



**TRANSIENT LODGING TAX AD HOC COMMITTEE
BYLAWS SUBCOMMITTEE AGENDA
NOVEMBER 28, 2018, 4::00 PM
NEWBERG CITY HALL
414 E First Street**

- I. CALL MEETING TO ORDER**
- II. ROLL CALL**
- III. PUBLIC COMMENT**
- IV. VISIT NEWBERG – TOURISM ORGANIZATION – DRAFT BYLAWS**
- VII. NEXT BYLAWS SUBCOMMITTEE MEETING – TBD**
- VIII. ADJOURNMENT**

ACCOMMODATION OF PHYSICAL IMPAIRMENTS: In order to accommodate persons with physical impairments, please notify the Office Assistant II of any special physical or language accommodations you may need as far in advance of the meeting as possible and no later than 48 business hours prior to the meeting. To request these arrangements, please contact the Office Assistant II at (503) 544-7788. For TTY services please dial 711.

**BYLAWS
VISIT NEWBERG**

Article 1. Name

Section 1. Name. This organization is incorporated under the state laws of Oregon as a 501(c)(6) non-membership organization and is known as Visit Newberg (hereinafter VN).

**Article II.
Purpose**

Section 1. Purpose and Role. VN is an economic and tourism development organization with a primary function of creating an effective mix of marketing, sales, and service programs designed to produce a positive economic impact on visitor spending in Newberg. Developing and implementing these programs results in an enhancement of the City's livability and economic viability by, among other things, providing increased employment and economic opportunity. VN promotes the entire City and works in partnership with all sectors of the visitor industry. VN practices the highest principles of civic citizenship and follows good business practices and policies.

**Article III.
Contract**

Section 1. Contract. The City of Newberg (City) contemplates entering into a sole source procurement contract with VN based on VN's status as the sole non-profit provider of the programs enumerated above through the use of the City's transient lodging tax income. The initial contract term is three years; however, VN will provide an annual review of the past year as well as an annual business plan for the upcoming year, and the contract may be terminated early if the City does not approve the review or business plan. The initial three year term of the contract will automatically renew for three one year periods unless either party wishes at any time not to extend the contract. If a party wishes not to extend the contract, that party will notify the other party that the contract will terminate at the end of the current contract period. Notification will be in writing and will be delivered no later than January 1 of the year in which the notifying party wishes the contract to terminate. Should VN's sole source status cease, the City will award subsequent contracts on the basis of the requirements of the public contracting law for non-sole source contracts.

Article IV. Board of Directors

Section 1. General Powers and Responsibilities. The governance of VN is vested in a Board of Directors as further provided in these bylaws. The Board of Directors (also referred to as the Board) sets policy, establishes strategic direction, and fulfills legal and fiduciary responsibilities to VN. Members of the Board of Directors (also referred to as Directors, Board members, and members) serve without compensation but they may be reimbursed for expenses related to Board services. Voting members of the initial Board of Directors have been appointed by the Newberg City Council by a majority vote.

Section 2. Number and Terms of Directors. The Board of Directors consists of no fewer than seven and no more than nine voting members, including the Chair, Vice-Chair, Treasurer-Secretary, and two members at large. The Board also includes three non-voting members: the Executive Director, one City Councilor, and one City staff member.

In order to stagger the terms of the Directors, approximately one third of the initial voting members of the Board of Directors will serve three year terms (a full term), approximately one third will serve two year terms, and approximately one third will serve one year terms. Subsequently, voting members of the Board will be elected to serve three year terms. Voting Board members will serve no more than three consecutive full terms. Voting Board members who have served three full terms may be reappointed to the Board after a hiatus of one year.

If the City Councilor position is to be filled, it will be filled by appointment by the Mayor upon approval of a majority of the City Council. If the City staff member position is to be filled, it will be filled by appointment by the City Manager. Both the City Councilor and City staff member positions serve annual terms and serve until notice of replacement.

