

**CODE OF BY-LAWS**  
**THE ANDERSON MADISON COUNTY VISITORS BUREAU**

**ARTICLE I.     NAME**

The name of this corporation shall be The Anderson Madison County Visitors Bureau, Inc. It shall be a private not-for-profit corporation, incorporated within the State of Indiana to promote and encourage conferences, trade shows, festivals and other tourism activity within Madison County, Indiana.

**ARTICLE II.    PURPOSE**

To promote and develop the programs and means to encourage conferences, trade shows, festivals, and other tourism and tourist resources and facilities within Madison County, Indiana.

The Anderson Madison County Visitors Bureau strives to foster a sense of belonging in-house and in the community. By supporting inclusivity, diversity, and equity in tourism, Madison County will continue to prosper.

**ARTICLE III.   ADMINISTRATION**

Section 1.     Administration of the affairs of the Bureau shall be vested in the Board of Directors. Such Board shall control the finances and establish the policies of the Bureau and shall adopt such rules and regulations as are required for the management thereof.

Section 2.     To assure adequate, broad based, county-wide participation on the Board, the Board shall consist of no fewer than twelve (12) members and not more than eighteen (18) members. Under special circumstances, the Board may exceed eighteen (18) members for a period to last no longer than one year, or in the case of allowing the Immediate Past Chair to fulfill his/her obligation to the Board, until the term of the current Board Chair expires.

Board membership may be extended to organizations and/or individuals to serve as Honorary Members on the Board of Directors, appointed annually by the Board of Directors having the same privileges of members, except the right to vote and hold office. The Board of Directors shall confer or revoke Honorary Membership by a two-thirds vote.

Section 3.     Three (3) individuals chosen by the Anderson Madison County Visitors Commission (the "Commission") from its members, may attend Bureau Board meetings serve as ex-officio and nonvoting members.

Section 4.     The individual members of the Corporation as defined in the ARTICLES OF

INCORPORATION shall elect the Board of Directors at the annual meeting.

Section 5. The Officers of the Bureau, as defined in the By-Laws, shall constitute the Executive Committee of the Bureau and shall have the authority as outlined in Article VIII hereof.

#### **ARTICLE IV. OFFICERS**

Section 1. The officers of the Bureau shall consist of a Chair, Vice Chair, Secretary, and Treasurer. The duties of the respective offices shall be as follows:

- a. CHAIR - The Chair of the Bureau shall preside at all meetings of the Bureau. He/she shall be an ex-officio voting member of all committees. He/she shall communicate to the Executive Director (or similar title decided by the Board) of the Bureau such matters and make suggestions as may, in his/her opinion, tend to promote the prosperity, welfare, and general purpose of the Bureau. He/she shall appoint all committees. He/she must cast the deciding vote in the case of a tie on any vote of the Board of Directors or Executive Committee and shall perform such other duties as are necessarily incidental to the office of Chair.
- b. VICE CHAIR - The Vice Chair shall serve as Chair in the absence of the Chair and shall succeed him/her to the office of Chair in the event he/she can no longer serve. He/she shall perform such other duties as might from time to time be assigned by the Chair. The Vice Chair shall be the nominee of the Nomination Committee for the office of Chair in the event the current Chair is not re-nominated to that office, provided he/she is willing to serve.
- c. SECRETARY - It shall be the duty of the Secretary of the Bureau to see that notices of all meetings are in proper form and mailed or given to all members of the Board of Directors or Executive Committee, as the case may be, at least two (2) days prior to said meeting. It shall be the duty of the Secretary to see that an accurate record is kept of all Bureau meetings, to supervise all correspondence and to see that all the directives of the Chair and Executive Committee are communicated to the Board of Directors, to keep an up-to-date list of the membership of the Bureau, to record the attendance at the Board and Executive Committee meetings, to notify persons of their appointment to committees and to see that all committee members are informed of all meetings to which they are required to attend, and generally to devote what efforts are required to forward the business of the Bureau.
- d. TREASURER - The Treasurer shall keep an account of all monies received by the Bureau from any source. He/she shall determine that all sums are received and placed in a financial institution approved by the Board of Directors of the Bureau. He/she shall supervise and review quarterly, or more often, the expenditures of the Bureau and report to the Board of Directors the results of said review. The Treasurer shall establish the procedure for the payment of all bills of the Bureau and shall have the general responsibility at all times for the books and bookkeeping of the Committee, with the concurrence of the Executive Director (or similar title decided



by the Board) of the Bureau.

