



# The Bylaws of the Greater Nashville Regional Council

**Amended September 27, 2017**

**Greater Nashville Regional Council**  
501 Union Street, Sixth Floor  
Nashville, Tennessee 37219  
Phone: (615) 862-7204 Fax: (615) 862-7209  
**GNRC.org**

## GNRC RESOLUTION 2018-03

### A RESOLUTION AMENDING THE BYLAWS OF THE GREATER NASHVILLE REGIONAL COUNCIL

**WHEREAS**, the Greater Nashville Regional Council (GNRC) was established in 1965 by the Tennessee General Assembly as public body politic to serve as the development district for northern Middle Tennessee, and further empowered as a regional council of governments in 1988 to enhance regional planning and coordination in preparation for anticipated growth and development of the region; and

**WHEREAS**, the Nashville Area Metropolitan Planning Organization (MPO) is responsible for carrying out a federally-required comprehensive, cooperative, and continuing transportation planning process throughout its designated Metropolitan Planning Area; and

**WHEREAS**, on May 17, 2017, the MPO and GNRC adopted a Joint Resolution to document a mutual intent to designate the GNRC as the MPO's fiscal agent and program administrator, and to take the necessary steps to revise documents, including bylaws, in support of the integration of the MPO program into GNRC; and

**WHEREAS**, on September 20, 2017, the MPO and GNRC entered into a formal Transportation Policy and Planning Agreement which describes the role of each organization in fulfilling federal transportation planning requirements and further acknowledges the MPO's Transportation Policy Board as being the sole authority for adopting federally-required transportation plans and programs on behalf of the Nashville Area MPO; and

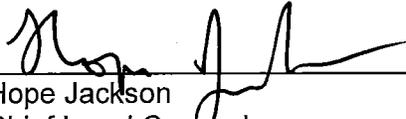
**WHEREAS**, amendments to the GNRC Bylaws are necessary to empower designated policy boards which exist as part of the GNRC structure to act independently from the Council in fulfilling their federal or state requirements, and to make additional revisions to clarify current practices.

**NOW, THEREFORE, BE IT RESOLVED**, by the Greater Nashville Regional Council that the Bylaws are amended as follows:

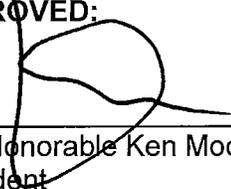
- *Article I. Authority, Purpose, and Office* is revised to include language calling out the role of GNRC in performing regional transportation planning duties, and to indicate that the principal office of the Council be published on meeting agenda of the Council and Executive Committee and on the GNRC website,
- *Article IV. Executive Committee* is renamed to "Boards and Committees" and is revised to provide a description of the membership, role, and responsibility of each type of board or committee which acts as part of the GNRC organizational structure,
- *Article VI. Committees* is deleted as written and incorporated into the revised Article IV. *Boards and Committees*,
- *Article VII. Fiscal Year* and *Article VIII. Financing* have been combined into a new Article VI. *Budget and Financing* and revised to clarify current practices, and
- *Article IX. Amendments* and *Article X. Effective Date* have been combined into a new *Article VII. Revisions and Effective Date*.

**RESOLVED**, this 27<sup>th</sup> day of September, 2017, the public health, safety, order, prosperity and general welfare of the citizens of this Region requiring it.

