

**Ross-Chillicothe Convention & Visitors Bureau, Inc.
By Laws**

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By Laws
Ross-Chillicothe Convention & Visitors Bureau, Inc.

Article I – Name

The name of this non-profit (501c6) organization is the Ross-Chillicothe Convention and Visitors Bureau, Inc., as provided for in the Articles of Incorporation

Article II – Fiscal Year

The Board’s fiscal year shall begin on the first day of January and end on the 31st day of December.

Article III – Mission

The mission of the Ross-Chillicothe Convention and Visitors Bureau is the growth and prosperity of area economic development through tourism. The Bureau’s primary focus is to assist, attract and educate residents, travelers, and partners. It will function as an economic driver of the hospitality industry in general through promotion of extended or overnight visits to the areas of Chillicothe and Ross County, Ohio.

Article IV – Board of Directors

1. **Composition** – The Board of Directors of the Ross-Chillicothe Convention and Visitors Bureau shall be members appointed by the Ross County Board of Commissioners with recommendations provided by the CVB Board of no less than ten and no more than seventeen members to be composed of both required and non-required appointments.

Required Appointments

Ross County Government	(1)
Chillicothe Government	(1)
Chamber of Commerce	(1)
Scioto Society (Tecumseh! Outdoor Drama)	(1)
Adena Mansion & Gardens	(1)
Hopewell Culture National Historical Park	(1)
Ross County Historical Society	(1)

Non-Required Appointments

Lodging	(3-5)
Festivals and Events	(0-2)
Media	(0-2)
Parks	(0-1)
Attractions	(0-3)
Community	(0-5)

2. **Terms** – The term of office for members of the Board of Directors shall begin at the beginning of the new fiscal year and shall be for three years up to two consecutive

terms with exclusion of required appointed seats. A board member may be re-elected to fill additional consecutive terms if there is a board agreement.

3. **Removal Action** - A board member may be removed for cause by a majority vote of the Board with quorum present. Removal action can be taken only after the member is given a ten days' written notice of a board meeting and at such meeting the member will have the right to be fully heard. Board members may also be removed for misfeasance, nonfeasance or malfeasance. Absences of any member of the board of directors from three consecutive regularly scheduled board meetings with his/her term shall be considered a resignation from the Board unless due to extenuating circumstances.
4. **Conflict of Interest** – Each member of the Board of Directors will be required to sign a Conflict of Interest Statement annually to be retained on file in the offices of the organization.
5. **Vacancies** – In the event of a vacancy in any of the positions indicated above, said vacancy will be filled as quickly as possible by the Ross County Commissioners, with recommendations provided by the Board.
6. **Quorum** –The quorum for a meeting of the Board shall be at least fifty percent of the non-vacant seats of the Board.
7. **Schedule and Notice of Meetings**
 - a. **Schedule** – The board shall meet on a regular basis, being once every-other month on the fourth Monday of that month. The meeting location shall be scheduled for the convenience of the members. If a scheduled meeting falls on a holiday, the meeting will take place on the third Monday of the month.
 - b. **Notice** – A staff member shall provide written notice via email or mail to all its members of the agenda and location of any meeting one week in advance.
 - c. The annual meeting shall be held in November of each year to elect the board of directors, officers, and approval of next year's budget. This is in combination with the regular board agenda.
8. **Minutes**
 - a. The Board shall keep each meeting written minutes which include a record of votes on all motions. The duty of recording minutes shall be performed by a staff member.
 - b. Minutes of the previous meeting shall be emailed to all Board members with the notice of any meetings as defined in subsection "8a" above.

Article V – Powers

1. **General Powers** – The corporate powers, property, finds, and affairs of the Board, except as may be otherwise provided by law, the Articles of Incorporation or the By-Laws, shall be vested in, exercised and controlled by the Board of Directors. The

determination of the governing of the conduct of the Board's programs shall be the responsibility of the Board.

