



By-Laws

Elizabeth City-Pasquotank County Tourism Development Authority

Be it resolved by the Elizabeth City-Pasquotank County Tourism Development Authority (“TDA” or the “Authority”) that under the powers vested in said Authority by the provisions of Session Law 2005-16, House Bill 351 (HB351) and by the Pasquotank 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 2005-16, House Bill 351 and the Pasquotank County Resolution dated June 6, 2005 and August 20, 2007. If a conflict exists between these bylaws and HB 351 or the said resolutions, HB 351 and said resolutions shall govern.

ARTICLE I Organization

SECTION 1. ORGANIZATIONAL NAME

The name of this authority shall be Elizabeth City-Pasquotank County Tourism Development Authority, DBA Visit Elizabeth City.

SECTION 2. ADDRESS OF RECORD

The principal office and address of record of this authority shall be the Museum of the Albemarle, 501 South Water Street, Elizabeth City, NC 27909 or such other place or places in Pasquotank County as the Authority may from time to time designate.

SECTION 3. DUTIES, VISION AND MISSION – The duties, vision and mission of this authority shall be to:

Duties

As set forth in HB 351, the Authority shall expend the net proceeds of the tax levied under HB 351 for the purposes provided in HB 351. The Authority shall promote travel, tourism and conventions in Pasquotank County, sponsor tourist-related events and activities in Pasquotank County, and finance tourist-related capital projects in Pasquotank County.

Vision Statement

Become a nationally recognized, model historic riverfront destination that drives significant economic impact for Elizabeth City and Pasquotank County and welcomes visitors with world class hospitality and experiences.

Mission Statement

Promote overnight visitation that drives economic impact through destination marketing and enhancement of the visitor experience in Elizabeth City and Pasquotank County.

SECTION 4. 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
Board of Directors**

SECTION 1. POWERS

The affairs of the Authority shall be governed by a Board of Directors which shall take action collectively through meetings and other official actions as set forth in these By-laws. No individual member of the Board of Directors can bind or take action on behalf of the Board unless expressly authorized to do so by action taken by the Board at a Board meeting. The Board of Directors shall be responsible for establishing operating policies for the Authority and for evaluating the progress of the Authority in the attainment of its duties and goals. The Board of Directors shall have full and complete power to transact all business and manage the affairs of the Authority, to elect officers, to select and set the compensation of or remove the Executive Director, to approve employee benefit plans and to authorize the sale, conveyance, transfer, assignment, trade, exchange, lease, mortgage, otherwise encumber or pledge any property, of the Authority.

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

SECTION 2. APPOINTMENT OF DIRECTORS

The Authority Board of Directors shall consist of nine (9) voting members and one ex-officio member as defined in the Pasquotank County Board of Commissioners Resolution Increasing the Membership of the Elizabeth City-Pasquotank County Tourism Development Authority, adopted August 20, 2007. Additionally, per HB351, at least one-third of the directors must be individuals who are affiliated with businesses that collect the tax in the county, and at least three-fourths of the directors must be individuals who are currently active in the promotion of travel and tourism in the county.

Directors shall be as follows:

One (1)	County Commissioner
One (1)	City Councilor
Two (2)	From the hotel/motel industry recommended by the hotel/motel industry and appointed by the Pasquotank County Board of Commissioners
One (1)	City appointment appointed by the Pasquotank County Board of Commissioners on recommendation of the City of Elizabeth City
Three (3)	County appointments
One (1)	From the hotel/motel industry based on a joint recommendation of the City of Elizabeth City and Pasquotank County
Ex Officio	The Finance Officer for Pasquotank County shall be the nonvoting ex officio finance officer of the Authority.

SECTION 3. TENURE & REQUIREMENTS

- A. Directors shall serve two-year terms. Directors' terms shall coincide with the fiscal and administrative year as specified in Article I, Section 5.
- B. A County Commissioner or City Councilor shall be appointed to fill the vacated term of a non re-elected County Commissioner or City Councilor member. Upon completing the balance of such term, the County Commissioner or City Councilor member shall then be appointed for a subsequent two-year term.
- C. During the month of April, each Director nearing the end of their two-year term shall indicate in writing to the Chair and the Executive Director, their intent to serve an additional two-year term, or their desire to roll off the Board.
- D. All Directors shall be required to sign and agree to the Authority's Board of Directors Code of Conduct and Ethics and Conflict of Interest Policy Requirements.

