PINE BLUFF ADVERTISING & PROMOTION COMMISSION
BYLAWS

I. MEMBERSHIP

A. The Advertising and Promotion Commission shall be composed of seven (7) members, each of whom shall reside in the corporate limits, as follows:

1. Four (4) members shall be owners or managers of businesses in the tourism industry, at least three (3) of whom shall be owners or managers of hotels, motels, or restaurants, and shall serve for staggered terms of four (4) years; and
2. Two (2) members of the Commission shall be members of the governing body of the City and selected by the governing body and shall serve at the will of the governing body; and
3. One (1) member shall be from the public at-large and shall serve for a term of four (4) years.
4. Any member shall withdraw or resign from the Commission by giving written or verbal notice to the Chair and the Executive Director. (Amended 5-22-19)
5. The Chair may resign the position at any time only by giving written notice to the Commission and the Executive Director. (Amended 5-22-19)

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

C. A vacancy in any of the four (4) tourism industry positions or in the at-large position will be declared immediately upon failure of said member to attend nine (9) of the regularly scheduled meetings of the Commission in the preceding twelve (12) months, except during an extended illness or bona fide emergency. Said member will be recommended to City Council for removal from Commission. (Amended 5-22-19)

D. A vacancy in any of the four (4) tourism industry positions will be declared immediately upon determination of said member being 60 days in arrears in reporting and remitting collected local gross receipts taxes as defined by Section 13-47 of the Code of Ordinances of the City of Pine Bluff. Said member will be recommended to City Council for removal from Commission. (Amended 5-22-19)

II. DUTIES & RESPONSIBILITIES

A. The Advertising and Promotion Commission, or an agent designated thereby, shall be responsible for collection of the Gross Receipts Tax on Hotels and Restaurants levied pursuant to Section 13-47 of the Code of Ordinances of the City of Pine Bluff.

B. The Commission shall prepare and maintain, on a current basis, a list of the business establishments in the City which are subject to the said Gross Receipts Tax.

C. The Commission shall be responsible for the administration of said tax receipts and enforcement of collection thereof, and all action shall be by, and in the name of, the Commission through the proper Commission officials or agents.

D. All taxes, interest, penalties and costs collected pursuant to said tax shall be credited to the Pine Bluff Advertising and Promotion Fund created by Section 13-49 of the Code of Ordinances of the City of Pine Bluff.

E. All monies credited to the fund shall be used by the Commission for advertising and promoting the City and its environs and/or for the construction, reconstruction, extension, equipment, improvement, maintenance, repairs, and operation of a convention center or for the operation of tourist promotion facilities in the City, and facilities necessary for, supporting, or otherwise pertaining to, a convention center, for funding of the arts, for operation of theme parks, family entertainment facilities, or other tourist-oriented facilities as determined by the Commission not inconsistent with Arkansas enabling statutes.

Such funds shall not be used for general capital improvements within the City; for costs associated with the general operation of the City; for expenditures that are normally paid from general revenues of the City; or for general subsidy of any civic groups or the Chamber of Commerce. However, the Commission may contract with such groups to provide to the Commission actual services that are connected with tourism events and conventions.

F. The Commission shall make quarterly reports to the Mayor and City Council, reporting in full on the operations of the Commission, including an accounting of all receipts and disbursements; and shall submit to the Mayor and City Council an annual audit prepared by a recognized independent auditing firm.

III. ORGANIZATION

A. The Commission shall elect a Chair, a Vice-Chair and a Secretary-Treasurer at its first regular meeting after the beginning of each calendar year. All elected officers may succeed themselves.

B. The Chair shall preside at all meetings of the Commission; shall decide all points of order or procedures; shall have the duties normally conferred by Roberts Rules of Order, which shall serve as the Commission's rules or parliamentary procedure; and shall have full voting status.

C. The Vice-Chair or Secretary-Treasurer, in that order, shall assume the duties of the Chair in his absence.

D. The Commission shall maintain one (1) standing committee, known as the Finance Committee, consisting of three (3) members. (Amended 9-28-26)

The Finance Committee shall be chaired by the Secretary-Treasurer of the Commission, with the remaining two members appointed annually by the Commission Chair. The committee shall report on all fiscal matters to the full Commission at monthly meetings.

The Committee shall also request the Civic Auditorium Complex Commission to make quarterly reports to the Committee. (Amended 9-28-26)

E. The Commission shall employ an Executive Director, and all other personnel deemed necessary to carry out the function, responsibilities, and purposes of the Commission.

F. The Commission shall delegate to the Executive Director all authority and responsibility necessary to properly administer the business of the Commission, within policies set by the Commission and subject to its review.

