

Section 11. Minutes.

A record, or minutes, of the proceedings of all meetings shall be kept by a recording secretary, appointed by the Executive Director. The minutes shall reflect:

- A. Every motion upon which a vote is taken by the Planning Commission.
- B. The names of the members of the Planning Commission making and seconding any such motion.
- C. The number of "Yes" votes and "No" votes on each motion.
- D. A record of any roll call vote taken.
- E. The name of any member of the Planning Commission that abstains from the discussion and vote on any matter.

When published, the minutes shall be signed by both the Chair and the Executive Director.

ARTICLE IV

OFFICERS

Section 1. Officers.

The officers of the Planning Commission shall be chosen by the Planning Commission and shall consist of a Chair, a Vice-Chair and a Secretary.

Section 2. Vacancies.

When a vacancy occurs in the office of Chair or Vice-Chair, the Planning

Commission shall elect successors to those positions. The office so elected shall serve until a successor has been elected.

Section 3. Removal.

An officer may be removed by a majority vote of the entire membership of the Planning Commission (not less than eight (8) votes) when in its judgment the best interests of the Planning Commission will be served by the removal.

Section 4. Chair.

The Chair shall preside at all meetings of the Planning Commission and shall perform such duties as the Planning Commission shall from time to time proscribe. The Chair may participate in all discussion, and shall be entitled to vote as any other member of the Planning Commission.

Section 5. Vice-Chair.

In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair.

Section 6. Secretary.

The Executive Director shall serve as Secretary of the Planning Commission, and shall be responsible for maintaining a full record of all proceedings of the Planning Commission. The Secretary shall give, or cause to be given, notice of all meetings of the Planning Commission, and shall perform such other duties as the Planning Commission may direct.

Section 7. Delegation of Duties.

The power and duties of any officer may be delegated to any member of the Planning Commission by a majority vote of the entire membership of the Planning Commission (not less than eight (8) votes) whenever in its judgment the best interests of the Planning Commission will be served by the delegation.

Section 8. Nomination of Officers.

During or before October of each year, the Chair shall appoint a Nominating Committee consisting of three (3) members of the Planning Commission, none of whom are incumbent officers. The Nominating Committee shall identify and present a slate of nominees for the offices of Chair and Vice-Chair at the regular Planning Commission meeting in November. In addition to the slate of nominees offered by the Nominating Committee, nominations for elected officers may be made from the floor.

Section 9. Election of Officers.

The Chair and the Vice-Chair shall be elected at the regular December meeting of the Planning Commission. All elected officers of the Planning Commission shall serve a term of one (1) year beginning January 1, or until a successor has been elected. Elected officers shall be eligible for re-election.

ARTICLE V

EXECUTIVE COMMITTEE

In January, the Chair shall appoint an Executive Committee, consisting of the elected officers and three other members of the Planning Commission. The appointment shall be for one (1) year, coterminous with the Chair's term, or until a successor committee is appointed. Members of the Executive Committee may be reappointed.

The duties of the Executive Committee shall be:

1. To review and recommend the annual budget and work program, and any amendments thereto, to the Planning Commission for adoption.
2. To review and resolve Planning Commission employee grievances in accordance with the provisions of the adopted Employee Handbook.
3. To appoint individuals to serve as hearing officers for all employee grievances under the Americans with Disabilities Act, in accordance with the provisions of the adopted Employee Handbook.
4. Upon request, to provide consultation and advise on such matters as the Executive Director shall bring before the Committee.
5. ~~When necessary, to recruit and interview candidates for the position of Executive Director, and to recommend a candidate to the Planning Commission.~~

A record, or minutes, of all Executive Committee meetings shall be kept by recording secretary, appointed by the Executive Director, which, when published, shall be signed by the Chair.

ARTICLE VI

EXECUTIVE DIRECTOR

Section 1. Executive Director.

~~The Planning Commission shall employ an Executive Director, The Mayors of the City of Knoxville and Knox County, acting jointly, will appoint an Executive Director for~~

the benefit of the Planning Commission, qualified by special training and experience in the field of planning. Compensation for the Executive Director will be determined by the City and County Mayor, with funds appropriated by the City and County Legislative bodies. The Executive Director shall be the Secretary of and chief advisor to the Planning Commission. The Executive Director shall have general administrative responsibilities, including:

- A. Supervision of the daily operations of the Planning Commission and its staff.
- B. Development of the budget and work program, in cooperation with the Executive Committee.
- C. Execution of the work program.
- D. Responsibility for employment, supervision, training, discipline and termination of all staff members and employees of the Planning Commission.

The Executive Director shall ~~be directly responsible to the Planning Commission, and shall~~ provide monthly reports on staff activities and the fiscal status of the Planning Commission.

Section 2. Relationship with City and County Government.

