

## **AMENDED AND RESTATED BY-LAWS**

### **OF THE**

#### **ROWAN COUNTY TOURISM DEVELOPMENT AUTHORITY**

**WHEREAS**, on June 8, 2016 the Rowan County Tourism Development Authority (Authority) heretofore adopted By-Laws setting the protocols and procedures for its corporate governance;

**WHEREAS**, due to changes in the law and changed circumstances, certain provisions of the previously adopted By-Laws are no longer relevant and additional language not found in the previously adopted By-Laws is recommended for inclusion in the Authority's By-Laws;

**WHEREAS**, the previously adopted By-Laws allowed for their amendment pursuant to Article VIII, Section 1 thereof; and

**WHEREAS**, the Board of the Authority has determined that the it is in the best interest of the Authority to amend and restate its By-laws as set forth herein after.

**NOW THEREFORE**, for and in consideration of the mutual covenants and considerations hereinafter contained, the parties hereto agree to the Amended and Restated By-Laws as follows:

### **ARTICLE I**

#### **THE AUTHORITY**

##### **SECTION 1. TOTAL DEVELOPMENT:**

The Authority is County-wide in scope, and its efforts are directed to the development of Rowan County's potential tourism and convention sites, including all sections and communities of the County. The Authority is organized to promote and encourage visitor travel activities in Rowan County, North Carolina and to assemble and disseminate information designed to maintain and further develop Rowan County's position in the visitor industry. The Authority will seek out partnerships across Rowan County in order to achieve the founding purpose.

##### **SECTION 2. NAME OF AUTHORITY:**

The name of the Authority shall be the Rowan County Tourism Development Authority.

**SECTION 3. DUTIES OF THE AUTHORITY:** The Authority shall expend the net proceeds of the tax levied under Session Law 2017-202 Part VIII for the purposes provided under the law. The Authority shall promote travel, tourism, and conventions in the county, sponsor tourist-

related events and activities, and finance tourist-related capital projects in Rowan County. In addition to any other powers and duties of the Authority otherwise conferred by law, the Authority may contract with any person, firm, or agency to advise and assist it in the promotion of travel and tourism and to carry out the purposes identified in Session Law 2017-202. The Authority may accept contributions from any source to be used for any purposes stated under the law.

**SECTION 4. OFFICES:**

The office of the Authority shall be located at 204 E. Innes Street, Salisbury, North Carolina or at such other place or places in Rowan County as the Authority may from time to time designate.

**SECTION 5. SEAL:**

The seal of Authority shall be in the form of a circle and shall bear the name of the Authority.

**SECTION 6. FISCAL AND ADMINISTRATIVE YEAR:**

The fiscal and administrative year of the Authority shall be from July 1<sup>st</sup> through June 30<sup>th</sup> of the following year.

**SECTION 7. LIMITATION:**

The Authority shall observe all local, state and federal laws, which apply to a North Carolina Public Authority including but not limited to those set forth in the appropriate sections of the Internal Revenue Code and all applicable federal anti-trust laws.

**ARTICLE II**

**MEMBERS**

**SECTION 1. GENERAL POWERS:**

The affairs of the Authority are governed by a Board of Directors. The Board of Directors shall determine policies and direct the implementation of policies. The business and affairs of the Authority, the direction of its work and the control of its property shall be vested in the Board of Directors.

The Board of Directors shall meet in accordance with Article III. Section 1, and carry out duties commensurate with that of a governing body.

The Board of Directors shall direct the affairs of the Authority and individually shall exercise those powers enumerated in the General Statutes of North Carolina.