Section 3. Selection of Directors. All Director positions to be filled after the appointment of the initial Board of Directors will be filled pursuant to this Section.

3.1 Voting Directors: No later than January of each year, the Board Chair will appoint a Board member to serve as the Nominating Committee Chair. The Board Chair will also appoint one other Board member to serve on the Nominating Committee, along with the Executive Director. Both appointments must be approved by a majority vote of the Board of Directors. The Nominating Committee will conduct interviews with candidates who are willing to accept voting Directorship responsibilities for upcoming vacancies on the Board. No later than March, the Nominating Committee will present a slate of candidates to

the Board for approval through a majority vote of the Board.

3.2 City Councilor and City staff member positions: These positions will be filled as specified in Article IV, Section 2, above.

Section 4. Qualifications of Directors. Board members will be selected based on their willingness and availability to serve and the experience, knowledge, and energy they can bring to the Board. There is no residency requirement nor is there a requirement that any Director be connected with a company, business, or organization located in either Newberg or the 97140 zip code.

The Board consists of a) two members at large, who may be, but do not need to be, tourism industry representatives, b) one City Councilor, c) one City staff person, d) the Executive Director, and e) five to seven tourism industry representatives. The tourism industry representatives need not be representatives of any specific tourism industries. At no time will a majority of the tourism industry representatives represent any one tourism industry (e.g. wine, food, or lodging). No more than one Director representing any given company, business, or organization will be allowed to serve at one time.

Section 5. Vacancies. If vacancies reduce the number of voting Directors to less than seven, and if more than sixty days remain in the term of the Director or Directors whose leaving has/have caused the number of voting Directors to fall below seven, the Chair will propose one candidate for each voting Director position which is to be filled and the Board will vote on that/those candidate(s). The election of the candidate(s) will be by a majority vote of the Board.

In all other cases, VN is not required to fill voting Director positions which are vacated mid-term. However, if such a voting Director position becomes vacant mid-term, the Chair will, within sixty days of the vacation, make a recommendation to the Board as to whether to fill the position. If the recommendation is to fill the position, the Chair will propose a candidate to complete the term. The election of the candidate will be by a majority vote of the Board.

A voting Director elected to fill a vacancy under this section will serve until the expiration of the term of the position to which the Director was elected.

A City Councilor or City staff person may be appointed to fill a vacancy in a City Councilor or City staff person position as specified in Article IV, Section 2. The appointee will serve until the expiration of the term of the position to which the City Councilor or City staff person was appointed.

Section 6. Removal or Resignation of Directors. If any Director misses more than two meetings in a row or more than three meetings during the fiscal year, the Director's resignation will be deemed to have been tendered and accepted. The other Directors, by majority vote, may make an exception for good cause shown.

Any Director may be removed by a majority vote of the Board of Directors 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 VN. Removal will be based on a finding of the Board that the best interests of VN will be served by this action. The City Councilor may be removed at any time by the Mayor with approval of a majority of the City Council. The City staff person may be removed at any time by the City Manager.

Any Director may resign at any time by providing thirty days written notice to the Executive Director or the Chair.

In all cases of removal or resignation under this section, vacancies will be filled or left vacant under the specifications of Article IV, Section 5.

Section 7. Meetings. The Board of Directors meets no less than once every quarter, at a time and location determined by the Chair. All meetings will be held in accordance with Oregon Public Meetings and Records Law. The Chair or Executive Director may cancel or reschedule meetings. 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 and any regular meetings of the Board which are not pre-scheduled as specified above must be noticed to each Director no less than two days and no more than thirty days in advance of the meeting.

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

Section 8. Quorum. A quorum consists of a simple majority of the voting Board members in good standing immediately before the meeting begins. A quorum must be present at Board of Directors' meetings in order for the Board to take action. A majority vote consists of a simple majority of the quorum of voting Board members in attendance at any given meeting.

