

BY-LAWS

Eastern Shore of Virginia Tourism Commission

Article I

Commission

Section 1. Governing Body. The Eastern Shore of Virginia Tourism Commission shall be governed by members appointed by the Boards of Supervisors of the County of Accomack and County of Northampton and by the Eastern Shore of Virginia Tourism Commission, and all powers and duties shall be exercised and performed by the Commission.

Section 2. Mission. The mission of the Eastern Shore of Virginia Tourism Commission is to develop, promote, and market as a unified region the tourism resources and advantages of the County of Accomack and the County of Northampton, and to establish tourism as a major contributor to economic development in the aforesaid counties. The Commission shall have all the powers and duties granted by resolutions of the Boards of Supervisors and authorizing legislation.

Name and Location

Section 1. Name. The name of the Commission shall be the Eastern Shore of Virginia Tourism Commission, hereinafter referred to as the ESTC.

Section 2. Area: The principal office of the ESTC shall be located at 24393 Lankford Highway, Tasley, Virginia 23441 (mailing address: PO Box 72, Tasley, VA 23441).

Article II

The Board of Commissioners

Section 1. Duties. The Commissioners are legally responsible for the operation of the ESTC. Commissioners shall work closely with the Director in the process of budgeting, planning, directing, monitoring, and evaluation. Commissioners have an additional responsibility to:

- A. Ensure the effectiveness of the ESTC through active participation in the strategic-planning process. This involves the creation of a strategic plan and marketing plan, and development of market and demographic research, all to be reviewed on an annual basis.
- B. Ensure that the Director develops, implements, and maintains a sound fiscal-

management system by reviewing and approving the annual budget; monthly budget reports; major budget revisions; all grant applications at both the draft and final-copy stages; rental agreements; contracts for services; and the annual independent audit report.

- C. Develop funding strategies for the ESTC.
- D. Develop and annually review the ESTC's Personnel Manual, as well as the job descriptions and salary ranges of all Commission positions. Annually, determine any cost of living adjustments (COLA) for ESTC staff.
- E. Develop and annually review the ESTC's Fiscal Manual.
- F. Hire the ESTC's Director and establish the Director's annual salary and benefits, including any performance-based merit increase or bonus.
- G. Set annual goals and evaluate the Director's performance against those goals, identifying areas that warrant improvement.
- H. Read all materials in the packets prepared for each meeting of the ESTC; communicate regularly with the Director and Chair of the ESTC; serve as an ambassador for tourism in the community and publicly support the decisions of the ESTC; attend meetings regularly.
- I. Participate, individually or as part of appointed sub-committees, in the development and execution of plans and projects designed to increase tourism to the Eastern Shore of Virginia, improve the efficiency of the ESTC, and raise funds for the ESTC's operation.
- J. Participate in the development and annual review of the ESTC's Tourism Infrastructure Plans.

Article III

Meetings

Section 1. Regular Meetings.

- A. **Frequency:** The ESTC Board of Commissioners shall hold regular monthly meetings ("Meeting") and quarterly work sessions ("Work Session"), according to a schedule adopted by the ESTC from time to time. The Annual Meeting shall be the first Meeting of the Fiscal Year.
- B. **Notice:** There shall be a written notice distributed via mail, email, or hand delivered, to every Commissioner at least five (5) days prior to the Meeting or Work Session.
Public Notification: The ESTC staff shall give the local newspaper the schedule of

Meetings and Work Sessions adopted by the ESTC.

Section 2. Special Meetings:

- A. **Circumstances:** Special Meetings of the ESTC Board of Commissioners may be called by the Chair or any three (3) Commissioners of the ESTC Board.
- B. **Notice:** There shall be a written notice distributed via mail, email, or hand delivered, to every Commissioner at least three (3) days prior to the Special Meeting. The notice shall consist of an agenda; the date, time, and location of the Special Meeting; and any materials necessary to prepare for the Special Meeting. No matter not specified in the notice shall be considered at such meeting, unless all members of the Commission are present. The three- (3) day timeframe for notice may be waived by the Chair or by the three (3) Commissioners calling the meeting in case of an emergency.
- C. **Time and place:** Special meetings may be held at a time and place mutually agreeable to the Chair or the three (3) Commissioners calling the Meeting.

