# Liberty Tourism and Convention Commission
# **Bylaws**

Revised June 2022

## ARTICLE 1
## Commission Purpose and Scope

This commission shall be known as the Liberty Tourism and Convention Commission, hereinafter referred to as "the Commission." The purpose of the Liberty Tourism and Convention Commission is to guide and promote the travel and tourism industry as a vital component of economic development through public advocacy and public relations; and when needed, to network with other organizations to facilitate the coordination of programs. The Commission shall administer the 3% Restaurant Tax, initially imposed by the City of Liberty, Ordinance No 14-0-05, in such a way as to effectuate these purposes.

These policies and procedures have been adopted by the Commission, only as a supplement to the provision of KRS 91A.390-91AS.320 and City of Liberty, Ordinance No 14-0-05. These policies and procedures are also subordinate to other applicable provisions of the Kentucky Revised Statutes including, but not limited to the Open Meetings Law (KRS 61.805- 61.850) and the Open Record Law (KRS 61.870-61.884).

In the absence of a provision in these Bylaws governing any matter affecting the Commission, the applicable provisions of the Constitution of the Commonwealth of Kentucky and the Kentucky Revised Statutes (KRS) shall control.

## ARTICLE 2
## Commissioners and Responsibilities

Section 1. All commissioners shall be appointed as per Kentucky Revised Statute, with the Mayor and Liberty City Council as appointing authority. (Ref. KRS 91A.360)

Section 2. Term of office for each commissioner shall be three years from time of appointment, with the exception being commissioners appointed to fulfill an unexpired term. Such an appointment shall be made as per section one.

Section 3. All "At Large" Commissioners (those appointed outside KRS Hotel/Motel, and Restaurant Association capacity) shall reside within Casey County. Commissioners who move outside the County limits during their term shall cause initiation of termination from the Commission.

## ARTICLE 3

# Officers/Duties

Section 1. The Commission shall have 7 members, (Ref. KRS 91A.360) making up a Board of Directors, made up of people with a vested interest in the tourism industry. Positions shall be filled according to the interest and availability of people willing to serve.

Section 2. If any member is absent three (3) or more consecutive meetings, regular or special, during any one fiscal year, the Chair shall first report that fact to the Board and the Commission may thereafter direct the Chair or Executive Director to notify the Mayor for a replacement.

Section 3. Any officer or agent may be removed by an act of the Commission whenever judged in the best interest of the bureau.

Section 4. All Commission members shall serve without monetary compensation. Reasonable out-of-pocket expenses incurred by any member of the Board, in the course of his or her duties as a member of the Board, shall be reimbursed by the Board upon presentation of written explanation accompanied by supporting receipts satisfactory in form and content to the Board's Treasurer.

Section 5. Officers shall consist of:

a. Chairman
b. Vice-Chairman
c. Secretary
d. Treasurer

Section 6. Duties of Officers shall be:

a. Chairman
   The Chairperson shall preside at all meetings, open and call meetings to order, supervise meetings, sign official papers, appoint committees, call special meetings when he/she deems it advisable, serve as parliamentarian, maintain order as detailed in Robert's Rules of Order, and perform all such duties as usually handled by a chairperson, except when such duties are properly delegated.
b. Vice-Chairman
   The Chairperson shall preside at all meeting that the Chairmen is unable. In those cases, they will open and call meetings to order, supervise meetings, sign official papers, appoint committees, call special meetings when he/she deems it advisable, serve as parliamentarian, maintain order as detailed in Robert's Rules of Order, and perform all such duties as usually handled by a chairperson, except when such duties are properly delegated.

c. Secretary

The role of the Commission Secretary shall be performed by the Assistant Director. The usual duties pertaining to the office by keeping a full and true permanent record of all meetings of the Commission, including regular and special meetings, Secretary shall also issue minutes of the previous meetings to the Commission members prior to all meetings.

d. Treasurer

The Commission Treasurer shall have the responsibility (to) oversee all financial reports provided by the Director and CPA, prior to presenting to the board.

