

AGENDA
JOINT FINANCE COMMITTEE
WEDNESDAY, AUGUST 26, 2020
9:00 A.M.
BOARD OF SUPERVISORS MEETING ROOM
COUNTY ADMINISTRATION BUILDING
107 N. KENT STREET, WINCHESTER, VA

I. CALL TO ORDER

II. ELECTION OF CHAIRMAN

III. DISCUSSION OF WINCHESTER-FREDERICK COUNTY CONVENTION AND VISITORS BUREAU MEMORANDUM OF UNDERSTANDING AND MEMBERSHIP

IV. COMMITTEE MEMBER COMMENTS

V. ADJOURN



COUNTY of FREDERICK

Jay E. Tibbs

Deputy County Administrator

540/665-6382

Fax 540/667-0370

E-mail:

jtibbs@fcva.us

TO: Joint Finance Committee
FROM: Jay E. Tibbs., Deputy County Administrator
DATE: August 21, 2020
RE: Convention and Visitor's Bureau Memorandum of Understanding and Bylaws

Background

In 2001 the City of Winchester and Frederick County established via a concurrent resolution the Northern Shenandoah Valley Tourism Board for the purpose of "fostering an efficient and cooperative effort towards establishing tourism and marketing programs and strategies in the Frederick County-Winchester area." The resolution outlined the composition of the board, program funding, etc.

Section 4 of the concurrent resolution recommended the Tourism Board establish and organizational chart and bylaws. The Tourism Board bylaws were established April 11, 2001. Article VII, section 6 of those by-laws established a process by which the Tourism Board would select candidates to be forwarded to the City Council and Board of Supervisors for appointment to the Tourism Board. The Tourism Board, City and County have followed the established appointment process since 2001.

In 2013, the City Council and Board of Supervisors revised the original MOU to more accurately reflect the functions and funding of the now Convention and Visitors' Bureau. The revised MOU speaks to representation stating that it "shall be apportioned as stated in the Bureau's by-laws."

(A copy of the original MOU, CVB By-Laws, and revised MOU are attached for your reference.)

Issue

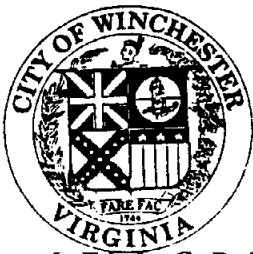
Since the ratification of the 2013 MOU, the City has modified the process by which they fill committee vacancies to include interviewing of candidates, etc. Recently, a question has arisen concerning the role of the Tourism Board, being a jointly appointed body, in the selection and recommendation of candidates and how their bylaws-guided process interfaces with the current process utilized by City Council, and where/how Frederick County fits into this process.

Action

Staff is seeking guidance from the Joint Finance Committee regarding the process for appointing members to the Tourism Board and clarification regarding the role of the City and County governing bodies and the Tourism Board in that process.

Should you have any questions, please do not hesitate to contact me.

Attachments



BOARD OF SUPERVISORS THE COMMON COUNCIL



I, Edwin C. Daley, Clerk of the Common Council, hereby certify on this 11th day of April, 2001, that the following Resolution is a true and exact copy of one and the same unanimously adopted by the Common Council of the City of Winchester, assembled in regular session on the 10th day of April, 2001.

CONCURRENT RESOLUTION OF THE BOARD OF SUPERVISORS OF FREDERICK COUNTY AND THE CITY COUNCIL OF THE CITY OF WINCHESTER CREATING THE NORTHERN SHENANDOAH VALLEY TOURISM BOARD

BE IT HEREBY RESOLVED by the Frederick County Board of Supervisors and the Winchester City Council that:

1. Creation

There is hereby created the Northern Shenandoah Valley Tourism Board.

2. Purpose

The Northern Shenandoah Valley Tourism Board is established for the purpose of fostering an efficient and cooperative effort towards establishing tourism and marketing programs and strategies for the Frederick County-Winchester area.

3. Composition, Appointment, Term

The Board shall consist of a majority of private sector members.

Four members shall be appointed from motels, restaurants and the retail sector.