Section 3. Annual Meetings:

- A. **Time:** The first Meeting of the Fiscal Year shall also be the Annual Meeting. The purpose of this meeting is to induct and seat the new Officers, and to receive a report from the Director on the ESTC's performance and activities for the previous year, and to establish goals and priorities for the Fiscal Year.
- B. **Notice:** There shall be a written notice distributed via mail, email, or hand delivered, to every Commissioner at least five (5) days prior to the Annual Meeting.
- C. **Location:** The Annual Meeting shall be held at a time and place determined by majority vote of the Board.

Section 4: Waiver of Notice.

Any ESTC member may waive notice of any meeting. The attendance of a member at a meeting shall constitute waiver of notice of such meeting, except where a member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The notice required may be waived by the unanimous written consent of all members of the Commission.

Section 5. Quorum:

A quorum for the purpose of conducting the business of the ESTC shall be more than fifty percent (50%) of the total number of Commissioners on the Board.

Section 6. Attendance:

- A. Upon an approved motion of the Board of Commissioners, the Chair or Director shall notify the relevant Board of Supervisors and request a replacement for any Commissioner who is absent for six (6) Meetings in a calendar year or four (4) consecutive Meetings.

~~B. Commissioners appointed by the ESTC will automatically forfeit their membership on the ESTC Board if they are absent for the periods specified in Section 6.A., above.~~

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Section 7. Closed Meetings.

The ESTC Board of Commissioners, or any committees of the Board, may hold closed meetings only for the purposes outlined in the Virginia Freedom of Information Act, Chapter 21, Sections 2.1 - 34 through 2.1 -346.1, Code of Virginia.

Article IV

Officers, Employees & Duties

Section 1: Election of Officers.

- A. **Officers:** The ESTC shall elect a Chair, Vice-Chair, Secretary, and Treasurer, of which the Chair and Vice-Chair must be elected from among the ESTC Commissioners. The same person may serve as both Secretary and Treasurer.
- B. **Elections:** The ESTC Board of Commissioners shall elect its Officers at the Annual Meeting.
- C. **Terms:** The term of office for all Officers of the ESTC Board of Commissioners shall be one year or until removed as provided for in Article III.6.A or Article IV.1.E, and shall continue until their successors are elected. Officers and Commissioners may succeed themselves.
- D. **Special Elections:** Special elections shall be held at a regular meeting or at a meeting designated by the Chair in order to fill vacancies or to fill newly created offices, but only after specific notice, as hereinafter provided for, has been given.
- E. **Removal of Officer:** Any officer may be removed by majority vote of the then members of the ESTC.

Section 2. Officer Duties:

- A. **The Chair:** The duties of the Chair shall be to preside at meetings of the ESTC, prepare an agenda for any and all meetings, and to make a copy of said agenda available to the Secretary for the purpose of providing adequate notice of all

meetings as hereinafter provided; to call special meetings; to call special elections; to be an ex officio member of all committees; to sign, with the Secretary or any other proper officer of the ESTC thereunto authorized by the ESTC, any documents or instruments which ~~the -ESTC has-~~ authorized to be executed, ~~except~~ in cases where the signing and execution thereof shall be expressly delegated by the ESTC or by these By-laws to some other officer of the ESTC, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the ESTC from time to time. The Chair shall have an equal vote with the other Commissioners.

- B. **Vice-Chair:** The duties of the Vice-Chair shall be to preside at meetings on request of the Chair, or in the absence of the Chair; and, in case of the death, resignation or removal of the Chair, shall become Chair until such time as a successor is elected. In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as may be assigned by the ESTC from time to time.
- C. **Secretary:** The Secretary shall digitally record all meetings of the ESTC and shall prepare the minutes of all meetings of the ESTC; maintain the minutes in a record book and make them available for public inspection; have custody of all records of the ESTC; ensure that all notices are duly given as required by law, these By-laws or by the ESTC; and, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the ESTC. In the absence of the Secretary, the Chair shall appoint a member to be responsible for the preparation of detailed minutes of the meeting.
- D. **Treasurer:** The Treasurer shall maintain accurate records of all financial transactions of the ESTC; record all bills received by the ESTC and oversee their payment; maintain custody of all funds that may be received by the ESTC and be responsible for their investment and deposit in the name of the ESTC; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the ESTC.

Section 3. Position of Director & Staff Duties:

- A. **Employment:** ESTC's Board of Commissioners may engage the services of a Director who shall have such authority and responsibilities as the Board of Commissioners may, from time to time, fix and which shall be described in full in the Director's job description.
- B. **Tenure:** The recruitment, selection, supervision, and removal of the Director shall be the sole responsibility of the ESTC Board of Commissioners.

