

BY-LAWS OF THE ASCENSION PARISH TOURISM COMMISSION

ARTICLE I

Name

The organization shall be called the Ascension Parish Tourism Commission (hereinafter referred to as the “Commission”)

ARTICLE II

Purpose

The purposes of this Commission shall be: (1) To encourage the Parish and Civic Community to create an atmosphere conducive to Tourism and the Commission should be apprised of those activities of tourist interest; (2) To aid and promote these activities; (3) To represent the Parish Business and Civic Community in an organized and non-profit basis, for soliciting and servicing conventions for the promotion of visitor activity within Ascension Parish; (4) To develop and carry out programs designed to promote Tourism in the area of Ascension Parish as provided in Act 19 of the Louisiana Legislature of 1975 (R.S. 33:4574).

ARTICLE III

Domicile

The Commission shall be domiciled in the Parish of Ascension, Louisiana, and it shall have authority to sue and be sued, to accept grants of donation of every type, to make capital improvements for the purpose of obtaining Federal Funds, to do all things necessary for the promotion and advertisement and publication of information relating to tourist attractions within its jurisdiction. However, the Commission shall not exercise any function, which results in competition with local retail businesses or enterprises. The Director for Ascension Parish Tourism Commission is the Custodian of Public Records for the Commission.

ARTICLE IV

Section 1. Terms

The Commission members shall be appointed for a term of three (3) years staggered. The Commissioners shall be appointed by the Ascension Parish Council from nominations received from private non-profit groups interested in the promotion of Tourism. No Commissioner can serve more than two (2) consecutive terms. Following the expired terms, he or she must wait a period of no less than three (3) years before reapplying to the board. He or she may be allowed to serve in a voluntary or advisory capacity as agreed upon by the Commission. All appointees are to be given APTC Bylaws. Each appointee must sign a declaration page stating they have read and fully understand all rules and regulations and expectations of the Bylaws contained herein.

Section 2. Officers

The officers of the Commission shall be Chairman, Vice-Chairman, Secretary, and Treasurer. The offices of the Secretary and Treasurer may be combined if the Commission so elects. The officers shall be elected at the annual meeting in January of each year to serve a term of one (1) year. All officers shall take office immediately after being elected in the following order: Chairman, Vice-Chairman, Treasurer and Secretary. Vacancies shall be filled in the same manner as originally elected to serve the remaining portion of the resigned's term.

Section 3. Chairman

The Chairman shall officiate at all meetings of the Commission. The Chairman and/or Treasurer shall sign all necessary checks, binding contracts, and conveyances as approved by the Commission. The Chairman, Treasurer, Vice Chairman, or Director may approve up to \$500 per month in expenditures, if funds are readily available in the yearly budget. This will exclude all binding contracts which must be signed by the Chairman or Treasurer. The Chairman shall sign the minutes along with the Secretary.

Section 4. Vice-Chairman

The Vice-Chairman shall take upon all duties of the Chairman in the Chairman's absence. However, should the Chairman and Vice-Chairman both be unavailable to officiate at any meeting, then the Treasurer, or in his/her absence, the Secretary shall chair the meeting, or the Secretary/Treasurer if the positions are combined. The Vice-Chairman, as an authorized signer, shall have the authority to sign checks up to and co-sign checks with the Chairman or Treasurer for checks over \$500.00.

Section 5. Treasurer

The Treasurer will be responsible for the Finances of the Commission including preparation of amended and yearly budget, monitoring the budget throughout the budget year and timely collection of revenues, to work with Director and Auditor to insure State Legislative compliance, and shall serve as Chairman of the Finance Committee, and shall sign all necessary checks and conveyances as approved by the Commission. The Treasurer, Chairman, and Vice-Chairman have authority to sign checks under \$500.00. Two of the three signatures are required for checks over \$500.00. In addition, the Treasurer, Chairman and Director may approve up to \$500.00 in expenditures, if funds are readily available in the yearly budget. This will exclude all binding contracts which must be signed by the Chairman or Treasurer.

Section 6. Secretary

The Secretary shall sign the minutes and other necessary documents requiring witness.

