

## **BYLAWS OF THE OCRACOKE TOWNSHIP TOURISM DEVELOPMENT AUTHORITY**

Under the powers vested in said Authority by Resolution, as adopted by the Hyde County Board of Commissioners on October 2, 2017, the following constitute bylaws for the regulation of its affairs and conduct of its business. The Ocracoke Township Tourism Development Authority, hereinafter "OTTDA" or "the Authority," acknowledges that any and all provisions of these bylaws must conform with the provisions of such Resolution and North Carolina General Assembly Session Law 2006-128, House Bill 882, relating to creation of the Authority.

### **ARTICLE I AUTHORITY AUTHORIZED**

#### **Section 1. Name**

As established by Resolution Authorizing Levy of Room Occupancy Tax and Tourism Development Authority with the authority granted to the Hyde County Board of Commissioners by Chapter 128 of the Session Laws of North Carolina, 2006 Session, the name of the Authority shall be the Ocracoke Township Tourism Development Authority and shall be organized and operated in accordance with these laws.

#### **Section 2. Powers and Duties**

The Authority shall have the power and the duty to promote travel and tourism in Ocracoke Township and in fulfilling its duties, the Authority may contract with any person, firm, organization, or agency to advise and assist in the promotion of travel, tourism and conventions. 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.

#### **Section 3. Objectives and Mission**

The Authority's objective shall be to promote, solicit and encourage travel and tourism to Ocracoke Township resulting therefore in increased visitation and revenue to Ocracoke Township furthering the economic development of the community. 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, or engage in similar promotional activities 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 Ocracoke Township or elsewhere in Hyde County as the Authority Board may designate.

### **ARTICLE II GOVERNING BODY**

#### **Section 1. Appointment and Composition**

As required by the Resolution, the Authority shall consist of five voting members to be appointed by the Hyde County Board of Commissioners. At least one-third of the members must be individuals affiliated with businesses that collect the tax in the Ocracoke Township Taxing District, and at least one-half of the members must be individuals currently active in the promotion of travel and tourism in the district. The Hyde County Board of Commissioners shall designate one member of the Authority as Chair and shall determine the compensation, if any, to be paid to members of the Authority.

#### **Section 2. Ex Officio Members of the Authority**

The Secretary and Finance Officer of the Authority shall serve as non-voting ex officio members of the Authority.

### **Section 3. Terms of Office**

The terms of office for members shall be three years, except that of the initial five appointments to the Authority, three shall be for three years and two shall be for two years. Members may be reappointed by the Hyde County Board of Commissioners to serve no more than two consecutive terms on the Authority. Member will be eligible for another reappointment after sitting out for one year. Vacancies occurring for reasons other than expiration of terms shall be filled as they occur for the remainder of the unexpired term.

### **Section 4. Attendance, Termination and Transfer of Membership**

Membership on the Authority Board is not transferable or assignable. Faithful attendance at meetings is a prerequisite for maintenance of membership on the Authority. Being absent from two consecutive meetings or absence from two meetings in a year, without reasonable cause as determined by the Authority Board, shall result in automatic and immediate loss of office. The Authority Board may require explanations for absences to be provided in writing. For the purpose of attendance, the year shall begin July 1 and end June 30. Leave of absence for cause can be granted by the Hyde County Board of Commissioners, for a period not to exceed three months. Only one leave of absence may be granted at any given time. The Authority, by affirmative vote of three-fifths (3/5) of all its members, may recommend to the Commissioners the removal of any appointed member of the Authority for cause.

### **Section 5. Compensation and Resignation**

Members shall serve without compensation but may be reimbursed for reasonable travel expenses incident to the business of the Authority if approved by the Authority and not in violation any other restrictions herein. Any member who voluntarily resigns shall submit a letter of resignation to the Chair of the Authority.

### **Section 6. Confidentiality and Conflict of Interest**

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 or her in the performance of his or her duties, or was intended as a reward for any official action on his or her part.

## **ARTICLE III MEETINGS**

### **Section 1. Regular and Special Meetings**

The Authority shall meet regularly quarterly at the place and time as determined by the members. The Authority shall approve a schedule of regular meetings, which shall be adopted at the beginning of each fiscal year. Special meetings of the Authority may be called by the Chair, or in the absence of the Chair by the Vice-Chair, or by written notice of three (3) members of the Authority Board at such time and place as may be designated by the Chair, Vice-Chair, or the three calling members.

### **Section 2. Open Meetings**

All meetings of the Authority, including authorized executive sessions, shall be conducted in accordance with the provisions of the North Carolina Open Meetings Law, Article 33C of Chapter 143 of the General Statutes of North Carolina. The Authority may have occasion to hold closed meetings as needed in accordance with this statute. A notice of meeting and the agenda for the meeting shall be made to the public no less than one week before the date of the meeting. The Chair or Vice-Chair shall prepare the agenda for each meeting.