C. Responsibilities:

- i) Administer all day-to-day operations of the ESTC, including management of the CBBT Welcome Center, ESTC assets, and all ESTC staff.
- ii) Establish annual ESTC budgets, subject to ESTC Board approval.
- iii) Develop, update annually, and implement the ESTC's tourism strategy, including all matters pertaining to branding, marketing, research, and promotion.
- iv) Make an annual funding request to each incorporated town on the Eastern Shore of Virginia that has existing or planned tourism interests.
- v) Educate ESTC Commissioners about issues and developments in a timely fashion, and solicit ESTC feedback and support as needed.
- vi) Develop Meeting agendas together with Chair and supervise development of Meeting packets for ESTC members.

~~vii) Coordinate and lead the Eastern Shore Tourism Alliance (see Article V. 2., below).~~

~~viii)~~vii) In the absence of the Chair and Vice-Chair, the Director shall call meetings of the ESTC to order and thereupon conduct an election for a temporary presiding officer for that meeting.

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Section 4. Signatures of the ESTC. All checks, drafts and any other documents drawing or transferring assets of the ESTC, excluding budgeted fixed costs including staff payroll, shall be signed by the Treasurer and either the Chair or Vice-Chair, or, in the absence of the Treasurer, either the Chair or Vice-Chair and another member of the ESTC as may be authorized from time to time by the ESTC; provided, however, that the Treasurer shall have the authority to sign checks of not more than Fifteen hundred dollars (\$1,500.00) without the necessity of a counter-signature.

Article V

Committees and Advisory Councils

Section 1. Standing Committees

A. Tourism-Infrastructure Committees

- i) **Composition:** The ESTC shall operate two Tourism-Infrastructure Committees, one for Accomack County and one for Northampton County. Each ESTC

- Commissioner shall sit on the committee representing his/her county.
- ii) **Authority:** Develop and maintain a tourism-infrastructure plan that identifies and prioritizes the tourism-infrastructure improvements needed in the county. All infrastructure improvements within the plan must further the goals of the ESTC's Tourism Strategy, and the plan must be updated annually. In establishing and updating the plan, each committee shall solicit feedback from the following:
 - a) The county administrator
 - b) Relevant Chambers of Commerce
 - c) Incorporated towns with tourism interests
 - d) Parks and recreational groups (local, state, and federal)
 - e) The Eastern Shore Tourism Alliance (see Section 2, below)
 - iii) **Chairperson:** The Chair of the ESTC shall appoint the Chairman of each of the Tourism Infrastructure Committees.
 - iv) **Meetings:** The Committee may meet as often, at such times, and at such places as it shall determine but not less than annually.
 - v) **Quorum:** A majority of membership on the Committee shall constitute a quorum.
 - vi) **Term:** The term of the Chairman shall be for one year. Members of the Committee shall serve for the duration of their tenure on the ESTC.
 - vii) **Voting:** There shall be one vote per member. There shall be no proxy voting.

~~B. Tourism Alliance~~

- ~~i) **Creation:** The ESTC shall create and maintain an Eastern Shore Tourism Alliance (ESTA) comprised of representatives of the Eastern Shore of Virginia's primary tourism sectors as defined in the ESTC's tourism strategy. The ESTA shall be divided into working sub-committees, one for each tourism sector and others as may be determined by the Director.~~
- ~~ii) **Authority:** Under the direction of the Director, the sub-committees of the ESTA shall assist in the development and annual updating of their sector-specific sections of the tourism strategy, and shall establish annual goals for implementing the ESTC's tourism strategy.~~
- ~~iii) **Appointment:** Members of the ESTA shall be appointed by the Director in consultation with the ESTC Board.~~
- ~~iv) **Chairperson(s):** The Director shall serve as the Chairperson of the ESTA. The Director shall appoint Chairpersons for each sub-committee.~~
- ~~v) **Meeting Frequency:** ESTA sub-committees may meet as often, at such times, and at such places as they shall determine but not less than annually.~~
- ~~vi) **Term:** ESTA members shall serve at the pleasure of the Director. There shall be no term limits for members of the ESTA. The term of sub-committee Chairpersons shall be for one year unless otherwise directed by the Director.~~

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Section 2. Ad Hoc Committees:

- i) **Creation:** The Chair or Board of Commissioners may create additional committees to assist in the purposes of ESTC.

