

Bylaws

Haywood County Tourism Development Authority

Be it resolved by the Haywood County Tourism Development Authority ("HCTDA" or the "Authority") that under the powers vested in said Authority by the provisions of Session Law 2007-337, House Bill 1013 (HB1013), and by the Haywood County Board of Commissioners ("Commissioners"), the following be and constitute the bylaws for the regulation of its affairs and the conduct of its business.

The HCTDA hereby acknowledges that any and all provisions of these bylaws must be in conformity with the provisions of Session Law 2007-337, House Bill 1013, and the Haywood County Resolutions dated November 19, 2007, December 3, 2007, June 16, 2014, and October 7, 2019. If a conflict exists between these bylaws and HB1013 or the said resolutions, HB1013 and said resolutions shall govern.

ARTICLE I Organization

SECTION 1. ORGANIZATIONAL NAME

The name of this authority shall be Haywood County Tourism Development Authority, DBA Visit NC Smokies.

SECTION 2. ADDRESS OF RECORD

The principal office and address of record of this authority shall be located in such place or places within Haywood County as the Authority Board may designate.

SECTION 3. POWERS AND DUTIES

Powers

The HCTDA is a public authority under the Local Government Budget and Fiscal Control Act and shall be governed by the particulars of said Act. The Authority may contract with any person, firm, or agency to advise and assist in the promotion of travel, tourism, and conventions.

Duties

As set forth in Session Law 2007-337, the Authority shall expend the net proceeds of the tax levied under HB 1013 for the purposes provided in HB 1013. The Authority shall promote economic development by encouraging the use of lodging facilities, meeting facilities, or convention facilities, attracting leisure or business travelers, and funding tourism-related capital expenditures, including recreational facilities, in Haywood 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

Governing Body

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 bylaws. 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.

SECTION 2. APPOINTMENT OF DIRECTORS

The Authority Board of Directors shall consist of twelve (12) voting Members and three (3) ex-officio Members as defined in HB1013 and the Haywood County Board of Commissioners Resolution adopted on December 3, 2007. Additionally, per HB1013, at least one-third of the Members must be individuals who are affiliated with businesses that collect the tax in the County, and at least one-half of the Members must be individuals currently active in the promotion of travel and tourism in the County. All Members of the Authority shall be appointed by the Haywood County Board of Commissioners.

Members shall be as follows:

- Three (3) members who own or operate hotels, motels, or other accommodations with more than 20 rental units
- Three (3) members who own or operate hotels, motels, or other accommodations with 20 or fewer rental units
- Two (2) members who own or operate a tourism-related business, including, but not limited to, County attractions, resorts, restaurants, gift shops, and concert venues
- Four (4) at-large members who are recommended to the Board of Commissioners by the four municipal governments. Each governing body must submit two names to the Board, and the Board must select from the names submitted
- Three (3) ex officio, nonvoting members as follows:
 - A member of the Haywood County Board of Commissioners
 - The Haywood County Finance Officer
 - The Executive Director of the Haywood County Economic Development Commission

All Members of the Authority serve at the pleasure of the Commissioners and may be removed by the Commissioners at any time.

SECTION 3. TENURE & REQUIREMENTS

- A. Members shall serve three-year terms. Members' terms shall coincide with the fiscal and administrative year as specified in Article I, Section 4.
- B. Reappointment to the Authority shall be limited to two consecutive full terms with eligibility for another reappointment after a minimum period of one year as a non-Member.
- C. A Member may continue to serve at the expiration of their term until such time as they are reappointed or replaced.
- D. Vacancies shall be filled by the Commissioners subject to the qualifications established above for the vacating Member.
- E. Members appointed to fill vacancies shall serve the remainder of the unexpired term for which they are appointed to fill.
- F. During the month of April, each Member nearing the end of their three-year term shall indicate in writing to the Chair and the Executive Director their intent to serve an additional three-year term, or their desire to roll off the Board.
- G. All Members 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.
- H. Each Member shall serve on at least one HCTDA committee.

SECTION 4. PROCEDURE FOR FILLING VACANCIES

In the event a vacancy occurs on the Authority Board, a public announcement, including posting the vacancy on the County website and sent to the county sunshine list, shall be made prior to filling the vacancy. Any resident of Haywood County who fits the needs of the Authority membership requirements pursuant to Article II, Section 2, shall have the opportunity to submit a Haywood County volunteer application form. The Commissioners interview candidates and vote on their appointment in open session. Upon appointment by the governing body, the new Member shall begin their term.