Three members shall be appointed from the public/non-profit sector to include:

museums	tour groups
arts and theater	events and festivals
recreation and sports	battlefields
agriculture	history and other

The above shall be voting members appointed jointly by the Board of Supervisors and City Council for a three year term on a staggered basis. Initial term shall include:

- A. Two private sector and one public non-profit sector appointments for three years;
- B. One private sector and one public/non-profit for two years; and,
- C. One private sector and one public/non-profit for one year. Thereafter, all terms shall be three years.

The following shall each appoint a non—voting representative on an annual basis.

1. Frederick County Board of Supervisors
2. Winchester City Council
3. Winchester-Frederick County EDC Board member
4. Chamber of Commerce Board member
5. Old Town Development Board member

The following will be available to provide staff support to the Board:

Frederick County Administrator
Winchester City Manager
Frederick County Director of Planning
Winchester Director of Planning
Winchester-Frederick County Chamber of Commerce Visitor Center

4. The Board shall recommend an organizational chart and bylaws, which shall be approved by the Board of Supervisors and City Council. The annual budget shall also be approved by the Board and Council

5. Program Funding

- A. Each jurisdiction shall contribute \$160,000 to the initial program year (2001—2002). Future year contributions shall be made on a 50%—50% basis.
- B. The maximum funds allocated by the jurisdictions to the program in future years shall be based on the percentage of increase in combined City and County motel tax receipts over the prior year. As an example, the maximum 2002-2003 program year allocation from the County and City shall be \$320,000 plus the percentage of increase in combined motel tax receipts. A 5% increase in motel tax receipts would equal \$16,000 (\$8,000 per jurisdiction) in additional tourism funds for a total public sector contribution of \$336,000.

Interest income shall be added to this fund total.

The City of Winchester shall serve a fiscal agent beginning July 1, 2001. The Board may opt to become its own fiscal agent or use another entity with approval of the Board of Supervisors and City Council. The City shall provide a monthly statement of beginning balance; public sector dollars added; private sector dollars added and expenditures by line item to the Tourism Board and contributing jurisdictions.

- C. A private sector match of a minimum of 20% of the public sector contributions shall be included in the program budget. This shall include marketing and advertising payments made directly by participating Frederick County and Winchester businesses.

6. Compensation

All members of the Northern Shenandoah Valley Tourism Board shall serve without compensation.

7. Organization, Officers, Quorum

The members of the Northern Shenandoah Valley Tourism Board shall, as soon as possible after their appointment, meet and organize. The Board shall elect a Chairman, Vice Chairman, Secretary and other such officers as it may deem necessary. A majority of the members of the Board shall constitute a quorum. All by-laws shall be approved by the Frederick County Board of Supervisors and the Winchester City Council.

8. Reports and Budgets

At least once each quarter, the Board shall make a full written report to the Frederick County Board of Supervisors and the Winchester City Council showing the activities of the Board for the previous quarter. Once each year the Board shall submit a report of its goals and proposed activities for the coming year. The Board shall also annually submit a budget to the Board and Council.

9. Program Transition

The existing tourism contract shall remain in effect until June 30, 2001.

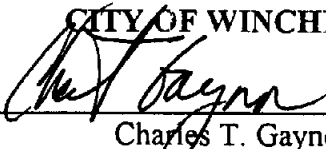
The Chamber of Commerce Tourism Director shall serve as Interim Tourism Executive Director until the Tourism Board appoints a new Director.

Frederick County shall continue as fiscal agent until June 30, 2001. The City shall become fiscal agent July 1, 2001. The City shall prepare a monthly statement of beginning balance; public sector dollars added; private sector dollars added; other income added, and expenditures by line item to the Tourism Board and the contributing jurisdictions.

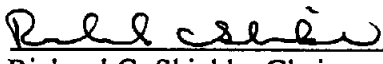
Resolution No. 2001-22.

Adopted this 10th day of April, 2001, by the Winchester City Common Council, and this 11th day of April, 2001, by the Frederick County Board of Supervisors.

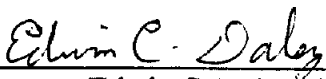
CITY OF WINCHESTER COUNTY OF FREDERICK




Charles T. Gaynor, President
Winchester City Common Council



Richard C. Shickle, Chairman
Frederick County Board of Supervisors



Edwin C. Daley, City Manager
City of Winchester



John R. Kiley, Jr. County Administrator
Frederick County

Date: April 20, 2001 Date: May 9, 2001

**Winchester-Frederick County Tourism Board
BYLAWS**

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Amended:

October 9, 2003

May 17, 2007

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**Winchester-Frederick County Tourism Board
BYLAWS**

**ARTICLE I
Name**

The name of the organization is the Winchester-Frederick County Tourism Board and is hereinafter and alternatively called the “WFCTB”.

