

**AMENDED BYLAWS OF THE
TOWN OF LELAND
TOURISM DEVELOPMENT AUTHORITY**

ARTICLE I

AUTHORITY AUTHORIZED

Section 1. Establishment and Name

As established by Town of Leland Resolution R19-123 Restating Approval of Levy of Room Occupancy Tax and Establishing Tourism Development Authority (2019 Resolution) with the authority granted to the Leland Town Council by North Carolina General Statutes, Session Law 2008-64, the name of the Authority shall be the Town of Leland Tourism Development Authority and shall be organized and operated in accordance with these bylaws.

Section 2. Powers and Duties

The Authority 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 shall have the power and the duty to promote travel and tourism in the Town of Leland and in fulfilling its duties, the Authority may contract, with board approval, with any person, firm, or agency to advise and assist in the promotion of travel and tourism.

Section 3. Objectives and Mission

The Authority's objective shall be to promote, solicit and encourage travel and tourism to the Town of Leland resulting therefore in increased visitation and revenue while furthering economic development of the Town. In furtherance of this objective, the Authority may advertise or market an area or activity, publish or distribute pamphlets or other materials, conduct market research, engage in similar promotional activities, or support facilities and programs that attract tourists or business travelers to the area.

Section 4. Principal Office

The principal office of the Authority shall be located in such place or places within the Town of Leland as the Authority Board may designate.

ARTICLE II

MEETINGS

Section 1. Rules of Procedure

The Authority may adopt its own rules of procedure, or in the absence thereof, the "Rules of Procedure for Boards and Committees and Task Forces Established by the Town Council of the Town of Leland or Under Provisions of the Town Code" shall apply.

Section 2. Voting

All actions shall be determined by majority vote of the members of the Authority present at any meeting at which there is a quorum. No member shall be excused from voting except upon matters involving consideration of his/her own financial interest or official conduct. Ownership of a tourism-related business shall not constitute a sufficient reason to be excused if an equal degree of general financial interest applies to other members. In all other cases, a failure to vote by a member who is physically present, or who has withdrawn without being excused by a majority vote of the remaining members present, shall be recorded as an affirmative vote. Voting by proxy shall not be authorized.

ARTICLE III

OFFICERS AND ATTENDANCE

Section 1. Officers and Election

The officers of the Authority shall be a Chair, Vice-Chair and Treasurer. The Town of Leland Finance Director shall serve as the Authority's Finance Officer. At the first regular meeting after December of each year, the first order of business will be to elect a Vice-Chair and Treasurer. At that meeting the Chair shall open the floor for nominations to be put forward by Authority members. The names submitted shall be debated and then each member shall cast his or her vote. The voting shall continue until one nominee receives a majority of the votes cast for each position, whereupon that person shall be appointed. The term of the Vice-Chair and Treasurer shall be for one (1) year.

Section 2. Chair

The Chair shall be a member of the Town of Leland Town Council, designated for a term to be determined by the Council during the December Council meeting following the regular municipal election. The Chair shall preside at all regular and special meetings of the Authority. The Chair shall appoint the Chair and members of all committees, and shall submit such information and recommendations to the Board as the Authority may consider appropriate. In addition, he/she shall perform all other duties as may come within the jurisdiction of his/her office. The Chair shall serve as the primary spokesperson for the Authority. The Chair shall serve as a voting officer.

Section 3. Vice-Chair

The Vice-Chair, unless otherwise determined by the Authority Board, shall in the absence or disability of the Chair, perform the duties and exercise such other duties and have such other powers of that office. In addition, he/she shall perform such other duties and have such other powers as the Authority Board shall prescribe. The Vice-Chair shall serve as a voting officer.

Section 5. Treasurer

A member of the Authority shall be appointed as Treasurer. The Treasurer, working in conjunction with the Finance Officer, shall provide financial oversight of the Authority's finances to include ensuring the Authority's ongoing solvency and the development of financial policies. The Treasurer shall serve as a voting officer.

Section 6. Finance Officer

The Finance Director of the Town of Leland shall serve as the Finance Officer of the Authority. The Finance Officer shall serve as a non-voting officer.