Section 9. Voting. With the exception of the Executive Director, the City Councilor, and the City staff member, each member of the Board of Directors has one vote. Proxy voting is not allowed, either at a meeting of the Board of Directors or in any other way connected with the Board reaching a decision. Directors unable to attend a meeting of the Board may send a letter, e-mail, or other written communication to the Board stating his/her opinion or position on any matter before the Board. A copy of the communication will be distributed to each Board member present, and, if the absent Board member so requests, the communication will be read aloud at the meeting during the discussion of the issue. Any Board member may attend a meeting via telephone, conference call, or video conferencing, subject to the Oregon Public Meetings Law.

Section 10. Conflicts of Interest. When a Board member has an actual or potential conflict of interest in a transaction with VN, the material facts of the transaction and the Board member's interest will be disclosed to the Board of Directors at each meeting prior to any vote taking place. The conflict will be recorded in the minutes of the meeting. Conflicts of interest are regulated by ORS Chapter 244. The existence of an actual conflict of interest disqualifies a Board member from participating in both the discussion and the vote on the issue. A Board member with a potential conflict of interest may participate in the discussion and vote on the matter after declaring the conflict as discussed above. Each Board member will sign a conflict of interest statement annually.

Section 11. Officers, Duties. There are three officers of the Board: Chair, Vice-Chair, and Treasurer-Secretary. All officers must be voting members of the Board of Directors.

11.1 Chair: The Chair presides at meetings of the Board of Directors, assures that the Board of Directors is advised on all significant matters of business, and provides guidance in the development of overall VN long-term objectives. The Chair may also perform other duties as prescribed by the Board of Directors.

Although the Chair may vote on any issue before the Board, s/he may remain neutral on issues before the Board unless his/her vote is needed to break a tie.

The Chair and the Executive Director serve as the official spokespersons for VN. The roles of Executive Director and Chair are complementary, with the Executive Director seeing to the operation of VN and the achievement of the desired results, and with the Chair seeing to the health of the Board and the achievement of Board responsibilities.

The Chair and the Executive Director 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 is expressly delegated to some other agent by the Board of Directors or statute.

The Chair, along with the Vice-Chair and the Treasurer-Secretary, conducts an annual performance evaluation of the Executive Director and provides a written report of the review, along with a recommendation for any action, to the Board of Directors. Insofar as possible, reviews will be confidential.

11.2 Vice-Chair: The Vice-Chair serves as the first assistant to the Chair, performing the duties of the Chair in the Chair's absence. The Vice-Chair succeeds the Chair in the event of a mid-term vacancy in the position of Chair.

11.3 Treasurer-Secretary: The Treasurer-Secretary oversees financial reports, which describe the financial condition of VN and serves as liaison between the contracted financial management services provider and the Board. The Treasurer-Secretary succeeds as Vice-Chair in the event the Vice-Chair position becomes vacant mid-term and s/he succeeds as Chair in the event that both the Chair and Vice-Chair positions become vacant mid-term.

11.4 Secretary: The duties ordinarily performed by a Corporate Secretary are performed by the Executive Director and his/her staff.

Section 12. Election of Officers. The current voting Directors nominate voting Directors for the positions of Chair, Vice-Chair, and Treasurer-Secretary at the first meeting of each calendar year. The election of each officer is by a majority vote of the Directors. The election of the officers is conducted either at the first meeting of the calendar year or as soon as possible thereafter. Officers' terms are one calendar year, but officers remain in their offices until a new election has been held. Officers may be re-elected to the same position for subsequent years, as long as the officer is a member in good standing of the Board of Directors. If an officer position becomes vacant during a term, the rules of succession in Section 11 above apply. To fill any vacancy after applying the rules of succession, the Board of Directors nominates a member to serve out the term of that position. This interim officer must be approved by a majority vote of the Directors.

