

## **BYLAWS**

OF

### **Washington Tourism Marketing Authority**

*“Governing Law – RCW 43.384, statewide Tourism Marketing Act”*

#### **ARTICLE ONE. OVERVIEW AND FORMATION**

The Washington Tourism Marketing Authority (WTMA) is established by the Washington State Legislature as outlined in RCW 43.384.020. The WTMA must be governed by a board of directors as established in RCW 43.384.030.

#### **ARTICLE TWO. PURPOSES**

The WTMA is established as a public body constituting an instrumentality of the state of Washington. The authority is responsible for contracting for statewide tourism marketing services and for managing the authority’s financial resources. The Department of Commerce provides administrative assistance to the authority and serves as its fiscal agent. The authority must create a private local account to receive nonstate funds and state funds, other than general fund state funds, contributed to the authority under RCW 43.384.020(4).

#### **ARTICLE THREE. BOARD OF DIRECTORS**

The authority shall have thirteen voting board members. Initial board appointments to be made in accordance with RCW 43.384.030.

- a) Two members shall be from the house of representatives, with one member and one alternate appointed from each of the two major caucuses of the house of representatives by the speaker of the house of representatives;
- b) Two members and two alternates from the senate, with one member and one alternate appointed from each of the two major caucuses of the senate by the president of the senate; and
- c) Nine representatives with expertise in the tourism industry and related businesses including, but not limited to, hotel, restaurant, outdoor recreation, attractions, retail, and rental car businesses.

In addition, the authority shall have a nonvoting advisory committee appointed as outlined in RCW.43.384.030. The advisory committee must consist of:

- a) One ex officio representative from the department, state parks and recreation commission, department of transportation, and other state agencies as the authority deems appropriate; and

- b) One member from a federally recognized Indian tribe appointed by the director of the department.

**RESPONSIBILITIES:**

The board of directors for the WTMA is responsible for:

- (a) contracting for statewide tourism marketing services that promote tourism on behalf of the citizens of the state, according to the criteria in RCW 43.384.050 (a),
- (b) managing the authority's financial resources,
- (c) determining criteria for what qualifies as a match and/or in-kind contribution to the statewide tourism marketing account,
- (d) contracting for the evaluation of the impact of the statewide tourism marketing program,
- (e) paying for administrative expense of the authority, which may not exceed two percent of the state portion of funds collected in any fiscal year,
- (f) accepting gifts, grants, or endowments from public or private sources that are made in trust or otherwise, for the use and benefit of the purposes of the authority, unless such receipt violates RCW 42.17A.560.

**BOARD APPOINTMENTS:** The initial non-legislative appointments must be appointed by the Governor to terms as follows: Four members for two-year terms; four members for three-year terms; and five members for four-year terms, which must include the chair. After the initial appointments, all appointments must be for four years. If a vacancy occurs on the board, a replacement must be appointed for the unexpired term. After the initial appointments, re-appointments shall be at the Governor's discretion. Legislative appointments shall be by their original chamber, according with statute.

**REMOVAL:** Any member of the board may be removed for misfeasance, malfeasance, or willful neglect of duty after notice and a public hearing, unless the notice and hearing are expressly waived in writing by the affected member.

**RESIGNATION:** Board members unable to complete his or her term shall inform the Governor's Office and the appropriate Department of Commerce staff. A letter of resignation, using any form or process that may be required by the Governor, should be sent to the Governor indicating the date the resignation is effective and whether the member is able to serve until a replacement is named. Resignation of Legislative Board members shall be in accordance with respective Chamber process.

**COMPENSATION:** The members of the board serve without compensation, but are entitled to reimbursement, solely from the funds of the authority, for expenses incurred in the discharge of their duties.

**ARTICLE FOUR.  
OFFICERS**

The membership of the Washington Tourism Marketing Authority shall choose officers as follows: a president, vice president, secretary and treasurer drawn from its members.

**ELECTIONS:** Officer Candidates shall be nominated either by an ad hoc committee appointed by the Board Chair or from the floor at the annual meeting of the Authority. If there are no nominations for an officer, the Chair shall nominate a candidate from the eligible members present. An election between the nominated candidates will then be held, with the candidate winning the majority vote at the annual meeting being named the relevant officer.

**TERMS:** As the WTMA is a new organization, the selected officers shall serve an initial term from inception through December of 2019. Thereafter officers shall be selected at the annual

meeting of the WTMA (held in October of each year) and serve a one-year term beginning the next January 1 after the date of election.

**DUTIES of OFFICERS:**

- (a) Chair – the Chair must be a member from the tourism industry or related business. The Chair, shall chair all regular and special meetings of the WTMA, shall, subject to the membership’s control, sign contracts and other instruments that the membership has authorized to be signed. The Chair shall ensure all meetings of the authority are conducted in accordance with the laws of the state of Washington, relying on advice from the Department of Commerce.
- (b) Vice-President – The Vice-Chair shall perform the duties of the Chair in the absence of the Chair.
- (c) Secretary – The Secretary shall ensure accurate minutes are kept of all authority meetings. The Department of Commerce shall provide staff assistance as requested to accomplish this task.
- (d) Treasurer – The Treasurer must open a private local account to receive funds. The Treasurer shall provide a financial report at each regular meeting of the authority. Monies deposited into the account are held in trust for uses authorized by RCW. 43.384.050.