Section 7. Attendance

Pursuant to Resolution R19-123 adopted in January, 2020 and referenced herein, all vacancies shall be filled by the Town Council. All appointments are at will. Appointment to an unexpired term does not extend the period of the term to which a member is appointed. A member of the Authority may be removed for the any reason, including but not limited to:

- (a) Absence from three (3) consecutive meetings.
- (b) Absence from a total of four (4) meetings anytime throughout a twelve (12) month period.
- (c) Upon receipt, by the Leland Town Council, of a letter of resignation from the member.
- (d) At the discretion of the Town Council.

ARTICLE IV

COMMITTEES

Section 1. Standing Committees

The Authority Chair may appoint the following standing committees and other committees as deemed necessary to conduct the work of the Authority:

Section 2. 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 member of the Authority. If authorized by the Authority, the membership of such Special Committees may include persons who are not members of the Authority Board. The Special Committees will be established for specific objectives and shall be disbanded when these objectives are met. The Special Committees will report monthly to the Authority Board on their progress with objectives assigned.

Section 3. Committee Authority

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

ARTICLE V

PERSONNEL

Section 1. Staff

The Authority may employ personnel as may be required and budgeted to conduct the activities and duties of the Authority. The Authority may also choose to contract with a single entity to provide such services.

Section 2. Additional Contracted Personnel

The Authority may retain and employ accountants, legal counsel, and private consultants for professional and technical assistance and advice as necessary.

ARTICLE VI

FISCAL AFFAIRS

Section 1. Annual Budget

The Authority’s fiscal year shall begin on July 1 and end on the following June 30. Before April 30 of each fiscal year, or an earlier date fixed by the Finance Officer, shall transmit the budget requests and revenue estimates for the budget year. The budget shall be submitted to the Authority Board not later than June 1.

Section 2. Reports

The Finance Director shall report quarterly and at the close of each fiscal year to Town Council on its receipts and expenditures for the preceding quarter and for the year, respectively.

Section 3. Audits

The Authority shall cause an independent audit to be made of all revenues and expenditures, following the close of the fiscal year and coordinate such activities with the Finance Officer. The Authority’s audit shall be conducted by October 31.

Section 4. Contracts and Instruments

Unless expressly provided otherwise by resolution of the Authority or these bylaws, contracts and other instruments shall be executed by the Chair.

Section 5. Checks, Drafts and Orders

All checks, drafts or other order for the payment of money issued in the name of the Authority shall be signed by the Finance Officer and other Town staff authorized to sign checks on behalf of the Town.

Section 6. Deposits

All funds of the Authority shall be deposited to the credit of the Authority in such banks, trust companies or other depositories located within the state as the Authority may from time to time select.

Section 7. Bonding

The Authority shall obtain a bond or bonds on the Finance Officer and any other officers, employees, or Town staff of such nature and in such amounts as shall, in the opinion of the Authority, be mandated by state law to protect it from loss.

Section 8. Indemnity

The Authority shall obtain Directors’ and Officers’ Liability Insurance for the members of the Authority Board and any other officer or employee the Authority deems appropriate.

Section 9. Gifts

Individual Members of the Authority Board shall not accept any contribution, gift, bequest or device from any individual, corporation or entity as a result of their position on the Authority Board. Any contribution, gift, bequest or device offered to the Authority for acceptance shall be evaluated to ensure consistency with the objectives and mission of the Authority, and must be approved vote by the Authority Board prior to acceptance.

Section 10. Conflict of Interest Policy.

The Conflict of Interest Policy of the Leland Tourism Development Authority (LTDA) requires any board member or officer of the LTDA to disclose any direct or indirect financial, competing or other material interest or co-investment interest that he or she has or reasonably expects to have in any proposed or existing contract, transaction, or arrangement with the LTDA, or in any other matter under consideration or to be considered by the board, or any committee thereof. The Conflict of Interest Disclosure Statement must be signed by each Authority member while serving on the LTDA.

Section 11. Use of Funds

The Authority shall use room occupancy tax proceeds in a manner consistent with the requirements of G.S. 160A-215.

Section 12. Statutory Compliance

All fiscal affairs of the Authority shall be controlled and administered in accordance with the Local Government Finance Act, Chapter 159 of the General Statutes of North Carolina.

ARTICLE VII
AMENDMENTS

Section 1. Amendments

These bylaws or any portion thereof may be amended, altered or repealed by the affirmative vote of a majority of the Authority members 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.

ARTICLE VIII

ADOPTION

Section 1. Adoption

These bylaws shall become the bylaws of the Town of Leland Tourism Development Authority by adoption at a regular or special meeting of the Authority.

Adopted at a regular meeting on March 18, 2020.