



## **DOOR COUNTY VISITOR BUREAU**

### **BYLAWS**

#### **ARTICLE I PURPOSE**

The Door County Visitor Bureau (hereinafter “the Bureau”) is organized to advance the general welfare and prosperity of the Door County area so that its citizens and all areas of its business community shall prosper. The Door County Visitor Bureau is the official tourism marketing organization for the county whose mission is to generate incremental economic impact for the community by attracting visitors with strategies that ensure sustainable tourism marketing and management principles.

This organization in all of its activities shall also be non-partisan, non-sectional, non-sectarian, and non-political and shall take no part in, or lend its influence to the election or appointment of any candidate for any public office.

#### **ARTICLE II MEMBERSHIP**

##### **Section 1 Eligibility**

a. Full Membership. Any business, corporation, partnership or proprietorship located in Door County and having an interest in the objectives of the Bureau shall be eligible to apply for Membership, which confers voting privileges and the opportunity to serve on committees and task forces. Owners of multiple entities who have separate memberships (dues) shall be entitled to one vote.

b. Association Membership. A commercial association that is a coalition of Members who share a common location and/or a common business goal shall be eligible for Association Membership without voting privileges.

c. Associate Membership. Any business, partnership or proprietorship located outside of Door County which has an interest in the Bureau and an interest in the business of its Membership shall be eligible for Associate Membership without voting privilege.

d. Individual Membership. Individuals residing in Door County and having an interest in the objectives of the organization shall be eligible for Individual Membership, which confers the ability to vote and serve on committees and task forces.

##### **Section 2 Dues**

Membership dues shall be at such rates, schedule or formula as may be prescribed by the Bureau and approved by the Board of Directors.

### **Section 3 Termination of Membership**

- a. Any Member may resign from the Bureau upon written request.
- b. All benefits and services of Membership may be terminated for non-payment of dues.
- c. Membership may be terminated for excessive complaints filed with the Bureau, for conduct negatively affecting the Bureau, other Members and Associations, and for actions contrary to the purpose of the Bureau.

## **ARTICLE III BOARD OF DIRECTORS**

### **Section 1 Duty of the Board**

The governing and policymaking responsibilities of the Door County Visitor Bureau shall be vested in the Board of Directors.

### **Section 2 Nominations**

- a. A Nominating Committee shall be formed annually for the purpose of organizing a slate of candidates for vote by the Board of Directors.
- b. On or prior to the annual meeting of each year, the nominating committee shall present to the Board a slate of Directors equal in number to the number of directors to be elected in such year. Each candidate must be a Member in good standing and must have agreed to accept the responsibility of a directorship.
- c. No Director who has served two (2) consecutive three (3)-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.
- d. Additional nominations may be made by petition or from the floor.

### **Section 3 Composition of the Board**

- a. There shall be a maximum of thirty-six (36) voting members of the Board of Directors, all of whom must be owners or officers of a Member in good standing of the Corporation. Directors shall be elected annually to serve three (3) years, or until their successors are elected and qualified.
- b. Ex-officio, non-voting Board members may be asked to serve from time to time. The term of an ex-officio Board member expires annually.

#### **Section 4 Extension of Terms**

a. Each Director is elected for a term of three (3) years or until his successor shall have been elected and qualified.

b. If a Past Chairman's term is to expire, then the term of office shall be extended for a period of one (1) year.

#### **Section 7 Seating of New Directors**

All newly elected Board members shall be seated at the annual meeting.

#### **Section 8 Vacancies on the Board**

a. Vacancies on the Board of Directors, or among the Officers, may be filled by appointment by the Chairman until the next annual meeting, at which time an election shall fill the vacancy for the unexpired term.

b. Directors may be removed from the Board by a simple majority vote of the Board of Directors for cause, non-payment of dues and/or ongoing services, excessive absence or other circumstance rendering them ineligible for service.

#### **Section 9 Management**

a. The Board of Directors shall have the power to employ a paid manager who shall be the President/CEO of the Bureau whose compensation and duties shall be such as the Board of Directors may determine.

b. The President/CEO shall manage all the daily affairs and operations of the Bureau including employment and retention of staff. He shall direct all duties of the staff and produce the permanent record of business transacted by the Board, task forces and committees, including financial information.

#### **Section 10 Indemnification**

The Bureau shall provide for indemnification for any and all of its Directors and staff against expenses incurred by them relating to conducting business on behalf of the Bureau, except for negligence, misconduct in the performance of duty and other like circumstances.

