



## ***Code of Regulations (By-Laws)*** ***Last Revised September 2002***

### **Article I**

#### **MISSION**

To enhance visitor hospitality and tourism through industry and community education, and promote quality visitor service within and throughout Greater Cincinnati.

### **Article II**

#### **MEMBERS**

##### **Section 1. Eligibility for Membership**

Any individual, firm, establishment or organization interested in the purpose of this organization shall be eligible for membership in this organization, subject to making application and paying dues as established by the Board of Trustees.

##### **Section 2. Applications for Membership**

Applications for membership shall be made in writing to the Membership Chairman of the organization and be accompanied by the proper dues for the current year of membership. The applicant shall become a full and active member; subject to and bound by the Articles of Incorporation and Code of Regulations, or as the same may thereafter be revised and amended.

##### **Section 3. Membership Dues**

Dues shall be determined by the Board of Trustees by a simple majority vote and shall become payable annually on or before July 1 of each year in equal amounts for each member organization or individual. Annual dues for members joining the organization subsequent to July 1 of any year shall be prorated for the number of months remaining in that membership year.

##### **Section 4. Voting**

Each membership shall have one vote.

**Article III**  
**MEETINGS**

**Section 1. Annual Meeting**

The annual meeting of the members of this organization shall be held in June; at which time the newly elected Trustees will be announced and the annual chairman's report presented.

**Section 2. Membership Meetings**

Regular membership meetings shall be held monthly, September through June, unless the Board of Trustees votes to replace the monthly meeting with a special activity. In addition, special membership meetings may be called at any time by the Board of Trustees or by a majority of the members.

**Section 3. Notice of Meeting**

Not less than fourteen (14) days before a regular membership meeting, written notice advising the time, place and purposes of such meeting shall be given by or at the direction of the Program Chair. The notice shall be given by mail addressed to the members at their respective addresses as they appear in the records of the organization.

**Section 4. Quorum**

Twenty (20) percent of the members of this organization shall constitute a quorum at any meeting of this organization.

**Section 5. Voting by Mail**

The voting for the election of Trustees and upon all other matters required or permitted to be voted upon by the members may be conducted by mail.

**Article IV**  
**BOARD OF TRUSTEES**

**Section 1. Authority and Duties**

The Board of Trustees shall have general supervision over the property, affairs and finances of the organization. The Board of Trustees shall elect officers of the organization from its membership, and shall provide the members a full report concerning the affairs of the organization at the annual meeting.

**Section 2. Size and Composition of Board of Trustees**

The Board of Trustees shall consist of nine (9) members, plus the immediate past Chairman, who shall serve in a non-voting capacity. All members of the Board of Trustees shall at the time of their election be members in good standing.

### **Section 3. Election of Trustees**

Trustees shall be elected in May for a two-year term with four or five Trustees elected ~~at~~ each year. No Trustee shall serve for more than three elective, consecutive terms.

### **Section 4. Nominating Committee**

At the regular board meeting in March, a Nominating Committee Chairman shall be appointed. The Committee Chairman shall be a member of the Board of Trustees and shall not be an officer. The Committee Chairman shall select two members at large who have been members of the organization at least one year to serve on this committee. At the regular April membership meeting, the Nominating Committee shall present to the membership a slate of no less than seven nominees for the Board of Trustees. The Chairman shall then open the meeting to further nominations from the floor. A member in good standing in the Tourism Council must second nominations from the floor.

### **Section 5. Vacancies**

The Board shall fill vacancies in the Board of Trustees for the elected unexpired term. Any Trustee may at any time be removed from office for failure to attend three consecutive meetings of the Board of Trustees, or for other good cause shown, by majority vote at a Board of Trustees meeting.

### **Section 6. Additional Trustees**

The Board of Trustees may elect members at large, who shall serve as members of the board for one year and who shall have all the rights and privileges of a trustee except the right to vote or hold office.

## **Article V**

### **MEETING OF TRUSTEES**

#### **Section 1. Organization Meeting**

Immediately after the June Annual Meeting, the Board of Trustees shall hold an organizational meeting for the purpose of electing officers and transacting any other business.

#### **Section 2. Regular Meetings**

The Board of Trustees shall meet monthly, during the year, the dates to be determined by the Board at its first meeting.

#### **Section 3. Special Meetings**

Special meetings of the Board may be called by the Chairman or by one third of the Board members, provided two are elected officers.

#### **Section 4. Quorum**

A majority of the voting members of the Board of Trustees shall constitute a quorum.

#### **Section 5. Voting**

No member shall have more than one vote.

#### **Section. 6. Action Without a Meeting**

In event of an emergency, the Board of Trustees may take an affirmative vote by telephone, email or facsimile and shall be entered upon the records of the organization and incorporated as part of the minutes of the next scheduled meeting.

#### **Section 7. Compensation**

The Trustees shall not receive compensation for their services as Trustees.

### **Article VI**

#### **OFFICERS**

##### **Section 1. Election and Designation of Officers**

The Board of Trustees shall elect a Chairman, a Vice Chairman, a Secretary and a Treasurer from its members. Any two or more such offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged or verified by two or more officers.

