

BYLAWS

Tourism Development Authority for Alleghany County, NC

ARTICLE I

AUTHORIZATION

Section 1. Alleghany County Tourism Development Authority.

The name of the Authority shall be the Alleghany County Tourism Development Authority, such having been established by Resolution adopted October 3, 2011 by the Alleghany County Board of Commissioners. Such authority was granted by the North Carolina General Assembly under HB 96, Session Law 2011-170. [\(A copy of the Resolution to create a Tourism Development Authority for Alleghany County, NC is attached to these bylaws\)](#)

Section 2. Public Body.

The Alleghany Tourism Development Authority shall be a public authority under the Local Government Budget and Fiscal Control Act, and also pursuant to those Laws which govern bodies conducting meetings pursuant to the Open Meetings Law for the State of North Carolina.

Section 3. Powers and Duties.

The Alleghany County TDA shall perform the following duties:

1. Expend occupancy tax funds in accordance with Alleghany County's "Ordinance to Establish an Occupancy Tax Within Alleghany County". These expenditures will follow the budget as approved by the Alleghany County Board of Commissioners.
2. Report quarterly and at the close of the fiscal year to the Alleghany County Board of Commissioners on its receipts and expenditures for the preceding quarter and for the year in such detail as the Alleghany Board of Commissioners may require.

Section 4. Objectives and Mission.

The Authority's objectives shall be to promote, solicit, and encourage tourism in Alleghany County North Carolina, and to provide such services as are related to

tourism. The Authority shall represent and promote Alleghany County, North Carolina. ~~through state, national, and international advertising.~~

ARTICLE II

GOVERNING BODY

Section 1. Membership.

The Alleghany County TDA shall be comprised of five (5) members. Two of the members must be individuals who are affiliated with businesses that collect the occupancy tax in the County, and three of the members must be individuals who are currently active in the promotion of travel and tourism in the County. Members can serve dual roles.

Section 2. Terms of Appointments.

Members will be appointed by and serve at the pleasure of the Alleghany County Board of Commissioners. The terms of appointment will be for one-year initially. Following the initial appointments, the terms shall be for three years on a staggered basis. Vacancies shall be filled by the Alleghany County Board of Commissioners.

~~Reappointment to the Authority shall be limited to three consecutive terms.~~

The Alleghany County Board of Commissioners shall select a chairman and shall determine the compensation, if any, to be paid to the members of the TDA.

Section 3. Vacancies.

Any vacancy occurring in ~~any~~ **this** group shall be filled with an appointment for the remainder of the unexpired term by the County Board of Commissioners.

ARTICLE III

MEETINGS

Section 1. Regular and Special Meetings.

The TDA shall meet at the call of the chairperson but in any event it shall hold meetings at least quarterly. Special Meetings of the Authority may be called at any time by the Chairperson or Vice Chairperson. At least forty-eight (48) hours written. **Meeting dates will be published by the Secretary for public notice.** ~~notice of the time and place of~~

~~Special Meetings shall be given by the Secretary or by the Chairperson to each member of the Authority.~~

The Authority may adopt its own rules of procedure or in absence thereof, "Robert's Rules of Order" shall apply.

Section 2. Open Meetings.

All meetings of the Authority are to be held in accordance with Article 33C of Chapter 143 of the General Statutes of North Carolina, commonly referred to as the Open Meetings Law.

Section 3. Attendance/Removal.

Faithful attendance at all meetings of the TDA and conscientious performance of the duties required of members of the TDA shall be considered a prerequisite of continuing membership on the TDA. Any member, who misses more than two (2) consecutive meetings without an excused absence or for any good cause related to performance of duties, may be replaced at the recommendation of the TDA by the Alleghany County Board of Commissioners.

Upon request of the TDA to remove a member ~~proposed for removal~~, the County Board of Commissioners shall ~~hold a hearing~~ consider it at a scheduled commissioners meeting before any ~~on the~~ removal ~~before it~~ becomes effective.

Section 4. Quorum.

A quorum shall consist of three (3) voting members of the TDA.

Section 5. Voting/Rules of Conduct for Members.

No voting member shall be excused from voting, except upon matters involving consideration and determination in which a member has a direct personal or financial interest.

However, ownership of a tourism-related business and/or serving as a board member of a non-profit tourist attraction/organization shall not constitute a sufficient reason to be excused if an equal degree of general financial interest applies to other members and no direct personal or financial interest is gained.

Each member shall maintain the confidential nature of confidential material to which members may become privy to as a member of the TDA. No TDA member shall directly or indirectly solicit any gift, or accept or receive any gift, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or any other form, under circumstances in which a reasonable person would believe that the gift was intended to influence him/her in the performance of his/her duties, or was intended as a reward for any official action on his or her part.

Section 6. Minutes.

The Secretary of the TDA shall be responsible for keeping records of all meetings, including minutes, resolutions, discussions, findings, recommendations and attendance records. The minutes shall be available for public inspection during regular business hours of the county Finance Office, and in accordance with N.C.G.S. 143-318.10.