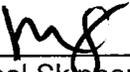
**APPROVED AS TO FORM AND LEGALITY:**

  
\_\_\_\_\_  
Hope Jackson  
Chief Legal Counsel

**APPROVED:**

  
\_\_\_\_\_  
The Honorable Ken Moore  
President

**ATTEST:**

  
\_\_\_\_\_  
Michael Skipper  
Executive Director and Secretary

# Table of Contents

---

<b>Article I. Authority, Purpose, and Office .....</b>	<b>1</b>
Section 1. Authority .....	1
Section 2. Purpose .....	1
Section 3. Principal Office .....	1
<b>Article II. Governing Body .....</b>	<b>1</b>
Section 1. Membership .....	1
Section 2. Terms of Office .....	2
Section 3. Vacancies.....	2
Section 4. Quorum .....	2
Section 5. Council Action .....	2
Section 6. Meetings.....	3
Section 7. Rules of Procedure .....	3
Section 8. Annual Meeting.....	3
<b>Article III. Officers .....</b>	<b>3</b>
Section 1. Number, Designation, Appointment, and Term .....	3
Section 2. Vacancies.....	4
Section 3. Duties of the President .....	4
Section 4. Vice President .....	4
Section 5. Treasurer .....	4
<b>Article IV. Boards and Committees.....</b>	<b>5</b>
Section 1. Types of Boards and Committees .....	5
Section 2. Operating Committees.....	5
Section 3. Policy Boards .....	6
Section 4. Advisory Committees .....	6
Section 5. Ad Hoc Committees .....	7
<b>Article V. Executive Director and Staff.....</b>	<b>7</b>
Section 1. Executive Director .....	7
Section 2. Chief Fiscal Officer.....	8
Section 3. Other Employees.....	8
<b>Article VI. Financing .....</b>	<b>8</b>
Section 1. Fiscal Year.....	8
Section 2. Membership Dues.....	8
<b>Article VII. Revisions and Effective Date.....</b>	<b>9</b>
Section 1. Amendments.....	9
Section 2. Effective Date .....	9

# Article I. Authority, Purpose, and Office

---

## Section 1. Authority

The Greater Nashville Regional Council (the Council), is a public body corporate and politic created pursuant to Title 64, Chapter 7, Part 1, Tennessee Code Annotated, as amended (the Act), on behalf of the counties of Cheatham, Davidson, Dickson, Houston, Humphreys, Montgomery, Robertson, Rutherford, Stewart, Sumner, Trousdale, Williamson, and Wilson, Tennessee, and all incorporated municipalities and metropolitan governments located within these counties. The powers and duties of the Council are established by the Act. Nothing in these Bylaws is to be construed as operating contrary to the provisions of the Act.

## Section 2. Purpose

- (a) The Council is created and established pursuant to the Act for the purpose of regional planning, economic development, promotion of interlocal cooperation and agreements for the counties, municipalities and metropolitan governments existing in the geographic area consisting of the thirteen counties listed in Section 1 (the Region), or in other areas by way of agreement when allowed by law.
- (b) The Council's purpose includes fulfilling roles assigned to it by way of state or federal designations that may include serving as the region's Area Agency on Aging and Disability, Metropolitan Planning Organization, Rural Planning Organization, Economic Development District, or other designations.
- (c) The Council's role in carrying out these purposes shall include the coordination of its activities and programs with those of other federal, state, and local agencies dealing with community and regional planning, economic development, and assistance to the elderly and disabled persons, all to be done pursuant to the powers and duties vested in the Council under the Act.

## Section 3. Principal Office

- (a) The location of the principal office of the Council shall be identified on the agenda of each meeting of the Council or its Executive Committee and on the agency website.
- (b) The Council may establish and maintain substitute or other offices, either within or without the State of Tennessee, as required or convenient from time to time.

# Article II. Governing Body

---

## Section 1. Membership

The membership of the Council shall be as set out in T.C.A. § 64-7-103(a) which requires that the Council be governed by the following:

- (a) County mayor of each county within the region;
- (b) The mayor of each municipality within the region;
- (c) The chief executive officer of any metropolitan government within the region;
- (d) One (1) representative from a local agency in each county dealing with problems of industrial development or promotion appointed by the county mayor;

- (e) One (1) state senator selected from and by those senators whose districts are wholly or in part within the region;
- (f) One (1) state representative selected from and by those representatives whose districts are wholly or in part within the region; and
- (g) One (1) minority member selected by the county mayor, county executive or metropolitan mayor from each of the regional council's member counties.

## **Section 2. Terms of Office**

The terms of office shall be as set out in T.C.A. § 64-7-103(b) which establishes the following:

- (a) The state senator and representative shall serve on the council for two (2) years or until they leave the general assembly, whichever occurs first;
- (b) All members of the regional council who are elected officials shall serve for four (4) years or until they cease to occupy the elected position entitling them to membership, whichever occurs first;
- (c) All members of the regional council who are appointed by an elected official shall serve for four (4) years or until the expiration of the term of the official by whom such representative was appointed, whichever occurs first;
- (d) Members may be reappointed; and
- (e) A member ceases to belong to the regional council as soon as that member is no longer a member of the general assembly, the county mayor, the mayor, the chief executive officer of any metropolitan government or is an appointee of a person who no longer holds an elected position.

