

# BYLAWS

for the

# DEKALB COUNTY CONVENTION AND VISITORS BUREAU

ARTICLE I  
NAME AND OBJECTIVES

SECTION 1. NAME.

- A. The name of the Corporation is the DeKalb County Convention and Visitors Bureau (the “Corporation”)
- B. The Corporation is organized under the Illinois General Not-For-Profit Corporation Act

SECTION 2. OBJECTIVES.

- A. The objectives of the Corporation are:
  - i. To provide leadership in tourism development, destination management, and product development
  - ii. To market DeKalb County as a premier destination for business and leisure travel
  - iii. To act as a concierge for DeKalb County
  - iv. To serve as the first point of contact for event planners, meeting planners, sports tournament directors, tour operators, special event planners, leisure travelers, and all other visitors to DeKalb County
  - v. To facilitate efforts to increase the number of visitors to the county
  - vi. To enhance the quality of the visitor experience while they are in DeKalb County
  - vii. To highlight the county’s entertainment, arts, sports, convention, conference, meeting and tour resources, and opportunities
  - viii. To cooperate with affiliate organizations, local governments, and key stakeholders in enhancing the economic vitality and quality of life in DeKalb County through tourism
  - ix. To increase the economic impact of tourism in DeKalb County

ARTICLE II  
BOARD OF DIRECTORS

SECTION 1. DUTIES, POWERS, NUMBER, AND CLASSIFICATION.

- A. The Board of Directors of the Corporation shall:
  - i. Have authority to carry out the purposes of the Corporation described above
  - ii. Monitor the performance of the Corporation
  - iii. Develop a strategic plan
  - iv. Approve an annual work plan
  - v. Approve an annual budget
- B. The Board of Directors will consist of nine (9) to fifteen (15) voting members, which may include ex-officio members at the discretion of the board, with the intention of maintaining an odd number of voting members in total at any given time.
- C. The composition of the Board of Directors shall be based on the guidelines set forth in the Board of Directors Nominating Guidelines document.
- D. Non-voting ex-officio members of the Board of Directors shall include the Executive Director of the Corporation and may include other individuals as determined by the members of the Board of Directors.

## SECTION 2. APPOINTMENT, APPROVAL, AND TERM OF OFFICE.

- A. All members of the Board of Directors shall be appointed to the Board of Directors in accordance with the Board of Directors Nominating Guidelines document.
- B. The Board of Directors will vote to confirm an appointment with an affirmative majority vote.
- C. The term for all board members shall be three (3) years with a maximum of two (2) consecutive full terms.

## SECTION 3. TERMINATION.

- A. Any Board member serving in an ex-officio position (voting or non-voting) may be removed at any time by the entity they represent.
- B. Any individual serving as a Board member may be removed at any time by the affirmative vote of two-thirds (2/3) of the remaining members of the Board of Directors. Such termination may be for any cause deemed by those Board members to be sufficient.
- C. Action to terminate the Executive Director may only be taken by the Board of Directors.
- D. Vacancies caused by a termination shall be filled following the steps laid out in Section 5 of this Article.

## SECTION 4. RESIGNATION.

- A. Any Board member may resign at any time by giving written notice to the Executive Director or Chair. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- B. If a Board member misses three (3) consecutive Board of Directors meetings in a fiscal year without notifying the Executive Director or Chair in advance, they will be considered not in good standing and the Chair may consider the member resigned and seek a replacement of that Board member. Should the Chair determine the member resigned, he/she shall so notify the resigned member of this determination.
- C. Vacancies caused by a resignation shall be filled following the steps laid out in Section 5 of this Article based on the type of seat that is vacant by the resignation.

## SECTION 5. VACANCIES.

- A. Board member vacancies
  - 1. All members of the Board of Directors shall be appointed to the Board of Directors in accordance with the Board of Directors Nominating Guidelines document.
  - 2. An individual chosen to fill a vacancy shall serve for the unexpired portion of the term of office for which a predecessor was appointed.
  - 3. Appointments to fill the remainder of a Board Member term shall be affirmed by a majority vote of the Board of Directors, at any regular or special meeting of the Board of Directors.

## SECTION 6. REGULAR MEETINGS.

- A. A regular meeting of the Board of Directors shall be held at least quarterly.