SECTION 4. PROCEDURE FOR FILLING VACANCIES

In the event a vacancy occurs on the Authority Board, a public announcement shall be made one month prior to filling the vacancy. Any resident of or employee working in Pasquotank County who fits the needs of the Authority membership requirements pursuant to Article II, Section 2, shall have the opportunity to submit a Statement of Interest for the vacant position. The Authority Board shall review said Statements and vote on determining a recommendation. Subsequent to the Authority vote, the Authority shall forward any submitted Statements of Interest to the Pasquotank County Board of Commissioners and/ or the City of Elizabeth City City Council with its recommendation(s) for new Board appointments. Upon appointment by the governing body, the new Director shall begin their term.

SECTION 5. VOTING RIGHTS

Each Director in good standing shall be entitled to one (1) vote on each matter submitted to the vote of the Board. A director shall be in "good standing" as used in these By-laws so long as they comply with the Code of Conduct and Ethics, the Conflict of Interest Policy, meet the attendance requirements of these by-laws, and have not been determined to not be in good standing as provided in these By-laws.

Assignment of voting privileges is not permitted.

SECTION 6. ATTENDANCE

Directors are expected to attend all regularly scheduled and special called meetings of the Authority.

An excused absence may be granted by the Chair of the Authority. The request may be made in writing, by electronic messaging or by telephone. Excused absences may include such things as work-related circumstances, personal illness, illness of family members or a death in the family.

If any Director misses three consecutive meetings or misses five meetings within a 12-month period, the Chair shall confer with the other Officers to review the attendance records of the Director. If, upon review, the Officers determine there is insufficient circumstance to justify the absences of the Director they may determine that the Director is not in good standing. They may also recommend removal and replacement of the Director to the full Board of Directors. Upon majority vote of a quorum of the Board such a recommendation will be sent to the County Commission / City Council for consideration and appropriate action. Upon receipt of such recommendation: the County Commission may remove any Director that was appointed by the County Commission alone and not recommended by the City as provided in Article II, Section 2; and the County Commission and the City Council shall both approve the removal of any other Director, including a Director who was recommended and/or appointed by both of those bodies.

SECTION 7. RESIGNATION

Any Director may resign by filing a written resignation with the Chair and the Executive Director of the Authority. A designee shall be appointed to fill the remainder of the term per Article II, Section 4.

SECTION 8. COMPENSATION

The members of the Board of Directors shall serve without compensation from the Authority.

ARTICLE III Meetings

SECTION 1. REGULAR AND SPECIAL MEETINGS

The Authority shall meet a minimum of 10 times per year at the place and time as designated by the Chair. The Authority shall approve a schedule of regular meetings, which shall be adopted at the beginning of each fiscal year, and a schedule of those meetings shall be filed as provided in Section 6 of this Article III. Typically, the Board will meet the fourth Thursday of every month, except November and December. The December meeting date shall be determined by the Chair. At least ten (10) days prior to the end of the fiscal year, the Authority shall post the proposed upcoming fiscal year budget and make it available for public review and comment. After the minimum period of ten (10) days has been met, the Authority shall then hold a public hearing. Subsequent to the public hearing, the Authority may then adopt the budget. At the last board meeting of each fiscal year, officers will be elected, and committee assignments made.

Special meetings of the Authority may be called by the Chair or by not less than three (3) board members. Such special meetings to be held at a place and time designated by the Chair or by the three (3) calling Directors. All Directors and the media shall be notified at least (48) hours in advance of such meetings.

SECTION 2. ANNUAL MEETING

The annual meeting of the Authority shall be held in December. The purpose of this meeting will be to recap accomplishments achieved over the prior twelve-month period. Furthermore, this meeting will provide opportunity to review governance documents on an annual or bi-annual basis.

