

**BY-LAWS
OF
THE LAKE OF THE OZARKS
TRI-COUNTY LODGING ASSOCIATION**

ARTICLE ONE

Section 1. The name of this organization shall be "Tri-County Lodging Association," which shall include Lodging Businesses in the boundaries of the special business districts of Camden, Miller, and Morgan Counties.

Section 2. The principal office shall be 985 KK Drive, Osage Beach, Missouri.

Section 3. The office of operations shall be established at the same address and location as the principal office of the Association unless another office of operations is designated by the Board of the Association.

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 the three counties.
- b. To support with word and/or finances those activities that will bring more overnight visitors to the three counties.

ARTICLE THREE

Section 1. The membership of this organization shall be comprised of all Lodging Businesses within the counties that collect and remit the lodging tax to their respective county collector. Such business(es) to be a "Lodging Business(es)." This shall include the following:

- a. hotels, motels, resorts, and bed & breakfasts;
- b. campgrounds which rent space for a period of thirty-one days or less;
- c. condominiums and houses that are available for rent for a period of thirty-one days or less;
and
- 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; and
- 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 county, to elect one representative to the Board.

ARTICLE FOUR

Section 1. There shall be a Board elected within the Association (the "Board"), which shall consist of no more than one member from each county. The eligibility of those representatives shall be as follows:

- a. Any owner of a business that collects and remits the lodging tax to the County Collector.
- b. Any administrative employee that has been designated in writing by the owner of a Lodging Business.

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

- a. Board members representing a Lodging Business in a given county shall be voted on only by members from that county.
- b. Board members shall serve a three-year term.
- c. Any vacancy within the Board shall be filled by appointment by the remaining members of the Board, but the person so appointed shall be affiliated with the same county as the person who vacated the position. Such appointee shall serve until the expiration of the term which was vacated.

Section 3. Election of board members shall be at the annual meeting.

- a. Nominations for any open board positions shall open forty-five (45) days in advance of the annual meeting. Any person may nominate a qualified person to be a board member, including themselves in writing. The Executive Director shall notify any person nominated by email and any person nominated, shall accept such nomination within five (5) days of such nomination or such nomination shall be deemed declined.
- b. Members of the Association may be sent via mail, or a member may request to be sent ballots via electronic means, or a member may vote in person at the annual meeting.
- c. Ballots must be notarized and returned by mail or members may return their ballots in person to the principal office of the Association and must be received prior to commencement of the annual meeting. All ballots and voters shall be verified, and all voters must be current on remitting their lodging tax to their respective county collector.
- d. The Board, excluding any member of the Board nominated for the same board seat up for election, shall count the ballots received and the ballots cast in person at the annual meeting. If a member of the Board is excluded pursuant to this paragraph, then the remaining members of the Board shall select a third person to assist in the count. Such count shall be announced at the annual meeting and the person receiving the majority of the vote shall be elected.
- e. If no person receives a majority of the vote, the persons receiving the most votes and the second most votes shall move to a run-off vote and the person receiving the majority of the vote

cast shall be elected. Such run-off shall be conducted immediately upon the announcement that no person received a majority votes and only those members present shall so vote.

Section 4. The Board shall have sole authority for the expenditure of funds received under the following provisions:

a. That expenditures fall within the guidelines of being beneficial to promoting tourism and supporting the Associations comprehensive Marketing Plan. 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.

b. As further provided by law, the Board 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 67.1170-67.1177, RSMo.
- 3) Contract and be contracted with and sue and be sued.
- 4) Accept donations, gifts, grants, loans, or contributions from any county, 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.

c. Meetings

- 1) Regular meetings of the Board shall be held quarterly at the principal office of the Association. Additional meetings may be held upon posted notice at the principal office with at least twenty-four hours prior to such meeting.

- 2) The annual meeting of the Association shall be held on the third Thursday of March and shall convene at the posted time at the principal office. A quorum for purposes of the annual meeting and for all actions, including elections, conducted at the annual meeting shall be at least three (3) members in personal attendance at the annual meeting.
- 3) Board members shall be current in their payment of lodging tax in order to have their vote counted. "Current" shall be defined as at a minimum as Quarterly.

Section 5. The Board shall elect its own treasurer, secretary, and such officers it deems necessary.

Section 6. The Board shall provide communication to all members of the lodging association through a quarterly newsletter, an annual meeting, and such other communiques 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 Association or a called meeting for the purpose of amending, wherein such amendments or additions receive the majority vote of those owners or designated administrative employees present, provided that 45 days written notice shall have been mailed to each owner or designated administrative employee of such owner of the Lodging Businesses within the three counties.

ARTICLE SIX

Transition of Board members. Upon the approval of the amendments to these By-laws dated February 28, 2022, the Board shall transition from its current status to the new status in the following manner:

- 1) The Board shall elect one new board member from a Lodging Business in **Miller County** who shall serve until the next election of the Board members. Upon that election, this position shall serve a one-year term.
- 2) The Board shall elect one new board member from a Lodging Business in **Camden County** who shall serve until the next election of the Board members. Upon that election, this position shall serve a two-year term.

3) The Board shall elect one new board member from a Lodging Business in **Morgan County** who shall serve until the next election of the Board members. Upon that election, this position shall serve a three-year term.

4) After the election of 2022, the terms as established above shall be elected at the election in the year such term expires.

5) Upon the appointment of the three board members in this Article, all existing Board members' terms shall automatically expire, and the board will only consist of the three newly appointed board members.

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Revised October 8, 1993

Revised February 8, 2001

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