

MEMORANDUM

TO: Knoxville-Knox County Planning Commission
FROM: Gerald Green, Executive Director
DATE: November 14, 2019
SUBJECT: Amendments to Restated Bylaws of the Knoxville-Knox County Planning Commission

Planning staff recently reviewed the Planning Commission's *Bylaws* and identified necessary updates and clarifications, as well as recommended process changes. If approved, the amended version should take effect on January 1, 2020 and supersede previous versions.

Amendments for your consideration include the following:

Article I – Name: Changed name to reflect state-approved *Knoxville-Knox County Planning Commission*.

Article III – Meetings, Section 2. Annual Meetings: Changed annual meeting to November each year, from October, to accommodate timely delivery of completed Annual Report with necessary Financial Statement. Added business item to annual meeting – election of Planning Commission officers (previously held at regular December meeting of Commission).

Article III – Meetings, (former) Sections 3-5. Special Meetings, Notice of Special Meetings, Waiver of Notice: Combined three sections into one, *Section 3. Special Meetings*. Changed requirement to call special meeting – may be called by Chair or by majority of members (formerly *any two members*). Subsequent sections of *Article III* renumbered, while content remains unchanged.

Article IV – Officers, Section 1. Officers: Clarified language regarding Secretary. Office is held by Executive Director of Planning, not elected by Commission (articulated in *Section 6. Secretary*). Revised time of election of officers, to occur at annual meeting in November (previously held at regular December meeting of Commission).

Article IV – Officers, Section 2. Vacancies: Clarified language regarding term of elected successor.

Article IV – Officers, Section 8. Nomination of Officers: Changed appointment of Nominating Committee from October to September, and changed presentation of slate of nominees from November to October. Both changes made to accommodate election of officers in November.

Article IV – Officers, Section 9. Election of Officers: Changed election to annual meeting of Commission in November (previously held at regular December meeting of Commission).

Article V – Executive Committee: Removed duty to serve as hearing officers for employee grievances under Americans With Disabilities Act. That duty covered under (former) item 2/(relabelled) item B, *to review and to resolve Planning employee grievances.*

Article VI – Executive Director, Section 1. Executive Director: Added specificity to qualifications for appointment to position.

Additional corrections to minor formatting and item numbering inconsistencies.





**RESTATED
BYLAWS OF
THE KNOXVILLE-KNOX COUNTY
PLANNING COMMISSION**

AS AMENDED THROUGH NOVEMBER 14, 2019

CONTENTS

ARTICLE I – NAME	1
ARTICLE II – FISCAL YEAR	1
ARTICLE III – MEETINGS	1
Section 1. Regular Meetings	1
Section 2. Annual Meetings.....	1
Section 3. Special Meetings	1
Section 4. Open Meetings Law	2
Section 5. Proxies.....	2
Section 6. Quorum.....	2
Section 7. Adjournment	2
Section 8. Voting	2
Section 9. Minutes	2
ARTICLE IV – OFFICERS	3
Section 1. Officers	3
Section 2. Vacancies	3
Section 3. Removal	3
Section 4. Chair	3
Section 5. Vice-Chair	3
Section 6. Secretary	3
Section 7. Delegation of Duties	4
Section 8. Nomination of Officers.....	4
Section 9. Election of Officers	4
ARTICLE V – EXECUTIVE COMMITTEE	4
ARTICLE VI – EXECUTIVE DIRECTOR	5
Section 1. Executive Director	5
Section 2. Relationship with City and County Government.....	5
ARTICLE VII – CONFLICT OF INTEREST.....	5
ARTICLE VIII – ADMINISTRATIVE RULES AND PROCEDURES.....	6
ARTICLE IX – RULES OF ORDER.....	6
ARTICLE X – AMENDMENTS	6

ARTICLE I – NAME

The name of this regional planning commission is The Knoxville-Knox County 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 Room 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 November 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 Knoxville-Knox County Planning (“Planning”) 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 Planning shall present a report on staff activities during the immediately prior fiscal year and a statement of the fiscal status of the agency.
- B. Each committee of the Planning Commission shall present a status report on the work of such committee.
- C. The Planning Commission shall elect officers.
- D. 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 a majority vote of the entire membership of the Planning Commission (not less than eight (8) votes). 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 Planning to each member of the Planning Commission not less than five (5) business days prior to the meeting date.

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 4. 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 5. Proxies

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

Section 6. Quorum

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

Section 7. 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 adjourned meeting.

Section 8. 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 *Bylaws*, 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 9. 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

Officers of the Planning Commission shall consist of a Chair and a Vice-Chair, chosen by the Planning Commission at the annual meeting of the Commission, and a Secretary, who is the Executive Director of Planning.

Section 2. Vacancies

When a vacancy occurs in the office of Chair or Vice-Chair, the Planning Commission shall elect a successor. The successor shall serve the remainder of the term for that office.

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 September 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 October. 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 annual meeting of the Planning Commission in November. 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 (3) 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:

- A. To review and to recommend the annual budget and work program, and any amendments thereto, to the Planning Commission for adoption.
- B. To review and to resolve Planning employee grievances in accordance with the provisions of the adopted *Employee Handbook*.
- C. Upon request, to provide consultation and to advise on such matters as the Executive Director shall bring before the Committee.

A record, or minutes, of all Executive Committee meetings shall be kept by a 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 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 advanced education, extensive experience in the field of planning, and membership in the American Institute of Certified Planners. Compensation for the Executive Director will be determined by the City and County Mayors, 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 Knoxville-Knox County Planning.
- B. Development of the budget and work program, in cooperation with the Executive Committee.
- C. Execution of the work program.
- D. Employment, supervision, training, discipline, and termination of all staff members and employees of Planning.

The Executive Director shall provide monthly reports on staff activities and/or the fiscal status of Planning.

Section 2. Relationship with City and County Government

The Executive Director and Planning staff shall at all times be available to the departments of both City of Knoxville and Knox County Governments, for information and advice on day-to-day developments and planning issues, when requested by the Mayor(s) of the City and/or County. However, any request for a study, research program, or planning project made by the City or 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 their 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 their immediate 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 their immediate 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 their immediate 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 their own mind that there are compelling reasons that will prohibit them from acting in the best interest of the community, or that their 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. The *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 *Bylaws* arises, *Robert's Rules of Order* may be applied.

ARTICLE X – AMENDMENTS

The *Bylaws* may be 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). 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.