The Executive Director and the Planning Commission staff shall at all times be available to the departments of both the City of Knoxville and Knox County Governments, for information and advice on day-to-day developments and planning issues, when requested by the ~~Chief Executive Officers~~ Mayor of the City and/or County. However, any request for a study, research program or planning project made by the City or the County Governments shall be adopted by the Executive Committee and incorporated into the work program prior to any staff work on the request.

ARTICLE VII

CONFLICT OF INTEREST

Any member of the Planning Commission having a conflict of interest regarding a proposal before the Planning Commission, shall abstain from any discussion or voting on such proposal, and shall advise the Chair of such conflict prior to the meeting at which the proposal is scheduled to be heard. The Commissioner shall abstain from all discussion and voting on the proposal, and will not be considered present for purposes of establishing a quorum. A conflict of interest shall exist under the following conditions:

- A. When a member of the Planning Commission or any member of his immediate family has a financial interest in property that is the subject of a

proposal being considered by the Planning Commission.

- B. When a member of the Planning Commission or any member of his immediately family has a financial interest in property that is contiguous to or closely associated with property that is the subject of a proposal being considered by the Planning Commission.
- C. When a member of the Planning Commission or any member of his immediately family has a financial interest in a company or other entity that is seeking consideration of a proposal by the Planning Commission, or is actively working for or against the proposal that is before the Planning Commission.
- D. When a member of the Planning Commission or any member of his immediately family may receive some private benefit, either direct or indirect from the approval or the disapproval of a proposal being considered by the Planning Commission.
- E. When a member of the Planning Commission determines in his own mind that there are compelling reasons that will prohibit him from acting in the best interest of the community, or that his participation will create the impression of impropriety in the eyes of the general public.

ARTICLE VIII

ADMINISTRATIVE RULES AND PROCEDURES

The Planning Commission shall adopt and maintain *Administrative Rules and Procedures* which shall govern the conduct of business before the Planning Commission. These *Administrative Rules and Procedures* may be adopted, amended, repealed or suspended by the affirmative vote of not less than a majority of the entire membership of the Planning Commission (not less than eight (8) votes).

ARTICLE IX

RULES OF ORDER

When a parliamentary matter not covered by the *By-Laws* arises, *Robert's Rules of Order* shall apply.

ARTICLE X

AMENDMENTS

The *By-Laws* may be amended, repealed or suspended by the affirmative vote of not less than a majority of the entire membership of the Planning Committee (not less

than eight (8) votes). Provided, no amendment or repeal shall be adopted until five (5) days ~~—~~notice of the proposal has been provided to all members of the Planning Commission.

**INTERLOCAL AGREEMENT
BETWEEN THE CITY OF KNOXVILLE, TENNESSEE
AND KNOX COUNTY, TENNESSEE PERTAINING TO
THE KNOXVILLE-KNOX COUNTY METROPOLITAN PLANNING COMMISSION**

THIS AGREEMENT, is entered into on this 3rd day of October, 2014, by and between the **CITY OF KNOXVILLE**, a municipal corporation organized and existing under the laws of the State of Tennessee with its principal office at 400 Main Street, Knoxville, Tennessee 37902, and **KNOX COUNTY**, a public corporation and political subdivision of the State of Tennessee with its principal office at 400 Main Street, Knoxville, Tennessee 37902, pursuant to the authority granted in Tennessee Code Annotated §12-9-101, *et seq.*, also known as the Interlocal Cooperation Act.

WITNESSETH:

WHEREAS, the City of Knoxville, acting through the Knoxville City Council and pursuant to Ordinance No. 2513 adopted on January 24, 1956, dissolved the City Planning Commission upon the completion of the organization of a consolidated Metropolitan Planning Commission and authorized the Mayor of the City of Knoxville to make necessary appointments to represent the City on the consolidated Metropolitan Planning Commission;

WHEREAS, Knox County, acting through the former Knox County Quarterly Court and pursuant a resolution adopted on March 17, 1956, dissolved the County Planning Commission upon the completion of the organization of a consolidated Metropolitan Planning Commission and authorized the former County Judge to make necessary appointments to represent the County on the consolidated Metropolitan Planning Commission; and

WHEREAS, the Tennessee State Planning Commission (now subsumed by the Tennessee Department of Economic and Community Development) acting under its authority granted by Tennessee Code Annotated §13-201, *et seq.* (now codified at Tenn. Code Ann. §13-3-101, *et seq.*), on April 13, 1956, adopted a resolution which created the Metropolitan Planning Region of Knoxville and Knox County, comprised of the entire territory of Knox County, including the City of Knoxville, and further created the Metropolitan Planning Commission of Knoxville and Knox County with jurisdiction within the designated Metropolitan Planning Region and granted the Planning Commission powers and duties provided by law, and appointed members to the Metropolitan Planning Commission as recommended by the Mayors of Knox County and the City of Knoxville; and

