



**Lake County Visitors Bureau
Bylaws**

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Article I NAME AND LOCATION

Section 1. This organization, incorporated under the laws of the State of Ohio, shall be known as THE LAKE COUNTY VISITORS BUREAU, INC., hereinafter referred to as the Bureau.

Section 2. The principal office of the Bureau shall be located at such place within the political boundaries of Lake County, Ohio, as the Board of Directors may from time to time designate.

Article II PURPOSES

Section 1. The purposes for which the Bureau is formed are:

- To encourage economic development of the County through the promotion of tourism.
- To encourage travel to the County through advertising, educational and information means and public relations, both within the State of outside it for pleasure, personal reasons or other purposes.
- To do any and all things necessary or incident to any of the foregoing purposes and to inspire united effort from every element in the County toward consummation of such purposes.

Section 2. The Bureau shall be nonpartisan, non-sectional, non-sectarian and shall take no part in nor lend its support to the election or appointment of any candidate for public office.

Article III MEMBERSHIPS

Section 1. Requests for membership shall be to the Executive Director/President on a form or in a manner specified by the Bureau. Requests shall be denied only for a good cause which may include, but will not be limited to, negative public perceptions based upon previous media coverage, organization or business does not meet the requirements of an organization which may directly or indirectly benefit from travel and tourism to the county, or if the organization has any previous informal disputes with or formal lawsuits filed against the Bureau. The new member shall be notified of acceptance into membership.

Section 2. Membership may be revoked if the Bureau deems member has committed an action detrimental to the best interests of the Bureau.

Section 3. The Bureau will not enter into gratis barter memberships.

Section 4. Membership dues shall be established by a vote of the majority of the Board and the amount thereof shall be made available in the office and on the Bureau website. Dues may be increased or decreased as determined by a majority vote of the Board.

Article IV BOARD OF DIRECTORS

Section 1. The government of the Bureau shall be vested in a Board of Directors consisting of seven (7) members according to the following:

- Three (3) members recommended for inclusion on the Board by the Lake County Board of County Commissioners, or other County employee, but voted on and agreed to solely by the Board. If a recommended candidate is not approved by the Board then the seat may be filled by a candidate nominated by the Board, or by a current, paid Bureau member, once the nominated candidate is voted on and approved by the Board.
- Four (4) at-large members voted by the Board.
- The Board shall be authorized to adopt such actions or regulations as may be deemed advisable for the proper conduct of the business of the Bureau and the guidance of all committees, officers and employees.
- The Bureau shall be empowered to take any legally permitted action which, in its judgment, may be calculated to increase the effectiveness of the Bureau and to carry out the objectives of the organization, provided such action shall not conflict with the provisions of these bylaws.

Section 2. Each member of the Board of Directors shall be elected or appointed in the manner prescribed in ARTICLE VI.

Section 3. Any elected Board member whose candidacy was recommended via a County official will be elected to serve a two-year term on the Board. These Board Members may serve no more than three (3), two-year terms on the Board for a maximum of six (6) years.

Any at-large member on the Board of Directors will serve a three (3) year term, or fraction thereof, from the date of acceptance. These Board

Members may serve no more than two (2), three-year terms on the Board for a maximum of six (6) years.

Officers shall be elected at the annual meeting of each year.

Section 4. Each Director is entitled to one (1) vote. In the case of a tie vote, the vote of the President shall determine the outcome of the vote.

Section 5. All Directors and Officers shall work or own a business wholly or in part in Lake County or reside in Lake County.

Article V OFFICERS

Section 1. The Officers of the Bureau shall consist of a President, Vice President, Secretary and Treasurer. All of these shall be elected from among the Board of Directors in the Manner prescribed in Article VI.

Section 2. The President shall preside at all meetings of the Board of Directors and the Executive Committee. The President shall have general supervision over the development of programs and activities. The President shall coordinate all functions and meetings of the Board of Directors and the various committees. As approved by the Board of Directors, the President shall sign appropriate legal documents in the name of the organization. In addition to these and other duties incident to this office, the President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 3. The Vice President shall assist the President in his or her duties and in the absence or disability of the President. The Vice President shall coordinate the activities of all committees and shall perform other duties as may be prescribed from time to time by the Board of Directors President.

Section 4. The Treasurer shall oversee the receipt and disbursement of the funds of the Bureau. All disbursements shall be made in the manner prescribed in Article IX. The Treasurer shall maintain the records of all receipts and disbursements, shall make reports of the financial condition of the Bureau at the regular meetings, shall approve payment of all Bureau bills in a timely manner. Treasurer may recommend policies regarding investments and will invest the funds of the Bureau subject to such limitations and restrictions as may be recommended from time to time by the Board.

Section 5. The Secretary shall maintain and distribute all notes as directed by the President or the Board and keep accurate records of the proceedings of the Board of Directors. Secretary will assist President and Vice President in his or her duties in case of absence or disability. He or she shall notify the Board of Directors as to the time and place of monthly or special meetings. Secretary will sign all copies of minutes of Board meetings. The Secretary shall oversee records to reflect membership attendance at all Bureau programs and functions, said records will be maintained for a seven (7) year period. The Secretary shall submit reports as directed by the President of the Board and shall have minutes of the previous month's meetings at the Board meetings. At the termination of the term of office, the Secretary shall deliver to the Board of Directors all books, papers, correspondence and the property of the Bureau.

