

RED BANK NON-PROFIT CITIZEN'S ADVISORY BOARD BYLAWS

ARTICLE I. NAME AND AUTHORITY

A. Name. This Advisory Board shall be known as the Red Bank Non-Profit Citizens' Advisory Board, referred to hereinafter in these bylaws as the "**Non-Profit Advisory Board**".

B. Authority for Creation. The Non-Profit Advisory Board was created by Red Bank City Commission pursuant to the authority of Red Bank City Code Title 2, Chapter 2, Section 2-201 and by passage of Resolution No. 22-1542 on December 20, 2022.

ARTICLE II. PURPOSE, MISSION, AND RESPONSIBILITIES

A. Purpose. The purpose of the Non-Profit Advisory Board shall be as follows:

1. To promote and advocate for non-profit organizations serving citizens of Red Bank.
2. To provide information and recommendations to the Red Bank City Commission with respect to non-profit organizations serving citizens of Red Bank.
3. To prepare formal recommendations of selected non-profit organizations to the Red Bank City Commission for award of allocated funding as established by Ordinance 22-1477.
4. To support City Commission's collaborative efforts with non-profit organizations.

B. Mission. The Non-Profit Advisory Board supports the mission:

"To empower and support non-profit organizations dedicated to improving our Red Bank community by fostering collaboration, promoting transparency, and strategically awarding allocated funds from the City of Red Bank in support of non-profit initiatives that align with values of compassion, equity and innovation."

C. Responsibilities. The Non-Profit Advisory Board shall:

1. Adhere to applicable procedures and formalities established by the City of Red Bank and in compliance with Ordinance 22-1477 regarding allocated ARPA funds.
2. Adopt an application process for which non-profit organizations may request allocated funding and shall include formalized criteria for the selection of funding recipients.
3. Consult with the appropriate city staff regarding procedures, processes and to ensure the Board's compliance with public notification and transparency.

4. Consult with the appropriate city staff to ensure awards of funding are executed efficiently.
5. To carry out and facilitate the Non-Profit Advisory Board's general purposes, it shall have authority to:
 - a. Elect a chairman and such other officers as it may deem necessary to carry out the functions and duties of the Board.
 - b. Maintain its own policies and bylaws.
 - c. Review and recommend applications for award of allocated non-profit funds.
 - d. Recognize non-profit organizations who exemplify excellence in service toward the overall betterment of our community.

ARTICLE III. MEMBERSHIP

A. Members. The Non-Profit Advisory Board shall be composed of no more than ten (10) members. All members shall be confirmed by the Red Bank City Commission through resolution and shall serve without compensation.

B. Term Length. The Non-Profit Advisory Board, consisting of ten (10) members, shall initially have up to six (6) members with three-year terms and the remaining four (4) members are appointed for two (2) year terms. Members are not subject to term limits, with affirmations of continued board membership shall be confirmed by the Red Bank City Commission.

C. Composition of the Non-Profit Advisory Board. The Non-Profit Advisory Board shall be comprised of Individuals, preferably Red Bank residents but not exclusively, with either a specific professional expertise or significant advocacy or leadership experience in non-profit endeavors.

E. Attendance. Any member of the Non-Profit Advisory Board who is absent from three (3) regular meetings in a twelve (12)-month period without advance notice shall be subject to removal from the Board. Absences related to sickness, death, or other like emergencies shall not affect a member's status on the Board; except in the case of a prolonged absence in which case the Board member shall be replaced.

F. Resignation. A member who wishes to resign from the Non-Profit Advisory Board shall give a written notice to the Board Chairperson and City Staff at least thirty (30) days prior to resignation.

G. Vacancies. If a vacancy occurs on the Non-Profit Advisory Board, applications for a new Board member shall be advertised and accepted by the City Record, reviewed by the Non-Profit Advisory Board who will forward their recommendation of appointment to the City Commission through the City Recorder. Appointments to fill a vacancy of an unexpired term shall be for the remainder of the unexpired term.

H. Code of Ethics, Ethics Pledge, and Conflict of Interest. Every Non-Profit Advisory Board member shall comply with all City laws, rules and requirements governing ethics and conflicts of interest.

1. **Code of Ethics.** All Board members shall comply with the City of Red Bank's Code of Ethics as maintained by the City Recorder.
2. **Conflicts of Interest.** Any time that a Board member has a current, potential, or apparent conflict of interest, that member shall disclose the conflict of interest to the Non-Profit Advisory Board at its next meeting. Any member of the Board who shall have a direct or indirect interest in any decision of the Non-Profit Advisory Board shall recuse herself or himself from participating in the discussion, decision, or proceedings of the Non-Profit Advisory Board in connection therewith.
 - a. No Board member shall receive compensation for providing services.
 - b. No Board member or member of their immediate family shall benefit financially or materially from the affiliation with said Board.
 - c. Members of the Board must declare any potential conflict of interest, including personal or business relationships, and withdraw from participating or voting on any competition or project with which they are involved that come before the Non-Profit Advisory Board or selection panels.
 - d. Members of any project management, project architect, or consulting firms and employees of the City of Red Bank are ineligible to receive non-profit funds by the Non-Profit Advisory Board.

