

**Revised and Adopted December 4, 2019**

**JOHNSTON COUNTY TOURISM AUTHORITY  
BY-LAWS & OPERATING PROCEDURES**

**BE IT ORDAINED**, by the Johnston County Tourism Authority that under the powers invested in said Authority by the provisions of House Bill 893, Chapter 647 of the General Statutes of North Carolina and by resolution of September 8, 1987 by the County of Johnston, the following constitutes the By-Laws for the regulation of its affairs and the conduct of its business.

**ARTICLE I - NAME**

The Authority shall D.B.A. as the “Johnston County Visitors Bureau”, hereinafter members are referred to as "Board" and Visitors Bureau as "Bureau".

**ARTICLE II - ORGANIZATIONAL STATUS**

The Board shall be a “public authority” under the Local Government Budget and Fiscal Control Act, G.S. 159 and shall be governed in all its particulars by said Act. Notwithstanding anything said herein to the contrary, said Act shall control the functioning of the Board and the duties and responsibilities of its officers and representatives. Insofar as relevant and necessary, the provisions of said Act are hereby incorporated by reference.

**ARTICLE III - MISSION AND VISION STATEMENTS**

**MISSION STATEMENT**

The mission of the Johnston County Visitors Bureau is the marketing and developing of the destination’s brand experiences to targeted visitor markets for economic growth and quality of place.

**DMO VISION STATEMENT**

Johnston County Visitors Bureau is the recognized and influential community tourism leader through its successful, productive, and technology savvy marketing, development and advocacy partnerships.

**ARTICLE IV - PURPOSE AND BASIC POLICIES**

**Section 1 - Appointment and Composition**

As set forth in House Bill 893, Chapter 647, 1987 session of the North Carolina General Assembly, the Board shall have the following eleven (11) members:

- a.) One representative to be appointed by the Benson Chamber of Commerce.
- b.) One representative to be appointed by the Clayton Chamber of Commerce.
- c.) One representative to be appointed by the Four Oaks Chamber of Commerce.
- d.) One representative to be appointed by the Kenly Chamber of Commerce.
- e.) One representative to be appointed by the Triangle East Chamber of Commerce.
- f.) One owner or operator of a hotel, motel, or other taxable tourist accommodation, to be appointed by the County Commissioners.
- g.) Four individuals involved in tourist development and do not own or operate a hotel, motel, or other taxable tourist accommodation, to be appointed by the County Commissioners.
- h.) The finance officer of Johnston County, who shall serve as Treasurer, will be a nonvoting, ex officio member.

## **Section 2 - Compensation**

All members of the Board shall serve without compensation. However, the Board may reimburse its members for such reasonable expenses or expenditures which they might incur on behalf of the Board in the course of conducting its business, after approval thereof by the Board. Such approval must be given prior to such expenses or expenditures.

## **Section 3 - Vacancies**

Vacancies in the membership of the Board shall be filled by the appointing organization of the member creating the vacancy. Members appointed to serve vacancies shall serve for the remainder of the unexpired term of the member for whose term they are appointed to fill.

## **Section 4 - Term of Membership**

Members shall serve three-year terms, except the initial members who shall serve the following terms:

- a.) Members appointed pursuant to Section (1) (a) - (1) (e) shall serve a one-year term;
- b.) Members appointed pursuant to Section (1) (f) shall serve a two-year term;
- c.) Members appointed pursuant to Section (1) (g) shall serve a three-year term.

Members may serve no more than two consecutive three-year terms.

### **Section 5 - Removal Member, Resignation or Death**

The Board, by affirmative vote of two-thirds (2/3) of all its members, may recommend to the appointing Board(s) the removal of any of the appointed members of the Board for cause.

Any member may resign by filing a written resignation with the Chairperson of the Board.

Any vacancies which result from a member's removal for cause or who resigns or who has died in office shall be filled as provided for elsewhere in the By-Laws.

### **Section 6 - Board Members Responsibilities and Duties**

Members of the Board appointed by the County Commissioners and area Chambers of Commerce in accordance with the Tourism Authority's and Town's enabling legislation, act as a voting member of the board with full power and responsibility to determine policies, procedures, and regulations for the operation of the Tourism Authority; assists with the monitoring of the Tourism Authority's financial health, programs, and overall performance; and provides the President/CEO with resources to meet the needs of the Tourism Authority's program of work. Board members agree to abide by the Tourism Authority's Statement of Personal and Professional Standards of Conduct & Conflict of Interest Policy.

#### **Responsibilities:**

- 1) Participates in Board member orientation upon appointment.
- 2) Attends all meetings and activities, including special events and retreats as requested by the Chairperson and/or President/CEO.
- 3) Works to become knowledgeable about the Tourism Authority and its mission and stays abreast of Tourism Authority goals and objectives.
- 4) Prepares for and contributes to meetings by being well-informed on agenda issues and expressing his/her point of view.
- 5) Openly considers others' points-of-view and makes constructive suggestions to help the Board make decisions that benefit those whom the Tourism Authority serves.
- 6) Represents the Tourism Authority to individuals, the public, and other organizations presenting a positive public image for the Tourism Authority and Johnston County.
- 7) Serves on committees as assigned by the Chairperson of the Tourism Authority.
- 8) Assumes Board leadership roles when asked.
- 9) Keeps the President/CEO informed of concerns expressed by community partners and stakeholders that the Board member is appointed to represent.

### **Section 7 - Absences**

If an appointee has unexcused absences, which constitute more than 25% of the Board meetings in any calendar year, which he or she is required to attend pursuant to his or her appointment, he or she is obligated to resign. Excused absences are defined as absences caused by events beyond one's control.

If the individual refuses to resign, he or she may be dismissed by action of the board. A calendar year is to be defined as a 12-month period beginning on the date of appointment.