Article V. Executive Director

Section 1. Executive Director. The Board employs an Executive Director who is charged with the general supervision and management of the office and business affairs

of VN. The Executive Director reports directly to the Board. The Board sets the Executive Director's salary. The Executive Director is charged with proposing to the Board and, upon approval by the Board, implementing an annual marketing plan and budget. The Executive Director has 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 serves as the Corporate Secretary, keeps all necessary records, and in general manages the affairs of VN to promote the objectives for which it was organized. In the absence of the Executive Director, all duties will be performed by a member of the staff appointed for that purpose. The Executive Director is a non-voting member of the Board of Directors, is a member of all Board committees, and carries out other duties as assigned by the Board, its officers, and committees. The Executive Director executes (with the Chair) and oversees all contracts, mortgages, deeds, bonds, or other instruments in accordance with action plans and expenditures budgeted and approved by the Board of Directors.

The Executive Director and the Chair of the Board are the official spokespersons for VN. The roles of Executive Director and Chair are complementary, with the Executive Director seeing to the operation of VN and the achievement of the desired results, and with the Chair seeing to the health of the Board and the achievement of Board responsibilities.

The Executive Director is accountable to the full Board, not to individual Board members or committees. This does not prevent full interaction between the Executive Director and Board members and committees. The actions of the Executive Director must be in harmony with the wishes of the Board as a whole. 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 determine the outcome.

Article VI. Finances

Section 1. Fiscal Year. The fiscal year of VN commences on the first day of July and ends on the last day of June each year.

Section 2. Special Fund. No organized effort to raise funds for VN will be undertaken unless authorized by the Board.

Section 3. Annual Budget. The Executive Director prepares and submits an annual budget for the coming fiscal year to the Board of Directors for review no later than May 1 each year. The Board of Directors adopts a final budget by majority vote no later than June 30 each year.

Section 4. Disbursements. All disbursements must adhere to the financial policies and procedures approved by the Board of Directors by majority vote. No obligations or expenses will be incurred and no monies will be appropriated for unbudgeted items without prior approval of the Board of Directors by majority vote. 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 will be made by check or electronic funds transfer.

Section 5. Annual Review/Audit. The financial books of VN will be audited or reviewed annually by an independent certified public accountant. The accountant will make a written report of the review/audit to the Board of Directors which will then submit a copy of the report to the Newberg City Council. The audit or review will be completed as soon as practical after the close of the fiscal year.

Article VII. Amendments

Section 1. Amendments. All proposed amendments or changes to these bylaws will be made by the Board of Directors and will be approved by a majority vote of the voting Directors in good standing who are then in office. Prior to the adoption of the amendment, each Director will be given at least forty eight hours' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered. The notice will state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and it will contain a copy of the proposed amendment.

Article VIII. Indemnification

Section 1. Indemnification. VN will indemnify any person who was or is a party, or is threatened with being made a party, to any threatened or pending action or suit by reason of the fact that s/he is or was a director, officer, employee, or agent of VN, for expenses (including attorney's fees) actually and reasonably incurred by him/her in connection with the defense or settlement of the action or suit, provided s/he acted in good faith and in a manner s/he reasonably believed to be in, or at least not opposed to, the best interests of VN. No indemnification will be given to any person who has been adjudged to be liable for negligence or misconduct in the performance of his/her duty to VN unless and only to the extent that the court in which the action or suit was brought determines that, despite the adjudication of liability, and in view of all circumstance of the case, the person is fairly and reasonably entitled to indemnity for expenses which the court deems proper.

Section 2. Insurance. VN will, at all times, carry all appropriate directors and officers and liability insurance.

Proposed Article IX. Purpose/Dissolution Clause

Visit Newberg is a destination marketing organization working exclusively for the Economic Development of the City of Newberg.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These bylaws are approved this _____ day of _____, 2019, by the initial Board of Directors of Visit Newberg.

_____, Chair _____, Director

_____, Vice Chair _____, Director

_____, Treasurer-Secretary _____, Director

_____, Director _____, Director (City Councilor)

_____, Director

_____, Director (City staff)

_____, Director

DRAFT

Visit Yamhill County
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Article I. Name

Section 1. Name. This organization is incorporated under the state laws of Oregon as a 501(c)(6) non-membership organization and is known as Visit Yamhill County (hereinafter VYC).

