

BY-LAWS
CITY OF EUREKA SPRINGS
ADVERTISING AND PROMOTION COMMISSION

Dba Eureka Springs City Advertising and Promotion Commission (CAPC)

ARTICLE I
CREATION AND MEMBERSHIP OF THE COMMISSION

Section 1. Creation of the Commission. Then Eureka Springs City Advertising and Promotion Commission hereafter referred to as the Commission has been created by and in accordance with provisions of Acts of Arkansas, 2017 Arkansas Code § 26-75-605; and enabling City Code and Ordinances (Title 2, Chapter 2.56 and 2.60) which formally established the Commission.

Section 2. Membership of the Commission. The Commission shall be composed of seven (7) members, as follows: four (4) members shall be Owners or General Managers of businesses in the tourism industry within the Eureka Springs city limits, and the Owner or General Manager shall reside within Carroll County, Arkansas. Four (4) of these Commission Members shall be Owners or General Managers of hotels, motels, restaurants, or bars, and shall serve for staggered terms of four (4) years; two (2) Commission Members shall be members of the governing body of the municipality and selected by the governing body and shall serve at the will of the governing body; and one (1) member shall be appointed by the Mayor from the public at large who shall reside in Carroll County, Arkansas. (Ord. No. 2220, Sec.1, 1-26-15)

Section 3. Each member of the Commission shall file any oath required by law in the State of Arkansas of public officials. A Commissioner appointed under the provision of this article may be removed for cause upon a two-thirds vote of the City Council.

Section 4. At the January meeting of each year, the Commissioners shall elect a Chair whose term shall be for one year, but Chair can be elected for succeeding terms. Commissioners shall also elect a Vice Chair and a Secretary/Treasurer whose term shall be for one year, but Vice Chair and Secretary/ Treasurer can be elected for succeeding terms. These three roles shall be held by separate people.

Section 5. The Chair shall preside at meetings and shall decide points of order or procedures. In the absence of the Chair, the Vice Chair will fill in. Should both the Chair and Vice Chair be unavailable, the Chair may designate a representative to fill in until he/she returns.

Section 6. Vacancies on the Commission. Whether resulting from expiration of a regular term or otherwise, a vacancy on the Commission in any of the four (4) tourism industry positions or in the at-large position, shall be filled by appointment made by the remaining members of the Commission, with the approval of the governing body of the city.

Section 7. A vacancy shall be declared by the Chair, if at any time, a Commission Member should resign, should miss a total of three consecutive meetings without just cause (documented illness, family death, disaster, etc.), if the death of a Commission Member occurs or the Commission Member no longer possesses the qualifications of the seat.

**ARTICLE II
OFFICES**

Section 1. The principal office of the Commission shall be decided by the Commission. Office hours are 8am-5pm, Monday through Friday. The Commission shall have the power and authority to move or establish and maintain branch or subordinate offices at any other location(s) within the city limits of Eureka Springs.

**ARTICLE III
DUTIES AND POWERS OF THE COMMISSION**

Section 1. Duties of the Commission. The Commission is the body that determines the use of the city advertising and promotion fund.

Section 2. The Commission shall be empowered to employ and to terminate such employment, as Executive Director and all other personnel and contracted services/agencies deemed necessary to carry out the functions, operations and purposes of the Commission and its agencies created herein or at a later date.

Section 3. The Commission is empowered and shall have the authority to fix the salary, salaries or compensation for such personnel. Any employee who shall handle funds for the commission shall be required to furnish the city a surety bond in an amount to be determined by the Commission to insure the City against misappropriation of funds.

Section 4. The Commission shall have the authority to establish fair, transparent and competitive procedures for procuring and approving any contracted services deemed necessary by the Commission.

Section 5. The Commission hereunder appointed in addition to their other powers enumerated by state law, shall have the exclusive right and power to make purchases of all supplies necessary for the management and operation of the commission.

Section 6. Subject to the Commissions review and approval, the Commission delegates to the Executive Director necessary responsibilities to properly administer the business of the Commission within policies and direction set by the Commission.

Section 7. All expenditures must be reviewed and approved by the Commission.

Section 8. The Executive Director may be an ex-officio member (non-voting) member of the Commission. Should an Interim Director be appointed, the Commission will oversee all decisions including contracts and payments.

**ARTICLE IV
COMMISSION FINANCIAL REPORTING AND BUDGET**

Section 1. A monthly financial statement covering the preceding month shall be compiled and presented by the Tourism Director to the Commission at its regular monthly meeting.

Section 2. The Commission shall follow the City of Eureka Springs general rules and reporting procedures for purchasing of merchandise or services.

Section 3. The Executive Director will prepare a budget for the following year with approval made by the Commission before or during the first regular meeting in January of the budget year.