### **Section 8 - Annual Tourism Conference**

Board members are encouraged to attend the VisitNC 365 Annual Conference. The conference is educational in nature and an opportunity to network with tourism professionals from around North Carolina. Board Members will be sponsored by the JCVB at least once, with a maximum of two members per year budgeted for the fiscal year. Preference will be given to board members who have not previously attended. Budget will allow for conference registration, hotel expenses, travel, and meals not provided by the conference.

## **ARTICLE V - MEETINGS**

### **Section 1 - Time and Notice**

Regular meetings of the Board shall be held the second Wednesday of each month at 12N at the Administrative Offices of the Visitors Bureau, 234 Venture Dr., Smithfield, or at the pleasure of the board, rotated to tourism industry attractions in the county. Special meetings of the Bureau may be called by the Chairperson or upon written request of three or more of the members of the Board. Except in the case of special called meetings, notice of all regular meetings shall be sent electronically to each member of the Board at least one week prior to the scheduled date of the meeting containing as complete as possible an agenda of items to be discussed at that meeting. Notices of special meetings may be given with forty-eight (48) hour notice. All meetings of the Board shall be conducted in accordance with the North Carolina Open Meetings law(s).

### **Section 2 – Closed Sessions**

A. The board may hold a closed session and exclude the public, but only for those purposes set out in North Carolina General 143-318.11.

(1) To prevent the disclosure of information that is privileged or confidential pursuant to the law of this State or of the United States, or not considered a public record within the meaning of Chapter 132 of the General Statutes. N.C.G.S. 143-318.11(a)(1)

(2) To consult with an attorney employed or retained by the public body in order to preserve the attorney-client privilege between the attorney and the public body, which

privilege is hereby acknowledged. The public body may consider and give instructions to an attorney concerning the handling or settlement of a claim, judicial action, mediation, arbitration, or administrative procedure. N.C.G.S. 143-318.11(a)(3)

(3) To consider the initial employment or appointment of an individual to any office or position, other than a vacancy on the Board, and to consider the qualifications, competence, performance, character, and fitness of any public officer or employee. N.C.G.S. 143-318.11(a)(6)

(4) To hear or investigate a complaint, charge, or grievance by or against an individual public officer or employee. General personnel policy issues may not be considered in a closed session. Final action making an appointment or discharge or removal by a public body having final authority for the appointment or discharge or removal shall be taken in an open meeting. N.C.G.S. 143-318.11(a)(6)

(5) To plan, conduct, or hear reports concerning investigations of alleged criminal misconduct. N.C.G.S. 143-318.11(a)(7)

(6) To discuss and take action regarding plans to protect public safety as it related to existing or potential terrorist activity and to receive briefings by staff members, legal counsel, or law enforcement or emergency service officials concerning actions taken or to be taken to respond to such activity. N.C.G.S. 143-318.11(a)(9)

- B. Calling a Closed Session. The Board may hold a closed session only upon a motion duly made and adopted at an open meeting. Every motion to close a meeting shall cite one or more of the permissible purposes listed in subsection (A) of this section. A motion based on subdivision (a)(1) of this section shall also state the name or citation of the law that renders the information to be discussed privileged or confidential. A motion based on subdivision (a)(3) of this section shall identify the parties in each existing lawsuit concerning which the Board expects to receive advice during the closed session.
- C. Unless the motion provides otherwise, the President, Attorney to the Authority, and any necessary staff or agents may attend the closed session. No other person shall attend the closed session unless specifically invited by majority vote of the Board.
- D. In the absence of the Authority Secretary, the Chairperson shall designate a secretary to record a general account of the session, any action taken, and who was present. The minutes shall also reflect that the person who took the minutes acted as secretary and shall sign the minutes of the closed session as "acting secretary".
- E. The Board shall conclude a closed session and return to open session when the Chairperson or presiding officer declares the closed session to be ended.

### **Section 3 - VOTING**

- A. All members of the Board must vote unless excused by the remaining members of the Board. A member who wishes to be excused from voting shall so inform the Chairperson, who shall take a vote of the remaining members. No member shall be excused from voting except in cases involving conflict of interest, as defined by the Board or by law, or the member's official conduct, as defined by the Board. In all other cases, a failure to vote by a member who is physically present in the meeting, or who has withdrawn without being excused by a majority vote of the remaining members present shall be recorded as a vote with the prevailing side.
- B. No member may vote by proxy.
- C. No vote concerning any matter under consideration by the Board may be cast in absentia by mail, electronically, or otherwise.
- D. Voting by the Board and its committees shall be viva voce (word of mouth) unless a record vote is requested by a Board member, in which case the vote shall be taken as requested.
- E. A majority of those present and qualified to vote shall be necessary to carry a motion before the Board.
- F. Votes by secret ballot are not permitted.

#### **Section 4 - AGENDA**

- A. The agenda for each meeting of the Board shall be proposed by the Chairperson and/or President/CEO and those wishing to request that an item be placed on the agenda shall provide the topic of the item and sufficient information and detail so as to provide a reasonable nature and purpose of the agenda item.
- B. Any requests for matters to be placed on the agenda shall be submitted to the Chairperson and/or President/CEO by noon on Wednesday for the next week's Wednesday meeting. If Wednesday is a legal holiday or if a meeting is scheduled for a day other than Wednesday, the deadline for requests to be placed on the agenda shall be noon exactly one week prior to the meeting date.
- C. Meeting agenda materials will generally be prepared by the Office Manager under direction of the President/CEO.
- D. Items shall be placed on the agenda according to the order of business. Without objection, the Chairperson may call items in any order most convenient for the dispatch of business.

- E. The Board may, by vote of the majority of the membership of the Authority Board, add items to or remove items from the proposed agenda.