2. **In addition to the General Powers, the Board shall have the following Specific Powers:**
 - a. To appoint the Executive Director of the Board and fix the compensation of said Director.
 - b. To determine overall program plans and priorities, including provisions for evaluating progress against performance.
 - c. To determine major personnel, organizational, fiscal and program policies.
 - d. To make final approval of all program proposals and budgets.
 - e. To enforce compliance with conditions of all grants, contracts and agreements received from all sources.
 - f. To oversee the extent and the quality of participation of the community in programs of the Board.
 - g. To determine rules and procedures for the governing Board.
 - h. To select the officers and the Executive Committee of the governing Board.
 - i. Annually evaluate the policies and programs of the Board according to criteria determined by the Board.
 - j. To adopt a Code of Ethics for the Board of Directors and the employees of the Board

Article VI – Officers

1. **Executive Board Roles** - The Board shall have a President, Vice President and a Treasurer. All officers shall be elected from the Board who have served at least one year on the board, at the meeting following the annual meeting of the board and shall, unless otherwise provided by the Board, hold office for a term of two years. No elected officer shall serve more than three consecutive two year terms.
2. **President** – The President shall present at all meetings of the Board at which he/she is present. The President shall sign all official documents of the Board as authorized by the Board, shall make reports to the Board and shall perform such duties as are incident to his/her office and are properly expected by the Board. The president shall serve as the Chairperson of the Executive Committee.
3. **Vice President** – In the absence of the Chairperson or in the event of his/her death, in disability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all powers of the President. The Vice President shall perform such duties as from time to time may be assigned to him/her by the President of the Board.

4. **Treasurer** – The Treasurer shall be responsible for the safeguarding of all funds received by the Ross-Chillicothe Convention & Visitors Bureau and for their proper disbursement. Such funds shall be kept on deposit in a financial institution or invested in a manner approved by the Board of Directors. The Treasurer Shall report the financial condition of the Ross-Chillicothe Convention & Visitors Bureau from time to time, as may be required by the Board of Directors.

Article VII – Committees

1. **Formation and Composition** – The Board President, subject to the approval of the Board, shall appoint the chairperson and designate Board Members to serve on the following standing committees and any other special committee of which the Board may approve.
2. **Quorum for Action** – A quorum for action at any meeting shall be no less than one-half of current non-vacant seats of the membership of the committee.
3. **Executive Session** – When in the interest of the Board, an Executive Session of a committee may be held when called by the Chairperson or when approved by the committee.
4. **Standing Committees** – All standing committees, unless otherwise noted, shall be appointed by the President, and approved by the Board.
 - a. **Executive Committee:** Shall consist of the President, Vice President, Treasurer as elected by the Board, one Board Member at large yearly, the Immediate Past President, and the Executive Director (non-voting member). If the Immediate Past President is termed out, then they are required to serve an additional year as a non-voting member. This committee is responsible for the preparation of information, policies, and issues to be brought forth for approval by the full board of directors, and to act in emergency situations only. The committee will also hire and review the job performance of the Executive Director to be approved by the full Board of Directors.
 - b. **Board Development** – Appointed by the President shall consist of three Board Members (non-officers) who shall solicit and recommend to the Board, persons to serve on the Ross County Convention & Visitors Bureau Board. Additionally, they will present a slate of officers to be voted on at the November meeting. These recommendations are to be received by the November meeting and must be approved by the Ross County Commissioners before being final.
 - c. **Pineapple Committee** – Appointed by the President shall consist of 4-6 Board Members working in conjunction with the CVB Executive Director. The Purpose of the Committee is to administer, oversee, plan, manage, and execute the CVB’s Pineapple Awards Program and to host the annual Pineapple Tourism Banquet to coincide with National tourism Week during

the first week of May each year. The committee will be responsible for choosing the recipient of the Grand Pineapple Award. Other awards will be judged by independent persons outside the community. Meetings will be held as necessary prior to the event for planning purposes and after the event for review and critique.