SECTION 5. VOTING RIGHTS

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

SECTION 6. ATTENDANCE

Members 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 Member 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 Member. If, upon review, the Officers determine there are insufficient circumstances to justify the absences of the Member they may determine that the Member is not in good standing. They may also recommend removal and replacement of

the Member to the full Authority Board. The Authority, by affirmative two-thirds vote of a quorum of the Board, may recommend to the Commissioners the removal of any appointed Member of the Authority for cause. The Commissioners shall make the final determination as to removal of any Member of the Authority.

SECTION 7. RESIGNATION

Any Member 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 Authority shall not compensate Members of the Authority Board for their service on the Board, but may authorize reimbursement of expenses incurred by such members on behalf of the Authority.

ARTICLE III Meetings

SECTION 1. REGULAR AND SPECIAL MEETINGS

The Authority shall meet a minimum of 9 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 Wednesday of every month, except July and October.

The November and December meeting dates may be adjusted from the standard meeting schedule.

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

The agenda shall be voted on for acceptance at each board meeting.

SECTION 2. ANNUAL MEETING

The annual meeting of the Authority shall be held in June. The purpose of this meeting will be to elect officers for the upcoming term, adopt the annual budget, and address other administrative matters essential to the effective operation of the Authority.

SECTION 3. OPEN MEETINGS

All meetings of the Authority and its committees, whether regular or special, are public meetings and shall be noticed in accordance with applicable law. The Authority and its committees may hold closed sessions from time to time in accordance with Section 143-318.11(a) of the North Carolina General Statutes or any successor statutes.

SECTION 4. QUORUM AND ACTION BY AUTHORITY BOARD

Seven (7) Members shall constitute a quorum for any meeting of the Authority, and no action shall be taken by the Authority unless a quorum is present. If a quorum is not present at any meeting, a majority of the Members present may adjourn or recess the meeting without further notice.

SECTION 5. VOTING AND RULES OF PROCEDURE

All actions shall be determined by majority vote of the Members of the Authority present at any meeting at which there is a quorum. The Chair shall only vote to break a tie. Members shall not be allowed to abstain from voting except where there is a stated and explained conflict of interest, in which case the Chair shall permit the Member to abstain from voting. Failure to vote by a Member who is physically present or has withdrawn without being excused by a majority vote of the remaining Members present, shall be recorded as an affirmative vote. 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 bylaws of the Authority or applicable law.

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 Authority shall elect officers every two years from among its Members, coinciding with the Authority's fiscal year. The Chair, Vice-Chair, and Treasurer, who are Directors of the Authority, will be elected by the Authority during the regular June meeting or another meeting in June called for that purpose. A Member must have a minimum of 12 months current or prior service in order to be elected an Officer. The Nominating Committee must inform the Executive Director in writing, at least 15 days before the regular June meeting, about the recommended nominee-candidates for all the officer positions. The Executive Director will then email a copy of the recommendations to each Board Member at least ten days before the meeting. Nominations may also be made from the floor during the June meeting. No nominations require a second. The officers shall take office on the first of July and shall serve a term of two (2) years.

SECTION 3. DUTIES OF OFFICERS

Chair

The Chair shall call and preside at all 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 Chair shall only vote to break a tie vote. The Chair shall appoint the Chair and members of all committees.

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 and the Haywood County Finance Officer, shall be responsible for all financial records of the Authority, shall report on the financial condition of the Authority to the Board at its meeting, shall provide oversight of financial policies, and shall perform such other duties as assigned by the Chair.

Secretary:

The Authority Executive Director or his/ her designee shall be the Recording Secretary and shall keep accurate records of the acts and proceedings of all regular and special meetings of the Authority.

SECTION 4. REMOVAL; RESIGNATION; VACANCY

Any Officer may be removed from office by the Authority Board at any time with or without cause. An Officer may resign at any time by providing written notice of such resignation to the Chair, Vice-Chair, and Executive Director. A resignation shall be effective upon receipt by the Chair unless it specifies in writing a later effective date. A vacancy in any office for any cause may be filled by the Board at any time. The term of an Officer filling a vacancy shall expire at the end of the unexpired term she or he is filling.

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 an HCTDA Board member and all Board Committee members shall recommend other individuals to serve on each Committee via Board-approved Committee guidelines. The Executive Director is a member of all Committees and serves in a nonvoting capacity. No Committee can be a quorum of the Board.

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 Haywood 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 as outlined by the approved Guidelines.

