

# **BY-LAWS OF THE CONVERSE TOURISM PROMOTION JOINT POWERS BOARD**

## **ARTICLE 1: NAME**

- 1.1 This organization shall be CONVERSE TOURISM PROMOTION JOINT POWERS BOARD.

## **ARTICLE 2: ORGANIZATION**

- 2.1 The CONVERSE TOURISM PROMOTION JOINT POWERS BOARD, hereafter referred to at times as the Board, is formed by the Converse County Commissioners, the City of Douglas, Wyoming, and the Town of Glenrock, Wyoming, by virtue of the "Joint Powers Agreement of the Converse Tourism Promotion Joint Powers Board," dated October 24, 1995 and the most recently amended version, dated Dec. 11, 2003.

## **ARTICLE 3: PURPOSE**

The CONVERSE TOURISM PROMOTION JOINT POWERS BOARD is formed for the following purposes:

- 3.1 To expend at least ninety percent (90%) of all funds collected from the lodging tax received by the County to promote travel and tourism within the county, city or town imposing the tax. None of these funds shall be spent for capital construction or improvements.
- 3.2 To adopt and implement a program to acquire by lease, gift, purchase or other lawful methods, real and personal property to be utilized in carrying out its purpose.
- 3.3 It is the policy of the Board that the funds are to be distributed in the following percentages:
- 10% administrative
  - Of the remaining 90%
    - 35% to projects in the Douglas area (Douglas Account)
    - 20% to projects in the Glenrock area (Glenrock Account)
    - 25% for promotion of Wyoming State Fair Week and the use of State Fair Park during the remainder of the year (WSF Account)
    - 20% to be left to the Board's Discretion (Discretionary Account)
- 3.4 Every four years, beginning with the 2022 election, the lodging tax renewal will come before the voters at a rate of either one or two percent, as determined by the Board. This collection is made in addition to the lodging tax imposed by the state.

## **ARTICLE 4: GENERAL BOARD POLICIES NOT STATED ELSEWHERE**

- 4.1 Funds not expended nor encumbered by the end of the fiscal year on June 30 shall on July 1 be added to the 20% left to the Board's discretion, the "Discretionary Account."
- 4.2 Three competing bids will be sought on all projects exceeding \$10,000 in total annual cost.
- 4.3 Grant applicants, those seeking to draw upon the Douglas, Glenrock and State Fair accounts, for special projects or advertising events are encouraged to obtain at least two competing bids on the print and production components of their applications.
- 4.4 The Board, as deemed necessary to fulfill its mission, can enter into long-term contracts with providers for services including, but not limited to, marketing, administrative work, repairs and maintenance, and accounting. Contracts will be renewed annually as part of the Board's November meeting.
- 4.5 Contracts with said parties can be entered into for up to 12 months, but a renewal and review is to be held at each November meeting. Renewal of the contract can take place up to three times by vote of the board without a new Request for Proposals being released.
- 4.6 Contracts should state that both the Board and the contractor have the right to cancel the contract at any point with 30 days written notice.
- 4.7 A mutually agreed upon written contract, or letter of agreement, will exist with each entity with which the Board has an agreement for monthly services that require either a personal presence at the Board's meetings or the contribution of monthly materials for said meeting.
- 4.8 Funding, in the form of grants, will be made available to non-profit entities to aid with events and projects that increase overnight stays in Converse County. Applying entities must provide proof of their non-profit status and apply well in advance of their planned project. The Wyoming State Fair is expected to adhere to this same process for the expenditure of dollars allocated for the promotion of the Wyoming State Fair and the Wyoming State Fairgrounds.

## **ARTICLE 5: MEMBERSHIP**

The CONVERSE TOURISM PROMOTION JOINT POWERS BOARD shall be comprised of nine members to be selected by the forming entities listed under organization. A majority of the members should be representative of the travel and tourism industry.

- 5.1 Board members shall be appointed as follows:

- Three by the Board of Converse County Commissioners
- Three by the City Council of the City of Douglas, Wyoming
- Two by the Town Council of the Town of Glenrock, Wyoming
- One general member. The board members appointed to represent Converse County, the City of Douglas and the Town of Glenrock shall select and recommend to the participating agencies one person for consideration as a general board member. The one general board member shall be appointed jointly by unanimous consent of the participating agencies.

