

TO: James L. App, City Manager  
FROM: Meg Williamson, Assistant City Manager  
SUBJECT: TPRA and PCC Bylaw Revisions  
DATE: April 15, 2014

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NEEDS: For the City Council to consider coordinated revisions to the Travel Paso Robles Alliance (TPRA) and Promotions Coordinating Committee (PCC) Advisory Committee bylaws.

- FACTS:
1. The Promotions Coordinating Committee (PCC) was formed in 2007 at the time the City's Tourism Program was created. The work of the committee was focused on marketing the Paso Robles "brand" and included representatives from key tourism partner groups, including two hotelier positions.
  2. The Travel Paso Robles Alliance (TPRA) was established in 2009 in conjunction with the formation of the Tourism and Lodging Promotions Business Improvement District (BID). This committee consists of seven hoteliers who advise City Council on the marketing/spending priorities for funds generated by the BID.
  3. Since the establishment of the TPRA, the PCC work focus has evolved. There is less emphasis on marketing efforts focused outside the community, and greater focus on the collaboration between community tourism partner groups to improve the local visitor experience and represent all tourism partners in building the Paso Robles brand.
  4. At their March 11, 2014 meeting, the PCC unanimously supported a revised Work Strategy and name change that would capture their renewed community tourism focus. See the attached "Tourism Collaboration Committee Structure."
  5. The PCC also unanimously supported the establishment of Bylaws that would define the Committee's refocused purpose, and restructure the committee as follows:

New Committee Name: Tourism Collaboration Committee (TCC)

Membership Revision: Two (2) hotelier positions replaced by a fifth/additional static position to be held by the TPRA "Destination Manager." This would leave two (2) at large positions who can represent any hospitality/marketing interest.

Member Term: Of the seven member committee, five would be static positions by virtue of their leadership role in key tourism partner organizations. The remaining two at-large positions would be for two (2) year term appointments.

6. The TPRA advisory committee formally supported the proposed PCC hotelier representation revisions at their meeting of March 25, 2014. Additionally, the TPRA recommended the following clarifying revisions to their Bylaws:

Committee Name: Formal recognition of the “Travel Paso Robles Alliance” moniker (to replace “Paso Robles Tourism and Lodging Promotions Business Improvement District Advisory Committee”)

Single Hotel Representation: Each hotel property to have a maximum of one representative on the committee at a given time.

Modification of Hotelier Representation on PCC: Designate the Contract “Destination Manager” as the hotelier/TPRA representative on the PCC in lieu of two hotelier member representatives.

Readiness to Serve: Requires TPRA member to be either a County resident or within a reasonable travel distance to regularly participate on the Committee.

7. The new Bylaws for the Tourism Collaboration Committee (TCC) and the revised Bylaws for the Travel Paso Robles Alliance (TPRA) are attached.
8. Two “at-large” PCC (TCC) member terms will be open if the City Council approves the new bylaws as proposed. Recruitment for these vacancies will commence as soon as possible.

ANALYSIS

AND

CONCLUSION: There is a need to better define the focus of and coordinate the membership between the tourism and marketing advisory committees. The proposed revisions/additions to committee bylaws will establish appropriate “crossover” representation of the hoteliers (TPRA) on the PCC. Additionally the bylaw revisions will refocus the work of the newly named Tourism Collaboration Committee (TCC) on improving the local visitor experience and working with all tourism partners to build the Paso Robles tourism brand.

POLICY

REFERENCE: Tourism and Lodging Promotions Business Improvement District Advisory Committee (the TPRA) bylaws; August, 2007 City Council establishment of the Promotions Coordinating Committee; City Council Policies and Procedures.

OPTIONS:

- a. For the City Council to:
  - 1) Adopt Resolution 14-XXX establishing bylaws for the Tourism Collaboration Committee/TCC (currently known as the Promotions Coordinating Committee/PCC); and
  - 2) Adopt Resolution 14-XXX to amend the bylaws of the “Paso Robles Tourism and Lodging Promotions Business Improvement District Advisory Committee” (aka TPRA).
- b. Amend, modify or reject the above options.

Attachments:

- 1) Resolution 14-XXX approving TCC bylaws (with new bylaws Exhibit A)
- 2) Tourism Collaboration Committee Structure dated 3-11-14
- 3) Resolution 14-XXX approving amended TPRA bylaws (with clean bylaw Exhibit A)
- 4) Marked Text Revisions to TPRA Bylaws

RESOLUTION NO. 14-XXX

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PASO ROBLES  
APROVING BYLAWS FOR THE TOURISM COLLABORATION COMMITTEE (TCC)

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WHEREAS, the City's adopted Marketing Plan includes the key elements of: a) Hospitality Services and Visitor Event support; b) Branding and Visitor Website support; c) Public Relations that build on the platform of the Wine and Culinary industries; and d) enhancement and promotion of the City's historic downtown core; and

WHEREAS, the City Council formed the Promotions Coordinating Committee (PCC) in 2007 to assist and advise the Council on efforts to accomplish stated tourism goals; and

WHEREAS, there have been no previously existing bylaws for the PCC; and

WHEREAS, Chapter 3 of the City Council Policies and Procedures establishes parameters for the Council's formation of standing advisory committees; and

WHEREAS, the present day work strategy of the PCC is to focus on improving the local tourism experience through collaboration between Paso Robles tourism partners; and

WHEREAS, on March 11, 2014 the PCC unanimously supported the establishment of committee bylaws that would define the committee's purpose and restructure the committee's name and membership; and

WHEREAS, the name of the committee is to be the Tourism Collaboration Committee (TCC); and

WHEREAS, the membership is to be restructured to include a fifth static position to be held by the Travel Paso Robles Alliance Destination Manager in lieu of two hotelier seats; and

WHEREAS, the bylaws to the Travel Paso Robles Alliance are proposed to be revised to coordinate with the new TCC membership structure; and

WHEREAS, upon adoption of these bylaws the membership structure of the TCC will include two "at large" TCC positions to be filled through open community recruitment.

