

BY-LAWS OF THE GROVER TOURISM DEVELOPMENT AUTHORITY

Previous revisions were number seven (7) of May 28, 2013, eight (8) of October 29, 2013 and nine (9) of January 29, 2014. As part of a histogram the TDA met with and sought guidance in writing during the calendar year of 2013 with the North Carolina Local Government Commission (LGC) to effectuate accurate and legal By-Laws that were not based on samples of other town TDA's but grounded solely under law and the North Carolina General Assembly concerning the Town of Grover. This by-law revision reflects the latest requests from our CPA and updated 2014 NC requirements effected in 2015.

ARTICLE I

AUTHORIZATION

Section 1. Name. The name of the Authority shall be the Grover Tourism Development Authority, such having been established by NC state law in 2011 (GENERAL ASSEMBLY OF NORTH CAROLINA, SESSION 2011, SESSION LAW 2011-170, HOUSE BILL 96) and thereafter an Ordinance adopted by the Town Council in December 2012 for the Town of Grover, North Carolina.

Section 2. Public Body and Conduct. The Authority shall be a "public authority", and shall operate as such public authorities do operate under the Local Government Budget and Fiscal Control Act, and also pursuant to those Laws which govern bodies conducting all available forms of meetings with commensurate laws in the state of North Carolina; including the Open Meetings Law, Regular, Special Meetings Law for the State of North Carolina. This includes the Town Finance Officer being the TDA Treasurer and holding a separate BONDING instrument aside from any policy held in his/her duties at the town.

Section 3. Powers and Duties. The Authority shall have the duty to promote travel and tourism within the Town of Grover, North Carolina, and may act as an agent to advise and assist any promotion of travel, tourism and conventions, and publish and distribute pamphlets and other materials, conduct market research and to promote tourism, inclusive of tourism-related capital expenditures.

Section 4. Objectives and Mission. The Authority's objectives shall be to promote, solicit and encourage tourism in the Town of Grover, North Carolina, and to provide such services as are related to tourism. The Authority shall represent the Town of Grover, North Carolina, in promoting the Grover area through state, national and international advertising and promotion of the Town of Grover for **business** and pleasure.

Section 5. Principal Office. The principal office of the Authority shall be located within the Town of Grover, North Carolina, at such place or places as the members of the Authority shall so designate.

ARTICLE II

GOVERNING BODY

Section 1. That those appointments being made to the Authority, terms of office and compensation, are as set out in the Resolution adopted by the Town Council for the Town of Grover, North Carolina.

ARTICLE III

MEETINGS

Section 1. Regular and Special Meetings. The Authority shall meet regularly once per quarter, at such place and time as determined by the members of the Authority. Typically this is at the Grover town hall on the last Tuesday of March, June, September and December at 6 pm and Carolina Crossing Restaurant is used as a default backup. Special Meetings of the Authority may be called by the Chairperson, at such time and place as may be designated by the Chairperson.

Section 2. Meetings. All meetings of the Authority, shall be conducted pursuant to the Meetings Laws for the State of North Carolina and applicable law shall apply accordingly. 48 hours is required with a posting at the meeting location for all meetings, generally – the scope of meetings and promulgation periods are a changing matter of law in NC. 10 days is required for budget meetings posting the actual proposed budget on the town hall bulletin board – or meeting place promulgated to the public for their full review. Advertising via digital newspapers or digital means is allowed and via paper means of newspapers stating the time and date of meetings to the entire public.

Section 3. Quorum. That it shall be necessary for action to be taken by the Board and for a meeting to be conducted, that at least a quorum of the Authority be present.

Section 4. Voting and Rules of Procedure. All actions to be taken by the Authority shall be taken after there has been a majority vote of the voting members of the Authority present at the meeting at which there is a quorum. No voting member shall be excused from voting; “Robert’s Rules of Order” shall apply. The Chairperson of the Authority shall also be a voting member while the Treasurer will not vote.

Under Roberts Rules of Order (RONR), no member can be compelled to refrain from voting simply because it is perceived that he or she may have some “conflict of interest” with respect to the motion under consideration. If a member has a direct personal or pecuniary (monetary) interest in a motion under consideration not common to other members, the rule is that he/she *should not* vote on such a motion, but even then he or she cannot be *compelled* to refrain from voting. [RONR(11th ed.), p. 407, ll. 21-31.] Under RONR no Abstainment vote can legally be switched to a YES vote.

