

**AMENDED BY-LAWS
OF THE
SOUTH CENTRAL HUMAN RESOURCE AGENCY**

ARTICLE I AUTHORITY

The South Central Human Resource Agency, hereinafter referred to as the “Agency” was established and chartered pursuant to an Act adopted by the General Assembly of the State of Tennessee as Chapter 289, Public Acts of 1973, and as amended, known as the Human Resource Act of 1973. The service area of SCHRA consists of the following thirteen (13) counties: Bedford, Coffee, Franklin, Giles, Hickman, Lawrence, Lewis, Lincoln, Marshall, Maury, Moore, Perry, and Wayne.

ARTICLE II PURPOSE

The purpose of the Agency shall be to promote the development of human resources in the South Central Tennessee region through the effective and efficient delivery of human services. It is recognized that a special need exists to obtain strong local involvement in the decisions of Federal, State and other agencies which affect the welfare and well being of the region’s citizens. The Agency shall have the responsibility to provide both a forum and a vehicle for local authority to administer and to assure the operation of human resource programs; to receive and disburse funds appropriated under the Human Resource Act of 1973 and the Community Services Block Grant; to receive and disburse funds and contributions from local public and private sources; and to receive and disburse funds under any Federal, State or private assistance program in which the Agency could serve as a grantee, subgrantee, contractor, or sponsor for projects deemed appropriate for inclusion in human resource programs.

ARTICLE III FISCAL YEAR

The fiscal year of the Agency will begin on the first day of July and end on the last day of June each year, effective July 1, 1986.

ARTICLE IV GOVERNING BOARD

Section 4.01 Establishment of Governing Board as Amended by Public Chapter NO. 463 as of May 2021

SECTION 1. Tennessee Code Annotated, Section 13-26-103, is amended by deleting the section and substituting the following:

(a) When a human resource agency (HRA) is created pursuant to § 13-26-102, a governing board is established for the HRA.

(b)(1) The membership of the governing board consists of:

(A) Each county mayor within the HRA's district;

(B) Three (3) or more municipal mayors within the HRA's district who serve on a rotating basis as determined by the bylaws of the HRA;

(C) A senate member who is selected by the senators whose districts are wholly or partially in the area served by the HRA; and

(D) A representative member who is selected by the representatives whose districts are wholly or partially in the HRA.

(2) An HRA may appoint additional persons to the governing board as required by state or federal guidelines.

(c) A member of the general assembly shall not receive any compensation for the member's service on a board.

(d) The board may appoint an executive committee to act for the board. The board shall determine the authority and composition of the committee.

(e) The governing board, executive committee, or advisory council may conduct special or regular meetings.

(f) The governing board shall appoint an advisory council composed of ex officio nonvoting members, to be invited to meet with the governing board at least once annually. The membership of the council is broadly based and equitably distributed between representatives of providers and consumers of human resource services and as established by law, and the council includes members of the governing board and municipal mayors in the service area of the human resource agency.

Section 4.02 SCHRA Board Reorganization and Future Membership

Whereas in May of 2021, the Tennessee State Legislature amended the law governing the membership of Human Resource Agencies. The intent of the legislation was to reduce the Governing Board size in order to make way for better attendance and to modernize the board structure. To comply with the new legislation SCHRA's Governing Board will be composed of the following members:

County-Metro Mayor/Executive of thirteen (13) members, one (1) from each county in the SCHRA service area. The County-Metro Mayor/Executive will serve on the Governing Board for the length of their term in office.

City Mayors of three (3) members, serving on the Governing Board representing the overall City Mayors within the SCHRA service area. The service

area is divided up into three (3) divisions. The first division consists of the following counties: Wayne, Lewis, Hickman, and Perry. The second division consists of the following counties: Lawrence, Giles, Maury, and Marshall. The third division consists of the following counties: Lincoln, Franklin, Moore, Coffee, and Bedford. One (1) City Mayor should be selected from each of the above divisions. The City Mayors will be selected by a method determined by the SCHRA Nominating Committee/Chairperson and confirmed by the Governing Board. A City Mayor may serve three (3) consecutive terms on the Governing Board. A City Mayor is subject to reappointment after sitting out one (1) term. This provision is not retrospective to current City Mayors. However, their current term will count as a first term on the Governing Board.

