



BEND VISITOR & CONVENTION BUREAU

BYLAWS

Originated: December 14, 2001

Revised: December 18, 2003

Revised: May 27, 2005

Article I

NAME

Section 1.1

This organization will be incorporated under the state laws of Oregon and shall be known as the Bend Visitor & Convention Bureau, hereafter referred to as Bend VCB or the Bureau.

Article II

PURPOSE

Section 2.1 Purpose and Role of the Bend Visitor and Convention Bureau

The Bend Visitor & Convention Bureau is an economic development organization whose primary function is to create an effective mix of marketing, sales, and service programs which are designed to produce a positive economic impact of visitor/convention spending in Bend. Developing and implementing these programs results in enhancing the city's livability by providing year-round employment. The Bureau sells the entire city and works in good partnership to all sectors of the Bend and Central Oregon visitor and convention industry. The Bureau shall practice the highest principles of civic citizenship. It shall follow good business practices and policies set forth by the Bend VCB and these bylaws.

Section 2.2 Annual Contract

The City of Bend shall enter into an annual contract with the Bend Visitor and Convention Bureau to have the Bureau provide the services stated in Section 2.1 in exchange for City funding by way of transient room tax monies.

Article III BOARD OF DIRECTORS

Section 3.1 General Powers and Responsibilities

The governance of the Bureau shall be vested in the Board of Directors as further provided in these bylaws. The Board of Directors shall set policy, establish strategic direction, and fulfill the legal and fiduciary responsibilities to the Bureau. Members of the Board of Directors shall serve without compensation. The Board of Directors serve at the pleasure of the Bend City Council.

Section 3.2 Number and Terms

The Board of Directors shall not exceed eight (8) members including the Chair, Vice-Chair, and Treasurer. Board members shall be appointed to serve three (3) year terms, except those positions appointed under Section 3.4A, which serve annual terms. The appointment of Board members as provided in 3.4B will have staggered election years. Board members shall serve no more than two consecutive terms or six years, whichever is the longest period.

Section 3.3 Selection of Directors

No later than January of each year, the VCB Board Chair, subject to the approval of the Board of Directors shall appoint a Board member to serve as Nominating Committee Chair along with at least one other Board member, and the Executive Director. The Nominating Committee will conduct interviews with candidates that are willing to accept directorship responsibilities for upcoming vacancies on the Board. No later than March, the Nominating Committee will present a slate of candidates to the VCB Board for approval through an affirmative vote of the majority, as per section 3.9. The recommended slate is then forwarded to the Mayor of Bend for final appointment and approval by the Bend City Council. This appointment process applies to all positions on the Board, with the exception of appointments made as provided for under section 3.4A.

Section 3.4 Qualifications/Categories

It is the intent of these Bylaws that no one industry (such as restaurants, attractions, lodging, recreation, retail) shall hold a majority of Board.

- A. Two (2) Board members shall be appointed by the Mayor to annual terms, subject to the advice and consent of Bend City Council. Any person so nominated and appointed shall serve until notice of his or her replacement.
 - 2 The Mayor to appoint one member of the Bend City Council and one staff position that is either the City Manager or another staff member.
- B. No more than five (5) members of the Board of Directors shall be appointed as provided for in this section 3.4 and shall represent the following categories.
 - 2 A minimum of two (2) directors shall represent lodging properties.
 - 3 Three (3) directors shall represent the community at large.
- C. 1 The Executive Director shall occupy one (1) position on the Board as a non-voting member.

Section 3.5 Vacancies

The Bend VCB is not required to replace vacated positions. Within 60 days of a vacated position, the Chair must make a recommendation to the Board as to whether to fill the position and if so, suggest a candidate to vacant term. The board shall vote on approving the recommended replacement, after which the replacement name is forwarded to the Mayor of Bend for appointment and presented to the City Council for final approval. A director appointed to fill a vacancy shall serve only until the next annual election of directors, at which time he/she must be re-elected by the Bend VCB Board as per Section 3.3, and formally appointed by the Bend City Council.

Section 3.6 Removal or Resignation of Directors

If a director misses more than two meetings in a row or three meetings during the fiscal year, his or her resignation shall be deemed to have been tendered and accepted. The City Council has the authority to make exceptions to this rule.

