

BYLAWS
OF
CITY OF HARDY, ARKANSAS
ADVERTISING AND PROMOTION COMMISSION
(as adopted on 26 January, 2015)

These Bylaws are authorized pursuant to Ark. Code Ann. § 26-75-601 et seq.

ARTICLE I - PURPOSE OF BYLAWS

It is the intent of these Bylaws to prescribe the organization of City Advertising and Promotion Commission of Hardy, Arkansas ("Commission") and to establish orderly, equitable, and expeditious procedures for the conduct of its affairs as the entity charged with the advertising and promotion of the City of Hardy, Arkansas.

ARTICLE II - THE COMMISSION

The Commission was created by the City of Hardy City Council Members pursuant to Ark. Code Ann. § 26-75-601 et seq., by Ordinance No. 2001-17.

A. Commission Members and Terms as Mandated by State Law

The city of Hardy Advertising and Tourist Promotion Commission shall be composed of seven (7) members as follows:

1. Four (4) members shall be owners or managers of businesses in the tourism industry, at least three (3) of whom shall be owners or managers of hotels, motels or restaurants. They shall serve for staggered terms of four (4) years. Pursuant to Ark. Code Ann. § 26-75-605(a)(1), any individual who is a business owner or a manager of a business that is in the tourism industry need not be a resident of the City of Hardy, however, he or she must be a resident of Fulton or Sharp County to be eligible to serve on the Hardy Advertising and Promotion Commission.
2. Two (2) members of the Commission shall be members of the governing body of the city and selected by the governing body and shall serve at the will of the governing body; and
3. One (1) member shall be from the public at large who shall reside either in the City of Hardy or in Fulton or Sharp County and shall serve for a term of four (4) years.

B. Administration of Oath to Commissioners

Pursuant to Ark. Code Ann. § 14-42-106(a), upon his or her appointment, each Commissioner shall take the oath or affirmation prescribed by Article 19, § 20 of the Arkansas Constitution.

C. Attendance Policy of the Commission

Any member of the Commission, apart from the two (2) who serve at the will of the City Council of Hardy, who shall have more than four (4) consecutive absences from regular Commission meetings may be removed as a member by a majority vote of the Commission.

D. Disposition and Use of Revenues

All funds credited to the City Advertising and Promotion Fund pursuant to Ark. Code Ann. § 26-75-601, et seq., shall be used for advertising and promoting the city and its environs, for the construction, reconstruction, extension, equipment, improvement, maintenance, repair, and operation of a convention center, or for the operation of tourist promotion facilities in the city or Fulton or Sharp County if the city owns an interest in said facility, or facilities necessary for, supporting, or otherwise pertaining to, a convention center, as stated in Ark. Code Ann. § 26-75-606(a)(1). The Commission is the body that determines the use of the City Advertising and Promotion Fund. Pursuant to this section, if the Commission determines that funding of the arts is necessary for or supporting of its city's advertising and promotion endeavors, it can use its fund derived from the hotel and restaurant tax for such purposes.

Funds credited to the City Advertising and Promotion Fund pursuant to Ark. Code Ann. § 26-75-601 et seq., may be used, spent, or pledged by the Commission, in addition to all other purposes prescribed in Ark. Code Ann. § 26-75-606, on and for the construction, reconstruction, repair, maintenance, improvement, equipping and operation of public recreation facilities in the City of Hardy if the city owns an interest in the center or facility, including, but not limited to, facilities constituting city parks.

All taxes levied as authorized in Ark. Code Ann. § 26-75-601, et seq., shall be credited to the City Advertising and Promotion Fund. Such taxes shall not be used:

1. For general capital improvements within the city;
2. For the costs associated with general operation of the city;
3. For general subsidy of any civic groups or Chamber of Commerce. However, the Advertising and Promotion Commission may contract with such groups to provide to the Commission actual services that are connected with tourism events or conventions.

E. Three Commission Officers: Chairman, Vice Chairman, Secretary

The offices of Chairman, Vice Chairman, and Secretary shall be filled for terms of one year running from January 1 through December 31. The Secretary shall be appointed by the Chairman and shall prepare minutes of meetings of the Commission. At the last meeting of the calendar year, the Commission shall elect its officers for the upcoming year. Should an officer of the Commission terminate his or her service as an officer, the Commission shall elect a replacement officer from its remaining members to fill the unexpired term. Such special election shall be conducted at the next meeting of the Commission following termination of the Commissioner's service.