##### **Section 2. Term of Office; Vacancies**

The officers of the organization shall hold office throughout the fiscal year (July 1 through June 30), except in case of resignation, removal from office or death. The Board of Trustees may remove any officer at anytime for good cause shown by a majority vote of the Trustees then in office. Any vacancy in any office may be filled by the Board of Trustees.

##### **Section 3. Chairman**

The Chairman shall be the principal officer of this organization and shall:

- (a) Preside at all meetings of the organization and the Board of Trustees;
- (b) Appoint special committee chairmen with a majority approval of the Board of Trustees and may appoint a parliamentarian;
- (c) Serve as ex-officio member of all committees except the Nominating Committee;
- (d) Bring to the members' attention either by bulletin or announcements at the regular membership meetings, all pertinent industry information, and other communications deemed to be of interest;

- (e) Sign all orders upon the treasury for disbursement of funds;
- (f) Appoint an auditing committee in July to report to the membership at the September meeting;
- (g) Cause to be presented to the membership the interim action of the Board of Trustees.

#### **Section 4. Vice Chairman**

The Vice Chairman shall:

- (a) Act as representative of the Chairman when requested;
- (b) Serve as an ex-officio member without vote at all committees, except the Nominating Committee;
- (c) Perform the duties of the Chairman in the absence of the Chairman;
- (d) Become Chairman for the unexpired term in case of death, resignation or incapacity of the chairman as determined by the Board of Trustees;
- (e) Serve in such capacities as assigned by the Chairman.

#### **Section 5. Secretary**

The secretary shall:

- (a) Take, record and distribute accurate minutes of the procedures of all meetings of the organization and the Board of Trustees;
- (b) Direct the establishment and maintenance of a list of members' names, companies and addresses;
- (c) Preserve in a permanent file all record and letters of value to the organization and its officers;
- (d) Serve in other such capacities as assigned by the Chairman;
- (e) Conduct the correspondence of the organization.

#### **Section 6. Treasurer**

The Treasurer shall:

- (a) Have charge of all operating monies, securities and similar property of the local organization and shall report thereon at all membership meetings;
- (b) Collect all dues from members and give a receipt therefore;
- (c) Deposit in the name of the organization all operating funds in a bank or trust company, to be designated by the Board of Trustees
- (d) Pay all bills upon the written authorization of the Chairman;
- (e) Be co-signer with the Chairman on all checks;
- (f) Serve as ex-officio member of the Finance Committee;
- (g) Deliver to the successor within fifteen (15) days after expiration of term of office, all books, records and papers, requesting receipt therefore;

(h) Shall give bond for the faithful performance of his/her duties and for the return to his/her successor or to the Board of Trustees all property of the organization in his/her hands by reason of his/her position; bond to be such sum as the Board of Trustees prescribes and the expense of the organization.

### **Section 7. Expenditures**

All checks and/or expenditures paid must be signed and/or authorized by two or more officers. All expenditures must be authorized by the Board of Trustees.

## **Article VII**

### **INDEMNIFICATION OF OFFICERS**

Every trustee and officer of the Tourism Council of Greater Cincinnati shall be indemnified by said Council against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding to which a person may be a party or in which such person may become involved, by reason of having been a trustee or officer of said Council, or any settlement thereof, whether or not such person is a trustee or officer at the time such expenses are incurred, except in such cases wherein the trustee or officer is adjudged by the Board of Trustees to be guilty of willful misfeasance, malfeasance or nonfeasance in the performance of such person's duties; provided that in the event of a settlement the indemnification shall be in addition to and not exclusive of all other rights to which said trustee or officer may be entitled.

## **Article VIII**

### **FISCAL RESPONSIBILITY**

**Section 1.** The fiscal year shall commence on the first day of July and shall end on the thirtieth (30th) day of June.

**Section 2.** A public accountant or an auditing committee, consisting of three members, appointed by the Chairman and with the approval of the Board of Trustees, shall audit the financial accounts of the organization annually. The report of the public accountant or the auditing committee shall be presented to the membership at the September meeting, and shall be filed in the Secretary's minutes.

**Article IX**  
**COMMITTEES**

The Board of Trustees may create any committees it deems necessary. The Chairman of the organization may appoint as head of each committee a member of the Board of Trustees. The head of each such committee so appointed by the Chairman shall appoint the other members of such committee, who need not be members of the Board of Trustees, subject to the approval of and in consultation with the Chairman who shall be an ex-officio member of each such committee. Each committee shall have such authority and perform such duties as may be determined by or pursuant to resolution of the Board of Trustees, and shall prepare a committee budget for approval of the Board of Trustees.

**Article X**  
**AMENDMENTS**

The Regulations of the organization may be amended or new Regulations may be adopted, by the members at a meeting held for such purpose by the affirmative vote of a majority of the members present at a meeting at which a quorum of the members is present, provided that notice of the general nature of subject matter of such alteration or amendment shall have been given in the notice of said meeting at least fourteen (14) days in advance, or without a meeting, by the written consent of one-third of the members. For this organization a quorum shall consist of twenty (20) percent of the total paid membership.