Low-Income Representatives of nine (9) members will be chosen at-large to ensure decision making and participation by low-income individuals in the development, planning, implementation, and evaluation of programs funded under this chapter as required under the Community Services Block Grant Act. The Agency will comply with 42 U.S. Code § 9910. The Agency will utilize the provision under section (b) (2) of this code. The Governing Board should look for these members to represent specific but not limited to: low-income communities, minority communities, mental health agencies, educational institutions, economic development/workforce agencies, veteran affairs, **faith-based**, and members that compliment current SCHRA human resource programming. One (1) member of this category will come from and represent the Head Start/Early Head Start Policy Council. The Agency Needs Assessment may also be reviewed for adding or

deleting members. These members will be selected by a method determined by the Nominating Committee/Chairperson and confirmed by the Governing Board. The term of the member shall coincide with that of the County Mayor/Executive's term and be subject to reappointment at the end of the four year term. If a Low-Income Representative misses three (3) consecutive meetings or fifty percent (50%) of meetings within a fiscal year; the Governing Board Chairperson will consider the member to have poor attendance. After a review of the attendance, the Governing Board Chairperson has the authority to remove the member and report the same to the Governing Board. The Governing Board will then appoint a new member as determined above.

One (1) State Senator and One (1) State Representative will serve on the SCHRA Governing Board. The current members shall be considered duly appointed. Future appointments shall be determined by the House and Senate leadership of the State of Tennessee.

Overall Governing Board composition will consist of ~~Twenty-Seven (27)~~

Voting Members. The quorum requirement of the Governing Board will be 33.3% or **9 members** present. Committee quorums will be determined by 33.3% of members present and at least three (3) members present.

Governing Board Consultants Members: will include a Licensed Attorney, Financial Management Representative, and an Early Childhood Educational Representative. The Consultants will be *non-voting* members of the Governing Board. Other consultants may be contacted for program and legal services. However, they will not be members of the Governing Board.

Ex-officio Advisory Council: The Governing Board as defined in TCA 13-26-102(f) shall appoint an Ex-officio Advisory Council. The Ex-officio Advisory Council shall be made up of all City Mayors within the SCHRA thirteen (13) county service area. The twenty-seven (27) member Governing Board will also have membership. The Ex-officio Advisory Council should be invited to the agency annual meeting. The Ex-officio Advisory Council members are non-voting with the exception of the impaneled twenty-seven (27) member Governing Board. A quorum will only be determined by the membership of the Governing Board at the annual meeting.

Section 4.03 Authority and Powers of the Governing Board

SECTION 2. Tennessee Code Annotated, Section 13-26-104, is amended by deleting the section and substituting the following:

(a) A governing board may:

- (1) Adopt bylaws;
- (2) Appoint an executive director, who would serve at the pleasure of the board;
- (3) Determine major personnel, fiscal, and program policies;
- (4) Approve overall program plans and priorities; and
- (5) Assure compliance with conditions of and approve proposals for financial assistance under this chapter.

(b) Each governing board shall:

- (1) Jointly adopt statewide uniform travel regulations, to be kept on file with the commissioner of finance and administration, and reimburse the governing board's officers and employees for official travel in conformance with the regulations;

(2) Develop a system of competitive bidding on purchases of supplies and equipment, and other contracts, and submit the written procedures governing the system to the state procurement commission for approval; and

(3) Develop written personnel procedures that are kept on file with the Commissioner of Finance and Administration.

SECTION 3. Tennessee Code Annotated, Section 13-26-108, is amended by deleting the section.

SECTION 4. Tennessee Code Annotated, Section 13-26-111, is amended by deleting the section and substituting the following:

(a) For purposes of general oversight, and specifically for purposes of § 13-26-107, **the human resource agencies created under this chapter are attached to the Department of Human Services.** Any reports required of human resource agencies by this chapter, or reports that may arise from activities undertaken in accordance with the authority granted under this chapter, are filed with the Department of Human Services in addition to any other filing that may be required.

(b)(1) The commissioner shall consider the financial needs of human resource agencies, including the disbursement of matching funds as authorized under § 13-26-107, and, to the extent deemed appropriate, shall include such funds in the budget request of the Department of Human Services submitted to the commissioner of finance and administration pursuant to § 9-4-5103.

(2) The Department of Human Services shall provide planning assistance and oversight to the partner agencies with whom the department seeks to coordinate services.

SECTION 5. This act takes effect upon becoming a law, the public welfare requiring it.

Section 4.04 Responsibilities of Governing Board

The Governing Board shall have the legal and fiscal responsibility for administering and overseeing programs under SCHRA, including the safeguarding of Federal Funds. **No votes may be cast by proxy.** Only duly appointed members of the board may vote.

