

## **Bylaws of the Kent County Tourism Corporation**

(Adopted May 17, 2007; Amended Most Recently February 17, 2011)

### Article I

#### *Name, Location and Limitations*

1. Name – The name of this incorporated organization shall be the Kent County Tourism Corporation, trading as the Kent County Delaware Convention and Visitors Bureau, hereafter referred to as the Corporation.
2. Location – The principal office of the Corporation shall be located at 435 N. DuPont Highway, Dover, Delaware.
3. Limitations – The Corporation shall in all of its activities be nonpartisan and nonsecretarian.

### Article II

#### *Organization*

1. The authorization for the establishment of the Kent County Tourism Corporation is set forth in House Bill No. 423 as amended by House Amendment Nos. 1, 2 and 4. This act took effect July 1, 1989.
2. The Corporation is a non-profit organization registered in the State of Delaware and approved by the IRS under section 501-6(c) of the tax code. The Employer I.D. number is 52-0017005.
3. No financial compensation shall be made to any member of the Corporation except those expenses approved by the Executive Board.

### Article III

#### *Mission Statement*

The Kent County Delaware Convention and Visitors Bureau's mission is to strengthen the County's economy by promoting the area's unique spirit and travel experience to visitors as a year-round, overnight destination for conventions, meetings and leisure travel. This will include assisting with the development of products, packaging and marketing opportunities that showcase Kent County's lodging industry, attractions, eateries, retail establishments as well as sports and recreation, while also supporting preservation and quality of life for all those living and working in Kent County.

The following are the Customers of the Corporation:

- a) External customers of the Corporation shall include, but not be limited to, the visiting public defined as those traveling at least 50 miles or staying overnight in Kent County including families and individuals seeking an interesting and enlightening vacation destination; business and professional groups; governmental organizations tour operators; travel writers, meeting and convention attendees and planners including but not limited to fraternal, social, religious, educational and special interest groups for reunions, special events and meetings and conventions.
- b) Attractions Including but not limited to parks, historic sites, landmarks, events, museums, fairgrounds, racecourses, sporting venues and other operations whose reason for existence includes attracting visitors to Kent County.
- c. Businesses Including but not limited to hotels, motels, bed and breakfasts, restaurants, travel agencies, bus, cab and car rental agencies and retail merchants who cater to Kent County's visitors.
- d. Organizations to include, but not limited to, those whose missions including catering to Kent County's visitors.

#### Article IV

#### *Directors*

1. Directors and Terms of Office – The Board of Directors (hereafter known as the BOD) shall be comprised of those currently holding a general membership in good standing and with the recommendation of the current BOD. Each member shall be entitled to one vote (with the exception of Honorary Members). The BOD shall be Kent County residents, or own a business or work in Kent County, and represent businesses, government entities, attractions, associations or interested members of the public and shall be representative of all geographic areas of Kent County. Term of office shall be for three years. Members may be reappointed by a majority vote of the BOD. The Board may vote to appoint Honorary Board members at their pleasure who have rendered notable service to the organization. Honorary members are encouraged to attend all meetings and participate in tourism activities, but shall not make motions, vote or serve as an officer. Term of office shall be three years. The

Kent County Levy Court and City of Dover positions shall continue as long as each organization continues to contribute no less than \$10,000 annually toward KCDCVB's operating budget.