Section 5. Agendas and Minutes. Detailed minutes of all meetings of the Authority shall be kept and maintained as a permanent record and copies of the Minutes shall be furnished to each member as soon as practical subsequent to such meeting. The Minutes taken shall record discourse and at least discussion and not be presented in brief or shortened form so as to violate state intention of a general citizen not actually knowing what was said or discussed - back and forth. Meetings may also be recorded under state law. The Agendas and Detailed Minutes of the meetings shall be available for public inspection and placed onto the internet website for the TDA. However, minutes are a record of what was done at a meeting, not a precise record of what was said. [RONR (11th ed.), p. 468, ll. 16-18; see also p. 146 of RONRIB.

ARTICLE IV

OFFICERS

Section 1. Officers and General Officers. The Officers of the Authority shall be a Chairperson, Vice-Chairperson, Secretary (voting position) and Treasurer (not voting). The Chairperson shall be designated by Town Council for the Town of Grover, North Carolina. General Officers routinely would not have additional specialized duties but can be assigned projects and unique committees.

Section 2. Chairperson. The Chairperson shall call and preside at all regular and special meetings of the Authority and make certain that lawful notices are provided to the members, to the public and to the media. The Chairperson shall be responsible for preparation of the agendas for the meeting of the Authority. That additionally, the Chairperson shall also perform such additional duties as may from time to time designated by the Authority to the Chairperson. The Chairperson shall place onto the Agenda any item lawfully allowed in the State of North Carolina or as stated by an Officer and the Chairperson shall have no lawful right to exclude an Agenda item made by a seated, lawful Officer. Citizens of the town unable to attain an Agenda item placed onto such shall come to any meeting and suggest such for dissertation of no longer than two minutes during the meeting. The Chairperson shall be charged with recognizing such citizen as part of his/her duties.

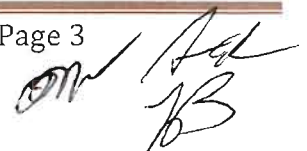
Section 3. Vice-Chairperson. The Vice-Chairperson shall act in the absence or disability of the Chairperson to perform the duties and exercise the office that would be performed by the Chairperson. That also, the Vice-Chairperson shall perform such other duties as from time to time may be delegated to the Vice-Chairperson by the Authority.

Section 4. Secretary. The Secretary shall be responsible for keeping accurate records of all acts, proceedings and minutes of all meetings of the Authority. The Secretary shall further assist the Chairperson in causing all appropriate notices to be given as are required to the public, the media and as otherwise by law required. That additionally, the Secretary shall perform shall other duties as may from time to time be delegated to the Secretary by the Authority.

Section 5. Treasurer. The Treasurer shall have custody of all funds belonging to the Authority, shall receive, deposit and disburse the same under the direction of the Authority. The Treasurer shall further keep full and accurate accounts of the finances of the Authority in books especially for that purpose and shall further report to the members of the Authority and the Town Council for the Town of Grover, North Carolina, as is required pursuant to the Ordinance and Resolution adopted by the Town Council for the Town of Grover, North Carolina. The Treasurer of the Authority shall be the Finance Officer for the Town of Grover, North Carolina. He or she shall need to hold a separate bond of \$50,000.00 under NC state law. This is a non-voting position under state law. Including any other person on the checking account for signature will escalate bonding cost and the state of NC has confirmed such is not required.

All entities submitting checks shall do so for occupancy tax written, under law, to, **“The Town of Grover,”** and include a signed, completed reporting form. Thereafter, the town shall deposit such financial instrument and later remit funds to the TDA which Treasurer shall deposit into a private TDA

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Handwritten signatures and initials, including a large 'B' and other illegible marks.

account at a local bank.

Section 6. Vacancies. Vacancies of the Authority shall be filled by the Town Council for the Town of Grover or by the Authority itself.

ARTICLE V

COMMITTEES

Section 1. Committees. Committees may be established by the Authority from time to time and may be assigned such duties and responsibilities as are deemed appropriate by the Authority.