**SECTION 2. APPOINTMENT OF MEMBERS:**

The Authority shall consist of eleven (11) members appointed by the Rowan County Commissioners and the Salisbury City Council. Members shall be as follows:

- (1) A county commissioner or his or her designee.
- (2) A member of the Salisbury City Council or his or her designee.
- (3) Four owners, operators, or representatives of hotels, motels, or other taxable tourist accommodations. Two shall be appointed by the Rowan County Board of Commissioners and two shall be appointed by the Salisbury City Council.
- (4) Two individuals to represent all bona fide Rowan County sites and attractions, to be selected from those sites and attractions. One individual shall be appointed by the Rowan County Board of Commissioners and one individual shall be appointed by the Salisbury City Council.
- (5) One individual to represent the Rowan County Chamber of Commerce, either the chair of the board or the chair's designee, assigned for appointment by the Rowan County Board of Commissioners.
- (6) Two individuals who have an interest in tourism development and do not own or operate hotels, motels, or other taxable tourist accommodations. One individual shall be appointed by the Rowan County Board of Commissioners and one individual shall be appointed by the Salisbury City Council.

All appointments shall be made within limitations outlined in Section 3 of this Article.

### **SECTION 3. TENURE & REQUIREMENTS:**

- A. Members shall serve two-year terms and may serve no more than two consecutive terms except for the Rowan County Commissioner member and City Council member . Members terms shall coincide with their appointment date. Members appointed by the Rowan County Commission and Salisbury City Council shall serve for terms set at the discretion of their governing boards.
- B. A member appointed to serve the remainder of a vacated term may serve the balance of such term for which appointed and may be re-appointed as a regular member.
- C. A member appointed to fill an unexpired term may not be re-appointed if such appointment would extend that member's tenure beyond the original four-year total term of such position.
- D. There shall be a minimum of a one-year break in tenure before a person can be re-appointed to the board after having served two consecutive terms or fulfilling the unexpired term with limitations as noted in paragraph C. of this section.
- E. All Members shall be required to sign and agree to the Authority's Board of Directors Code of Conduct & Conflict of Interest Policy Requirements

**SECTION 4. VOTING RIGHTS:**

Each member in good standing shall be entitled to one vote on each matter submitted to the vote of the members. Assignment of voting privileges is not permitted.

**SECTION 5. TERMINATION OF MEMBERSHIP:**

The Board of County Commissioners and the City Council, by affirmative vote of two-thirds of all its members, may suspend or expel any of its appointed members of the Authority for cause and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any of its appointed members who become ineligible for membership.

**SECTION 6. RESIGNATION:**

Any member may resign by filing a written resignation with the Chairman of the Authority.

**SECTION 7. COMPENSATION:**

Members shall serve without compensation but may be reimbursed for expenses actually incurred in connection with the performance of their duties.

**SECTION 8. ATTENDANCE**

Absence from three (3) consecutive regularly scheduled board meetings (without prior notification to the chairman or director of appropriate reasons for such absence) shall be deemed to constitute resignation from the board. Appointments to the Authority to fill an unexpired term shall be made in accordance with Section 2. and Section 3. of this Article.

**ARTICLE III**

**MEETINGS OF MEMBERS**

**SECTION 1. REGULAR AND SPECIAL MEETING:**

The Authority shall meet regularly at places and times designated by the Chairman. Special meetings may be held at a place and time designated by the Chairman or a simple majority of the appointed members. All Board members shall be notified at least forty-eight (48) hours in advance of such meeting.

**SECTION 2. OPEN MEETINGS:**

All meetings of the Authority, whether regular or special shall be announced and open to the public, provided that the Authority may hold executive sessions from time to time in accordance with Article 33C of Chapter 143 of the North Carolina General Statutes.

### **SECTION 3. ACTION BY MEMBERS:**

All actions shall be determined by a majority vote of the members of the Authority in open meeting. A simple majority of voting members shall constitute a quorum for any meeting of the Authority. Present at a meeting would include voice or hearing-impaired telephonic mechanisms for communications. Present at meetings will also include participation via conference telephone or by virtual or video participation (e.g. Zoom, Microsoft Teams, Webex, etc.). If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice. Except as otherwise provided by law or by these By-Laws.

### **SECTION 4. MINUTES:**

The minutes of all regular and special meetings of the Authority shall be distributed to each member of the Authority prior to the next meeting, whether regular or special.

## **ARTICLE IV**

### **OFFICERS**

#### **SECTION 1. ELECTION OF OFFICERS:**

There shall be elected annually from the members of the Authority a Chairman, Vice-Chairman, Secretary and Treasurer to serve terms in length of one year.