SECTION 3. OPEN MEETINGS

All meetings of the Authority 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 of the North Carolina General Statutes. Closed sessions may be held as provided in Section 143-318.11(a) of the North Carolina General Statutes or any successor statutes. When holding a closed session, the TDA shall follow the procedures set forth in Section 143-318.11(b) of the North Carolina General Statutes or any successor statutes.

SECTION 4. ACTION BY BOARD OF DIRECTORS

All actions shall be determined by majority vote of the Directors present at a meeting of the Authority in which a quorum is present. Five (5) board members shall constitute a quorum for any meeting of the Authority Board of Directors. If a quorum is not present at any meeting, a majority of members present may adjourn or recess the meeting without further notice.

SECTION 5. PARLIAMENTARY PROCEDURE

The voting on all questions shall be in accordance with Robert's Rules of Order and the current edition of said volume shall be the final source of authority in all questions of parliamentary procedure, unless such rules are inconsistent with the By-laws of the Authority or applicable law.

SECTION 6. PUBLIC NOTICE OF MEETINGS

The TDA shall file a schedule of its regular meetings as required by Section 143-318.12(a) of the North Carolina General Statutes or any successor statutes.

If the TDA holds any official meeting that is not included in the schedule filed as provided in the above paragraph, the TDA shall provide public notice of that meeting as required by Section 143-318.12(a) of the North Carolina General Statutes or any successor statutes.

ARTICLE IV Officers

SECTION 1. NUMBER OF OFFICERS

The Officers of the Authority shall be a Chair, a Vice-Chair, and a Treasurer.

SECTION 2. ELECTION OF OFFICERS

The Chair nominee must be a sitting member of the Board of Directors. The Chair, Vice-Chair and Treasurer shall be Directors of the Authority and elected by the Board of Directors at the June regular meeting or another meeting in June called for that purpose. At or before the May meeting of the Board, the Chair shall appoint a nominating committee consisting of three voting members and shall name the Chair of the committee. The nominating committee shall notify the Executive Director, in writing, at least 15 days before the date of the regular June meeting of the names of the recommended nominee-candidates for all the offices of the Board, and the Executive Director shall email a copy thereof to each Board member at least ten days before the meeting. Nominations may also be made from the floor at the June meeting. Elections will be held at the regular June meeting or a special meeting called for that purpose. No nominations require a second. The officers shall take office on the first of July and shall serve a term of two (2) years. Directors may not hold one office for more than four consecutive years.

SECTION 3. DUTIES OF OFFICERS

Chair

The Chair 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 this office. The Chair in conjunction with the Executive Director shall serve as the primary spokesperson for the Authority. The Chair 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.

Vice-Chair

The Vice-Chair shall preside at meetings and perform the duties of the Chair in the absence or incapacity of the Chair. He or She shall perform such other duties as assigned by the Chair.

Treasurer:

The Treasurer shall be the Chair of the Finance Committee, and along with the Executive Director shall be responsible for all financial records of the Authority, shall report on the financial condition of the Authority to the Board at its meetings and shall perform such other duties as assigned by the Chair.

ARTICLE V Committees

SECTION 1. COMMITTEE REQUIREMENTS

No later than the first meeting of the fiscal year, the Authority Chair will make committee assignments. In the case of any Committee that may include individuals who are not Authority board members, the Chair of each committee must be a TDA Board member and shall recommend to the Authority other individuals to serve on each committee. The Authority shall approve these committee appointments. The Executive Director is a member of all committees and serves in a nonvoting capacity.

SECTION 2. STANDING COMMITTEES

Marketing Committee

The Marketing Committee is an advisory panel supporting staff marketing initiatives. The Marketing Committee shall work with the Executive Director to prepare and submit to the Authority Board for its approval an annual marketing program to advertise and promote tourism for Pasquotank County, in keeping with the objectives, mission, and authority as set out elsewhere in these bylaws. The Marketing Committee may include membership outside the Authority Board of Directors Members. All Marketing Committee members shall sign the Marketing Committee Guidelines and shall serve for a term of one (1) year.