The Treasurer and Executive Director (or similar title decided by the Board), herein after identified, shall be bonded in an equal amount to the maximum amount of funds over which said Treasurer and Executive Director (or similar title decided by the Board) may have access or control at any given time. The cost of such bonds shall be borne by the Bureau.

- e. IMMEDIATE PAST CHAIR – The Immediate Past Chair will remain on the Executive Committee for the duration of the current's Chair term. The Immediate Past Chair will enforce the Board's policy on attendance, as defined in ARTICLE V, Section 3 and will have full voting rights.

Section 2. The officers of the Bureau shall be chosen from the members of the Board of Directors, by the Board of Directors, at its annual meeting as defined in ARTICLE VI, Section 1, of the by-laws.

Section 3. A Nominating Committee will be appointed by the Chair to present a slate of officers to the Board prior to Annual Meeting.

Section 4. The officers of the Bureau may be elected one office at a time or as a slate, and the Chair must request and respond to nominations from the floor as defined in ARTICLE VI, Section 1, prior to electing each office.

Section 5. ELECTION OF OFFICERS - Each officer of the corporation shall be elected annually by the Board of Directors at its annual meeting to hold office for a term of one year and until his/her successor shall be duly elected and qualified.

Section 6. REMOVAL OF OFFICERS AND AGENTS- Any officer or agent may be removed by the Board of Directors, whenever, in the judgment of the Board, the business interest of the corporation will be served thereby.

Section 7. VACANCY- Whenever any vacancies shall occur in any of the offices of the Corporation by reason of death, resignation, removal or otherwise, the same shall be filled by the Board of Directors any officer so elected shall hold office until the next annual meeting of the Board of Directors and until his/her successor shall be elected and qualified.

Section 8. The Chair of the Bureau shall be limited to serving not more than two (2) consecutive terms unless this rule is set aside by a two-thirds (2/3) vote of the Board of Directors at least thirty (30) days prior to the election.

## **ARTICLE V. BOARD OF DIRECTORS**

Section 1. The members of the Board of Directors shall be elected for a term of three (3) years. Interim vacancies may be filled by the Executive Committee. Should an interim Director be elected at annual meeting to a three (3) year term on the Board, the time having served as interim director shall not be considered when calculating the three

(3) year term on the Board. Directors shall be elected to terms of three (3) years, as established by the Executive Committee, so that the terms will be staggered to permit continuity of representation.

Section 2. Directors may be re-elected to not more than three (3) full consecutive terms. After one year of non-board participation, a member may again be elected to three (3) more consecutive terms.

Section 3. Any member of the Board of Directors missing three (3) consecutive meetings, must be asked by the Immediate Past Chair to explain in writing his/her reason for absence. If such reason is not accepted by the Executive Committee, they shall recommend to the Board of Directors that said office be declared vacant and filled as defined in ARTICLE V, Section 1, as an interim vacancy.

Section 4. Expectations of Board Members - To become a member of the Board of Directors, one must 1) live in or work in Madison County, 2) must attend at least 75% of the regularly scheduled meetings each year unless unavoidable circumstances, 3) must adhere with the mission of the Bureau.

#### **ARTICLE VI. NOMINATIONS**

Section 1. The Chair shall appoint a Nominating Committee of not less than three (3) members of the Board of Directors. Prior to the annual meeting, the Nominating Committee shall place in nomination to the Board of Directors a member for every vacancy on the Board of Directors. The Board of Directors shall review said nominees and delete, alter, or change them as they feel is in the best interest of the Bureau. This list of nominees shall be the nominations presented at the Annual Meeting. Following election of the Board of Directors, the Nomination Committee shall place in nomination a candidate for every office of the Bureau. Nominations may be made from the floor in addition to the nominated slate.

Section 2. VACANCIES - Any vacancies in the elected members of the Board of Directors caused by death, resignation, removal, or other cause shall be filled by a majority vote of the remaining members of the Board of Directors upon recommendation of the Nominating Committee, and each such successor director shall be elected to hold office until the expiration of the term for which the director succeeded has been elected. Members of the Board of Directors shall be notified of the name, address, principal occupation, and other pertinent information about any directors elected by the members.

#### **ARTICLE VII. MEETING**

Section 1. The Board of Directors of the Bureau shall meet once a year at an Annual Meeting that shall be held between January 15 and February 15.