e. Executive Director

Serves as Chief Executive Officer of the Commission, recommends and participates in the formulation of new policies, and makes decisions within existing policies as the Board members have approved them. The Executive Director does not "vote" on motions, proposals, or designations of the Commission. This position plans, organizes, directs, and coordinates any and all staff/contractors, and maintains programs and activities of the Board to assure that objectives are attained. This position maintains effective relationships throughout the Kentucky Tourism Industry. Through management and leadership, achieves economic and productive performance and constructive growth of the Commission. This position is directly accountable to the Commission Board. The Executive Director signs official papers and shall serve as spokesperson. The Executive Director shall serve as ex-officio, non-voting member of all committees of the Tourism Commission. The Director will also dispatch approved business of the commission in an expedited fashion and fulfill commission actions and directives. The Director initiates the annual budget draft and submit to the commission for approval, shall make all deposits and disbursements. The Director will advise the Commission on the status of all checking and savings balances during regular and special called meetings and provide detailed financial reports to the Treasurer prior to regular and special called meetings. The Director shall coordinate required audits in accordance with KRS 65A. 030, 109 KAR 16 Section 5, submitting final report to the commission.

f. Assistant Director

Supports the Director in all of the above rolls and responsibilities and acts in this position when the Executive Director is unable to do so.

Section 7. Other officers who may be deemed necessary shall only be designated by amendment of these by-laws, and as herein prescribed.

Section 8. Social Accountability & Responsibility

It is critical to understand that as a member of the Commission, we are held accountable for personal opinions and/or statements published in any media or business discussed with other organizations outside of Board meetings, including but not limited to, any social network, internet site (Facebook, Twitter, etc.), written, oral, or electronic communications. Personal thoughts and opinions that are negative in content in regards to the Commission, its Board, fellow employees, Commission policy, culture, etc. will be given the consideration of the Commission as if these words were actually spoken in public. These same criteria will be applied to any image or video that reflects negatively on you or the Board as an employee or Commission Board member.

No Board member, nor its employees, shall be permitted to speak on behalf of, or falsely represent, the entire Board nor represent the Board, without prior consent of the Board. Consent is to be given in the form of a vote taken and details discussed. In the event that such communication is necessary for marketing purposes or positive promotion of the Board, all communications are to be directed to the Executive Director or Chairman, to maintain consistency with the direction of the Bureau~~'s~~ and its overall strategy.

Section 9. Liberty Tourism & Convention Commission's Ownership of Work Products
All items of a tangible nature including, without limitation, all brochures, maps, pamphlets, advertisements, slogans, logos, computer programs, lists of potential tourists or conventions, or other work products which are produced, compiled, edited, arranged, designed, or authored by any employee of the Commission shall always be considered and remain the sole property of the Commission.

## ARTICLE 4
## Fiscal/Financial Procedures

Section 1. Fiscal Year – The Commission's fiscal year shall commence on the 1st of July and end on the 30th of June of the following year.

Section 2. Commission Funds – The Commission is authorized to accept funds from any legal source to supplement the funds it receives from the three percent (3%) restaurant tax initially imposed by the City of Liberty, Ordinance No 14-0-05 which is on file in the Clerk's office with the City of Liberty.

Section 3. Credit card & Bank Statements – The Executive Director is permitted to have a credit card to pay for services, supplies, meetings, travel expenses, and contracts requiring online or credit card payment for amounts under $3,500. Credit card transactions are noted in the bank statement and shall be entered into the Commission's records with descriptions for each transaction if not self-explanatory.

Section 4. Director Spending Limit- The Executive Director can use executive spending authority to enter into contracts or spend within the current fiscal operating budget without board approval, up to $5,000.

Section 5. Check Signature Procedures: Two authorized board members are required to sign all checks over the amount of $3,500. Only one authorized board signature is required on amounts under $3,500. The Executive Director is not to be an authorized signer.

