

BYLAWS



MACOMB AREA CONVENTION & VISITORS BUREAU
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**BY-LAWS OF THE
MACOMB AREA CONVENTION AND VISITORS BUREAU**

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be the Macomb Area Convention and Visitors Bureau.

**ARTICLE II
MISSION STATEMENT**

The mission of the Macomb Area Convention and Visitors Bureau is to promote the Macomb area as a destination for festivals, special events, meetings, conventions, and encourage overnight visitors to the service area.

**ARTICLE III
GENERAL**

SECTION A: LOCATION OF THE CORPORATION

The principal office for the transaction of business of the corporation shall be located in Macomb, Illinois.

SECTION B: STATUS

The Macomb Area Convention and Visitors Bureau, Inc. is incorporated under the laws of the State of Illinois under Articles filed in the office of the Secretary of State on 1986 and is an entity described in Section 501 (C)(6) of the Internal Revenue Code of 1954.

SECTION C: RESTRICTION OF POWERS

1. No part of net earnings of the corporation shall be used to the benefit of, or be distributed to the directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for contracted services rendered.
2. The Corporation may not endorse or take a stand or fund any movements pertaining to religion, racial beliefs, or party politics.
3. The name of the Macomb Area Convention and Visitors Bureau may not be used commercially or for personal benefit of any person.

ARTICLE IV

OFFICES

The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office.

ARTICLE V BOARD OF DIRECTORS

SECTION A: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The affairs of the corporation shall be managed by and under the direction of its Board of Directors. The Board shall be responsible for adopting an annual 12-month marketing plan and budget and exercising oversight over the implementation of that plan and budget expenditures. The Board will ensure compliance with all Department of Commerce and Economic Opportunity and Local Tourism and Convention Bureau Program rules and grant agreement requirements. In addition to any other powers granted by law, the Articles of Incorporation or these By-Laws, the Board shall have the power to enter into and execute contracts and authorize and make all expenditures deemed to be in the best interests of the corporation and which further the mission statement contained in Article II of these By-laws.

SECTION B: NUMBER, COMPOSITION AND TENURE OF THE BOARD OF DIRECTORS.

1. GENERAL POWERS

The policies of the corporation shall be managed by its Board of Directors.

2. NUMBER

The number of directors constituting the Board of Directors shall be no less than 7 and no more than 9 with three ex-officio directors. The Board of Directors shall have the sole right to vote and otherwise act on matters of policy concerning the corporation. The ex-officio directors shall not be counted or deemed to be directors in determining a quorum or the number of votes required on any matter; they shall only have the right and privilege to attend and participate in the discussions at all meetings of the Board of Directors.

3. SPECIAL QUALIFICATIONS

The Board of Directors shall have at least one representative from the Macomb City Council appointed by the Mayor of Macomb and one from Western Illinois University appointed by Vice President for Student Services. One member of the board shall be attached to the Recreation, Parks and Tourism program from Western Illinois University. One member of the board shall represent a private sector lodging/hospitality business which pays the hotel/motel tax.

4. TERM

Directors shall serve a two-year term. In the event of death, resignation, retirement, removal or disqualification of an elected director during his term of office, his successor shall be elected to serve only until the expiration of the term of his predecessor.

5. ELECTION OF DIRECTORS

The elected directors shall be elected by the vote of a majority of the directors then in office. If any director so demands, the election of directors may be by ballot. Elected directors serve a term of two years. In electing directors, the Board of Directors shall to the extent practicable, choose persons from the lodging, restaurants, attractions, festivals and business community leaders.

6. REMOVAL

Any member of the board may be removed at any time with or without cause by a three fifths (3/5) required vote of the Board of Directors.

7. VACANCIES

Any vacancy occurring in the elected directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

8. CHAIR OF THE BOARD

The Chair of the Board shall preside at all meetings of the Board of Directors and perform such other duties as may be assigned by the board.

9. EX-OFFICIO MEMBERS

The Mayor of Macomb, the Chairman of the McDonough County Board and the President of Western Illinois University shall be ex-officio members of the corporation and as such shall have a standing invitation to attend and participate in, but not vote at, all meetings of the Board of Directors.

10. COMPENSATION

The Board of Directors may not compensate directors for their services as members of the Board of Directors unless such expenses are Board approved in advance.

SECTION C: MEETINGS OF THE BOARD OF DIRECTORS

Article 5. Meetings of Directors

1. REGULAR MEETINGS.

A regular meeting of the Board of Directors shall be held each month. In addition, the Board of Directors may provide, by resolution, the time and place for holding of additional regular meetings.

2. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called by or at the request of the Chairman, the President or any two Directors. Such a meeting may be held as fixed by the person or persons calling the meeting.