## SECTION 7. SPECIAL MEETINGS.

- A. A special meeting of the Board of Directors may be called by the Chair; or by the Secretary on the written request of at least five (5) members of the Board of Directors as constituted from time to time.

#### SECTION 8. NOTICE OF MEETING.

- A. Notice of a regular meeting or a special meeting of the Board of Directors shall be given, if by mail, at least five (5) days prior to and if by telephone, facsimile, electronic mail or hand delivery of any written communication, at least forty-eight (48) hours prior to the time fixed for such meeting.

#### SECTION 9. QUORUM.

- A. A quorum is necessary for the Board of Directors to conduct voting action on agenda items during an official meeting of the Corporation. Should the Board convene without a quorum, no agenda action items can be voted upon.
- B. At least fifty (50) percent, of the then serving members of the Board of Directors entitled to vote at any meeting of the Board of Directors, shall constitute a quorum at such meeting. If a quorum is not present at any meeting, the Executive Director shall notify the Board members that no agenda items in such meeting may receive a voting action.

#### SECTION 10. MANNER OF ACTING.

- A. Each Board member shall have one vote unless designated as an ex-officio non-voting member.
- B. The vote of the majority of Board members represented at a meeting at which a quorum is present shall be the act of the Board of Directors except that the affirmative vote of at least two-thirds (2/3) of the then serving members of the Board of Directors shall be required to do the following:
  - 1. Amend the Bylaws of the Corporation
  - 2. Change the name of the Corporation
  - 3. Remove an individual from the Board of Directors

#### SECTION 11. CLOSED SESSION.

- A. The Board of Directors may take action to hold a closed meeting or close a portion of a meeting to discuss any matter as the Board may determine in its sole discretion is of a confidential nature.
- B. A closed meeting or closed session will include only voting members of the board and the Executive Director.
- C. The Board of Directors may exclude the Executive Director from a closed meeting or closed session when discussing compensation, performance, termination or other terms and conditions of employment of the Executive Director.

#### SECTION 12. RULES AND REGULATIONS GOVERNING MEETINGS.

- A. The Board of Directors, or any committee thereof, may make such other rules and regulations governing its meetings as it may, from time to time, determine necessary.

ARTICLE III  
OFFICERS

SECTION 1. OFFICERS.

- A. The officers of the Corporation shall consist of a Chair, the immediate past Chair, one Vice-Chair, a Treasurer, a Secretary, the Executive Director, and such other officers as the Board of Directors deems appropriate.
- B. The Chair, immediate past Chair, Vice Chair, Treasurer, a Secretary, and such other officers as the Board of Directors deems appropriate, shall be voting members of the Board of Directors.
- C. The Executive Committee:
  - i. The officers of the Corporation shall serve as the Executive Committee of the Board of Directors.
  - ii. The Chair, the immediate past Chair, the Vice Chair, the Treasurer, the Secretary, and such other officers as the Board of Directors deems appropriate, shall be voting members of the Executive Committee and shall receive no compensation for their services as such officers. The election or appointment of an officer shall not of itself create any contract rights.
  - iii. The Executive Director shall be a non-voting member of the Executive Committee.
- D. Any Officer of the Corporation, excluding the Executive Director, may be removed as an Officer by two-thirds (2/3) affirmative vote of the Board of Directors and shall be reported within forty-eight (48) hours.
- E. The Board of Directors may appoint a successor, by majority vote, to any person who is removed from office or who otherwise ceases to be an officer of the Corporation before the term of office has expired after nominations have been duly received from the Nomination Committee.
- F. If the Immediate Past Chair is unable to serve their full term, a previous Past Chair may be appointed by the Nominating Committee and affirmed by a majority vote of the Board of Directors.

SECTION 2. ELECTION AND TERM OF OFFICE.

- A. Officers, other than the Executive Director and Immediate Past Chair, shall be elected by majority vote annually at the start of the fiscal year by the Board of Directors after nominations have been duly received from the Nominating Committee.
- B. Officers are elected to a two (2) year term beginning with the start of the fiscal year and shall serve until a successor has been duly elected and qualified.

SECTION 3. EXECUTIVE DIRECTOR – APPOINTMENT AND REMOVAL.

