

RESOLUTION NO. 14-055

**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**

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 15th day of April 2014 by the following vote:

AYES: Martin, Strong, Steinbeck, Hamon, Picanco

NOES:

ABSENT:

ABSTAIN:

ATTEST:

Caryn Jackson, Deputy City Clerk

Duane Picanco, Mayor

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 be a:

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- (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

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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. 14-055, on April 15, 2014.