

MOAB AREA TRAVEL COUNCIL ADVISORY BOARD BYLAWS

Article I – Purpose, Memberships, and Rules

Section 1 – Purpose

The purpose of the Moab Area Travel Council Advisory Board is to provide recommendations concerning the promotion and creation of recreation, tourism and conventions in Grand County and the Canyonlands Region for consideration by the Grand County Council.

The Travel Council Advisory Board develops and submits a recommended marketing budget and plan to the Grand County Council as requested by the Grand County Council.

The Travel Council Advisory Board attempts to reflect the interests of the County as a whole. The Board will advise the Director as necessary.

The Travel Council Advisory Board shall serve as the Tourism Tax Advisory Board advising the County Council on the best use of revenues collected from TRT and TRCC taxes.

Section 2 – Compliance

The Bylaws of the Board of Directors of the Moab Area Travel Council Advisory Board, hereinafter referred to as the “Board”, shall be approved by the Grand County Council and are intended to comply with current county ordinances dealing with the Travel Council. Should any part of the Bylaws be deemed to be in conflict with either the county ordinance or the Utah state statute, the higher authority will prevail.

Section 3 – Memberships

Membership of the Board shall consist of seven individuals appointed by the Grand County Council, for a term of 4 years, including one member appointed by the Chamber of Commerce Board of Directors from the Moab Chamber of Commerce.

Any Board member, including the Chairman, may be removed from the Board, or suspended therefrom by the Grand County Council at a duly constituted and conducted meeting of the Board of the County Council. Such suspension or removal may be with or without cause, and the person suspended shall be given an opportunity to be present, and to be heard at the meeting. Sufficient advance notice of the proposed suspension or removal will be given to enable him/her to prepare a suitable response thereto.

The Board may consist of liaisons from within the county. Liaisons will be part of the discussion, but will not have a vote in voting matters. The same requirements that apply to regular Board members will apply to liaisons.

Section 4 – Meetings

At least one regular scheduled meeting shall be held each month.

The Board shall conduct official business in open and public meetings. Discussion of business matters should be in compliance with the “Open and Public Meetings Act,” with the exception of certain matters that may be discussed in “closed meetings.” Closed meetings should be limited to discussion as defined in state code.

Annual notice of regular public meetings should be printed in the public press with dates, times, and places of meetings specified. If emergency meetings are required, public notice should be made in the most

practical manner.

Section 5 – Quorum and Voting Majority

In order to act on a motion or to make any decision, the number of voting members (including the chairman) at a meeting must constitute a quorum. A quorum shall constitute the next highest whole number of the voting members divided by two. (A quorum of seven voting members is four.)

A “majority” of votes cast is required to pass those motions not specified to require a “two-thirds majority.”

A “majority” is defined as the next highest whole number above the quotient of votes cast divided by two.

A “two-thirds majority” is defined as the next highest whole number above the product of the votes cast times the fraction two-thirds (2/3). For example, with seven votes cast, the two-thirds product is the number 4.67, and five votes (the next highest whole number) are required to make a “two-thirds majority.”

Section 6 – Minutes

All public meetings shall be recorded by written minutes of the meeting, to include the following:

- A. The date, time and place of the meeting.
- B. The names of the members present and absent.
- C. The substance of all matters proposed or decided and a record by individual of the votes taken.
- D. The names of all citizens who appeared and a summary of their testimonies.
- E. All motions and action items.
- F. Any other information a member requests to be entered into the minutes.

The minutes of a closed meeting shall conform to state law.

Section 7 – Rules of Order

Meetings shall be conducted under parliamentary procedure, using Robert’s Rules of Order, Revised, as the authority.

Section 8 – Agenda

An agenda shall be prepared by the Director and Chairman and furnished to each member and posted to the public at least 24 hours before meeting time. The agenda should show all items in proper order, according to the order of business. The Board must vote a time extension in order to continue beyond the approved time for adjournment.

