

**BYLAWS OF THE MEMPHIS LANDMARKS COMMISSION**  
**Approved December 16, 1998**  
**Incorporating All Previous Amendments by Reference**  
**As Revised and Approved August 24, 2017**

BYLAWS  
MEMPHIS LANDMARKS COMMISSION

I. POWERS AND DUTIES

The powers and duties of the Memphis Landmarks Commission (hereinafter "Commission") shall be as established by Ordinance No.3751, enacted May 3, 1988 (article IV Section 26-66 through 26-74) of the City of Memphis Code of Ordinances, (hereinafter "Ordinance), anything to the contrary contained herein notwithstanding.

II. OFFICERS AND COMMITTEES

- A. Officers. The officers of the Commission shall be a Chairman, a Vice-Chairman, and Secretary. The Chairman and Vice-Chairman shall serve a term of two (2) years and shall be elected pursuant to Section 26-70(d)(4) of the Ordinance.

The Executive Secretary may be a staff representative from the Landmarks Commission of Office of Planning and Development or other agency of the City of Memphis.

The Landmarks Commission shall appoint a nominating committee to present a slate of officers for the August Landmarks meeting every other year. The new officers will preside at the September Landmarks meeting.

- B. Committees. The Chair may designate or appoint one or more committees, including both standing committees such as an Executive Committee and temporary committees. Any such committee must have a minimum of three (3) members. No committee may have or exercise the authority of the full Commission, but committees may act to carry out specific tasks approved by the majority of the Commission, study and make recommendations to the membership, or assist in carrying out the day to day business of the Commission.

- C. Executive Committee. An Executive Committee may be established to assist and consult with staff.

The Executive Committee and/or the staff shall have authority to approve what in their determination are minor and /or "in-kind" changes which are in conformity with the design guidelines, and for which full Commission review or approval shall not be necessary. A report of these approvals shall be submitted to the Landmarks Commission at the next scheduled meeting and made a part of the record.

Staff reviews of minor and/or in-kind changes shall include but are not limited to the following:

- (1) Rear yard fences on interior lots (as long as the fence is 6' or less; middle or rear connection point at house)
- (2) new driveway gates
- (3) tuckpointing
- (4) small things at the rear or side of commercial buildings like firescapes; loading docks; paving driveways
- (5) renewals of COA (as long as not a controversial project and no significant changes to the plans)
- (6) garages and outbuildings where only roof is visible or is behind existing fence
- (7) rear additions to houses on interior lots and within the existing side wall plane or break the plane of the roof
- (8) miscellaneous small changes that have low significance to the overall property (e.g. security doors in HP district)
- (9) minor landscaping in HP districts (e.g. low, short retaining walls)

### III. MEETINGS AND PROCEDURES

- A. Regular Meetings: Time and Place. Regular meetings of the Commission shall normally be held on the fourth Thursday of the month, at 4:00 p.m., except when that date falls on a legal holiday or except when changed by vote of the Commission to another day.

The location of the meeting shall be determined at the discretion of the Commission. All meetings shall be open to the public.

- B. Special Meetings. Special meetings may be called by the Chair, Vice-Chair (when acting for the Chair), or on request of one third of the membership of the Commission.
- C. Meeting Notification. Notification of all meetings, whether regular or special, and of any changes in meeting time or location, shall be made in a newspaper of general circulation at least five (5) days prior to such meeting. Notice shall also be given to all property owners within a 150 foot radii of any application property, property owners within a 150 foot distance of any boundary line of any proposed landmark zone, and at the discretion of the Commission, to other members of the public who request to be notified. All notices shall specify the date, place and time of any such meeting. Such notices shall be given as required by applicable law and these bylaws. All meetings shall be open to the public.
- D. Quorum. Five (5) members of the Commission shall constitute a quorum to transact any business, but it shall require with a quorum of five not less

than three (3) affirmative votes to carry out any matter before the Commission.

- E. Conflict of Interest. As provided in Section 26-70(d)(5) of the Ordinance “any member of the Commission who shall have a direct or indirect interest in any property which is the subject matter of or affected by a decision of the Commission, shall be disqualified from participating in the discussion, decision or proceedings of the Commission in connection therewith.”