- A. The Board of Directors shall appoint a paid executive whose title shall be Executive Director for such a period of time as the Board of Directors may specify within the limits as prescribed by law.
- B. The Executive Director shall receive such compensation as shall be set by the Board of Directors and the position will be “at will” or as specified in a written employment contract.
- C. The Executive Director may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.
  - i. Removal shall require the affirmative vote of two-thirds (2/3) of the then serving Board of Directors and shall be reported within forty-eight (48) hours.

SECTION 4. IMMEDIATE PAST CHAIR – APPOINTMENT.

- A. After the Chair has completed their two (2) year term, they shall have the ability to serve an additional two (2) years as an officer of the Corporation.
- B. The appointment shall be affirmed by a majority vote of the Board of Directors after nominations have been duly received from the Nominating Committee.
- C. The two (2) year appointment shall begin with the start of the fiscal year and shall serve until a successor has been appointed.

SECTION 5. SPECIAL SERVICES.

- A. Nothing in this Article nor in any other Article of these Bylaws shall prevent the employment of any officer, Board member or member of the Corporation to perform any special service or services, nor prevent the payment of expenses as the Board of Directors shall deem appropriate.

SECTION 6. RESIGNATION.

- A. Any Officer may resign at any time by giving written notice to the Board of Directors.
- B. Any such resignation shall take effect at the time specified therein; the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV  
DUTIES OF THE OFFICERS

SECTION 1. CHAIR.

- A. The Chair shall preside over all meetings of the Board of Directors.
- B. The Chair shall assist in overseeing the management of the business affairs of the Corporation subject to the orders, instructions, and approval of the Board of Directors with the exception of such specific duties and powers as may have expressly been conferred upon or delegated to another Officer or Board member.
- C. The Chair shall, subject to the approval of the Board of Directors, appoint all committees.

SECTION 2. VICE CHAIR.

- A. The Vice-Chair shall have such powers and duties as may from time to time be assigned by the Board of Directors or the Chair.
- B. If the Chair shall be unable at any time to attend to the duties of the office, then the Vice-Chair shall perform the duties of the Chair, and when acting as such shall have the powers of the Chair.

SECTION 3. EXECUTIVE DIRECTOR.

- A. The Executive Director shall, in general, supervise and control all of the business and affairs of the Corporation.
- B. The Executive Director may sign and execute all instruments in the name of the Corporation as are necessary or desirable in the normal course of business.
- C. The Executive Director shall be responsible for evaluating, hiring, firing, and supervising all employees; preparing, presenting, and executing the annual budget and work plan as approved by the Board of Directors.
- D. The Executive Director shall report his/her activities and perform such duties as are assigned by action of the Board of Directors.
- E. Promptly at the close of the fiscal year, the Executive Director shall cause an annual report showing the condition of the affairs of the Corporation to be prepared and shall make any recommendations relative thereto to the Board of Directors at such meeting as they shall direct.

#### SECTION 4. TREASURER.

- A. The Treasurer shall ensure that all monies and other valuable effects in the name and to the credit of the Corporation are in such depositories as may be designated by the Board of Directors.
- B. The Treasurer shall assist the organization's CPA in overseeing the management of the financial affairs of the Corporation subject to the orders, instruction, and approval of the Board of Directors.
- C. The Treasurer shall present monthly financial reports to the Board of Directors.

#### SECTION 5. SECRETARY.

- A. The Secretary shall ensure that minutes are taken of all meetings of the Board of Directors.
- B. The Secretary shall have responsibility of the records of the Corporation and of its corporate seal.
- C. The Secretary shall record all votes and keep complete minutes of all meetings and proceedings of the Corporation, and the Board of Directors.

#### SECTION 6. IMMEDIATE PAST CHAIR.

- A. The Immediate Past Chair shall serve in an advisory capacity and shall assist the incoming/current chair in transitioning into the role.
- B. The Immediate Past Chair shall also be responsible to work with the incoming/current chair in providing the Executive Director with an annual review of performance.

### ARTICLE V COMMITTEES

#### SECTION 1. GENERAL.

- A. There shall be two (2) standing committees which shall be the Executive Committee and the Nominating Committee.
- B. In addition, there shall be such committees as the Chair shall appoint with the approval of the Board of Directors.
- C. A committee may schedule meetings and may provide for such procedures and processes as are useful for the fulfillment of its responsibilities.