A director may be removed by a vote of the Bend City Council for failure to fulfill the duties required of directors, or intentional acts or omissions which a prudent person could reasonably have foreseen would damage the reputation or interests of the Bureau.

A director may resign at any time by providing thirty (30) days notice, to be delivered to the Executive Director or Chairman of the Board.

Section 3.7 Meetings

The Board shall meet no less than once every quarter at times and locations determined by the Chairman of the Board. All meetings shall be held in accordance with Oregon public meeting and records laws. The Chair or Executive Director may cancel a meeting. The Chair or Executive Director may reschedule meetings as needed. The Chair or Executive Director may call special meetings of the Board of Directors at any time. Regularly scheduled Board meetings may be held without separate notice if the location, date, and time are fixed by resolution or all directors were originally notified of the schedule. Special meetings of the Board must be preceded by a notice to each director, not less than two (2) days or more than thirty (30) days in advance.

Section 3.8 Decisions Without Meetings

Decisions of a routine nature may be made with the Chair and Executive Director. Such decisions, if outside the governance policies established by the board, must be ratified by the full Board at the next regularly scheduled Board meeting.

Section 3.9 Quorum

At all meetings of the Board of Directors, the presence of a quorum is necessary to allow for actions. The presence of a quorum is defined as a simple majority of the full Board.

Section 3.10 Proxy Voting

With the exception of the Executive Director, each member of the Board of Directors has one (1) vote. There shall be no proxy voting allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board. Directors who are unable to attend a meeting of the Board may send a letter, email or written communication to the Board stating their opinion or position on any matter before the Board, and that communication shall be read aloud at that meeting during the discussion of the issue(s) of concern. Attendance via telephonic conference calls shall constitute meeting attendance and any Board member attending in this fashion shall have the same rights as all others attending the meeting.

Section 3.11 Removal

Any director except those appointed under section 4.1 may be removed from office by a vote of two-thirds of the directors. Such removal shall be based upon a finding of the Board that the best interest of the Bureau will be served thereby. The Chair may be removed by a vote of three-quarters of the directors. Upon removal of any Board member, the Bend City Council may fill the vacant position in accordance with Section 3.3

Section 3.12 Conflicts of Interest

When a Board member has an actual or potential conflict of interest in a transaction with the Bureau, the material facts of the transaction and the Board member's interest shall be disclosed to the Board of Directors at each meeting prior to the vote and recorded in the

minutes of the meeting. Conflicts of interest shall be regulated and governed by ORS Chapter 244. The existence of an **actual conflict of interest** shall disqualify the Board member from participating in the either the discussion or vote on the matter. A Board member with a “potential conflict of interest” may participate in the discussion and voted on the matter after declaring the “potential conflict of interest” as discussed above.

An “**actual conflict of interest**” is defined as “any action or any decision or recommendation , the effect of is to the private pecuniary benefit or detriment of the person or the person’s relative or any business with which the person or a relative of the person is associated unless the pecuniary benefit or detriment arises out of circumstances described in Paragraph (a) or (b) in the definition of “potential conflicts of interest”..

A “**potential conflict of interest**” is defined as any action or any decision or recommendation the effect of which **could** be to the private pecuniary benefit or detriment of the person or the person’s relative, or a business with which the person or the person’s relative is associated, unless the pecuniary benefit or detriment arises out of the following which do not constitute conflicts of interest of any kind:

- (a) Any action in the Board member’s capacity which would affect to the same degree a class consisting of an industry, occupation or other group including one of which or in which the person, or the person’s relative or business with which the person or the person’s relative is associated, is a member or is engaged.
- (b) Membership in or membership on the board of directors of a nonprofit corporation that is tax-exempt under section 501(c) of the Internal Revenue Code.

Section 3.13 Duties of Officers

- A. Chairman of the Board – The responsibilities of the Chairman of the Board are as follows: the running of Board meetings, and the guidance in development of overall Bend VCB long-term objectives. The Chairman of the Board may also perform other duties as assigned by the Board of Directors. When chairing meetings, the Chairman of the Board may remain neutral on issues before the Board unless that vote will determine whether the resolution passes or not. The Chairman of the Board and the Executive Director shall serve as the official spokespeople for the Bureau. The roles of Executive Director and the Chairman of the Board are complementary, with the Executive Director seeing to the operation of the Bureau and the achievement of the desired results, and the Chairman of the Board seeing to the health of the Board and achievement of Board responsibilities.