THEREFORE BE IT HEREBY RESOLVED that the City Council of the City of El Paso de Robles approves bylaws for the Tourism Collaboration Committee per the attached Exhibit "A" in accordance with adopted City Council Policies and Procedures.

ADOPTED by the City Council of the City of El Paso de Robles at a regular meeting of said Council held on the 15<sup>th</sup> day of April 2014 by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

ATTEST:

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Duane Picanco, Mayor

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Caryn Jackson, Deputy City Clerk

# **BYLAWS**

## **TOURISM COLLABORATION COMMITTEE**

### **ARTICLE I- THE COMMITTEE**

#### **Section 1: Name of Committee**

The name of the Committee shall be the "Tourism Collaboration Committee" (hereinafter referred to as the "TCC").

#### **Section 2: Purpose**

The TCC serves at the pleasure of the City Council as a means to aid the City Council in gathering public input by providing a forum through which private citizens and expert partners in the field of business and tourism may advise the City Council of the City of Paso Robles ("Agency") on matters relating to tourism for the City of Paso Robles. In order to accomplish that purpose, the TCC may consult with and advise the Agency on those matters which deal with:

- a. Strengthening marketing strategies
- b. Opportunities & challenges within the tourism industry
- c. Methods for coordinated approaches to tourism ; And
- d. Formation & directives to tourism task forces as needed

The TCC shall be and remain established following the adoption of these Bylaws unless otherwise abolished by an affirmative vote of the majority of the City Council.

#### **Section 3: Membership**

##### a. Membership Categories and Qualifications

To be eligible for membership on the TCC, a person must be either a:

- 1) Resident: To qualify under this category, the person must either own or occupy a residential dwelling located within the City.
- 2) Tourism Related Business Owner: To qualify under this category, the person or the legal entity, which the person represents, must present satisfactory evidence of ownership or primary role in operation of a business within the Paso Robles area that serves and/or is involved in the tourism industry.
- 3) Executive Director / Representative of Tourism Partner Organization: These are static positions on the Committee. To qualify under this category, the person must be the Executive Director or Interim/Acting appointment of or contracted representative to the following organizations:

- a. Paso Robles Chamber of Commerce & Visitor Center
  - b. Paso Robles Event Center
  - c. Paso Robles Main Street Association
  - d. Paso Robles Wine Country Alliance
  - e. Travel Paso Robles Alliance
- 4) Other: Non-residents may be considered/appointed so long as a majority of the Advisory Body are residents as provided in Section 3.a.1-3 above.
- b. Open Membership  
Criteria and selection for membership shall not discriminate based upon sex, race, religion, creed, color, national or ethnic origin, or any other classification protected by law.
  - c. Total Membership & Term Of Appointment  
The total membership of the TCC shall be seven (7). A member's regular term of appointment shall be two (2) years.
    - 1) No person shall be eligible for appointment for more than three consecutive terms, exclusive of prior appointment to fill an unexpired term of office.
    - 2) Persons who have served three full consecutive terms may be reappointed following a one-term absence.
    - 3) Appointees shall serve on only one Council Advisory Body/Commission at a time.
  - d. Member Code of Ethics  
Committee members shall adhere to the City Council's Code of Ethics (Appendix).

**Section 4: Conflict of Interest**

- a. No member shall participate in any decision which directly or indirectly affects his or her property or economic interests in a manner which is distinguishable from the effect on the City as a whole or his or her interests in common with others similarly situated.
- b. Committee members shall not engage in any ex parte\* communication with any member of the City Council, commission, board or committee regarding any quasi-judicial\*\* matter pending, or reasonably expected to come, before such a body.

*\* Ex parte communication - any oral or written communication that is intended, or is reasonably calculated, to influence decisions. \*\* Quasi-judicial matter - the appeal of any employee discipline or grievance, or a proceeding to approve or revoke any license, permit or project.*

**Section 5: Termination of Membership**

Membership in the TCC shall terminate in the event that:

- a. The member is no longer a Resident, Paso Robles Business Owner, or a representative of an existing Paso Robles Community Organization; or
- b. The member shall not be, or shall no longer be, a member of that membership category from and for which he or she was elected or appointed; or
- c. The member shall have acted in violation of Section 9 of Article III of these Bylaws.
- d. The member shall have served three consecutive full terms.

### **Section 6: Removal of Members**

A member may be removed by an affirmative vote of a majority of the City Council, if, after a hearing, it is found and determined that any one of the grounds for termination specified in Section 5 of this Article I exists.

### **Section 7: Resignation**

Any TCC member may resign at any time by giving written notice to the Chairperson, who shall forward such notice to the TCC Chairman and the Agency. Any such resignation will take effect upon receipt or upon any date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

### **Section 8: Filling of Vacancies**

In the event of a vacancy on the TCC the City Council shall select an individual to fill such vacancy as soon as reasonably practicable. New members must meet the qualifications set forth in Section 3 of Article I.