**Section 5 - Minutes**

- A. The Office Manager shall record all proceedings of the Board in a well-bound and suitable book, which shall be kept in the Authority office at 234 Venture Dr., Smithfield.
- B. Minutes and proceedings should be thorough and complete.
- C. On a monthly basis, a duplicate set of all proceedings shall be provided to the Board, Finance Officer, Chamber Directors, and Board of Commissioners.
- D. The minutes of the Board shall be open to inspection by the public to the full extent provided by North Carolina's Public Records Act and Open Meetings Law.
- E. Minutes and general accounts of closed sessions shall be considered sealed automatically. Closed session records shall be unsealed by Board action if and when the closed session's purpose would no longer be frustrated by making these records public.

**ARTICLE VI - QUORUM**

- A. **Regular Meetings.** A majority of members of the Board then in office shall constitute a quorum for the transaction of any business, and the act of the majority of the members of the Board present at any meeting at which a quorum is present shall be considered a complete, full, and proper act of the Board.
- B. **Committee Meetings.** A vote of the majority of the committee members is necessary before a recommendation of the committee can be brought before the Board.

**ARTICLE VII - OFFICERS**

Officers of the Board shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer (as defined in Sec. 1 (H), the treasurer is the County Finance Officer, ex-officio, non-voting)

**Section 1 - Chairperson**

The Chairperson shall preside at all meetings of the Board and shall appoint such committees as may be required, sign contracts and instruments of the Board as authorized by the Board, and perform such other duties as may be specified in these By-Laws & Operating Procedures as the Board may assign to him or her. The Chairperson shall serve a term of two years.

**Section 2 - Vice Chairperson**

The Vice Chairperson shall perform such duties as the Board, or the Chairperson may assign to him or her. In the absence of a Chairperson, the Vice Chairperson shall preside at the meetings of the Board and perform all other duties and responsibilities of the Chairperson. The Vice Chairperson shall serve a term of two years.

### **Section 3 - Secretary**

The Secretary will approve all board meetings minutes produced by the Office Manager and shall perform such duties as the Bureau may be assigned to him or her. The Secretary shall serve a term of two years.

### **Section 4 - Treasurer**

The Finance Officer for Johnston County shall be the Treasurer for the Bureau. The Treasurer shall serve as a non-voting member.

### **Section 5 - Vacancies**

Vacancies in the membership of the Board shall be filled by the appointing organization of the member creating the vacancy. Members appointed to serve vacancies shall serve for the remainder of the unexpired term of the member for whose term they are appointed to fill. Any member completing an unexpired term is still eligible for two three-year terms.

### **Section 6 - Removal**

Any officer or agent appointed by the Board may be removed by the Board with cause; but such removal shall be without prejudice to the contract rights, if any, of the person removed.

## **ARTICLE VIII - PRESIDENT/CEO AND PERSONNEL**

### **Section 1 - PRESIDENT/CEO**

The President/CEO shall be the principal paid executive of the Bureau. He or she shall be employed by the Board, on such terms and for such compensation as the Board may determine. He or she shall have complete responsibility for the operation of the Bureau in the pursuit of its purposes, the administration of the employed staff of the Bureau and the general management of the affairs of the Bureau may from time to time, assign him or her. He or she shall have authority to make purchases and otherwise commit the Bureau in its normal operations, within the budget adopted, and he or she may sign contracts and other instruments of the Bureau, when authorized to do so by the Board. He or she shall keep the accounts of the Bureau and render a statement thereof on the request of the Board, the Chairperson, or the Finance Officer of Johnston County. Dismissal of the President/CEO would require a 75% majority vote from the full Board. An annual work plan will be provided to the President/CEO at the time of his/her annual evaluation.



## **Section 2 - Personnel**

The President/CEO, with the approval of the Board, shall employ such personnel as may be required to conduct the activities of the Board. Administrative staff serves at the pleasure of the President/CEO and may be discharged at any time with or without cause. All employees of the Board, including the President/CEO shall, at the Board's expense, if required, be placed under bond. –

## **ARTICLE IX - COMMITTEES**

### **Section 1- Executive Committee**

The Executive Committee shall consist of not more than five (5) members of the Board. Members of the Committee shall be officers and Chairperson of the Marketing and Special Project Committees. The Committee shall communicate goals and activities of all committees and monitor all financial affairs of the bureau. The Executive Committee shall be responsible for review of the Bureau's By-laws, establishing the goals of the annual retreat, handling any personnel issues, legislative issues of concern to the tourism industry in Johnston County, and the continued leadership development of the board.

### **Section 2 - Marketing Committee**

The Marketing Committee shall consist of not more than five (5) members of the Board. The Marketing Committee sets and approves all direct marketing efforts including advertising, both print and broadcasting, for consumer, trade, business travelers and meeting and conventions markets. The committee is responsible for the annual review of the JCVB Marketing Plan, to set goals for the staff and strategies for long-term development of marketing projects, research and return on investment of current programs.

### **Section 3 - Special Projects Committee**

The Special Projects Committee shall consist of not more than five (5) members of the Board. The Special Projects Committee is the oversight committee for the guidelines and budget for both the Capital Grants and Special Events Grants and is charged with the long-term planning and possible funding for new tourism development projects in Johnston County.

### **Section 4 - Bureau's Chairperson**

The Bureau's Chairperson shall serve as Chairperson of the Executive Committee and shall be invited to all committee meeting as a voting member. No standing committee Chairperson may serve as Chairperson of another standing committee.

## **ARTICLE X - Ad-Hoc Advisory Committees to the Tourism Authority**

### **Section 1 - Sports Council Ad-hoc Committee**

The Sports Council consists of (15) members from the recreation community in the county, one Tourism Authority Board Member, one County Commissioner appointee, and Visitors Bureau Staff. The council is charged with marketing the county for sports tournaments and development of facilities throughout the county providing services for visitors and residents alike. Any projects of merit may be presented to the full board for approval.

