

**BYLAWS OF THE
JACKSON COUNTY TOURISM DEVELOPMENT AUTHORITY
NORTH CAROLINA**

Under the powers vested in said Authority by Resolution 12-34, as adopted by the Jackson County Board of Commissioners on November 19, 2012 and subsequently amended January 30, 2017 and October 16, 2017, the following constitute bylaws for the regulation of its affairs and conduct of its business. The Jackson County Tourism Development Authority, hereinafter "JCTDA" 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 2011-170, House Bill 96, relating to creation of the Authority.

ARTICLE I – THE AUTHORITY

Section 1 – Name and Seal The name of the Authority shall be the Jackson County Tourism Development Authority. If an Authority seal is required, it shall bear the same name.

Section 2 -- Fiscal and Administrative Year The fiscal and administrative year of the Authority shall be from July 1 through June 30 of the following year. The JCTDA shall submit a proposed annual budget to the Jackson County Board of Commissioners for their review and comment prior to the TDA's formal budget adoption.

ARTICLE II – MEMBERSHIP

Section 1 -- General Powers The affairs of the Authority shall be managed by its members who collectively shall have and, according to these bylaws, shall exercise those powers enumerated in the General Assembly of North Carolina, House Bill 96, and Jackson County Resolution 12-34, hereinafter "Resolution." Said statute and resolution are hereby fully incorporated by reference.

Section 2. Appointment of Members The Authority shall consist of the number of members required by the Resolution, currently being nine (9) members who shall be appointed and approved by the Jackson County Board of Commissioners. They shall also be voting residents and/or taxpayers of the County or employees of a Jackson County business that collects Jackson County Occupancy Tax or pays Jackson County Property Tax. Appointments shall be made pursuant to the Resolution and are currently set forth as follows:

- A. The Jackson County Tourism Development Authority shall consist of nine (9) members who shall be appointed and approved by the Jackson County Board of Commissioners. They shall also be voting residents and/or taxpayers of the County or employees of a Jackson County business that collects Jackson County Occupancy Tax or pays Jackson County Property Tax.

Group One – (3) Lodging Properties; (2) Hotel Properties - North Jackson County; (1) from other occupancy tax remitters from establishments with 10+ units/rooms. At least

two members of this group shall be active in the promotion of travel and tourism in Jackson County.

Group Two – (3) Lodging Properties; (2) Hotel Properties - South Jackson County; (1) from other occupancy tax remitters from establishments with 10+ units/rooms. Members should be active in the promotion of travel and tourism in Jackson County. At least two members of this group shall be active in the promotion of travel and tourism in Jackson County.

Group Three – (1) Tourism-related business representative from Jackson County At-Large.

Group Four – (1) representative from the Cashiers Chamber of Commerce in a non-lodging, tourism-related business (who is not employed by the CACOC). The Executive Director from the Cashiers Area Chamber of Commerce. The Executive Director will be an ex officio member with no term limit.

Group Five – (1) representative from the Jackson County Chamber of Commerce in a non-lodging, tourism-related business (who is not employed by the JCCOC). The Executive Director from the Jackson County Chamber of Commerce. The Executive Director will be an ex officio member with no term limit.

The Jackson County Finance Officer shall serve as an ex officio member of the Authority and as the Finance Officer of the Authority. In addition, a county commissioner or designee shall serve as an ex officio member of the Authority.

Section 3 – Terms of Appointment Members shall serve terms as required by the Resolution and are currently set forth as three (3) year terms, except, in order to continue a rotating membership, when there is a reconfiguration of the Board Members by Resolution of the Commissioners, one member of Group One and one member of Group Two may have their current term extended for an additional year. Reappointment to the Authority shall be limited to two consecutive terms with eligibility for another reappointment after sitting out for one year.

Section 4 -- Resignation and Vacancy Any member of the Authority may resign by filing a written resignation with the Chairperson of the Authority. Vacancies within the TDA shall be filled and appointed by the Jackson County Board of Commissioners. The TDA may submit board member recommendations for consideration of the Commissioners.

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.

