

**MEMPHIS/SHELBY COUNTY  
LOCAL EMERGENCY PLANNING COMMITTEE  
AMENDED AND RESTATED BYLAWS**

**ARTICLE I  
AUTHORITY AND OBJECTIVES**

**Section 1:** The name shall be the Memphis-Shelby County Local Emergency Planning Committee (LEPC) with principle office at the Shelby County Office of Preparedness, Memphis, Tennessee.

**Section 2:** These bylaws are adopted under authority of the Public Law 99-499, Section 301(c).

**Section 3:** The objectives and purposes of the LEPC are set forth in PL 99-499 and those powers and duties delegated to it by the Tennessee Emergency Response Commission (TERC) in accordance with the above mentioned enabling laws.

**Section 4:** The LEPC shall develop and distribute a local emergency plan for the emergency planning district encompassed by geographical area of Shelby County, Tennessee. The emergency plan will include but not be limited to each of the following:

- a) Identification of facilities subject to the requirements of PL 99-499 that are within the emergency planning district, identification of routes likely to be used for the transportation of substances on the list of extremely hazardous substances referred to in section 302(a) of PL 99-499, and identification of additional facilities contributing or subjected to additional risk due to their proximity to facilities subject to the requirements of PL 99-499, such as hospitals or natural gas facilities.
- b) Methods and procedures to be followed by facility owners and operators and local emergency and medical personnel to respond to any release of such substances
- c) Designation of a community emergency response coordinator and facility emergency coordinators, who shall make determinations necessary to implement the plan
- d) Procedures providing reliable, effective, and timely notification by the facility emergency coordinators and the community emergency coordinator to persons designated in the emergency plan, and to the public, that a release has occurred (consistent with the emergency notifications requirements of section 304 of PL 99-499)
- e) Methods for determining the occurrence of a release and the area or population likely to be affected by such release
- f) A description of emergency equipment and facilities in the community and at each facility in the community subject to the requirements of PL 99-499 and an identification of the persons responsible for such equipment and facilities
- g) Evacuation plans, including provisions for a precautionary evacuation and alternative traffic

routes.

- h) Training programs, including schedules for training of local emergency response and medical personnel
- i) Methods and schedules for exercising the plan.

After completion of the emergency plan, the LEPC shall submit a copy of the plan to TERC for review and recommendation to ensure coordination of the plan with emergency response plans of other emergency planning districts.

**Section 5:** The LEPC shall evaluate the need for resources necessary to develop, implement, and exercise the emergency plan, and shall make recommendations with respect to additional resources that may be required and the means for providing such additional resources.

**Section 6:** The LEPC is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). To the extent required by Section 501(c)(3) of the Code: (i) no part of the net earnings of the corporation may inure to the benefit of any individual except as reasonable compensation for services actually rendered by such individual or as payments and distributions in furtherance of the purposes set forth herein; (ii) no substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as permitted by Section 501(h) of the Code); and (iii) the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these bylaws, LEPC shall not carry on any endeavors or activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 7:** Upon dissolution of LEPC, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code ( i.e., charitable, educational, religious or scientific, or corresponding section of any future federal tax code), or shall be distributed to the federal government, or to a state or local government for a public purpose.

## **ARTICLE II MEMBERSHIP**

**Section 1:** The LEPC shall consist of at least as many members as needed to include one each from the required groups or organizations in PL 99-499, as appointed and reported to the TERC and Governor. Those groups or organizations are:

- a) Elected state officials
- b) Elected local officials
- c) Law enforcement
- d) Emergency Management

- e) Fire fighting
- f) First aid
- g) Health
- h) Local environmental
- i) Hospital
- j) Transportation
- k) Broadcast media
- l) Print media
- m) Community groups
- n) Owners and operators of facilities subject to the requirements of PL 99-499

Members shall serve from year to year.

**Section 2:** An individual member maintains membership by attending a minimum of three (3) regular LEPC meetings per calendar year.

**Section 3:** Individuals may hold unlimited successive annual terms as long as they are active members maintaining current membership status.

**Section 4:** Organizational members may designate an alternate to represent them at regular meetings. Such designees will have full voting rights on behalf of the regular member .

**Section 5:** There shall be no limit on the number of members approved by the LEPC for confirmation except that there shall be no more than one voting member from each facility or organization.

### **ARTICLE III OFFICERS**

**Section 1:** The general membership shall elect a Chairperson and other officers from within the membership of the LEPC. The Chairperson shall be a person who is serving as an LEPC member from a category other than (a), (b), (c), (d), or (e) in Article II, Section 1.

**Section 2:** The Chairperson shall preside at all meetings and public hearings of the LEPC and shall have the powers normally conferred by parliamentary usage of her/his office. S/He shall have the power to appoint subcommittees, call special meetings, and to perform such other duties as may be ordered by the membership. The Chairperson shall have the privilege of discussing all matters before the LEPC to vote thereon.

**Section 3:** In addition to the Chairperson, there will be elected an Executive Committee. This shall consist of the Chairperson, three vice-chairpersons, a Treasurer, and a Secretary. The Executive Committee shall also include as ex-officio members all former LEPC Chairpersons, the Director of the Shelby County Office of Preparedness, the Director of the Memphis Fire Department, the Chief of the Shelby County Fire Department, and one of the chiefs of the Fire Departments of Arlington, Bartlett, Collierville, Germantown, NAS Millington, and Millington on a yearly rotating basis, as appointed by the Shelby County Fire Chiefs Association. Such ex-officio members may appoint a representative to act in their stead. In the absence of or in the event that the Chairperson is unable to act, the Executive Committee will select a member who is present to preside and act for the Chairperson.