## **Section 3. Vacancies**

In the event of a vacancy, the position shall be filled in the same manner as set forth in T.C.A. § 64-7-103(a).

## **Section 4. Quorum**

Eight (8) members of the Council constitute a quorum for the transaction of business at any meeting of the Council. When a quorum is once present to organize a meeting, it shall not be considered broken by the subsequent withdrawal of any of those present. It shall be assumed that a quorum exists at any meeting unless the question is raised at that time. Should the question of a quorum be raised and it is determined not to exist, no further business may be conducted until a quorum is secured; however, all business previously conducted shall be binding inasmuch as the issue of a quorum arose subsequent to action. Despite the absence of a quorum, members attending a meeting, but not constituting a quorum, may from time-to-time adjourn the meeting until a quorum is obtained.

## **Section 5. Council Action**

Unless a greater number or percentage is required by these Bylaws, or otherwise, the vote of a simple majority of the Council present at any meeting -- annual or special -- at which a quorum is present, shall be the action of the Council. Voting shall be by voice and shall not be recorded by yeas and nays unless requested by a member. No votes may be cast by proxy. No appointed person may vote once the term of office of the appointing person expires. If such an ineligible person participates in a vote, that vote must be rescinded and the issue reconsidered, regardless of how the ineligible person voted.

## Section 6. Meetings

- (a) The Council shall meet annually in the fourth quarter of the Federal fiscal year at a time and place designated by the Executive Committee. The time, place, and date of this meeting shall be published in a newspaper of general circulation in the Region at least seven (7) days prior to the meeting, and by other method or methods calculated to give adequate public notice under the Tennessee Open Meetings Act (T.C.A. § 8-44-101, et seq.).
- (b) Special meetings of the Council shall be called by the President upon the written request of eight (8) members, or may be called by the President when he deems it expedient to the operation of the Council and in the Council's best interest. Except as otherwise directed by statute, notice of special meetings shall be mailed directly to each member, addressed to the address of record of the member maintained by the Executive Director, at least five (5) calendar days prior to the date of the meeting, or shall be sent to him or her by telegram, radio, cable, or e-mail, or delivered to him or her personally or given to him or her orally, not later than the day preceding the day on which the meeting is to be held. A notice, or waiver of notice, shall specify the purpose of the meeting. No business other than that stated in the notification of the call may be conducted. The Executive Director shall cause adequate public notice of any special meeting to be made in accordance with the Tennessee Open Meetings Act (T.C.A. § 8-44-101, et seq.)
- (c) A member may waive any notice required by these Bylaws, before or after the date and time stated in the notice. Except as provided below, the waiver must be in writing, signed by the member entitled to the notice, and filed with the minutes. Additionally, attendance or participation of a member at a meeting constitutes waiver of notice of the meeting, unless, at the beginning of the meeting (or promptly upon his/her arrival), the member objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

## Section 7. Rules of Procedure

Meetings of the Council shall be held in accordance with the procedures in the then-current edition of *Robert's Rules of Order, Revised* provided that no action of the Council shall be impaired or invalidated for failure to follow these procedures.

## Section 8. Annual Meeting

At the annual meetings, the Council shall adopt Bylaws and may adopt any amendments to Bylaws after the first Bylaws are adopted, affirm or modify an annual budget approved by the Executive Committee, affirm or modify an annual work program approved by the Executive Committee, elect officers, and appoint an Executive Committee (Annual Meeting Actions). The Council shall not delegate Annual Meeting Actions to the Executive Committee. At an annual meeting the Council may also transact all other business that properly comes before it.

---

# Article III. Officers

---

## Section 1. Number, Designation, Appointment, and Term

The officers of the Council shall be a President, Vice-President, and Treasurer, as set out in T.C.A. § 64-7-103(c), who shall be elected annually from and by the Council membership at the annual meeting. Each officer shall serve a term of one (1) year. Officers may be re-elected. All officers shall be bonded as provided by the Act.