### **ARTICLE IV OFFICERS**

#### **Section 1 Determination of Officers**

Immediately following the annual meeting, the Board of Directors shall convene for the purpose of electing Officers (Chairman, Vice Chairman and Treasurer) and At Large members to reorganize the Executive Committee. The Executive Committee will be elected from members of

the sitting Board. All officers shall serve for a term of one (1) year or until their successors assume the duties of office.

## **Section 2 Duties of Officers**

a. Chairman. The Chairman shall serve as the chief elected officer of the Door County Visitor Bureau and shall preside at all meetings of the Membership, Board of Directors and Executive Committee. The Chairman shall be selected from the Executive Committee and must have served at least one year on the Committee to be eligible.

b. Vice Chairman. The Vice Chairman shall exercise the powers and authority and perform the duties of the Chairman in the absence of or disability of the Chairman. The Vice Chairman succeeds the Chairman at the next election of Officers.

c. Treasurer. The treasurer shall be responsible for overseeing the funds received by the Bureau and for their proper disbursement. The Treasurer shall cause a monthly financial report to be made to the Board. The Treasurer shall chair the Budget & Finance Committee, bring the annual budget to the Board for review and adoption and present an annual financial and/or management audit of the Bureau to the Board.

d. Past-Chairman. The Past Chairman shall be the person who was Chairman during the preceding fiscal year. The Past Chairman shall be a voting member of the Board of Directors, serve on the Executive Committee and, if his term as a Director shall expire at the end of his term as Chairman, then he shall be appointed as a Director for a one year term.

e. President/CEO. The President/CEO shall be the Chief Administrative and Executive Officer, The President/CEO shall serve as the Secretary of the Corporation and as such shall cause to be prepared notices, agendas, and minutes of the meetings of the Corporation.

1. The President/CEO shall report to the Executive Committee.

2. The President/CEO shall be a non-voting member of the Board of Directors, the Executive Committee, and all committees and task forces as deemed appropriate by the Board.

3. With the cooperation of the Budget and Finance Committee, the President/CEO shall be responsible for all expenditures approved in the budget.

## **Section 3 Executive Committee**

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of not more than nine (9) Members including the Chairman, Vice Chairman, Treasurer, Past Chairman and At Large members of the Board of Directors. The President/CEO serves as an ex-officio member of the Executive Committee.

## **ARTICLE V MEETINGS**

Notification of any meeting called for the Business of the Door County Visitor Bureau may be by mail, email, fax or any other contemporary means of communication available. Meetings may be conducted by telephone, teleconferencing, online or any means allowing all participants equal access to the comments of others.

### **Section 1 Annual Meeting**

a. There shall be one regular annual meeting of the Door County Visitor Bureau and it shall be held in the County. Notice of time and place of said meeting shall be made to each member at least ten (10) days prior to such meeting.

b. Special meetings of the full Membership may be called by the Board Chairman whenever he may deem it proper. Notice shall be given of the purpose of the special meeting.

### **Section 3 Board of Directors Meetings**

a. The Board of Directors shall hold regular meetings, with a minimum of four (4) per year, at such time and place as deemed appropriate.

b. The Board of Directors shall call special meetings at such time and place as deemed appropriate.

## **VI VOTING**

Any Member or Officer of the Corporation who has a financial, personal or official interest in, or conflict (or appearance of conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to voluntarily excuse himself and will refrain from discussion and voting on said item.

Under no circumstances are votes by proxy allowed.

### **Section 1 Membership**

a. In any proceeding in which voting by Members is called for, each full Member in good standing shall be entitled to cast one vote.

b. A Member in good standing is defined as one whose dues are paid in full, payment for contracted Bureau services are current and whose Membership has not been terminated for cause.

c. At any regular or special meeting, a quorum shall constitute a simple majority of the Members present for the transaction of business.

## **Section 2 Board of Directors and Executive Committee**

a. In any business transacted by the Board of Directors or the Executive Committee, each Member shall be entitled to cast one vote.

a. At a Board of Directors or an Executive Committee meeting, a quorum shall require a majority of elected Board or Committee members to be present for the transaction of business.

## **ARTICLE VII AMENDMENTS**

### **Section 1 Revisions**

These by-laws may be amended or altered by a vote of (2/3) of the Members attending any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the members at least ten (10) days in advance of the meeting at which they are to be acted upon. Notification of any amendment under consideration may be by mail, email, fax or any other contemporary means of communication available.

## **ARTICLE VIII DISSOLUTION**

### **Section 1 Procedure**

The Bureau shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of Bureau. On dissolution of the Bureau, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501 (C-6)

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