

BYLAWS
ADVISORY COMMITTEE ON OPEN GOVERNMENT

I. PURPOSE

The Advisory Committee on Open Government (the Committee) is a statutorily created committee established to provide guidance and advice to the Office of Open Records Counsel within the Tennessee Comptroller of the Treasury. Tenn. Code Ann. § 8-4-602(a). The Committee may provide comments and reports on proposed legislation regarding the open records and open meetings laws, as well as other issues regarding the open records and open meetings laws as requested by the Governor or any committee of the General Assembly. Tenn. Code Ann. § 8-4-603(a)(1) and (b)(2).

II. MEMBERSHIP

A. Composition. The Committee is composed of seventeen (17) members. Fourteen (14) members are appointed by the Comptroller in accordance with Tenn. Code Ann. § 8-4-602(b)(1). Three members are *ex officio* as established by Tenn. Code Ann. § 8-4-602(b)(2). Any vacancies in the appointed membership shall be filled in accordance with Tenn. Code Ann. § 8-4-602.

B. Member Responsibilities.

1. Members shall try to attend all meetings. If a member knows in advance of an inability to attend, the member shall notify the co-chairs as soon as possible.
2. Members are responsible for reviewing the agenda and materials for each meeting.
3. Voting members are not permitted to name a designee to attend the meeting in their place.

III. COMMITTEE MEETINGS

A. Meetings.

1. The Committee shall meet at least once during each calendar year, with the date for such meeting to be set by joint agreement of the co-chairs. The co-chairs, by joint agreement, may call additional meetings. The co-chairs must call additional meetings upon the request of a majority of the Committee members. Tenn. Code Ann. § 8-4-603(a)(2).

2. The time and location of the meetings shall be determined by the co-chairs of the Committee, or as otherwise provided by law. These bylaws shall apply to all regularly scheduled meetings, as well as any special meeting called by the co-chairs.
3. All meetings of the Committee are subject to the open meeting provisions of Tenn. Code Ann. § 8-44-101, *et seq.* The meetings and activities of the Committee are subject to the public records provisions of Tenn. Code Ann. § 10-7-501, *et seq.*

B. Quorum and Voting.

1. A quorum of the Committee shall consist of one-half or more of the voting members appointed and serving. *Ex officio* members [are/are] not voting members of the Committee. A quorum must be present to vote on any matter before the Committee. Any matters voted on by the Committee shall be by public voice vote, roll call vote, or as otherwise prescribed by law or the parliamentary procedures adopted by the Committee. No secret votes or secret ballots are allowed.
2. Each voting member has one vote. The action of a simple majority of the voting members present at a meeting shall be the action of the Committee, except as may be otherwise provided by these bylaws or applicable law.
3. If a quorum is not present, information items may be presented, but no action shall be taken.

Commented [BL1]: Major Discussion Point--should some or all of the ex officio members be non-voting members?

C. Participation by Electronic or Other Means.

1. The Committee shall meet with a quorum physically present at least once per calendar year or as otherwise required by law. Tenn. Code Ann. § 8-44-108(d).
2. A meeting may be held either in person, by electronic means, or with a combination of members physically present and others participating by electronic means. Tenn. Code Ann. § 8-44-108.
3. Committee members unable to attend a meeting in person may participate by electronic means of communication as permitted by Tenn. Code Ann. § 8-44-108. Each member participating by electronic means must be audible to the public at any physical location specified in the meeting notice. Each member participating by electronic means must be able simultaneously to hear and to speak to others during the meeting. A member participating by electronic means shall identify

any person present in the room from which the member is participating.

- D. Public Notice.** Notice of regular Committee meetings shall be delivered to Committee members and posted online at least seven calendar days prior to the meeting. The notice shall contain an agenda that identifies topics the co-chairs reasonably expect to come before the Committee, but nothing in these bylaws shall prohibit the Committee from conducting other business that may come before the Committee at a regular meeting. Notice of a special meeting called by the co-chairs shall be delivered to Committee members and posted online no later than three calendar days prior to the meeting and shall state the purpose thereof. The Committee shall not take action at a special meeting on any matter not identified in the notice.
- E. Meeting Procedures.** All Committee meetings shall be guided by the written agenda prepared and approved by the co-chairs and delivered in advance to all committee members. Committee proceedings shall be governed by the current edition of *Robert's Rules of Order* when such rules are not in conflict with other laws, rules or bylaws governing the Committee. The co-chairs shall rule on all questions pertaining to the bylaws and rules of order in the conduct of meetings. Any member may appeal the ruling of the co-chairs to the Committee.
- F. Meeting Minutes.** Pursuant to Tenn. Code Ann. § 8-44-104(a), minutes of Committee meetings shall be promptly and fully recorded, shall be open to public inspection, and shall include, but not be limited to, a record of persons present; all motions, proposals, and resolutions offered; the results of any votes taken; and a record of individual votes in the event of roll call. Such minutes shall be adopted and approved at a subsequent meeting of the Committee.
- G. Duties, Comments, and Reports.** The Committee shall provide reports on open records and open meetings laws and issues as requested by the Governor or any committee of the General Assembly. Tenn. Code Ann. § 8-4-603(b)(2). If requested, the Committee shall hold meetings to review and provide written comments on any proposed legislation regarding the open meetings laws compiled in Title 8, chapter 44 and the public records laws compiled in title 10, chapter 7. Tenn. Code Ann. § 8-4-603(a)(1). The Committee shall review drafts of materials provided by the Office of Open Records Counsel in accordance with Tenn. Code Ann. § 8-4-604(d). Any written comments or reports provided by the Committee shall require unanimous consent of the co-chairs. Tenn. Code Ann. § 8-4-603(c).
- H. Annual Report.** Pursuant to Tenn. Code Ann. § 8-4-603(b)(1), the co-chairs shall create and provide on behalf of the Committee a detailed report of the Committee's activities to the Governor, the Speaker of the Senate, the Speaker of the House of Representatives, the Chair of the State and Local Government Committee of the Senate, the Chair of the Local Government Committee of the

House of Representatives, and the Chair of the State Government Committee of the House of Representatives by March 1 of each year.

IV. COMMITTEE OFFICERS

- A. Committee Officers.** The Committee must select two co-chairs and a secretary by majority vote, as set forth below. The Committee may appoint additional officers as necessary to conduct Committee affairs.
- B. Committee Co-Chairs.** The Committee shall select two co-chairs from its membership as set forth in Tenn. Code Ann. § 8-4-603 to call meetings of the Committee and to preside over all meetings when present.
- C. Secretary.** The Committee shall select a secretary from among its membership to take notes and produce meeting minutes as required by Tenn. Code Ann. § 8-44-104(a) and these bylaws.
- D. Terms.** Committee officers shall serve for a term of two (2) years or until a successor is selected, provided that no officer may serve beyond the end of the officer's term on the Committee. Committee officers shall not serve more than two (2) successive terms, and no member shall hold more than one office at a time.
- E. Removal and Vacancies.** Officers may be removed from office at the pleasure of the Committee membership by a majority vote. Officer vacancies shall be filled by the procedure prescribed above.

V. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Roberts Rules of Order* shall govern the Committee, and all committees appointed by the Committee, to the extent they are applicable and to the extent they are not inconsistent with these bylaws, state law, or any special rules of order the Committee may adopt.

VI. AMENDMENT OF BYLAWS

These bylaws may be amended at any regular meeting of the Committee by an affirmative vote of two-thirds of voting Committee members present, provided that the proposed amendment has been submitted in writing at the previous regular meeting of the Committee.

History

First Reading of Proposed Bylaws November 13, 2025; Approved and effective

_____.