3. NOTICE OF MEETINGS.

Regular meetings of the Board of Directors may be held without written notice. The person or persons calling a regular meeting of the Board of Directors shall, seven (7) calendar days before the meeting, give notice by any usual means of communication.

4. ATTENDANCE

If a Board member anticipates being absent from a Board meeting, the individual shall contact the CVB office as to the reason. If a Board member is absent from three consecutive meetings within a 12-month period with no contact, the Board member will be deemed to have resigned and the position vacant.

5. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment there of or shall forward such dissent by registered or certified mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

6. QUORUM. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these By-laws, or the Articles of Incorporation. No Director may act by proxy on any matter. Any duly appointed member of the Board in good standing may attend a meeting by telephone, computer or other electronic means to make a quorum.

7. ELECTRONIC VOTING.

The Board of Directors of the corporation may, in circumstances as outlined below, take action via electronic voting.

1. Board actions may be taken by unanimous written consent.
2. If an item for board action is best addressed before a board meeting, the following factors will be considered by the Board President before determining whether to ask for an action by written consent:
 - (a) How soon a decision is required.
 - (b) Whether the decision would be better made after further discussion and/or whether alternatives should be considered.
 - (c) Whether the action is a routine action that the Executive Committee can take in lieu of the board at a Committee meeting.
 - (d) Whether all directors have indicated they are unanimously in favor of the action and will be available to sign and return a written consent.
3. If after considering the above factors, the Board President determines it would be best to take the action by unanimous written consent, the Board President may have the Secretary draft the proposed action and email it as an attachment to all directors at their respective email addresses.
4. The action shall allow a Director to check that he or she is in favor of or opposed to the particular action.
5. Each Director shall sign and return the written consent to the Secretary by email (scanned copy of the signed consent) or fax within 24 hours unless another deadline is provided in the email. The original signed consents will be sent to the Secretary by mail or delivered in person at the next board meeting.
6. Upon the Secretary's receipt and verification of all written consents approving the action, the action is duly approved. Regardless of whether the action is approved or not, the Secretary will confirm whether the action has passed or failed by email to all Directors upon receipt of all the individual written consents.
7. The Secretary will file all individual written consents with the corporation's minute book.
8. The Board will ratify any action taken by unanimous written consent at the next Board meeting. The minutes of this meeting will record the ratification.
9. Items of expenditure greater than \$2,500.00 may not be acted upon via electronic media.

10. Personnel issues may not be acted upon via electronic media.

8. COMPENSATION. Board members and elected officials shall not receive compensation for their services.

9. Directors may attend and participate in open and closed meetings of the Board by video or audio means.

ARTICLE VI OFFICERS

SECTION A: TITLES

Board officers of the corporation shall be as follows: Chair, First Vice-Chair, Second Vice-Chair, and Secretary-Treasurer. The officers shall be elected at the annual meeting of the Board of Directors.

SECTION B: TERM OF OFFICE

The officers of the Board of Directors shall serve a one (1) year term.

SECTION C: REMOVAL AND RESIGNATION

Any Board officer may be removed by a majority of the Board of Directors at any meeting of the Board. Any officer may resign at any time by giving written notice to the Chair.

SECTION D: VACANCY

A vacancy in any office shall be filled by the Board of Directors at any meeting of the Board. The officer holds office for the unexpired term of his or her predecessor.

SECTION E: POWERS OF THE BOARD OFFICERS

Each officer shall have such powers and shall perform such duties as are herein set forth and have such other powers and duties as authorized by the Board of Directors.

SECTION F: DUTIES OF BOARD OFFICERS

1. CHAIR. The Chair shall be the principal official of the corporation. The Chair shall

preside at all meetings of the Board of Directors, shall be a member ex-officio of all committees, shall appoint standing and special committees as needed and have such other powers and duties as may be prescribed by the Board of Directors or these By-laws. The Chair shall cast the deciding vote in the event of a tie vote of the Board or a meeting of the members. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws. The chair may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the Secretary-Treasurer, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors.

2. **FIRST VICE-CHAIR.** The First Vice-Chair of the Board shall perform all duties of the Chair of the Board in the Chair's absence, disability or refusal to act.

3. **SECOND VICE-CHAIR.** The Second Vice-Chair shall exercise the powers and duties of the Chair in the absence, incapacity or refusal to act of both the Chair and First Vice-Chair.

