

**BY-LAWS
OF THE
ROWAN COUNTY TOURISM DEVELOPMENT AUTHORITY**

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. 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 4. SEAL:

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

SECTION 5. FISCAL AND ADMINISTRATIVE YEAR:

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

SECTION 6. 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/her designee.
- (2) A member of the Salisbury City Council or his/her designee.
- (3) Four owners, operators or representatives of hotels, motels, or other taxable tourist accommodations, two appointed by the Board of Commissioners and two appointed by the City Council.
- (4) Two individuals who have an interest in tourism development and do not own or operate hotels, motels, or other taxable tourist accommodations, one appointed by the Board of Commissioners and one appointed by City Council.
- (5) Two individuals to represent all bona fide Rowan County sites and attractions, such appointments to be selected from said sites and attractions, one appointed by the Board of Commissioners and one by City Council.
- (6) One individual to represent the business community and the Rowan Chamber of Commerce, appointed by the Board of Commissioners.

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. Members terms shall coincide with their appointment date.
- 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 at a time and place 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. 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.

SECTION 4. MINUTES:

The minutes of all regular and special meetings of the Authority shall be provided 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, none serving more than two consecutive terms in the same office.

In no event shall a publicly elected appointee acting as a government liaison to the board serve as Chairman or Vice-Chairman. In no event shall a Board Member of the Authority actively employed by any local government in Rowan County serve as an officer of the Authority.

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 Chief Executive Officer (CEO) on the implementation of the Authority's strategic initiatives, goals and objectives and overall focus and direction. The Chairman in conjunction with the CEO 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 along with the CEO 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 Treasurer will jointly serve as the Authority's Finance Officer with the Authority's CEO. The Treasurer and the CEO 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 and CEO.

E. The four above officers shall comprise the Executive Board of the Rowan County Tourism Development Authority. The immediate past Chair whether on or off the RCTDA Board will serve as a member of the Executive Committee.

ARTICLE VI

COMMITTEES

SECTION 1. STANDING COMMITTEE:

There shall be established an Executive Committee, a Marketing Committee, a Personnel and Policy Committee, and a Master Plan Committee each of which shall consist of a minimum of four or more members, one of which will be a Board member appointed by the Chairman and designated as Committee Chairman. The Chairman of the Authority may appoint additional persons, all of whom need not be Authority members, to serve on Standing Committees. The Authority may transfer these responsibilities to the CVB through its membership in the CVB

SECTION 2. DUTIES OF STANDING COMMITTEES:

- A. Executive Committee: The Executive Committee shall consist of the Chairman, Vice-Chairman, Secretary, and Treasurer. 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. The immediate past Chairman will serve one year on the Executive Committee after
- B. Marketing Committee:
1. The Marketing Committee will be composed of at least 8 members appointed by the Chairman.
 2. The Marketing Committee will annually plan and implement an Inclusive Destination Marketing Program;
 - a. Based on determined goals and objectives,
 - b. Derived from substantive and informed market research and analysis,
 - c. Strategically implemented in accord with tourism industry practices,

- d. Promotes the destination through coordinated marketing and enhanced brand awareness
 - e. Focuses on Family, Culture, Heritage, Events and Affordable Travel,
 - f. Involves & supports destination partners through collaboration, training & targeted promotion.
3. The Marketing Committee will provide leadership and oversight for the destination marketing initiatives and brand continuity.
 4. The Marketing Committee will report monthly to the Board of Directors.
 5. The Marketing Committee will be serviced by the staff of the CVB for purposes of marketing, administration, visitor services and brand continuity. CVB staff will additionally be charged with implementing the Marketing Committee's Destination Marketing Program.
- D. Personnel and Policy Committee: The Personnel and Policy Committee shall consist of three (3) or more members. The Personnel and Policy Committee will advise the Chairman and the Authority of personnel appeals, grievances, and adverse actions. The Committee shall keep an adequate written record of proceedings, findings and recommendations. The Chairman of the Personnel and Policy Committee, in conjunction with the Chairman of the Authority, will review the performance of the Executive Director and render a performance appraisal during the last month of the Authority's fiscal year. The Personnel and Policy Committee shall review policies at least annually and recommend changes as deemed necessary to the board. The Personnel Policy will assist the Executive Director with the purpose of determining the Authority's human resource needs. These needs are including but not limited to number of positions, job descriptions, long term employment needs, compensation, benefits and human resource policies.

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 employ, or through the Rowan County Convention and Visitors Bureau hire a Chief Executive Officer (CEO) who shall work closely with the Chairman, the Executive Committee and the Board of Directors 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 Authority.

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, the TDA and CVB. 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 Authority and the CVB. As Financial Officer, the CEO shall also be responsible for ensuring all funds received by the Authority are safeguarded and properly distributed.

The CEO, operating on behalf of the Board of Directors shall have full executive, financial and administrative authority to conduct the operations and planning efforts for the Authority and CVB. 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.

Additionally, the CEO on behalf of the Authority and the 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 Rowan County. Any partnerships, operational agreements and/or contracts may involve contributions to the Authority for the aforementioned purposes.

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 and in consultation with the Chairman and Personnel and Policy Committee.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. CONTRACTS:

All contracts shall be in the name of the Authority, unless under the authority of the CEO, shall be approved by action of the Board of Directors. The Board of Directors may grant authorization to any member, officer or employee to execute contracts on behalf of the Authority. Upon approval of the annual budget, the CEO is authorized to make disbursements on accounts, establish contracts and expenses provided for in the budget and make line item budget amendments within the overall budget, to meet the changing program of work operations of the Authority and the CVB without additional approval from the Board of Directors and in accordance with the TDA, CVB By-Laws and/or any policies established by the Board.

SECTION 2. DISBURSEMENTS:

All checks must be signed by the CEO and one member of the Executive Board or two members of the Executive Board.

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 gifts 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 Chapter 159 of the General Statutes of North Carolina.

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.

Authority Chairman:  Date: 7/1/16

Authority Chief Executive Officer:  Date: 7-1-16