Finance Committee

The Finance Committee shall review financial matters as needed including audits, financial policies and procedures, monthly financial statements, budget amendments, and other financial documents. The Committee shall be responsible for the creation and presentation of the proposed Authority budget to the Authority Board as outlined in NC State Statutes. The Finance Committee shall consist of at least the Treasurer, Chair, and County Finance Officer (ex-officio). Additional members can be added up to the maximum amount.

Product Development Committee

The Product Development Committee oversees grant funding policies and procedures and works with TDA staff to make recommendations to the Authority regarding possible product development projects. The primary purpose of this committee is to be forward thinking and help lead initiatives that will both enhance the visitor experience in Haywood County while also making it a better place to live. The Product Development Committee may include membership outside the Authority Board of Directors Members. All Product Development Committee members shall sign the Product Development Committee Guidelines and shall serve as outlined by the approved Guidelines.

Executive Committee

The Executive Committee shall consist of the Chair, Vice-Chair, Treasurer, County Commissioner (ex-officio), County Finance Officer (ex-officio), and one appointed at large member from the HCTDA Board. The Executive Committee is responsible for steering organizational direction, ensuring policy adherence, handling serious workplace issues, and facilitating Board development. The Executive Committee reviews and advises on issues presented by the Executive Director or any HCTDA Board member. It also serves as the Nominating Committee for HCTDA Officer nominations. The Committee shall be responsible for leading the process of and making recommendations to the Board in Executive Director recruitment, defining goals, setting compensation, and performing annual evaluations.

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.

Article VII

Fiscal Affairs

SECTION 1. ANNUAL BUDGET

The Authority shall approve a budget annually on or before June 30. 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.

SECTION 2. REPORTS

The Authority shall report at least quarterly and at the close of each fiscal year to the Haywood County Commissioners on its receipts and expenditures in such detail as the Commissioners may require.

SECTION 3. AUDITS

An independent audit of all revenues and expenditures shall be made annually following the close of the fiscal year. The Authority's audit shall be conducted by October 31.

SECTION 4. 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.

SECTION 5. USE OF FUNDS

The Authority shall focus on marketing, promoting, managing, and developing Haywood County as a year-round travel and tourism destination and in all cases shall follow the parameters as outlined in HB1013:

Distribution and Use of the First Three Percent Occupancy Tax- The Authority shall use at least two-thirds of the funds remitted to it to promote travel and tourism in the County and shall use the remainder for tourism-related expenditures.

Distribution and Use of the Additional One Percent Occupancy Tax – The Authority must segregate the net proceeds into five separate accounts based on the collection area from which the proceeds were collected. Based on recommendations from and in consultation with each of the five collection areas, the Authority shall use at least two-thirds of the funds in each account to promote travel and tourism and the remainder for tourist-related expenditures in each of the collection areas.

SECTION 6. STATUTORY COMPLIANCE

All matters of fiscal control and administration shall be handled in accordance with the Local Government Budget and Fiscal Control Act, Chapter 159, of the General Statutes of North Carolina.

Article VIII 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 meetings of its members and shall keep at the principal office a record giving the names and affiliation of the members entitled to vote. All books and records of the Authority may be inspected by any member for any proper purpose at any reasonable time.

SECTION 2. PUBLIC RECORDS

The HCTDA 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.

SECTION 3. OFFICIAL SEAL

The official seal of the Authority shall consist of the embossed impression of a circular metallic disc containing the words "THE HAYWOOD COUNTY TOURISM DEVELOPMENT AUTHORITY" and the year "1983".

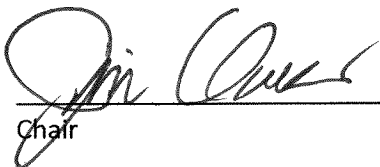
Article IX Amendments

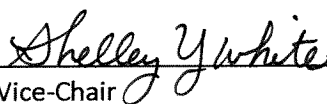
SECTION 1. AMENDMENTS

These bylaws or any portion thereof may be amended, altered or repealed by the affirmative vote of a two-thirds majority of Members of the Authority at any regular meeting or special meeting called for such purpose, provided that a quorum is present and that the amendment or repeal or new bylaw has been submitted in writing to the Authority Board Members not less than 48 hours prior to the meeting.

These bylaws of the Haywood County Tourism Development Authority are herewith adopted this 23rd day of August 2023, in official meeting of the Haywood County Tourism Development Authority. The Chair and Vice-Chair are duly authorized to execute this adoption as per minutes of official meeting on August 23rd, 2023.

Herewith Adopted,
The Haywood County Tourism Development Authority


Chair


Vice-Chair

Attest:


Recording Secretary