**ARTICLE II
Creation**

Section 1. The WFCTB was created by adoption of Concurrent Resolution Number 2001-22 of the Board of Supervisors of Frederick County and the Common Council of the City of Winchester.

Section 2. The Common Council of the City of Winchester adopted the Concurrent Resolution referenced in Article II, Section 1 above on April 10, 2001, and the Board of Supervisors of Frederick County adopted the same on April 11, 2001.

**ARTICLE III
Administrative Office**

The administrative office of the WFCTB is 1400 South Pleasant Valley Road, Winchester, Virginia 22601.

**ARTICLE IV
Purpose & Mission**

Section 1. Purpose. The purpose of the WFCTB is to provide guidance and leadership to the *Winchester-Frederick County Convention & Visitors Bureau* (hereinafter and alternatively called the WFCCVB) in the WFCCVB’s effort to promote tourism-related service providers, organizations, attractions, museums and points of interest throughout the region so long as the City of Winchester, Virginia, and Frederick County, Virginia, will benefit either directly or indirectly.

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Section 2. Mission. The mission of the WFCTB is to provide oversight, guidance, and leadership to the WFCCVB in the WFCCVB’s efforts 1) to offer Winchester-Frederick County area visitors and guests the best possible travel experiences and adventures in discovery in the Northern Shenandoah Valley;

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2) 2) to build economic security with in the Winchester-Frederick County area, and across the region, through revenue-generating tourism marketing initiatives; and 3) to preserve, protect and promote the natural, agricultural, cultural, and historical assets of the Winchester-Frederick County area by building economic value in those assets through growth in tourism.

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ARTICLE V
WFCTB Responsibilities

Section 1. Annual Budget. The WFCTB Finance Committee shall recommend, and the WFCTB voting members shall by majority vote approve for submittal, an annual budget to the Winchester City Council and Frederick County Board of Supervisors for review and approval.

Section 2. Annual Reports. The WFCTB will assist the Executive Director in the preparation of regular written reports and presentations about the activities of the WFCTB to the Winchester City Council and Frederick County Board of Supervisors.

Section 3. Budgetary Oversight. The WFCTB shall provide fiscal oversight of program funding and budgetary expenditures by WFCTB staff.

Section 4. Organizational Chart. The WFCTB Personnel Committee shall recommend, and the WFCTB voting members by majority vote approve for submittal, an organizational chart to the Winchester City Council and Frederick County Board of Supervisors for review and approval.

Section 5. WFCCVB Oversight. The WFCTB shall oversee the operation and administration of the WFCCVB.

Section 6. Executive Director. The WFCTB shall advise the Winchester City Manager and Frederick County Administrator on the appointment of an Executive Director of the WFCCVB and shall contribute to an annual evaluation of the performance of the WFCCVB Executive Director.

Section 7. Tourism Strategic Plan

- a.** The WFCTB, along with the WFCCVB Executive Director and staff, shall develop, adopt and oversee a tourism marketing strategy and strategic plan that takes into account the following:
- 1) stakeholder concerns and recommendations;
 - 2) regional tourism issues;
 - 3) other regional CVB tourism master plans;
 - 4) state tourism authority policies and plans;
 - 5) federal, state and local tourism-related legislative issues, goals and initiatives;
 - 6) historical preservation and integrity;
 - 7) the operational authority of WFCCVB staff and the WFCTB;

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- b. The WFCTB shall review and revise tourism marketing strategies and strategic plans on an annual basis
- c. The WFCTB shall submit the strategic plan to the City of Winchester City Council and Frederick County Board of Supervisors for review and approval.
- d. The WFCTB shall develop tourism marketing strategies and strategic plans that foster efficient and cooperative efforts to establish tourism marketing and economic development programs for the Winchester-Frederick County area.

ARTICLE VI

City of Winchester & Frederick County Assurances of Staff Support

Paragraph 3 of Concurrent Resolution Number 2001-22 of the Board of Supervisors of Frederick County and the Common Council of the City of Winchester authorizes the WFCTB to request staff support from the following officials.

