REVISED RULES OF PROCEDURE
MEMPHIS LIGHT, GAS AND WATER DIVISION
BOARD OF COMMISSIONERS

1. OFFICERS

a) The Board shall elect from their members a Chair and Vice Chair.

b) Officers shall be elected for a two-year term, such election to be held at the second meeting in December every other year or upon vacancy by resignation or expiration of term. Notwithstanding the foregoing, unless the then serving Vice Chair shall indicate an unwillingness to serve as Chair, the Vice Chair shall automatically ascend to the chairmanship for the next succeeding two-year term and the Board shall elect only a new Vice Chair at such meeting.

2. DUTIES OF CHAIR

a) The Chair shall preside at all meetings of the Board of Commissioners.

b) The Chair shall have general direction of the commission chamber and shall preserve order. The security forces at the commission meeting shall be under the direction and supervision of the Chair during such meeting.

c) The Chair shall decide questions of order, subject to appeal to the commission by any member, and shall put each question to a vote. The Chair shall have a vote on all matters.

d) The Chair shall appoint all committees, unless otherwise directed by the commission, and shall have other powers granted hereunder. The Chair shall fix the order of business for any special meeting of the commission.

e) For purposes of succession, in the event the Chair of the commission becomes incapacitated, or is otherwise unavailable, the Vice-Chair shall serve as Chair of the commission.

f) The Chair will authorize and/or approve all disbursements relating to or for the benefit of the President within Division and budget guidelines.

3. MEETINGS

a) The commission meets in official sessions at 8:30 a.m. each first and third Wednesday. Each regular meeting shall include as a part of the Agenda a President's Briefing, during which the President may present such items as he in his discretion deems appropriate. The number of required meetings may be changed with approval of the City Council. Notice shall be given of each session and all sessions are open to the public.

b) There will be times when special call meetings are necessary for the transaction of business of Memphis Light, Gas and Water Division. Special call meetings must follow official procedures as directed by the Chair.

c) The Chair of the Board of Commissioners may call an informal meeting of the commission for the purpose of discussing pending legal matters, but such meeting shall not be considered official, nor can any official or binding action be taken by the commission at any such meeting.

4. ORDER OF BUSINESS

- Call to order
- Pledge of allegiance
- Roll call
- Approval of minutes
- Acknowledgements, Presentations and Awards (items which are ceremonial in nature)
- General Statements from the Public
- President's Briefing and Reports (including operational presentations)
- Committee Reports
- Approval of agenda (consent and regular)
- Announcements
- Adjournment

5. PROCEEDINGS IN COMMISSION MEETINGS

a) With the exception of the President's Briefing Agenda which shall include items presented by the President in his discretion, business must be brought before the commission by motion of one of its members. Every motion of the commission introduced by a member must be seconded by another commission member in order to properly come before the commission. Upon failure of a second, the Chair shall declare the motion failed for lack of a second, and the motion shall not be considered further at that meeting. The fact that any commission member introduces a matter shall not prevent said member from casting a negative vote on said matter.

b) All votes of the commission shall be by public vote or public roll call. A roll call shall be taken by the Chair on all matters involving budget or real property. Votes on all other matters may be taken by public voice vote. After the Chair has put a question to a vote, or after there has been a roll call vote of the commission, the Chair shall not entertain a motion until a decision of the commission has been declared by the Chair.

c) Any commission member may appeal to the commission from any ruling of the Chair, and a majority vote of the commission members present shall decide the appeal.

d) No one other than a commission member may address the commission, except with the permission of the Chair or, in the case of the President's Briefing Agenda, the President, provided that the Chair's ruling may be appealed to the commission in the same manner as any other ruling.

e) In the case of any disturbance or disorderly conduct in the commission chamber, the Chair shall have the power to order same to be cleared, or adjourn the meeting until order can be restored.

f) The Chair may change the order of business upon a majority vote of those commission members present. In the case of public hearings and matters presented by the general public, the Chair may set time limitations in advance of the hearing, provided, however, that equal time is afforded to both those who speak for and in opposition to the matter.

g) After the meeting is called to order but prior to the Consent Agenda, a section of the agenda will be reserved for general statements by the public. Members of the public wishing to address the Board shall submit a comment card listing their name, full home address, company/organization represented (if any) and subject matter of the comment. All comment cards must be received by Security (or designee) no later than 8:30 a.m. on the day of the meeting. When recognized to speak by the Chair, persons who submitted a completed comment card shall only be required to state their name and company/organization affiliation (if any) on the record. Persons submitting incomplete comment cards shall state on the record their name, full home address, and company/organization affiliation, if any. The determination of whether a comment card is properly completed shall be at the discretion of the Chair. Each person shall have three (3) minutes to speak. The Chair will only recognize those persons who are present. Recognition of any person who failed to timely complete the comment card will be discouraged, but final decision shall rest with the Chair.

h) Minutes of all meetings of the commission shall be promptly and fully recorded and shall include without limitation, a record of persons present, all motions, proposals and resolutions offered, the results of votes taken and a record of individual votes in the event of a roll call. Minutes of meetings of the commission shall not be final until approved.

i) Resolutions requiring City Council approval shall be administratively submitted by the Secretary-Treasurer to the City Council administrative staff in accordance with the rules and procedures of the City Council. For expediency resolutions may be submitted to City Council in advance of approval of the minutes of a meeting of the Board at which such resolution was adopted provided that approval of the minutes of City Council's action regarding such resolution may not precede approval of the minutes of the Board regarding such item.

6. <u>SETTING THE AGENDA</u>

The preliminary agenda for each commission meeting shall be prepared by the staff, approved by the Chair and delivered to each commissioner by 12:00 Noon on the Friday preceding the meeting of the Board of Commissioners. Notwithstanding the foregoing sentence, the agenda for the President's Briefing Section of the Meeting shall be prepared by the President and staff and delivered to each Commissioner prior to the Meeting.

a) Subsequent to delivery of the preliminary agenda, the staff or any commissioner may request additions to the agenda of an emergency nature at any time prior to the commencement of a Board meeting. Notice of such request specifying the reasons must be given to each commissioner.

b) After the call to order of a meeting, the Board may vote to add or delete an item from the agenda by a majority of those present and voting.

c) A member who is unable to attend a meeting at which a particular agenda item is to be voted on may request that item be deleted from the agenda and state the reason for the request. Such request must be made by said member to the Chair who has the authority to delete the item. If the Chair does not honor the request for deletion, then the request and the reason for denial shall be presented at the meeting prior to the vote on the agenda. Upon motion of any commissioner, properly seconded, the request for deletion shall then be put to a vote as any other motion before the commission.

7. <u>AMENDMENT OF RULES</u>

a) No rule of the Commission's Rules of Procedure may be changed without receiving an affirmative vote of a constitutional majority. A constitutional majority is defined to be a majority of the number of members to which the commission is entitled, currently five (5).

b) Notice of a proposed rule change must be communicated in writing to each commission member at least 15 days prior to consideration by the commission. Said notice shall state the general nature of the proposed rule and the date on which the sponsor intends to present the proposal to the commission.

8. TRAVEL POLICY

a) The Board of Commissioners hereby adopts the official Memphis Light, Gas and Water Division Travel Policy as a guideline for definition of allowable travel expenses and limitations.

b) Commission members shall be responsible for prompt notification of their ability to attend a conference or meeting prior to registration.

9. ROBERT'S RULES OF ORDER

If any question shall arise which is not provided for in these rules, the same shall be governed by Robert's Rules of Order, Newly Revised, which is hereby adopted. If there shall be any conflict between these rules and Robert's, these rules shall prevail.

As Amended:

June 17, 2026