WHEREAS, the Tennessee State Planning Commission's resolution creating the Metropolitan Planning Commission also resolved that the Planning Commission's jurisdiction would become effective when the Metropolitan Planning Commission met and organized by electing a chairperson from among its appointed public members, and the Metropolitan Planning Commission held its first meeting on April 19, 1956 and appointed a chairperson; and

WHEREAS, a Plan for a Metropolitan Planning Commission for Knoxville & Knox County ("Plan") was created in March 1956, and such Plan included the proposed organization for the Metropolitan Planning Commission, the proposed organization for the planning staff, and proposed financing for the Metropolitan Planning Commission; and

WHEREAS, the City of Knoxville and Knox County never formalized the Plan or any other agreement concerning the organization, governance, and funding of the Metropolitan Planning Commission; and

WHEREAS, Tennessee Code Annotated §12-9-101, *et seq.*, also known as the Interlocal Cooperation Act, authorizes the City of Knoxville and Knox County to contract with the other to perform any governmental service, activity, or undertaking, which each is authorized by law to perform by law, provided that such contract is authorized by the governing body of each party to the contract; and

WHEREAS, both the City of Knoxville and Knox County desire to enter into a formal, written, interlocal agreement, and pursuant to Tenn. Code Ann. §12-9-101, *et seq.*, and Tenn. Code Ann. §13-3-101, *et seq.*, regarding the organization and composition of the Knoxville Knox County Metropolitan Planning Commission, the funding of the Metropolitan Planning Commission, and the selection of a Planning Director of the Metropolitan Planning Commission.

NOW, THEREFORE, the City of Knoxville and Knox County, both political subdivisions of the State of Tennessee, do hereby make and enter into this interlocal agreement regarding the organization, composition, and funding of the Knoxville Knox County Metropolitan Planning Commission, and pertaining to the selection of a Planning Director for the Metropolitan Planning Commission.

**Article 1.
Term**

This interlocal agreement (“Agreement”) shall be of perpetual duration; provided, however, that either party shall have the right, upon one hundred eighty (180) days’ written notice to the Law Department and the Chief Executive or Mayor of the other party, to terminate this Agreement without penalty or recourse, in which event the effective termination date of this Agreement will be at the end of the one hundred eighty (180) day period following the date of receipt of the written notice of termination.

**Article 2.
Organization of the Planning Commission**

- 2.1. Membership of Planning Commission.** The Knoxville Knox County Metropolitan Planning Commission (“Planning Commission”) shall consist of fifteen (15) total Commissioners. Of this total number, seven (7) Commissioners shall be nominated by the Mayor of the City of Knoxville in writing, subject to confirmation by the City Council, and eight (8) Commissioners shall be appointed by the Knox County Mayor, subject to confirmation by the County Commission. All nominations confirmed by the City and County legislative bodies are subject to confirmation by the Tennessee Department of Economic and Community Development, or successor entity, as may be provided by general law.
- 2.2. Term of Service.** Once appointed and confirmed, a Commissioner shall serve for a four (4) year term. The terms of the Commissioners shall be staggered. Commissioners shall be

limited to two (2) consecutive terms, but after a break in service, may be reappointed in the manner provided herein. If a Commissioner is appointed to fill an unexpired term, the unexpired term shall not count as one of the two permissible consecutive terms that a Commissioner may serve.

- 2.3. **Compensation.** Commissioners shall not be compensated for serving on the Planning Commission.
- 2.4. **Vacancy.** Any vacancy in membership shall be filled by procedure as set forth above pertaining to the nomination of new Planning Commission members.
- 2.5. **Removal.** Removal of any Commissioner shall be as is provided for pursuant to general law.
- 2.6. **Applicability of this Article.** The provisions of this Agreement shall not reduce or enlarge the terms of any existing members of the Planning Commission. The intent of the parties hereto is that as the terms of existing Commissioners expire or otherwise become vacant, any new Commissioners shall be appointed shall be governed by the provisions herein.

Article 3. Funding of the Planning Commission

The City of Knoxville and Knox County agree to jointly fund the operations of the Planning Commission, subject to and pursuant to the yearly appropriations approved by the respective City and County legislative bodies.

Article 4. Functions, Powers, Duties and Scope

- 4.1. **Generally.** The Planning Commission shall serve as the official planning body and agency for the City of Knoxville, and for all of the unincorporated areas of Knox County, and shall have such powers, duties and responsibilities as are provided by general law.
- 4.2. **Legislative Action following Planning Commission Action.** The City of Knoxville and Knox County further agree that, unless otherwise required by law, all matters coming within the purview of the Planning Commission, when the same shall be brought before the City Council or the County Commission to be officially acted upon, if they pertain solely to an area or areas or location lying inside the corporate boundaries or city limits of the City of Knoxville, shall be acted upon solely and only by the City Council, and likewise, if same shall pertain only to the area or areas or location lying outside the corporate boundaries or city limits of the City of Knoxville, shall be acted upon solely and only by the County Commission.