ARTICLE IV

OFFICERS

Section 1. Officers.

The Officers of the TDA shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer. The Chairperson of the TDA shall be designated by the Alleghany County Board of Commissioners. The TDA shall elect from the membership a Vice-Chairperson to serve in the absence of the Chairperson and a secretary. The Alleghany County Finance Officer shall serve as the Ex-Officio Finance Officer of the TDA.

Section 2. Chairperson.

The Chairperson shall call and preside at all regular and special meetings of the TDA and make certain that lawful notices are provided to the members, to the public, and to the media. The Chairperson shall, with the assistance of the Secretary and/or Treasurer, be responsible for the preparation of the agendas for the meetings of the TDA. In addition, the Chairperson shall also perform such additional duties as may from time to time be designated by the TDA.

Section 3. Vice-Chairperson.

The Vice-Chairperson shall act in absence of the Chairperson to perform the duties and exercise the office that would be performed by the Chairperson. Also, the Vice-Chairperson shall perform such other duties as from time to time may be delegated to the Vice-Chairperson by the TDA,

Section 4 Secretary.

The Secretary shall be responsible for keeping accurate records of all acts, proceedings and minutes of the TDA. The Secretary shall further assist the Chairperson in causing all appropriate notices to be given as are required to the public, the media and as otherwise by law required. That additionally, the Secretary shall perform all other duties as may from time to time be delegated to the Secretary by the TDA.

Section 5. Treasurer-Finance Officer

The **Treasurer-Finance Officer** shall have the custody of all funds belonging to the TDA, shall receive, deposit, and disburse the same under the direction of the TDA. The **Treasurer-Finance Officer** shall keep full and accurate accounts of the finances of the TDA and shall further report to the members of the TDA and the Alleghany County Board of Commissioners, as is required pursuant to the Ordinance and Resolution adopted October 3, 2011 by the Alleghany County Board of Commissioners.

ARTICLE V

COMMITTEES

Section 1. Committees.

Committees may be established by the TDA from time to time and may be assigned such duties and responsibilities as are deemed appropriate by the TDA. Committee members may be non-TDA members. **Any non-TDA members must answer to the same attendance code of the TDA board.**

Section 2. Committee Authority.

Committees shall have the duty to make recommendations as are deemed appropriate to the TDA, but shall not undertake any activity or encumber or spend funds without the approval of the TDA.

ARTICLE VI

ADMINISTRATIVE STAFF

Section 1. Administrative Staff.

The TDA may **employ contract** staff, subject to the provisions of these bylaws, to assist in carrying out the objectives and mission of the TDA. In addition, the TDA may contract with another entity to assist in carrying out the objectives and mission of the TDA.

ARTICLE VII

FISCAL AFFAIRS

Section 1. Annual Budget.

The TDA's fiscal year shall begin on July 1st and end on the following June 30th. The TDA shall submit a proposed annual budget to the Alleghany County Board of Commissioners for their review and comment prior to the TDA's formal budget adoption.

Section 2. Use of Occupancy Tax Proceeds.

The TDA shall use at least two-thirds of the occupancy tax funds to promote travel and tourism in Alleghany County and shall use the remainder for tourism-related expenditures as defined in the “An Ordinance to Establish an Occupancy Tax Within Alleghany County”, as is set out in that Ordinance adopted by the Alleghany County Board of Commissioners and set in place on December 1, 2011, or as may be amended.

Section 4. Contracts and Instruments.

The TDA may authorize the Officers of the TDA to enter into contracts or execute and deliver instruments, provided such have been approved by the TDA, and that the required expenditure funds, if any, have been provided by the TDA. Any multi-year contract would also need the approval of the Alleghany Board of Commissioners.

Section 5. Indemnity.

The TDA shall indemnify and hold harmless any member, officer, or employee of the TDA for any loss, including reasonable expense, incurred in defense of any action or claim, resulting to such member, officer or employee as a result of serving in such capacity, except to the extent such loss might be occasioned by intentional wrongdoing.

Section 6. Reports to the Alleghany County Board of Commissioners.

The TDA shall report quarterly and at the close of the fiscal year to the Alleghany County Board of Commissioners, as to its receipts and expenditures for the preceding quarter and for the year, in such detail as the Board of Commissioners shall require.

Section 7. Gifts.

The TDA may accept (with the approval of the Alleghany County Board of Commissioners) any contribution, gift, bequest or devise, for any purpose consistent with the objectives and missions of the TDA, and as may otherwise be subject to law.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments.

These bylaws or any portion thereof may be amended, altered or repealed by the affirmative vote of four-fifths (4/5) of all of the voting members of the TDA.

ARTICLE IX

ADOPTION

Section 1. Adoption.

These bylaws shall become the bylaws of the Alleghany County Tourism Development Authority upon adoption.

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