

LUZERNE COUNTY TOURIST PROMOTION AGENCY

I. MISSION STATEMENT

The Purpose of this organization, designated as the Tourist Promotion Agency for Luzerne County, is to conduct the business appropriate for such an agency including the administration of grants from the Department of Commerce and the Commonwealth of Pennsylvania pursuant to the Act of April 10th, 1961, P.L. 111, et seq., 73 P.S. 401, et seq., known as the "Tourist Promotion Law," as amended: to make application for and receive grants from other such agencies as may from time to time be available for activities of this agency; and to receive and disburse funds pursuant to the enactment known as the third Class County Convention Center Authority Act of 1994, P.L. 1375, No. 162, and the ordinance known as the Hotel Room rental Tax: and to all other things necessary and attendant to the purposes of this Agency as permitted by the laws of the Commonwealth of Pennsylvania in effect from time to time during the existence of this Agency.

In addition, it the purpose of this Agency to plan and promote programs designated to stimulate business and increase the awareness level of the historic sites, countryside, and other tourist attractions; to foster economic development opportunities in Luzerne County through a comprehensive travel and tourism marketing program which includes advertising, publicity, and other promotions targeted to consumers, media, meeting planners, motor coach operators, travel agents, and other members of the tourism trade.

II. MEMBERSHIP

SECTION 1.

MEMBERSHIP: Organizations and individual persons may be admitted to membership as determined by the Board of Directors subject to the approval of the Board of Directors and upon payment of such dues and other fees as may be determined by the Board of Directors as being necessary for membership from time to time.

SECTION 2.

MEMBERSHIP CATEGORIES: This Board of Directors shall be authorized to create such voting and non-voting, dues paying or non-dues paying memberships as the Board may deem desirable and necessary for the purposes of the organization in promoting tourism and related activities throughout Luzerne County.

SECTION 3.

MEMBERSHIP STANDING: A member shall be considered to be in good standing only when all financial obligation to the TPA, including dues, have been met within a 90 day period from initial billing. Only a member in good standing may hold office, vote or enjoy the customary benefits of membership in the organization.

III. DUES

SECTION 1.

DUES DETERMINATION: The Board of Directors shall fix the annual dues for all members, classes of members and such other fees as the Board of Directors shall deem necessary and proper to maintain membership.

IV. GOVERNMENT

SECTION 1.

MANAGEMENT: The business and affairs of the Agency shall be managed by the Board of Directors. The Board shall meet at least quarterly on a schedule announced by the chair. A majority of the current members constitutes a quorum of the Board and a majority of those present is needed for formal Board action. Revision of the by-laws of the organization requires a 2/3 majority of the entire Board for amendment.

The responsibilities of the Board include: approval of budget, formulation of policy, election of officers and conduct of the election of board members, promotion of membership, and support of the goals of the TPA.

SECTION 2.

BOARD OF DIRECTORS: The Board of Directors shall be made up of 7 individuals representing the following: four (4) members appointed by the Luzerne County board of Commissioners, selected in the spirit of the adopted mission statement; 3 members elected at large.

The 3 elected members of the Board shall be elected by the general membership of the Tourist Promotion Agency, in accordance with the recommendations of the Board of Directors appointed Nominating Committee for a term of four years. Four Directors shall be appointed to a four-year term by the Luzerne County Board of Commissioners. The nominating committee shall attempt to nominate

individuals that reflect the geographic and occupational diversity of the membership.

Officers shall serve as members of the board, in addition to the above.

SECTION 3.

OFFICERS: The Board shall establish and elect individuals from the membership of the board to one-year terms for officers that include: Chair, Vice-Chair, Secretary & Treasurer. The Chairman shall preside at all meetings of the Luzerne County Tourist Promotion Agency and shall have the duties normally conferred by parliamentary usage on such officers.

The secretary shall keep the minutes and records of the agency.

Any officer may be removed by the Board when in its judgement the best interest of the organization will be served thereby. A 2/3 vote of a present quorum is necessary to remove any officer from office.

SECTION 4.

EXECUTIVE COMMITTEE: The Board shall create an Executive Committee consisting of no more than four members in good standing that may include the officers and/or other members of the board as appointed by the Chair and approved by the Board.

POWER: Between meetings of the full Board the Executive Committee shall have the power to do and perform any and all things that the Board of Directors is empowered to do and perform with the exception of amending the by-laws. The Executive Committee is required to make full disclosure of its activity to the Board.

EXECUTIVE DIRECTOR: The Executive Director of the Luzerne County tourist Promotion Agency shall be appointed by the Luzerne County Commissioners for the purpose of overseeing the day to day operation of the agency.

Notwithstanding anything to the contrary hereinabove stated, this agency is subject to the laws of the Commonwealth of Pennsylvania and in particular, the Third class County Code.

OTHER COMMITTEES may be formed as the Board decides to include at least **MARKETING, HOTELS, ATTRACTIONS, NOMINATING, MEMBERSHIP, SPORTS, AND SPECIAL EVENTS, and FINANCE.** Reports of Committee shall be made to the Chairman and read at Board meetings.

VACANCIES: Any member of the Board of directors who misses more than three consecutive meetings, or fails to maintain an attendance average of at least 50%, Whether regular or special meetings, without reasonable excuse for such absence transmitted to the Chairman, shall automatically vacate his office. Such vacancy shall be filled by the Board of directors as further provided herein. Any Director who has automatically vacated his office pursuant to this Section shall be reinstated only upon the majority vote of the entire Board present at the next meeting.