- d. **Promotional Assistance Committee** – Appointed by the President shall consist of 4-6 Board Members working in conjunction with the CVB Executive Director. The purpose of the committee is to provide Grant Assistance Program funding to non-profit organizations, attractions, and events in the Chillicothe Ross County area for the promotion of an event or program. GAP funding shall be based but not limited to the goals of increasing overnight stays and expenditures in Ross County, promoting a positive image and increased visibility of Ross County attractions, and featuring new or expanded events and programs.

Article VIII – Finances

Funding

The Ross-Chillicothe Convention & Visitor Bureau's marketing functions are funded by the bed tax collected by the County from lodging, paid for by visitors. The county collects three percent bed tax, and one hundred percent is solely allocated, per contract, to the Ross-Chillicothe Convention & Visitors Bureau, Inc. The City of Chillicothe collects three percent bed tax, and one hundred percent is allocated to the City's General Funds Account. The Ross-Chillicothe Convention & Visitors Bureau may request funding from the City on an annual basis.

In-kind donations allow the Bureau to provide services that will encourage visitors to see and do as much as possible while in the Ross County area.

1. All monies of the Board shall be deposited in the name of the Board in a bank or banks designated by the Board.
2. All bills shall be paid by electronic banking or by check bearing the signature of either two of the following: President of the Board, Vice President of the Board, Treasurer of the Board and the Executive Director.
3. The Board shall have an audit of its accounts are required by the Auditor of State, County Commissioners or Board of Directors.
4. Every officer and employee of the Board who handle funds or securities of the Board shall be bonded at the expense of the Board in the amount required by funding agencies and/or by the Board.

Article IX – Administration

The Board shall employ an Executive Director who shall be a non-voting, ex-officio Director. The Executive Director shall serve at the pleasure of the Board. The Executive Director shall be charged with the administrative and business affairs relating to the operation of the Ross-Chillicothe Convention & Visitors Bureau.

Compensation for the Director shall be fixed by the Board of Directors and subject to alteration from time to time at its discretion. Duties and responsibilities shall comply with those described in the Executive Director's job description file in the CVB office and subject to annual review by the board.

Article X – Proxy

There shall be no voting by proxy for the purpose by the Board, committee, or other body of the Board.

Article XI – Compensation

Compensation to Board members for their services on the Board is not permitted. Board members may be reimbursed for actual expenses such as travel, meals and lodging on office Board Business and approved by the Board of Directors.

Article XII – Amendments

These by laws may be amended by an affirmative vote of two-thirds of the members present at any regularly scheduled meeting provided there is a quorum, and provided that prior to the voting on any proposed amendment, those amendments shall have been submitted to each board member at least ten days prior to the meeting of the Board when a vote is to be taken on the amendments.

Article XIII – Dissolution

1. **Ownership and Transfer of Property** – The corporate powers, property, funds and affairs of the Board, except as may be otherwise provided by law, the Articles of Incorporation or by laws shall be vested in, exercised and controlled by the Board.
2. **Dissolution** – Upon dissolution of this organization for any cause, the properties then in possession of the Board shall be turned over to such successor organization as the Board shall determine. In no event shall any property of the Board inure to the benefit of any individual member or to the benefit of any organization which does not qualify an exempt organization under the pertinent provisions of the Internal Revenue Code as provided by the Articles of Incorporation.

Article XIV – Rules of Meetings

All meetings of the Board or of the Executive Committee shall be conducted in accordance with Robert’s Rules of Order.

Article XV – Miscellaneous

Shall provisions of these by laws be inconsistent with the Articles of Incorporation; the Articles of Incorporation shall govern.

Article XVI – Identification

The Board shall indemnify each present and future Trustee, officer, and employee of the Board against expenses actually incurred by him or her in connection with the defense of any action, suit, or proceeding to which he or she is made a party by reason of being or having been such Trustee or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which he or she may be entitled under the Articles of Incorporation, this Code or otherwise.

Article XVII – Effective Date

These bylaws shall be effective immediately upon their passage by a majority vote of the members of the Board at a meeting called to consider their adoption.

Approved by the Board of Directors on this date November 27, 2023.