Section 7. Director

The Director shall be appointed by the Commission to serve at the pleasure of the Commission. The Director shall carry out all duties at the request of the Commission through the Chairman or his/her Designee. Director will be the official recorder of minutes for quarterly board and scheduled committee meetings, and shall present Commissioners with a draft copy for their review within 2 weeks following the meeting. The duties of the Director shall include: the advancement of the mission and image of the Commission and Tourism as directed by the Board through the Chairman and/or Personnel Committee; professional leadership for staff and volunteers; presentation of budget for the Commission's approval; assist Personnel Committee with the staff and training thereof; responsibility for all official correspondence and communication; submitting to the Commission through the Finance Committee, a quarterly financial statement covering the preceding quarter and year-to-date; distributes all financial reports, and/or financial correspondence as defined by the Finance Chairman; builds a strong working relationship with all Tourism Partners and neighboring CVB's; any other duties approved by the Commission and communicated through the Chairman.

ARTICLE V Executive Committee

The Executive Committee shall be the elected officers and shall act for the Commission on matters demanding attention between board meetings of the Commission. Three members are required for a quorum of the Executive Committee. Executive Committee is responsible for implementation and monitoring of the working and operational Business and Marketing/Advertising Plan.

ARTICLE VI Staff

The Commission shall have the authority to hire full or part time professional staff Personnel to administer and manage the affairs of the Commission as directed by the Board of Directors through the Director. Such personnel and their salary must have prior approval of the Commission in accordance with the APTC's yearly approved budget.

ARTICLE VII Meetings

Section 1. Frequency

The regular meeting of the Commission shall be held on Tuesday of the 2nd full week of the beginning of each quarter unless otherwise ordered by the Executive Committee.

Section 2. Time and Place

The meeting time shall be on Tuesday of the 2nd full week of the beginning of each quarter at 6:00 p.m. at the Ascension Parish Tourism Center in Sorrento, Louisiana unless otherwise ordered by the Executive Committee.

Section 3. Special Meetings

The Commission may convene for “Special Meetings” whenever the Chairman or any three (3) Commissioners notify the remainder of the Commissioners. The purpose of the meeting shall be stated in the call.

Section 4. Quorum

A quorum is present when a majority of the appointed Commissioners are present. Approval of matters by the Commission requires a majority of those present.

Section 5. Notice (Spacing)

Notice of Special and Executive Committee meetings shall be given to members not less than twenty-four (24) hours before the time of the meeting. An Executive Committee meeting can be called by either the Chairman or Vice-Chairman.

Section 6. Attendance

Any Commissioner who misses two (2) regularly scheduled meeting, within a twelve (12) month period, shall submit a resignation for the good of the organization, or shall submit a request for exemption in case of hardship. If neither is forthcoming, an Executive Committee will be called to discuss a recommendation for the Board and Parish Council regarding the resignation or termination of member in question. After the Executive Committee meeting the item shall be placed on the agenda at the next regularly scheduled meeting for Board Resolution.

Section 7. Interruption of Business

The business of the Commission shall not be interrupted, defined as any official meeting of the Board, Executive Committee or any other Committee of the Commission. No person or group shall be allowed to address the Commission to address issues not on the agenda. A unanimous vote of those present will be necessary to add an item to the agenda.

Section 8. Motions

All motions made shall be read aloud.

Section 9. Time Limitation

When a member of the Commission addresses a particular issue, he or she has the floor for a maximum of 5 minutes per Agenda Item. Visitors wanting to contribute have 3 minutes to speak per Agenda Item. Visitor comments are to be offered for contribution to Agenda Items as requested in their completed Visitor Comment card and are limited to comments only.

ARTICLE VIII Committees

Section 1. Appointment

The Chairman may designate such Committees as deemed necessary. The Chairman shall appoint the Chairman of all Committees and their members except Finance Committee Chairman as it is delegated to the Treasurer. Committees report to the Chairman of the Commission. However, Committee recommendations must be approved by the Commission.