The Executive Director and the Chairman of the Board may sign deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors has authorized to be executed. A minimum of two signatures is necessary for such legal documents, except in cases where the signing and execution thereof is expressly delegated to some other agent by the Board of Directors or by statute.

1. In addition to the above duties, the Chair will conduct an annual performance evaluation of the Executive Director, together with any recommendations for action. The Chair shall provide a written report of the review, which shall be confidential and shared on that basis with members of the Board and City Council.

- B. The Vice-Chair shall serve as first assistant to the Chairman of the Board, performing the duties of the Chair in the absence of that officer. In addition, the Vice-chair succeeds the Chair in the event of a vacancy.

- C. The Treasurer shall oversee financial reports, which describe the financial condition of the Bureau and perform or oversee all duties incident to the office of treasurer. The Treasurer shall succeed as Chair in the event that both the Chair and Vice-chair positions become vacant.

Section 3.14 Election and Term of Office

The Board of Directors as appointed in section 3.4 will nominate directors for the positions of Chairman, Vice-Chair and Treasurer. Election shall be conducted by a majority vote of the directors. The election of the officers shall be conducted as soon as possible after the selection of the new Board of Directors, and no later than the June Board of Directors Meeting. The terms of the elected officers shall be for one year. Officers may be re-elected to their positions for more than one year. If a position becomes vacant during a term the Board of Directors will nominate a member for that position to serve out the term. A majority vote of the directors will confirm that position.

Article IV

Section 4.1 Executive Director

The Board shall employ an Executive Director who shall be charged with the general supervision and management of the office and business affairs of the organization. The Executive Director shall be charged with proposing to the Board and, after approval by the Board, implementing an annual marketing plan and budget. The Executive Director shall have the authority for supervision of all employees including all personnel actions and employee compensation within the annual budget as approved by the Board. The Executive Director shall also serve as the Corporate Secretary as a non-voting member of the Board, and keep all necessary records and in general shall manage the affairs of the Bureau to promote the objectives for which it was organized. In the absence of the Executive Director, all duties shall be performed by a member

of the staff appointed for that purpose. The Executive Director shall be a non-voting member of the Board of Directors, and all Board committees and shall carry out other duties as assigned by the Board, its officers and committees. The Executive Director shall execute and oversee all contracts, mortgages, bonds, or other instruments in accordance with action plans and expenditures budgeted and approved by the Board of Directors.

The Executive Director is accountable to the full Board, not to individual Board members, or committees of the Board. This does not prevent full interaction between the Executive Director and Board members and committees. The action of the Executive Director must be in harmony with the wishes of the Board as a whole. The resolution of a dispute between a Board member or a committee and the Executive Director will be arbitrated by the full Board and where necessary, a majority Board vote will rule.

Article V **FINANCES**

Section 5.1 Fiscal Year

The fiscal year of the Association shall commence on the first day of July and shall end on the last day of June of each year.

Section 5.2 Special Fund

No organized effort to raise funds for the Association shall be undertaken unless authorized by the Board.

Section 5.3 Annual Budget

The Executive Director shall prepare and submit an annual budget for the coming fiscal year to the Board of Directors for review no later than February. The Board of Directors shall adopt it in compliance with the time requirements imposed by the City of Bend.

Section 5.4 Disbursements

No obligation or expense shall be incurred and no monies shall be appropriated for unbudgeted items without prior approval of the Board of Directors. Upon approval of the annual operating budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. All disbursements except petty cash shall be made by check or EFT (electronic funds transfer).

Section 5.5 Annual Review/Audit

The financial books of the Bend VCB shall be audited or reviewed annually by an independent certified public accountant. Said accountant shall make a written report of the audit to the

Board of Directors who will thereupon submit a copy of said report to the governing authority of the City of Bend. Such audit or review shall be made and completed as soon as practical after the close of the fiscal year.

Article VI
AMENDMENTS

Section 6.1 Amendments

All proposed amendments or changes to these Bylaws shall be made by the Board of Directors and the Bend City Council.

Article VII
INDEMNIFICATION

Section 7.1 Indemnification

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.