In no event shall a publicly elected official serving on the board serve as Chairman or Vice-Chairman.

## **ARTICLE V**

### **DUTIES OF OFFICERS**

#### **SECTION 1. DUTIES OF OFFICERS:**

A. Chairman: The Chairman shall call and preside at all regular and special meetings of the Authority. The Chairman shall perform all duties related to the office and recommend such actions as will increase the effectiveness of the Authority. The Chairman will work with the Executive Director on the implementation of the Authority's strategic initiatives, goals and objectives and overall focus and direction. The Chairman in conjunction with the Executive Director will serve as the primary spokesperson for the Authority. He/she shall appoint the Chairman and members of all Committees and shall be an ex-officio member of all such Committees. He/she shall perform such other duties as may come within the jurisdiction of the Office. At each meeting, the Chairman shall submit such recommendations and information as he/she may consider proper concerning the business, affairs and policies of the Authority.

B. Vice-Chairman: The Vice-Chairman shall preside at meetings and perform the duties of the chairman in the absence or incapacity of the Chairman. He/she shall perform such other duties as may be assigned to him/her by the Chairman of the Authority. When requested, the Vice-Chairman shall assist the Chairman in the supervision of the various

activities of the Authority.

C. Secretary: The Secretary shall have the general responsibility for the administrative records of the Authority and shall perform such other duties as are assigned by the Authority. The Secretary shall be empowered to attest, verify, and otherwise authenticate official documents in the name of the Authority. The Chairman may designate one or more Assistant Secretaries to keep the minutes of Authority meetings and perform such other duties as the Authority may assign.

- D. Treasurer: The treasurer shall be the Chairman of the Budget and Finance Committee and shall be responsible for all financial records of the Authority and the prompt filing of required financial documents and forms; shall report on the financial condition of the Authority to the Board at its meetings and shall perform such other duties as designated by the Chairman of the Authority. The Authority shall cause an annual audit to be conducted by an approved certified accounting firm in compliance with proper governmental accounting standards. The Authority may assign or contract routine accounting duties under the supervision of the Treasurer.

The four above officers, along with the immediate Past Chairman, shall comprise the Executive Committee of the Rowan County Tourism Development Authority.

## **ARTICLE VI**

### **COMMITTEES**

#### **SECTION 1. EXECUTIVE COMMITTEE:**

There shall be established an Executive Committee. Before the close of each fiscal year the Board shall elect from its membership the officers of the organization by a majority vote and those officers will constitute the Executive Committee.

#### **SECTION 2. DUTIES OF EXECUTIVE COMMITTEES:**

- A. Executive Committee: The Executive Committee will meet at the call of the Chairman and is empowered to discuss all matters relative to the Authority. The Executive Committee may determine policy and organizational recommendations for the Authority's Board of Directors to consider.

#### **SECTION 3. OTHER SPECIAL COMMITTEES OR TASK FORCE:**

Other special committees having such responsibilities as may be delegated to them may be established. The Chairman of the Authority shall appoint a member of the Authority as Chairman and such other persons, all of whom need not be Authority members as may be authorized in the resolution creating such special committees.

## **ARTICLE VII**

### **ADMINISTRATIVE STAFF**

## **SECTION 1. EMPLOYMENT:**

The Board of Directors will maintain and utilize an Executive Director who will serve as the Chief Executive Officer (CEO) and Finance Officer for the Authority and the Salisbury-Rowan County Convention and Visitors Bureau (SRCVB). Executive Director will serve at the will of the Board of Directors. The Executive Director will serve as an advisor and consensus builder for the Board of Directors and Chairman in the development and implementation of an effective program of activities in accordance with the policies and procedures established from time to time by the Board of Directors. As Finance Officer the Executive Director shall also be responsible for ensuring all funds received by the Authority are safeguarded and properly distributed.