Article II. Purpose

Section 1. Purpose and Role. VYC is an economic and tourism development organization with a primary function of creating an effective mix of marketing, sales, and service programs designed to produce a positive economic impact on visitor spending in Yamhill County. Developing and implementing these programs results in an enhancement of the County's livability and economic viability by, among other things, providing increased employment and economic opportunity. VYC promotes the entire County and works in partnership with all sectors of the visitor industry. VYC practices the highest principles of regional leadership and follows good business practices and policies.

Article III. Contract

Section 1. Contract. Yamhill County (County) contemplates entering into a sole source procurement contract with VYC based on VYC's status as the sole non-profit provider of the programs enumerated above through the use of the County's transient lodging tax income or other sources. The initial contract term is three years; however, VYC will provide an annual review of the past year as well as an annual business plan for the upcoming year, and the contract may be terminated early if the County does not approve the review or business plan. The initial three-year term of the contract will automatically renew for three one-year periods unless either party wishes at any time not to extend the contract. If a party wishes not to extend the contract, that party will notify the other party that the contract will terminate at the end of the current contract period. Notification will be in writing and will be delivered no later than January 1 of the year in which the notifying party wishes the contract to terminate. Should VYC's sole source status cease, the County will award subsequent contracts on the basis of the requirements of the public contracting law for non-sole source contracts.

Article IV. Board of Directors

Section 1. General Powers and Responsibilities. The governance of VYC is vested in a Board of Directors as further provided in these bylaws. The Board of Directors (also referred to as the Board) sets policy, establishes strategic direction, and fulfills legal and fiduciary responsibilities to VYC. Members of the Board of Directors (also referred to as Directors, Board members, and members) serve without compensation but they may be reimbursed for expenses related to Board services. Voting members of the initial Board of Directors will be appointed by the Yamhill County Board of Commissioners (County Board) by a majority vote.

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Subsequent to the appointment of the initial Board of Directors, the current Board of Directors will appoint voting members of the Board as the terms of the bylaws require.

Section 2. Number and Terms of Directors. The Board consists of no fewer than seven and no more than nine voting members, including the Chair, Vice Chair, Treasurer, Secretary, and two members at large. The Board may also include three non-voting members: an Executive Director, one County Commissioner, and one County staff member.

2.1 Initial voting members: In order to stagger the terms of the Directors, approximately one-third of the initial voting Board members will serve three-year terms (a full term), approximately one-third will serve two-year terms, and approximately one-third will serve one-year terms. Subsequently, voting Board members will be elected to serve three-year terms (full terms).

2.2. Voting Board members will serve no more than three consecutive full terms. Voting Board members who have served three full terms may be reappointed to the Board after a hiatus of one year.

2.3 If the County Commissioner position is to be filled, it will be filled by appointment by the County Board upon approval of a majority of the County Board. If the County staff member position is to be filled, it will be filled by appointment by the County Administrator. Both the County Commissioner and County staff member positions serve annual terms and serve until notice of replacement.

Section 3. Selection of Directors. All Director positions to be filled after the appointment of the initial Board of Directors will be filled pursuant to this Section.

3.1 Voting Board Members: No later than January of each year, the Board Chair will appoint a Board member to serve as the Nominating Committee Chair. The Board Chair will also appoint one other Board member to serve on the Nominating Committee, along with the Executive Director. Both appointments must be approved by a majority vote of the voting Board members. The Nominating Committee will conduct interviews with candidates who are willing to accept voting Directorship responsibilities for upcoming vacancies on the Board. No later than March, the Nominating Committee will present a slate of candidates to the Board for approval through a majority vote of the voting Board members.

3.2 Non-voting Board members, County Commissioner and County staff member positions: These positions will be filled as specified in Article IV, Section 2, above.