Section 4.05 Governing Board -Designation of Executive Committee

As outlined in Section 4.01 above, the Governing Board may appoint an Executive Committee to act for the Governing Board. However, the Governing Board chooses not to appoint an Executive Committee at this time.

Section 4.06 Governing Board Officers

The Governing Board shall elect officers from the Governing Board membership to include a Chairperson, Vice-Chairperson and Secretary. The Chairperson will appoint a Nominating Committee or a standing Nominating Committee may be used. The officers shall serve a term of one (1) year; all officers shall be eligible to serve as long as they are members of the Governing Board; officers shall be elected and assume office at the annual meeting of the Governing Board or at a time a vacancy occurs.

Section 4.07 Duties of the Chairperson, Vice-Chairperson, and Secretary

The Chairperson shall preside at all meetings of the Governing Board and Annual Meeting; and shall do those things necessary to insure compliance with the law and/or By-Laws regarding approval and/or ratification as required. The Chairperson shall submit such recommendations and information, as he/she may consider proper, concerning the business and policies of the Agency. The Vice-Chairperson shall serve in the absence of the Chairperson. The Secretary shall serve in the absence of the Chairperson and Vice-Chairperson. The Secretary shall be responsible for conducting roll calls and report results at meeting, maintaining records of the Governing Board and Annual Governing Board Meeting and perform other duties as directed by the Chairperson or Board.

In the event all Governing Board Officers are unable to be present, the Agency Executive Director will determine that a quorum is present by roll call; if a quorum is present, the Executive Director will ask for nominations of a Chairperson. Upon nominations, the Executive Director will ask members to vote on the nominee(s) and the vote will determine the Chairperson for the day of business only.

Section 4.08 Annual Meeting and Notice

The SCHRA Governing Board Chairperson will conduct the Annual Meeting. During the Annual Meeting, the SCHRA Governing Board will receive reports from the Executive Director, Standing Committees and other subordinate entities, and after receiving such reports, the SCHRA Governing Board will exercise its statutory obligation to review and approve such reports and ratify the decisions and actions of the reporting entities. Should the SCHRA Governing Board decline to ratify a decision or action of a reporting entity, the SCHRA Governing Board will direct alternative action as it deems appropriate and

necessary. The Annual Meeting of the Governing Board shall be held at such place and time as may be determined by the Chairperson. Notification of all meetings is the responsibility of the Executive Director/designee as directed by the Chairperson. All meetings and notices should comply with open meetings laws of the State of Tennessee.

Section 4.09 Regular Meetings

The Governing Board shall meet six (6) times annually (January, March, May, July, September, November) at such place and time as may be designated by the Chairperson provided that seven (7) days notice shall be given and that adequate public notice of such meetings shall be given. The Chairperson may adjust the meeting months to remedy scheduling conflicts to ensure board participation.

Public comment is welcomed and allowed at all SCHRA meetings including: Head Start Policy Council, Governing Board and committee meetings. The public must sign up to comment before the meeting. A sign-up sheet will be available before each meeting. The Chairperson will determine the length of public comment for each person requesting to speak. The Chairperson may extend the time at their discretion. The Chairperson may also cut the time short if decorum and civility are not followed.

Section 4.10 Special Meetings

Upon the written request of **nine (9) members** of the Governing Board or when he/she deems it expedient, the Chairperson shall call a special meeting of the Governing Board for the purpose of transacting any business designated in the call. The Chairperson shall have authority to call a special meeting at their pleasure. The call for such a special meeting shall be delivered to each member or may be mailed/mailed to each member at such address as he/she shall have previously designated not later than five (5) days before

the meeting. At such special meeting, no business shall be considered other than that designated by the call.

Section 4.11 Conflict of Interest Policy

It is the policy of SCHRA to prohibit its Governing Board from engaging in any activity, practice, or conduct which conflicts with, or appears to conflict with, the interests of SCHRA, its customers, or its suppliers. Governing Board members should review and sign the Conflict of Interest Policy on an annual basis and file it with the Executive Assistant of the Agency.

Section 4.12 Quorum

A quorum of the Governing Board shall consist of 33.3% of the respective board as constituted. Governing Board Committee Meetings will require 33.3% or at least three (3) members present to conduct committee business.

Section 4.13 Voting

Voting at meetings of the Governing Board shall be by roll call on request of a member. The Chairperson may also use voice vote or show of hands. However, if a member request a roll call, then the item must be recorded by roll call vote.

