

Exhibit A

**AMENDED BYLAWS**

**HINSDALE COUNTY LODGING TAX BOARD**

ARTICLE I

NAME

The name of the organization shall be the Hinsdale County Lodging Tax Board, hereinafter referred to as "Board".

ARTICLE II

PURPOSES

The purposes for which the Board is formed are set forth in Colorado Revised Statutes § 30-11-107.5 and Resolution 1993-2 adopted by the Hinsdale County Board of County Commissioners on January 20, 1993. Such purposes shall occur in compliance with all applicable statutes.

The Lodging Tax Board shall endeavor to consult with and utilize both the professional and volunteer help and input of the organizations and communities represented on the Board, as well as the community as a whole. The Board shall be open to input from all sources within the County. The Board Chair shall make an annual financial report to the County Commissioners as well as an annual projects and goals report prepared by the Board.

ARTICLE III

MEMBERSHIP AND TERMS

Pursuant to Hinsdale County Board of County Commissioners' Resolution 1993-2 Section 1, as amended by these Bylaws and the accompanying Resolution of the Board of County Commissioners, Series 2009, Resolution No. , the Board shall be comprised of seven (7) members and all must be Hinsdale County residents and associated with the tourism industry.

A. The Board, appointed by the County Commissioners, will consist of:

(a) A Lake City Chamber of Commerce Board Member to coincide with his/her term;

(b) A DIRT elected representative to coincide with his/her term;

(c) A Lake City/Hinsdale County Marketing Committee Member to coincide with his/her term;

(d) One Lodge owner for a two year term; and,

- (e) One business owner involved in the tourism industry (lodge or non-lodge) for a two-year term;
- (f) One member of the local tourist industry with financial expertise, for a two year term;
- (g) One citizen at large for a two year term, but with the first term being three years.

**B. Conflicts of Interest:**

The Board members of the Lodging Tax Board shall insure that no employee or member of the Board, or the governing body of the County, or other officer, employee or agent of the County who exercises any function or responsibilities in connection with the purposes of the Board shall have any personal financial interest with any proposed project, direct or indirect, except to the extent that employees assigned to the project shall receive compensation for their performance pursuant to these Bylaws and the Board's direction and as provided for in the budget referenced above. If a Board member does have a financial interest in any project proposed for approval, such Board member must recuse himself or herself from voting thereon.

**C. Compliance with Applicable Laws:**

At all times during the performance of this Board, the Board shall strictly adhere to all applicable federal, state, and local laws, orders, standards, regulations, interpretations, or guidelines issued pursuant thereto.

D. The revenues generated by the lodging tax shall be used only to advertise and market tourism in Hinsdale County, Colorado. No revenue collected from such lodging tax shall be used for any capital expenditures, with the exception of tourist information centers, and land for the same, as provided by statute.

**ARTICLE IV**

**OFFICERS**

The officers of the Board shall consist of the Chairman, Vice Chairman, and Secretary.

- A. The officers shall be elected annually at the April meeting of the Board by its membership.
- B. The terms of officers shall be for one (1) year.
- C. Vacancies occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board.
- D. Vacancies in the Board shall be filled by the Board of County Commissioners.

## ARTICLE V

### DUTIES OF OFFICERS

A. The Chairman shall preside at all meetings of the Board at which he/she may be present; shall perform such other duties as may be presented or assigned by the Board; and shall coordinate the work of the Board in order that the purposes may be promoted. The Chairman shall make the annual financial report (see Section VII (d) below) to the County Commissioners as well as an annual projects and goals report prepared by the Board.

B. The Vice Chairman shall perform the duties of the Chairman in the absence or disability of that office and shall perform other duties as assigned by the Chairman or the Board.

C. The Secretary shall record the minutes of all meetings of the Board and shall perform such other duties as may be delegated.

## ARTICLE VI

### MEETINGS

A. Meetings of the Board shall be held at least quarterly and at such other times and places fixed by the membership at its first meeting of each year. The time and place shall be specified by the Chairman, and shall be in compliance with all open meetings laws, including posting requirements.

B. In the event a regular meeting date or time is changed, three (3) days written notice shall be given to each member of the Board.

C. Special meetings may be called by the Chairman or a majority of the Board members upon three (3) days written notice to each Board member. If a special meeting is called by a majority of the Board members, such notice shall be in writing and delivered to the Chairman who shall then give notice to all members of the Board.

D. A quorum shall consist of a majority of the members. The Board may not take any official action, including the expenditure of funds, without a quorum present.

## ARTICLE VII

### ADMINISTERING LODGING TAX REVENUES

A. To the extent feasible, the Board shall advertise and market tourism for the benefit of those unincorporated areas and municipalities from which the lodging tax revenues originate.

B. For purposes of the lodging tax, all sales are deemed to originate at the place where the actual rooms or accommodations are located.

C. Notwithstanding paragraphs A and B above of this Article VII, the Board shall have the right to allocate all or part of the lodging tax revenues for advertising and marketing of tourism within Hinsdale County as a whole on condition that such County-wide advertising and marketing is approved by a majority of the Board.

D. All lodging tax revenues collected from such lodging tax, except for the amounts retained by the Colorado Department of Revenue for collection and enforcement, shall be credited to a separate "Hinsdale County Lodging Tax Fund." Such lodging tax revenues shall be disbursed by the Hinsdale County Treasurer in accordance with Hinsdale County's normal operating procedures for approval of warrants and payment of bills. Annually the Board shall adopt a budget for expenditure of lodging tax revenues, which shall be part of the Hinsdale County Budget approved by the Commissioners. In the first calendar quarter of each year, the Chairman of the Board shall provide the Commissioners with a written report detailing, for the prior calendar year, how lodging tax revenues were spent.

E. The Board of County Commissioners of Hinsdale County may adopt such uniform policies, rules and regulations as may be necessary for the administration and enforcement of the lodging tax, and the Board of County Commissioners of Hinsdale County or its representatives are hereby empowered to enter into and execute on behalf of Hinsdale County any agreements necessary for the administration and enforcement of Resolution 1993-2 and the lodging tax. Recommendations of the Lodging Tax Board for appropriate policies, rules, regulations and procedures will be given due consideration.

F. The fiscal year for the Board shall commence on January 1 and terminate the succeeding December 31.

G. The Board shall prepare and submit to the Board of County Commissioners an annual budget outlining planned expenditures.

## ARTICLE VIII

### ATTENDANCE

Upon a vote of a majority of the Board members, a member who fails to attend three consecutive meetings may be recommended for removal from the Board by the Board of County Commissioners.

Compensation: All Board members shall serve without compensation and shall receive no fees or remuneration for their services; provided, however, that they shall be entitled to be reimbursed for actual out-of-pocket expenditures incurred in connection with duly authorized business of the Board.

## ARTICLE IX

### RULES OF ORDER

All questions of parliamentary procedure shall be settled according to Robert's Rules of Order

whenever they are not consistent with these Bylaws.

ARTICLE X

AMENDMENTS TO BYLAWS

Any amendments to the Bylaws shall be presented in writing to the Board, who shall, at a regular meeting and upon majority vote, recommend to the Board of County Commissioners that the amendment be approved or not approved. The Board of County Commissioners shall approve or not approve any amendments to these Bylaws by a majority vote.

Recommended by a majority vote of the Lodging Tax Board, this 20 day of November  
2012.

Danielle Worthen

Danielle Worthen, Chair

Adopted by Resolution of the Board of County Commissioners, this 5th day of December  
2012.

Hinsdale County Board of County Commissioners

By: Allen Brown

Allen Brown, Chair