

By-Laws
Rutherford Tourism Development Authority

Be it ordained by the Rutherford Tourism Development Authority (TDA) that under the powers vested in said Authority by the provisions of Session Law 2011-115, House Bill 414 by the Rutherford County Board of Commissioners, the following be and constitute the By-laws for the regulation of its affairs and the conduct of its business.

The TDA hereby acknowledges that any and all provisions of these By-laws must be in conformity with the provisions of Session Law 2011-115, House Bill 414.

Article I
The Authority

Section 1 - Seal:

If a seal of the Authority is ever required, it shall bear the name Rutherford County Tourism Development Authority.

Section 2 - Fiscal and Administrative Year:

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

Article II
Members

Section 1 - General Powers:

The affairs of the Authority shall be managed by its members collectively, shall have and, according to these by-laws, shall exercise those powers enumerated in the Session Law 2011-115, House Bill 414.

Section 2 - Members and Terms of Office:

The Authority shall consist of 10 voting members appointed by the Rutherford County Board of Commissioners in accordance with Session Law 2011-115, House Bill 414, Section 3.

Section 3 - Voting Rights:

Each member of the Authority in good standing shall be entitled to one (1) vote on each matter submitted to the vote of its membership; the chairperson shall only vote in the event of a tie. Assignment of voting privileges is not permitted.

Section 5 – Board Member Involvement:

Members are expected to attend all meetings of the TDA. In the event a member misses two (2) consecutive meetings, unexcused, the TDA shall notify the Rutherford County Board of Commissioners.

Each board member shall serve on at least one TDA committee.

Section 6 - Resignation:

Any member of the Authority may resign by filing a written resignation with the Chairperson of the Authority. The Rutherford County Board of Commissioners shall appoint a designee to fill the remainder of the term.

Section 7 – Conflicts of Interest:

Members shall sign annually a Code of Conduct & Conflict of Interest Policy.

Article III
Meetings of Members

Section 1 - Regular and Special Meetings

The Authority shall meet monthly at a place, time and date as determined by the board chair. Committee meetings may fulfill the requirement of the regular monthly board meeting. Special meetings of the Authority may be called by the chairperson or by not less than five (5) board members. Such special meetings to be held at a place and time designated by the chairperson or by the five (5) calling members, according to General Statute 33c, Chapter 143-318 12(b)(2). All members and the media shall be notified at least (48) hours in advance of such meetings. At the first board meeting of each fiscal year, officers will be elected and committee assignments made.

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 closed sessions from time to time in accordance with Article 33c of Chapter 143-318.11 of the North Carolina general statutes.

Section 3 - Action by Members:

All actions shall be determined by majority vote of the members of the Authority in an open meeting. Six (6) members shall constitute a quorum for any meeting of the Authority. If a quorum is not present at any meeting, a majority of members present may adjourn the meeting from time to time without further notice. Except for the voting rights of the chairperson as stipulated in Article II, Section 3, the Authority shall be governed by the rule of parliamentary practices as contained in Robert's Rules of Order. In order to allow action between meetings, a vote may be taken by e-mail by call of the chairperson. The vote shall be verified at the next TDA board meeting.

Article IV
Officers

Section 1 - Election of Chairperson, First Vice-Chairperson and Second Vice-Chairperson:

Upon recommendation by the TDA Board, the Rutherford County Board of Commissioners shall designate one member of the Authority as Chairperson. The First Vice-Chairperson and Second Vice-Chairperson shall be elected by the members of the Authority. All will serve a one year term. Members may not hold one office for more than three consecutive years.

Section 2 - Treasurer:

The finance office of Rutherford County shall be the ex-officio finance office and treasurer for the Authority.

Article V
Duties of Officers

Section 1 - Duties of Officers:

(A) **Chairperson**

The chairperson shall call and preside at regular and special meetings of the Authority. He or She shall perform such other duties as may come within the jurisdiction of his office.

The chairperson shall set the agenda, although any board member may submit agenda items to the TDA staff designee. The agenda shall be voted on for acceptance at each board meeting.