4. **SECRETARY-TREASURER.**

The Secretary-Treasurer shall provide stewardship over all financial aspects of the corporation. The Secretary-Treasurer shall, from time to time, review written reports of the corporation accounts on behalf of, and report to, the Board of Directors, the members and the Executive Committee. The Secretary-Treasurer shall assure an annual audit, tax and other financial reports required for the corporation, participate in the annual budget process, countersign checks for all amounts over \$1,000.00 with any fully approved officers or the Executive Director of the Bureau. The Secretary-Treasurer shall perform all duties incidental to the office or that may be assigned by the Board of Directors or Chair that are not inconsistent with these By-laws.

ARTICLE VII

COMMITTEES

SECTION A: COMMITTEES

The Chair of the Board with the approval of the Board of Directors shall appoint such administrative, standing and project committees as is deemed necessary to fulfill the purposes of this corporation. These committees may include but not be limited to an Executive Committee and Nominating Committee and Finance Committee.

1. **EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the officers of

the corporation, the immediate past Chair and the Executive Director. The Executive Committee shall:

Act on behalf of the full Board only in case of an emergency. All Executive Committee decisions shall be brought before the Board for approval and shall be ratified by a majority of the Board at its next regularly scheduled meeting.

2. **NOMINATING COMMITTEE.** In the event of Board vacancy(ies), the Chair of the Board shall appoint a Nominating Committee consisting of a chair and two members of the Board of Directors. The committee shall select member(s) to be nominated to the Board of Directors so that Board composition remains as stated in these By-laws. The committee will report to the Chair and Board their recommendations for review and action at the earliest opportunity.

For election of officers, the Nominating Committee will meet in January to prepare nominations for action by the entire Board of Directors at the annual meeting in March.

3. **FINANCE COMMITTEE.** The finance committee shall meet as needed by Board directive. The committee consists of the Chair of the Board, 1st Vice Chair, 2nd Vice Chair, Secretary-Treasurer and Executive Director. Two signatures are required on all checks for payment.

SECTION B: DUTIES OF COMMITTEES

These committees shall report to and operate under the authority and power delegated by the Board of Directors and these By-laws.

SECTION C: CHAIR(S) OF COMMITTEES

All committee chairpersons of standing or special committees shall be appointed by the Chair of the Board or by the individual committees at the Chair's option.

SECTION D: MEETINGS OF COMMITTEES

Meetings of committees may be called at any time by the Chair of the Board or chair of committee and with whatever frequency is required so that the committee can dispatch its responsibility.

SECTION E: MINUTES

The committee chairperson shall have the option to have minutes taken at all committee meetings. These minutes shall be available to all members of the committee and the Board of Directors. A copy of the minutes shall be filed in the corporation office.

SECTION F: PROHIBITED COMMITTEE ACTIONS

NO COMMITTEE SHALL:

1. Adopt a plan for the distribution of assets of the corporation.
2. Fix the compensation for any employee.
3. Amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors.
4. Make public any committee business or policy without first receiving approval of the Board of Directors.

**ARTICLE VIII
MANAGEMENT STRUCTURE**

The Board of Directors may appoint an Executive Director on such terms and conditions, and for such salary, if any, as the Board deems necessary and desirable to administer the programs and services and accomplish the purposes of the corporation. The Executive Director shall have such duties, powers and authority as specified by the Board of Directors at the time of appointment or as otherwise assigned by the Chairman or the Board from time to time and consistent with the job description of the Executive Director. With the approval of the Board of Directors, the Executive Director may appoint, hire, supervise and determine the responsibilities of other employees of the corporation as deemed necessary from time to time.

SECTION A: PERSONNEL POLICIES

1. There shall be written personnel policies for the corporation which shall be approved by the Board of Directors.
2. There shall be job descriptions for all employees.
3. The Board shall provide an annual review of the personnel policies and provide for performance appraisals for the Executive Director by the Chair or other officer as designated and authorized by the Board of Directors. All employees shall be afforded regular consultation concerning job performance by the Executive Director.

**ARTICLE IX
PUBLICITY**

Publicity and advertising of the programs, services and events of the corporation may be

released by the Chair, the Secretary-Treasurer, the Executive Director, if any, or such other officer or person as authorized by and in consultation with the Chair.

ARTICLE X FINANCIAL PROCEDURES

SECTION A: OPERATING STATEMENTS

The Executive Director, if any, Secretary-Treasurer, or any other officer as designated by the Board of Directors from time to time may submit to the Board of Directors each month an operating statement showing the financial condition of the corporation as of the end of the preceding month.

SECTION B: CONTRACTS

The Chair, Executive Director, if any, Secretary-Treasurer or other officer as designated and authorized by the Board of Directors from time to time may enter into any contract or execute and deliver such instruments in the name of the corporation as may be authorized by the Board of Directors. Contracts involving an expenditure of more than \$5,000.00, whether as a single expense or in the aggregate shall be approved in advance by the Board of Directors.