Section 2. Standing Committees

A. Finance Committee

The Finance Committee Chairman shall be the Commission Treasurer. The mission of this Committee is to work with the Personnel and Advertising/Marketing Committees to develop an appropriate and balanced budget each fiscal year designed to carry out the goals and objectives set forth by APTC to market and advertise Ascension Parish Tourism Partners locally, regionally, nationally and internationally. The Finance Committee shall meet with the Director; as set by the Finance Chairman to review all financial transactions of the Commission. It is the Director's responsibility to organize and schedule these meetings at the request of and convenience of the Committee Members.

B. Personnel Committee

The mission of this Committee is to provide oversight and assistance in following policy and procedures regarding personnel to ensure the effective and efficient operation of the Tourism Commission. The Personnel Committee shall meet with the Director in accordance with the procedures as outlined in the Commission's Employee Policy and Procedures Manual. Any concerns or complaints regarding Commission personnel will be directed to the Chairman of the Personnel Committee or Board Chairman. The Personnel Committee Chairman and the Director shall review the concern or complaint, and then recommend appropriate actions if necessary. It is the Director's responsibility to organize and schedule these meetings at the request of and convenience of the Committee Members.

C. Advertising / Marketing Committee

This Committee is entrusted with fulfilling the Commission's primary objective as outlined in Act 19 of the Louisiana Legislature of 1975 (R.S. 33:4574). The mission of this Committee is to provide oversight and assistance in securing opportunities to Market and Advertise Ascension Parish Tourism Partners consistent with the goals and objectives set forth by the Tourism Commission. The Advertising/Marketing Committee shall meet with the Director as set by the Marketing Chairman to review all Advertising/Marketing transactions of the Commission. It is the Director's responsibility to organize and schedule these meetings at the request of and convenience of the Committee Members. The Committee Chairman and Director are responsible for regular interaction with Marketing/Advertising partners, vendors and contractors. The Committee Chairman, Committee Members, and Director are responsible for completing a yearly marketing plan by fourth quarter of the current year for the next fiscal year, in accordance with the yearly budget.

ARTICLE IX Budget

The Director shall annually prepare a budget to be approved by the Finance Committee and the Commission. The fiscal year shall be from January 1 through December 31 of each year. The proposed budget shall be presented to the Commission at the beginning of the fourth quarter of the current fiscal year so that it can be presented to the Ascension Parish Council.

Section 2. Annual Audit

The books of the Commission shall be audited by an independent Certified Public Accountant annually and said accountant shall submit a written report of his audit to the Commission. Such a report shall be furnished not less than thirty (30) days prior to the submission by the Commission of its proposed budget.

ARTICLE X Amendments

These By-Laws may be amended by two-thirds (2/3) vote at any regular meeting of the Commission. Minimum of seven (7) days written notice of intention to consider any proposed amendment must be given to all Commissioners.

ARTICLE XI
Authority

The Commissioners have the privilege to serve the Parish of Ascension to promote Tourism and visitation to Ascension Parish and the economic impact thereof; and the responsibility to give guidance and direction to the Director.

Commissioners taking official actions on behalf of the Commission must have approval from the Commission. Commission members taking actions not approved by the Commission will be subject to censure by the Commission, with any ruling approved by a two-thirds (2/3) vote of the Commission.

Depending upon the severity or frequency of inappropriate actions, Commissioners may be requested to submit a resignation for the good of the organization.

Robert Rules of Order (New Revised) shall be the governing authority in matters not consistent with these bylaws and special rules of order the Commission may adopt.

Adopted by unanimous vote of the Commissioners of February 13, 1992.

Amended by unanimous vote of the Commissioners on June 22, 1995.

Amended by unanimous vote of the Commissioners on May 27, 1997.

Amended by unanimous vote of the Commissioners on January 12, 1998.

Amended by unanimous vote of the Commissioners on June 12, 2000.

Amended by unanimous vote of the Commissioners on July 25, 2005.

Amended by unanimous vote of the Commissioners on December 4, 2006.

Amended by majority vote of the Commissioners on June 23, 2009.

Amended by majority vote of the Commissioners on February 9, 2010.

Amended by majority vote of the Commissioners on September 21, 2011

Amended by majority vote of the Commissioners on November 19, 2012