- a. The Frederick County Administrator
- b. The Frederick County Director of Economic Development
- c. The Winchester City Manager
- d. The Winchester Development Services Director

ARTICLE VII

Members

Section 1. Composition of the WFCTB. The fifteen member WFCTB will consist of 1) five private sector voting representatives; 2) four public/non-profit sector voting representatives; and 3) six economic development/local government *ex officio* non-voting representatives. The WFCTB shall not exceed nine voting and six non-voting members, all of whom must be from currently operating entities in the above-enumerated sectors. Whenever possible, members should be appointed to the WFCTB in such a manner as to provide fair representation of both City of Winchester and Frederick County interests.

Section 2. Private Sector Representative Membership. Five voting members of the WFCTB shall be appointed from ~~among~~ the board members, owners, and managers of for-profit lodging, restaurant, and retail or professional business establishments LOCATED AND OPERATED WITHIN THE POLITICAL BOUNDARIES OF THE City of Winchester, Virginia, or Frederick County, Virginia. No fewer than two of the five private sector members shall be appointed from lodging establishments.

Section 3. Public/Non-profit Sector Representative Membership. Four voting members of the WFCTB shall be appointed from ~~among~~ the board members and executive staff of public/non-profit sector organizations. For purposes of selecting WFCTB appointees, public/non-profit sector organizations shall be defined as tourism-oriented organizations established, organized, operated, and located within the political boundaries of the City of Winchester,

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Virginia, or Frederick County, Virginia, for the sole purpose of operating, overseeing, or founding entities or activities related to the following:

- a. Museums
- b. Tour Groups
- c. Arts and Theater
- d. Events and Festivals
- e. Recreation and Sports
- f. Battlefields
- g. Agriculture
- h. Historical and Cultural Preservation

Section 4. Economic Development/Local Government Representative Membership.

The following six economic development/local government entities shall each appoint to the WFCTB one *ex officio* non-voting member from among its own members:

- a. Frederick County Board of Supervisors
- b. Winchester City-Common Council
- c. Winchester EDA Board
- d. Frederick County EDA Board
- e. Top of Virginia Chamber of Commerce Board
- f. Winchester Old Town Advancement Commission Board

If a presiding ~~board-Board~~ or ~~council-Council~~ member of the above-listed entities initiates a written request to the WFCTB seeking appointee recommendations, the WFCTB may submit appointee recommendations to or ~~submit~~-nominees for consideration ~~before-by~~ the above-listed entities.

Section 5. Member Compensation. All members of the WFCTB shall serve without compensation. However, any member, voting or non-voting, shall be reimbursed for expenses pre-approved in writing by the Chairperson and Finance Committee Chairperson of the WFCTB.

Section 6. Member Appointment Process. In the event of an actual or anticipated voting member vacancy on the WFCTB, the following process shall apply:

- a. ~~The Winchester-Frederick County Tourism Board Chairperson appoints a Nominating Committee in accordance with WFCTB Bylaws Article IX, Sections 1, 4, 5, 6 and 8, for WFCTB Bylaws Article VII, Section 2 and 3 appointment nominees. Interested candidates shall fill out a Board Candidate Application available online at the City of Winchester website. The WFCTB may encourage any interested, eligible candidate to apply and submit an Application online.~~
- b. ~~The Nominating Committee selects nominees in accordance with Article VII, Sections 1, 2 and 3 of these Bylaws. Bylaws Article VII, Section 4 appointments are unilaterally made by the entities listed there under. All Applications shall be~~

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- reviewed by the City for determination of eligibility in accordance with Article VII, Sections 1-3.
- c. ~~The Nominating Committee submits names of nominees to~~ All eligible candidate applications shall be submitted to members of the Frederick County Board of Supervisors and the Winchester City Common Council for interview, consideration, and appointment.

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Section 7. Member Terms.