Section 4. Qualifications of Directors. Board members will be selected based on their willingness and availability to serve and the experience, knowledge, and energy they can bring to the Board. There is no residency requirement nor is there a requirement

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that any Director be connected with a company, business, or organization located in Yamhill County.

The Board consists of a) two members at large, who may be, but do not need to be, tourism industry representatives, b) one County Commissioner, c) one County staff person, d) the Executive Director, and e) five to seven tourism industry representatives.

The tourism industry representatives are not required to be representatives of any specific tourism industry or sector. The tourism industry representative will include no more than two representatives from any of the following tourism sectors: (1) culinary/hospitality; (2) lodging; (3) recreation; (4) wine; and (5) arts/culture.

No more than one Director representing any given company, business, or organization will be allowed to serve at one time.

Section 5. Vacancies. If vacancies reduce the number of voting Board members to less than seven, and if more than sixty days remain in the term of the Director or Directors whose leaving has/have caused the number of voting Board members to fall below seven, the Chair will propose one candidate for each voting Board member position which is to be filled and the Board will vote on that/those candidate(s). The election of the candidate(s) will be by a majority vote of the voting Board members.

In all other cases, the Board is not required to fill voting Board member positions which are vacated mid-term. However, if such a voting Board member position becomes vacant mid-term, the Chair will, within sixty days of the vacation, make a recommendation to the Board as to whether to fill the voting Board member position. If the recommendation is to fill the voting Board member position, the Chair will propose a candidate to complete the term. The election of the candidate will be by a majority vote of the voting Board members.

A voting Board member elected to fill a vacancy under this section will serve until the expiration of the term of the vacated position to which the Director was elected.

A non-voting County Commissioner or County staff person may be appointed to fill a vacancy in a County Commissioner or County staff person position as specified in Article IV, Section 2. The appointee will serve until the expiration of the term of the position to which the County Commissioner or County staff person was appointed.

Section 6. Removal or Resignation of Directors. If any Director misses more than two meetings in a row or more than three meetings during the fiscal year, the Director's resignation will be deemed to have been tendered and accepted. The other Directors, by majority vote of the voting Board members, may make an exception for good cause shown.

Any Director may be removed by a majority vote of the voting Board members for failure to fulfill the duties required of Directors, or intentional acts or omissions, which a prudent

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and reasonable person could have foreseen, might damage the reputation or interests of VYC. Removal will be based on a finding of the Board that the best interests of VYC will be served by this action. The County Commissioner may be removed at any time by the approval of a majority of the County Board. The County staff person may be removed at any time by the County Administrator.

Any Director may resign at any time by providing thirty days written notice to the Executive Director or the Chair.

In all cases of removal or resignation under this section, vacancies will be filled or left vacant under the specifications of Article IV, Section 5.

Section 7. Meetings. The Board meets no less than once every quarter, at a time and location determined by the Chair. The Chair or Executive Director may cancel or reschedule meetings. The Chair or Executive Director may call special meetings of the Board 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 and any regular meetings of the Board which are not pre-scheduled as specified above must be noticed to each Director no less than two days in advance of the meeting.

Decisions of a routine nature may be made by the Chair and Executive Director. These decisions, if outside the governance policies established by the Board, must be ratified by majority vote of the voting Board members at the next regularly scheduled Board meeting.

Section 8. Quorum. A quorum consists of a simple majority of the voting Board members in good standing immediately before the meeting begins. A quorum must be present at Board of Directors' meetings in order for the Board to take an action that requires a vote by the voting Board members. A majority vote consists of a simple majority of the quorum of the voting Board members in attendance at any given meeting.

Section 9. Voting. With the exception of the Executive Director, the County Commissioner, and the County staff member, each Board member is a voting Board member. Proxy voting is not allowed, either at a meeting of the Board or in any other way connected with the Board reaching a decision. Directors unable to attend a meeting of the Board may send a letter, e-mail, or other written communication to the Board stating his/her opinion or position on any matter before the Board. A copy of the communication will be distributed to each Board member present, and, if the absent Board member so requests, the communication will be read aloud at the meeting during the discussion of the issue. Any Board member may attend a meeting via telephone, conference call, or video conferencing.