G. All expenditures of the Commission funds shall be by check, except for payments required to be electronically transferred to the government (i.e. payroll taxes). (Amended 9-12-17)

H. All checks shall be signed by any two (2) of the following: Chairman, Vice-Chairman, Secretary-Treasurer or Executive Director.

IV. MEETINGS

A. The regular meetings of the Commission shall be held on the fourth Monday of each month at 5:00 p.m. at the A&P Offices, located at 623 S. Main Street, Pine Bluff, AR. In the event of a conflict with holidays or special events, the Chair may alter the time, date, or location of the meeting. (Amended 5-22-19; 12-16-20; 9-28-26)

B. Special meetings may be called by the Chairman or any three (3) members of the Commission at such times as may be necessary in the judgement of the person or persons calling said meeting, provided reasonable notice (not inconsistent with POI requirements) of the time, place, and purpose of said meeting is given. No business shall be transacted in special meetings other than referred to in the notice.

C. Call sessions of the Advertising and Promotion Commission, and of Committees thereof, shall be public meetings.

D. A quorum shall consist of four (4) members. No meeting shall be held for the transaction of any business if a quorum is not present.

E. The order of business at all regular meetings shall be as follows (a) Call To Order; (b) Consideration of Minutes; (c) Finance Committee Report; (d) Director's Report; (e) Old Business; (f) New Business; (g) Adjournment.

F. Commission members are expected to attend all regular and special meetings in person to ensure robust discussion and maintain a quorum at the designated office location.

However, the Chair may permit a member to participate and vote remotely via telephone or video conferencing (such as Zoom) in the event of extenuating circumstances, such as illness, severe weather, or unavoidable scheduling conflicts.

Any remote participation must strictly comply with the Arkansas Freedom of Information Act, ensuring that the public and all board members can simultaneously hear the remote participant, verify their identity, and understand their vote. Members attending remotely under these approved circumstances shall be counted toward a quorum. (Added 9-28-26)

V. VOTING (Amended 5-22-19)

A. Voting by proxy is strictly prohibited, and all remote votes must be cast individually by the members in a manner that allows their identity and vote to be clearly known by those in attendance. (Amended 9-28-26)

B. Any member of the Commission who has a direct pecuniary conflict of interest shall recuse themselves from voting.

C. An affirmative vote of a majority of the Commission's membership shall be required for passage of any motion.

VI. RECORDS

A. The Executive Director and Chairman or Secretary-Treasurer shall affix their signatures and date all documents, including minutes, approved by the Commission.

B. The Administrative Assistant shall be responsible for the maintenance of the files of all studies, reports, documents and minutes of all meetings. (Amended 9-28-26)

C. All records of the Advertising and Promotion Commission shall be public record and audibly recorded. (Amended 5-22-19)

VII. CONFLICT OF INTEREST

A. A Commission member or appointed committee member shall not be interested, directly or indirectly, in the profits of any contract for furnishing supplies, equipment, or services to the Commission.

For this purpose "...interested, directly or indirectly..." is to be construed in terms of Arkansas Code Annotated§ 21-8-304(a) and the common law prohibition against conflicts of interests.

Arkansas Code Annotated§ 21-8-304(a) provides as follows:
(a) No public servant shall use or attempt to use his or her official position to secure special privileges or exemptions for himself or herself or his or her spouse, child, parents, or other persons standing in the first degree of relationship, or for those with whom he or she has a substantial financial relationship that are not available to others except as may be otherwise provided by law.

The common law prohibition against conflicts of interests provides generally as follows: A public office is a public trust ... and the holder thereof may not use it directly or indirectly for personal profit, or to further his own interest, since it is the policy oflaw to keep an official so far from temptation as to insure his unselfish devotion to the public interest. Officers are not

permitted to place themselves in a position in which personal interest may come into conflict with the duty which they owe to the public, and where a conflict of interest arises, the office holder is disqualified to act in the particular matter and must withdraw.

This prohibition shall also apply to contracts for furnishing supplies, equipment, or services to be performed for a private organization that has or is to receive grant funds from the Commission in which the Commission member, appointed committee member, his or her spouse, child, parents, or other persons standing in the first degree of relationship holds any ownership, oversight, executive, or managerial office. (Added 12-15-21)

B. Prior to any discussion, deliberation, or vote on any matter before the Commission, a member who has or believes they may have a potential conflict of interest – whether direct, indirect, or as outlined in Section VII – must verbally disclose the nature and extent of the potential conflict to the full body.

This verbal disclosure requirement is mandatory and supplements the existing requirement to recuse oneself from voting, ensuring that potential conflicts are transparently brought to light before any board action takes place.

THESE BYLAWS ARE AMENDED THIS 29th DAY OF October, 2026.

Allen D. Brown
CHAIRMAN

David Pokrandt
SECRETARY/TREASURER