

**BYLAWS
MONTGOMERY TOURISM DEVELOPMENT COUNCIL**

**ARTICLE I
THE COUNCIL**

SECTION 1. NAME. The name shall be the Montgomery Tourism Development Council, hereafter referred to as the MTDC. The MTDC was created pursuant to Section 4(a) of the Organizational Cooperative Agreement between Montgomery County and the Towns of Blacksburg and Christiansburg for the Creation and Implementation of a Joint Tourism Program.

SECTION 2. PURPOSE. The purpose of the MTDC is to provide guidance to the Operating Board and tourism staff in the development and implementation of an ongoing tourism program. The MTDC shall be advisory in nature and shall assist with the elements and components required to maintain the tourism program such as an accredited tourism community, a current tourism marketing plan, community profile, and other related requirements.

**ARTICLE II
MEMBERSHIP**

SECTION 1. MEMBERS. The MTDC shall consist of nine (9) voting members who shall be residents of the county, or who are employed or operate businesses in the hospitality industry in one of the localities, and one (1) ex-officio, non-voting member representative of Virginia Tech:

- 1 member shall be a member of the Board of Supervisors, appointed by that body;
- 1 member shall be a member of the Blacksburg Town Council, appointed by that body;
- 1 member shall be a member of the Christiansburg Town Council, appointed by that body;
- 1 member shall be appointed by the Montgomery County Chamber of Commerce;
- 5 remaining members shall be appointed jointly by the Montgomery County Board of Supervisors, the Blacksburg Town Council, and the Christiansburg Town Council. These appointees shall be owners, operators, or employees from local hotels, restaurants, and attractions;
- 1 representative from Virginia Tech will be included as an ex-officio, non-voting member, and will be designated by Virginia Tech.

SECTION 2. TERM OF OFFICE. The terms of all members shall be two (2) years, except for the Chamber of Commerce representative who shall be the Chamber's past president and shall be appointed annually, and except the initial term for the Board of Supervisors appointee and for three of the committee appointees shall be for one year to ensure that all terms do not expire at the same time.

SECTION 3. VACANCIES

(a) Vacancies of Political Subdivision Appointees by Expiration of Term. Upon the expiration of the term of an MTDC member, the governing body of the participating political subdivision represented by that appointee shall reappoint the member or appoint a replacement member as its representative. The expiration of an elected official's term of office shall constitute a voluntary resignation from the MTDC.

(b) Vacancies of Political Subdivision Appointees by Resignation. Upon the resignation of any member appointed by a political subdivision, the governing body of the political subdivision shall appoint a member to fill the unexpired term.

(c) Vacancies of the Appointed Members. Upon the expiration of the term of an appointed member, the MTDC shall appoint a member for approval of the governing bodies of each participating political subdivision.

(d) Vacancies of the Appointed Members by Resignation. Upon the resignation of the appointed member, the MTDC shall appoint a member for approval of the governing bodies of each participating political subdivision to fill the unexpired term.

SECTION 4. CONFLICT OF INTEREST

Each member of the MTDC is obligated to disclose any potential conflict of interest in any transaction of the MTDC. Any conflicted member may not participate in the consideration of, or vote on, the transaction, may not attempt to influence any member of the MTDC or party to the transaction, and may not act directly or indirectly for the MTDC in inspection, operation, administration or performance of any contract related to the transaction.

ARTICLE III MEETINGS

SECTION 1. REGULAR MEETINGS. Regular meetings for the transaction of the business of the MTDC shall be held at such time and place as the MTDC may from time to time determine. The MTDC shall hold at least one regular meeting per year as its annual meeting, which shall be held at such time and place as the MTDC may designate. The annual meeting shall be for the purpose of election of officers, and for such other purposes as the MTDC may determine.

SECTION 2. SPECIAL MEETINGS. Special meetings of the MTDC may be called by, or at the request of, the Chairman of the MTDC or of any two members of the MTDC, and shall be at such place as the Chairman or such two members determine. At least two days' prior notice of any special meeting shall be distributed in writing by personal delivery, regular mail, or electronic mail to each member. The business to be transacted at the meeting must be specified in the notice.