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Section 10. Conflicts of Interest. When a Board member has an actual or potential conflict of interest in a transaction with VYC, the material facts of the transaction and the Board member's interest will be disclosed to the Board at each meeting prior to any vote taking place. The conflict will be recorded in the minutes of the meeting. The existence of an actual conflict of interest disqualifies a Board member from participating in both the discussion and the vote on the issue. A Board member with a potential conflict of interest may participate in the discussion and vote on the matter after declaring the conflict as discussed above.

Section 11. Officers, Duties. There are four officers of the Board: Chair, Vice-Chair, Treasurer, and Secretary. All officers must be voting Board members.

11.1 Chair: The Chair presides at meetings of the Board, assures that the Board is advised on all significant matters of business, and provides guidance in the development of overall VYC long-term objectives. The Chair may also perform other duties as prescribed by the Board.

The Chair and the Executive Director serve as the official spokespersons for VYC. The roles of Executive Director and Chair are complementary, with the Executive Director seeing to the operation of VYC and the achievement of the desired results, and with the Chair seeing to the health of the Board and the achievement of Board responsibilities.

The Chair and the Executive Director 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 is expressly delegated to some other agent by the Board or by a local, state or federal statute.

The Chair, along with the Vice-Chair, the Treasurer, and the Secretary, conducts an annual performance evaluation of the Executive Director and provides a written report of the review, along with a recommendation for any action, to the Board. Insofar as possible, reviews will be confidential.

11.2 Vice-Chair: The Vice-Chair serves as the first assistant to the Chair, performing the duties of the Chair in the Chair's absence. The Vice-Chair succeeds the Chair in the event of a mid-term vacancy in the position of Chair.

11.3 Treasurer: The Treasurer oversees financial reports, which describe the financial condition of VYC and serves as liaison between the contracted financial management services provider and the Board. The Treasurer succeeds as Vice-Chair in the event the Vice-Chair position becomes vacant mid-term and s/he succeeds as Chair in the event that both the Chair and Vice-Chair positions become vacant mid-term.

11.4 Secretary: The Secretary oversees meeting minutes and meeting logistics for all meetings and activities, both current and prior. The Secretary succeeds as Treasurer in the event the Treasurer position becomes vacant mid-term.

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Section 12. Election of Officers. The current voting Board members nominate voting Board members for the positions of Chair, Vice-Chair, Treasurer, and Secretary at the first meeting of each calendar year. The election of each officer is by a majority vote of the voting Board members. The election of the officers is conducted either at the first meeting of the calendar year or as soon as possible thereafter. Officers' terms are one calendar year, but officers remain in their offices until a new election has been held. Officers may be re-elected to the same position for subsequent years, as long as the officer is a member in good standing of the Board. If an officer position becomes vacant during a term, the rules of succession in Section 11 above apply. To fill any vacancy after applying the rules of succession, the voting Board members nominate a voting Board member to serve out the term of that position. This interim officer must be approved by a majority vote of the voting Board members.

Article V. Executive Director

Section 1. Executive Director. The Board employs an Executive Director who is charged with the general supervision and management of the office and business affairs of VYC. The Executive Director reports directly to the Board. The Board sets the Executive Director's salary. The Executive Director is charged with proposing to the Board and, upon approval by the Board, implementing an annual marketing plan and budget. The Executive Director has 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 manages the affairs of VYC to promote the objectives for which it was organized. In the absence of the Executive Director, all duties will be performed by a member of the staff appointed for that purpose. The Executive Director is a non-voting member of the Board, is a member of all Board committees, and carries out other duties as assigned by the Board, its officers, and committees. The Executive Director executes (with the Chair) and oversees all contracts, mortgages, deeds, bonds, or other instruments in accordance with action plans and expenditures budgeted and approved by voting members of the Board.