### **Section 9: Remuneration**

Members shall serve without pay except for reimbursement for travel expenses to meetings outside of the City.

## **ARTICLE II – OFFICERS**

### **Section 1: Officers**

The officers of the TCC shall consist of a Chairperson and a Vice Chairperson, who shall be elected in the manner set forth in this Article II.

### **Section 2: Chairperson**

The Chairperson shall preside at all meetings of the TCC and may submit such agenda, recommendations and information at such meetings as are reasonable and proper for the conduct of the business affairs and policies of the TCC. The Chairperson may sign documents necessary to carry out the business of the TCC and is the authorized spokesperson for the committee as needs arise.

### **Section 3: Vice Chairperson**

The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In the event of the death, resignation or removal of the Chairperson, the Vice Chairperson shall assume the Chairperson's duties until such time as the TCC shall elect a new Chairperson.

#### **Section 4: Additional Duties**

The officers of the TCC shall perform such other duties and functions as may from time to time be required by the TCC, these Bylaws, or other rules and regulations, or which duties and functions are incidental to the office held by such officers.

#### **Section 5: Election**

The Chairperson and Vice Chairperson shall initially be elected from among the members of the TCC at the TCC's first regular meeting. Thereafter, the Chairperson and Vice Chairperson shall be elected from among the members of the TCC annually. Such officers of the TCC shall hold office for one year following their election and until their successors are elected and in office. Any such officer shall not be prohibited from succeeding him or herself, but no person shall be elected as an officer for more than three consecutive terms.

#### **Section 6: Removal of Officers**

Upon an affirmative vote by a majority of the members of the TCC present at a regular or special meeting of the at which a quorum is present, any officer may be removed from office, and a successor elected pursuant to Section 7 of this Article II.

#### **Section 7: Vacancies**

Should the offices of the Chairperson or Vice Chairperson become vacant, the TCC shall elect a successor from among the TCC members at the next regular or special meeting, and such office shall be held for the unexpired term of said office.

### **ARTICLE III- MEETINGS**

#### **Section 1: Regular Meetings**

The TCC shall meet regularly on the second Tuesday of each month, at the hour of 10:30 a.m., at Paso Robles, California. In the event that the regular meeting date shall be a legal holiday, then any such regular meeting shall be held on the next business day thereafter ensuing that is not a legal holiday. A notice, agenda and other necessary documents shall be delivered to the members, personally or by mail at least seventy-two (72) hours prior to the meeting.

#### **Section 2: Special Meetings**

Special meetings may be held upon call of the Chairperson, or an affirmative vote by a majority of the members of the TCC present at a regular or special meeting of the TCC at which a quorum is present, for the purpose of transacting any business designated in the call, after notification of all members of the TCC by written notice personally delivered or by mail at least twenty-four (24) hours before the time specified notice for a special meeting. At such special meeting, no business other than that designated in the call shall be considered.

#### **Section 3: Adjourned Meetings**

Any meeting of the TCC may be adjourned to an adjourned meeting without the need for notice requirements of a special meeting, provided the adjournment indicates the date, time and place of the adjourned meeting. TCC members absent from the meeting at which the adjournment decision is made shall be notified by the Chairperson of the adjourned meeting.

#### **Section 4: All Meetings to be Open and Public**

All meetings of the TCC shall be open and public to the extent required by law. All persons shall be permitted to attend except as otherwise provided by law.

#### **Section 5: Posting Agendas/Notices**

The City Staff member assigned to the TCC, or his or her authorized representative, shall post an agenda for each regular TCC meeting or a notice for each special TCC meeting containing a brief description of each item of business to be transacted or discussed at the meeting together with the time and location of the meeting. Agendas/notices shall be posted at the Paso Robles City Library at least seventy-two hours in advance of each regular meeting and at least twenty-four (24) hours in advance of each special meeting. The Staff Member shall maintain a record of such posting.

#### **Section 6: Right of Public to Appear and Speak**

At every regular meeting, members of the public shall have an opportunity to address the TCC on matters within the TCC's subject matter jurisdiction. Public input and comment on matters on the agenda, as well as public input and comment on matters not otherwise on the agenda, shall be made during the time set aside for public comment; provided, however, that the TCC may direct that public input and comment on matters on the agenda be heard when the matter regularly comes up on the agenda. The Chairperson may limit the total amount of time allocated for public discussion on particular issues and/or the time allocated for each individual speaker.

#### **Section 7: Non-Agenda Items**

Matters brought before the TCC at a regular meeting which were not placed on the agenda of the meeting shall not be acted upon by the TCC at that meeting unless action on such matters is permissible pursuant to the Ralph M. Brown Act (Gov. Code §54950 et seq.). Those non-agenda items brought before the TCC that the TCC determines will require TCC consideration and action and where TCC action at that meeting is not so authorized shall be placed on the agenda for a future meeting once a City staff report concerning the matter is prepared.

#### **Section 8: Quorum**

The powers of the TCC shall be vested in the members thereof in office. Four (4) of the seven (7) members then in office shall constitute a quorum for the purpose of conducting the TCC's business, exercising its powers and for all other purposes, but less than that number may adjourn the meeting from time to time until a quorum is obtained. An affirmative vote by a majority of the members of the TCC present at a regular or special meeting of the TCC at which a quorum is present shall be required for approval of any questions brought before the TCC.