Section 6. Small Purchase Procedures: As provided in KRS 45A.385. The Commission may enter any contract for purchases for which the Commission has determined that the aggregate amount does not exceed $30,000. Supplies and services normally supplied, as a unit cannot be artificially divided for the sole purpose of using these small purchase procedures. Supplies and services supplied over a period of time at the same unit prices shall be considered a single purchase contract. A contract may be for any period of time that will provide the most beneficial market price to the Commission; provided, however, no time period shall be fixed for the sole purpose of using these small purchase procedures. The Commission shall not pay more than $30,000 annually to any specific vendor for any specific supply or service of a like nature, function, and use.

Section 7. Investment of Excess Funds – Funds in temporary excess of operating needs may be invested in interest-bearing accounts or certificates of deposit at financial institutions in Liberty, Kentucky. The Tourism Board members will decide upon a bank and the amount of excess funds to be deposited.

## ARTICLE 5
## Committees

Section 1. The Commission shall determine the standing committees necessary for the fulfillment and objectives of the organization. Standing committee members shall be appointed by the Chairman, subsequent to approval, by majority vote of the Commission. Committees are not to consist of more than 3 board members and the Director. A Committee's purpose is to investigate, compile any necessary quotes, contacts, and information and bring to the full board in order to provide a more educated vote in a public meeting. No actions or decisions are to be made in committee.

Section 2. Delegations/Special Committees shall be appointed subject to veto power by majority vote of the Commission, by the Chairman. Such delegations and/or special committees shall be to represent the Commission at any convention, meeting, or assembly. Such delegations shall retain only those powers specifically vested in them by Commission actions.

## ARTICLE 6
## Meetings

Section 1. All official action and/or decisions shall be affected during special or regularly scheduled meetings of the Commission, complying with *KRS 61.800 **(61.800 Legislative statement of policy. The General Assembly finds and declares that the basic policy of KRS 61.805 to 61.850 is that the formation of public policy is public business and shall not be conducted in secret and the exceptions provided for by KRS 61.810 or otherwise provided for by law shall be strictly construed. Effective: July 14, 1992 History: Created 1992 Ky. Acts ch. 162, sec. 1, effective July 14, 1992.)* All meetings shall be announced to the public in a manner to make known said KRS.

Section 2. All regular meetings of the Commission shall take place on a monthly basis, on the 1st Thursday of each month at 5 PM, at such publicly accessible locations in Liberty, KY as the Board members shall determine. A change in the established date and/or time shall require prior majority vote approval and subsequent proper notifications.

Section 3. In accordance with KRS 61.826, the committee may conduct any meeting through video teleconferencing. To hold a meeting by video conference, the public agency must "precisely identify a primary location of the video teleconference where all members can be seen and heard and the public may attend. This may include a zoom link, website, livestream broadcast, or other technological means by which the public may view a meeting. If the 'video or broadcast' is interrupted for any reason, the meeting must stop until the 'broadcast' is restored.

Section 4. Special called meetings may be called by the Chairman and may also be called at the request of three or more board of director members. Discussions and actions at a special called meeting shall be limited to those items listed on the public agenda.

Section 5. A quorum shall be required for the conduction of business. A simple majority shall constitute a quorum.

## ARTICLE 7
## Authority to Bind

Section 1. No member of the organization shall contract for, nor incur any debt, obligate, or enter any obligation representing formal indebtedness by the organization without written approval authorization of the commission. All financial liabilities otherwise contracted shall be resolved by and considered that of the contracting individual.

## ARTICLE 8
## Elections

Section 1. The elected officers shall be elected annually. A person may serve in an Officer position for no more than 3 successive one-year terms. There shall be no limitation on the number of terms to which a commissioner is reappointed. Subsequent appointments shall be for 3-year terms.

Section 2. A vacancy in any office due to death, resignation, or removal shall be filled by the Board of Directors at the next meeting for the unexpired portion of the term.

Section 3. Nominations for officers shall be made during the regularly scheduled August meeting each year. Nominations may be made by any member of the Commission and will be allowed the day of election. Elections will be held during the regularly scheduled September meeting, and shall be by secret ballot. Nominees receiving majority vote shall be declared elected. All officers shall be eligible for re-election insofar as Section 4 is followed. Officers will begin their duties in the November meeting.

