

**CLACKAMAS COUNTY
TOURISM DEVELOPMENT COUNCIL**

**BYLAWS
Amended September, 2015**

**ARTICLE 1
Definitions**

1.1 Definitions:

In these Bylaws and in any procedures, policies or rules instituted by the Tourism Development Council of Clackamas County, Oregon, unless the context or the subject matter otherwise require, the following definitions apply:

1.1(a) "TDC" shall mean the Clackamas County, Oregon Tourism Development Council, as it is then comprised.

1.1 (b) "Ordinance" shall mean the Transient Room Tax ordinance as approved by the voters of Clackamas County Oregon on June 30, 1992 and as may thereafter be amended, restated or otherwise changed.

1.1 (c) "Chair" shall mean the person elected by the members of the TDC to serve as the chair of the TDC.

1.1 (d) "Vice-Chair" shall mean the person elected by the members to the TDC to serve as the vice-chair of the TDC.

1.1 (e) "Executive Committee" shall mean the TDC officers and one TDC member at large as selected by the Board.

1.1 (f) "Board of County Commissioners" shall mean the then constituted Board of County Commissioners for Clackamas County Oregon.

1.1 (g) "Member" shall mean any appointed member of the TDC.

1.1 (h) "Executive Director" shall mean the individual who serves as the head of staff and operations of the Tax Revenue Sharing authority as outlined in the Ordinance.

1.1 (i) "Policy of the TDC" or "Policy" shall mean those rules and procedures, which the TDC adopts as designated policy.

ARTICLE 2

Purpose of the TDC

- 2.1 Purpose. The Purpose of the TDC shall be to implement the directive of the Ordinance, which is as follows: to oversee the development and promotion of tourism and conventions in Clackamas County. Additionally, the TDC is to develop, adopt, and implement, subject to the Board of County Commissioners' approval, a Tourism Development and Promotion Master Plan.

ARTICLE 3

Responsibilities of the TDC

- 3.1 Responsibilities. The TDC is responsible for policy development, oversight and management of operations, and the expenditure of funds derived from the County Transient Room Tax as authorized in the Ordinance and in accordance with the Tourism Development and Promotion Master Plan.

ARTICLE 4

Members of the TDC

- 4.1 Members. The members shall be appointed and may be removed by the Board of County Commissioners. The TDC shall make recommendations for new TDC members to the Board of County Commissioners. The membership of the TDC shall be comprised of at least four representatives of the lodging industry.
- 4.2 Terms: Each TDC member is appointed to serve a three-year term; and may serve another consecutive three-year term. Members may also be appointed to fulfill the remaining term of another TDC member in addition to their full term. After at least one-year after completion of a full term (6 years), a former TDC member may be reappointed to serve on the TDC.
- 4.3 Resignation. Resignation occurs upon written notification to the TDC Chair and is effective upon receipt of said written notification. The TDC Chair shall notify the BCC of the resignation. Such notification may be delegated by the Chair to the Executive Director.
- 4.4 Vacancies. Vacancies on the TDC exist only after declared by the TDC and irrespective of how they arise, shall be filled by the Board of County Commissioners.
- 4.5 Rights of Members. All members shall have equal rights and privileges except as otherwise provided by these Bylaws or the Policies and

Procedures of the TDC. Members shall not represent nor speak for the TDC unless authorized by the Chair to do so.

- 4.6 Payments. The Members shall serve voluntarily and are not entitled to salary. The TDC may establish a reimbursement policy for necessary expenditures for the TDC.

ARTICLE 5

Officers of the TDC

- 5.1 Officers. The officers of the TDC shall be the Chair, Vice Chair and one other Board member as selected by the Board. Together these Officers serve as the Executive Committee.
- 5.2 Duties of the Executive Committee. The Executive Committee shall oversee matters related to the operations and management of the Ordinance, and shall have the authority to exercise the power of the TDC between meetings of the TDC provided that the action shall not be inconsistent with any action taken or any policy previously adopted by the TDC and shall report any actions taken by the Executive Committee to the Board at its next regularly scheduled meeting. The Executive Committee shall prepare policy in conjunction with the Executive Director for the Board to review and adopt as the Board sees fit. The Executive Committee will serve as the liaison to the Executive Director by providing counsel, feedback, and support including but not limited to facilitating annual reviews, reviewing compensation and benefits; advising on personnel matters; and reviewing and approving personnel policies as recommended by the Executive Director. The Executive Committee shall also oversee budget preparation, financial planning and propose a budget for the Board's approval that reflects the goals and priorities as set out in the Master Plan.
- 5.3 Duties of the Chair. The Chair shall preside at all meetings of the TDC and the Executive Committee. The Chair shall work with staff and approve the agenda for the meetings. The Chair shall perform such other duties as may be directed by the TDC.
- 5.4 Duties of the Vice Chair. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall perform such duties as directed by the TDC.
- 5.5 Election of the Officers. The Chair, Vice Chair and Executive Committee Member-at-large shall be elected each year from the members by a majority vote of the members voting on the question. Election of officers

shall be held no later than the last regular meeting of the TDC of each fiscal year. Those elected shall take office at the first meeting of the new fiscal year and hold such office until a successor is elected, until their resignation or until they are removed from office. The Policies and Procedures of the TDC shall establish eligibility for officer positions.

