

**AN ORDINANCE TO AMEND CHAPTER 2, ARTICLE VI
OF THE CODE OF ORDINANCES SO AS TO
ESTABLISH THE CITY OF MEMPHIS INTERNATIONAL COUNCIL**

WHEREAS, the Memphis City Council recognizes that the City of Memphis has to adapt to the growing global economy; and

WHEREAS, the Memphis City Council feels it necessary to establish an entity devoted to the promotion of international trade for the continued stimulation of the local economy as well as encouraging the creation of friendly and meaningful relationships within the international business community.

**SECTION 1. NOW, THEREFORE, BE IT ORDAINED BY THE
COUNCIL OF THE CITY OF MEMPHIS**

Division 8. City of Memphis International Council

Sec. 2-335.1 City of Memphis International Council created.

A limited agency and instrumentality of the city to be known as the “City of Memphis International Council” is hereby created and established. Use of the term “council” in this article shall mean the City of Memphis International Council.

Sec. 2-335.2. Purpose; powers and duties.

(a) Purpose. The council shall:

- (1) Plan and implement the city’s international trade promotion policies for the purposes of stimulating commercial and residential development and expanding the city’s tax base through the promotion of foreign trade and local development through direct foreign investment in accordance with the bylaws adopted by the council;
- (2) Create and serve in an advisory capacity for the city sister cities program to plan, implement and oversee the city’s international, professional, and technical education and cultural exchanges, promotion and policies to create and stimulate friendly and meaningful relationships; and
- (3) Coordinate protocol requirements for national and international events and dignitaries pursuant to the standard and practices adopted by the council.

(b) Powers and duties. Subject to city council approval and compliance with the terms and conditions of any existing contractual obligations, the council shall:

- (1) Encourage the fullest and most active participation and

cooperation of private enterprise by actively soliciting contributions and financial support from private business interests and any other governmental authorities for international trade promotion and business development.

- (2) Establish independent bank accounts for deposit of revenues generated by the council and for disbursement of council expenses;
 - (3) Purchase and sell services for international trade promotion and business development and the ability to create council-sponsored conferences, trade shows and trade missions on behalf of the city;
 - (4) Maintain a separate, non-profit 501c6 corporation for the purpose of seeking funding from outside sources;
 - (5) Recommend affiliation to the city council for approval of designation of national or international cities and geographic locations as sister cities to the city;
 - (6) Form a committee for each sister city that will have a president with significant cultural and business ties to the sister city, said president to be appointed by the council;
 - a. The sister cities committee president shall recruit members from the community at-large with membership criteria emphasizing significant cultural and business ties to the sister city countries having a sister city relationship with the city.
 - b. Local consul general of the country of the individual sister cities will be afforded the opportunity to appoint an individual to the sister cities committee; thereby, assigning an ex officio member from the consul general's staff to be a liaison between the consulate and the committee.
 - (7) Maintain an affiliation policy and direction of sister city committees established for each sister city of the city; and
 - (8) Create, coordinate and manage policies and procedures for events related to the council's purpose and dignitaries visiting the city; and
 - (9) Coordinate activities and work in conjunction with the manager of Multi-cultural and Religious Affairs within the Public Services Division.
- (c) Notwithstanding any provisions to the contrary, the council shall exercise only such powers as are granted pursuant to this article.

Sec. 2-335.3. Governing body: composition and appointments; terms of office and vacancies; membership eligibility requirements

(a) *Composition and appointments, term of office.* The council shall consist of 15 members (thirteen voting members and two non-voting ex-officio members) who shall serve as set forth herein. All members, shall serve without compensation, but shall be reimbursed for necessary expenses incurred in official duties. The governing body shall consist of:

- (1) The mayor or his designee who shall be an ex-officio, non-voting member; and
- (2) A city council member appointed by the city council chair who shall also be an ex-officio, non-voting member; and
- (3) Thirteen individuals appointed by the mayor, with approval by the city council who shall serve for a term of four years; and
- (4) Of the thirteen voting members the mayor shall appoint the chair to serve a term of one year; and
- (5) These terms shall be staggered initially with seven individuals whose terms expire in 2012 and six in 2013. The seven first appointed members' terms shall expire in 2012 with the final six expiring in 2013.

(b) *Vacancies.* Any person appointed to fill a vacancy due to the death, resignation or removal of any member of the council shall serve only for the remainder of the unexpired term. Nothing set forth herein shall prohibit any individual from being reappointed after a hiatus of four years.

(c) *Membership eligibility requirements.*

- (1) Each member of the council shall reside, work, own real property or maintain a business in the city and shall be an individual of outstanding reputation for integrity, responsibility and commitment to serving the community. Appointed members are expected to participate actively in the functioning of the council. The chairperson of the council shall have the power to appoint all members serving on the various committees which the council shall establish from time to time.
- (2) No member of the council shall become a candidate for elective political office during his or her term. Should any member of the council qualify as a candidate for elective political office, such qualification shall be deemed a tender of resignation from the council.
- (3) No employee of City of Memphis shall serve on or be appointed to the council.

(d) *Oath.* Upon the effective date of appointment, or as soon thereafter as practicable, each member of the council shall assume the duties of a member of the council, but before doing so, shall take an oath to uphold the Constitutions of the United States and of the State of Tennessee, and faithfully

to discharge the duties of their respective offices, and, upon the organization thereof, shall undertake the duties of said office.