Finance Committee

The Finance Committee oversees financial policies of the organization, making recommendations on budget amendments and the monthly financial statements to the full Board. The Finance Committee shall consist of at least the County Commissioner Member and the City Councilor Member.

Visitor Experience Committee

The Visitor Experience Committee oversees grant funding policies and procedures. The Visitor Experience Committee may include membership outside the Authority Board of Directors Members. The Committee reviews all grant applications from outside organizations, businesses and requests from the County and City regarding their reserve funds allocated under the TDA's enabling legislation, making recommendations on these applications to the full board. This committee will work to make recommendations that are in alignment with our mission of enhancing the visitor experience in Elizabeth City and Pasquotank County.

Section 3. Special Committees

Special Committees may be established by the Chair or Authority Board from time to time and be assigned such duties and responsibilities as may be delegated to them. The chair of all Special Committees shall be appointed by the Chair and shall be a board member of the Authority. The Special Committees will be established for specific objectives and shall be disbanded when these objectives are met. If approved by the Authority, membership of such Special Committees may include persons who are not board members of the Authority Board.

Section 4. Committee Authority

Standing and Special Committees shall have the duty to make recommendations as they deem appropriate to the Authority Board, but they shall not undertake any activity or encumber or spend any funds without the approval of the Authority Board.

ARTICLE VI Personnel

SECTION 1. EXECUTIVE DIRECTOR

The Executive Director shall be the principal paid executive of the Authority. He or she shall be employed by the Authority on such terms and compensation as the Authority may determine. He or she shall have responsibility for the operation of the Authority in the pursuit of its mission and vision, the employment and supervision of staff of the Authority, the general management of the affairs of the Authority, and shall perform duties as the Board may, from time to time, assign. The Executive Director shall have the authority to make purchases and otherwise commit the Authority in its normal operations, within the budget adopted and may sign contracts and other instruments of the Authority as authorized. The Executive Director shall keep the accounts of the Authority. The Executive Director shall also hold the title of and perform the duties thereof of the Authority's Deputy Finance Officer.

SECTION 2. 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.

SECTION 3. ADDITIONAL STAFF

The Authority may authorize the Executive Director to employ additional personnel as may be required to conduct the activities of the Authority. The Authority may retain and employ accountants, legal counsel, and private consultants including marketing agencies and other field of expertise firms for professional and technical assistance and advice.

SECTION 4. LEGAL

The County attorney may serve as general counsel for the TDA if deemed appropriate. Other outside counsel may also be consulted on an as-needed basis.

Article VII Gifts

SECTION 1. GIFTS

The Authority may accept on behalf of the Authority any gifts, contributions, bequests, or devise for any purpose of the Authority. Gifts received in excess of the value of \$250 must be reported to the Authority at the next Board meeting. No Member or Staff shall accept any gift, favor or thing of value that may tend to influence that official in the discharge of his/her duties.

Article VIII Books and Records

SECTION 1. BOOKS AND RECORDS

The Authority shall keep correct records of accounts and shall also keep minutes of the proceedings of its members and shall keep a record giving names of those members entitled to vote. The Authority shall report quarterly and at the close of the fiscal year to the Board of Commissioners and the City Council in accordance with Session Law 2005-16, House Bill 351.

SECTION 2. PUBLIC RECORDS

The TDA shall comply with and make its records available to the public in accordance with the requirements of Chapter 132 of the North Carolina General Statutes. This requirement that records be made available to the public shall not apply to the extent records are treated as confidential pursuant to Chapter 132 of the North Carolina General Statutes.

Article IX 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.



These By-laws of the Elizabeth City-Pasquotank County Tourism Development Authority are herewith adopted this 25th day of July, 2019, in official meeting of the Elizabeth City-Pasquotank County Tourism Development Authority. The Chair and Vice-Chair are duly authorized to execute this adoption as per minutes of official meeting on July 25, 2019.

Herewith Adopted,

The Elizabeth City-Pasquotank County Tourism Development Authority

Rhonda B. Iniddy

Chair

Gwen Sanders

Vice-Chair

Attest:

Susan D. Hartley

Recording Secretary