### **Section 2 - Hospitality Association Ad-hoc Committee**

The Hospitality Association consists of at least (10) members of the tourism industry businesses in the county, one Tourism Authority Board Member, and Visitors Bureau Staff. The association is charged with hosting quarterly meetings with an educational component, promoting the destination collectively through partnerships and marketing initiatives, and may recommend any program of work project to the full board for approval.

### **Section 3 - Towns of Smithfield, Selma, Benson, and Kenly Tourism Marketing Committees**

With the creation of the 2% room tax for the Towns of Smithfield, Selma, Benson and Kenly, the town councils of each community have formed tourism marketing committees. The members are appointed by town council, and the President/CEO of the Visitors Bureau serves on each committee. Funds from the 2% room tax are dedicated to marketing and tourism related programs proposed by the committee, approved in the annual budget by the Tourism Authority, and executed by the Visitors Bureau staff. Committees meet on schedules set by each town.

## **ARTICLE XI - REPORT TO COUNTY COMMISSIONERS**

The Bureau shall report at the close of the fiscal year to the Johnston County Board of Commissioners on its receipts and expenditures for the preceding year in such detail as the Commissioners may require.

## **ARTICLE XII - MISCELLANEOUS**

### **Section 1 - Fiscal Year**

The Fiscal Year for the Bureau shall begin July 1, and end June 30 of the subsequent calendar year.

### **Section 2 - Rules of Order**

All meetings shall be governed by “**Suggested Rules of Procedure for Small Local Government Boards**”, Second Edition, A. Fleming Bell, III, 3 where they are applicable and consistent with these By-Laws.

### **Section 3 - Definitions**

Terms used herein, not otherwise defined, shall be defined in accordance with Local Government Budget and Fiscal Control Act, G.S. 159 or in accordance with House Bill 893, Chapter 647, 1987 and House Bill 945, 2006.

## **ARTICLE XIII - CHECKS, DEPOSITS, AND FUNDS**

### **Section 1 - Checks, Drafts, Orders**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Johnston County Tourism Authority shall be signed by the County Finance Officer and any one (1) of the following: Chairperson of the Board, Vice Chairperson of the Board, or Secretary of the Board.

### **Section 2 – Deposits**

All funds of the Tourism Authority shall be deposited in such banks, trust companies, or other depositories as the Board may select. Any interest incurred shall be deposited directly into the general fund of the Tourism Authority.

### **Section 3 - Gifts**

The Board authorizes employees to accept a gift of minimal value when given as a souvenir or mark of courtesy as a result of a scheduled business meeting or conference and provided to all attendees.

- A. No Board member or employee shall accept any gift, favor, or thing of value that may tend to influence that official in the discharge of his/her duties.
- B. No Board member or employee shall grant in the discharge of his/her duties any improper favor, service, or thing of value.
- C. Retiring employees and Authority Board Members at the end of their term will be given a plaque or recognition of service from the Board, not to exceed \$100, as approved by the Chairperson of the Authority and/or Authority Executive Committee.
- D. Tips and gratuities shall be refused by all Authority Board Members and employees.

### **Section 4 - Statutory Compliance**

All matters of fiscal control and administration shall be handled in accordance with North Carolina General Statute 159.

#### **ARTICLE XIV - ANNUAL REPORTS: AUDITS**

Promptly following the close of each fiscal year, the Board shall submit to the Commissioners of Johnston County an annual report of the activities of the Visitors Bureau for such fiscal year. Each report shall set forth a complete operating and financial statement covering the operations of the Bureau during the preceding year in such detail as the Board may require. The Bureau's financial audit will be performed along with the county's annual review. A copy of the bureau's section of the audit will be provided by the Johnston County Finance Officer. The financial affairs of the Bureau shall be governed by all applicable provisions of the Local Government Budget and Fiscal Control Act of the General Statutes of North Carolina.

#### **ARTICLE XV - CONFLICTS OF INTEREST**

Authority Board Members and Officers have a fiduciary relationship to the Authority. This relationship requires that in the performance of their duties they shall act in good faith, with undivided loyalty to the Authority and with the high degree of diligence, care, and zeal which reasonably prudent persons would exercise in the conduct of their own affairs. This relationship further requires that Authority Board Members and Officers may not take advantage of their positions, or the knowledge gained there from, for private gain or other personal advantage, either for themselves, their families, or anyone with whom they have a direct or indirect personal or financial interest, to the detriment of the Authority.

Specifically, this fiduciary relationship requires the avoidance of conflicts of interest and the affirmative duty to reveal to the Authority any conflicts of interest and apparent conflicts of interest which may exist through the disclosure of interest and activities, such as, the ownership, direct or indirect, of a financial or other interest in organizations supplying goods or services to the Authority, or in organization which provide services competitive with the Authority; the receipt or acceptance of benefits from any organization doing or seeking to do business with the Authority or with a competitor of the Authority; or participating in or taking advantage of any business opportunity or activity in which the Authority has an interest or which may be competitive with the Authority.

In the event an Authority Board Member or Officer is unsure concerning a potential conflict of interest, such member is encouraged to consult with the Chairperson of the Authority, who shall refer the matter to the County Attorney or seek outside counsel if needed to render an opinion.

Failure to comply with the provisions of this policy shall be subject to disciplinary action, suspension, or dismissal from the Authority Board and termination of contract.

It is understood that, pursuant to the enabling legislation creating the Authority, all Authority Board Members serve on the Authority Board of Directors at the pleasure of the Johnston

County Commissioners and appointing Chambers of Commerce. Members will sign an annual Conflict of Interest form, a copy of which will be submitted to the County Commissioners.

**ARTICLE XVI - AMENDMENTS**

The By-Laws and Operating Procedures, or any part thereof, may be amended at the pleasure of and by a two-thirds affirmative vote of the members of the Board present and voting, provided a quorum is present.