**Section 4:** The Secretary shall keep the minutes and records of the LEPC.

**Section 5:** The Treasurer shall maintain LEPC funds in a bank or savings account approved by the Executive Committee.

**Section 6:** The Treasurer and the other five officers names in the second sentence of Article III, Section 3 shall be authorized to sign checks or otherwise withdraw funds approved for expenditure by the Executive Committee. Two signatures from members of the group shall be required on checks or withdrawal forms. Three Executive Committee members must agree to a purchase prior to the use of the debit card.

### **ARTICLE IV ELECTION OF OFFICERS**

**Section 1:** Nomination of officers shall be made from the floor by members and/or by the membership electronically to the Secretary. Officers shall be elected at an annual organizational meeting to be set annually by the Executive Committee, but not later than November of each year. During this election process, the Secretary shall act as Chairperson pro tem.

**Section 2:** The nominee for each office receiving a majority vote of the membership present shall be declared elected and shall take office immediately following the election.

**Section 2:** A current list of officers shall be submitted at least annually to the County Mayor and TERC.

**Section 3:** All officers shall be elected for a term of one (1) year and shall be eligible to succeed themselves. In no case, however, shall the Chairperson serve as Chairperson for more than two consecutive one year terms. Vacancies shall be filled at the next regular meeting for the unexpired term by the regular election procedure.

## **ARTICLE V SUBCOMMITTEES**

**Section 1:** Subcommittees may be appointed by the Chairperson for those purposes and terms as designated by the Chairperson.

**Section 2:** At least one subcommittee shall be formed in order to fulfill the statutory requirements of the LEPC. It shall be established to receive and process requests for information from the public and shall be chaired by a member of the Shelby County Office of Preparedness.

## **ARTICLE VI REGULAR MEETINGS**

**Section 1:** A minimum of ten (10) monthly meetings shall be held in a calendar year. Any regular meeting may be adjourned to a definite date by a majority vote of the quorum.

**Section 2:** All meetings and records of such meetings shall be open to the general public as so required by Tennessee law.

**Section 3:** Twenty (20) active members of the current membership of the LEPC shall constitute a quorum. A quorum shall be present before any business is transacted.

**Section 4:** At all meetings, each member (or designee) attending shall be entitled to cast one vote. The affirmative vote of a majority of those present is necessary for an official action. In the event that any member shall have a direct or indirect personal interest in any business before the LEPC, this member shall disclose the interest and be disqualified from voting upon the business.

**Section 5:** All statutorily required plans and reports of the LEPC must be approved by majority vote of a quorum at a meeting announced by the Chairperson with at least two weeks advance notice especially noting that such an act is part of the agenda.

**Section 6:** The order of business at a regular monthly meeting shall be as follows:

- A. Roll call determination of a quorum (either visual or verbal)
- B. Reading and approval of the minutes of the previous meeting
- C. Reports by officers or Subcommittees
- D. Old business

- E. New business (including incident reviews)
- F. Adjournment

## **ARTICLE VII SPECIAL MEETINGS**

**Section 1:** As required by federal law, this LEPC shall hold a public hearing, after proper notice, when considering LEPC activities.

**Section 2:** In addition to those required by law, this LEPC may hold, at its discretion, special public hearings when such hearings are deemed to be in the public interest by this LEPC.

**Section 3:** During a public hearing, interested parties may submit comments to any emergency plan verbally or in writing.

**Section 4:** A public record shall be kept of those speaking before the LEPC at public hearings or presented to the LEPC in writing.

## **ARTICLE VIII ADOPTION AND AMENDMENT**

**Section 1:** These bylaws herein shall be in full force and effect at the first non-organizational meeting and all subsequent meetings following the adoption of this document by a majority vote of the members of the current membership of this LEPC, or at such date as may be designated.

**Section 2:** These bylaws may be amended or repealed at a regular meeting by a majority vote of the current membership of the LEPC. After the amendment or the repeal has been approved, it shall take effect at the next regular meeting. Each member shall receive a written copy of the proposed amendment and reasons for promulgation during the meeting in which the proposal is presented to the LEPC.

## **ARTICLE IX CONFLICT OF INTEREST**

### **Section 1: PURPOSE**

The purpose of this Article is to protect the interest of the LEPC when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of LEPC. This policy is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest applicable to nonprofit corporations.

### **Section 2: DEFINITIONS**

"Interested Person" means any director, principal officer or member of a committee with board delegated powers who has a direct or indirect Financial Interest, as defined below.

"Financial Interest" refers to a person who has, directly or indirectly, through business, investment, or family, an ownership or investment interest in any entity with which LEPC has a transaction or arrangement, or a compensation arrangement with LEPC or with any entity or individual with which LEPC has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which LEPC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A Financial Interest is not necessarily a conflict of interest. Under Section 4, a person who has a Financial Interest may have a conflict of interest only if the Executive Committee or Members decide that a conflict of interest exists.

### **Section 3: DUTY TO DISCLOSE**

In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence of his or her Financial Interest and all material facts to the Executive Committee.

### **Section 4: DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS**

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the meeting of the Executive Committee while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Executive Committee shall decide if a conflict of interest exists.

### **Section 5: PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST**

An Interested Person may make a presentation at the Executive Committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on the transaction or arrangement, which results in the conflict of interest.

The Chairperson of the Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Executive Committee shall determine whether LEPC can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the LEPC and for its own benefit and whether the transaction is fair and reasonable to LEPC and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

### **Section 6: VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY**

If any Executive Committee member has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, the Executive Committee shall inform



the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

If, after hearing the response of such Interested Person and making such further investigation as may be warranted in the circumstances, the Executive Committee determines that the Interested Person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 7: RECORDS OF PROCEEDINGS.**

The minutes of the Executive Committee shall contain the following:

- The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Executive Committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

**MEMBERS:**

Name: *Pat Kitchens*

Date: 12/3/15