

# RED BANK PUBLIC ART CITIZEN'S ADVISORY BOARD BYLAWS

## ARTICLE I. NAME AND AUTHORITY

**A. Name.** This Advisory Board shall be known as the Red Bank Public Art Citizen's Advisory Board, referred to hereinafter in these bylaws as the "**Public Art Board**".

**B. Authority for Creation.** The Public Art Board was created by Red Bank City Public Art Board pursuant to the authority of Red Bank City Code Title 2, Chapter 2, Section 2-201 and by passage of Resolution No. 22-1508 on August 16, 2022.

## ARTICLE II. PURPOSE, MISSION, AND RESPONSIBILITIES

**A. Purpose.** The purpose of the Public Art Board shall be as follows:

1. To promote and advocate for the inclusion of art in public spaces.
2. To assist public, private and governmental entities in realizing public spaces as a place where the arts are an essential component of enhancing community identity and connection.
3. To provide information and recommendations to the City of Red Bank with respect to the arts and the aesthetics of public places.
4. To advise on the selection, placement, maintenance, relocation, and deaccessioning of artwork acquired by the City of Red Bank through the public art program; and
5. To support the public art efforts of the City Commission and City staff.

**B. Mission.** The Public Art Board supports the mission:

"To encourage and support a wide variety of high-quality public art experiences while working with the community to enhance and enrich the lives of residents and visitors through various public art initiatives."

**C. Responsibilities.** The Public Art Board shall:

1. Adopt public art guidelines, which shall include criteria for accepting donations or gifts, both cash and tangible art, a method or methods for the selection of artists or public art

projects, and for placement of public art projects on public property.

2. In accordance with the City of Red Bank procurement guidelines, provide guidance and recommendations to the Red Bank City Commission regarding the purchase of public art projects or the design, execution and/or placement of public art projects.
3. Consult with the appropriate city department and staff (i.e., Public Works, Community Development, Parks and Recreation) regarding site locations, design aesthetic, and construction components of public art projects.
4. Consult with the appropriate City department to ensure the appropriate amount of funds to cover the maintenance of new public art and or donated public art projects.
5. In order to carry out and facilitate the Public Art Board's general purposes, it shall have authority to:
  - a. Elect a chairperson, vice chairperson, and secretary and other such other officers as it may deem necessary to carry out the functions and duties of the Public Art Board.
  - b. Maintain its own policies and bylaws.
  - c. Approve advisory experts as necessary to assist in the discharge of its duties.
  - d. Receive and spend any money allocated to the Public Art Board by the City for public art projects.
  - e. Review and recommend acceptance of any donations of public artworks or funds for public art projects to be held by the City of Red Bank.
  - f. Recognize individuals, institutions and organizations who exemplify excellence in public art endeavors by bestowing such individuals, institutions, and organizations such awards and commendations as the Public Art Board from time to time as deemed appropriate; and
  - g. Expend funds for the acquisition of public art projects in accordance with public art guidelines and with the City procurement policies.

### **ARTICLE III. MEMBERSHIP**

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

**B. Term Length.** The Public Art 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 Public Art Board.** The Public Art Board shall be comprised of Red Bank residents and those with ties to the Red Bank community, with either a specific professional expertise, advocacy, or leadership experience in public art, the visual arts, or project management, or design professionals which may include landscape architects or urban planners.

**E. Attendance.** Any member of the Public Art 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 Public Art Board. Absences related to sickness, death, or other like emergencies shall not affect a member's status on the Public Art Board; except in the case of a prolonged absence in which case the Public Art Board member shall be replaced.

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

**G. Vacancies.** If a vacancy occurs on the Public Art Board applications for a new Public Art Board member shall be advised and accepted by the City Record, reviewed by the Public Art 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 Public Art Board member shall comply with all City laws, rules and requirements governing ethics and conflicts of interest.

1. Code of Ethics. All Public Art 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 Public Art Board member has a current, potential, or apparent conflict of interest, that Public Art Board member shall disclose the conflict of interest to the Public Art Board at its next meeting. Any member of the Public Art Board who shall have a direct or indirect interest in any decision of the Public Art Board shall recuse herself or himself from participating in the discussion, decision, or proceedings of the Public Art Board in connection therewith.
  - a. No Public Art Board member shall receive compensation for providing services.
  - b. No Public Art Board member or member of their immediate family shall benefit financially or materially from the affiliation with the Public Art Board.
  - c. Members of the Public Art 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 Public Art Board or selection panels.

- d. Other participants. Members of any project management, project architect, or consulting firms and employees of the City of Red Bank are ineligible to receive public art funds by the Public Art Board.
- e. Other participants. Should members of any project management, project architect, or consulting firms be deemed necessary for the completion of a public art installation, the City of Red Bank will contract services and distribute funds.

#### **ARTICLE IV. MEETINGS**

**A. Regular Meetings.** The Public Art 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 Public Art Board Chairperson shall reschedule the meeting as close to the original scheduled date as possible and inform the Public Art Board members of the change.

**B. Notice.** Notice of each regular or special meeting shall be sent to the Public Art 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 Public Art Board member's place of residence, usual place of business, or other address as designated by the Public Art Board member. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Public Art 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 through the use of 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 Public Art 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 Public Art Board shall be entitled to vote at the regular and special meetings of the Public Art 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 Public Art Board shall be effective when a quorum is present and a majority of the members of the Public Art Board vote in the affirmative of the question before the Public Art Board. Public Art Board members must be physically present to cast their vote.

**G. Quorum.** At any meeting of this Public Art Board, at least six (6) members shall constitute a quorum to conduct business.

**H. Conduct of Meetings.** Meetings of the Public Art 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 Public Art Board shall consist of a chairperson and vice-chairperson and any other office the Public Art 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 Public Art Board at the first regular meeting in May of each year. In the event a current officer becomes ineligible to serve as an officer, the Public Art Board may hold an emergency election as needed.

**C. Term of Office.** The term of office shall coincide with the Public Art Board member's term length, beginning the first day of April following his or her election and ending the last day in May 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 Public Art Board.

### **E. Duties.**

1. Chairperson. The chairperson shall, in general, supervise and coordinate all the business and affairs of the Public Art Board. The Chairperson shall preside over all Public Art 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 Public Art Board at ceremonial functions, acts as the official representative of the Public Art Board, and performs other duties as appropriate. The Chairperson may participate in all discussions and vote on all matters before the Public Art 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.

3. Secretary. The Secretary shall take minutes of all Public Art Board meetings and distribute them to the associated City of Red Bank staff person, Leslie Johnson, and to the other Board members via email prior to each successive 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 or Secretary. Resignations will be reported at the next regularly scheduled meeting of the Public Art Board.
2. Removal. Any officer elected by the Public Art Board may be removed by a majority vote of the Public Art Board whenever, in its judgment, the best interests of the Public Art 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 Public Art Board member at least two (2) weeks before the meeting. The Public Art Board may debate an amendment before adoption. All amendments must be approved by a majority vote of the Public Art Board.

Adopted: April 24, 2024

Larry Miller  
Chairperson  
Red Bank Public Art Advisory Board