## **Personal and Professional Standards of Conduct for Johnston County Tourism Authority Board Members**

The Johnston County Tourism Authority's mission can only be realized through a common code of ethics upheld by all Authority Board Members and Officers. Authority Board Members and Officers are to dedicate themselves to carrying out the mission of the Authority and will do the following:

- Recognize that the chief function of the Authority at all times is to serve the best interests of the County's tourism and hospitality industry.
- Accept as a personal duty the responsibility to keep up to date on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
- Respect the structure and responsibilities of the Authority, providing facts and advice as a basis for policy making decisions, and upholding and implementing policies adopted by the Authority Board.
- Conduct the Authority's meetings and organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication and compassion.
- Exercise whatever discretionary authority is granted under the law to carry out the mission of the Authority.
- Serve with respect, concern, courtesy, and responsiveness in carrying out the Authority's mission.
- Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities in order to inspire confidence and trust in our activities.
- Avoid any interest or activity that is in conflict with the conduct of our official duties.
- Respect and protect privileged information to which we have access in the course of our official duties.
- Strive for personal and professional excellence and encourage the professional development of others.

As the official Destination Marketing Organization for the County, it is the Authority's policy to carefully observe all applicable laws and regulations, as well as, hold a scrupulous regard for the highest standards of conduct and personal integrity.

The Authority will comply with all applicable laws and regulations and expects its Authority Board Members and Officers to conduct business in accordance with the letter and the spirit of

all relevant laws; to refrain from any illegal, dishonest, or unethical conduct; to act in a professional, businesslike manner; and to treat others with respect at all times.

Authority Board Members and Officers should not use their positions to obtain unreasonable or excessive services or expertise from Authority Staff.

In general, the use of good judgment based on high ethical principles will guide Authority Board Members and Officers with respect to lines of acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be brought immediately to the attention of the Chairperson of the Authority.

Substantive deviations of this Personal and Professional Standards of Conduct are to be reported directly to the Chairperson of the Authority who shall, in his/her determination, bring the infraction to the Authority Executive Committee as deemed appropriate by the Chairperson.

## **Authority and Responsibility of the Johnston County Tourism Authority Board of Directors**

### **Policy:**

The Board of Directors has overall authority and responsibility for all activities and operations of the Visitors Bureau and shall manage the general business and affairs of the organization. The Board has sole authority for adoption of policies governing the conduct of the Tourism Authority. The Chairperson of the Board (or the Board) may delegate certain responsibility for establishment of operational procedure to the President/CEO.

### **Procedure:**

1. The Board of Directors with its established committees, is responsible for the following:
  - a. Developing and adopting a mission and vision statement for the Visitors Bureau and the destination;
  - b. Providing general continuity for the Visitors Bureau annual budget and execution of projects promoting the county;
  - c. Approving Tourism Authority goals and objectives;
  - d. Approving Tourism Authority policies on finances, direct service, personnel and community relations;
  - e. Approving short-term and long-range strategic plans;
  - f. Ensuring the protection and growth of the Tourism Authority through investments;
  - g. Ensuring the legal conduct of the Tourism Authority;
  - h. Keeping a proper balance among the interests of the stakeholders, employees, clients and the public;
  - i. Electing the Tourism Authority officers and monitoring their performance;
  - j. Increasing the effectiveness of management by rendering advice and guidance to the President/CEO and other principal officers;
  - k. Ensuring, through continuous review, that directors, officers, and other employees of the organization act in accordance with established ethical and professional standards;
  - l. To make decisions that cannot be delegated, such as discharge of a Board member;



- m. Under the recommendation of the Executive Committee, the Tourism Authority will hire and establish compensation for the President/CEO. Performance of the President/CEO will be evaluated by the Executive Committee.
- 2. The President/CEO is responsible for developing, for Board review, the following:
    - a. Tourism Authority goals and objectives based on tourism trends and available research;
    - b. Tourism Authority policies reviewed to be in compliance with NC General Statutes governing authorities;
    - c. Strategic plans for the execution of the stated goals and objectives;
    - d. Organizational structure to successfully execute the annual work plan;
    - e. Long-range financial plans to ensure a healthy organization.
  - 3. The Board delegates specific duties to the President/CEO who has the general active management of the business of the Tourism Authority.
    - a. Policies and procedures with respect to management and operations are approved by the President/CEO
    - b. At least annually, the President/CEO informs and updates the Board of Directors on management and operations policies and procedures.

**Rule 1. Regular Meetings**

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The board shall hold a regular meeting on the 2nd Wednesday of each month, except that if a regular meeting day is a legal holiday, the meeting shall be held on the next business day. The meeting shall be held at the JCVB Administrative Offices and shall begin at 12 Noon. A copy of the board's current meeting schedule shall be filed with the Office Manager.

**Rule 2. Special, Emergency, and Adjourned Meetings**

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**(a) Special Meetings.** The chair or a majority of the members may at any time call a special meeting of the board. At least forty-eight hours before a special meeting called in this manner, written notice of the meeting stating its time and place and the subjects to be considered shall be (1) given to each board member; (2) posted on the board's principal bulletin board or, if none, at the door of the board's usual meeting room; and (3) mailed or delivered to each newspaper, wire service, radio station, television station, and person who has filed a written request for notice with the Office Manager.

A special meeting may also be called or scheduled by vote of the board in open session during another duly called meeting. The motion or resolution calling or scheduling the special meeting shall specify its time, place, and purpose. At least forty-eight hours before a special meeting called in this manner, notice of the time, place, and purpose of the meeting shall be (1) posted on the board's principal bulletin board or, if none, at the door of the board's usual meeting room and (2) mailed or delivered to each newspaper, wire service, radio station, television station, and person who has filed a written request for notice with Office Manager. Such notice shall also be mailed or delivered at least forty-eight hours before the meeting to each board member not present at the meeting at which the special meeting was called or scheduled.

