

CONSTITUTION AND BY-LAWS
OF THE
MILLER COUNTY BUSINESS DISTRICT

ARTICLE ONE

- Section 1. The name of this organization shall be “Miller County Business District”, hereinafter referred to as the Business District.
- Section 2. The principal office shall be selected by the advisory board of the Miller County Business District.
- Section 3. The office of operations shall be established at such address and location as may be consistent with the purpose and goals of the Business District.

ARTICLE TWO

- Section 1. The organization is a mutual, non-profit, nonpolitical membership, which shall come together to promote the following purposes:
- a. To develop a comprehensive marketing plan which shall encourage, through publicity and advertising, travel into Miller County.
 - b. To support with word and/or finances those activities that will bring more overnight visitors to Miller County.

ARTICLE THREE

- Section 1. The membership of this organization shall be comprised of all lodging businesses within the county that collect the

lodging tax and shall be called the Miller County Lodging Association. This shall include the following:

- a. Hotels, motels, and resorts.
- b. Campgrounds.
- c. Condominiums and houses that are available for rent for a period of thirty-one days or less.
- d. Houseboats that are available for rent for a period of thirty-one days or less.

Section 2. There shall be three categories of membership within the Association. They shall be as follows:

- a. Lodging businesses with fifty or less rooms, camping spaces or houseboats.
- b. Lodging businesses with at least fifty-one but less than three hundred rooms, camping spaces or houseboats.
- c. Lodging businesses with at least three hundred rooms, camping or houseboats.

Section 3. Membership in the Association shall provide each business with the right, within their given category, to elect two representatives to the advisory board.

ARTICLE FOUR

Section 1. There shall be an advisory board elected within the Association, which shall consist of no more than two members from each lodging category. The eligibility of those representatives shall be as follows:

- a. Any owner of a business that collects the lodging tax.

- b. Any administrative employee that has been designated by the owner or general manager.

Section 2. Election to and service on the advisory board shall occur under the following rules:

- a. Board members representing a given business category shall be voted on only by members of that category.
- b. In the mid-size category of Miller County, one representative shall be elected from the campground members and one representative shall be elected from the resort/motel members.
- c. Board members shall serve a three-year term. *
- d. Any vacancy within the three lodging categories shall be filled by special election within the county lodging association, but the person so elected shall be affiliated with the same size business as the person who vacated the position.
- e. Nominations to fill expired terms shall be made by mail within the membership of each category, not less than 45 days prior to the election.
- f. The membership shall be notified of said nominations not less than 30 days prior to the election.
- g. Election of board members shall be at the annual meeting held in March, with absentee ballots available to those members appearing at the operations office.

* **Exception – Section 13.1 of the law, lines 36-43 (See attached)**

Section 3. The county commission shall appoint a member of the governing body to serve on the board in an advisory capacity. The member of the governing body shall serve for a term of two years and may be reappointed, but shall only serve as long as he continues in his office as a member of the governing body of the county.

Section 4. The board members of each county shall have the sole authority for the expenditure of funds collected from that county category under the following provisions:

- a. That expenditures fall within the guidelines of being beneficial to their given category from a standpoint of promoting tourism. "This shall include, but not be limited to, attending sport and travel shows, printing a vacation guide, soliciting convention business, constructing or purchasing convention facilities and visitors centers, and securing commercial air service." **1.**
- b. Two signatures shall be required on all checks issued from any given category, those to be the signatures of the elected representatives to that category.
- c. As further provided by law, board members may also:
 - (1) Cooperate with public agencies and with any industry or business located within the district in the implementation of any project;
 - (2) Enter into any agreement with any public agency, person, firm, or corporation to implement any of the provisions of Section 12 to 15 of this act;

1. Section 14.5 of the law, lines 67-72 (See attached)

- (3) Contract and be contracted with, and sue and be sued;
- (4) Accept gifts, grants, loans, or contributions from the county in which the district is located, the United States of America, the state of Missouri, political subdivisions, foundations, other public or private agencies, individuals, partnerships, or corporations;
- (5) Employ such managerial, engineering, legal, technical, clerical, accounting, and other assistance as it may deem advisable;
- (6) Make final decisions as to how the revenue derived from any tax to be imposed under Section 14 of this act shall be used. **2.**

Section 5. The board shall elect its own chairman, treasurer, and/or secretary and such officers it deems necessary. It is the responsibility of the board to carry out the duties under Sections 12 to 15 of the lodging tax law.

- a. The PRESIDENT shall be the principal Executive Officer of the Association and shall be in general, supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the advisory board. The President shall designate such standing committees and shall make appointments to such special committees as may be established by the advisory board. The President shall be an exofficio member of all standing and appointed committees. In general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

- b. The SECRETARY/TREASURER of the Board shall keep an accurate record of the proceedings of the Board of Directors preserved in a Book of Minutes. The Secretary/Treasurer shall have charge of other records and will handle all correspondence assigned to him. The Secretary/Treasurer may also record in the minutes special detailed report of general membership meetings. The Secretary/Treasurer will receive and keep an accurate record of all monies received and paid out and will insofar as possible. The office of the Secretary/Treasurer shall be bonded in such amount as determined by the advisory board. In general the Secretary/Treasurer shall perform all duties incident to the office of Secretary/Treasurer and such duties as from time to time may be assigned to him by the President of the advisory board.

- Section 6. The advisory board shall provide communication to all members of the lodging association through a quarterly newsletter, an annual meeting, and such other communiqués and meetings as are deemed necessary by the board.

ARTICLE FIVE

- Section 1. These by-laws may be altered, amended or added to at the annual meeting of the lodging association or a called meeting for the purposes of amending, wherein such amendments or additions receive the majority vote of those present, provided that 20 days written notice shall have been mailed to each advisor.

ARTICLE SIX

Section 1. This constitution and by-laws shall follow the guidelines of the law, heretofore given the name of House Bill 345, commencing with Section 12 and continuing through Section 15. That portion of HB 345 shall be attached to these by-laws and shall be considered the final reference to any questions that might arise.

Once the Secretary of State assigns HB 345 its official statute numbers, this section shall be revised to reflect those numbers.

MILLER COUNTY BUSINESS DISTRICT

By-Laws Amendment adopted on May 2, 1996

ABSENTEEISM. If it is recorded that a director has missed three meetings in a calendar year, members of the Miller County Business District board of directors, on behalf of their membership, shall request the resignation of that director. The request shall be in writing to the elected representative. The director shall then have the opportunity to make a written appeal to the board of directors and explain the reasons for being absent. The board of directors of the Miller County Business District, at their discretion, may waive the rule of absenteeism following the appeal. Should the board of directors of the Miller County Business District continue to request the resignation, the representative may appeal to the Miller County lodging members for a vote of yay or nay or, must resign and the rules set forth in Article Four, Sections 1 and 2 shall apply.