Section 4. The Commission shall prepare a complete annual budget beginning in September of the previous year and by the beginning of each fiscal year and shall submit the budget for review to the Mayor and City Council at the first regular meeting of the City Council after the budget has been approved by the Commission . The budget shall reflect anticipated revenue, proposed itemized expenditures, the names of the banks at which the Advertising and Promotion Fund is deposited, and the amount deposited in each account. (MC 1978, Sec. 4.32.04f.)

Section 5. The Commission shall make quarterly reports to the Mayor and City Council, reporting in full on the operations of the Commission, including an accounting of receipts and disbursements, and shall, upon request of the City Council, furnish such other and further reports and data as may be required. The Commission shall select a certified public accountant, or a firm of certified public accountants, to submit an annual audit of the operations of the Commission to the Mayor and City Council. (Ord. No. 936, Sec. 4f, 5-4-72)

ARTICLE V ORGANIZATION

Section 1. The Commission shall meet monthly or as often as may be necessary, and also shall be subject to special call by the Chair. (Ord. No. 936, Sec. 4a, 5-4-72)

Section 2. The Commissioners shall adopt such rules and regulations as they may deem necessary and expedient for the proper operation of the Commission, and they shall have the authority to alter, change or amend such rules and regulations at their discretion. (Ord. No. 936, Sec. 4b, 5-4-72)

Section 3. Meeting location will be designated by the Chair.

Section 4. Special Meetings of the Commission, for any purpose may be called by the Chair or any three members of the Commission at such times as may be necessary in the judgment of the person or persons calling said meeting, provided reasonable notice of time, place and purpose of said meeting is given. Whenever possible at least a 24-hours notice shall be given to Commissioners.

Section 5. Written or printed notice of every Special Meeting of the board members shall be prepared and delivered to each Commission member not less than 24-hours before such meeting except in the rare case of an immediate decision being required. At least 2-hours notice is required for a rare emergency. Such notice shall state the object thereof, and the time and place of the meeting. No business shall be transacted in Special Meetings, other than referred to in the notice.

Section 6. A majority of the members of the Commission shall constitute a quorum.

Section 7. No formal business shall be conducted without a quorum and no member may vote by proxy.

Section 8. The order of business shall follow the distributed agenda set by the Chair unless otherwise agreed to by the members.

Section 9. The Commissioners shall adopt such rules and regulations as they may deem necessary and expedient for the proper operation of the Commission, and they shall have the authority to alter, change or amend such rules and regulations at their discretion with a majority vote of the Commission at a regular meeting.

Section 10: The Commissioners shall adopt Policies & Procedures including those of the City of Eureka Springs, and additional Policies & Procedures to ensure proper financial management, hiring/ employment practices, reporting and transparency pertaining to the use of taxpayer funding.

Section 11. Commission members should advise the Commission Chair a minimum of one day before the meeting date if they expect to be absent.

ARTICLE VI CONFLICT OF INTEREST

Section 1. No member of the Commission with a direct or indirect financial interest shall participate in, vote on, influence, or attempt to influence an official decision under consideration by the Commission

Section 2. No member of the Commission shall participate in any discussion or vote on a rule or regulation that exclusively benefits the member.

ARTICLE VII USES OF TAX REVENUE

Section 1. All funds credited to the Eureka Springs City Advertising and Promotion fund shall be used for advertising and promoting the city and its environs or for the construction, reconstruction, extension, equipment, improvement, maintenance, repair and operation of a convention center or for the operation of tourist promotion facilities in the city and facilities necessary for supporting, or otherwise pertaining to, a convention center, or for any other use as authorized by state law, in the manner as shall be determined by the Eureka Springs City Advertising and Promotion Commission. The Commission shall have the authority to determine funding of the arts or for supporting the City's advertising and promotion endeavors for arts and culture.

Section 2. Pursuant to this section, if the Commission determines that funding of the arts is necessary for or supporting of its city's advertising and promotion endeavors, it shall use its funds and/or funds derived from the tax. (A.C.A. § 26-75-606(a)(2)).

Section 3. All local taxes levied as authorized by state law and Eureka Springs City Code shall be credited to the city advertising and promotion fund and shall be fixed and used only for the purposes prescribed by state law and city ordinance.

Section 4. Prohibited use of taxes. Such taxes shall not be used:

- For general capital improvements within the city;
- For the costs associated with the general operation of the city; and
- For general subsidy of any civic groups or the chamber of commerce.

Section 5. The authorization and limitations contained herein shall be reasonably construed so as to provide funds for promoting and encouraging tourism and conventions while not allowing such special revenues to be utilized for expenditures that are normally paid from general revenues of the city. (A.C.A. § 26-75-606(c)(4)).

Section 5. The City Council may, by ordinance, pledge all or any part of the revenue from the tax levied pursuant to this article to the payment of principal of and interest on bonds issued by the city under the authority of any other law for the purpose of providing all or part of the funds for the acquisition, construction, reconstruction, extension, equipment, improvement, maintenance or operation of any facility (including, without limitation, auditoriums and parking facilities) which are or will be operated as a part of, or operated or used in connection with or in support of, a convention center project.