- a. **Voting Members.** Voting members shall serve three consecutive years beginning on July 1 following the date of official appointment and ending on June 30 of the third year or until a successor is named.
- b. **Non-Voting Members.** Non-Voting members shall serve two consecutive years beginning on July 1 following the date of official appointment and ending June 30 of the second year.
- c. **Midterm Member Vacancies.** In the event that a voting member resigns or is removed for cause from the WFCTB before the expiration of such member's term, a new member shall be appointed in accordance with ~~Bylaws~~ Article VII, Sections 4 ~~and~~ 6, and serve the remainder of the term of a vacating member.
- d. **Member Term Renewal.** Current voting members of the WFCTB shall be automatically ~~nominated-submitted to the members of the Frederick County Board of Supervisors and the Winchester Common Council in accordance with Article VII, Section 6(c) for interview, consideration, and reappointment for a subsequent term for subsequent terms~~ no fewer than sixty (60) days before expiration of such member's term, as delineated by ~~Bylaws~~ Article VII, Section ~~87(e)-below,~~ unless:
 - 1) A current WFCTB voting member subject to automatic ~~nomination-submission submits-provides~~ written notice to the WFCTB Chairperson; ~~WFCTB Nominating Committee Chairperson~~ and WFCCVB Executive Director rejecting ~~such member-his or her nomination-submission~~ for a subsequent term no later than sixty (60) days before expiration of his or her term; or
 - 2) A majority of WFCTB voting members submit written notice to the WFCTB Chairperson; ~~WFCTB Nominating Committee Chairperson~~ and WFCCVB Executive Director rejecting such member's ~~nomination-submission~~ for a subsequent term no later than sixty (60) days before expiration of his or her term. Non-voting members shall be ~~nominated-and~~ appointed for subsequent terms at the sole discretion of the entities appointing such members, subject to ~~Bylaws~~ Article VII, Section ~~87(e)-below.~~
- e. **Member Term Limits**
 - 1) Voting members shall serve no more than two consecutive or three non-consecutive three-year terms, excluding the remainder of terms served to fill WFCTB vacancies in accordance with ~~Bylaws~~ Article VII, Section ~~87(c).~~

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- 2) Non-voting members shall serve no more than three consecutive or four non-consecutive two-year terms, excluding the remainder of terms served to fill WFCTB vacancies in accordance with ~~Bylaws~~ Article VII, Section ~~87~~(c).

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Section 8. Resignation from Membership. Any member desiring to resign from the WFCTB shall submit his or her resignation in writing to the WFCTB Chairperson, ~~WFCTB Nominating Committee Chairperson~~ and WFCCVB Executive Director. ~~Member A member~~ resignation shall be effective on the date of the regularly scheduled WFCTB meeting immediately following the effective date of the resignation ~~is stipulated in the written notice of resignation and is accepted by the WFCTB Chairperson.~~

Section 9. Member Removal for Cause. Any voting member may be removed from office or from the WFCTB, for cause, by a vote of two-thirds of all WFCTB voting members. Removal may occur only at a meeting for which written notice has been given that a purpose of the meeting is removal of a member. Non-voting members may be removed, for any reason, only by the entities that appointed such members.

Section 10. Membership of WFCCVB Executive Director. The Executive Director of the WFCCVB shall serve as a non-voting member of the WFCTB in an *ex officio* capacity.

ARTICLE VIII Officers

Section 1. Officers and Duties. The officers of the WFCTB shall be a Chairperson, a Vice Chairperson, and any such other officers as the WFCTB may deem necessary. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the WFCTB.

Section 2. Term of Office. The WFCTB shall elect by ballot all officers for two-year terms or for terms coinciding with the remainder of the officers' WFCTB member terms, whichever is shorter.

Section 3. Election of Officers. Members shall be elected or re-elected for WFCTB offices by a majority of voting WFCTB members during the regularly scheduled June WFCTB meeting immediately preceding the expiration date of each two-year officer term. Newly elected and re-elected officers shall serve two-year terms beginning on July 1 following the date of election or re-election. ~~Current officers shall continue to serve through June 30 following the date of election or re-election of officers.~~

Section 4. Officer Qualifications. Officers shall be elected from among voting WFCTB members ~~selected in accordance with Article VII, Sections 1, 2, and 3 of the Bylaws.~~

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Section 5. Nomination Procedure. At the regularly scheduled WFCTB meeting held in April, an Officer Nominating Committee of two voting members shall be selected ~~in accordance with by the WFCTB Chairperson—WFCTB Bylaws Article IX, Section 1.~~ It shall be the duty of this committee to nominate candidates for the offices to be filled at the regularly scheduled WFCTB meeting in May. ~~Before~~ the election at the regularly scheduled meeting in June, additional nominations from the floor shall be permitted.