## **Section 2. Vacancies**

In the event of death or permanent disability of any officer, the vacancy shall be filled by the vote of the Executive Committee for the unexpired term of the officer for the office that was vacated, as set out in T.C.A. § 64-7-103(c)(4). In the event that an officer resigns or is no longer a member of the Council, then a vacancy occurs in the office which shall be filled in the same manner as in the case of the death of an officer for the unexpired term.

## **Section 3. Duties of the President**

The President shall:

- (a) Preside at all annual, adjourned, or special meetings of the Council and the Executive Committee;
- (b) Sign all contracts, reports, and instruments made by the Council unless otherwise provided by resolution;
- (c) Submit recommendations and information at each meeting he/she considers proper and necessary concerning the business affairs and policies of the Council or the Executive Committee;
- (d) Have general executive supervision of all business of the Council;
- (e) Perform other duties necessary or expedient to carry out the business of the Council or other duties as directed by the Council or Executive Committee; and
- (f) Co-sign all checks issued on the account of the Council with the Executive Director.

## **Section 4. Vice President**

The Vice President shall assist the President in the management of the affairs of the Council. The Vice President shall perform other duties that are from time to time assigned by the President or the Council. In the absence of the President, or in the event of the President's death or inability to act, the Vice President shall perform the duties of the President until the office of the President is filled, and when so acting has all the powers of and is subject to all the restrictions upon the President.

## **Section 5. Treasurer**

The duties of the Treasurer shall be as follows:

- (a) The Treasurer shall keep and publish a record of all business transacted by the Council and Executive Committee.
- (b) The Treasurer shall keep and maintain all financial records and books of account of the Council and Executive Committee.
- (c) The Treasurer shall submit a financial report to each meeting of the Council that shows the financial status of the Council at the most recent date, and in accordance with good accounting procedures.
- (d) At the Treasurer's discretion for efficiency and convenience, the Treasurer may authorize the Chief Fiscal Officer to carry out the duties assigned to him or her under a, b, and c of this section by executing a power of attorney for these duties.
- (e) The Treasurer shall deposit all funds of the Council in investments and accounts authorized by guidelines of the Finance and Personnel Committee at a bank or banks designated by the Council or Executive Committee. However, at the Treasurer's discretion for efficiency and convenience, the Treasurer may authorize the Chief Fiscal Officer to make these deposits by executing a power of attorney to make deposits.

- (f) The Treasurer shall perform other duties and make reports of the financial condition of the Council as directed by the President or by resolution of the Council or Executive Committee or as directed by the Act.

---

## Article IV. Boards and Committees

---

### Section 1. Types of Boards and Committees

The Council shall have four categories of committees – Operating Committees, Policy Boards, Advisory Committees, and Ad Hoc Committees.

### Section 2. Operating Committees

The Council shall be served by two operating committees, the Executive Committee and the Finance and Personnel Committee:

- (a) The Executive Committee is empowered to perform as the administrative body of the Council and may act in the stead of the Council as authorized by the Act and these Bylaws, except to the extent that this authority is limited by the Council or otherwise by these Bylaws. Its membership shall be as set out in T.C.A. § 64-7-104(b) which provides the following:
  - 1. The three (3) persons who serve as officers of the regional council shall also serve in that same capacity for the executive committee;
  - 2. The two (2) representatives who serve on the regional council by virtue of their election to the general assembly;
  - 3. One (1) person selected by caucus from each county;
    - i. Each county shall annually caucus in July and select a person to represent that county on the executive committee;
    - ii. The person selected must be chosen from among each county's representatives on the regional council;
  - 4. The minority members from the four (4) counties having the highest percentages of minority population as reported by the latest decennial census;
  - 5. Two (2) at-large representatives. One (1) shall be a mayor from a large city and the second the mayor from a small city and shall be appointed by the president; and
  - 6. A designated alternate may be named to serve in the absence of the selected representative.
  - 7. Members shall serve for a period of time commencing the day of the annual meeting and ending no later than one day prior to the next annual meeting.
  - 8. In the event of a vacancy, the position shall be filled in the same manner as set forth in T.C.A. § 64-7-104(b).
- (b) The Executive Committee shall meet monthly at a time and place designated by the Executive Committee. The date, time, and place of these meetings shall be published in a newspaper of general circulation in the Region at least five (5) days prior to the meeting, or by other method or methods calculated to give adequate public notice under the Tennessee Open Meetings Act (T.C.A. § 8-44-101, et seq.).

