By-Laws
Rutherford Tourism Development Authority

Be it ordained by the Rutherford County Tourism Development Authority (hereinafter "The Authority") 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 411.

Section 2 - Members and Terms of Office:

The Authority shall consist of 11 voting members appointed by the Rutherford County 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 4 – Member Involvement:

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

Each member of the Authority shall serve on at least one TDA committee.

Section 5 - Resignation:

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

Section 6 – 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 conduct regular meetings on a schedule approved by the Authority at the first meeting of each fiscal year. The first meeting shall be at a place, time and date as determined by the Authority Chair. Special meetings of the Authority may be called by the Chairperson or by not less than five (5) Authority 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 Authority 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. A quorum for the conduct of business by the Authority shall consist of a majority of all qualified members 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 the most recent edition of
Robert's Rules of Order, except as modified by these rules. 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 Authority meeting.

**Article IV**  
**Officers**

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

Upon recommendation by the Authority, the Rutherford County Board of Commissioners shall designate one member of the Authority as Chairperson. The First Vice-Chairperson, Second Vice-Chairperson, Treasurer, and Secretary shall be elected by the members of the Authority. Each officer position shall be elected annually.

*Section 2 - Finance Officer:*

The Rutherford County Finance Officer serves as the Finance Officer to the Authority in accordance with the enabling legislation. The Finance Officer maintains the fiscal affairs of the Authority in accordance with the NC General Statute 159: The Local Government Budget and Fiscal Control Act.

**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 works closely with Executive Director and Staff to make decisions. He or She attends county meetings/outing, when available, to be a presence for the TDA. Meetings include County Commissioners, Town Councils, and other community meetings that require TDA support and involvement.

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

**(B) First Vice-Chairperson**
The First Vice-Chairperson shall preside at meetings and perform the duties of the Chairperson in the absence of incapacity or 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) **Treasurer**

Works with TDA’s Executive Director, TDA Marketing and Administrative Coordinator, and County Finance Director to make sure finances are in compliance.

(E) **Secretary**

Assists TDA’s administrative assistant in recording minutes and making sure all votes and motions are accounted for. Takes minutes in absence of TDA’s Administrative Assistant.

**Executive Committee**

The Executive Committee shall consist of one Chairperson, First Vice-Chairperson, Second Vice-Chairperson, and Treasurer.

**Article VI**

**Committees**

**Section 1 – Committee Requirements**

The Authority shall approve committee members. The Executive Director is a member of all committees and serves in a nonvoting capacity. Additional TDA staff members shall serve on committees when relevant to their assigned projects.

**Section 2 - Committees:**

1. **Executive** - Comprised of the Chairperson, First Vice-Chairperson, Second Vice-Chairperson, and Treasurer. The Executive Committee shall perform such duties as approved by the Authority. In the event an Executive Director is employed, the Executive Committee shall make recommendations to the Authority regarding the hiring, performance and disciplinary action of said Executive Director, and shall have the authority to review applications, conduct interviews, and review all other employment matters for the Executive Director.
(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**

**Service Providers and Contracts**

*The following services may be provided by contracted professional, including but not limited to:*

- Public Relations
- Marketing
- Wayfinding
- Information Technology
- Human Resources
- Legal
- Finance
- Tourism Product Development

**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 Tourism Development Authority for distribution and use by the Authority, in accordance with Session Law 2011-115, House Bill 411.

**Section 2 - 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 411.

**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 qualified members of the Authority.

June 18, 2020
Adopted in Regular Session:

Signature Authority Chairperson