#### **Section 9: Unexcused Absences**

If a member shall be absent without the consent of the TCC from three (3) meetings, whether regular or special, within six (6) consecutive calendar months, such absence shall result in the termination of the membership of the absenting member. A member's absence shall be excused if, prior to the meeting from which said member will be absent, said member notifies the Chairperson of his or her intent to be absent and the reasons therefore; provided, however, that a member shall be entitled to only two (2) excused absences within twelve (12) consecutive calendar months. At each meeting, after the roll has been called, the Chairperson shall report to the TCC the name of any member who has so notified him or her of his or her intent to be absent and the reason for such absence.



### **Section 10: Order of Business**

All business and matters before the TCC shall be transacted in conformance with the City Council's established practice.

### **Section 11: Minutes (Action)**

Minutes of the TCC shall be prepared in writing by the City staff member assigned to the TCC. Copies of the minutes of each TCC meeting shall be made available to each member of the TCC and the Agency. Approved minutes shall be filed in the official book of minutes of the TCC and forwarded to the City Council for information.

### **Section 12: Recommendations to City Council**

Recommendations of the TCC to the City Council shall be prepared in writing by the City staff member assigned to the TCC. Recommendations may be presented to the City Council during a public meeting once the assigned staff prepares a staff report summarizing key facts, analysis, cost/benefit consideration, fiscal impact, and policy implications and options, and the report has been reviewed by the City Manager. The official minutes of the TCC documenting the TCC recommendation(s) shall be attached to the staff report.

## **ARTICLE IV- REPRESENTATION BEFORE PUBLIC BODIES**

The Chairperson, the Vice Chairperson in the Chairperson's absence or a member of the TCC, may make official representations on behalf of the TCC before the Agency and/or the City Council if so specifically designated by the TCC. The TCC may present information to other public bodies with the affirmative vote of a majority of the City Council.

## **ARTICLE V- COMMITTEES**

The TCC may establish any standing and/or special committees it deems necessary consistent with, and to fulfill, its stated purpose as established in Section 2 of these Bylaws.

## Tourism Collaboration Committee Structure

March 11, 2014 (as amended by PCC)

### Facts:

- The Tourism Collaboration Committee is a group of Paso Robles tourism industry partners with a vested interest in the success of the tourism effort.
- Tourism in Paso Robles now has a solid foundation - Marketing and public relations is being covered by the TPRA, the Chamber of Commerce is staffing the Visitor Center and increasing service levels there, Main Street continues their downtown promotions and the PRWCA promotes wine and is driving traffic to Paso wine country.
- With cooperation and collaboration among tourism partners it's possible for the Tourism Collaboration Committee to strengthen the tourism effort in Paso Robles by addressing tourism challenges and opportunities as they arise, in support of each partner organization's stated goals and in support of the TCC's goals and objectives.
- A positive visitor experience is the best advertising a destination can attain; a concerted effort among tourism partners can identify ways to improve visitor experiences throughout Paso Robles.

### Opportunities/Challenges could include:

- Orchestrated programs to attract niche visitor groups (e.g. bicycling community, art lovers, conferences)
- New event support (coordination and cooperation, not cash)
- Sharing resources / knowledge / experience (not having to reinvent the wheel)
- Hospitality Ambassador training program
- Visitor Transportation service enhancements
- Visitor way finding
- Cooperative cross promotional opportunities (Tool Kit for promotions)
- Vetting new events/activities (calendar)
- Consumer surveys

**Goals:** To create a collaborative effort among Paso Robles tourism partners to address tourism challenges and opportunities.

**Objectives:** Increase visitation, improve visitor experience, increase word of mouth promotion of the destination.

**Strategies:** Ad hoc committees and task forces will be formed among local tourism partners to address challenges and opportunities as they are brought to the attention of the TCC.

**Tactics:** To be decided by each task force and presented to TCC as needed.

**Budget and Staff Support:** The work of the TCC will be to increase collaboration and cooperation among tourism partners. Financial support of specific tourism initiatives will be addressed on a case by case basis. Staff support will be provided by the city Tourism Coordinator, Shonna Howenstine, with oversight by Assistant City Manager Meg Williamson.

RESOLUTION NO. 14-XXX

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PASO ROBLES  
APPROVING REVISIONS TO BYLAWS FOR THE  
TRAVEL PASO ROBLES ALLIANCE (TPRA) ADVISORY COMMITTEE

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WHEREAS, the Tourism and Lodging Promotions Business Improvement District (BID) was established in 2009; and

WHEREAS, leading up to approval of the BID the City Council formed the Paso Robles Tourism and Lodging Promotions Business Improvement District Advisory Committee and bylaws via Resolutions 08-191 on December 2, 2008, and

WHEREAS, the purpose of the advisory committee is to advise City Council on the marketing/spending priorities for funds generated by the BID; and

WHEREAS, Chapter 3 of the City Council Policies and Procedures establishes parameters for the Council's formation of standing advisory committees; and

WHEREAS, the advisory committee has come to be more commonly known as the "Travel Paso Robles Alliance" (TPRA); and

WHEREAS, the work of the TPRA is intertwined with the work of the Promotions Coordinating Committee (PCC) who is restructuring its purpose and membership makeup under the new name of the Tourism Collaboration Committee (TCC); and

WHEREAS, on March 25, 2014 the TPRA unanimously supported revisions to the TPRA committee bylaws that would formally recognize the committee's commonly used name, provide clarification of membership qualifications, and restructure the form of hotelier representation on the Tourism Collaboration Committee; and

WHEREAS, the TPRA representation on the TCC shall be as a fifth static position to be held by the Travel Paso Robles Alliance Destination Manager in lieu of two hotelier seats.