(B) **First Vice-Chairperson**

The first vice-chairperson shall preside at meetings and perform the duties of the chairperson in the absence or incapacity of the chairperson. He or She shall perform such other duties assigned by the chairperson.

(C) **Second Vice-Chairperson**

The second vice-chairperson shall preside at meetings and perform the duties of the chairperson in the absence or incapacity of the chairperson and first vice-chairperson.

(D) **Secretary**

The secretary will be a member of the TDA staff and will keep the minutes of the Authority's meetings and perform such other duties as the Authority may assign.

(E) **Executive Committee**

The Executive Committee shall consist of the chairperson, first vice-chairperson and second vice-chairperson.

Article VI Committees

Section 1 – Committee Requirements

The Chair of each committee must be a TDA Board member and shall recommend to the Authority other members to serve on each committee. The Authority shall approve these members. The Executive Director is a member of all committees and serves in a nonvoting capacity.

Section 2 - Committees:

- (1) **Executive** - Comprised of the chairperson, first vice-chairperson and second vice-chairperson, the executive committee shall perform such duties as approved by the Authority. It also serves as 3 of the 5 members of the TDA Personnel Committee as outlined in Article VIII, Section 2.
- (2) **Other Committees** – The Authority shall appoint other committees as appropriate to expedite research into matters of TDA interest or to implement TDA policies or goals.

Article VII Administrative Staff

Section 1 - Employment

The Authority may employ an Executive Director and staff as needed to implement policy, plans, and procedures as formulated by the Authority.

Article VIII County Government and the TDA

Section 1 – General Terms

In accordance with Session Law 2011-115, House Bill 414, Section 2(d), the following relationships shall be in place between Rutherford County and the Authority. The TDA shall pay the county for the services it provides.

Section 2 – Human Resources:

All TDA employees are to be county employees, and shall be subject to all county personnel policies and guidelines.

The TDA Executive Director shall act in the same manner as a county department head in all personnel matters, and work with the Human Resources office accordingly. Other TDA employees will be hired by and report to the Executive Director.

For the Executive Director's position, a personnel committee, consisting of five members, shall review applications for employment, assist in applicant interviews, and make recommendations to the Authority regarding the performance, hire and termination of said Executive Director. This committee shall meet at the call of the County Manager at least once annually to perform a job performance review of the Executive Director, and shall use the county's department head evaluation form for this task.

The personnel committee shall consist of the Authority's Executive Committee, the County Manager, and the county's Human Resources Director. In matters where the county and TDA members on this committee cannot come to a consensus, the Authority shall defer to the County Manager for final decisions regarding personnel matters involving the Executive Director.

Section 3 – Finance:

TBD

Section 4 – Legal:

At the request of the TDA, the County Attorney shall also serve as the TDA attorney.

Section 5 – Information Technology:

The TDA will work with the Information Technology department to assign an IT staff member to the TDA for the IT needs and support of the TDA. IT will assist in IT hardware/software investigations accordingly.

The TDA will be financially responsible for all purchases of hardware/software to be used by the TDA, which will then become property of the TDA until such time they may be given to the IT department for other uses.

The IT Director will have the final approval of IT purchases which are going onto the county network.

All TDA employees must sign and follow the county's technology use policy agreement.

Article IX
Contracts, Checks, Deposits and Funds

Section 1 – Deposits:

Rutherford County shall credit, distribute and use, by authority, the net proceeds of the Occupancy Tax to the Rutherford County TDA for distribution and use by the authority, in accordance with Session Law 2011-115, House Bill 414.

Section 4 - Gifts:

The Authority may accept on behalf of the Authority any gifts, contributions, bequests, or devise for any purpose of the Authority.

Article X
Books and Records

Section 1 - Books and Records:

The Authority shall keep correct records of account and shall also keep minutes of the proceedings of its members and shall keep a record giving names and addresses of the members entitled to vote. The Authority shall report quarterly and at the close of the fiscal year to the Board of Commissioners in accordance with Session Law 2011-115, House Bill 414.

Article XI
Amendments

Section 1 - Amendments

These By-laws, or any part thereof, may be amended at the pleasure of two-thirds affirmative vote of the members of the authority.

Adopted in Regular Session:

Signature Authority Chairperson