Article VI ELECTIONS AND TERM OF OFFICE

Section 1. The four (4) At-Large Board members (as provided in Article IV, Section 1) elected by the sitting Board shall be elected or re-elected at the December Board meeting. If a vacancy occurs among these four (4) Board members during their three (3) year term, the sitting Board will decide when it will replace that member.

Any elected Board Member who was recommended by a County official shall serve for a term of two (2) years with a maximum of three (3) terms or six (6) total years.

Section 2. At the annual meeting of each year, the Board of Directors shall elect from among the membership of the Board, the Officers of the Board to serve one (1) year or until their successors have been elected and qualified. The Officers selected shall be those prescribed by ARTICLE V. There shall be no limitations on the number of successive terms, which may be served by one (1) person in the same office. As soon as possible following this election, the Secretary shall notify all members of the names of the newly elected Officers.

Section 3. Upon resignation, death, or other reason for leaving office by a member or Officer of the Board of Directors, the Board of Directors shall elect a qualified person in accordance with Article IV Section 5 to fill the vacancy on the Board. Such appointee shall serve the remainder of the term of the Officer or Director he or she replaced.

Section 4. The Board of Directors may appoint emeritus Board members for their long-standing service and dedication to the Bureau. Any emeritus Board members shall be a non-voting member.

Article VII COMMITTEES

Section 1. The President shall be empowered to appoint all committees and the chairman thereof.

Section 2. Committees shall be established if deemed necessary by the Board of Directors. Those appointed may include persons who are not members of the Board of Directors.

Article VIII EMPLOYEES OR CONSULTANTS

Section 1. The Directors of the Board shall hire an Executive Director to run the Bureau.

Section 2. The Executive Director will be responsible for hiring full or part-time staff members to assist in the day-to-day operations of the Bureau. The Executive Director will share information and background about any potential new hires with the Board of Directors.

Section 3. The Board of County Commissioners shall have the opportunity to sit in on interviews with the final candidate(s) for the Executive Director position.

Section 4. Relatives of any current Board Member or any current full or part-time employee may not be hired by the Bureau.

Article IX FISCAL YEAR AND FINANCES

Section 1. The fiscal year of the Bureau shall be from January 1 until December 31.

Section 2. Income to the Bureau shall be from grants, donations, fees, memberships, gifts, allocations from governments, tax receipts or from fundraising activities.

Section 3. At the December meeting the Executive Director shall present a budget of anticipated revenues and expenses which he/she shall submit to the Board for their study, revision and approval. Except for committed salaries, rentals and other routine expenses, no expenditures may be made until the budget has been approved by the Board of Directors or until special approval has been granted by the Board.

Section 4. Following approval of the budget by the Board of Directors, disbursements may be made in keeping with and as limited by the budget without further requirement of approval. No disbursements not included in the budget may be made without approval of the Board of Directors.

Section 5. All disbursements shall be made by check signed by the President or Treasurer, except one (1) thousand dollars or less, which may be signed by the Executive Director, President or Treasurer.

Section 6. The Board reserves the right to request up to three (3) quotes on any expenditure proposed by the Executive Director which is in excess of \$1,000.

Article X MEETINGS

Section 1. • The Board of Directors shall meet ten (10) times per year.

- The Annual Meeting of the Bureau shall be held each year at such time and place as may be designated by the Board of Directors.

- Meetings of the Directors, other than the Annual Meeting, may be called by the Board of Directors whenever they consider such meetings necessary or desirable and at such time and place as they may designate.

- Email notice of any meeting of the Directors shall be sent to each Director at least seven (7) days before said meeting.

- A minimum of four (4) Directors in good standing present at any meeting called within the rules of this section shall constitute a quorum.

Article XI ORDER OF BUSINESS, PARLIAMENTARY PROCEDURE

Section 1. The Executive Director will prepare an agenda for each Board Meeting which will be distributed to the Board of Directors by the Secretary.

Section 2. Roberts Rules of Order, latest revision, shall govern all proceedings, except when inconsistent with these Bylaws.

Article XII REMOVAL OF DIRECTORS AND VACANCIES

Section 1. The Board of Directors may remove a Director, by majority vote of the Board, for malfeasance, misfeasance, dereliction of duty, missing three (3) consecutive regular meetings, or for unexcused absences and sporadic attendance at Board Meetings.

Section 2. Except in the case of death, removal or resignation, a Director or Officer shall serve until his or her successor has been elected. In the event of any vacancy caused by the death, removal or resignation of a Director or Officer, such vacancy may be filled by the vote of a majority of the remaining Directors.

Article XIII INDEMNIFICATION OF BOARD MEMBERS AND OTHERS

Section 1. The Bureau shall purchase and maintain insurance, or furnish similar protection, on behalf of any person who is or was a Director, Officer, employee, agent, or volunteer of the Bureau to protect against liability asserted against him or her in any such capacity or arising out of his or her status as such.

Section 2. All Board Members shall sign a conflict of interest form stating he/she will not personally benefit financially from any business dealings with the Bureau.

Article XIV AMENDMENTS

These Bylaws may be amended by a majority vote of Directors present at the Board of Directors meeting called in the manner prescribed in the Bylaws and with at least four (4) Directors in attendance, with seven (7) days prior notice giving the reasons therefore.