#### SECTION 2. NOMINATING COMMITTEE.

- A. The Chair, with the approval of the Board of Directors, shall appoint a Nominating Committee from the board membership.
- B. The Nominating Committee shall nominate candidates to serve on the Board of Directors in accordance with the Board of Directors Nominating Guidelines.
- C. The Nominating Committee shall nominate members of the Board of Directors to be put forth for consideration to be elected to serve as the Corporation's Officers.

#### SECTION 3. OTHER COMMITTEES.

- A. The Chair may designate one or more committees to either serve as board advisory committees or work on special projects as needed. The committees shall have such duties as designated by the Board of Directors. In absence of designation by the Chair, the members of any committee shall elect a chair from any of its members.

ARTICLE VI  
FINANCES

SECTION 1. FISCAL YEAR.

- A. The fiscal year of the Corporation shall begin on July 1 of each year and end on June 30 of the following calendar year.

SECTION 2. ANNUAL BUDGET.

- A. The annual budget shall be adopted within two (2) months of receiving the grant information from the Illinois Office of Tourism.
- B. The Corporation shall operate within its annual budget as approved by the Board of Directors.
- C. The Corporation has no right to pledge or create any obligation or indebtedness on the part of any member/contributor, in any form, whatsoever beyond that member/contributor's self-determined contributions as referenced in the stakeholder letter of intent submitted for recertification to the Illinois Office of Tourism.
- D. The Executive Director shall have authority to modify line items in the budget by decreasing or increasing line items, so long as the transfers do not exceed \$7,500 in any given line item, there is no overall increase in the total budgeted expenditures, and the Board of Directors is notified within thirty (30) days after change occurs.
- E. Any changes that result in an increase in total budgeted expenditures or a change of \$7,500 or more in any line item requires Board of Directors' approval.

SECTION 3. RESERVES.

- A. Reserves shall be maintained by the Corporation.
- B. The interest earned on the reserves may be utilized by the Corporation in accordance with the annual budget.
- C. The principal of the reserves may be utilized only upon the approval of the Corporation's Board of Directors.
- D. The Board of Directors may authorize the transfer of the reserve fund for immediate operating needs or the transfer of funds from reserves for known future requirements or projects.

SECTION 4. BUSINESS EXPENSES OF THE EXECUTIVE DIRECTOR.

- A. All personal claims for travel expenses or other reimbursements must be approved by the Treasurer.
- B. If the Treasurer is unable to review expenses within five (5) working days, the Chair is authorized to approve expenses. In such case, the Treasurer shall then review and approve these expenses prior to the month-end compilation of financial statements for presentation to the board.

SECTION 5. AUDIT.

- A. The corporation shall observe all local, state and federal laws which apply to a not-for-profit corporation, including those set forth in Section 501(c)(6) of the Internal Revenue Code, as amended from time to time. The corporation shall at all times be non-partisan and non-sectarian.
- B. The corporation shall follow the guidelines set forth in the Financial Procedures and Policies document.

SECTION 6. DEPOSITORIES.

- A. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may designate.



SECTION 7. CHECKS, DRAFTS, NOTES.

- A. All checks, drafts or other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation in such a manner as shall from time to time be determined by resolution of the Executive Committee.

SECTION 8. AUTHORIZATIONS.

- A. This Corporation shall be authorized to borrow money; pledge assets or encumber assets, buy, sell, or lease real estate; or execute any form of a guaranty, by a majority vote of the Corporation's Board of Directors.

ARTICLE VII  
INDEMNIFICATION OF OFFICERS DIRECTORS AND OTHERS

SECTION 1. INDEMNIFICATION GENERALLY.

- A. Subject to other limitations of this Article, the Corporation may indemnify any person who was or is a party or is to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature, by reason of the fact that he/she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation or partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding had no reasonable cause to believe his/her conduct was unlawful.
- B. The termination of any action, suit or proceeding, by judgment order, settlement conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, or with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

SECTION 2. ACTION BY CORPORATION.

