

BYLAWS

Lenoir Tourism Development Authority

ARTICLE I

AUTHORIZATION

Section 1. Lenoir Tourism Development Authority

The name of the Authority shall be the Lenoir Tourism Development Authority, such having been established by the Resolution Creating the Lenoir Tourism Development Authority adopted September 22, 2009, by the City Council of the City of Lenoir, North Carolina. Such authority was granted to the City of Lenoir, North Carolina pursuant to GSS§ 160A-215 as amended by S.L. 2009-169 and S.L. 2009-291.

Section 2. Public Body.

The Authority shall be a "public authority", and shall operate as such public authorities do operate under the Local Government Budget and Fiscal Control Act, and also pursuant to those Laws which govern bodies conducting meetings pursuant to the Open Meetings Law for the State of North Carolina.

Section 3. Powers and Duties.

The Authority shall have the Powers and Duties as set out in Section 2. Duties of the enabling resolution adopted by the City of Lenoir, North Carolina on September 22, 2009, or as may be amended.

Section 4. Objectives and Mission.

The Authority's objectives shall be to promote, solicit, and encourage tourism in the City of Lenoir, North Carolina, and to provide such services as are related to tourism. The Authority shall represent Lenoir in promoting Lenoir, North Carolina through state, national, and international advertising and promotion of the City of Lenoir for business and pleasure.

ARTICLE II

GOVERNING BODY

Section 1. Governing Body.

An Authority to promote and develop tourism in Lenoir, North Carolina is hereby created and established.

Section 2. Appointment of Membership.

a) The Lenoir Tourism Development Authority shall consist of not less than (9) members who shall be appointed by the Mayor and City Council of the City of Lenoir. At least one-half of the members shall be individuals who are currently active in the promotion of travel and tourism in the city.

b) Lodging Members

At least one-third of the membership of the Lenoir Tourism Development Authority shall be individuals who are affiliated with the businesses that collect the occupancy tax.

c) Ex-Officio Members

The Finance Officer of the City of Lenoir shall serve as an ex officio member and serve as Finance Officer of TDA. The City Manager of Lenoir and/or his designee shall serve as an ex-officio member and serve as the Secretary of the TDA. These two ex-officio members will be non-voting members.

Section 3. Terms of Appointments .

The members of the Lenoir Tourism Development Authority shall be appointed for terms of four (4) years. Term of office of the initial appointees to the Lenoir Tourism Development Authority shall be staggered as designated by the City Council upon original appointment.

Section 4. Vacancies.

Vacancies occurring for reasons other than expiration of terms shall be filled as they occur for the period of the unexpired term.

Section 5. Compensation.

Members of the Authority shall serve without compensation but may be reimbursed for expenses actually incurred in connection with the performance of their duties in accordance with such rules as the Authority may from time to time adopt.

ARTICLE III

MEETINGS

Section 1. Regular and Special Meetings.

The Authority shall meet as deemed necessary by the Chairperson but in any event it shall hold meetings at least quarterly. Special Meetings of the Authority

may be called at any time by the Chairperson. At least forty-eight (48) hours notice of the time and place of Special Meetings shall be given by the Secretary or by the Chairperson to each member of the Authority.

The Authority may adopt its own rules of procedure or in absence thereof, "Robert's Rules of Order" shall apply.

Section 2. Open Meetings.

All meetings of the Authority are to be held in accordance with Article 33C of Chapter 143 of the General Statutes of North Carolina, commonly referred to as the Open Meetings Law.

Section 3. Attendance/Removal.

Faithful attendance at all meetings of the Authority and conscientious performance of the duties required of members of the Authority shall be considered a prerequisite of continuing membership on the Authority. Any member, who misses more than two (2) consecutive meetings without an excused absence or for any good cause related to performance of duties, may be replaced at the recommendation of the Authority, and at the discretion of the Lenoir City Council.

Section 4. Quorum.

A quorum shall consist of a simple majority of the voting members of the Authority.

Section 5. Voting/Rules of Conduct for Members.

No voting member shall be excused from voting, except upon matters involving consideration and determination in which a member has a direct personal or financial interest as defined by the City of Lenoir Conflict of Interest Policy adopted June 6, 2006 in accordance with NC General Statute Section 14-234.

Each member shall maintain the confidential nature of confidential material to which members may become privy to as a member of the Authority. No Authority member shall directly or indirectly solicit any gift, or accept or receive any gift, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or any other form, under circumstances in which a reasonable person would believe that the gift was intended to influence him/her in the performance of his/her duties, or was intended as a reward for any official action on his or her part.

Section 6. Minutes.

The Authority shall be responsible for keeping records of all meetings, including minutes, resolutions, discussions, findings, recommendations and attendance records. The minutes shall be available for public inspection during regular business hours at Lenoir City Hall, 801 West Avenue, Lenoir, North Carolina, and in accordance with N.C.G.S. 143-318.10.

ARTICLE IV

OFFICERS

Section 1. Officers.

The Officers of the Authority shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer. The Chairperson of the Authority shall be appointed by the Lenoir City Council. The Authority shall elect from the membership a Vice-Chairperson to serve in the absence of the Chairperson. The Finance Officer of the City of Lenoir shall be the ex-officio Finance Officer of the Authority, and the City Manager of Lenoir and/or his designee shall be the ex-officio Secretary to the Authority.