Only those items of business specified in the notice may be discussed or transacted at a special meeting, unless (1) all members are present and (2) the board determines in good faith at the meeting that it is essential to discuss or act on the item immediately.

**(b) Emergency Meetings.**

The chair or a majority of the members may at any time call an emergency meeting of the board by signing a written notice stating the time and place of the meeting and the subjects to be considered. Written or oral notice of the meeting shall be given to each board member and to each local newspaper, local wire service, local radio station, and local television station that has filed a written emergency meeting notice request with the Office Manager, and whose request includes the newspaper's, wire services, or station's telephone number. Notice to the news media shall be given at the expense of the party notified. Emergency meetings may be called only because of generally unexpected circumstances that require immediate consideration by

the board. Only business connected with the emergency may be considered at an emergency meeting.

**(c) Adjourned Meetings.**

A properly called regular, special, or emergency meeting may be adjourned to a time and place certain by a procedural motion made and adopted as provided in Rule 16(b), Motion 2, in open session during the regular, special, or emergency meeting. The motion shall state the time and place when the meeting will reconvene. No further notice need be given of such an adjourned session of a properly called regular, special, or emergency meeting.

**Rule 3. Organizational Meeting**

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On the date and at the time of the first regular meeting in November, the newly appointed members shall be recognized as the first order of new business. As the second order of new business, the board shall elect a chair, if he or she is not otherwise selected, using one of the nomination and voting procedures set out in Rule 25.

**Rule 4. Agenda**

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**(a) Proposed Agenda.**

The board's President/CEO shall prepare a proposed agenda for each meeting. A request to have an item of business placed on the agenda must be received at least two working days before the meeting. Any board member may, by a timely request, have an item placed on the proposed agenda. A copy of all proposed items shall be attached to the proposed agenda. Each board member shall receive a copy of the proposed agenda and it shall be available for public inspection and/or distribution when it is distributed to the board members.

**(b) Adoption of the Agenda.**

As its first order of business at each meeting, the board shall, as specified in Rule 6, discuss and revise the proposed agenda and adopt an agenda for the meeting. The board may by majority vote add items to or subtract items from the proposed agenda, except that the board may not add items to the agenda of a special meeting unless (a) all members are present and (b) the board determines in good faith at the meeting that it is essential to discuss or act on the item immediately. If items are proposed to be added to the agenda, the board may, by majority vote, require that written copies of particular documents connected with the items be made available at the meeting to all board members.

The board may designate certain agenda items "for discussion and possible action." Such designation means that the board intends to discuss the general subject area of that agenda item before making any motion concerning that item.

**(c) Open Meetings Requirements.**

The board shall not deliberate, vote, or otherwise take action on any matter by reference to a letter, number or other designation, or other secret device or method, with the intention of making it impossible for persons attending a meeting of the board to understand what is being deliberated, voted, or acted on. However, the board may deliberate, vote, or otherwise take action by reference to an agenda, if copies of the agenda—sufficiently worded to enable the public to understand what is being deliberated, voted, or acted on—are available for public inspection at the meeting.

#### **Rule 5. Public Address to the Board**

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Any individual or group who wishes to address the board shall make a request to be on the agenda to the board's President/CEO. However, the board shall determine at the meeting whether it will hear the individual or group.

#### **Rule 6. Order of Business**

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Items shall be placed on the agenda according to the order of business. The order of business for each regular meeting shall be as follows:

Discussion and revision of the proposed agenda;

Adoption of an agenda

Approval of the minutes

Public hearings

Committee reports

Administrative reports

Unfinished business

New business

Informal discussion and public comment

By general consent of the board, items may be considered out of order.

#### **Rule 7. Presiding Officer**

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The chair of the board shall preside at board meetings if he or she is present, unless he or she becomes actively engaged in debate on a particular matter. The chair may vote in all cases. In order to address the board, a member must be recognized by the chair.

If the chair is absent, the vice-chair shall preside. If both the chair and vice-chair are absent, another member designated by vote of the board shall preside. The vice-chair or another member who is temporarily presiding retains all of his or her rights as a member, including the right to make motions and the right to vote.

If the chair becomes actively involved in debate on a particular matter, he or she may designate another board member to preside over the debate. The chair shall resume presiding as soon as action on the matter is concluded.

The presiding officer shall have the following powers:

- To rule motions in or out of order, including any motion patently offered for obstructive or dilatory purposes;
- To determine whether a speaker has gone beyond reasonable standards of courtesy in his remarks and to entertain and rule on objections from other members on this ground;
- To entertain and answer questions of parliamentary law or procedure;
- To call a brief recess at any time;
- To adjourn in an emergency.

A decision by the presiding officer under any of the first three powers listed may be appealed to the board upon motion of any member, pursuant to Rule 16, Motion 1. Such a motion is in order immediately after a decision under those powers is announced and at no other time. The member making the motion need not be recognized by the presiding officer, and the motion, if timely made, may not be ruled out of order.

#### **Rule 8. Action by the Board**

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The board shall proceed by motion, except as otherwise provided for in Rules 3, 4, and 25. Any member, including the chair, may make a motion.

#### **Rule 9. Second Required**

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A motion does require a second.

#### **Rule 10. One Motion at a Time**

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A member may make only one motion at a time.

#### **Rule 11. Substantive Motions**

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A substantive motion is out of order while another substantive motion is pending.

#### **Rule 12. Adoption by Majority Vote**

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A motion shall be adopted by a majority of the votes cast, a quorum as defined in Rule 22 being present, unless otherwise required by these rules or the laws of North Carolina. A majority is

more than half.

### **Rule 13. Voting by Written Ballot**

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The board may choose by majority vote to use written ballots in voting on a motion. Such ballots shall be signed, and the minutes of the board shall show the vote of each member voting. The ballots shall be available for public inspection in the office of the board's Office Manager immediately following the meeting at which the vote took place and until the minutes of that meeting are approved, at which time the ballots may be destroyed.