All other vacancies on the Board of directors shall be filled as follows: Any vacancy which occur for any reason from among those Directors elected by the Tourist Promotion Agency, Inc. shall be filled by the then existing remaining members of the Board of directors at a regular constituted meeting by a majority vote. Any vacancy existing from among those members of the Board of directors, who are appointed by the County Commissioners, shall be filled by appointment by the County commissioners. All such appointments to fill vacancies shall be for the unexpired term.

V. ORDER OF BUSINESS: The order of business at regular meetings shall be:

- A. Roll Call;
- B. Reading of minutes of the previous meeting and action thereon;
- C. Communications;
- D. Reports of committees;
- E. Old Business;
- F. New Business;
- G. Public Comment;
- H. Adjournment;

VI. LIABILITY

LIABILITY OF DIRECTORS: No Director of this corporation shall be personally liable for monetary damages for any action taken or for failure to take any action as Director of the corporation except as is otherwise specifically provided for in Pennsylvania's "Director's Liability Act" as it may be amended from time to time. [(Act No. 145 of 1986); Title 42 of Pennsylvania's Consolidated Statutes, Section 8361, et seq.].

VII. BONDING

In case the Board of Directors shall so require, any officer or agent of the LCTPA shall execute and deliver to the LCTPA a bond in such sum, or with such surety or sureties as the Board of Directors may direct. Insuring the faithful performance of his or her duties to the corporation and including responsibility for negligence and for all property, funds and securities of the Agency, which may come into his or her hands. The cost of such bond shall be paid by the Agency.

DISSOLUTION

Dissolution of the Luzerne County tourist Promotion Agency shall require an affirmative 2/3 majority vote of the entire board and shall thereafter be done in accordance with the laws of the Commonwealth of Pennsylvania.

VIII. GOVERNING LAW

Notwithstanding anything to the contrary hereinabove stated, this agency is subject to the laws of the Commonwealth of Pennsylvania and in particular, the Third Class County Code.

TPA MINIMUM STANDARDS

THE FOLLOWING MINIMUM STANDARDS WERE ESTABLISHED BY THE PENNSYLVANIA CENTER FOR TRAVEL, TOURISM, AND FILM, IN COLLABORATION WITH THE PENNSYLVANIA ASSOCIATION OF CONVENTION AND VISITORS BUREAUS ON MARCH 31, 2000. THESE STANDARDS MUST BE MET BY ALL PENNSYLVANIA TPAS/CVBs IN ORDER TO ACCESS THE MATCHING FUND GRANT PROGRAM.

THESE STANDARDS WILL BE COMMUNICATED ANNUALLY TO THE BOARDS OF DIRECTORS OF ALL PARTICIPATING AGENCIES. FAILURE TO MEET THESE MINIMUM STANDARDS WILL SIGNIFICANTLY IMPACT GRANT AWARDS.

Pennsylvania TPAs/CVBs must maintain offices with scheduled full-time staff, which are equipped with, at minimum: the equipment necessary to respond to written, telephonic, fax and e-mail requests from the general public, the travel industry, and the media.

Pennsylvania TPAs/CVBs must have systems in place to ensure response (even if only partial or acknowledgment) to requests for information from the Center for Travel, Tourism and Film, as well as the media, and members of the travel trade industry within three business days. Requests for information from the general public should be answered within as reasonable a period of time as the situation dictates.

Pennsylvania TPAs/CVBs should elect to their Board of Directors a significant number of individuals who are invested in the travel and tourism industry and are participants in the activities of those TPAs/CVBs. The operating guidelines or by-laws of the organization should provide for an annual election of officers and directors that allows new members an opportunity to be voted onto the board. Further, there should be a reasonable rotation policy concerning terms of members who are appointed, rather than elected, to the tpa's board.

Pennsylvania TPAs/CVBs must produce and execute yearly marketing plans and budgets against which the success of their programs may be measured. Such marketing plans should address but not necessarily be limited to the following: advertising; a proactive sales effort geared toward generating group business; media relations; and customer service.

Pennsylvania TPAs/CVBs must make a significant effort to obtain market research and data which measures the level of travel and tourism in their marketing region. This would include such traditional measures as hotel occupancy, visitation level at attractions, number of meetings and/or motorcoach groups booked, number of inquiries received, etc.

Pennsylvania TPAs/CVBs must include in their audited financial statement (DCED 413) the current dollar amount of accounts payable. Additionally, each TPA/CVB must also provide a financial statement audit conforming to generally accepted accounting standards and prepared by a private CPA firm. Such audit must be signed by the TPA Chairperson, and Treasurer.

CPA audits (financial statement audits) are due to the Center for Travel, Tourism and Film no later than October 31 of each year. No total draw-downs of grant funds will be approved prior to receipt and review of this audit.

Pennsylvania TPA/CVB Directors must, within 90 days of their hire, visit the Center for Travel, Tourism and Film Promotion; the PACVB (Pennsylvania Association of Convention and Visitors Bureaus); and the Pennsylvania Travel Council for an orientation session.

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A copy of the CPA audit must be sent by certified mail to the County Commissioners governing the TPA/CVB's geographic area of responsibility. Audited financial statements (DCED 413) are due by July 31 of each year. CPA audits (financial statement audits) are due to the Center for Travel, Tourism and Film no later than October 31 of each year. No total draw-downs of grant funds will be approved prior to receipt and review of this audit.

Pennsylvania TPA/CVB Directors must, within 90 days of their hire, visit the Center for Travel, Tourism and Film Promotion; the PACVB (Pennsylvania Association of Convention and Visitors Bureaus); and the Pennsylvania Travel Council for an orientation session.