The Executive Director, operating on behalf of the Board of Directors the Authority, and the SRCVB shall have full executive and administrative authority to conduct the operations and planning efforts for the Tourism Development Authority and SRCVB. The Executive Director's actions and authority shall at all times be consistent with theses By-laws and the policies set forth by the Board of Directors

The Executive Director shall hire and supervise all employees of the Authority and the SRCVB in a manner consistent with these By-laws and policies of the Board of Directors.

## **ARTICLE VIII**

### **CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

#### **SECTION 1. CONTRACTS:**

All contracts shall be in the name of the Authority and, unless under the authority of the CEO, shall be approved by action of the Board of Directors of the Authority. The Board of Directors of the Authority may grant authorization to any member, officer or employee of the Authority to execute contracts on behalf of the Authority. Upon approval of the annual budget or any amendments to the budget, the CEO is authorized to make disbursements on accounts, establish contracts and expenses provided for in the budget without additional approval and in accordance with the Authority By-Laws.

#### **SECTION 2. DISBURSEMENTS:**

All financial disbursements must be signed by the Executive Director and one member of the Executive Board or two members of the Executive Committee, and shall be in accordance with these By-laws, North Carolina Session Law 2017-202, all applicable Federal Laws, and adhere to the Local Government Budget and Fiscal Control Act.

#### **SECTION 3. DEPOSITS:**

All funds of the Authority in excess of TWO HUNDRED FIFTY AND NO/100 (\$250.00) shall be deposited daily to the credit of the Authority in such banks, trust companies, or other depositories as directed by the Authority.

**SECTION 4. GIFTS:**

The Authority may accept on behalf of the Authority any contribution, gift bequest, or device for any purpose of the Authority.

**SECTION 5. STATUTORY COMPLIANCE:**

All matters of fiscal control and administration shall be handled in accordance with these By-laws, North Carolina Session Law 2017-202, all applicable Federal Laws, and adhere to the Local Government Budget and Fiscal Control Act.

**SECTION 6. FUNDS:**

All funds of the Authority shall be used solely to promote travel, tourism, and conventions and to sponsor tourist-oriented events and activities in Rowan County. Funds shall not be used for the construction, improvement, or maintenance of real property or for any other capital project.

**ARTICLE IX**

**BOOKS AND RECORDS**

**SECTION 1. BOOKS AND RECORDS:**

The Authority shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and shall keep at principal office a record giving the names and addresses of the Board members entitled to vote. All books and records of the Authority may be inspected by any Board member or his duly authorized agent or attorney for any proper purpose at any reasonable time.

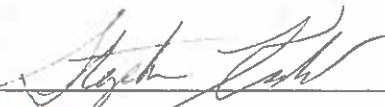
**ARTICLE X**

**AMENDMENTS**

**SECTION 1. AMENDMENTS:**

These By-Laws, or any part thereof, may be amended at the pleasure of and by a two-thirds affirmative vote of the Board of the Authority present and voting, provided a quorum is present, and provided that the amendment or amendments have been submitted in writing to all board members at least two weeks prior to the vote.

Approved this regular session(s) on: March 19, 2025

Authority Chairman:  Date: 4-16-25

Authority Secretary:  Date: 4/16/25

Authority Chief Executive Officer:  Date: 4-16-25



**AMENDED AND RESTATED BY-LAWS**  
**OF THE**  
**SALISBURY-ROWAN COUNTY CONVENTION AND VISITORS BUREAU**

**WHEREAS**, on May 8, 2013, the Salisbury-Rowan County Convention and Visitors Bureau (SRCVB) heretofore adopted By-Laws setting the protocols and procedures for its corporate governance;

**WHEREAS**, due to changes in the law and changed circumstances, certain provisions of the previously adopted By-Laws are no longer relevant and additional language not found in the previously adopted By-Laws is recommended for inclusion in the SRCVB's By-Laws;

**WHEREAS**, the previously adopted By-Laws allowed for their amendment pursuant to Article VIII, Section 1 thereof; and

**WHEREAS**, the Board of the SRCVB has determined that the it is in the best interest of the SRCVB to amend and restate its By-laws as set forth herein after.

