

BYLAWS OF THE



Originally adopted October 23, 2001
Last amended September 13, 2023

The Vinton County Convention and Visitors Bureau (VCCVB) is a private 501(c)(6) nonprofit corporation established for the public purpose of promoting Vinton County as a tourist destination and performing economic development as related to the county's growing tourism industry.

Mission Statement: The Vinton County Convention and Visitors Bureau will improve economic vitality in Vinton County by developing and promoting its growing tourism industry.

Vision Statement: The Vinton County Convention and Visitor Bureau will seek to be a leader within the Hocking Hills Region by developing and marketing Vinton County as an authentic and affordable tourist destination.

Article I – General

Section 1. Name

This organization is incorporated under the laws of the State of Ohio and shall be known as Vinton County Convention and Visitors Bureau, hereinafter referred to as Bureau.

Section 2. Purpose

The purpose of the Bureau shall be to promote tourism and attract visitors to Vinton County as more fully and completely stated in the Articles of Incorporation.

Section 3. Limitation of Methods

The Bureau shall endeavor to limit its activities in such a manner as may be proscribed by the Internal Revenue Code as it pertains to non-profit corporations defined in Section 501(c)(6) of said Code.

Article II – Board of Trustees

Section 1. Composition and Authority

The Board shall consist of an odd number of trustees in a number not less than seven (7) with voting privileges. Trustees shall be elected by the Board at the annual meeting (see Article VI, Section 1) and should ideally be chosen based on having experience or involvement with the tourism industry, lodging sector, economic development, parks and recreation, or township/county government.

The government and policy-making responsibilities of the Bureau shall be vested in the Board of Trustees, hereinafter referred to as Board, which shall control its property, be responsible for its finances, and direct its affairs.

Trustees serve on the Board without financial compensation but may be reimbursed for actual expenses incurred during the course of their duties.

Section 2. Specific Powers

In carrying out the purposes stated in its articles and subject to limitations prescribed by law or in its articles, the Board may do the following:

- A. Purchase or otherwise acquire, lease as lessee, invest in, hold use, lease or leaser, encumber, sell, exchange, transfer, and dispose of property of any description or any interest in property of any description;
- B. Make contracts;
- C. Form or acquire the control of domestic or foreign nonprofit corporations or corporations for profit;
- D. Be a partner, member, associate, or participant in other enterprises or ventures, whether profit or nonprofit;
- E. Borrow money, and issue, sell, and pledge its notes, bonds, and other evidences of indebtedness, and secure any of its obligations by mortgage, pledge, or deed of trust, of all or any of its property, and guarantee or secure obligations of any person;
- F. Become a member of another corporation;
- G. Conduct its affairs in this state and elsewhere;
- H. Resist a change or potential change in control of the corporation, if the trustees, by a majority vote of a quorum, determine that the change or potential change is opposed to or not in the best interests of the corporation, upon consideration of any of the matters set forth in Ohio Revised Code Section 1702.30(E);

Section 3. Term of Trustees

Trustees serve three- (3) year terms. The organizational election of trustees shall include staggered three- (3) year terms such that there will always be experienced trustees serving on the Board. Subsequent elections to the organizational election of trustees will be for three- (3) year terms. Trustees may serve up to two (2) consecutive terms (not including fulfilling the remainder of someone else's term if initially appointed) before exiting the board for a year. There shall be no maximum limit on the total number of terms a trustee may serve during his/her lifetime.

Section 4. Seating of New Trustees

Newly appointed or elected trustees shall be seated at the first meeting following his/her appointment or election.

Section 5. Policy

The Board is responsible for establishing procedure and formulating policy (statements of position on issues) for the Bureau.

Section 6. Removal

Any trustee of the Board may be removed by an affirmative two-thirds (2/3) vote with or without cause. Cause may include the following: a) if said trustee is absent from three consecutive meetings or b) if said trustee has moved away from the region or c) if said trustee is frequently in conflict with other trustees, employees, or volunteers to the detriment of the Bureau.

Section 7. Vacancies

In the event of a vacancy on the Board, a new trustee may be appointed by the Board to fill the remainder of the vacating trustee's term.

Article III – Officers

Section 1. Officers

The officers of the Bureau shall be President, Vice President, Secretary, and Treasurer.

Section 2. Duties

The duties of the officers shall be such as their titles, by general usage would indicate, such as required by law, and such as may be assigned to them respectively by the Board from time to time.

Section 3. Term

The officers shall serve one (1) year terms or until their successors are elected or appointed pursuant to Section 5 of this Article. A trustee may serve up to three- (3) consecutive terms in an officer position as President or Vice President before switching officer positions or setting out a term. The officer positions of Secretary and Treasurer do not have term limits.

Section 4. Election

The Board shall reorganize for the coming year at the January meeting. At this meeting the Board shall elect the President, Vice President, Secretary, and Treasurer. All elected officers shall assume the responsibilities of their office immediately following the election.