The agenda officer shall be the Chairman, and he/she must approve and authorize any agenda item. Any member may submit an item for consideration on the agenda, if offered in a timely manner and approved by the Chairman.

The Board must not act on items not on the agenda; to do so is contrary to the provisions of the law. No action may be taken in a closed meeting.

Section 9 – Order of Business

Meetings are to be presided over by the Chairman, or, in his/her absence, the Vice-Chairman or other designate. The board should conduct business in the order stated in the agenda unless deviations are approved by the Board to expedite the completion of the agenda. The following guidelines are suggested:

- A. Begin the meeting on time
- B. Distribute copies of previous minutes and other correspondence and reports to the Board as far in

- advance as possible.
- C. Delegate as much review of work as possible to committees or officers for consideration where appropriate.
- D. Concentrate on board policies, and seek to spend discussion time in proportion to the importance of the issue.
- E. Keep discussion to the point and under control.

When discussion strays, the Chairman or presiding officer may call for order, or any member of the Board may call for “a point of order,” which is a privileged motion, to get the discussion back in control.

A meeting cannot be declared adjourned without a motion and a second.

Section 10 – Role of the Chairman

The Chairman, or his/her substitute, is to preside over meetings and to do the following:

- A. Encourage discussion.
- B. Receive motions that are in order or, if out of order, suggest when the motions might be appropriate.
- C. Restate motions.
- D. Suggest motions.
- E. Keep order.
- F. Call for the vote on any motion.
- G. Adhere to the order of the business.
- H. Call for committee and other reports.

The Chair should require that Board members address the Chair when making motions or seeking recognition to engage in discussion. The Chair may rule any motion out of order or may refuse to consider any motion. To appeal an adverse decision of the Chair, any member may call for an “appeal from the decision of the Chair”. A majority vote is required to overrule the Chair.

The Chair may, if hearing no objection, declare minutes or other motions passed or approved by unanimous consent.

Article II – Duties of the Board

Section 1 – Officers of the Board

The Board shall nominate and elect officers of the Board each January at the first meeting after new appointments to the Board are in effect. Elected offices shall include a Chairman and a Vice-Chairman. To be elected, an officer must receive a majority of the votes cast. Terms of office are one year. Appointed Chamber of Commerce representatives shall not be eligible for Chairman or Vice-Chairman. If an office becomes vacant during the year, the Board may elect a replacement to serve the remainder of the term.

Section 2 – Duties of the Chairman

In addition to the Chairman’s duties in presiding over meetings (Article 1, Section 10), the Chairman shall:

- A. Conduct an orientation session for all new Board members during the first month of their appointment.
- B. Appoint committees as needed.
- C. Attend County Council meetings when needed.
- D. Act as liaison with other community boards and interests and assign Board members to serve on these boards as necessary.

- E. Enforce the Bylaws of the Moab Area Travel Council Advisory Board.
- F. Represent the policies established by the Grand County Council.
- G. Act as spokesperson to the County Council on critical issues.

Section 3 – Duties of the Vice-Chairman

The Vice-Chairman shall:

- A. Stand in the stead of the Chairman when needed.
- B. Assist the Chairman in all ways possible.
- C. Act as Chairman when the Chairman is absent or when he/she delegates that authority.

Section 4 – Duties of Members of the Board

Members of the Board shall:

- A. Accept committee assignments.
- B. Avoid major conflicts of interest by abstention from the vote on any motions that would involve direct financial payment or contractual relations between the Travel Council and a Board Member (or member of his or her immediate family), or between the Travel Council and any corporation or business in which he or she is an employee or functionary.
- C. Give direction to the Travel Council Director concerning expenditure of TRT and TRCC funds for advertising and marketing as approved by the County Council.
- D. Establish marketing strategies and direct the Travel Council Director on how to carry out those strategies.

Members of the Board shall not, as individuals, direct the appointment to or removal from office of any employee, nor interfere with the duties or performance of any county employee including the Executive Director.

