

Tennessee Historical Commission
Bylaws Committee
Minutes
October 13, 2023

Call to Order. The THC Bylaws Committee meeting on October 13, 2023, was called to order by Committee Chairman Jeremy Harrell at 9:05 a.m. CDT. The committee met via WebEx. Roll was called and all committee members were present: Jeremy Harrell, James Haywood, William Lyons, Ann Toplovich, and ex officio member Derita Coleman Williams, chairman of the THC. (See THC Bylaws Article V, Section 3.) The bylaws committee was appointed at the June 16, 2023, THC meeting as provided by the THC Bylaws Article VII, Section 4. The meeting was open to the public, with notice published on the THC website on October 6, 2023.

Also present at the meeting were THC staff members Patrick McIntyre, Miranda Christy, and Ashlee Pierce, as well as THC Commissioner Beth Campbell.

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

Public Comment. No requests for comment by individuals were received by midnight on October 11, 2023. No members of the public were present at the video meeting.

Committee Officers. Chairman Harrell addressed the need to elect a committee secretary to record and report minutes of the THC Bylaws Committee. He moved that Ms. Toplovich serve as secretary and was seconded by Dr. Lyons. Roll was called on the motion and passed 4-0.

Role and Purpose of the Committee. Chairman Harrell referred the committee members to the THC Bylaws, 2021 as amended, specifically Article VII, Section 4, whereby the THC chairman may appoint committees as needed. The THC Bylaws Committee is charged:

- 1) To review the current bylaws, last considered in toto in 2012-2013.
- 2) To ensure that the bylaws comply with Tennessee Code Annotated Title 4, Chapter 11, Part 101-113.
- 3) To determine if the bylaws provide an effective governance structure for the THC.

In the event the THC Bylaws Committee recommends amendments to the existing bylaws, the amendment process is outlined in Article VIII. Chairman Harrell noted that the Article requires the Bylaws Committee to provide its recommendations to the THC Executive Committee. The

Executive Committee shall then make recommendations to the entire Commission whether to approve or reject the proposed amendment(s). Written notice of the proposed amendment(s) must be provided to each member of the THC at least three weeks prior to the THC meeting

where they are to be considered. Amendments to the bylaws must be approved by a two-thirds vote of all THC members present. (See THC Bylaws, Article VIII.)

Review of Bylaws. Chairman Harrell observed that the committee will be reviewing the current THC Bylaws as they exist. However, as part of that review, the committee may look at other similar entities as it considers how to achieve an effective governance structure. The committee may find that additional articles and/or sections are needed. Mr. Harrell suggested that rather than starting with a line-by-line review of the current bylaws, the committee use its first meeting for an organizational discussion. He queried the committee members regarding dividing the bylaws among members for review.

Ms. Toplovich offered to provide her list of the major items to be addressed as part of the bylaws review, which could then be discussed by the other members to determine if there were consensus on points of emphasis. Chairman Harrell and the other members indicated their interest. Ms. Toplovich provided three items:

- 1) Article II, Purpose. This section addresses the statutory authorization of the THC as stated in TCA 4-11. Under Purpose, the Bylaws and TCA state that, among other matters, the THC has authority over programs of the National Historic Preservation Act of 1966 (NHPA of 1966). However, in practice, because the Governor exercises his authority to appoint the state historic preservation officer (SHPO) who administers the state programs of the NHPA of 1966, the THC has been told it has no authorization for oversight of the NHPA programs. The bylaws should be clarified regarding this matter, with respect to the State of Tennessee statutes and those of the federal government.

Similarly, Article II does not address the THC's responsibilities under the Tennessee Heritage Protection Act of 2013. Although a new Tennessee Monuments and Memorials Commission (TMMC) was established by law as of July 1, 2023, to take over waiver requests, the "Purpose" section of the bylaws may need to include the THPA, as the THC will continue its responsibilities by law for waiver requests filed prior to July 1, 2023.

In a related matter, the bylaws may need to address the THC's relationship to the new TMMC, since the THC and the TMMC share members of the THC staff.

- 2) Article VI, Staff, Section 2. The full THC is charged with supervision of the Executive Director. The current THC Bylaws state that "the Executive Director will serve at the pleasure of the Commission," but is silent on matters regarding the process for performance reviews and the process for termination, if ever warranted. (Article VI, Section 1, however, does detail the selection process.)
- 3) Article VII, Section 3, Committees. This section establishes the standing committee of the THC and their composition in regard to representation from the three Grand Divisions. However, the section is silent as to the purpose and function of each committee, the committee's responsibility for deliberation and recommendation when grant funds and expenditures of other state or federal dollars are involved, and if, or when, compliance with open meeting laws should be followed.

Discussion of the three items followed. Chairman Harrell added that the language in Article IV, Section 2, Attendance, should be reviewed.

Dr. Lyons stated that he too had noted the need to review Article II in relation to the federal program/NHPA of 1966 and Article VI, Section 2, regarding staff performance review.

Judge Haywood asked that the committee review what has been working and what has not. He has been looking at the organization of historical commissions and their bylaws from other states. He observed that Tennessee looks entirely different from other states.

After the discussion, Chairman Harrell denoted Articles II, IV, VI, and VII as being of special interest to the committee. The committee may determine additional focus on other articles as it moves forward.

Other Business. Chairman Harrell stated that the next step will be to review what the committee discussed at this meeting and to develop thoughts for discussion at the next meeting. The THC bylaws committee will target sending its recommendations to the Executive Committee by the first week of January 2024. That will allow the Executive Committee time to make its own recommendation to the full Commission, given the required three weeks' notice in advance of the THC meeting on February 16, 2024.

Adjournment. The THC Bylaws Committee will next meet the week of November 13, 2023. There being no further business, Dr. Lyons moved to adjourn and was seconded by Judge Haywood. The meeting adjourned without objection at 9:55 a.m CDT.

Submitted by
Ann Toplovich
THC Bylaws Committee Secretary
October 15, 2023