SECTION 3. QUORUM. A quorum shall be required for the transaction of business at any regular or special meeting of the MTDC. A majority of the members of the MTDC shall constitute a quorum. No vacancy in the membership of the MTDC shall impair the right of a quorum to exercise all the rights and perform all of the duties of the MTDC.

SECTION 4. MAJORITY VOTE. An act of a simple majority of the members of the MTDC at a meeting at which a quorum is present shall be the act of the MTDC. After due debate, the vote shall be recorded upon all resolutions or amendments thereto presented at any meeting of the MTDC by the Secretary or the Secretary's designee.

SECTION 5. OPEN MEETINGS. The MTDC shall follow an open meeting policy, which shall require that the meetings of the MTDC and its committees shall be open to the public consistent with the open meeting laws of the Commonwealth of Virginia. Exceptions may be made when deemed necessary, in which case the MTDC may go into closed meeting when the provisions of the Virginia Freedom of Information Act are applicable and adhered to.

SECTION 6. BOOKS AND RECORDS. The Director of Tourism, or designee, shall keep minutes of the proceedings of the MTDC at all regular and special meetings and shall keep a record showing the names and addresses of its members. Such books and records shall be maintained in the office of the Director of Tourism.

SECTION 7. MEETING AGENDAS AND MEETING NOTICES. Meeting agendas and meeting notices shall indicate the time, date, and place of the meeting and indicate all subject matters intended for consideration at the meeting.

SECTION 8. PARLIAMENTARY AUTHORITY. The rules contained in *Roberts Rules of Order*, latest revised edition, shall govern the parliamentary procedure of the meetings in all cases in which they are not inconsistent with these bylaws.

ARTICLE IV OFFICERS

SECTION 1. OFFICERS AND THEIR SELECTION. The officers of the MTDC shall consist of a Chair, a Vice Chair and a Secretary. The members of the MTDC shall elect a Chair and a Vice Chair from the MTDC membership at their organizational meeting each year. The Chair and Vice Chair shall serve for one (1) year or until his/her successor shall take office. The Director of Tourism shall serve as Secretary to the MTDC.

SECTION 2. DUTIES OF THE OFFICERS

(A) Duties of the Chair:

- (1) Preside at all meetings**
- (2) Appoint committees, special and/or standing**

- (3) Rule on all procedural questions (subject to a reversal by a two-thirds (2/3) majority vote of the members present)
- (4) Represent the MTDC before the Montgomery Tourism Operating Board (MTOB)
- (5) Carry out other duties as assigned by the MTDC

(B) Duties of the Vice Chair:

- (1) In the absence of the Chair, the Vice Chair will assume the Chair's responsibilities
- (2) If neither the Chair nor the Vice Chair is available for a meeting, then the assembled members will select a temporary Chair to conduct the meeting

(C) Duties of the Secretary:

- (1) Keep a written record of all business transacted by the MTDC
- (2) Keep a file of all official records and reports of the MTDC
- (3) Certify all records and reports of the MTDC
- (4) Give notice of all meetings
- (5) Attend to the correspondence of the MTDC
- (6) Keep a set of minutes
- (7) Carry out other duties as assigned by the MTDC

**ARTICLE V
AUTHORITY TO ADOPT AND AMEND BYLAWS**

SECTION 1. AUTHORITY TO ADOPT BYLAWS. The Organizational Cooperative Agreement Between Montgomery County and the Towns of Blacksburg and Christiansburg for the Creation and Implementation of a Joint Tourism Program grants the MTDC powers to adopt bylaws for the regulation of its affairs and the conduct of its business.

SECTION 2. AUTHORITY TO AMEND. The Bylaws of the MTDC may be amended by the affirmative vote of a majority of the members of the MTDC.

APPROVED on this 19th day of January, 2012.



F. Craig Meadows, County Administrator



Marc Verniel, Blacksburg Town Manager



Barry Helms, Christiansburg Town Manager