### **Rule 14. Debate**

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The chair shall state the motion and then open the floor to debate. The chair shall preside over the debate according to the following general principles:

The maker of the motion is entitled to speak first;

- A member who has not spoken on the issue shall be recognized before someone who has already spoken;
- To the extent possible, the debate shall alternate between proponents and opponents of the measure.

### **Rule 15. Ratification of Actions**

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To the extent permitted by law, the board may ratify actions taken on its behalf but without its prior approval. A motion to ratify is a substantive motion.

### **Rule 16. Procedural Motions**

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#### **(a) Certain Motions Allowed.**

In addition to substantive proposals, only the following procedural motions, and no others, are in order. Unless otherwise noted, each motion is debatable, may be amended, and requires a majority of the votes cast, a quorum being present, for adoption. Procedural motions are in order while a substantive motion is pending and at other times, except as otherwise noted.

#### **(b) Order of Priority of Motions.**

In order of priority (if applicable), the procedural motions are:

#### **Motion 1. To Appeal a Procedural Ruling of the Presiding Officer.**

A decision of the presiding officer ruling a motion in or out of order, determining whether a speaker has gone beyond reasonable standards of courtesy in his remarks, or entertaining and

answering a question of parliamentary law or procedure may be appealed to the board, as specified in Rule 7. This appeal is in order immediately after such a decision is announced and at no other time. The member making the motion need not be recognized by the presiding officer and the motion, if timely made, may not be ruled out of order.

**Motion 2. To Adjourn.**

This motion may be made only at the conclusion of action on a pending substantive matter; it may not interrupt deliberation of a pending matter. A motion to adjourn to a time and place certain shall also comply with the requirements of Rule 2(c).

**Motion 3. To Take a Brief Recess.**

**Motion 4. Call to Follow the Agenda.**

The motion must be made at the first reasonable opportunity or it is waived.

**Motion 5. To Suspend the Rules.**

The board may not suspend provisions of the rules that state requirements imposed by law on the board. For adoption, the motion requires an affirmative vote equal to two-thirds of the entire membership of the board.

**Motion 6. To Go into Closed Session.**

The board may go into closed session only for one or more of the permissible purposes listed in G.S. 143-318.11(a). The motion to go into closed session shall cite one or more of these purposes and shall be adopted at an open meeting. A motion based on G.S. 143-318.11(a)(1) shall also state the name or citation of the law that renders the information to be discussed privileged or confidential. A motion based on G.S. 143-318(a)(3) shall identify the parties in each existing lawsuit concerning which the board expects to receive advice during the closed session, if in fact such advice is to be received.

**Motion 7. To Leave Closed Session.**

**Motion 8. To Divide a Complex Motion and Consider It by Paragraph.**

The motion is in order whenever a member wishes to consider and vote on subparts of a complex motion separately.

**Motion 9. To Defer Consideration.**

The board may defer a substantive motion for later consideration at an unspecified time. A substantive motion the consideration of which has been deferred expires 100 days thereafter unless a motion to revive consideration is adopted. If consideration of a motion has been deferred, a new motion with the same effect cannot be introduced while the deferred motion remains pending (has not expired). A person who wishes to revisit the matter during that time

must take action to revive consideration of the original motion [Rule 16(b), Motion 14], or else move to suspend the rules [Rule 16(b), Motion 5].

**Motion 10. Motion for the Previous Question.**

The motion is not in order until there have been at least one minute of debate and every member has had an opportunity to speak once.

**Motion 11. To Postpone to a Certain Time or Day.**

If consideration of a motion has been postponed, a new motion with the same effect cannot be introduced while the postponed motion remains pending. A person who wishes to revisit the matter must either wait until the specified time or move to suspend the rules [Rule 16(b), Motion 5].

**Motion 12. To Refer a Motion to a Committee.**

The board may vote to refer a substantive motion to a committee for its study and recommendations. Thirty days or more after a substantive motion has been referred to a committee, the introducer of the substantive motion may compel consideration of the measure by the entire board, whether or not the committee has reported the matter to the board.

**Motion 13. To Amend.**

(a) An amendment to a motion must be pertinent to the subject matter of the motion. An amendment is improper if adoption of the motion with that amendment added would have the same effect as rejection of the original motion. A proposal to substitute completely different wording for a motion or an amendment shall be treated as a motion to amend.

(b) A motion may be amended, and that amendment may be amended, but no further amendments may be made until the last-offered amendment is disposed of by a vote.

(c) Any amendment to a proposed policy shall be reduced to writing before the vote on the amendment.

**Motion 14. To Revive Consideration.**

The board may vote to revive consideration of any substantive motion earlier deferred by adoption of Motion 9 of Rule 16(b). The motion is in order at any time within 100 days after the day of a vote to defer consideration. A substantive motion on which consideration has been deferred expires 100 days after the deferral unless a motion to revive consideration is adopted.

**Motion 15. To Reconsider.**



The board may vote to reconsider its action on a matter. The motion to do so must be made by a member who voted with the prevailing side (the majority, except in the case of a tie; in that case the “no's” prevail) and only at the meeting during which the original vote was taken, including any continuation of that meeting through adjournment to a time and place certain. The motion cannot interrupt deliberation on a pending matter but is in order at any time before final adjournment of the meeting.

**Motion 16. To Rescind or Repeal.**

The board may vote to rescind actions it has previously taken or to repeal items that it has previously adopted. The motion is not in order if rescission or repeal of an action is forbidden by law.

**Motion 17. To Prevent Reintroduction for Six Months.**

The motion shall be in order immediately following the defeat of a substantive motion and at no other time. The motion requires for adoption a vote equal to two-thirds of the entire membership of the board. If adopted, the restriction imposed by the motion remains in effect for six months or until the next organizational meeting of the board, whichever occurs first.