Section 5. The City Council may, by ordinance, pledge all or any part of the revenue from the tax levied pursuant to this article to the payment of principal and interest on bonds issued by the city under the authority of A.C.A. 14-170-206. Such pledge of revenue shall be by the ordinance authorizing the tourism revenue bonds and shall be subject to the approval of the Commission. Such ordinance shall be governed by the provisions of A.C.A. 26-75-613.

Section 6. All or any part of the revenue derived from the tax levied pursuant to this article may be used and/or pledged for the retirement of bonds issued for the establishment and operation of other tourist-oriented facilities, including, but not limited to, theme parks and other family entertainment facilities, but such revenue shall be used or pledged for the purposes authorized by A.C.A. 26-75-602 only upon the approval of the Commission. (MC 1978, Sec. 4.32.02, 2-3a-e)

**ARTICLE VIII
CHANGES TO THE BY-LAWS**

Section 1. These by-laws shall be adopted or amended with an affirmative simple majority vote of the Commission Members of the Eureka Springs City Advertising and Promotion Commission.

Section 2. Amendments shall be proposed in writing at a regular meeting and voted on at a following meeting. If the written amendment has been given to all Commissioners, a Special Meeting can be called ten (10) days after the proposed change has been given to Commissioners for the purpose of voting on the change.

By majority action of the Eureka Springs City Advertising and Promotion Commission, these by laws are approved on this 22 day of February 2024.

SIGNATURE:  PRINTED NAME: Chris Clifton
Chair, Eureka Springs City Advertising and Promotion Commission Date: 3-5-24

POLICY FOR OPEN AND RESPONSIVE OPERATION

- 1. Consistent with state law, the Eureka Springs City Advertising and Promotion Commission and Staff will respond as quickly as possible to provide all documents requested by citizens, allowing them to examine the records and providing copies of all public information rapidly in forms that the public can readily find and use.**
- 2. Public documents must be open to inspection and copying by any citizen of the State of Arkansas, within three business days, upon request in accordance with the Arkansas Freedom of Information Act (FOIA), but the Commission and staff should attempt to provide access even sooner. The requester may examine records and request copies of documents, and it is the policy of the Eureka Springs City Advertising and Promotion Commission to provide those documents as soon as possible in accordance with the FOIA.**
- 3. It is also the policy of the Eureka Springs City Advertising and Promotion Commission to recommend that sustainable measures be encouraged, such as the use of digital media (CD, DVD, jump drives), or e-mailed scanned documents, use of Dropbox or like platform, to avoid the use of paper that causes a negative environmental impact. Such copies of documents are to be provided at the actual cost of the digital media (CD, DVD, or jump drive), or at no charge if the requesting citizens provide their own data storage devices.**
- 4. If the requestor prefers paper copies, the person requesting must pay for the actual cost, which should be no more than 5 cents per copied sheet. If it costs less than 5 cents a sheet, remember that the actual cost is the standard upon which you should use in compliance with such a request. Larger paper documents, such as maps, will be more expensive, but the standard remains that the cost will be judged by the "actual cost" of the copying.**
- 5. Avoid any situations in which staff could turn a simple document/information request into a formal FOIA requests unnecessarily. The first thing that does is hinder customer service and create an environment of a closed agency, as opposed to the Eureka Springs City Advertising and Promotion Commission's open government policies and principles. There might be requesters who merely add the words "and I request it under the FOIA", but the actual request is likely for a routine document like a form that the person could just be downloaded. Either should be approached as a citizen service situation.**
- 6. It is our policy that a person does not have to fill in any form to get a public record. Requests may be made in person, by phone, by email, or in writing, and all are equally valid. Sometimes a simple document or information request will come from a citizen with the words, "I request this under the Freedom of Information Act", but that is not necessary. The Commission and staff should provide the requested information or documents to the requestor without the requestor's need to invoke the Freedom of Information Act.**
- 7. The Commission and staff should treat all requests for documents with the same attention, responsiveness, and urgency as accorded FOIA requests. Whether a simple oral document request or a formal written request under the FOIA statute, it comes down to service and getting the information or document to the requestor as soon as possible.**
- 8. To increase transparency and accountability, the By-Laws of the Eureka Springs City Advertising and Promotion Commission must be posted on the Commission's website.**
- 9. To increase transparency and accountability, the Agenda and supporting documents for meetings of the Eureka Springs City Advertising and Promotion Commission must be posted on the City's and the Commission's website no later than five days before the scheduled meeting. For Special Meetings Agenda and supporting documents should be posted at least 24-hours in advance except in a rare emergency when a 2 hour notice is required.**
- 10. To increase transparency and accountability, HMR Tax Report summaries should be posted on the Commission's website within one week after that information is available.**