Article 5. Officers of the Planning Commission

The Commissioners of the Planning Commission shall elect officers for the Commission. One Commissioner shall be elected to serve as Chairperson of the Commission, and such term as

Chairperson shall be one (1) year with eligibility for re-election, and one Commissioner shall be elected to serve as Vice-Chairperson of the Commission. The Planning Commission may elect other such officers as it may deem necessary for its work. Officers may not hold more than one office at the same time.

Article 6.

Bylaws

The Planning Commission shall adopt Bylaws, not inconsistent with general law and the provisions of this Agreement, to govern the dates, times, and places for meetings, meeting procedures, establishment of committees or sub-committees, budgeting and accounting for receipts and expenditures, terms for officers except for the Chair whose term shall be one (1) year with eligibility for reelection, elections for officers, procedures for filling unexpired terms of officers and for the removal of officers, and any other matters appropriately addressed therein or required by general law.

Article 7.

Open Records and Open Meetings

All records of the Planning Commission shall be open and subject to public inspection in accordance with Tennessee Code Annotated § 10-7-501, *et seq.*, the Tennessee Open Records Act, and all meetings of the Planning Commission or any committee or subcommittee shall comply with Tennessee Code Annotated § 8-44-101, *et seq.*, the Tennessee Open Meetings Act.

Article 8.

Planning Director

The Mayors of the City of Knoxville and Knox County jointly shall be responsible for appointing or terminating a Planning Director, who shall serve as the administrative director of the Planning Commission. Compensation for the Planning Director shall be as determined jointly by the City and County Mayors, but within the funds appropriated by the City and County legislative bodies. Any such Planning Director shall be qualified by membership in the American Institute of Certified Planners, or any successor organization, and in addition thereto, shall be experienced in city, regional or state planning, or educated in a related field. Subject to the duly adopted bylaws, policies, and regulations of the Planning Commission, the Planning Director shall have the power and authority to hire, to discipline, and to fix the compensation, within the funds appropriated by the city and county legislative bodies therefor, of such other employees and staff as the Planning Director may deem necessary for the work of Planning Commission.

Article 9.

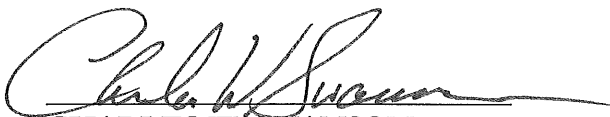
Miscellaneous Provisions

9.1. Entire Agreement. This Agreement document forms the entire agreement between the City of Knoxville and Knox County. Any prior representations, promises, agreements, oral or otherwise, between the parties, which are not embodied in this writing, will be of no force or effect. The terms of this Agreement shall supersede any and all prior resolutions, ordinances, or any other agreements between the City of Knoxville and Knox County pertaining to the terms, provisions, and subject matter herein.

- 9.2. **Approvals Required.** This Agreement shall become effective only upon approval by both the City of Knoxville and Knox County legislative bodies.
- 9.3. **Amendment or Modification.** This Agreement may be modified only by a written amendment or addendum that has been approved by the legislative bodies of the City of Knoxville and Knox County and subsequently executed by the appropriate officials of the City of Knoxville and Knox County.
- 9.4. **Captions.** The captions appearing in this Agreement are for convenience only and are not a part of this Agreement; they do not in any way limit or amplify the provisions of this Agreement.
- 9.5. **Severability.** The invalidity of any clause, sentence, paragraph, subdivision, section or portion of this Agreement shall not affect the validity of the remainder of the Agreement.
- 9.6. **Governing Law and Venue.** This Agreement shall be governed and construed in accordance with the laws of the State of Tennessee. Any action to enforce or nullify any provision of this Agreement shall be instituted only in a court of appropriate jurisdiction in Knox County, Tennessee.

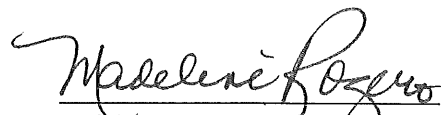
IN WITNESS WHEREOF, the City of Knoxville and Knox County have caused this Agreement to be executed as of the day and year first above written.

APPROVED AS TO FORM:



CHARLES W. SWANSON
CITY OF KNOXVILLE
LAW DIRECTOR

CITY OF KNOXVILLE



MADÉLINE ROGERO
CITY OF KNOXVILLE MAYOR

DATE: 10/3/14

APPROVED AS TO FORM:



RICHARD B. ARMSTRONG, JR.
KNOX COUNTY
LAW DIRECTOR

Contract No. 14-429

KNOX COUNTY



TIM BURCHETT
KNOX COUNTY MAYOR

DATE: 9/24/14