- 5.6 Officer Vacancies. Any officer position that is vacant for any reason during a fiscal year may, but is not required, be filled by a majority vote of the TDC members. At the first regularly scheduled meeting after a vacancy occurs, the Chair shall announce the vacancy and TDC shall by a majority vote determine the procedure to be followed in filling the vacancy
- 5.7 Removal of Officers. Any officer of the TDC may be removed as an officer with or without cause by an affirmative vote of three-fourths of the TDC. In the event of a removal, the position shall be filled by the TDC at the same or a subsequent meeting, in accordance with Article 4.5 of the Bylaws.

ARTICLE 6

Committees

- 6.1 Creation and Appointment of Committees. The Executive Committee shall have the authority to create committees, give direction as to their scope of work, and to appoint and remove members from the Committees. Committee appointee terms shall be set upon the creation of the committee. If no term is set, then the appointees of the Committees shall serve until the project is completed, until they resign or until replaced by the Chair. Non-members may serve on any Committee but members shall always comprise a majority of the Committee. The use of the designation "Committee" is interchangeable with "Subcommittee".
- 6.2 Advisory Committees. The Executive Committee shall have the authority to create advisory committees, give direction as to their scope of work, and to appoint and remove members from advisory committees. Members of advisory committees are not required to be TDC Members. Advisory committees have no authority to act on behalf of or commit the TDC to any position or act.
- 6.3 Effect of Committees. The TDC retains the right to reject, amend or accept in full or in part, any recommendations, positions or suggestions of any Committee or Advisory Committee.

ARTICLE 7

MEETINGS OF THE TDC

- 7.1 Meetings. The TDC shall meet as necessary but not less than once per fiscal year quarter. Notice of each regular meeting shall be sent to the members together with the proposed agenda for that meeting. The agenda may change as matters arise. The Chair shall establish the regular meeting schedule of the TDC.
- 7.2 Quorum. A majority of the TDC shall constitute a quorum. If there is a vacancy in the TDC that is unfilled a quorum shall be a majority of the then constituted TDC.
- 7.3 Voting. All members are entitled to vote in person at a meeting, regular or special. There shall be no proxies allowed. Unless otherwise set forth herein or in the policies of the TDC, a majority vote of the members voting on the question shall be required to carry any matters submitted. A member who abstains from a vote shall be counted as present for purposes of the quorum but not counted as having voted on the question.
- 7.4 Special Meetings. Special meetings of the TDC shall be called upon the majority vote of the members or by the Chair as required.
- 7.5 Notice of Special Meetings. A notice of a special meeting shall state the time and place of such meeting and all members shall be notified not less than 7 days before such meeting unless the meeting is called on account of a matter deemed to be an emergency. In case of an emergency, a special meeting may be held upon not less than 48 hours notice to the members excluding holidays and weekends and in compliance with applicable Public Meeting Laws. The notice shall state the matters to be considered at the meeting and shall state whether the meeting is called by the Chair or by a majority of the TDC members.
- 7.6 Parliamentary Rules. The principles of parliamentary rules of procedure such as Robert's Rules of Order shall govern proceedings at any meeting of the TDC. The Chair shall be guided by these principles in deciding any procedural questions. The Chair's decisions on procedural matters may be overruled by a majority of the members voting on the question
- 7.7 Retained Powers of TDC. Notwithstanding any grants of authority to the Chair or any TDC member herein or in the Policies and Procedures, the TDC retains and has at all times the power to overrule the Chair by a majority vote of the members voting on the question except as the Bylaws provide otherwise. The Chair is not disqualified from voting on any

measure except as expressly otherwise provided herein or in the Policies and Procedures.

- 7.8 Attendance. Any member who misses three (3) regularly scheduled TDC meetings without excuse shall be subject to removal from the TDC. The procedure for warning and removal and the determination regarding excuses shall be set out in the Policies and Procedures but shall be subject to the Board of County Commissioners' final determination.

ARTICLE 8

Public Meetings and Records

- 8.1 Public Records. The records of the TDC are subject to inspection pursuant to the Oregon Public Records Law as now in force and hereafter amended (ORS 192.410 - 192.502).
- 8.2 Public Meetings. The Oregon Public Meetings Law as now in force and as hereafter amended (ORS 192.610 - 192.690) shall apply to all regular and special meetings of the TDC and its committees, including advisory committees.

ARTICLE 9

Amendment of the Bylaws and Policies and Procedures

- 9.1 Amendment. These Bylaws and the Policies and Procedures may be amended by an affirmative vote of at least five of the TDC members at any regular meeting, or at a special meeting of the TDC called for that purpose, subject to all other requirements of these Bylaws.

ARTICLE 10

Indemnity

- 10.1 Indemnification. Clackamas County shall indemnify the TDC members and officers and defend them for their acts and omissions occurring in the performance of their duties to the fullest extent permitted by ORS Chapter 30, as now in force and as may hereafter be amended. The right to and method and amount of defense and indemnification shall be determined in accordance with the provisions of ORS 30.285, any successor thereto or

any renumbered statute or other comparable law governing the indemnity of public agents in effect at the time of a claim.