THEREFORE BE IT HEREBY RESOLVED that the City Council of the City of El Paso de Robles approves revisions to the bylaws for the Travel Paso Robles Alliance per the attached Exhibit "A" in accordance with adopted City Council Policies and Procedures.

ADOPTED by the City Council of the City of El Paso de Robles at a regular meeting of said Council held on the 15<sup>th</sup> day of April 2014 by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

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Duane Picanco, Mayor

ATTEST:

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Caryn Jackson, Deputy City Clerk

**BYLAWS**  
**TRAVEL PASO ROBLES ALLIANCE**  
**ADVISORY COMMITTEE**

**ARTICLE I - THE COMMITTEE**

**Section 1: Name of Committee**

The "Paso Robles Tourism and Lodging Promotions Business Improvement District Advisory Committee" was initially formed in 2008 (and referred to as the "BID Committee"). Subsequently, the BID Committee became more commonly known as the "Travel Paso Robles Alliance."

The name of the Committee shall heretofore be the "Travel Paso Robles Alliance" (hereinafter referred to as the "TPRA")

**Section 2: Purpose**

The TPRA serves at the pleasure of the City Council as a means to aid the City Council in gathering public input by providing a forum through which private citizens may advise the City Council of the City of Paso Robles ("Agency") on matters relating to the Paso Robles Tourism and Lodging Promotions Business Improvement District ("District") in the City of Paso Robles. In order to accomplish that purpose, the TPRA may consult with and advise the Agency on those matters which deal with:

- a. the method and basis of levying assessments within the District;
- b. expenditures of revenues derived from such assessments; and
- c. programs, services, improvements, and activities intended to promote tourism and local tourist lodging establishments within the District.

The TPRA shall be and remain established following the adoption of these Bylaws unless otherwise abolished by an affirmative vote of the majority of the City Council.

**Section 3: Membership**

- a. Membership Categories and Qualifications

To be eligible for membership on the TPRA, a person must bea:

- (1) Hotelier: To qualify under this category, the person, or the legal entity that the person represents, must present satisfactory evidence of owner/management or the empowered designee of a tourist lodging establishment within the City.
- (2) Readiness to Serve: The person who qualifies under a(1) shall either be a resident of San Luis Obispo County and/or demonstrate they are within accessible distance to remain regularly involved with the on-going activities of the committee.
- (3) Single Hotel Representation: Each hotel property shall have no more than one (1) representative on the committee at any given time.

b. Open Membership

Criteria and selection for membership shall not discriminate based upon sex, race, religion, creed, color, age, national or ethnic origin, or any other classification protected by law.

c. Total Membership & Term Of Appointment

The total membership of the TPRA shall be seven (7) members. The total membership shall be comprised among the membership categories, defined above.

A member's regular term of appointment shall be three (3) years. However, the initial term for up to three (3) members may be set for only two (2) years as necessary to create staggered terms on the committee. Following this initial two (2) year term, the regular term of appointment for each of these members shall then be three (3) years.

- (1) No person shall be eligible for appointment for more than three consecutive terms, exclusive of prior appointment to fill an unexpired term of office.
- (2) Persons who have served three full consecutive terms may be reappointed following a one-term absence.
- (3) Appointees shall serve on only one Council Advisory Body/Commission at a time.

d. Member Code of Ethics

Committee members shall adhere to the City Council's Code of Ethics (Appendix).

**Section 4: Conflict of Interest**

- a. Committee members shall refrain from using their position to unduly influence the deliberations or decisions of the City Council or other City commission, board or committee.

**Section 5: Termination of Membership**

Membership in the TPRA shall terminate in the event that:

- a. The member shall not be, or shall no longer be, a member of that membership category from and for which he or she was elected or appointed; or
- b. The member shall have acted in violation of Section 9 of Article III of these Bylaws.
- c. The member shall have served three consecutive full terms.
- d. The Paso Robles Tourism and Lodging Promotions Business Improvement District has been terminated by the City Council.

**Section 6: Removal of Members**

A member may be removed by an affirmative vote of a majority of the City Council, if, after a hearing, it is found and determined that any one of the grounds for termination specified in Section 5 of this Article I exists.

**Section 7: Resignation**

Any TPRA member may resign at any time by giving written notice to the Chairperson, who shall forward such notice to the TPRA and the Agency. Any such resignation will take effect upon receipt or upon any date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

**Section 8: Filling of Vacancies**

In the event of a vacancy on the TPRA, the City Council shall select an individual to fill such vacancy as soon as reasonably practicable. New members must meet the qualifications set forth in Section 3 of Article I.

**Section 9: Remuneration**

Members shall serve without pay except for reimbursement for travel expenses to meetings outside of the City.

## **ARTICLE II - OFFICERS**

### **Section 1: Officers**

The officers of the TPRA shall consist of a Chairperson and a Vice Chairperson, who shall be elected in the manner set forth in this Article II.

### **Section 2: Chairperson**

The Chairperson shall preside at all meetings of the TPRA, and may submit such agenda, recommendations and information at such meetings as are reasonable and proper for the conduct of the business affairs and policies of the TPRA. The Chairperson may sign documents necessary to carry out the business of the TPRA.