## **ARTICLE 6: TERMS OF MEMBERSHIP AND VACANCIES**

- 6.1 All terms of membership end on June 30<sup>th</sup> and all new terms of membership commence on July 1<sup>st</sup>.
- 6.2 Board members shall be limited to two full terms of three consecutive years each. A person that has previously served on the Board may, again, be appointed for another full term so long as at least one year has passed since that person last served on the Board.
- 6.3 Serving a partial term does not count toward a member's limit of service.
- 6.4 Appointments are for a full term of three years.
- 6.5 Vacancies on the Board shall be filled by appointment by the governing agency whose member created a vacancy.
- 6.6 If a forming entity leaves a vacancy on the board for more than three months, the seated board members can appoint a member to the seat for the remainder of the vacant term. Two months prior to term renewal, the entity responsible for the seat will be notified of an upcoming opportunity to fill their seat on the board.
- 6.7 Failure to attend at least fifty percent of the regular Board meetings or failure to attend three regularly scheduled Board meetings in a row shall constitute a resignation of position on the Board and, if the resignation is accepted by the Chairman of the Board, the vacancy shall be filled by appointment by the governing agency making the Board appointment.

## **ARTICLE 7: OFFICERS AND TERM OF OFFICE**

- 7.1 The Officers of the Joint Powers Board shall include a Chair, Vice Chair, Secretary and a Treasurer.
- 7.2 All officers of the organization shall be elected, by majority vote of Board members, at each Annual Meeting of the Board, held each July.

## **ARTICLE 8: DUTIES OF OFFICERS**

### 8.1 Chair of the Board

- Preside at all meetings of the Board.
- Appoint members of all committees.
- Adhere to the Joint Powers Agreement and its mandate thereof.
- Call meetings of the Board once monthly and such other special meetings as deemed necessary and in accordance with the meetings section of these by-laws.
- Perform such other duties as pertain to the office of Chair.
- Present Annual Report as to the activities and business of the Board during the prior year at least once yearly.
- Notify the membership of all meetings.
- Vote in the occurrence of a tie.
- Prepare and distribute the monthly agenda and meeting packet, or work with contract staff in seeing that the duties are completed in advance of the meeting.
- Ensure that the meeting packet is distributed to board members at least two days prior to the meeting.
- Handle all public information requests on the Board's behalf. Requests can either be brought before a Board meeting, assigned to a fellow Board member or contractor, or answered by the Chair.

### 8.2 Vice Chair of the Board

- Preside at all meetings in the absence of the Chair.
- Monitor all meetings and activities of the appointed committees and make necessary recommendations to the Board.
- Perform such other duties as requested by the Chair.
- Work in partnership with the Treasurer and contract staff to ensure a marketing plan is prepared for consideration prior to the end of each fiscal year.

### 8.3 Secretary of the Board

- Keep a record of the membership and their attendance at meetings
- Keep an accurate record of all meetings and prepare minutes for distribution to the Board and to the public and interested parties via the Board's website
- Ensure that a copy of the approved minutes are posted in the public information section of the board's website.
- Minutes will be posted online and made available for public inspection only after they have been approved by the board as a whole at a subsequent meeting.
- Compile and record all activities from reports from any committee.
- Keep other records and perform such other duties as may be requested by the Chairman of the Board.
- Provide the prior month's meeting minutes to board members for review leading up to the monthly meeting.

### 8.4 Treasurer of the Board

- Keep an accurate and detailed record of all funds available from receipt of taxes.

- Provide a detailed financial report to the Board at each monthly meeting including the month's revenue and expenditures.
- The above-referenced financial report should become part of the minutes and be made available as part of the monthly meeting minutes.
- Prepare and present Annual Financial Report at Annual Meetings.
- If an accounting firm has contracted with the Board, it is the treasurer's responsibility to serve as the liaison with that entity.
- Ensure that the Draft Budget is completed and filed with the State of Wyoming each year no later than June 1.
- Ensure that the Final Budget is voted on each June and filed with the State of Wyoming no later than July 31.
- Ensure that the F-32 Annual Report is filed with the State of Wyoming each year no later than Oct. 31.
- Ensure that either a self-audit is completed by the Board and filed with the State of Wyoming no later than Oct. 31 of each year, or work with a CPA firm to complete a financial review.

## **ARTICLE 9: MEETINGS**

- 9.1 The CONVERSE TOURISM PROMOTION JOINT POWERS BOARD will meet at least once each month. The Board will have an Annual Meeting in July of each year including the election of officers, presentation of the annual report of the board's activities, an annual financial report, annual review of contracts and other business as deemed necessary.
- 9.2 A quorum shall consist of no less than a majority of the duly appointed and seated members of the Board who are in attendance in order to transact business of the Board.
- 9.3 The vote of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Converse Tourism Promotion Joint Powers Board.
- 9.4 In the event that a member of the Board cannot attend a meeting in person, that member may notify the Chair and may attend the meeting electronically (via phone or some type of video conference application).
- 9.5 Any member of the Board shall abstain from voting on any matter or issue when that member has a direct or indirect personal or financial interest in the matter at issue. The member shall declare a conflict of interest and be disqualified from discussion and voting upon the matter. The Secretary shall record in the minutes that the member has abstained.
- 9.6 The Chair may call a Special Meeting as deemed necessary, at the request of a majority of the seated Board members, or at the request of an of the governing

agencies party to the Joint Powers Agreement. Meetings are to be held within five days of the request. Notice of such meetings should be made immediately and not less than 24 hours prior to the meeting. The agenda and discussion at a Special Meeting is limited to the subject(s) for which it has been called.