The Chairman shall preside at all meetings of the Commission. In the event of absence, recusal or disability of the Chairman, the Vice Chairman shall preside.

The Chairman and Secretary shall sign all approved minutes and shall be authorized to execute documents on behalf of the Commission. Any Commissioner may sign documents on behalf of the Commission when such action is approved by the majority of the commission.

F. Commission Meetings

Regular Meetings

1. Date and Time. At the last meeting of each year, the Commission shall adopt a calendar of regular meeting dates and times for the upcoming year.
2. Place. The Commission shall meet regularly in place(s) as agreed by the Commission.
3. Notice of Commission meetings. The Secretary shall notify each Commissioner at least three (3) days prior to the date set for the meeting. The Secretary shall also provide notice of any regular meeting as required by Ark. Code Ann. § 25-19-101 et seq.

Emergency or Special Meetings

Emergency or Special meetings may be called by the Chairman or Vice Chairman. The Secretary shall provide notice of any emergency or special meeting as required by Ark. Code Ann. § 25-19-101 et seq.

Recessed Meetings

Where business cannot be disposed of on the day set for either a regular or emergency or special meeting, the Commission may recess day to day or as necessary to complete consideration of all items on the agenda. A majority vote of those present shall be required to recess.

Executive Session

The Commission may, at any time during either a regular or emergency or special meeting, sit in executive session. An executive session of the Commission may be called by a majority vote of the Commission after a motion made by a member of the Commission. Executive sessions are permitted for the purpose of considering employment, appointment, promotion, demotion, disciplining, removal, or resignation of only a public officer or employee. The specific purpose of the executive session shall be announced prior to the Commission's going into executive session. No action of the Commission considered or arrived at in executive session will be legal unless, following the executive session, the Commission reconvenes in public session and presents and votes on the action.

G. Conduct of Commission Meetings

All meetings of the Commission shall be conducted in accordance with their agenda which shall enumerate the topics to be considered in the following sequence:

1. Finding a quorum;
2. Approval of minutes of previous meeting;
3. Order of business;

4. Adjournment

AR
mk rules
7 procedure

Except as may otherwise be set forth in these Bylaws, parliamentary procedure for all regular or emergency or special meetings of the Commission shall be prescribed in the latest edition of ~~Roberts Rules of Order, Revised~~. The Parliamentary procedures so prescribed may be suspended with the unanimous consent of the Commission members present. A quorum for the transaction of business at either a regular or emergency or special meeting shall be a majority of the current members of the Commission. Each Commission member shall be entitled to one (1) vote. No Commission member shall cast a vote for another by proxy. Any matter of business requiring action by the Commission may be presented by written or oral motion, and the members present may vote thereon by voice. ~~Except as may otherwise be set forth in these Bylaws, a simple majority of those members present at a Commission meeting shall be sufficient to approve any action.~~ Each Commissioner's vote or abstention shall be recorded in the minutes of the meeting. The minutes shall indicate the matter upon which any vote was taken and the outcome of the vote.

Any Commission member who may have a direct economic interest in any issue before the Commission shall be disqualified from participating in the Commission's public discussion of that issue and shall recuse from any vote thereon.

H. General Commission Policies

All meetings of the Commission shall be open to the public as required by law.

No action of the Commission shall be deemed to set a precedent. Each item on which action is taken or requested shall be decided upon its own merit and circumstances attendant thereto.

ARTICLE III - EXPENDITURES OF COMMISSION FUNDS

All funds of the Commission shall be placed in a financial institution approved by the Commission. All checks issued by the Commission shall be signed by two Commission members, one of whom must be an officer. Likewise, any electronic fund transfers or wire transfers made on behalf of the Commission must be authorized in writing in advance of the transaction by two Commission members, one of whom must be an officer.

ARTICLE IV - AMENDMENTS TO BYLAWS

These Bylaws may be amended or replaced by an affirmative vote of not less than a majority of the current members of the Commission. A proposed amendment to these Bylaws or a motion to repeal any part of them shall first be presented in writing at a regular meeting and placed on the agenda of a subsequent regular meeting for action, unless ten (10) days' notice has been given to all Commission members, in which case action may be taken at a regular or emergency or special meeting.

ARTICLE V - REPEAL

All prior Bylaws, resolutions, or previously adopted policies of the Commission are hereby repealed to the extent they are inconsistent with these Bylaws.

SO ADOPTED this 26th day of January, 2015.