- A. The Corporation shall not indemnify any person against whom any action, suit, or proceeding has been brought by or on behalf of the Corporation. Nor shall the Corporation indemnify any person in any action, suit, or proceeding if the Corporation determines that the person has failed to cooperate in providing a defense.

SECTION 3. SUCCESSFUL ON MERITS.

- A. Notwithstanding anything in Sections 1 and 2 of this Article, to the extent that a present or former director or officer of the Corporation has been successful on the merits or otherwise in defense of any actual action, suit or proceeding referred to in Sections 1 and 2 of this Article or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith, if that person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation.

#### SECTION 4. PROCEDURE.

- A. Any indemnification under Sections 1 and 2 of this Article (unless ordered by the Court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article.
- B. Such determination shall be made (a) by the Board of Directors by a majority vote of disinterested quorum or (b) if such a quorum is not obtainable, or even where such a quorum is obtainable if that quorum so directs, by the written opinion of independent legal counsel selected by the Board of Directors in good faith or (c) a majority of a quorum of disinterested members.

#### SECTION 5. ADVANCE PAYMENT.

- A. Expenses incurred in defending a civil or criminal action, suit, or in the course of a proceeding or public controversy may be paid by the Corporation in advance of the final disposition of such action, suit, proceeding or public controversy, as authorized in a manner provided in Section 4 of this Article, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount to the extent it is finally determined that he/she is not entitled to be fully indemnified by the Corporation.

#### SECTION 6. NOT EXCLUSIVE.

- A. The indemnification provided by this Article shall not be deemed exclusive of any other right to which a person may be entitled under any Bylaw, agreement, vote of disinterested Board members or otherwise both as to action in his/her official capacity while holding such office, and shall continue as to a person who has ceased to be director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### SECTION 7. RETROACTIVE.

- A. This Article shall apply with respect to acts and events occurring prior to, as well as subsequent, to the adoption of this Article.

#### SECTION 8. OTHER PERSONS INDEMNIFIABLE.

- A. For the purpose of this Article, references to the "Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting surviving corporation so that any person who is or was a director, officer, employee or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

### ARTICLE VIII DISSOLUTION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Board members, Officers, or other private persons. Upon the dissolution of the Corporation, The Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation by returning such assets to its governmental investors and/or private investors in the same ratio as the investors contributed to the Corporation in the last twelve (12) months.

SECTION 8. OTHER PERSONS INDEMNIFIABLE.

- A. For the purpose of this Article, references to the "Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting surviving corporation so that any person who is or was a director, officer, employee or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

ARTICLE VIII

DISSOLUTION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Board members, Officers, or other private persons. Upon the dissolution of the Corporation, The Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation by returning such assets to its governmental investors and/or private investors in the same ratio as the investors contributed to the Corporation in the last twelve (12) months.

ARTICLE IX

AMENDMENTS

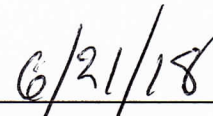
SECTION 1. AMENDMENTS.

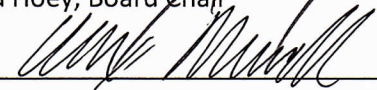
- A. The power to amend or repeal the Bylaws or adopt new Bylaws and the power to amend the Articles of Incorporation shall be vested in the Board of Directors of the Corporation.
- B. Such actions as listed in Article IX, Section 1-A must be taken at a regular or special meeting for which written notice of proposed action on the Bylaws or Articles of Incorporation has been given.

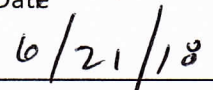
These Bylaws were rewritten and adopted by the DeKalb County Convention & Visitors Bureau Board on May 17, 2018.

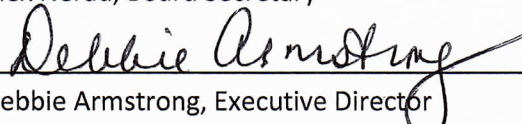
They supersede all past bylaws, which were adopted by the DCCVB Board on October 9, 2014, February 21, 2013, as well as the original bylaws that were adopted in 2010.

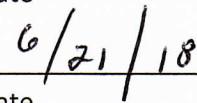
  
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 Brad Hoey, Board Chair

  
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 Alex Nerad, Board Secretary

  
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 Debbie Armstrong, Executive Director

  
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