The Chair shall read the conflict of interest policy at the beginning of each meeting. If a member has a conflict, he or she shall so advise the Commission at the beginning of the application presentation, and it shall be so recorded in the minutes. Such member shall recuse himself or herself from the proceedings including discussion and voting on said matter.

- F. Conduct of Meetings. The Commission shall follow the meeting procedures as outlined in section III(J) Parliamentary Procedure of the Bylaws, and as follows:

- (1) The Commission meetings shall be called to order by the senior most officer present.
- (2) The Chair shall preside at all meetings. When the Chair is recused, absent, or otherwise disabled, the Vice-Chair shall preside. When the Chair and Vice-Chair are recused, absent, or otherwise disabled, the Secretary shall preside. In the event that all officers are recused, absent or otherwise disabled and a quorum is present the members may elect a Chair Pro Tem by majority vote.
- (3) The Commission will follow the official agenda and will not consider new business at its meetings except with approval by a majority of members.
  - a. Each speaker, before speaking on any application, shall give his or her name and address and state what case he or she is representing. The Chairman shall swear in each speaker, including staff.
  - b. The staff presentation shall be made first, where applicable.
  - c. An applicant’s presentation shall follow the staff’s presentation. Interested parties in favor of the application may then, upon recognition by the chair, make a presentation.
  - d. Absence of Applicant. If an applicant is not present when his or her case is called by the Chair, the Commission shall hold the case in abeyance until its next regular meeting. Within 48 hours of a case being held in abeyance, the Commission Secretary

shall send written notice to the applicant that the case was held in abeyance. If an applicant is not present when his or her case is called by the Chair after it has already been held once in abeyance, the Commission shall again hold the case in abeyance until its next regular meeting. Within 48 hours of a case being held in abeyance for a second time, the Commission Secretary shall send a certified letter to the applicant that the case was held in abeyance for a second time. If an applicant is not present when his or her case is called by the Chair after it has already been held twice in abeyance, the case shall be considered withdrawn and no further action by the Commission is necessary.

- e. Those opposed to an application may then upon recognition by the chair, make a presentation.
  - f. Applicants will be allowed to offer comments in response to any and all opponents. Opponents will not be allowed a rebuttal.
  - g. The Chair, with the approval of the majority of the Commission members present, may set time limits on the presentation by applicants, interested parties, and opponents.
  - h. Documents, maps or other written data relating to any application may be received and considered when filed with the Executive Secretary prior to or at a meeting. (Such documents should be filed in duplicate). However, the Commission shall not be obligated to issue an opinion or decision based on information received during a meeting.
  - i. Prior to discussion, a motion to approve the case shall be made and seconded. During discussion, Commission members may ask questions of the applicant or any speaker, provided the applicant or speaker is recognized by the Chair. However, applicants and speakers may not provide additional information or testimony to the Commission unless requested to do so by a member of the Commission and recognized by the Chair. When additional information and testimony is provided during discussion, the Chair shall make every effort to ensure that both the applicant/ those in support of an application and those in opposition of an application are provided an opportunity to address the Commission.
- G. Adjourned Meetings. Should the business before the Commission not be completed, the Chair may adjourn the meeting from day to day until matters on the original agenda are disposed of.
- H. Minutes and Official Records. The minutes and record of the Commission shall be maintained by the Executive Secretary as follows:

- (1) Written minutes shall be kept of all regular and special meetings and submitted at the next or a subsequent meeting for approval by the Commission.
- (2) Minutes, agendas, correspondence, official memorandums, plans, documents, photographs, applications and the material relating to the business of the Commission shall be permanently maintained by the Executive Secretary in the offices of the Commission. Such records are public records available to the general public for inspection during regular working hours.
- (3) The minutes of Commission meetings shall be taken from recorded tapes of the meetings. The minutes shall be an accurate and detailed summary (not transcription) of the meeting proceedings. Tapes of Commission meetings shall be maintained for at least seven (7) years.
- (4) Individual files shall be maintained for each property considered by the Commission, consisting of applications and all related plans, drawings, correspondence, information submitted and, if applicable, the Certificate of Appropriateness (COA)
- (5) Meeting agendas shall be prepared by the Executive Secretary. The Chair or any Commission member may request that non-Certificate of Appropriateness items be added to the agenda.
- (6) The Executive Secretary shall prepare or assist in preparation of the Annual Certified Local Government (CLG) Report to the Tennessee Historical Commission, including copies of Commission minutes, records, documents, applications, correspondence and other information.
- (7) The Commission shall review and consider all official correspondence relating to its role as a CLG body, and shall take or shall direct the Executive Secretary to take appropriate action in connection therewith.
- (8) Official correspondence may be signed by the Chair, the Vice-Chair or the Executive Secretary. The Executive Secretary shall issue COA's for approved projects and shall handle routine business and correspondence for the Commission.
- (9) Executive Secretary shall be responsible for issuing notice of all Commission meetings.