SECTION C: BUDGET

The Board of Directors shall be presented a budget draft at the annual Board retreat. The Board of Directors shall adopt and vote on a budget by June 30. All expenditures of the corporation shall be in conformity with the annual budget.

SECTION D: DEPOSITS

All funds of the corporation shall be deposited and held to the credit of the corporation in such federally insured banks, trust companies, or other depositories as the Board of Directors may select. To the extent practicable, funds held in excess of foreseeable needs to meet obligations shall be held in interest bearing accounts. No funds shall be withdrawn from, or checks written on, any such accounts except upon the signatures of the Chair, the Secretary-Treasurer, Executive Director, if any, or any other officer as designated by the Board of Directors, provided that two signatures shall be required in all instances. One signatory must be a Board Officer in all instances.

SECTION E: FISCAL YEAR

The fiscal year of the corporation shall be from July 1 to June 30.

ARTICLE XI

BOOKS, RECORDS, AND SEAL

SECTION A: INSPECTION OF BOOKS AND RECORDS

The records, ledgers and official minutes of the corporation may be inspected for specific and proper purposes by persons determined by the Board of Directors to be entitled thereto at such reasonable times and places as the Board of Directors may determine. Upon application by the persons desiring inspection thereof, these records shall not be removed from the office of the corporation.

SECTION B: SEAL

The Board of Directors may provide a corporate seal which shall be kept by the Secretary of the Board or in the corporate office.

ARTICLE XII WAIVER OF NOTICE

Whenever any notice is required to be given under provision of the Illinois General Not-for-Profit Corporation Act of 1986, the Articles of Incorporation, or these By-laws, a written waiver thereof signed by the person entitled to such notice shall be deemed equivalent to the giving of such notice if such is permitted by the instrument or law requiring such notice to be given. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XIII AMENDMENTS TO THE BY-LAWS

SECTION A: AMENDMENTS

The Board of Directors has power to adopt, add to or alter the By-laws for the governance of this corporation by a two-thirds (2/3) vote of the whole Board of Directors.

SECTION B: PERIODIC REVIEW

The Board shall review and recommend revisions to the By-laws of the corporation each year at the annual January retreat.

ARTICLE XIV DISSOLUTION

SECTION A: CORPORATION MAY DISSOLVE

The corporation may dissolve its affairs by a two-thirds (2/3) majority of the Directors adopting a resolution recommending that the corporation be dissolved.

Written notice stating that the purpose, or one of the purposes of such meeting is to consider the advisability of dissolving the corporation, shall be made not less than ten (10) nor more than forty (40) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the recipient at his or her address as it appears on the records of the corporation, with the postage thereon prepaid.

SECTION B: RESOLUTION TO DISSOLVE

The resolution to dissolve the corporation shall be adopted upon receiving at least two-thirds (2/3) majority of the Board of Directors.

Upon such resolution being adopted by the Board, the corporation shall cease to conduct its affairs except that the corporation shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the corporation, and shall proceed to collect its assets and apply and distribute them in accordance with the law and the Articles of Incorporation.

**ARTICLE XV
CONDUCT OF MEETINGS**

SECTION A: ROBERT'S RULES OF ORDER

Meetings of the Board of Directors shall be conducted pursuant to the provisions of Robert's Rules of Order.

SECTION B: GENERAL RULES

1. All meetings of the Board of Directors, Executive Committee and other committees, except for the Nominating Committee, shall be open to the public.
2. With prior notice to the presiding officer of any such meeting, an individual may speak at any meeting subject to reasonable limits and decorum prescribed by the presiding officers.
3. The Board of Directors and any committee may convene in executive session by a two-thirds (2/3) vote of an assembled quorum.

**ARTICLE XVI
EFFECTIVE DATE**

These By-Laws shall become effective upon the date of adoption by the Board of Directors in the manner provided in the By-Laws.

ARTICLE XVII INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a member, director and/or officer of the corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding to the fullest extent and in the manner set forth in and permitted by the Illinois General Not-for-Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such member, director or officer may be entitled apart from the foregoing provisions. The foregoing provisions of this Article shall be deemed to be a contract between the corporation and each member, director and officer who serves in such capacity at any time while this Article and the relevant provisions of the Illinois General Not-for-Profit Corporation Act and other applicable law if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or of theretofore existing, or any action, suit, or proceeding theretofore, or thereafter brought or threatened based in whole or in part upon any such state of facts.

The corporation may indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was an employee or agent of the corporation, or is or was serving at the request of the corporation, as a member, director, officer, employee, or agent of another corporation, 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 in connection with such action, suit, or proceeding to the extent and in the manner set forth in and permitted by the Illinois General Not-for-Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which any such person may be entitled apart from the foregoing provisions.

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