

Tennessee Historical Commission
Bylaws Committee
Minutes
December 19, 2023

Call to Order. The THS Bylaws Committee meeting on December 19, 2023, was called to order by Committee Chairman Jeremy Harrell at 9:01 am CT. The committee met via Zoom. Roll was called and these committee members were present: Jeremy Harrell, James Haywood, William Lyons, and Ann Toplovich. Ex officio committee member Derita Coleman Williams was traveling and could not attend.

Also attending the meeting were THC staff members Miranda Christy and Partick McIntyre, as well as THC commissioners Reggie Mudd, Susan Williams, and Beth Campbell. Mitch Porcello, senior associate counsel, Tennessee Department of Environment and Conservation, attended at the request of the committee chairman. Anna Richardson, with McMahan Winstead Richardson, attended as a member of the public.

Determination of Necessity. Chairman Harrell read into the record the determination of necessity for the THC Bylaws Committee meeting. Public notice of the meeting had been given. Dr. Lyons moved for approval of the necessity of the meeting and was seconded by Judge Haywood. Roll was called on the motion and passed 4-0.

Public Comment. No one requested to speak or provided written comment in advance of the meeting. Chairman Harrell asked if the THC members present at the meeting wished to say anything. All had no comment.

Approval of the November 28, 2023, Minutes. The minutes of the committee's November 28 meeting were reviewed. Dr. Lyons moved for acceptance of the minutes as corrected and was seconded by Mr. Harrell. A roll call vote was taken and the motion passed 4-0.

Review of the THC Bylaws. Chairman Harrell led the committee through a final review of the proposed changes to the THC bylaws. The text of the proposed changes and associated revisions may be seen in the archived video of the meeting. During the discussion of Article IV, Meetings, Commissioner Campbell interjected a desire to remove the regular meeting dates of April and August. Chairman Harrell stated that the committee would take up the request separately at the end of its review.

The Bylaws Committee reviewed new language under Article VI, Section 4, regarding the performance review of the executive director. Chairman Harrell had consulted with Heather Iverson, deputy general counsel at the Tennessee Department of Environment and Conservation, to make sure the language was in accordance with the Tennessee Department of Human Resources' rules.

The Bylaws Committee discussed Article VII, Committees, and the expansion of the section on standing committees to include definitions of the committees' purposes. The definition language was drafted after feedback from staff, committee chairs, and legal counsel. Commissioner Pomeroy had submitted a recommendation that the immediate past THC chair should serve as an ex officio member of the Executive Committee. Chairman Harrell recommended that this recommendation should be taken up separately. The committee then noted that Section 6 of Article VII appeared to be redundant. This will be addressed separately.

At the conclusion of discussion, Chairman Harrell summarized that the ad hoc Bylaws Committee had been requested to prepare and propose amendments to the THC Bylaws. He asked for a motion to submit

four considerations to the THC Executive Committee, for ultimate approval by the full Tennessee Historical Commission:

- 1) Approve the changes to the bylaws as one group, which had been presented and considered by the committee, as represented in the reviewed document;
- 2) Consider amending the bylaws to add the immediate past chairman to the Executive Committee;
- 3) Consider deleting Section 6 of Article VII;
- 4) Considering removing April and August as regular meeting dates for the THC.

Dr. Lyons moved for approval of the four-part motion and was seconded by Judge Haywood. Ms. Toplovich called the roll for the vote, which passed 4-0.

Adjournment. The recommendations of the Bylaws Committee will be forwarded to the Executive Committee for its meeting on January 16, 2024. The THC Bylaws Committee having no further business, Dr. Lyons moved for adjournment and was seconded by Judge Haywood. There being no objection, the meeting adjourned at 11:59 am CT.

Submitted by
Ann Toplovich
THC Bylaws Committee Secretary
January 16, 2024