- I. Financial Statement. Upon request of the Commission, the Executive Secretary shall present a financial statement showing funds received, expended or encumbered since the last meeting, and all funds both encumbered and unencumbered, on hand or available.
- J. Parliamentary Procedure. In the absence of any provision in these rules to the contrary, the rules of procedure provided by Robert's Rules of Order (newly revised) shall prevail.

#### IV. COMMISSION APPOINTMENTS AND STAFF

- A. Appointment of Members. Membership and appointment of Commission members shall be made in accordance with Section 26-70(d)(1) and (3) of the Ordinance.
  - (1) Appointments to the Commission shall be made by the Mayor and approved by City Council.
  - (2) The Executive Secretary and the Chair shall notify the appointing authority in writing of any vacancies or expiration of terms. Should a vacancy or expired term go unfilled for more than three months, further written notices shall be sent to the proper authority on a regular basis until the new appointment is made by the appointing authority. A Commissioner shall serve until his/her successor has been duly appointed and approved.
  - (3) Commission members may provide the Chair with the names of qualified individuals to fill any vacancies on the Commission and the Chair shall provide such names in the notification of vacancy.
  - (4) Any member may resign by submitting written notice of resignation to the Executive Secretary or to the Mayor.
  - (5) Commission members shall serve without compensation and for not more than 2 full consecutive terms. Service for a part of a term shall not be consider a full term for the purpose of this paragraph.
- B. Regular Attendance. Regular attendance by members is essential for the proper functioning of the Commission. The following steps shall be taken to encourage regular attendance by members.
  - (1) The unexcused absence of any member for two or more consecutive meetings shall require a letter to be sent from the Chair reminding the member of their obligation to attend meetings regularly.

- (2) The next unexcused absence shall require discussion and a motion by the Commission regarding the excessive absences. A letter from the Chair to the member expressing the Commission's concern shall follow.
  - (3) Should regular (excused or unexcused) absences continue, upon further discussion and an affirmative vote by the Commission, the Chair shall notify the appointing authorities in writing, requesting the member's resignation and stating the reasons therefore.
- C. Staff. The responsibilities of the staff are to present matters at meetings, act as custodian of records, to handle official correspondence, perform or supervise clerical and technical work for the Commission, and provide technical assistance and advice to applicants, the Commission and the general public.

V. APPLICATION PROCEDURE FOR THE CREATION OF HISTORIC OVERLAY DISTRICTS

- A. Historic Overlay District Applications. Any owner(s) or authorized agent of any owner(s) of a property or properties within a proposed historic overlay district may apply to the Commission for the creation of a historic overlay district. No minimum number of, or percentage of, supporting petitions from property owners in the affected area shall be required as part of the new district approval process.
- B. Application Form. The application shall be made on the official application form provided by the Commission and shall include all required information. In addition:
- (1) The applicant must demonstrate an effort to inform property owners and residents within the boundaries of the proposed zone, through written notice, of the application for historic district designation.
  - (2) The applicant must publicize and hold a public meeting regarding the proposed designation or removal at which meeting information on the district boundaries, the design review guidelines and the design review process shall be available. The neighborhood shall hold a minimum of two (2) neighborhood meeting for new design guidelines.
  - (3) The Landmarks Commission and/or staff will hold a neighborhood meeting to review the new design guidelines prior to the Public Hearing before the Landmarks Commission.