**NOW THEREFORE**, for and in consideration of the mutual covenants and considerations hereinafter contained, the parties hereto agree to the Amended and Restated By-Laws as follows:

**ARTICLE I**

**NAME**

The name of the corporation is: SALISBURY-ROWAN COUNTY CONVENTION & VISITORS BUREAU, INC. The corporation is a 501(c)(6) not for profit corporation as defined in N.C.G.S §55A-1-40(4).

**ARTICLE II.**

**PURPOSE AND GENERAL MATTERS**

**Section 1.** The focus area of the SRCVB is County-wide in scope. Its efforts are directed to the development and marketing of Salisbury and Rowan County's tourism industry, assets and potential tourism sites, including all sections and communities of the County for the purpose of economic development through tourism.

The SRCVB is organized to promote and encourage visitor travel activities in Salisbury and Rowan County, North Carolina and to assemble and disseminate information

designed to maintain and further develop Salisbury and Rowan County's position in the visitor industry. The SRCVB will also seek out partnerships to achieve its purpose.

**Section 2.** The SRCVB shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c) (6) of the Internal Revenue Code.

**Section 3.** The office of the SRCVB shall be located at 204 E. Innes Street, Salisbury, North Carolina or at such other place or places in Rowan County as the SRCVB may from time to time designate.

**Section 4.** The seal of the SRCVB shall be in the form of a circle and shall bear the name Salisbury-Rowan County Convention and Visitors Bureau.

**Section 5.** The fiscal and administrative year of the SRCVB shall be from July 1<sup>st</sup> through June 30<sup>th</sup> of the following year.

**Section 6.** The SRCVB shall be subject to NC Open Meeting Laws. All meetings of the SRCVB, whether regular or special, shall be announced and open to the public, provided that the SRCVB may hold executive sessions from time to time in accordance with Article 33C of Chapter 143 of the North Carolina General Statutes.

**Section 7.** All matters of fiscal control and administration shall be handled in accordance with local, state and federal laws applying to a 501(c)(6).

**Section 8.** The SRCVB shall work to establish partnerships, operational agreements and/or commitments with any firm, person, agency or organization for the purpose of promoting tourism, destination marketing, tourism-oriented events, activities and destination development and economic development in Salisbury and Rowan County.

### **ARTICLE III**

#### **MEMBERS**

##### **Section 1. Membership**

The sole member of the corporation shall be the Rowan County Tourism Development Authority (RCTDA).

##### **Section 2. Membership Funding and Investment**

The SRCVB shall be funded by the Rowan County Tourism Development Authority for the purposes of destination marketing and sales functions, sponsoring tourism-oriented events and activities, tourism programming, visitor services and providing tourism professional staffing and operations.

SRCVB will utilize all occupancy taxes in a manner consistent with North Carolina General Assembly Session Law 2017-202, Chapter 160-A, Section 215 of the General Statutes of North Carolina, and as amended thereafter.

### **Section 3. Additional Members**

Additional Membership in the SRCVB, beyond the existing Members and upon receipt of an application, may be granted by the SRCVB Board of Directors and RCTDA, meeting the following criteria:

1. Any additional tourism development authority created in Rowan County by the North Carolina General Assembly for the purpose of developing and promoting travel and tourism within whole or part of Rowan County.
2. A non-profit or government entity based in Rowan County organized for the purpose of economic development and promotion within Rowan County.

An Additional Member may resign their membership in the SRCVB provided that a notification to discuss resignation has been submitted in writing to all SRCVB Board members at least 60 days prior to the Additional Member's Board of Directors meeting to discuss resignation. A vote by the Additional Member's Board of Director's to resign membership from the SRCVB is to be held no less than 120 days prior to the close of the SRCVB's fiscal year. If membership resignation is approved by the Additional Member's Board of Directors, the Additional Member will be required to continue its agreed upon membership investment in the SRCVB for the remainder of the current fiscal year.