- 9.7 A Board member may appoint a proxy (meaning the person to whom the authority to vote is granted) provided the Board member notifies the Chairman in writing prior to the meeting for which the proxy is being appointed. The written notification shall include the name of the proxy and identify the meeting for which the proxy is appointed. The proxy shall be a current Board member and shall only be valid for the meeting identified in the written appointment.
- 9.8 Special meetings and committee meetings will be advertised via social media and via an electronic message to the county's newspapers and radio no later than eight hours prior to the meeting.
- 9.9 Notice of regular monthly meetings, including date, time and location, will be made via an electronic message to the community newspaper and the local radio station. A public notice will be printed in the official community newspaper. Multiple meetings may be advertised in a single notice.
- 9.10 Meetings of the Board are public meetings, open to the public at all times, except in the case of a justified Executive Session according to the below.
- 9.11 An executive session may only be held in concert with Wyoming's open public meeting laws.
- 9.12 Minutes shall be maintained of any executive session. Except for those parts of minutes of an executive session reflecting a members' objection to the executive session shall be confidential and produced only in response to a valid court order.

### **ARTICLE 10: ORDER OF BUSINESS**

- 10.1 The order of business of all monthly meetings of the Board shall be:
- Call to Order
  - General
    - This section to include grants/requests for funding
  - Review of previous month's meeting minutes
  - Financial Report
  - Old Business
  - New Business Discussion
  - New Business Action
  - Other Business
  - Public Comment
  - Adjournment

10.2 The Order of business at all special meetings of the Board shall be:

- Call to Order
- Special Business Discussion
- Special Business Action
- Adjournment

10.3 The Order of business at the July Annual Meeting shall be:

- Call to Order
- Annual Report of Chairman
- Annual Treasurer's Report
- Old Business
- Recognition of new appointees to the Board
- Election of new officers as applicable
- Review of Contracts
- New Business
- Adjournment

### **ARTICLE 11: GOVERNING AUTHORITY**

It is recognized that the Converse Tourism Promotion Joint Powers Board exists as the result of that certain Joint Powers Agreement originally entered into by and between the County of Converse, the City of Douglas and the Town of Glenrock, on October 24, 1995 and amended on December 11, 2003 and, therefore, the Joint Powers Board is subject to the terms and provisions of that Joint Powers Agreement as it now exists or as it may hereafter be amended or modified in accordance with applicable Wyoming law and to the oversight of the above-named governmental agencies.

### **ARTICLE 12: AMENDMENTS TO THE BYLAWS**

The Joint Powers Agreement of the Converse Tourism Promotion Joint Powers Board stipulates that: "The Bylaws of the Board shall be approved by a unanimous vote of the 'governing agencies' prior to adoption and approval by the Board."

Therefore, the CONVERSE TOURISM PROMOTION JOINT POWERS BOARD shall follow the following procedures in order to amend these By Laws.

12.1 The Board may propose amendments to these By-Laws by an affirmative vote of not less than a two thirds majority of the duly appointed and seated members of the Board. This shall occur at a monthly or annual meeting with prior notice that an amendment to the By-Laws will be considered at the meeting, or at a special meeting called for that purpose.

12.2 The Board shall then submit the proposed Amended By-Laws to the Governing Agencies for approval. No amendment shall become effective until approved by a unanimous vote of the governing agencies who are the parties to the Joint Powers

Agreement creating the Joint Powers Board.

- 12.3 Any member of the Board may submit a proposed amendment to the By-Laws in writing to the Board. The Board then reviews the amendment submitted at their next gathering and, within thirty days, makes recommendations to the governing entities for adoption of the proposed amendment.

PASSED, APPROVED AND ADOPTED ON: insert date

\_\_\_\_\_  
Secretary of the Board

\_\_\_\_\_  
Chairman of the Board

APPROVED INSERT DATE Town Council of the Town of Glenrock, Wyoming

BY: \_\_\_\_\_  
Bruce Roumell, Mayor

APPROVED INSERT DATE City Council of Douglas, Wyoming

APPROVED this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

BY: \_\_\_\_\_  
Rene Kemper, Mayor

APPROVED INSERT DATE Board of County Commissioners, Converse County, Wyoming

BY: \_\_\_\_\_  
Jim Willox, Board Chair