- (c) The Finance and Personnel Committee is created with the following membership to assist the Executive Committee in day-to-day financial and personnel management activities.
1. The three (3) persons who serve as voting Officers of the Council, with the President serving as Chairperson and the Vice President serving as Vice-Chairperson;
  2. The immediate past president of the Council;
  3. The Large City Representative appointed by the President;
  4. The Small City Representative appointed by the President; and
  5. The Executive Director, who shall serve as Secretary to the Committee, without privilege of voting.
- (d) The duties of the Finance and Personnel Committee are:
1. To review and modify as this committee deems appropriate, the annual work program and budget prepared initially by the Executive Director for the ensuing fiscal year, including any amendments to them during the current fiscal year, and make recommendations regarding the annual work program and annual budget to the Executive Committee.
  2. To recommend suitable persons to serve as Executive Director subject to hiring by the Executive Committee.
  3. To formulate and implement a job classification, job descriptions and employee compensation plan for staff, including setting the salary of the Executive Director.
  4. To formulate and implement an operating manual for personnel policies, travel regulations, employee affirmative action plans, procurement requirements, financial, accounting, and management procedures, and other operating guidelines as required or expedient, all in compliance with State and Federal regulations and guidelines.
  5. To periodically review the revenue needs of the Council and to make recommendations to the Executive Committee on them.
  6. To perform other duties determined by the Executive Committee.

### **Section 3. Policy Boards**

- (a) Policy boards are empowered to act independently of the Council in the development of policies, plans, and programs, as provided for in separate Bylaws adopted by the policy board and as permitted by state or federal law or regulation. The membership, officers, and duties of each policy board shall be defined by the Bylaws of that board or committee.
- (b) When appropriate and permitted by law, policy boards shall include representation from the Executive Committee in order to ensure coordination with the Council.

### **Section 4. Advisory Committees**

- (a) Advisory committees serve to guide the policymaking and actions of the Council, its operating committees, or policy boards.
- (b) Unless otherwise provided for by state or federal law, the process for creating an advisory committee, appointing its membership, and assigning its duties shall be determined by the President of the Council or the chair of the operating committee or policy board that it will serve.

- (c) When appropriate and permitted by law, advisory committees shall include representation from the Executive Committee in order to ensure coordination with the Council.

## **Section 5. Ad Hoc Committees**

- (a) The President, subject to confirmation by the Executive Committee, may appoint ad hoc or special committees composed of members in good standing and additional persons of expertise, as needed to advance the interests of the Council and to carry on its work. To provide liaison and communication, at least one member of the Executive Committee shall serve on each ad hoc or special committee.
- (b) Committees shall submit their findings and recommendations verbally or in writing to the Executive Committee, who may take official action on them, or may refer matters that, in their opinion, are of general interest and importance to a meeting of the Council. No finding or recommendation of any committee shall be reported or published until approved by the Executive Committee or the Council, and no ad hoc or special committee shall represent the advocacy of, or opposition to, any project without the specific authorization of the Executive Committee or the Council.
- (c) Committees shall submit to the Executive Committee prior to their last regular meeting before the annual meeting a full report of their acts and findings from the time of appointment. At the conclusion of its annual report each committee shall, with reference to its work, offer suggestions to the incoming committees. It may also propose action resolutions covering its work.
- (d) Should any ad hoc or standing committee complete its intended purpose or fail to discharge the duties assigned to it with reasonable promptitude, it may be dismissed by the Executive Committee or President, unless such board or committee is required by state or federal law.