### **Section 3: Vice-Chairperson**

The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In the event of the death, resignation or removal of the Chairperson, the Vice Chairperson shall assume the Chairperson's duties until such time as the TPRA shall elect a new Chairperson.

### **Section 4: Additional Duties**

The officers of the TPRA shall perform such other duties and functions as may from time to time be required by the TPRA, these Bylaws, or other rules and regulations, or which duties and functions are incidental to the office held by such officers.

### **Section 5: Election**

The Chairperson and Vice Chairperson shall initially be elected from among the members of the TPRA at the TPRA's first regular meeting. Thereafter, the Chairperson and Vice Chairperson shall be elected from among the TPRA Committee members annually. The regular term of appointment for both officers shall be one (1) year. Officers of the TPRA shall hold office until their successors are elected and in office. Any such officer shall not be prohibited from succeeding him or herself.

### **Section 6: Removal of Officers**

Upon an affirmative vote by a majority of the members of the TPRA present at a regular or special meeting of the TPRA at which a quorum is present, any officer may be removed from office, and a successor elected pursuant to Section 7 of this Article II.

### **Section 7: Vacancies**

Should the offices of the Chairperson or Vice Chairperson become vacant, the TPRA shall elect a successor from among the TPRA members at the next regular or special meeting, and such office shall be held for the unexpired term of said office.

## **ARTICLE III - MEETINGS**

### **Section 1: Regular Meetings**

The TPRA shall meet monthly, at a location accessible to the public, in Paso Robles, California. A notice, agenda and other necessary documents shall be delivered to the members, personally or by mail, at least seventy-two (72) hours prior to the meeting.

### **Section 2: Special Meetings**

Special meetings may be held upon call of the Chairperson, or an affirmative vote by a majority of the members of the TPRA present at a regular or special meeting of the TPRA at which a quorum is present, for the purpose of transacting any business designated in the call, after notification of all members of the BID Committee by written notice personally delivered or by mail at least twenty-four (24) hours before the time specified notice for a special meeting. At such special meeting, no business other than that designated in the call shall be considered.

### **Section 3: Adjourned Meetings**

Any meeting of the TPRA may be adjourned to another meeting date, time and place without the need for notice requirements of a special meeting, provided the adjournment indicates the date, time and place of the adjourned meeting. TPRA members absent from the meeting at which the adjournment decision is made shall be notified by the Chairperson of the adjourned meeting.

### **Section 4: All Meetings to be Open and Public**

All meetings of the TPRA shall be open and public to the extent required by law. All persons shall be permitted to attend except as otherwise provided by law.



### **Section 5: Posting Agendas/Notices**

The City Staff member assigned to the TPRA, or his or her authorized representative, shall post an agenda for each regular TPRA meeting or a notice for each special TPRA meeting containing a brief description of each item of business to be transacted or discussed at the meeting together with the time and location of the meeting. Agendas/notices shall be posted at the Paso Robles City Library at least seventy-two hours in advance of each regular meeting and at least twenty-four (24) hours in advance of each special meeting. The Staff Member shall maintain a record of such posting.

### **Section 6: Right of Public to Appear and Speak**

At every regular meeting, members of the public shall have an opportunity to address the TPRA on matters within the TPRA's subject matter jurisdiction. Public input and comment on matters on the agenda, as well as public input and comment on matters not otherwise on the agenda, shall be made during the time set aside for public comment; provided, however, that the TPRA may direct that public input and comment on matters on the agenda be heard when the matter regularly comes up on the agenda. The Chairperson may limit the total amount of time allocated for public discussion on particular issues and/or the time allocated for each individual speaker.

### **Section 7: Non-Agenda Items**

Matters brought before the TPRA at a regular meeting which were not placed on the agenda of the meeting shall not be acted upon by the TPRA at that meeting unless action on such matters is permissible pursuant to the Ralph M. Brown Act (Gov. Code §54950 et seq.). Those non-agenda items brought before the TPRA that the TPRA determines will require TPRA consideration and action and where TPRA action at that meeting is not so authorized shall be placed on the agenda for a future meeting once a City staff report concerning the matter is prepared.

### **Section 8: Quorum**

The powers of the TPRA shall be vested in the members thereof in office. Four (4) of the seven (7) members then in office shall constitute a quorum for the purpose of conducting the TPRA's business, exercising its powers and for all other purposes, but less than that number may adjourn the meeting until a quorum is obtained. An affirmative vote by a majority of the members of the TPRA present at a regular or special meeting of the TPRA at which a quorum is present shall be required for approval of any questions brought before the TPRA.

### **Section 9: Unexcused Absences**

If a member shall be absent without the consent of the TPRA from three (3) meetings, whether regular or special, within six (6) consecutive calendar months, such absence shall result in the termination of the membership of the absenting member. A member's

absence shall be excused if, prior to the meeting from which said member will be absent, said member notifies the Chairperson of his or her intent to be absent and the reasons therefore; provided, however, that a member shall be entitled to only two (2) excused absences within twelve (12) consecutive calendar months. At each meeting, after the roll has been called, the Chairperson shall report to the TPRA the name of any member who has so notified him or her of his or her intent to be absent and the reason for such absence.

#### **Section 10: Order of Business**

All business and matters before the TPRA shall be transacted in conformance with the City Council's established practice.