## ARTICLE 9
## Open Records

Section 1. Access to Open Public Records of the Commission: The Executive Director will be the official custodian of the Commission's records, contracts, and documents. Whenever any requirement of the Kentucky Open Meetings Act, inclusive of KRS 61.800 – 61.850, and the Kentucky Open Records Act, inclusive of KRS 61.870 – 61.884, is applicable and conflicts with any provision of these Bylaws, the requirement of the Act shall prevail. The Commission hereby adopts the following procedures for the available inspection and/or copying of Commission records by any interested person:

Section 2. All books, papers, maps, photographs, cards, tapes, discs, recordings, or other documentary materials, regardless of physical form or characteristics, which are prepared, owned, used in the possession of or retained by the Commission, are hereby declared public records and shall be open for inspection by any person, except as provided in KRS 61.870 to 61.884.

Section 3. In order to assist the Commission in accommodating the applicants' requests and to ensure a timely and efficient response to each request, any persons interested in inspecting such records are required to present their requests in writing.

Section 4. No person shall remove any original copies of any public records from the offices of the Commission without written permission of the Executive Director.

Section 5. If the public records requested are in active use, in storage, or not otherwise available, the Executive Director shall immediately notify the applicant and shall designate a place, time, and date for inspection of public records, not to exceed five (5) days from the receipt of application, unless a detailed explanation of the cause is given of further delay.

Section 6. Pursuant to KRS 61.872 (6), If the application places an unreasonable burden in producing public records or if the custodian has reason to believe that repeated requests are intended to disrupt other essential functions of the public agency, the official custodian may refuse to permit inspection of the public records or mail copies thereof. However, refusal under this section shall be sustained by clear and convincing evidence.

Section 7. If the person requesting the public records requests that copies of the records be mailed, the official custodian shall mail the copies upon receipt of all fees and the cost of mailing. After the first four pages requested, the requester of documents will be charged $0.25 per copy for all copies made by the Commission.

## ARTICLE 10
## Amendment of Bylaws

Section 1. These bylaws may be amended by two-thirds vote of the Committee that are present at any three regular or special called meetings in the following manner:

a. First meeting- to announce the proposed change; two-thirds majority vote required for acceptance.
b. Second meeting- for the purpose of discussion on the proposed change; two-thirds majority vote required for acceptance.
c. Third meeting- to vote on acceptance of the amendment to the bylaws, it requires two-thirds majority vote for final approval.

## ARTICLE 11
## Parliamentary Procedure

Section 1. All regular and special called meetings shall be governed by Roberts Rules of Order and all meetings of the Committee in which they are applicable and in which they are not inconsistent with these bylaws and any special rules this Commission may adopt.

## ARTICLE 12
## Dissolution

Section 1. Should the City of Liberty choose to rescind the restaurant tax, all monies shall be distributed in accordance with KRS 91A.390 after all employee severance, associated costs, and all other Tourism Commission debts are paid.

## ARTICLE 13
## Adoption of Bylaws

The Commission does hereby acknowledge and adopt this document in its entirety for the express intent of governance of this organization. The adoption of these bylaws by the undersigned initiates the same document into format rules for conduction of business and/or initiation of actions by the Liberty Tourism and Convention Commission.

**By-Law Origination:**
January 28, 2016
**Revision 1:**
1st Reading August 8, 2019
2nd Reading September 12, 2019
3rd Reading October 14, 2019
**Revision 2:**
1st Reading: April 9, 2020
2nd Reading: May 14, 2020
3rd Reading: May 27, 2020

**Revision 3:**
1st Reading: April 14th, 2022
2nd Reading: May 12th, 2022
3rd Reading: June 2nd, 2022

**Revision 4:**
1st Reading: May 4th, 2023
2nd Reading: May 12th, 2022
3rd Reading: June 2nd, 2022
**Revision 5:**
1st Reading: Sept 5th, 2024
2nd Reading: November 7, 2024
3rd Reading: January 9th, 2025

**Approved by:**

_____ _____
Chairman Date

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Secretary Date

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Treasurer Date

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Board Member Date

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Board Member Date

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