Any additional tourism development authorities created in Rowan County by the North Carolina General Assembly for the purpose of developing and promoting travel and tourism within whole or part of Rowan County and any non-profit or government entity based in Rowan County organized for the purpose of economic development and promotion within Rowan County seeking to become a member of the SRCVB will be required to make a regular membership investment on a schedule determined by the SRCVB Board of Directors.

The SRCVB Board of Directors and RCTDA will set the terms of membership investment for Additional Members. Membership investments by an Additional Member will provide the Additional Member board appointments on the SRCVB Board of Directors proportionate to the level of investment and as determined by the SRCVB Board of Directors.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **Section 1. Board of Directors: General Provisions**

The affairs of the SRCVB are governed by a Board of Directors. The Board of Directors shall determine policies and direct the implementation of policies. The business and affairs of the SRCVB, the direction of its work and the control of its property shall be vested in the Board of Directors.

The Board of Directors shall meet in accordance with Article II. Section 6 of these bylaws and carry out duties commensurate with that of a governing body.

#### **Section 2. Board of Directors: Board Membership**

The individual board members of the Rowan County Tourism Development Authority (RCTDA), as appointed by the Rowan County Board of Commissioners and the Salisbury City Council, shall serve as the Board of Directors for the Salisbury-Rowan County Convention and Visitors Bureau (SRCVB).

Consistent with Session Law 2017-202, the RCDA Board shall be comprised of:

- (1) A county commissioner or his or her designee.
- (2) A member of the Salisbury City Council or his or her designee.
- (3) Four owners, operators, or representatives of hotels, motels, or other taxable tourist accommodations. Two shall be appointed by the Rowan County Board of Commissioners and two shall be appointed by the Salisbury City Council.
- (4) Two individuals to represent all bona fide Rowan County sites and attractions, to be selected from those sites and attractions. One individual shall be appointed by the Rowan County Board of Commissioners and one individual shall be appointed by the Salisbury City Council.
- (5) One individual to represent the Rowan County Chamber of Commerce, either the chair of the board or the chair's designee, assigned for appointment by the Rowan County Board of Commissioners.
- (6) Two individuals who have an interest in tourism development and do not own or operate hotels, motels, or other taxable tourist accommodations. One individual shall be appointed by the Rowan County Board of Commissioners and one individual shall be appointed by the Salisbury City Council.

### **Section 3. Tenure & Requirements**

- A. SRCVB Board Members representing the Member shall serve on the SRCVB Board consistent with the tenure and requirements they serve on the Board of Directors for the RCTDA.
- B. All Members shall be required to sign and agree to the SRCVB's Board of Directors Code of Conduct & Conflict of Interest Policy Requirements

### **Section 4. Voting Rights**

Each member in good standing shall be entitled to one vote on each matter submitted for a vote of the members. Assignment of voting privileges is not permitted.

Any individual serving on both the Rowan County Tourism Development Authority Board of Directors and the Salisbury Tourism Development Authority Board of Directors shall only represent one vote and one board position on the SRCVB Board of Directors.

### **Section 5. Termination of Membership**

In the event any board member of the SRCVB is removed as a board member of the RCTDA, then they shall automatically be removed from the SRCVB Board.

### **Section 6. Resignation**

Any board member may resign by filing a written resignation with the Chairman of SRCVB and the Chairman shall notify the appropriate appointing organization of the member's wish to resign.

### **Section 7. Compensation**

Members shall serve without compensation but may be reimbursed for expenses actually incurred in connection with the performance of their duties.

### **Section 8. Attendance**

Absence from three (3) consecutive regularly scheduled board meetings (without prior notification to the Chairman of appropriate reasons for such absence) shall result in notification to the appropriate appointing organization and the Chairman shall request the board member be removed.

## **ARTICLE V**

### **MEETINGS OF MEMBERS**

#### **SECTION 1. REGULAR AND SPECIAL MEETING:**

The SRCVB shall meet regularly at places and times designated by the Chairman. Special meetings may be held at a place and time designated by the Chairman or a simple majority of the appointed members. All Board members shall be notified at least forty-eight (48) hours in advance of such meeting.