- (e) *Officers.* The chairperson shall appoint all members serving on the various committees which shall be established from time to time. The chairperson shall appoint a vice-chairperson from among the council's members. The vice-chairperson shall serve as chairperson in the absence of the chairperson. The council shall designate a secretary and such other officers as may be deemed necessary, who shall serve at the pleasure of the council.
- (f) *Quorum and voting.* At all meetings of the council, the members present shall constitute a quorum for the transaction of business, and each member shall have one vote on every issue submitted to a vote of the council. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the council. The members of the council shall make and adopt bylaws and rules and regulations.
- (g) *Meetings.* The council shall hold regular quarterly meetings and may hold such other meetings as it deems necessary. All meetings of the council shall be public. Written minutes of the proceedings of all actions taken at the meeting of the council shall be maintained by the council and shall be promptly and properly recorded, submitted to Council Records and posted on the City of Memphis website.
- (h) *Parliamentary authority and rules of procedure.* The parliamentary authority of the council shall be Robert's Rules of Order (current edition), unless the council adopts its own order of business and rules of procedure governing its meetings, and actions on matters within its jurisdiction, not inconsistent with the provisions set forth herein, which rules of procedure shall be filed with Council Records. Copies of minutes of all council meetings shall be furnished to the mayor and city council members.
- (i) *Indemnification.* The council shall maintain officers and directors liability insurance coverage at all times, in an amount and in a form satisfactory to the city's insurance manager. To the extent such coverage does not apply, the city shall indemnify the members in the same manner and to the same extent that it indemnifies all other city advisory boards. Nothing in this section shall be construed in any way to affect the laws relating to sovereign immunity.

Sec. 2-335.4. Executive director; appointment, term, qualifications, compensation, general powers and responsibilities.

There shall be an executive director who shall be appointed by the mayor subject to city council approval. Additionally, each successor executive director shall be similarly appointed and approved. After hiring an executive director, the council shall submit monthly written reports to the Chief Administrative Officer of the city and one

annual oral presentation on the status of the council's operations and expenses to the city council. The executive director shall be a person of good moral character and have an excellent reputation for integrity, responsibility, and business ability, but no council member shall be eligible for appointment as executive director. The executive director shall receive such salary as shall be fixed by the mayor, and approved by the city council. The executive director shall take an oath before assuming any duties. The executive director shall act as the chief executive officer of the council. Subject to the policy directives of the council, the executive director shall have general supervision over and be responsible for the management and operation of all council properties, activities, and facilities. The executive director shall execute all contracts on behalf of the council after approval by the council. The executive director shall attend all meetings of the council, shall furnish the council a quarterly report with respect to the management, operation, and financial condition of the council, and shall from time to time have prepared and shall furnish such reports, audits and other information relating to the council as may be required by the council or the city. In the event that the executive director is for any reason temporarily incapable of exercising the powers and performing the duties and functions of the office, the council, with the consent of the city commission, may appoint an acting executive director to exercise such powers and to perform such functions and duties until such incapacity of the executive director ceases.

Sec. 2-335.5. Employment of assistants.

Subject to the policy directives of the council and budget limitations, the executive director may employ such assistants as are necessary to provide for the efficient operation of the council.

Sec. 2-335.6. Counsel.

The city attorney's office shall provide legal services to the council as may be necessary and requested by the council.

Sec. 2-335.7. Approval of budget.

- (a) Effective immediately, the council shall establish a fiscal year which coincides with that of the city. The council shall submit to the city council, in a form acceptable to the Finance Director, and no later than March 1 preceding the commencement of each fiscal year, a council budget request pertaining to management, operation, maintenance and capital expenditures and delineating the financial responsibility of the city for certain categories including but not limited to: insurance, security, utilities, capital improvements and maintenance. Nothing contained herein shall be construed to prohibit the council from submitting a supplemental budget to the city council for approval.
- (b) No expenditure shall be made in any given year without approval by the city council of the council budget for that year and all expenditure shall comply with city procedures for acquisition of goods and services.

- (c) In conjunction with the submission of the budget, the council shall submit a master plan reflecting the proposed operations, activities, improvements, and maintenance plans for the forthcoming fiscal year. The city council may review and deny any item contained in the master plan within 30 days from the date of its submission by the council.

Sec. 2-335.8. Annual report and audit.

- (a) The council shall submit to the mayor and city council an annual report and an annual audit. The audit shall be performed by an external auditor who is a certified public accountant.
- (b) Additionally, the city shall have the right to audit any books, accounts, expenditures, receivables, and contracts of the council at any time.

Sec. 2-335.9. Abolition of council.

The city council, by an affirmative vote, may abolish the council, at which time the powers and duties of the council shall revert to the city and the city shall resume responsibility for the maintenance, operation and management of powers and duties of the council.

SECTION 2. BE IT FURTHER ORDAINED, that the provisions of this Ordinance are hereby severable. If any of these sections, provisions, sentences, clauses, phrases, or parts are held unconstitutional or void, the remainder of this Ordinance shall continue in full force and effect.

SECTION 3. BE IT FURTHER ORDAINED BY THE COUNCIL OF THE CITY OF MEMPHIS, that this ordinance shall take effect from and after the date it shall have been passed by the Council, signed by the Chairman of the Council, certified and delivered to the Office of Mayor in writing by the comptroller and become effective as otherwise provided by law.

DEDRICK BRITTENUM, JR.

Council Member

TOM MARSHALL

Council Chairman

Attest:

Patrice Thomas, Comptroller