The Executive Director and the Chair of the Board are the official spokespersons for VYC. The roles of Executive Director and Chair are complementary, with the Executive Director seeing to the operation of VYC and the achievement of the desired results, and with the Chair seeing to the health of the Board and the achievement of Board responsibilities.

The Executive Director is accountable to the full Board, not to individual Board members or committees. This does not prevent full interaction between the Executive Director and Board members and committees. The actions of the Executive Director must be in harmony with the wishes of the Board as a whole. 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 vote of the voting Board members will determine the outcome.

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If the Executive Director position is vacant, the functions of the Executive Director may be performed by one or more Board Members at the request of the Chair of the Board and after a majority vote of the voting Board members.

Article VI. Finances

Section 1. Fiscal Year. The fiscal year of VYC commences on the first day of July and ends on the last day of June each year.

Section 2. Special Fund. No organized effort to raise funds for VYC will be undertaken unless authorized by the Board.

Section 3. Annual Budget. The Executive Director prepares and submits an annual budget for the coming fiscal year to the Board for review no later than May 1 each year. Voting Board members adopt a final budget by majority vote no later than June 30 each year.

Section 4. Disbursements. All disbursements must adhere to the financial policies and procedures approved by the voting Board members by majority vote. No obligations or expenses will be incurred and no monies will be appropriated for unbudgeted items without prior approval of the voting Board members by majority vote. 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 voting Board members. All disbursements except petty cash will be made by check or electronic funds transfer.

Section 5. Annual Review/Audit. The financial books of VYC will be audited or reviewed annually by an independent certified public accountant. The accountant will make a written report of the review/audit to the Board of Directors which will then submit a copy of the report to the County Board. The audit or review will be completed as soon as practical after the close of the fiscal year. The audit requirement may be waived by the Board by a simple majority vote if the auditable financial activity of VYC is immaterial (for example, less than \$10,000 annually) or if the expenses incurred through an audit would represent poor financial stewardship (for example, the cost of the audit would be a substantial portion of the auditable financial activity).

Article VII. Amendments

Section 1. Amendments. All proposed amendments or changes to these bylaws will be made by the Board and will be approved by a majority vote of the voting Board members in good standing who are then in office. Prior to the adoption of the amendment, each Director will be given at least forty-eight hours of notice of the date, time, and place of the meeting at which the proposed amendment is to be considered. The notice will state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and it will contain a copy of the proposed amendment.

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Article VIII. Indemnification

Section 1. Indemnification. VYC will indemnify any person who was or is a party, or is threatened with being made a party, to any threatened or pending action or suit by reason of the fact that she/he is or was a director, officer, employee, or agent of VYC, for expenses (including attorney's fees) actually and reasonably incurred by him/her in connection with the defense or settlement of the action or suit, provided she/he acted in good faith and in a manner she/he reasonably believed to be in, or at least not opposed to, the best interests of VYC. No indemnification will be given to any person who has been adjudged to be liable for negligence or misconduct in the performance of his/her duty to VYC unless and only to the extent that the court in which the action or suit was brought determines that, despite the adjudication of liability, and in view of all circumstance of the case, the person is fairly and reasonably entitled to indemnity for expenses which the court deems proper.

Section 2. Insurance. VYC will, within one year of inception and at all times moving forward, carry all appropriate director's and officer's liability insurance, as well as any other property, casualty, and other liability insurance as needed.

Article IX. Purpose/Dissolution Clause

VYC is a destination marketing organization working exclusively for the Economic Development of Yamhill County.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These bylaws are approved this _____ day of _____, 201X, by the initial Board of Directors of Visit YC.

_____, Chair

_____, Director

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_____, Vice Chair

_____, Director

_____, Treasurer

_____, Director

_____, Secretary

_____, Director

_____, Director

_____, Director
Commissioner

_____, Director, County staff