Section 6. Office-Holding Limitations. No member shall hold more than one office at a time, and no member may hold the same office for more than two consecutive terms or three non-consecutive terms, excluding the remainder of officer terms served to fill WFCTB vacancies and officer resignations.

Section 7. Office Vacancies. In the event an officer resigns his or her office or withdraws from membership on the WFCTB, an interim officer shall be elected in accordance with the terms of ~~this~~ Article VIII, except that such interim officer shall be nominated and elected at the next regularly scheduled WFCTB meeting. The interim officer shall serve the remainder of the vacating officer's term.

ARTICLE IX Committees

~~**Section 1. Member & Officer Nominating Committees.** The WFCTB Chairperson shall appoint no more than two WFCTB voting members to nominating committees, as need for the nominating committee arises. Nominating committees will be responsible for recruitment and nomination of individuals for specific WFCTB member and officer vacancies. Only voting members of the WFCTB shall serve on nominating committees. A nominating committee shall automatically dissolve once the purpose for which it was organized has been accomplished.~~

Section 21. Permanent Committees. The WFCTB Chairperson shall appoint no more than two WFCTB members to any single permanent committee. ~~Only voting members of the WFCTB shall serve on the Permanent committees. Permanent committees will be added to these Bylaws as they are established by a majority vote of WFCTB voting members. Permanent Committees established are:~~

- a. Finance Committee: This committee provides fiscal oversight of budgetary expenditures by WFCCVB staff.
- b. Personnel Committee: This committee provides WFCCVB advice on personnel oversight, hiring decisions, and reviews the performance of the WFCCVB Executive Director. The personnel committee reports its findings to the WFCTB.
- c. Marketing Committee: This committee advises WFCBV staff on advertising and marketing campaigns and budgets.

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Section 32. Ad Hoc Committees and Task Forces. The WFCTB Chairperson shall appoint such committees and task forces to carry out the objectives, purposes, mission, and responsibilities of the WFCTB as deemed necessary.

Section 43. Committee Membership. Each permanent ~~and nominating~~ committee shall include no more than two voting members of the WFCTB, one member representing the private/for-profit sector and the other representing the public/non-profit sector as defined under Article VII of these Bylaws. Each ad hoc committee and/or task force shall include no more than two members of the WFCTB, but such ad hoc committees or task forces may include up to twelve members, ~~including~~ up to ten non-WFCTB advisory members, and no fewer than two WFCTB members, as well as individuals having a demonstrable interest in regional tourism, may serve on ad hoc committees and task forces.

Section 54. Committee Chairperson. The chairperson of permanent committees shall be elected by voting members of the WFCTB in accordance with ~~WFCTB Bylaws~~ Article VIII, Section 3. ~~the~~ The chairperson of ad hoc committees and task forces shall be elected by the majority of voting WFCTB members at the next regularly scheduled WFCTB meeting following formation of the committee or task force. ~~Nominating committees shall have no chairpersons.~~

Section 65. Committee Member Terms. Members of permanent and ad hoc committees and task forces shall serve two-year terms, or shall serve until the end of their WFCTB membership terms, or until the WFCTB dissolves the committee or task force in accordance with ~~WFCTB Bylaws~~ Article IX, Section 76, whichever is shorter.

Section 76. Committee Dissolution. Permanent committees may be dissolved by a two-thirds vote of all voting WFCTB members. Ad hoc committees and task forces may be dissolved by a majority vote of all voting WFCTB members.

Section 87. Multiple Committee Membership. Voting WFCTB members may serve on multiple committees and task forces. Non-voting WFCTB members may serve on multiple ad hoc committees and task forces only. Non-WFCTB advisory members may serve on no more than one ad hoc committee task force.

ARTICLE X Meetings

Section 1. Regular Meetings. The regular meetings of the WFCTB shall be held at 8:00 am on the third Thursday of each month from July to June inclusive, unless otherwise ordered by the WFCTB in accordance with the notice requirements of the Virginia Freedom of Information Act.

Section 2. Quorum. A majority of the voting members of the WFCTB shall constitute a quorum. Proxies are not permitted.