**Miscellaneous Duties and Powers** - In addition to the foregoing specifically enumerated duties and powers the officers of the committee shall be charged with such other duties and shall have such other powers (to the extent permitted by law) as may be delegated to them from time to time by the committee members or Chair, or as may be imposed upon them by law.

**ARTICLE FIVE.  
MEETINGS**

**REGULAR MEETINGS:** The board of directors shall have quarterly meetings at dates determined by its members. A majority of the Directors shall constitute a quorum. Special meetings of the board may be called at any time, provided proper notice is given according to the laws of the state of Washington. The board shall rely upon advice of legal counsel as to the proper procedures. All meetings of the board shall be open to the public and follow the Open Public Meetings Act, RCW 43.20.

**SPECIAL MEETINGS:** Special meetings of the Board may be called by the Chair or a majority of the board. Any two members of the board may request the Chair call a Special Meeting. Any request for such meeting shall state the purpose or purposes of the proposed meeting and notification will be given within the guidelines of the Open Public Meetings Act.

*Notice - The Committee recognizes that the Open Public Meetings Act requires a minimum 24 hours’ notice of a Special Meeting. Where possible however, the Committee shall exceed the minimum requirements by giving at least 4 days’ notice of all Special Meetings. All other special meeting notice requirements of the Open Public Meetings Act shall be met. Meeting notices will be delivered to each Committee member by email at the email address in the records of the committee. Committee members are responsible for insuring correct email addresses are provided to the Committee.*

**ANNUAL MEETING:** The annual meeting of the Board shall be held in the October each year with the date decided on in advance by membership.

**QUORUM:** Seven (7) members of the committee constitute a quorum and majority votes are necessary for the transaction of business or the exercise of any power or function of the Board.

**BOARD MEMBER ATTENDANCE:** Participation and attendance by Board members is of the utmost importance to proper functioning of the WTMA. The following process will be utilized by the Board regarding attendance:

- (a) If a member concludes that he/she cannot regularly attend the scheduled meetings as set forth in these policies and so communicates the fact to the Board, the Board shall support that member's request to the Governor for appointment of a replacement who can attend regularly scheduled meetings. If Legislative Board Member cannot attend regular scheduled meetings, Board Chair shall consult with alternate appointees.
- (b) If a member no longer can regularly attend the scheduled meetings because he/she is no longer in the classification for Board membership, the Board shall request the Governor to appoint a replacement to assure full Board attendance.
- (c) If a member misses, without excuse from the Board, two regularly scheduled meetings during the course of any six-month period, the Chair shall submit the member's name to the Governor and request, on behalf of the Committee, the removal of the member from the Committee citing this provision in the bylaws and the need for regular attendance.
- (d) There shall be no official alternates or proxies in the event a member does not attend a meeting, other than designated alternates for Legislative members.

**CONDUCT OF MEETINGS:** Meetings of the Board shall be presided over by the Board Chair or in his/her absence by the Vice Chair.

**ATTENDANCE BY TELEPHONE /ELECTRONIC MEDIA:** A Board member may participate in a meeting of the Board by a conference telephone or similar communication media by which all persons participating in the meeting may hear each other. Names of all Board members participating in the conference must be announced. Non-board attendees will be requested to identify themselves and their attendance will be noted in the meeting minutes. Participation in a meeting pursuant to this section constitutes presence at the meeting.

## **ARTICLE SIX.** **COMMITTEES**

The Board shall form committees as determined by the membership.

- a) **Subcommittees of the Board** - The Board, by resolution adopted by a majority (seven) of the members, may designate one or more subcommittees, each of which shall consist of at least two (2) or more Board members to the extent provided by law. Subcommittees may designate advisory committees composed of non-committee members to make recommendations to subcommittees. A subcommittee should not take testimony from the public in accordance with Open Meeting Laws. If testimony or information needs to be presented from the public, it should be presented to the full Board.

## **ARTICLE SEVEN.** **INDEMNIFICATION**

The board shall not be liable as a result of their activities, whether ministerial or discretionary, as members, except for willful dishonesty or intentional violations of law. The board may purchase liability insurance for its members.

**ARTICLE EIGHT.**  
**BOOKS AND RECORDS**

The Board shall keep correct and complete books and records as required by the laws of the state of Washington. Staff services from the Department of Commerce shall be provided as needed.

**ARTICLE NINE.**  
**FISCAL MANAGEMENT**

The Board will promptly deposit all non-state funds and state funds other than general fund state funds that it receives, into the private local account required under RCW 43.384.020; and the Board shall manage the private local account in accordance with GAAP. The Board will cooperate fully with the Department of Commerce as its fiscal agent for moneys appropriated for purposes of the authority.

**ARTICLE TEN.**  
**AMENDMENTS**

The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Such action may be taken by a 60% approval vote of the full Board at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Board not inconsistent with law.

The undersigned does hereby certify that the above and foregoing Bylaws of said Authority were duly adopted by the Members of the Board of Directors as the Bylaws of Washington Tourism Marketing Authority Board, and that the same do now constitute the Bylaws of this Board.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2018

Attest \_\_\_\_\_  
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Attachments RCWs