---

# **Article V. Executive Director and Staff**

## **Section 1. Executive Director**

The Executive Committee shall employ a suitable person, with the sole view of fitness for the position, as Executive Director of the Council. The Executive Director shall:

- (a) Establish liaison and work closely and cooperatively with the State of Tennessee and its organs, Federal agencies, and other public, semi-public, and private organizations having similar purposes as the Council;
- (b) Develop methods and procedures for accomplishing the objectives and purposes of the Council that are consistent with the powers and limitations of the Council;
- (c) Carry out the work program adopted by the Council within the authority enumerated in these Bylaws;
- (d) Be, along with the President, an ex-officio member of all committees;
- (e) Make reports and suggestions, other than those required, to the Executive Committee or the Council or President as he deems necessary and proper;
- (f) Co-sign all checks issued on the account of the Council Executive Committee with the President;
- (g) Manage, day-to-day, the short-term investments of Council funds to optimize financial return, closely coordinating those investment decisions with the Treasurer and the Chief Fiscal Officer, within guidelines adopted by the Finance and Personnel Committees;

- (h) Serve as the Secretary of the Council and as such shall be considered an officer of the Council without privilege of voting.
- (i) Keep minutes of all meetings of the Council, the Executive Committee, and all standing or technical committees;
- (j) See that all notices are duly given in accordance with these Bylaws or as required by law;
- (k) Keep a register of the names and post office addresses of each officer and member;
- (l) Perform all duties normally associated with the office.

## **Section 2. Chief Fiscal Officer**

The Executive Director shall employ and fix the rate of compensation for a Finance Director to serve as the Chief Fiscal Officer to assist the Treasurer in the performance of his or her duties and to perform other duties assigned by the Executive Committee, Executive Director, or the President.

## **Section 3. Other Employees**

The Executive Director shall name, select, control, discipline, and terminate other staff members as necessary; prescribe their duties, authority, and responsibilities; and fix their compensation. All paid members of the staff are responsible to the Council and to the Executive Committee for the administration of the organization.

---

# **Article VI. Financing**

---

## **Section 1. Fiscal Year**

The Council shall begin its fiscal year on the first day of July and terminate on the thirtieth day of June of each year.

## **Section 2. Membership Dues**

The Region's counties, municipalities and metropolitan governments shall be assessed annual membership dues to support the work of the Council on a per capita basis according to the provisions of T.C.A. § 13-14-111 or its successor statute, as further enumerated by these bylaws.

- (a) Not later than July 1 of each year, the work program and budget for the ensuing year shall be prepared by the Executive Director, submitted to and reviewed by the Finance and Personnel Committee and submitted to the Executive Committee which shall review and may modify the proposed annual work program and budget. The Executive Committee shall approve the annual work program and annual budget and submit it to the Council at its annual meeting for affirmation in accordance with Article II, Section 8 of these Bylaws. A copy of the approved annual work program and budget shall be transmitted together with an assessment of the prorated dues assessed to each county, municipality and metropolitan government in the Region. These dues shall be due and payable as of October 1 of each year.
- (b) Each county, municipality or metropolitan government in the Region which has paid its dues shall be deemed in good standing in terms of voting and receiving services and shall be deemed as actively participating in the affairs of the Council. Counties, municipalities and metropolitan governments that fail to meet their assessments may lose their vote and their right to receive services provided by the

Council and to participate in Council affairs. The Executive Committee may suspend from active membership any county, municipality or metropolitan government in the Region whose dues are more than ninety (90) days delinquent. Written notice shall be given to any affected government prior to any vote of suspension of active membership by the Executive Committee. Upon payment of delinquent dues, the Executive Committee shall vote to restore the delinquent government to active membership at its next regular meeting.

## **Article VII. Revisions and Effective Date**

---

### **Section 1. Amendments**

These Bylaws may be amended or repealed, or new Bylaws adopted by a majority vote of the membership of the Council, in good standing, present at any regular or special meeting of the Council, provided that the amendment(s) be stated in writing in the call for the meeting at which the amendment or amendments are to be considered. The public shall be given adequate notice of any meeting of the Council to amend the bylaws in accordance with the Tennessee Open Meetings Act (T.C.A. §8-44-101, et seq.). Notice of the meeting shall be mailed to all members at least five (5) days prior to the meeting. Should a portion of these Bylaws be declared null or void that portion may be severed from the whole without jeopardy to the whole.

### **Section 2. Effective Date**

These Bylaws shall take effect and be in full force immediately upon their adoption or amendment.

A regional planning and economic development agency  
serving 13 counties and 52 cities.