Section 2. The Secretary of the Bureau shall see that all board members of the Bureau are informed of the time and place of the Annual Meeting at least fifteen (15) days in



advance.

- Section 3. The Board of Directors of the Bureau shall meet at least once each quarter of the year.
- Section 4. All meetings of the Bureau shall be at a time and place known and convenient to all members of the Board of Directors.
- Section 5. The Executive Committee of the Bureau shall meet at the call of the Chair of the Bureau or upon petition of any two (2) members of the Executive Committee.
- Section 6. All expenditures for meetings of the Bureau shall be a budgeted item of the Bureau.
- Section 7. At any meeting, regular or called, one third (1/3) of the qualified members shall constitute a quorum and a simple majority of the quorum, present and voting, shall carry any issue to passage, except to amend the By-Laws as established in ARTICLE XI.
- Section 8. There shall be **NO** proxy votes at any Bureau Board of Directors or Executive Committee meetings.
- Section 9. The Executive Director (or similar title decided by the Board) of the Bureau and any assistants so employed by the Bureau may attend any meeting of the Bureau and may speak on any issue but will have no vote on any issue.
- Section 10. Unless otherwise limited and specified in the by-laws, all business of the Bureau shall be conducted under "Roberts Rules of Order".(latest edition)
- Section 11. Meeting Remotely

Meeting remotely is allowed when immediate Board action is required during a time that convening the full board in person is inexpedient and may also take place if a vote is required outside of the prescribed meeting day and time. One third (1/3) of the qualified members responding shall constitute a quorum and a simple majority of the quorum, responding and voting, shall carry any issue to passage, except to amend the By-laws as established in ARTICLE XI.

- a. The Board authorizes remote participation consistent with the requirements of this policy
- b. Acceptable means of remote participation telephone, internet, or satellite-enabled audio or video conferencing, or any other technology that enables the remote participant and all people present at the meeting location to be clearly audible to one another.
- c. Text messaging, instant messaging, email, and web chat without audio are not acceptable means of remote participation.
- d. Quorum standards still need to be met.

## **ARTICLE VIII. COMMITTEES**

Section 1. The following committees shall be permanent or standing committees of this Bureau.

- a. **Executive Committee** - The Executive Committee shall be made up of the officers of the Board. The Executive Director (or similar title decided by the Board) of the Bureau shall be a non-voting member of this Committee. The Executive Committee shall meet at the call of the Chair and shall have the power to transact any business which might realistically be deemed ordinary to the daily affairs of the Bureau, subject only to the limitations set forth within the law and these By-Laws. The Executive Committee shall exercise all power of the Board of Directors during the interval between Board meetings.

The Executive Committee must get approval of the Board of Directors for any and all action taken by the Committee at the next regularly scheduled or special meeting of the Board.

- 1) The Immediate Past Chair of the Bureau, who is a member of the Board of Directors, and has served a full term of one (1) year or more on the Executive Committee will remain a voting member of the Executive Committee for the duration that he/she serves in the role of Immediate Past Chair.
  - 2) If the Immediate Past Chair is unavailable to serve on the Executive Committee, then the next most Immediate Past Chair shall fill such position to its expiration. In the event no such person is available, then the Chair shall fill such opening by appointment, such person having served at least two (2) years on the board, and preferentially having served as a past officer of the board.
  - 3) The Executive Committee shall prepare an annual financial report and independent audit of the Bureau and report their findings to the Board of Directors of the Bureau.
- b. **Governance Committee** – The Governance Committee shall be made up of the directors of the Board. The Governance Committee is to review and update any By-Law updates, Articles of Incorporation, review, and update safety policies at a minimum of every four to five years.

The Governance Committee must get approval of the Board of Directors for any and all action taken by the Committee at the next regularly schedule or special meeting of the Board.

- c. **Personnel Committee** – The Personnel Committee shall be made up of interested Board directors with experience in Bureau staff responsibilities with appointments made by the Board Chairman. The Personnel Committee is to initiate and guide program evaluations, and to facilitate discussions about program priorities for the Bureau. The Personnel Committee meets with Executive Director for these discussions. The Personnel Committee is also responsible for doing the Executive



Director's annual review.

The Personnel Committee is to report regularly to the Executive Committee and Board of Directors.

d. **Grant Committee** – The Grant Committee shall be made up of interested Board Directors with experience in the community attractions, events, and festivals. The Grant Committee is to review county specific grant submissions for area attractions, events, and festivals.