ARTICLE IV. MEETINGS

A. Regular Meetings. The Non-Profit Advisory Board shall hold regular meetings once a month during the calendar year. When a holiday or other scheduling conflict prohibits the regular meeting from occurring as scheduled, the Board Chairperson shall reschedule the meeting as close to the original scheduled date as possible and inform the Board members of the change.

B. Notice. Notice of each regular or special meeting shall be sent to the Board members at least seven (7) days prior to the date of the meeting. The notice shall specify the date, time, and location of the meeting and, in the case of a special or emergency meeting, the purpose of said meeting. The notice shall be delivered by mail, by email or by direction of the Chairperson to the Board member's place of residence, usual place of business, or other address as designated by the Board member. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Board member at his/her address, with postage thereon paid.

D. Public Notice. In addition to any notice otherwise required by these Bylaws, adequate public notice of every Regular Meeting shall be given pursuant to Tennessee Code Annotated § 8-44-103(a). Such notice shall state the date, time, and place of the meeting using flyers, newspapers, social media and/or websites. Adequate notice of a Special Meeting shall be given to the public pursuant to Tennessee Code Annotated § 8-44-103(b). In addition to notice of the meeting itself, the minutes of each meeting and/or any votes taken shall be recorded and open to the public pursuant to Tennessee Code Annotated § 8-44-104.

E. Public Meetings. All Non-Profit Advisory Board meetings shall be open to the public pursuant to Tennessee Code Annotated § 8-44-102. In addition, any communication, including, but not

limited to, emails and text messages, made by members concerning City business shall also be open to the public pursuant to Tennessee Open Records Act, Tennessee Code Annotated § 8-44-109.

F. Manner of Voting; Action. Only members of the Non-Profit Advisory Board shall be entitled to vote at the regular and special meetings of the Non-Profit Advisory Board. At all meetings, each member shall be entitled to one (1) vote. The Chairperson has the same voting privileges as any other member. Actions of the Board shall be effective when a quorum is present and a majority of the members of the Board vote in the affirmative of the question before the Board. Non-Profit Advisory Board members must be physically present to cast their vote.

G. Quorum. At any meeting of the Non-Profit Advisory Board, at least six (6) members shall constitute a quorum to conduct business.

H. Conduct of Meetings. Meetings of the Non-Profit Advisory Board shall be presided over by the Chairperson, or if the Chairperson is absent, the Vice-Chairperson. If both the Chairperson and the Vice-Chairperson are absent, and a quorum exists, the meeting shall be presided over by a chairperson chosen at the meeting. Procedure shall be governed by *Robert's Rules of Order*.

ARTICLE V. OFFICERS

A. Titles. The officers of the Non-Profit Advisory Board shall consist of a chairperson and vice-chairperson and any other office the Non-Profit Advisory Board votes to create. A member may not hold more than one office at a time.

B. Elections. Officers shall be elected annually by a majority vote of the entire membership of the Non-Profit Advisory Board at the first regular meeting in February of each year. In the event a current officer becomes ineligible to serve as an officer, the Non-Profit Advisory Board may hold an emergency election as needed.

C. Term of Office. The term of office shall coincide with the Non-Profit Advisory Board member's term length, beginning the first day of March following his or her election and ending on the last day in February before the end of their term. An officer may continue to serve until a successor is elected. An officer is eligible for re-election.

D. Vacancies. Any officer vacancy shall be filled for the unexpired portion of the term by special election of the Non-Profit Advisory Board.

E. Duties.

1. **Chairperson.** The chairperson shall, in general, supervise and coordinate all the business and affairs of the Non-Profit Advisory Board. The Chairperson shall preside over all Non-Profit Advisory Board meetings and maintain order, and prior to each meeting, the Chairperson will work with City staff to prepare the meeting agenda. The Chairperson coordinates activities as needed, works with city staff as necessary, represents the Non-Profit Advisory Board at ceremonial functions, acts as the official representative of the Non-Profit Advisory Board, and performs other duties as appropriate. The Chairperson

may participate in all discussions and vote on all matters before the Non-Profit Advisory Board.

2. **Vice-Chairperson**. In the absence of the Chairperson, the Vice-Chairperson shall perform all the duties of the chairperson as listed above. In the event of resignation, removal, or other permanent unavailability of the Chairperson, the Vice-Chairperson shall assume the office until a permanent Chairperson is elected. The Vice-Chairperson shall also provide meeting minutes during each meeting and prepare draft minutes for review and approval at the next scheduled meeting.

F. Resignation/Removal from Office.

1. **Resignation**. Any officer may resign from their position at any time by submitting a written resignation to the Chairperson. Resignations will be reported at the next regularly scheduled meeting of the Non-Profit Advisory Board.
2. **Removal**. Any officer elected by the Non-Profit Advisory Board may be removed by a majority vote of the Non-Profit Advisory Board whenever, in its judgment, the best interests of the Non-Profit Advisory Board would be served thereby.

ARTICLE VI. AMENDMENTS

A. Amendments. These Bylaws may be amended by sending a copy of the proposed amendment to each Non-Profit Advisory Board member at least two (2) weeks before the meeting. The Non-Profit Advisory Board may debate an amendment before adoption. All amendments must be approved by a majority vote of the Non-Profit Advisory Board.

Adopted: May 22, 2024

Hillary Evans, Chairperson
Red Bank Public Art Advisory Board