#### **SECTION 2. OPEN MEETINGS:**

All meetings of the SRCVB, whether regular or special shall be announced and open to the public, provided that the SRCVB may hold executive sessions from time to time in accordance with Article 33C of Chapter 143 of the North Carolina General Statutes.

#### **SECTION 3. ACTION BY MEMBERS:**

All actions shall be determined by a majority vote of the members of the SRCVB in open meeting. A simple majority of voting members shall constitute a quorum for any meeting of the SRCVB. Present at a meeting would include voice or hearing-impaired telephonic mechanisms for communications. Present at meetings will also include participation via conference telephone or by virtual or video participation (e.g. Zoom, Microsoft Teams, Webex, etc.) . If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice. Except as otherwise provided by law or by these By-Laws.

#### **SECTION 4. MINUTES:**

The minutes of all regular and special meetings of the SRCVB shall be distributed to each member of the SRCVB prior to the next meeting, whether regular or special.

## **ARTICLE VI**

### **OFFICERS**

#### **SECTION 1. OFFICERS:**

The officers of the Rowan County Tourism Development Authority shall serve as the officers of the SRCVB.

## **ARTICLE VII**

### **COMMITTEES**

#### **SECTION 1. EXECUTIVE COMMITTEE:**

The Executive Committee of the Rowan County Tourism Development Authority serves as the Executive Committee of the SRCVB.

#### **SECTION 2. DUTIES OF EXECUTIVE COMMITTEES:**

The Executive Committee will meet at the call of the Chairman and is empowered to discuss all matters relative to the SRCVB. The Executive Committee may determine policy and organizational recommendations for the SRCVB Board of Directors to consider.

## **ARTICLE VIII**

### **EXECUTIVE STAFF**

#### **Section 1. Chief Executive Officer**

The Board of Directors will employ and hire a Chief Executive Officer (CEO) who shall work closely with the Chairman, the Executive Committee and the Board of Directors of the SRCVB to carry out and execute the strategies, policies, procedures and programs established by the Board of Directors. The CEO will also serve as the Financial Officer for the SRCVB and the RCTDA.

The CEO will serve at the will of the Board of Directors and pursuant to any terms established in any employment agreement pertaining to the CEO and the SRCVB. The CEO will serve as a strategic advisor and consensus builder for the Board of Directors and Chairman in the development and implementation of an effective program of activities in accordance with the policies and procedures established from time to time by the Board of Directors. The CEO, in conjunction with the Chairman, shall serve as the official spokesperson for the SRCVB. As Financial Officer, the CEO shall also be responsible for ensuring all funds received by the SRCVB and the RCTDA are safeguarded and properly distributed.

The CEO, operating on behalf of the Board of Directors, the SRCVB, and the RCTDA shall have full executive and administrative authority to conduct the operations and planning efforts for the SRCVB and the RCTDA. The CEO's actions and authority shall at all times be consistent with these By-laws and the policies set forth by the Board of Directors of the SRCVB and the RCTDA.

Additionally, the CEO on behalf of the SRCVB and the RCTDA Board of Directors shall work to establish partnerships, operational agreements and/or contracts with any person, firm, agency or organization for the purpose of destination marketing,

advocating tourism, promoting economic development, enhancing arts and culture, destination development and tourism-oriented events and activities within Salisbury and Rowan County. Any partnerships, operational agreements and/or contracts may involve financial investments for the aforementioned purposes.

The CEO will provide executive and administrative oversight for the RCTDA and serve as the supervising agent for any RCTDA employees.

The CEO shall engage, discharge and have supervision over all employees including fixing their duties and compensation in accordance with budgets, policies and practices in a manner consistent with these By-laws and policies of the Board of Directors.

## **ARTICLE IX**

### **CONTRACTS AND FINANCES**

#### **Section 1. Contracts**

All contracts shall be in the name of the SRCVB and, unless under the authority of the CEO, shall be approved by action of the Board of Directors of the SRCVB. The Board of Directors of the SRCVB may grant authorization to any member, officer or employee of the SRCVB to execute contracts on behalf of the SRCVB. Upon approval of the annual budget or any amendments to the budget, the CEO is authorized to make disbursements on accounts, establish contracts and expenses provided for in the budget without additional approval and in accordance with the SRCVB By-Laws.