Section 5. Conflicts of Interest

Trustees of the Board shall not participate in a vote or decision on a contract involving a business entity or real property in which the trustee or his or her immediate family (spouse, parent, parent-in-law, brother, brother-in-law, sister, sister-in-law, child, son-in-law, daughter-in-law, or other persons living in the same residential dwelling unit of the trustee) is a director, officer, employee, or has a substantial interest if it is reasonably foreseeable that such action would confer an economic benefit on the business entity. Any such conflict of interest shall be disclosed by the trustee and recorded in the minutes of the meeting where that action is taken. As a condition to admitting a new trustee to the Board, the trustee must agree to abide by the Board's Conflict of Interest Policy.

Section 6. Vacancies

In the event of death, resignation, removal, or permanent disability of any officer, the vacancy shall be filled by the Board.

Article IV – Executive Committee

Section 1. Executive Committee

The Executive Committee shall perform such duties as may be delegated by the Board from time to time. The Executive Committee shall be composed of the President, Vice President, Secretary and Treasurer. The President of the Board will serve as President of the Executive Committee.

Article V – Committees

Section 1. Appointment

The President/Vice President of the Board shall appoint all members of all committees of the Bureau. The President of the Board shall be an ex-officio member of all committees. The President/Vice President of the Board shall appoint the Chairperson of such committees. The committee Chairperson shall keep records of the proceedings of his/her respective committee and report thereon to the Board at its regular scheduled meeting and/or upon request of the Board. Members of committees are not required to be members of the Board. Committees shall be discharged by the President/Vice President of the Board when their work has been completed and their reports accepted, or when in the opinion of the Board, it is deemed wise to discontinue the committees.

Section 2. Committee Meetings

Meetings of committees may be called at any time by the President/Vice President of the Board or the Chairperson of such committees.

Article VI – Meetings

Section 1. Annual Meeting

The annual organizational meeting of the Board shall take place at the time of the regularly scheduled meeting of the Board in January, of each year, at a time and place fixed by the Board. At this meeting the officers shall be elected.

Section 2. Regular Meetings

The Board shall convene monthly during the year at such times and places as may be designated by President of the Board or by the Bureau's Executive Director, provided there shall be at least three regular meetings in addition to the annual meeting.

Section 3. Special Meetings

Special Board meetings may be called by the President of the Board, the Bureau's Executive Director, or by the Board.

Section 4. Quorums

At all meetings of the Board a majority number of trustees in attendance shall constitute a quorum.

Article VII – Matters of Finance

Section 1. Disbursements

No disbursements of money or other property of the Bureau shall be made unless the same shall have been approved and ordered by the Executive Committee, the Board, the Treasurer, or the Bureau's Executive Director in accordance with the Bureau's Procurement Policy. All disbursements shall be made by check or debit card.

The Board shall designate those persons authorized to sign checks and use the debit card.

Section 2. Budget

Prior to each fiscal year the Executive Committee or other appointed finance committee shall adopt a budget of anticipated revenues and expenses, which shall be submitted to the Board for revision and or approval.

Upon the approval of the budget by the Board, the Board shall designate those officers authorized to make disbursements on account of expenses provided for in the budget without additional approval by the Board.

Section 3. Audits

The books and accounts of the Bureau shall be kept by the Treasurer and shall be audited as prescribed by the Auditor of State of Ohio.

Article VIII – Fiscal Year

Section 1.

The fiscal year of the Bureau shall end on December 31, of each year, or on such other date as may be fixed from time to time by the Board.

Article X – Indemnification

Section 1.

The trustees, officers, and employees, together with former trustees, officers, and employees, of the corporation shall be indemnified by the corporation to the full extent permitted by the Ohio Non-Profit Corporation Law.

Article XI – Parliamentary Rules

Section 1.

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter of code of regulations of the Bureau.

Article XII – Amendments

Section 1.

These bylaws may be amended or altered by a majority vote of the Board at any annual organization meeting or at any meeting specially convened for the purpose of considering an amendment to these bylaws, providing the notice for the meeting includes the proposals for amendments. Proposed amendments or alterations shall be submitted to the Board in writing, at least seven (7) days in advance of the meeting at which they are to be acted upon.

Article XIII – Dissolution**Section 1.**

Upon the dissolution of the corporation, by affirmative vote of a majority of the voting trustees, after paying or making provision for the payment of all of the liabilities of the corporation, all of the assets of the corporation shall be disposed of exclusively for the purposes of the corporation in such manner as may be provided in the Articles of Incorporation or, to the extent that no such provision is made, the assets shall be distributed pursuant to a plan of distribution adopted by the affirmative vote of a majority of the voting trustees at a meeting held for the purpose of voting on dissolution, or any adjournment thereof, by the same affirmative vote as that is required for the adoption of a resolution of dissolution. And of such assets not so disposed of shall be disposed of by the Court of Common Pleas of Vinton County, Ohio.