### **Section 3. Quorum**

Three 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, a majority of the members present may adjourn the meeting from time to time without further notice, except as otherwise provided by law or by these bylaws. In case of a vacancy or leave of absence of member, the Authority shall be deemed to have as its full membership four, rather than five members, and a quorum shall consist of three members.

### **Section 4. 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. No member shall be excused from voting except upon matters involving the consideration of his 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. The Authority may adopt its own rules of procedure, or in the absence thereof, "Robert's Rules of Order" shall apply.

### **Section 5. Proxy Voting**

Voting by proxy shall not be authorized.

### **Section 6. Minutes**

Minutes of all regular and special meetings of the Authority shall be kept in a journal designated for that purpose and copies of the minutes shall be furnished to each member prior to the next regular meeting. The minutes shall be available for public inspection at the Authority office during regular office hours. The Secretary of the Authority shall keep a record of member attendance and of the Authority's resolutions, discussions, findings, and recommendations.

## **ARTICLE IV OFFICERS**

### **Section 1. Officers**

The officers of the Authority shall be a Chair and Vice-Chair.

### **Section 2. Chair**

The Chair shall be designated by the Authority Board for a two-year term. The Chair shall call and preside at all regular and special meetings of the Authority. The Chair shall appoint the chair and members of all committees, and he or she shall submit such information and recommendations to the Board as he may consider appropriate. In addition, he or she shall perform all other duties as may come within the jurisdiction of his office. The Chair shall serve as the primary spokesperson for the Authority.

### **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 the powers of that office. In addition, he or she shall perform such other duties and have such other powers as the Chair or Authority Board shall prescribe.

### **Section 4. Secretary**

The designee of the Chair shall be the Recording Secretary and shall keep accurate records of the acts and proceedings of all regular and special meetings of the Authority. The Secretary shall serve as a non-voting ex officio member of the Authority.

### **Section 5. Finance Officer**

The Director of Finance of Hyde County shall serve as the Finance Officer of the Authority. The Deputy Finance Director shall serve as the Deputy Finance Officer of the Authority. The Finance Officer shall serve as a non-voting ex officio member of the Authority.

## **ARTICLE V COMMITTEES**

### **Section 1. Committees**

The Authority Chair shall appoint standing committees and other special committees as deemed necessary to conduct the work of the Authority. 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 committees shall be appointed by the Chair and shall be a member of the Authority. If authorized by the Authority, the membership of such committees may include persons who are not members of the Authority Board. Committees will be established for specific objectives and may be disbanded when these objectives are met.

## **Section 2. 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. Staff**

The Authority may authorize the hiring of an Executive Director and 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 for professional and technical assistance and advice.

## **ARTICLE VII FISCAL AFFAIRS**

### **Section 1. Annual Budget**

The Authority shall submit a proposed annual budget to the Hyde County Finance Officer on a schedule as prescribed by the Finance Officer. The Authority's fiscal year shall begin on July 1 and end on the following June 30.

### **Section 2. Reports**

The Authority shall report at least quarterly and at the close of each fiscal year on its receipts and expenditures for the preceding quarter and for the year, respectively, in such detail as the Hyde County Board of Commissioners may require.

### **Section 3. 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 4. Checks, Drafts and Orders**

All checks, drafts or other orders for the payment of money issued in the name of the Authority shall be signed by the Finance Officer and the County Manager or their designee.

### **Section 5. 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 Finance Officer may from time to time select.

### **Section 6. Use of Funds**

The Authority shall focus on marketing and promoting Ocracoke Township as a year-round travel and tourism destination. The Authority may from time to time make monetary grants to other local organizations that support its purpose, consistent with the provisions of its authority. Funds may also be used for the purposes of tourism-related capital expenditures with the approval of the Authority. The Authority shall use at least two-thirds of occupancy tax funds to promote travel and tourism in Ocracoke Township and may spend no more than one-third of the occupancy tax funds for tourism-related expenditures.

### **Section 7. Administration**

In accordance with the Authority's legislation, Hyde County shall retain 3% of the first \$500,000 in gross occupancy tax proceeds and 1% of the remaining gross proceeds to offset

the cost of administering and collecting the tax. Additional funds to the County may be authorized in the Authority's annual budget for the same purpose.

**Section 8. 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 9. 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 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 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 by-law has been submitted in writing to the Authority Board members not less than two weeks prior to the meeting.

**ARTICLE IX ADOPTION**

**Section 1. Adoption**

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

As originally adopted the 12th day of March 2018.