#### **Section 11: Minutes (Action)**

Minutes of the TPRA shall be prepared in writing by the City staff member assigned to the TPRA. Copies of the minutes of each TPRA meeting shall be made available to each member of the TPRA and the Agency. Approved minutes shall be filed in the official book of minutes of the TPRA and forwarded to the City Council for information.

#### **Section 12: Recommendations to City Council**

Recommendations of the TPRA to the City Council shall be prepared in writing by the City staff member assigned to the TPRA. Recommendations may be presented to the City Council during a public meeting once the assigned staff prepares a staff report summarizing key facts, analysis, cost/benefit consideration, fiscal impact, and policy implications and options, and the report has been reviewed by the City Manager. The official minutes of the TPRA documenting the TPRA recommendation(s) shall be attached to the staff report.

### **ARTICLE IV - REPRESENTATION BEFORE PUBLIC BODIES**

The Chairperson, the Vice-Chairperson in the Chairperson's absence, or a member of the TPRA may make official representations on behalf of the TPRA before the City Council only if so specifically designated by the TPRA. The TPRA may present information to other public bodies with the affirmative vote of a majority of the City Council. Nothing in this article shall limit the ability of members of the TPRA to speak before the City Council or any other public body as an individual, provided the member states he or she is not representing or speaking on behalf of the TPRA.

### **ARTICLE V - COMMITTEES**

The TPRA may establish any standing and/or special committees it deems necessary consistent with, and to fulfill, its stated purpose as established in Section 2 of these Bylaws.

## **ARTICLE VI - AMENDMENTS**

These Bylaws may be amended upon an affirmative vote by a majority of the City Council.

Adopted by Resolution No. 08-191, December 2, 2008.

Amended via Resolution No. 14-XXX, on \_\_\_\_\_, 2014.

Recommended Revisions 3-25-14

**BYLAWS**

**PASO ROBLES TOURISM AND LODGING  
PROMOTIONS BUSINESS IMPROVEMENT DISTRICT  
TRAVEL PASO ROBLES ALLIANCE  
ADVISORY COMMITTEE**

**ARTICLE I - THE COMMITTEE**

**Section 1: Name of Committee**

The "Paso Robles Tourism and Lodging Promotions Business Improvement District Advisory Committee" was initially formed in 2008 (and referred to as the "BID Committee"). Subsequently, the BID Committee became more commonly known as the "Travel Paso Robles Alliance."

The name of the Committee shall heretofore be the "Paso Robles Tourism and Lodging Promotions Business Improvement District Advisory Committee" (hereinafter referred to as the "BID Committee"). "Travel Paso Robles Alliance" (hereinafter referred to as the "TPRA")

**Section 2: Purpose**

The ~~BID-TPRA Committee~~ serves at the pleasure of the City Council as a means to aid the City Council in gathering public input by providing a forum through which private citizens may advise the City Council of the City of Paso Robles ("Agency") on matters relating to the Paso Robles Tourism and Lodging Promotions Business Improvement District ("District") in the City of Paso Robles. In order to accomplish that purpose, the ~~BID-TPRA Committee~~ may consult with and advise the Agency on those matters which deal with:

- a. the method and basis of levying assessments within the District;
- b. expenditures of revenues derived from such assessments; and
- c. programs, services, improvements, and activities intended to promote tourism and local tourist lodging establishments within the District.

The ~~BID Committee~~TPRA shall be and remain established following the adoption of these Bylaws unless otherwise abolished by an affirmative vote of the majority of the City Council.

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**Section 3: Membership**

a. Membership Categories and Qualifications

To be eligible for membership on the ~~BID Committee~~TPRA, a person must be either-a:

~~(1) Hotelier Member of the Promotions Coordinating Committee: To qualify under this category, the person must currently serve as one of the two hotelier members appointed to the Promotions Coordinating Committee.~~

(12) Hotelier: To qualify under this category, the person, or the legal entity that the person represents, must present satisfactory evidence of ~~ownership and/or operation~~ownership/management or the empowered designee of a tourist lodging establishment within the City.

~~(2) Readiness to Serve: The person who qualifies under a(1) shall either be a resident of San Luis Obispo County and/or demonstrate they are within accessible distance to remain regularly involved with the on-going activities of the committee.~~

~~(3) Single Hotel Representation: Each hotel property shall have no more than one (1) representative on the committee at any given time.~~

b. Open Membership

Criteria and selection for membership shall not discriminate based upon sex, race, religion, creed, color, age, national or ethnic origin, or any other classification protected by law.

c. Total Membership & Term Of Appointment

The total membership of the ~~BID Committee~~TPRA shall be seven (7) members. The total membership shall be ~~allocated~~ comprised among the ~~two~~ membership categories, defined above, ~~as follows: two (2) members from the Hotelier Member of the Promotions Coordinating Committee membership category, and five (5) members from the general Hotelier membership category.~~

A member's regular term of appointment shall be three (3) years. However, the initial term for ~~one (1) up to three (3) members member from the Hotelier Member of the Promotions Coordinating Committee membership category and for two (2) members from the general Hotelier membership category may be set~~ shall be for only two (2) years as necessary to create staggered terms on the committee. Following this initial two (2) year term, the regular term of appointment for each of these members shall then be three (3) years.

