



## **Recruitment and Appointment of Visit Bend Board Members**

### **Executive Summary**

*Last updated: February 25, 2015*

#### **Requirements of bylaws**

The process of recruitment and appointment of board members is dictated by Article III of Visit Bend's bylaws which were originally created in partnership between the tourism industry and the City of Bend in 2001 and most recently updated in February of 2015 (*Article III included below*).

Article III requires the Executive Committee of Visit Bend's board of directors to "conduct interviews with candidates that are willing to accept directorship responsibilities for upcoming vacancies on the Board."

Once those interviews are completed, the Executive Committee is required to present a slate of candidates to the full Board for approval through an affirmative vote of the majority, as per section 3.9.

#### **Visit Bend's additional steps for recruitment and appointment of board members**

The bylaws do not require public announcements or solicitation of board candidates. However, to ensure all interested candidates are considered fairly and evenly for the Board, Visit Bend announces upcoming board openings at the organization's public board meetings, and solicits candidates through Visit Bend's Industry E-Newsletters that are sent to all tourism industry stakeholders.

In addition to the announcements at public meetings and solicitation of candidates through Industry E-Newsletters, the Executive Committee and other board members directly contact tourism professionals who they believe would provide strong leadership on behalf of the entire tourism industry and the entire community.

#### **Evaluation and selection criteria of Visit Bend board members**

There are four primary questions the Executive Committee considers in their evaluation of board candidates:

- 1) Is the candidate's company, industry, or organization directly impacted by tourist spending and the marketing programs conducted by Visit Bend? The rationale behind this

consideration is that board members who are directly impacted by the tourism industry and the work of Visit Bend will be more engaged, more vested in ensuring quality work and outcomes, and more intent on holding the organization accountable.

- 2) Has the candidate proven an interest in serving on behalf of the entire community, not a special interest, nor any single socioeconomic or geographic sector? The rationale behind this consideration is that the intention of the board candidate should be aligned with the mission of the organization to create wealth for the entire community through the promotion of tourism.
- 3) Does the candidate have the professional experience, skill sets, and education required to lead an innovative and successful tourism bureau? The rationale behind this consideration is that effective board members must understand how to direct and evaluate Visit Bend's economic development programs, and meet their fiduciary responsibility to ensure that Visit Bend's activities are creating a strong return-on-investment for the community.
- 4) Does the candidate have a willingness and enthusiasm to serve on the board? The rationale behind this consideration is that serving on the Visit Bend board of directors requires a considerable amount of time, energy, and engagement. An effective board member must have the willingness, enthusiasm, and energy to engage and work.

**Additional comments**

Visit Bend's current strategy on recruitment is to challenge Visit Bend's executive director to build and manage the most talented and committed staff in the DMO industry, and to challenge board members to build the most talented and committed board in the DMO industry. That is how we believe Visit Bend will continue to achieve at a high level over the long term and create the best return on investment for the Bend community.

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**Visit Bend Bylaws**

**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.

### Section 3.2 Number and Terms

The Board of Directors shall not exceed ten members, including an Executive Committee that consists of the Chair, Vice-Chair, and Treasurer. Board members shall be appointed to serve three year terms. Board members shall serve no more than three consecutive terms or nine consecutive years, whichever is the longest period. Prior board members may renew their eligibility for the Board of Directors after a hiatus of one year.

### Section 3.3 Selection of Directors

As vacancies on the Board occur, the Executive Committee and the Executive Director will serve as the Nominating Committee. The Nominating Committee will conduct interviews with candidates that are willing to accept directorship responsibilities for upcoming vacancies on the Board. The Nominating Committee will present candidates to the VCB Board for approval through an affirmative vote of the majority, as per section 3.9.

### Section 3.4 Qualifications/Categories

The Board of Directors shall consist of no fewer than eight and no more than ten directors. It is the intent of these bylaws that no one industry (such as restaurants, attractions, lodging, recreation, retail) shall hold a majority of the Board. The Executive Director shall occupy one position on the Board as a non-voting member.

### Section 3.5 Vacancies

The Bureau is not required to replace vacated Board 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 complete the vacated term. The board shall vote on approving the recommended replacement. A director appointed to fill a vacancy shall serve only until the expiration of that three-year term, at which time he/she must be re-elected by the Board as per Section 3.3.

### 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.

A director may be removed by a two-thirds vote of the Board 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 or video conferencing 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 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.

### 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 vote 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 Bureau 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 may be shared on that basis with members of the Board.

- 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 3.3, will nominate directors for the positions of Chairman, Vice-Chair and Treasurer. Election shall be conducted by a majority vote of the

directors. 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.

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