Section 4.14 Committees

The Chairperson shall have the power to appoint and discharge committees. The Governing Board is authorized to form standing and temporary committees and subcommittees as needed. All committee members will be able to vote in their respective committee. SCHRA Consultants (Licensed Attorney, Financial Management Representative, and Early Childhood Education Representative) will be considered “floaters” in a non-voting status; the Chairperson could request a Consultant to attend a

particular committee meeting as needed in a consulting role. Any action of any committee shall be subject to review and ratification by the entire Governing Board.

Section 4.15 Budget, State/Local Appropriations & Audit Committee

The Chairperson of the Governing Board shall appoint a Budget Committee composed of five (5) members of the Governing Board. The Budget Committee shall make recommendations to the Governing Board concerning the following:

- (a) all Agency programs and agency-wide budgets;
- (b) the selection and award of an independent financial auditor
- (c) the audit report for the Agency prepared by an independent auditor; and
- (d) bi-monthly financial statements; and
- (e) Head Start/EHS financial and credit card reports mailed/or emailed to Head Start Policy Council/Governing Board monthly.

Section 4.16 Personnel, Policies & Procedures Committee

The Chairperson of the Governing Board shall appoint a Personnel Committee composed of five (5) members of the Governing Board. This committee will:

- (a) review employment actions by the Executive Director; and
- (b) review and ratify Policies and Procedures and its updates/changes as needed; and
- (c) perform other related duties assigned by the Governing Board or enumerated in the Personnel Policies and Procedures by this Agency.

Section 4.17 Grievance Committee

The Chairperson of the Governing Board shall appoint a Grievance Committee of five (5) members of the Governing Board to hear personnel complaints and make disposition of same in accordance with the Personnel Policies and Procedures.

Section 4.18 Nominating & By-Laws Committee

The Chairperson of the Governing Board shall appoint a committee of five (5) members of the Governing Board to make nominations for Governing Board Officers and other members may make such nominations from the floor to the Governing Board at its Annual Meeting or as needed. The committee shall review and approve By-Laws and its amendments as needed subject to ratification by the Governing Board.

Section 4.19 Program Appeals Committee

The Chairperson of the Governing Board shall appoint a committee of five (5) members of the Governing Board to hear client complaints and make a decision on a resolution or dismissal of complaint within the guidelines of the respective program contract or program grievance procedures.

Section 4.20 Property Committee

The Chairperson of the Governing Board shall appoint a committee of five (5) members of the Governing Board to meet on an as-needed basis to review and approve all actions prior to any Agency action:

- a. surplus property list for disposal; and
- b. major land and/or building acquisitions in excess of \$200,000; and
- c. major renovations to property (grounds and/or buildings) owned by Agency in excess of \$200,000; and

- d. leasehold agreements and renovations/improvements to be made in excess of \$200,000
- e. any single item purchased at a cost in excess of \$50,000 related to agency property or facilities.

Section 4.21 Committee Membership

All standing and special committees of the Governing Board shall fairly reflect the composition of the full Governing Board.

Section 4.22 Impasse Requirement

When an impasse occurs between the Governing Board and Head Start/Early Head Start (HS/EHS) Policy Council:

- a. the Governing Board and HS/EHS Policy Council must demonstrate that both parties have worked in consultation and collaboration about the issue at hand; and
- b. if a disagreement occurs, the Governing Board or HS/EHS Policy Council, who disagrees with the other body's decision must notify the other body in writing why it does not accept a decision; and
- c. follow the approved decision-making process and a timeline to resolve the dispute.

Section 4.23 Codification of At-large Members

In order to form a quorum at South Central Human Resource Agency Governing Board Committee Meetings, the Chair of such established committee may install, for the time of the advertised meeting, a County-Metro Mayor/Executive from another committee or at-large for the purpose of establishing a quorum. The impaneled member shall only be

installed for the given meeting. This method shall not be executed should a quorum already be established at the time of the advertised committee meeting.

Section 4.24 Appointment of the Executive Director

The Governing Board shall appoint or discharge the Executive Director of the Agency. All other staff positions shall be appointed in accordance with Personnel Policies and Procedures as established by the Governing Board. Agency Staff and Personnel serve at the pleasure of the Executive Director.

Section 4.25 Contracts

The Chairperson and/or the Executive Director shall have the authority to sign all program contracts/legal agreements/documents on behalf of the Agency, with subsequent approval by the Governing Board. The Deputy Executive Director may sign said documents in the absence of the Executive Director.