Section 6 – Voting Rights Each member of the Authority in good standing shall be entitled to one (1) vote on each matter submitted to the vote of its membership. Assignment of voting privileges is not permitted.

No member shall be excused from voting, except upon a matter involving consideration and determination in which a member has a direct personal or financial interest. However, ownership of a tourism-related business and/or serving as a board member of a non-profit tourist attraction/organization shall not constitute a sufficient reason to be excused if an equal degree of general financial interest applies to other members and no direct personal or financial interest is gained.

Section 7 – 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 fit, 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.

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 a meeting at least quarterly. Special meetings may be called at any time by the Chairperson or, on his/her behalf, the Vice Chairperson. At least forty-eight (48) hours written 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 Secretary of the Authority shall keep a record of its member's attendance and of the Authority's resolutions, discussions, findings, and recommendations.

Pursuant to the Resolution, the Authority may adopt rules of procedure. The Authority shall follow the Suggested Procedural Rules For Local Appointed Boards by Trey Allen and Fleming Bell and published by the UNC School of Government.

Section 2 -- Open Meetings All Authority meetings 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 Faithful attendance at all meetings of the Authority with the conscientious performance of the duties required of members of the Authority shall be 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, in the manner of vacancies set forth in Section 4 above. An absence is deemed excused if reported in advance to the Chairperson or Secretary, resulted from illness, caused by conflict related to the performance of professional duties, or other conditions as may be identified by the Authority in the future.

Section 4 -- Action by Members Quorum. A majority of the number of directors fixed by the Resolution and by these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5 – County Partnership The Authority shall at least once annually hold a joint travel and tourism planning/goal setting session with the Jackson County Commissioners.

ARTICLE IV -- OFFICERS

Section 1 -- Officers The Chairperson of the Authority shall be designated by the Jackson County Board of Commissioners and shall be subject to annual reappointment by the Commissioners. The Authority shall annually elect from the membership a Vice-Chairperson to serve in the absence of the chairperson and a Secretary to record the actions of the Authority. The Finance Officer of Jackson County shall be the ex officio Finance Officer of the Authority.

Section 2 – Vacancies Any vacancy occurring in the office of Vice Chairperson or Secretary shall be filled by the members of the Authority from among its members for the unexpired term.

ARTICLE V – DUTIES OF OFFICERS

Section 1 – Chairperson The Chairperson shall call and preside at all regular and special meetings of the Authority. With the assistance of the Authority members, the Chairperson shall prepare an agenda for each meeting, and the agenda shall be presented to the members of minimum for forty-eight (48) hours prior to the scheduled meeting. The Chairperson shall appoint the chair and members of all committees which are authorized by the Authority. In addition, the Chairperson shall perform all other duties incident to the office of the Chairperson and such additional duties as may be prescribed by the members of the Authority from time to time.

Section 2 -- Vice-Chairperson. The Vice-Chairperson shall perform the duties and exercise the powers of the office of the Chairperson in the absence or incapacity of the Chairperson and also shall serve as the liaison for the Board to the Finance Office. He/she shall perform other duties as assigned by the Chairperson.

Section 3 – Secretary The Secretary shall keep accurate minutes and records of the acts and proceedings of all regular and special meeting of the Authority. He/she shall assist the Chairperson and give and sign all notices required by law and other records, documents, or other instruments as required. The Secretary shall perform other duties as may be assigned from time to time by the Chairperson or members of the authority.

Section 4 – Finance Office The Finance Office of Jackson County and other staff designees as appropriate shall have custody of all funds belonging to the Authority and shall receive, deposit or disburse the same under the direction of the members of the Authority. The Finance Officer

shall keep full and accurate accounts of the finances of the Authority and shall report to the Authority and the Jackson County Board of Commissioners as prescribed in these by-laws and existing county resolutions.

ARTICLE VI – COMMITTEES

Section 1 -- Executive Committee The Executive Committee shall be comprised of the Chairperson, Vice-Chairperson, Secretary, and all committee chairpersons. The Finance Officer and chamber executives shall serve as ex officio members. This Committee shall have the power of the Board between meetings on matters which require immediate attention. The Committee may act on behalf of the Board on financial issues of less than \$5,000.00 (Five Thousand Dollars). If any action is taken between meetings, the Committee shall provide immediate disclosure to the Board via email or other timely communications.