Section 2. Committee Authority. Committees shall have the duty to make recommendations as are deemed appropriate to the Authority, but shall not undertake any activity or encumber or spend any funds without the approval of the Authority.

ARTICLE VI

FISCAL AFFAIRS

Section 1. Annual Budget. The Authority shall have a fiscal year which shall begin on July 1st and end on June 30th. That all efforts shall be made by the Authority to create annual budgets and submit copies of the same to the Town Council for the Town of Grover, North Carolina.

Section 2. Use of Occupancy Tax Proceeds. That the Authority shall use the proceeds as collected by them as a Room Occupancy Tax, as is set out in that Ordinance adopted by the Town of Grover, North Carolina on October 1, 2012, or as may be amended. Any expense authorized or check written shall be only legal when voted upon at a formal TDA meeting (with correct notice having been publicly provided 48 hours prior to) and approved by the TDA on the minutes or appropriate forms (in the case of a request from an outside group). No last minute checks are allowed - nor legal. Violation of such shall be cause for criminal charges by any person or persons.

Section 3. Audits. The Authority shall be subject to audit by the Town of Grover upon reasonable notice to the Authority. The TDA will pay for and obtain bids for third party, independent audits annually of its own choosing. No entity shall have the authority to assess any audits or bills for such onto the TDA, without its legal approval first.

Section 4. Contracts and Instruments. The Authority may authorize the officers of the Authority to enter into contracts or execute and deliver instruments, provided such have been approved by the Authority, and that the required expenditures, if any, have been provided by the Authority.

Section 5. Indemnity. The Authority shall indemnify and hold harmless any member, officer or employee of the Authority from 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 6. Reports to Grover Town Council and Town of Grover. The Authority shall report quarterly and at the close of the fiscal year to the Grover Town Council, as to its receipts and expenditures for the preceding quarter and for the year, in such detail as the Town Council shall require.

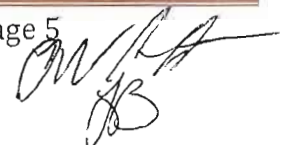
Section 7. Gifts. The Authority may accept any contribution, gift, bequest or devise, for any purpose consistent with the objectives and missions of the Authority, and as may otherwise be subject to law.

Section 8. GASB Pronouncement 54. Per CPA guidance the TDA adopted a spending policy and minimum fund balance policy to be in compliance with the GASB Pronouncement 54. The Grover TDA has a revenue spending policy that provides guidance for programs with multiple revenue sources. The Finance Officer will use resources in the following hierarchy: loan proceeds, federal funds, state funds, local non-authority funds, TDA funds. For purposes of fund balance classification expenditures are to be spent from restricted fund balance first, followed in order by committed fund balance, assigned fund balance and lastly unassigned fund balance. The Finance Officer has the authority to deviate from this policy if it is in the best interest of the TDA.

Restricted fund balance includes amounts that are restricted to specific purposes externally imposed by creditors or law. Committed fund balance includes amounts that can only be used for specific purposes imposed by majority vote of the TDA governing body (highest level of decision-making authority). Any changes or removal of the specific purpose requires majority action by the governing body that approved the original action. Assigned fund balance includes amounts that the TDA intends to use for specific purposes (Example: fund balanced appropriated). Unassigned fund balance includes amounts that have not been assigned to another fund or restricted, committed, or assigned to specific purposes within the general fund.

The TDA being required to adopt a minimum fund balance policy has also adopted for the general fund instructs management to conduct business of the TDA in such a manner that available fund balance is at least or equal to or a greater than 10% of budgeted expenditures. Any portion of the general fund balance in excess of 10% of budgeted expenses may be appropriated for one-time expenditures and may not be used for any purpose that would obligate the TDA in a future budget.

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ARTICLE VII

ADOPTION

Section 1. Adoption. These by-laws shall become the by-laws of the Grover Tourism Development Authority, by adoption at a regular or special meeting of the Authority.

ADOPTED, this the 30th day of JUNE, 2015.


Bill Miller
AND NO OTHERS
CHAIRPERSON and Officers


Secretary

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