Section 4.26 Program and Financial Reports

The Executive Director and program staff will provide bi-monthly reports on the status of the programs to the Governing Board for their approval subject to ratification. This will include bi-monthly financial reports from the Finance Director.

Section 4.27 Obligation of Funds – Property Ownership – Check Signing Authorization

The Governing Board shall have the power to obligate funds. The Agency may own and dispose of personal and real property subject to approval of the Property Committee.

All checks must be signed by the Chairperson and Executive Director - signatures may be by “check signer” with appropriate written secure fiscal control approved by the Governing Board. When a check signer is used, one initial must be affixed to each check,

by either the Governing Board Chairperson, Vice-Chairperson, Executive Director, Deputy Executive Director, Human Resource Director, or Executive Assistant. These individuals must be bonded or insured (T.C.A. Chapter 26 13-26-110 (a) as amended) and listed on all SCHRA bank signature cards as an authorized signer. Payroll checks do not require an initial be affixed to the checks.

Section 4.28 Budget

The Finance Director, in cooperation with Agency Staff, shall prepare an agency-wide budget annually for the approval of the Budget Committee and ratification by the Governing Board.

Section 4.29 Compensation

Members of the Governing Board or Ex-officio Advisory Council shall not receive a salary for their services to the Agency. Within budget limitations, members may be reimbursed for travel expenses, within the Agency approved travel guidelines, incurred while engaging in Agency business.

ARTICLE V STAFF

Section 5.01 Executive Director

The Executive Director of the Agency shall be selected by the Governing Board. The Executive Director shall name, select, control, and release employees in accordance with the Personnel Policies; and administer the work program and budget approved by the Governing Board; and shall sign contracts/agreements and related documents and report same to the subsequent Governing Board meeting.

Section 5.02 Deputy Executive Director

The Deputy Executive Director shall serve in the absence of the Executive Director for Agency matters. However, the Deputy Executive Director should consult with the Executive Director before making significant decisions for the Agency. Consultation is particularly imperative of personnel decisions that may arise in the absence of the Executive Director.

Section 5.03 Staff and Personnel

The Executive Director shall name and select staff in compliance with approved Personnel Procedures adopted by the Governing Board. All staff members shall be responsible to the Executive Director who shall prescribe their duties, authority, and responsibilities. Agency Staff and Personnel serve at the pleasure of the Executive Director.

ARTICLE VI BY-LAW AMENDMENTS

These By-laws may be amended at a meeting of the Governing Board by a two-thirds (2/3) vote. Notice of the proposed amendment must be given not later than five (5) days prior to the meeting.

ARTICLE VII EFFECTIVE DATE

These By-Laws and/or amendments thereto will take effect and be in full force immediately upon their adoption by a two-thirds (2/3) vote cast in the meeting of the Governing Board.

ARTICLE VIII PROCEDURES

The rules contained in the latest edition of Robert's "Rules of Order" shall apply in all meetings of the Governing Board or a form hereby decided by the board. In the conduct

of all business by these bodies, the following is set forth in these by-laws as a guiding principle:

- (a) It is the basic objective of this Governing Board to unite all beliefs and interest in the fulfillment of sound program delivery and activity within this District.
- (b) This objective can only be obtained by the use of the best techniques of group thinking and by minimizing any elements of force in the action of the group.
- (c) It is the guiding policy of this Governing Board that in all of its group activity, every reasonable effort shall be made to attain the closest possible approach to unanimous consent.

Adopted this the 22nd day of September 2022.

Amended By-Laws

ATTEST:


CHAIRMAN Jim Mangubat
South Central Human Resource Agency
GOVERNING BOARD


SECRETARY Wallace Cartwright
South Central Human Resource Agency
GOVERNING BOARD

As amended October 28, 1985.
As amended and revised November 13, 1992.
As amended April 30, 2002.
As amended February 15, 2012.
As amended November 7, 2013.
As amended January 30, 2014.
As amended November 20, 2014.
As amended July 26, 2016.
As amended January 31, 2017.

As amended June 6, 2017.
As amended July 25, 2017.
As amended October 3, 2017.
As amended April 3, 2018.
As amended June 5, 2018.
As amended May 28, 2020.
As amended July 30, 2020.
As amended December 3, 2020.
As amended January 28, 2021.
As amended and revised June 24, 2021.
As amended September 22, 2022.