The Executive Director is to provide budget criteria and updates to the Grant Committee Chair. The Grant Committee is to provide grant review criteria back to the Executive Director for proper administrative duties.

Section 2. The Chair may appoint, at any time, such other committees as he/she deems are needed in addition to the standing committees, with membership in said committees being limited to members of the Bureau.

Section 3. The Chair may appoint, at any time, a Task Force to accomplish a purpose associated with the general purpose of the Bureau, the membership of which may consist of any interested individual, whether a member of the Bureau or not.

#### **ARTICLE IX. EXECUTIVE DIRECTOR (or similar title decided by the Board)**

Section 1. The Board of Directors shall employ an individual to manage, in a salaried capacity, The Anderson Madison County Visitors Bureau.

Section 2. The recruitment and screening of potential candidates for the position of Executive Director (or similar title decided by the Board) of the Bureau, shall be the sole responsibility of the Anderson Madison County Visitors Bureau Executive Committee, which shall after due deliberation, make recommendations to the Board of Directors as to the interested candidates for said position, and the Board of Directors shall have final authority to hire the Executive Director (or similar title decided by the Board) and establish all conditions of employment.

Section 3. At termination for any reason of an employee serving in the position of Executive Director (or similar title decided by the Board), the Board of Directors shall call for an audit of Bureau financial records.

Section 4. Anyone so employed by the Board of Directors, shall be known as the Executive Director (or similar title decided by the Board) of the Bureau, and shall have the following responsibilities and authority:

- a. The hiring and firing of any and all personnel of the Bureau shall be the sole responsibility of the Executive Director (or similar title decided by the Board).

- b. The Executive Director (or similar title decided by the Board) of the Bureau shall have complete control of all funds invested in the Bureau, subject only to the budget and audit requirements of the law and these by-laws as follows:
  - (1). A mutually satisfactory budget must be established by the Board of Directors prior to the transmittal of any funds to the control of the Executive Director (or similar title decided by the Board).
  - (2). Such expenditures of controlled funds must not exceed the budgeted amount for each account without the accountability of the Executive Director (or similar title decided by the Board) to the Executive Committee.
  - (3). Such funds as are entrusted to the Executive Director (or similar title decided by the Board)'s control must be available at all times for audit by the Audit Committee.
  - (4). Any non-budgeted purchase in the amount of \$1,000 or more, must be approved by the Executive Committee and/or the Board of Directors prior to purchase.
- c. The Executive Director (or similar title decided by the Board) of the Bureau shall develop, originate, supervise, and carry out such programs as are needed to promote the development and growth of the tourism industry in Madison County, Indiana.

#### **ARTICLE X. DISSOLUTION OF CORPORATION**


- Section 1. Upon the dissolution of the Corporation, the Board of Directors shall, after paying, or making provision for payment of all the liabilities of the corporation, dispose of all the assets of the corporation in such manner, or to such organization or organizations organized exclusively for charitable educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations, under Section 501 © (3) of the Internal Revenue code of 1954 ( or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Madison County, Indiana, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

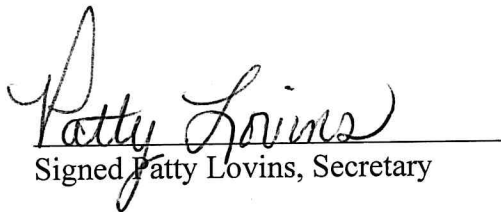
#### **ARTICLE XI. AMENDMENTS**

- Section 1. These by-laws may be amended by a majority of the Board of Directors at any regular or special meeting, subject only to the following stipulations:
- a. Notice of the proposed change(s) shall be distributed to each member of the Board at least ten (10) days prior to the meeting which is to consider the proposed change(s).
  - b. Any change of the by-laws must be sponsored and signed as such, by at least three (3) members of the Board.




Adopted April 27, 1982  
Amended March 22, 1984  
Amended September 24, 1987  
Correction January 28, 1988  
APPROVAL: December 30, 1992  
Amended January 28, 1993  
Amended & Approved July 25, 1996  
Amended & Approved July 27, 2006  
Amended & Approved July 26, 2007  
Amended & Approved January 22, 2009  
Amended & Approved July 28, 2011  
Amended & Approved April 24, 2014  
Amended & Approved April 28, 2022

  
Signed Skye Huff, Chair

  
Signed Patty Lovins, Secretary

WP6.1 file: bylaws96.wpd

  
Signed Paul Miller, Treasurer