Except when acting on Travel Council business in a regular Board meeting or as a member of an authorized committee, Board members have no privileges beyond those of other citizens to records, materials, or brochures that belong to the Travel Council.

To remain in good standing, Board members must attend regularly scheduled meetings in compliance with the following guidelines:

- A. A Board member that is absent for more than three (3) of the regularly scheduled meetings in a year, without being excused for official County or Travel Council business, will be automatically dismissed from the Travel Council Advisory Board. Meetings that are changed or rescheduled after the official dates have been posted for the year do not apply towards attendance requirements.
- B. If a Board member has attended two committee meetings, as a committee member, this would excuse one (1) absence from the regularly scheduled meetings, which is a privilege that could be taken advantage of only one time per year, per member.
- C. A Board member may attend a regularly scheduled meeting via electronic means in accordance with Grand County Resolution #2944 and by notifying the Travel Council staff at least 2 hours prior to the meeting in question, which would also allow the Member the ability to garner the necessary information for the Board member to use to call in. This will be effective only if there is a quorum present at the anchor location.
- D. A Board member must be present at each meeting through at least three quarters of the scheduled agenda to constitute a presence.
- E. A dismissed Board member remains eligible to apply for a Board vacancy.

Section 5 – Duties of the Tourism Tax Advisory Board

Members of the Board Shall:

- A. Advise the County Council on the best use of revenues collected from:
 - 1. The Transient Room Tax
 - 2. The Tourism, Recreation, Cultural and Convention Facilities Tax
- B. The Tourism Tax Advisory Board shall, in conjunction with the Travel Council Director, prepare an annual budget for promotion of recreation, tourism, and conventions and shall submit said budget to the County Council for approval as requested by the Grand County Council.

Article III – Operating Procedures

Section 1 – Personnel Policies and Procedures

Travel Council employees are county employees and answer to the Director, who is their immediate supervisor. Board members should not be involved in the daily operations of the Travel Council and are prohibited from directing any Travel Council employees.

The current version of the County Employment Policies and Procedures manual shall be used to govern the wage rates, vacations, retirement plans, and other fringe benefits of all Travel Council employees.

Section 2 – Travel

Travel for Travel Council business by Board members must have prior approval of the Board, normally at a regular meeting. In case travel needs arise unexpectedly, approval may be made by a majority of the voting members of the Board. The use of “Travel Authorization Form(s)” showing mileage, purpose and anticipated expense is recommended. All reimbursable expenses must be documented on an expense-account form and approved by the Board for reimbursement. Grand County policies with respect to travel shall apply.

Section 3 – Purchases

County policies and state statute must be followed with respect to bidding requirements and the purchase of capital equipment and large expense items. Purchases and awards should be made to the bidder who best meets the requirements of the bid request. Local vendors should be favored whenever possible when not to the disadvantage of the Travel Council.

Article IV – Financial

Section 1 – Purpose

Due to a provision of law, Grand County, annually, through public hearing, sets both the revenue and expense for the Travel Council Department as part of the county budget. For the purpose of annual promotional planning and financial control, a recommended budget shall be prepared and submitted to the Grand County Council for approval at least annually and revised periodically.

The budget submitted for approval should be consistent with county procedures. It should be prepared by the Executive Director with input from the Advisory Board and should contain the following provisions:

Revenue by source

Expense by category, such as Administration, Promotion, etc.

Promotional budgets may be broken down further as to advertising, publications, and brochures, and reasonable efforts should be made to evaluate the effectiveness of such expenditures.

The Grand County Clerk/Auditor is charged with maintenance of internal control and with recordkeeping requirements of the law.

Article V – Bylaws Revision

Section 1 – Suspension of the Rules

In the event of unforeseen circumstances that render these Bylaws encumbering, the Bylaws of the Travel Council may be suspended as provided for in Robert’s Rules of Order, Revised.

Section 2 – Revision

Revisions of the Bylaws must be approved by the Grand County Council.