Vickie J Rice
Commissioner Printed Name VICKIE J RICE

Dale Maddox
Commissioner Printed Name Dale Maddox

Dennis Horton
Commissioner Printed Name DENNIS HORTON

Fredamae Gamblin
Commissioner Printed Name FREDAMAE GAMBLIN

Nimmi Desai
Commissioner Printed Name NIMMI DESAI

Commissioner Printed Name _____

Commissioner Printed Name _____

Hardy Advertising and Promotion Commission
January 26, 2015
Meeting at FNBC conference room

Meeting called to order at 5:30 p.m. by Commissioner Rice.
Pledge of Allegiance led by Commissioner Horton.

Roll Call – DeSai – present; Horton – present; Maddox – present; Gamblin – present; Rice – present; Bess- absent.

Minutes of January 5, 2015 meeting were read. Motion by Commissioner Maddox to approve minutes as read. Second by Commissioner DeSai. Motion approved. Minutes filed for record.

Financial Report – Commissioner Maddox and DeSai – A & P regular account balance at January 26, 2015 \$16,342.81. A & P Capital balance \$35,529.00. Copies of billing from Hubspot and VisionAmp attached to these minutes. A & P tax collection report given by Commissioner DeSai. Motion by Commissioner Gamblin to accept financial reports as presented. Second by Commissioner Horton. Motion approved. Copies of reports attached to these minutes.

Motion by Commissioner Maddox to re-emburse Commissioner Horton \$25.00 filing deed costs at Sharp County Courthouse. Commissioner Gamblin Second. Motion approved.

Laura Sackett with Ozark Gateway Realty presented proposal sale price on the old chamber building located corner of Church and Main Streets. This will be forwarded to committee, no action taken at this time.

Tram Update – Commissioner Horton stated Sid Brink will likely be ready to work on tram in about three weeks.

By-Laws – Motion by Commissioner Maddox under 4.Adjournment to strike *Roberts Rules of order*, and insert Arkansas Municipal League Rules of Procedure (ARML) and to strike the sentence “*Except as may otherwise be set forth in these Bylaws, a simple majority of those members present at Commission meeting shall be sufficient to approve any action.*” Second Commissioner Horton. DeSai - yes; Rice – yes; Horton – yes; Maddox – yes; Gamblin – yes; Bess – absent. Motion approved.

Music in Dr. Thompson Park – Commissioner Horton – Suggestion to have SunSails erected over the walkway in Dr. Thompson Park to provide much needed shade for summer music. Horton will research cost and prepare a proposal for this.

Commissioner Horton has downloaded the pictures, taken by Steve Looney as contracted, to thumb drive. Commissioner Maddox will contact VisionAmp regarding use of pictures on website.

Election – Motion by Commissioner Gamblin to elect Commissioner Rice to serve as Chairman. Second Commissioner DeSai. DeSai – yes; Horton – yes; Maddox – yes; Gamblin – yes; Rice – abstain; Bess – absent. Motion approved.

Motion by Commissioner DeSai to elect Commissioner Maddox to serve as Vice-Chairman. Second Commissioner Horton. DeSai – yes; Horton – yes; Maddox – abstain; Gamblin – yes; Rice – yes; Bess-absent. Motion approved.

Chairman Rice re-appointed the following :

Secretary – Commissioner Gamblin

Finance Committee – Commissioner Maddox and Commissioner DeSai

Tax Committee – Commissioner DeSai and Commissioner Gamblin

Tram – Commissioner Horton Chairman.

Each Commissioner accepted the position to which they were appointed.

Commissioner Horton, Tram Chairman then asked Commissioner Maddox and Commissioner Gamblin to serve on his committee. Maddox and Gamblin accepted Horton's request.

Commissioner Maddox will contact the Judge King for promo re the King family donation.

Discussion re-order Walking Tour map – Brooks-Jeffrey quote Sept. 2014 without changes to map \$2,970. - with changes \$3,445 for 5000 maps. Commissioner Maddox acquired a quote from *Print Shows* ~~VisionAmp~~ \$1,025 not including art work. Commissioner Maddox will contact Brooks Jeffrey regarding prices for maps and remaining tee shirt inventory.

Billboard at Bay exit - Agreed not to renew the billboard. Commissioner Maddox will inform Brooks Jeffrey of this decision.

Motion by Commissioner Maddox to adjourn. Second Commissioner Horton. Meeting adjourned at 7:05 p.m.

Respectfully submitted,

Fredamae Gamblin
Fredamae Gamblin, Commissioner/Secretary

Vickie Rice, Commissioner/Chairman

Vickie Rice