2. Appointment – Not later than April 1 of each year, a Nominating committee shall be appointed by the President to select candidates for the BOD. The Nominating Committee shall prepare and submit a list of candidates to the BOD for action no later than the May BOD meeting. Any member may be removed by the BOD at any time for cause.
3. Vacancies – Any vacancy on the BOD by reason of death, resignation or other cause may be filled for the unexpired portion of the term by the Executive Board hereafter known as the EB.
4. Authority – The BOD shall establish policies for the operation of the Corporation and shall exercise all the powers that may be exercised or performed by this Corporation under the General Statute Law of the State of Delaware, its Certificate of Incorporation and these bylaws.
5. Directors' Consent – Any business, which requires BOD action on any matter prior to a scheduled meeting, shall be done in writing. Any resolution in writing, approved and signed by a majority of the Directors shall have the same force and effect as if the same were passed by a vote of a majority of the Directors at a meeting duly called and held for that purpose. Such resolution shall be recorded in the minutes of the Corporation and noted at the next regular meeting.
6. Quorum – At all meetings of the BOD one-third of the Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the BOD, except as may be otherwise specifically provided by statute. If a quorum is not present at any meeting of the BOD, the Directors shall take no formal BOD action until a quorum is present.
7. A member group or business may send a substitute representative as long as the Executive Director has been notified of the authorized substitute. Substitute representatives may vote by bringing a signed proxy to the meeting. Proxy will be valid only for that meeting. Board members shall attend a minimum of 8 of 11 meetings per year.

## Article V

### *Executive Board*

8. The EB shall consist of the five Officers of the BOD including the President, Vice President, Treasurer and Secretary as well as Past President. The EB shall have and may exercise between meetings of the BOD, all the powers of the BOD stated herein. Meetings of the EB shall be called by the President, or in his/her absence, by the Vice President. A majority of the voting members of the EB shall constitute a quorum thereof.
9. Terms of Office for the EB – Each member shall serve on the EB as an officer during his or her tenure in that office on the regular BOD for a term of two years. Any officer may be removed by the BOD at any time for cause. Vacancies among the Officers by reason of death, resignation or other cause shall be filled by a majority vote of the BOD.
10. Resignation – EB members may resign from office but still be on the BOD.

### *Officers*

1. Elections – The BOD shall elect the officers of the BOD. The EB is noted in Article V, Paragraph 1.
2. President – The President shall preside at all meetings of the BOD and the EB and may appoint all standing and special committee chairs, receive all matters presented for consideration and make assignments of each to the proper committee and perform such other duties as the BOD may specify. He/she shall be a voting member of the BOD.
3. Vice President – The Vice President during the absence of the President shall preside at all meetings of the BOD and EB.
4. Executive Secretary – The Secretary shall oversee the proceedings of all meetings of the BOD and the EB and approve the minutes of such.
5. Treasurer – The Treasurer shall have oversight of all funds and securities of the Corporation; ensure that full and accurate accounting of receipts and disbursements is kept; review the Corporation books and report thereon at least quarterly to the BOD, monitor the deposit of all money and valuable effects in the name and to the credit of the Corporation in depositories by the BOD, and in general perform all other duties required. The accounts shall be reviewed annually by a Certified Public Accountant or audited if requested by the BOD. The Treasurer shall be a voting

member of the BOD and the EB. The Treasurer will chair the Budget/Finance committee.

6. Executive Director – The Executive Director is the chief paid executive of the Corporation. The Executive Director is employed by the BOD and serves at their pleasure. The Executive Director shall be a non-voting member of the BOD and the EB. The Executive Director shall have general charge of and supervision over, the office and staff of the Corporation and shall perform all duties incidental to the office of the Chief Executive Officer of the Corporation. The Executive Director shall be the official administrative representative and spokesperson of the Corporation in all instances and situations when such representation is appropriate. All decisions regarding the expenditure of funds up to \$5,000 shall be within his/her discretion and shall not need the approval of the BOD or EB as long as all checks or disbursements by the Corporation are co-signed. The Executive Director shall work with the Finance/Budget Committee to prepare an annual fiscal year budget for consideration by the BOD.

#### Article VI *Membership*

1. General Membership – Any person or entity approved by the BOD interested in and supportive of the Corporation or its mission shall be eligible to become a member of the Corporation and shall be entitled to all rights and privileges designated by the BOD as long as they meet the qualifications established in Article IV, Paragraph 1.
2. Participating membership in the Corporation will be offered to qualifying attractions, business agencies and individuals by way of written invitation.
3. Currently no dues are required. Dues may be assessed if a majority of the members of the BOD so votes. Recommendation to assess dues may be made to the BOD at any time.
4. Termination of Membership – Any member of the Corporation may terminate his or her vote and has the right to terminate any member of the Corporation for cause. The President, upon notification from the staff, will notify those members of their termination. The BOD, by majority vote, may appoint the necessary persons to fill out of the remaining term of any terminated member.

