

**Bylaws
Clermont County
Convention and Visitors Bureau, Inc.**

Article I General

Section 1. Name

This organization is incorporated under the laws of the State of Ohio and shall be known as Clermont 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 Clermont 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 organizations defined in Section 501(c)(6) of said Code.

Article II Board of Trustees

Section 1. Composition and Authority

There shall be nine (9) trustees with voting privileges; the board of County Commissioners of Clermont County, Ohio shall appoint five (5) of the trustees, within which number shall be a representative from the tourism industry. Existing voting members of the Clermont County CVB Board of Trustees shall elect four (4) of the trustees. The Chairman of the Board may appoint two (2) non-voting trustees. The Board shall recommend new trustees to the County Commissioners of Clermont County.

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.

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 of potential change is opposed to or not in the best interests of the corporation, upon consideration of any of the matters set forth in division (E) of section 1702.30 of the Revised Code;

Section 3. Term of Trustees

The appointed trustees with voting privileges may serve up to three (3) year terms and shall serve until his/her successor is appointed. The organizational election of trustees shall include a combination three (3) year terms. Subsequent elections to the organizational election of trustees will be for three (3) year terms. The non-voting trustees shall serve for the term of one (1) year and shall serve until his/her successor is appointed.

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 (Statements of position on issues)

The Board is responsible for establishing procedure and formulating policy of the organization.

Section 6. Removal

The Board by affirmative majority vote may remove a trustee for the following: a) if said trustee is absent from three consecutive meetings or b) if said trustee has moved away from the region.

Section 7. Vacancies

In the event of a vacancy on the Board, the appropriate appointing or election authority shall fill the position.

Article III Officers

Section 1. Officers

The officers of the Bureau shall be Chairman, Vice Chairman, 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 for a one (1) year term or until their successors are elected or appointed pursuant to Section 5 of this Article.

Section 4. Election

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

Section 5. 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 Chairman, Vice Chairman, Secretary and Treasurer. The Chairman of the Board will serve as Chairman of the Executive Committee.

Article V Committees

Section 1. Appointment

The Chairman of the Board shall appoint all members of all committees of the Bureau. The Chairman of the Board shall be an ex-officio member of all committees. The Chairman of the Board shall appoint the chairman of such committees. The committee chairman 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 Chairman 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 Chairman 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 Chairman of the Board, provided that 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 Chairman of the Board or by the Board.

Section 4. Quorums

At all meetings of the Board a majority of the number of the Board of Trustees with voting privileges 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 or the Board. All disbursements shall be made by check. The Board shall designate those authorized to sign checks.

Section 2. Budget

Prior to each fiscal year the Executive 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. Annual Audit

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 IX Membership

Section 1. Eligibility

The Bureau may solicit and accept membership from businesses, organizations, and individuals. A membership fee may be charged as determined from time to time by the Board.

Section 2. Voting

The membership shall not possess any voting rights whatsoever, nor acquire any interest in the assets of the corporation.

Section 2. Duties

The membership may contribute to the program of the Bureau in any manner or form approved by the Board. Members may be asked to serve on committees.

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. And proposed amendments or alterations shall be submitted to the Board in writing, at least ten (10) 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 the county in which the principal office of the corporation is then located in Clermont County, Ohio.