- (4) The proposed design review guidelines must be approved by the Commission as being in conformance with the Secretary of the Interior's Standards.
- C. Public Hearing. A public hearing shall be held by the Commission upon each application as provided in Section 26-70(a)(1) and (2) of the Ordinance.
- D. Recommendation to Land Use Control Board (LUCB). If the Commission determines that the application meets the criteria and standards of Section 26-68(a) of the Ordinance, or if it recommends modification or disapproval thereof, it shall so report in writing to the Land Use Control Board as provided in the Ordinance. If approval is recommended, the Executive Secretary shall file the application with the LUCB on behalf of the Commission and the applicant. Public notice shall be given as prescribed by the Ordinance.
- E. Recommendation by Land Use Control Board. The Land Use Control Board shall recommend approval or disapproval of each historic district application to the City Council as provided in Section 26-70(a)(1) of the Ordinance.

## VI REVISION OF EXISTING DESIGN GUIDELINES IN DESIGNATED LANDMARKS DISTRICTS

- A. A written request for the revision of Historic Preservation, Landmarks or Conservation Districts Design Guidelines may be made by the owner(s) or authorized agent of the owner(s) of a property or properties or by the Landmark Design Committee of a District or by the District's Neighborhood Association.
  - 1. Revisions of the Design Guidelines for a designated district shall not be considered until the district has been established for at least three (3) years.
  - 2. Revisions of the Design Guidelines for a designated district should not be considered more than twice within a ten-year period.
- B. Notification: The revision request shall be made in writing to the staff of the Landmarks Commission. A completed revision check list and written notification can be submitted at anytime. Assistance can be provided by staff for information on where and how to begin.
  - 1. Public Notification: The applicant for the revision request must demonstrate an effort to inform property owners and residents

within the designated district, through written notice, of the proposed changes in the design guidelines.

2. The applicant must publicize and hold a minimum of two (2) public meetings regarding the revision request at which meeting information on the changes shall be discussed and printed copies of the change shall be available.
  3. The Landmarks Commission and/or staff will hold a minimum of two (2) neighborhood meeting to review the new design guidelines prior to the Public Hearing before the Landmarks Commission.
  4. The revision request must be in conformance with the Secretary of the Interior's Standards.
- C. Public Hearing. The Commission upon receiving the revised design guidelines shall hold a public hearing. If approved by the Commission at the public hearing the revised guidelines shall be enforced from the hearing date forward.
1. The Landmarks Commission staff will upon approval by the Commission place copies of the revised design guidelines on the DPD web site and place copies in the main public library. The staff shall mail letters to every property owner with in the district stating that the design guidelines have been changed and they can request a copy of the changed design guidelines.

## VII. PROCEDURE FOR RECEIVING AND DISBURSING FUNDS

- A. Landmark Commission Fund. The Commission shall have the power to receive, hold, disburse and expend such funds as made available to it by the City of Memphis or by any other agency or source, to the extent authorized by the Ordinance.
- B. Funding Assistance. The owner of a property located in a Historic District may apply to the Commission for assistance in maintaining, restoring or repairing the property provided that such assistance is available. Should assistance be available, the application shall be made in the following manner:
  - (1) The application shall be in writing in the form provided by the Commission and shall contain all required information. The Commission may require further information, which shall be furnished in the form requested.

- (2) The Commission may grant or deny the request within the limits of the unencumbered funds available to it, grant in whole or in part, either in the form requested or in some other form. If granted, the assistance may be given only for a specified purpose.
- (3) Immediately upon the granting of such an application, the funds available to the Commission shall be considered to be encumbered to the extent necessary to carry out its commitment.

#### VIII. APPLICATION FOR CERTIFICATE OF APPROPRIATENESS (COA)

- A. Certificate of Appropriateness (COA). Before undertaking any new construction, addition or demolition within any Historic Conservation, Landmark, or Preservation District or the commencement of any exterior alteration visible from the public street in a Historic Preservation District, an applicant shall apply to the Commission for a COA. The application must be reviewed and approved by the Commission before the applicant is granted a building permit by the Building Official.
- B. COA Application Requirements. A complete application for a COA must be submitted at least eighteen (18) working days prior to the regularly scheduled meeting of the Commission in order to be placed on the regular agenda. The staff may, at its discretion, present incomplete applications to the Commission, but the Commission will determine by majority vote whether the application is sufficiently complete for consideration.

