

**BYLAWS
OF THE
BRUNSWICK COUNTY TOURISM DEVELOPMENT 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 Brunswick County Board of Commissioners by Chapter 364 of the Session Laws of North Carolina, 1997 Session, the name of the Authority shall be the Brunswick County 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 Brunswick County and in fulfilling its duties, the Authority may contract with any person, firm, 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 Brunswick County resulting therefore in increased visitation and revenue to Brunswick County furthering the economic development of the county. 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 Brunswick County as the Authority Board may designate.

ARTICLE II

GOVERNING BODY

Section 1. Appointment And Composition

The Authority shall consist of 10 members to be appointed by the Brunswick County Commissioners as follows:

- a. One member nominated and appointed by the Commissioner from each of the Commissioner-electoral districts designated as Districts One, Two, Three, Four, and Five. Said member must be currently involved in the promotion of travel and tourism.

- b. Five members nominated jointly by the Brunswick County Chamber of Commerce, Southport-Oak Island Area County Chamber of Commerce, and North Brunswick Chamber of Commerce and appointed by the Commissioners. Nominees shall meet the criteria as established by the Authority and adopted by the Board of Commissioners.

Section 2. Terms of Office

The terms of office for members shall be three years, except that of the initial ten appointments to the Authority, five shall be for three years and five shall be for two years. Vacancies occurring for reasons other than expiration of terms shall be filled as they occur for the remainder of the unexpired term.

Section 3. 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 three consecutive meetings or absence from four meetings in a year, without reasonable cause as determined by the Personnel Committee, shall result in automatic and immediate loss of office. The Personnel Committee may require explanations for absences to be provided in writing. For the purpose of attendance, the year shall begin October 1 and end September 30.

Leave of absence for cause can be granted by the 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 two-thirds (2/3) of all its members, may recommend to the Commissioners the removal of any appointed member of the Authority for cause.

Section 4. 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 Chairman of the Authority.

ARTICLE III

MEETINGS

Section 1. Regular and Special Meetings

The Authority shall meet regularly once a month 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 calendar year. Special meetings of the Authority may be called by the Chairman, or in the absence of the Chairman by the Vice-Chairman, or by written notice of three (3) members of the Authority Board

at such time and place as may be designated by the Chairman, Vice-Chairman, 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.

Section 3. Quorum

Six 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 nine, rather than ten members, and a quorum shall consist of five 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.

ARTICLE IV

OFFICERS

Section 1. Officers

The officers of the Authority shall be a Chairman, Vice-Chairman, Secretary and Finance Officer.

Section 3. Chairman

The Chairman shall be designated by the Commissioners for a one-year term. The Chairman shall call and preside at all regular and special meetings of the Authority. The Chairman shall appoint the chair and members of all committees, and he shall submit such information and recommendations to the Board as he may consider appropriate. In addition, he/she shall perform all other duties as may come

within the jurisdiction of his office. The Chairman in conjunction with the Executive Director shall serve as the primary spokesperson for the Authority.

Section 4. Vice-Chairman

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

Section 5. 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. The Secretary shall serve as a non-voting officer.

Section 6. Finance Officer

The Director of Fiscal Operations of Brunswick County, otherwise designated as the Finance Officer for Brunswick County, shall serve as the Finance Officer of the Authority. The Executive Director shall serve as the Deputy Finance Officer.

ARTICLE V

COMMITTEES

Section 3. Standing Committees

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

- (a) Marketing Committee - The Marketing Committee shall prepare and submit to the Authority Board for its approval an annual marketing program to advertise and promote tourism for Brunswick County, in keeping with the objectives, mission, and authority as set out elsewhere in these bylaws. The Authority may contact, interview and receive proposals or proposed contracts from any person, firm or agency that will advise and assist in the preparation and execution of projects to promote travel, tourism and conventions.
- (b) Personnel Committee – The Personnel Committee shall make recommendations to the Authority on personnel policies as necessary. The Personnel Committee shall be responsible for the annual performance and financial review of the Executive Director which shall be communicated to the Executive Director verbally and in writing.
- (c) Fulfillment Committee – The Fulfillment Committee shall make recommendations to the Authority on the procedures for fulfillment including contracts with outside organizations for the purpose of fulfillment as necessary.
- (d) Agency Review – The Agency Review Committee shall coordinate the Authority’s review of marketing and advertising agencies as necessary and shall make recommendations to the Authority based on the reviews.

Section 5. Special Committees

Special Committees may be established by the Chairman 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 Chairman 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.

Section 6. 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 purposes, 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 and render a statement thereof on the request of the Board, Chairman, or Finance Officer of Brunswick County.

Section 2. 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 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 Brunswick 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 to the Brunswick Commissioners on its receipts and expenditures for the preceding quarter and for the year, respectively, in such detail as the Brunswick Commissioners may require.

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.

Section 5. Contracts and Instruments

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

Section 6. 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 any two of the following: Executive Director, Chairman, Vice-Chairman or other officer designated by the Authority Board.

Section 7. 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 8. Bonding

The Authority shall obtain a bond or bonds on the Executive Director, Chairman or any other officers or employees, of such nature and in such amounts as shall in the opinion of the Authority protect it from loss.

Section 9. Indemnity

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

Section 10. Gifts

The Authority may accept any contribution, gift, bequest or device for any purpose consistent with the objectives and mission of the Authority.

Section 10. Use of Funds

The Authority shall focus on marketing and promoting Brunswick County as a year-round travel and tourism destination and shall not act as a funding source to other organizations or events in Brunswick County.

Section 11. 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 three-fourths (3/4) 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 Brunswick County Tourism Development Authority by adoption at a regular or special meeting of the Authority.

As originally adopted the 27th day of January, 2009.