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October 9, 2003
May 17, 2007
June 21, 2007
January 20, 2011
August 16, 2018
January 16, 2020

Section 3. Attendance. Each member will make every effort to attend all WFCTB meetings. - If a member is not able to attend a WFCTB meeting, such member must notify the Chairperson through the Executive Director in advance. -Should a member be absent for more than two consecutive meetings without notice and without valid excuse, the member's appointment to the WFCTB will conclude, and a new appointment to fill the vacancy will be made in accordance with these Bylaws. For purposes of this Section, a valid excuse shall be defined as an unforeseen event that precludes member attendance and that prevents timely notice of absence.

Section 4. Special Meetings. Special meetings may be called by the Chairperson or called at the written request of two or more voting or non-voting members of the WFCTB. -The purpose of the meeting shall be stated in the call. -Except in cases of emergency, at least three days' written notice shall be given. Notice of special and emergency meetings shall be given in accordance with the Virginia Freedom of Information Act.

ARTICLE XI Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly revised shall govern the WFCTB in all cases to which they are applicable and in which they are not inconsistent with federal, state, or local law, these Bylaws, and any special rules of order the WFCTB may adopt.

ARTICLE XII Amendment of Bylaws

These bylaws may be amended at any regular scheduled meeting of the Board by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regularly scheduled WFCTB meeting.

Established April 11, 2001

Amended:

October 9, 2003

May 17, 2007

June 21, 2007

January 20, 2011

August 16, 2018

January 16, 2020

MEMORANDUM OF UNDERSTANDING

FREDERICK COUNTY AND CITY OF WINCHESTER JOINT AGREEMENT RE: WINCHESTER-FREDERICK COUNTY CONVENTION AND VISITORS' BUREAU

I. PURPOSE

The County of Frederick and the City of Winchester are entering into this Memorandum of Understanding (MOU) to determine the funding allocation for the Winchester-Frederick County Convention and Visitors' Bureau.

This MOU shall supersede all existing agreements effective July 1, 2012.

II. FUNDING

Each jurisdiction shall contribute \$100,500.00 each to fund the operations of the Convention and Visitors' Bureau. Contributions shall be on a 50%-50% basis between Frederick County and the City of Winchester, subject to annual appropriation, based on the smaller appropriation of each locality.

Funding requests for the ensuing fiscal year shall be submitted to each jurisdiction no later than December 1st of each year.

Notification of proposed appropriation shall be given to each jurisdiction no later than May 1st of each year.

III. FISCAL AGENT

The City of Winchester shall serve as the fiscal agent for the undertaking(s) covered by this MOU.

IV. REPRESENTATION

Representation on the Winchester-Frederick County Convention and Visitors' Bureau shall be apportioned as stated in the Bureau's by-laws. Members shall be appointed jointly by the Frederick County Board of Supervisors and the Winchester City Council.

V. TERM

The term of this MOU shall be July 1 through June 30 of each fiscal year. Unless otherwise terminated as herein provided, this agreement shall automatically renew and continue in full

force and effect from year to year unless terminated by either party in such manner and at such time as hereinafter provided for terminations.

VI. TERMINATION

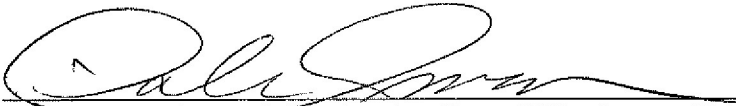
This MOU may be terminated by either party only upon written notice to the other party by certified or registered mail, return receipt requested, at least 90 days prior to the expiration of the initial term or any renewal term; otherwise this MOU shall renew and continue as provided.

Upon termination of this MOU, the parties shall mutually agree as to the disposition of the personal property of the operation and of any jointly owned real property of the operation.

VII. EVIDENCE OF AUTHORITY TO EXECUTE

In accordance with the provisions of the attached Resolutions (incorporated by reference as if set forth fully herein) duly adopted by the parties to this Memorandum of Understanding, the undersigned individuals are hereby authorized and directed to execute this Memorandum of Understanding on behalf of the respective governing bodies, and do hereby acknowledge and agree to abide its terms.

Given under my hand this 16th day of April, 2013 on behalf of the City of Winchester, Virginia.



Dale Iman, City Manager for the City of Winchester, VA




APPROVED AS TO FORM:

 4/12/2013
CITY ATTORNEY

Given under my hand this 27th day of March, 2013 on behalf of the County of Frederick, VA


John R. Riley, Jr., County Administrator for the County of Frederick, VA

APPROVED AS TO FORM
 3/27/13
COUNTY ATTORNEY