#### **Section 2. Disbursements**

All financial disbursements must be signed by the Executive Director and one member of the Executive Board or two members of the Executive Committee, and shall be in accordance with these By-laws, North Carolina Session Law 2017-202, all applicable Federal Laws, and adhere to the Local Government Budget and Fiscal Control Act.

#### **Section 3. Deposits**

All funds of the SRCVB in excess of TWO HUNDRED FIFTY AND NO/100 (\$250.00) shall be deposited daily to the credit of the SRCVB in such banks, trust companies, or other depositories as established in the name of the by SRCVB.

#### **Section 4. Gifts**

The SRCVB may accept on behalf of the SRCVB any contribution, gift, or bequest, or device for any purpose of the SRCVB.



## **Section 5. Compliance**

All matters of fiscal control and administration shall be handled in accordance with Article III Section 2 herein, North Carolina Session Law 2017-202, all applicable Federal and State Laws that apply to a 501(c)(6) not for profit corporation as defined in N.C.G.S §55A-1-40(4). . At the close of each fiscal year, the SRCVB Board of Directors shall cause an annual audit to be conducted by an approved certified accounting firm in compliance with proper governmental accounting standards. The audit will be made available to all SRCVB Board Members and to the public for inspection.

## **Section 6. Bonding**

The finance officer of the SRCVB shall be covered by an adequate bond.

# **ARTICLE X**

## **BOOKS AND RECORDS**

### **Section 1. Books and Records**

The SRCVB shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and shall keep at principal office a record giving the names and addresses of the Board members entitled to vote. All books and records of the SRCVB may be inspected by any Board member or his duly authorized agent or attorney for any proper purpose at any reasonable time.

# **ARTICLE XI**

## **DISSOLUTION**

### **Section 1. Dissolution Procedures**

The SRCVB may be dissolved as a 501(c)(6) non-profit corporation by a two-thirds affirmative vote of the Board of the SRCVB present, in good standing and voting, provided three-fourths of the Board is present, and provided that notification of an intent to vote to dissolve has been submitted in writing to all board members at least 45 days prior to the vote and the vote is held no less than 120 days prior to the close of the fiscal year. A two-thirds affirmative vote to dissolve the SRCVB shall not take effect until the start of the following fiscal year.

Upon dissolution of the SRCVB, the assets thereof shall, after all of its liabilities and obligations have been discharged or adequate provision made therefore, be distributed to the RCTDA, as body a politic and governmental entity having governmental authority in the areas of Rowan County and Salisbury, North Carolina.

The directors of the SRCVB shall by resolution duly adopted designate and provide for the manner and time of such distribution or distributions.

## **ARTICLE XII**

### **IDEMNIFICATION**

Any person who at any time serves or has served as a director of the corporation, or who while serving as a director of the corporation, serves or has served, at the request of the corporation, as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him/her in connection with any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitative action, suit, or proceeding (and any appeal therein), whether or not brought by or on behalf of the corporation, seeking to hold him/her liable by reason of the fact that he/she is or was acting in such capacity, and (b) reasonable payments made by him/her in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which he/she may have become liable in any such action, suit, or proceeding.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by these by-laws, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him/her. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Board shall give notice to, and obtain approval by, the members of the corporation for any decision to indemnify.

Any person who at any time after the adoption of these by-laws serves or has served in the aforesaid capacity for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of these by-laws.

**ARTICLE XIII**  
**AMENDMENTS**

**Section 1. Amendments**

These By-Laws, or any part thereof, may be amended at the pleasure of and by a two-thirds affirmative vote of the Board of the SRCVB present and voting, provided a quorum is present, and provided that the amendment or amendments have been submitted in writing to all board members at least two weeks prior to the vote.

Approved this regular session(s) on: March 19, 2025

SRCVB Chairman: 

Date: 4/16/25

SRCVB Secretary: 

Date: 4/16/2025

SRCVB CEO: 

Date: 4-16-25