**Rule 17. Renewal of Motion**

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A motion that is defeated may be renewed at any later meeting unless a motion to prevent reconsideration has been adopted.

**Rule 18. Withdrawal of Motion**

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A motion may be withdrawn by the introducer at any time before it is amended or before the chair puts the motion to a vote, whichever occurs first.

**Rule 19. Duty to Vote**

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Each member shall be permitted to abstain from voting, by so indicating when the vote is taken. A member who wishes to be excused from voting shall so inform the chair, who shall take a vote of the remaining members. No member shall be excused from voting except in cases involving conflicts of interest, as defined by the board or by law, or the member’s official conduct, as defined by the board. In all other cases, a failure to vote by a member who is physically present in the board chamber, or who has withdrawn without being excused by a majority vote of the remaining members present, shall be recorded as a vote with the prevailing side.

## **Rule 20. Special Rules of Procedure**

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The board may adopt its own special rules of procedure.

## **Rule 21. Closed Sessions**

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The board may hold closed sessions as provided by law. The board shall commence a closed session only after a motion to go into closed session has been made and adopted during an open meeting. The motion shall state the purpose of the closed session. If the motion is based on G.S. 143-318.11(a)(1) (closed session to prevent the disclosure of privileged or confidential information or information that is not considered a public record), it must also state the name or citation of the law that renders the information to be discussed privileged or confidential. If the motion is based on G.S. 143-318.11(a)(3) (consultation with attorney; handling or settlement of claims, judicial actions, mediations, arbitrations, or administrative procedures), it must identify the parties in any existing lawsuits concerning which the public body expects to receive advice during the closed session. The motion to go into closed session must be approved by the vote of a majority of those present and voting. The board shall terminate the closed session by a majority vote, using Motion 7 of Rule 16(b).

Only those actions authorized by statute may be taken in closed session. A motion to adjourn shall not be in order during a closed session [Rule 16(b), Motion 2].

## **Rule 22. Quorum**

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A majority of the actual membership of the board excluding vacant seats shall constitute a quorum. A majority is more than half. The chair shall be considered a member of the board in determining the number on which a majority is based and in counting the number of members actually present. A member who has withdrawn from a meeting without being excused by majority vote of the remaining members present shall be counted as present for purposes of determining whether or not a quorum is present.

## **Rule 23. Public Hearings**

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Public hearings required by law or deemed advisable by the board shall be organized by a special order that sets forth the subject, date, place, and time of the hearing as well as any rules regarding the length of time allotted for each speaker, and other pertinent matters. The special order is adopted by a majority vote. Its specifications may include, but are not limited to, rules fixing the maximum time allotted to each speaker; providing for the designation of spokespersons for groups of persons supporting or opposing the same positions; providing for the selection of delegates from groups of persons supporting or opposing the same positions when the number of persons wishing to attend the hearing exceeds the capacity of the hall (so long as arrangements are made, in the case of hearings subject to the open meetings law, for

those excluded from the hall to listen to the hearing); and providing for the maintenance of order and decorum in the conduct of the hearing.

All notice and other requirements of the open meetings law applicable to board meetings shall also apply to public hearings at which a majority of the board is present; such a hearing is considered to be part of a regular or special meeting of the board. These requirements also apply to hearings conducted by appointed or elected committees of board members, if a majority of the committee is present. A public hearing for which any required notices have been given may be continued to a time and place certain without further advertisement. The requirements of Rule 2(c) shall be followed in continuing a hearing at which a majority of the board, or of a board committee, as applicable, is present.

At the time appointed for the hearing, the board may vote to open the hearing or the chair or his or her designee may call the hearing to order and then preside over it. When the allotted time expires, or earlier, if no one wishes to speak who has not done so, the presiding officer shall declare the hearing ended or shall entertain or make a motion to end the hearing.

#### **Rule 24. Minutes**

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Full and accurate minutes of the board proceedings, including closed sessions, shall be kept. The board shall also keep a general account of any closed session so that a person not in attendance would have a reasonable understanding of what transpired. These minutes and general accounts shall be open to inspection of the public, except as otherwise provided in this rule. The exact wording of each motion and the results of each vote shall be recorded in the minutes, and on the request of any member of the board, the entire board shall be polled by name on any vote. Members' and other persons' comments may be included in the minutes if the board approves.

Minutes and general accounts of closed sessions may be sealed by action of the board. Such sealed minutes and general accounts may be withheld from public inspection so long as public inspection would frustrate the purpose of the closed session.

#### **Rule 25. Appointments**

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Johnston County Tourism Authority will make appointment to committees as established by current By-laws.

#### **Rule 26. Committees and Boards**

##### **(a) Establishment and Appointment.**

The board may establish and appoint members for such temporary and standing committees and boards as are required by law or needed to help carry on the board's work. Any specific

provisions of law relating to particular committees and boards shall be followed.

**(b) Open Meetings Law.**

The requirements of the open meetings law shall apply to all elected or appointed authorities, boards, commissions, councils, or other bodies of a local governmental unit that are composed of two or more members and that exercise or are authorized to exercise legislative, policy-making, quasi-judicial, administrative, or advisory functions. However, the law's requirements shall not apply to a meeting solely among a unit's professional staff.

**Rule 27. Amendment of the Rules**

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These rules may be amended at any regular meeting or at any properly called special meeting that includes amendment of the rules as one of the stated purposes of the meeting, unless a statute or a rule of the body that created the board provides otherwise. Adoption of an amendment shall require an affirmative vote equal to a quorum.

**Rule 28. Reference to Robert's Rules of Order**

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Boards shall refer to the current edition of Robert's Rules of Order Newly Revised, to answer procedural questions not resolved in these rules, so long as RONR does not conflict with North Carolina law or with the spirit of these rules.