Section 2 – Committees The Chairperson shall have the authority to appoint such committees as deemed appropriate. Special committees may be established by the Authority from time to time and be assigned such duties and responsibilities as may be delegated to them. The chairpersons of all special committees shall be appointed by the Authority Chairperson and shall be a member of the Authority. Any committee shall consist of not fewer than 3 nor more than five voting board members plus ex-officio members as required. Special committees will be established for specific objectives and shall be disbanded when these objectives are met.

Section 3 -- Committee Authority Committees shall make recommendations as they deem appropriate to the Authority, but they shall not undertake any activity or encumber or spend any funds without the affirmative vote of Authority members correlating to approved budget authorizations.

ARTICLE VII – ADMINISTRATION

Section 1 -- Employment Funds shall not be used to create and pay positions from TDA funds unless approved in advance by the TDA Board and the Jackson County Board of Commissioners.

Section 2 – Legal At the request of the Authority, the County Attorney also shall serve as the Authority attorney and the Authority will be responsible for related costs.

Section 3 – Tax Collection Jackson 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 4 – Fiscal The Authority shall submit financial reports monthly and at the close of the fiscal year to the Jackson County Commissioners of its receipts and expenditures for the preceding month and for the year in such detail as the Commissioners may require.

All funds must be used strictly for the promotion of tourist overnight visits to our county. Funds may be used for capital expenditures with the recommendation from the TDA Board and with approval by County Commissioners.

The Authority shall use at least two-thirds of occupancy tax funds to promote travel and tourism in Jackson County. The Authority may spend one-third of the occupancy tax funds for capital-related expenditures with the approval of the Jackson County Commissioners.

For the purposes of allocating expenditures, the Authority shall apply the following definitions:

- Promote travel and tourism – To advertise or market an area or activity, publish and distribute pamphlets and other materials, conduct market research, or engage in similar promotional activities that attract tourist or business travelers to the area; the term includes administrative expenses incurred in engaging in the listed activities.
- Tourism-related expenditures – Expenditures that, in the judgment of the Authority, are designed to increase the use of lodging facilities, meeting facilities, and convention facilities in the County by attracting tourists or business travelers to the county. The term includes tourism-related capital expenditures.

Section 4 – Contracts The Authority may contract with other related agencies for services in support of tourism activities. All contracts shall be in writing and shall include a description of services and related compensation.

Section 5 -- Checks, Drafts, Orders All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority shall be signed by duly authorized persons of the Jackson County Finance Department. Any and all Authority disbursements will be made by the County Finance Officer following the written approval of duly authorized persons of the Authority.

ARTICLE VIII – BOOKS AND RECORDS

Section 1 -- Books and Records The Authority shall keep correct and complete books, records of financial accounts and minutes of the proceedings of meetings of its members. It also shall keep at its principal office a physical record giving names and addresses of the members entitled to vote. For business continuity purposes, an offline digitized or offsite backup of all books and records will be maintained by the Authority. All books and records of the Authority may be inspected by any member or his duly authorized agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX – ADOPTION AND ADMENDMENTS

Section 1 – Adoption These bylaws shall become the bylaws of the Jackson County Tourism Development Authority on the affirmative vote of two-thirds.

Section 2 -- Amendments These bylaws; or any part thereof, may be amended, altered or repealed by the affirmative vote of two thirds of all of the voting members of the JCTDA.

Section 3 –Conflict with Resolution If at anytime these bylaws conflict with the Resolution, the Resolution shall control and the corresponding bylaw provision shall automatically be amended to comply with the Resolution. Action on a formal amendment by the JCTDA to bring the bylaws into conformity with the Resolution shall occur at the next meeting of the JCTDA.

ADOPTED: _____

Robert Jumper, Jackson County TDA Chairman

Attest:

Sarah Jennings, Jackson County TDA Secretary