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- (1) No person shall be eligible for appointment for more than three consecutive terms, exclusive of prior appointment to fill an unexpired term of office.
- (2) Persons who have served three full consecutive terms may be reappointed following a one-term absence.
- (3) Appointees shall serve on only one Council Advisory Body/Commission at a time, ~~with the exception of the appointees who are also members of the Promotions Coordinating Committee, who may continue to serve on both bodies.~~

d. Member Code of Ethics

Committee members shall adhere to the City Council's Code of Ethics (Appendix).

**Section 4: Conflict of Interest**

- a. Committee members shall refrain from using their position to unduly influence the deliberations or decisions of the City Council or other City commission, board or committee.

**Section 5: Termination of Membership**

Membership in the ~~BID-Committee~~TPRA shall terminate in the event that:

- a. The member shall not be, or shall no longer be, a member of that membership category from and for which he or she was elected or appointed; or
- b. The member shall have acted in violation of Section 9 of Article III of these Bylaws.
- c. The member shall have served three consecutive full terms.
- d. The Paso Robles Tourism and Lodging Promotions Business Improvement District has been terminated by the City Council.

**Section 6: Removal of Members**

A member may be removed by an affirmative vote of a majority of the City Council, if, after a hearing, it is found and determined that any one of the grounds for termination specified in Section 5 of this Article I exists.

**Section 7: Resignation**

Any ~~BID-Committee~~TPRA member may resign at any time by giving written notice to the Chairperson, who shall forward such notice to the ~~BID-Committee~~TPRA and the Agency.

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Any such resignation will take effect upon receipt or upon any date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

**Section 8: Filling of Vacancies**

In the event of a vacancy on the ~~BID-Committee~~TPRA, the City Council shall select an individual to fill such vacancy as soon as reasonably practicable. New members must meet the qualifications set forth in Section 3 of Article I.

**Section 9: Remuneration**

Members shall serve without pay except for reimbursement for travel expenses to meetings outside of the City.

**ARTICLE II - OFFICERS**

**Section 1: Officers**

The officers of the ~~BID-Committee~~TPRA shall consist of a Chairperson and a Vice Chairperson, who shall be elected in the manner set forth in this Article II.

**Section 2: Chairperson**

The Chairperson shall preside at all meetings of the ~~BID-Committee~~TPRA, and may submit such agenda, recommendations and information at such meetings as are reasonable and proper for the conduct of the business affairs and policies of the ~~BID-Committee~~TPRA. The Chairperson may sign documents necessary to carry out the business of the ~~BID-Committee~~TPRA.

**Section 3: Vice-Chairperson**

The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In the event of the death, resignation or removal of the Chairperson, the Vice Chairperson shall assume the Chairperson's duties until such time as the ~~BID-Committee~~TPRA shall elect a new Chairperson.

**Section 4: Additional Duties**

The officers of the ~~BID-Committee~~TPRA shall perform such other duties and functions as may from time to time be required by the ~~BID-Committee~~TPRA, these Bylaws, or other rules and regulations, or which duties and functions are incidental to the office held by such officers.

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**Section 5: Election**

The Chairperson and Vice Chairperson shall initially be elected from among the members of the ~~BID-Committee~~TPRA at the ~~BID-Committee~~TPRA's first regular meeting. Thereafter, the Chairperson and Vice Chairperson shall be elected from among the TPRA Committee members ~~of the BID-Committee~~ annually. The regular term of appointment for both officers shall be one (1) year. Officers of the ~~BID-Committee~~TPRA shall hold office until their successors are elected and in office. Any such officer shall not be prohibited from succeeding him or herself.

**Section 6: Removal of Officers**

Upon an affirmative vote by a majority of the members of the ~~BID-Committee~~TPRA present at a regular or special meeting of the ~~BID-Committee~~TPRA at which a quorum is present, any officer may be removed from office, and a successor elected pursuant to Section 7 of this Article II.

**Section 7: Vacancies**

Should the offices of the Chairperson or Vice Chairperson become vacant, the ~~BID-Committee~~TPRA shall elect a successor from among the ~~BID-Committee~~TPRA members at the next regular or special meeting, and such office shall be held for the unexpired term of said office.

**ARTICLE III - MEETINGS**

**Section 1: Regular Meetings**

The ~~BID-Committee~~TPRA shall meet ~~quarterly~~ monthly, at a location accessible to the public, in Paso Robles, California. A notice, agenda and other necessary documents shall be delivered to the members, personally or by mail, at least seventy-two (72) hours prior to the meeting.

**Section 2: Special Meetings**

Special meetings may be held upon call of the Chairperson, or an affirmative vote by a majority of the members of the ~~BID-Committee~~TPRA present at a regular or special meeting of the ~~BID-Committee~~TPRA at which a quorum is present, for the purpose of transacting any business designated in the call, after notification of all members of the BID Committee by written notice personally delivered or by mail at least twenty-four (24) hours before the time specified notice for a special meeting. At such special meeting, no business other than that designated in the call shall be considered.

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**Section 3: Adjourned Meetings**

Any meeting of the ~~BID-CommitteeTPRA~~ may be adjourned to another meeting date, time and place without the need for notice requirements of a special meeting, provided the adjournment indicates the date, time and place of the adjourned meeting. ~~BID-CommitteeTPRA~~ members absent from the meeting at which the adjournment decision is made shall be notified by the Chairperson of the adjourned meeting.

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Adopted by Resolution No. 08-191, December 2, 2008.

Amended via Resolution No. 14-XXX, on \_\_\_\_\_, 2014.

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