An applicant may request in writing that the staff withdraw or hold an item from the agenda at any time.

- C. COA Application Form. The application shall be on a form provided by the Commission and contain the information required by Section 26-70 of the Ordinance, including the following:
  - (1) General information, plans and specification as they relate to exterior work to be performed as required by the COA application form.
  - (2) Any additional supporting data, photographs, and other information which the owner cares to submit or that is required or requested by the staff or the Commission.
- D. COA Application Review and Staff Recommendation. Upon receipt of an application, the Commission staff shall review it and shall consult with the applicant. On putting the item on the agenda, the staff shall make a written staff recommendation to the Commission on whether the application meets the Design Guidelines for the Historic District.

- E. Approval, Issuance and Expiration of COA's. If the Commission determines that the application meets the design guidelines, staff shall issue a COA within ten days to the applicant. The original copy of the plans shall be maintained on file in the offices of the Commission with the original copy of the COA application.

The COA shall expire within one (1) year if work has not begun or if a building permit has not been acquired to do the work. If a building permit expires, the associated COA also expires.

- F. COA With Conditions. The Commission may issue a COA with conditions. The Commission, in its discretion, may require that the application or plans be modified to reflect the COA conditions and that such modification be reviewed for compliance by the Executive Secretary before issuance of the COA.

- G. Denial of a COA. The Commission may deny a COA if an application fails to meet the design guidelines. If the COA is denied, the Commission and staff must consult with the applicant for a period of sixty days pursuant to Section 26-70(d)(6) of the Landmarks Ordinance. The Executive Secretary will at the direction of the Chair send a letter to the applicant stating the reasons for denial as per Section VIII.A(3).

- H. The commission may, upon majority vote, take a completed application under advisement until the next full meeting of the Landmarks Commission, provided the Commission makes a finding that there is not sufficient data to approve or deny the request. The Commission may only hold a case in abeyance once for this purpose.

#### IX. APPEALS FROM THE ORDERS AND RULINGS OF THE LANDMARKS COMMISSION

- A. Consultation Following Denial of COA. The Commission and its staff shall make every effort to assist an applicant in meeting the Guidelines, including but not limited to:
  - (1) Upon denial of the COA, the Chair shall state the reasons for the denial and inform the applicant of the requirement in the Ordinance that the Commission consults with the applicant to find a way to meet the guidelines.
  - (2) The Chair will request the Executive Secretary or a special committee to meet and consult with the applicant for a period not to exceed sixty days or as necessary to find a solution.

- (3) The specific reasons that an application was denied shall be provided in writing to the applicant by the Executive Secretary. Specific recommendation by the Commission or the staff on how to modify the application to meet guidelines will also be given to the applicant in writing.
- B. Record Keeping During Consultation. During consultation, the Executive Secretary shall keep careful records regarding all meetings, correspondence and negotiations between the applicant, the staff and the Commission. If requested, copies of the same shall be provided to the applicant.
- C. A denied application that has not been substantially changed shall not be resubmitted for a COA for six months after the date of the denial, as provided in Section 26-70(d)(6).
- D. Amended Applications. Amended applications may be submitted to the Commission for reconsideration at its next or any subsequent meetings. A written staff recommendation regarding the amended application shall be made as usual.
- E. Appeals. Should negotiations with the applicant fail, an applicant may appeal the orders and rulings of the Landmarks Commission as provided by law.

#### X. BYLAWS AMENDMENT

Written notice of any proposed amendment to the Bylaws shall be submitted to the Secretary fifteen (15) days prior to the meeting at which the amendment will be considered and shall be submitted to the City Attorney and the Commission for review prior to a meeting in the regular meeting packet.

Approval of such amendments by majority vote of a quorum of the Commission is required for such amendments to take effect. Bylaws amendments shall be effective upon approval of the minutes.

#### XI. SEVERABILITY

If any provision of these Bylaws are determined by a court of law or equity, or other governmental body having appropriate jurisdiction to be void or unenforceable, such provision shall be deemed severed from these Bylaws and the remaining provisions shall continue in full force and effect.