Section 2. Chairperson.

The Chairperson shall call and preside at all regular and special meetings of the Authority and make certain that lawful notices are provided to the members, to the public, and to the media. The Chairperson shall, with the assistance of the Secretary and/or Treasurer, be responsible for the preparation of the agendas for the meetings of the Authority. In addition, the Chairperson shall also perform such additional duties as may from time to time be designated by the Authority.

Section 3. Vice-Chairperson.

The Vice-Chairperson shall act in absence of the Chairperson to perform the duties and exercise the office that would be performed by the Chairperson. Also, the Vice-Chairperson shall perform such other duties as from time to time may be delegated to the Vice-Chairperson by the Authority,

Section 4 Secretary.

The Secretary shall be responsible for keeping accurate records of all acts, proceedings and minutes of the Authority. The Secretary shall further assist the Chairperson in causing all appropriate notices to be given as are required to the public, the media and as otherwise by law required. The Secretary of the

Authority shall be the City Manager of Lenoir and/or his designee and shall act as an ex-officio member of the Authority.

Section 5. Treasurer.

The Treasurer shall have the custody of all funds belonging to the Authority, shall receive, deposit, and disburse the same under the direction of the Authority. The Treasurer shall keep full and accurate accounts of the finances of the Authority and shall further report to the members of the Authority and the Lenoir City Council as is required pursuant to the Resolution Establishing and Levying Lenoir Occupancy Tax and the Resolution Creating the Lenoir Tourism Development Authority, both of which were adopted September 22, 2009, by the Lenoir City Council.

The Treasurer of the Authority shall be the Finance Officer for City of Lenoir and shall act as an ex-officio member of the Authority.

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ARTICLE V

COMMITTEES

Section 1. Committees.

Committees may be established by the Authority from time to time and may be assigned such duties and responsibilities as are deemed appropriate by the Authority. Committee members may be non-Lenoir Tourism Development Authority members.

Section 2. Committee Authority.

Committees shall have the duty to make recommendations as are deemed appropriate to the Authority, but shall not undertake any activity or encumber or spend funds without the approval of the Authority.

ARTICLE VI

ADMINISTRATIVE STAFF

Section 1. Administrative Staff.

The Authority may employ staff, subject to the provisions of these bylaws, to assist in carrying out the objectives and mission of the Authority. In addition, the Authority may contract with another entity to assist in carrying out the objectives and mission of the Authority.

ARTICLE VII

FISCAL AFFAIRS

Section 1. Annual Budget.

The Authority's fiscal year shall begin on July 1st and end on the following June 30th. The Authority shall appoint a budget officer (G.S. 159-9) to prepare an annual budget in compliance with the directions and limitations set forth in G.S. 159-13(b) for consideration and adoption by the governing board by July 1.

The Authority shall operate under an annual balanced budget ordinance, in which estimated revenues include only those revenues reasonably expected to be realized in the budget year and in which the sum of estimated revenue plus appropriated fund balance equal total appropriations as required by G.S. 159-8.

Section 2. Use of Occupancy Tax Proceeds.

The Authority shall use the proceeds, as collected through the room occupancy tax, as is set out in that Resolution adopted by the City Council of Lenoir, North Carolina, on September 22, 2009, or as may be amended.

Section 3. Audits.

The Authority shall cause an independent annual audit to be made of all revenues and expenditures, following the close of the fiscal year. Such audit shall be submitted to the Lenoir City Council after presentation to the Authority.

Section 4. Contracts and Instruments.

The Authority may authorize the Officers of the Authority to enter into contracts or execute and deliver instruments, provided such have been approved by the Authority, and that the required expenditure funds, if any, have been provided by the Authority.

Section 5. Checks, Drafts, and Orders.

All checks, drafts or orders for the payment of money issues in the name of the Authority shall be signed by the appropriate officers of the Authority, in accordance with procedures adopted from time to time by the Authority.

Section 6. Bonding.

The Authority shall obtain a bond or bonds on the Treasurer or any other officers and in such amounts as shall in the opinion of the board protect the Authority from loss.

Section 7. Indemnity.

The Authority shall indemnify and hold harmless any member, officer, or employee of the Authority for any loss, including reasonable expense, incurred in defense of any action or claim, resulting to such member, officer or employee as a result of serving in such capacity, except to the extent such loss might be occasioned by intentional wrongdoing.

Section 8. Reports to the Lenoir City Council.

The Authority shall report quarterly and at the close of the fiscal year to the Lenoir City Council, as to its receipts and expenditures for the preceding quarter and for the year, in such detail as the Council shall require.

Section 9. Gifts.

The Authority may accept ,with the approval of the Finance Officer of the City of Lenoir, any contribution, gift, bequest or devise, for any purpose consistent with the objectives and missions of the Authority, and as may otherwise be subject to law.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments.

These bylaws or any portion thereof may be amended, altered or repealed by the affirmative vote of four-fifths (4/5) of all of the voting members of the Authority.

ARTICLE IX

ADOPTION

Section 1. Adoption.

These bylaws shall become the bylaws of the Lenoir Tourism Development Authority upon adoption.

5/26/2011