- ii) **Authority:** These Committees shall perform such functions and make such reports as the Chair or Board of Commissioners may deem necessary.
- iii) **Chairperson:** The Chair or Board of Commissioners (whichever creates the Committee) shall appoint the Committee Chairman.
- iv) **Voting:** There shall be one vote per member. There shall be no proxy voting.
- v) **Quorum:** A majority of membership on the Committee shall constitute a quorum.
- vi) **Term:** Term of the Chairman and all members of the Committee shall be for one year unless otherwise directed by the Chair.

Article VI

Fiscal Year

The fiscal year of the ESTC shall be from July 1 until June 30 of each year.

Article VII

Rules of Procedure

- A. **Procedure:** *Robert's Rules of Order, Newly Revised* shall be the parliamentary authority for all matters of procedure not specifically covered in the By-Laws. As a Commission with fewer than a dozen members, the ESTC shall utilize the Rules for Small Boards, as described in *Robert's Rules of Order, Newly Revised* (10th edition, pages 470-471). The rules governing such meetings are different from the rules that hold in assemblies, in the following respects:
- i) Members are not required to obtain the floor before making motions or speaking, which they can do while seated.
 - ii) Motions need not be seconded.
 - iii) There is no limit to the number of times a member can speak to a question, and motions to close or limit debate generally should not be entertained.
 - iv) Informal discussion of a subject is permitted while no motion is pending.
 - v) Sometimes, when a proposal is perfectly clear to all present, a vote can be taken without a motion's having been introduced. Unless agreed to by general consent, however, all proposed actions of a board must be approved by vote under the same rules as in an assembly, except that a vote can be taken initially by a show of hands, which is often a better method of such meetings.
 - vi) The chairman need not rise while putting questions to vote.

Carol Evans, Chair

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Mark Danes, Vice Chair

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Robert Lentz

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Lisa LaMontagne

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Andrew Barbour

Paige Addison

not in attendance

Therese Hamilton

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not in attendance

Dave Burden

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Addendum A

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A. Commission Funding

The ESTC receives its funding from the following sources:

- i) Accomack and Northampton counties
- ii) Incorporated towns
- iii) Listing and promotional fees
- iv) Available grants
- v) Fund-raising

B. County Funding

Accomack and Northampton County use different mechanisms to fund the ESTC. The level of funding and the source of those funds are determined by each county and are liable to change.

(i) Accomack County funds the ESTC from its General Fund. The amount of money appropriated for the ESTC is decided through the county's annual budget process and the funds are released to the ESTC quarterly. No formula is currently used to determine the level of funding, and there is no relationship between funding and the county's Transient Occupancy Tax receipts.

(ii) Northampton County funds the ESTC from the revenues generated by the 3% Transient Occupancy Tax (TOT) increase enabled by the State Legislature and adopted by county ordinance in 2007. All revenues generated by this 3% will be remitted to the ESTC.

Because Transient Occupancy Tax receipts fluctuate from year to year, and because the ESTC must know its level of funding to establish its budget for the fiscal year, Northampton County will release the TOT funds according to the following formula:

- a) 75% of the estimated annual TOT receipts will be appropriated by Northampton for the ESTC and released on a quarterly basis. The estimate of TOT receipts will be based on TOT receipts from the previous fiscal year.
- b) At the end of the fiscal year, when the county has finalized TOT receipts for the year, the remaining money will be released to the ESTC. In an agreement between the county and the ESTC, the ESTC agrees to spend this remaining money on tourism-infrastructure improvements within Northampton County, ~~except in the following circumstance: If TOT receipts fall to a level where the combination of Northampton County's initial appropriation (75% of estimated TOT receipts) and contributions from incorporated towns within Northampton County falls below the agreed funding to membership ratio for the ESTC, the ESTC will make up the shortfall in its operating budget from the remaining 25% before using these funds for tourism infrastructure improvements in Northampton County.~~
- c) Only projects listed on Northampton County's Tourism Infrastructure Plan are eligible for funding from the final end-of-year funding settlement by Northampton County.

- d) In order to form a more accurate estimate of the budget for the following Fiscal Year, the Director shall contact the Finance Director of Northampton County quarterly to receive an update on TOT receipts.

~~C. Town Funding~~

~~Unless otherwise negotiated as part of an annexation agreement, incorporated towns do not remit any Transient Occupancy Tax receipts to the counties. Accordingly, the Director shall make an annual funding request to each incorporated town on the Eastern Shore of Virginia that has existing or planned tourism interests. Funds received from incorporated towns shall count toward the total amount of funds provided by each county in calculating Commissioner representation on the ESTC.~~