#### Article VII

### *Meetings*

1. Place of Meetings – The BOD may hold meetings at such place or places within the County of Kent as the BOD may from time to time determine. The President may choose to hold a meeting outside the County if special circumstances arise.
2. Regular meetings – Meetings shall be held on the third Thursday of each month except August. Meetings shall start at 7:30 a.m. unless otherwise determined by the President with appropriate notice to BOD members. Location of meetings will vary at the pleasure of the BOD to include sites relevant to current or future businesses and attractions.
3. Special Meetings – Special meetings of the BOD may be held whenever the President may deem it advisable, or upon written request of any of the Directors. An attempt to notify each Director by E-mail, telephone, fax or letter will be made at least five days prior to such meeting.
4. Attendance – Any director who fails to attend at least one meeting per quarter shall be notified by the President or Executive Director. If the member fails to attend a meeting during the next quarter, he/she maybe removed from the BOD unless just cause is presented to the BOD and approved. It is the duty and obligation of each member of the BOD to personally participate in the affairs of the Corporation. For that reason, no member of the BOD may appoint any other individual to function or act in that member's place except as noted in Article IV, Paragraph 7.
5. Notice of public meetings shall be conveyed on the Corporation's Internet website. Members in good standing will be notified of meetings in writing at least one week in advance of regular BOD meetings.
6. Roberts Rules of Order will be used to conduct all meetings unless otherwise agreed upon by the BOD.

## Article VIII

### *Seal*

The seal of this Corporation shall have inscribed thereon the name of the Corporation and words "Seal" and "Delaware," and shall be in the custody of the Executive Director.

## Article IX

### *Fiscal Year*

The fiscal year of the Corporation shall commence on the first of July of each year and shall end on the last day of June each year.

## Article X

### *Empowerment*

Neither the Executive Director nor any standing or special committee shall commit the Corporation to any policy or represent it any public or private hearing without having first received authority to do so from the BOD or its EB.

## Article XI

### *Amendments*

The bylaws of the Corporation may be altered, amended or repealed at any duly-called meeting of the BOD by an affirmative vote of the members entitled to vote if a quorum exists, provided that the notice of such meeting shall state that such alteration, amendment or repeal will be proposed.

## Article XIII

### *Board Member Liability*

A member of the BOD of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Trustee, except for liability (i) for any breach of the Trustee's duty of loyalty to the Corporation or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the Delaware General Corporation Law; or (iv) for any transaction from which the Trustee derived any improper personal benefit. If the Delaware General Corporation Law is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Trustees, then the liability of a Trustee of the Corporation shall be eliminated or limited to the

fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of the foregoing by the members of the Corporation shall not adversely affect any right or protection of a trustee of the Corporation existing at the time of such repeal or modification.

Article XIV  
*Committees*

Establishment of Committees – The President or in his/her absence, the Vice President or the BOD may appoint standing or ad hoc committees. Committees may include, but not be limited to the following: Marketing Committee, Special Events Committee, Education Development Committee, Government Affairs Committee, Hoteliers Committee, Transportation Committee or Budget/Finance Committee.

All committees of the Corporation shall be subject to the guidelines, policies, bylaws and Articles of Incorporation. No committees shall make any public statements or publish any reports, studies or make public any opinion of said committee with proper authority from the BOD.

Committee Reports – Committees report to the President and Executive Director on a regular basis so that reports can be given on the progress of the committee's progress at the monthly BOD meetings.

Article XII  
*Use of Funds*

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure, or be distributed to members of the Corporation. On dissolution of the Corporation, any remaining funds shall be returned to the State of Delaware, Division of Revenue, from hence the funds were derived.