

ROSEAU CVB

BYLAWS

ARTICLE I – GENERAL

Section 1.

The name of the corporation shall be Roseau Convention and Visitors Bureau, Inc. hereafter referred to as CVB.

Section 2.

The objective of the CVB shall be to promote tourism and marketing of the Greater Roseau area. The intent of the CVB shall be to attract overnight visitors, groups, meetings and conventions.

Section 3.

No assets of the corporation shall inure to the benefit of or be paid to any person who is a member, director, officer, or other private person, except that reasonable compensation may be allowed for services rendered in furtherance of the goals of the CVB.

ARTICLE II – MEMBERSHIP

Section 1.

Voting membership in the CVB shall be limited to lodging properties within the municipal boundaries of Roseau which collect and remit local option lodging tax as defined in Minnesota Statutes 469.190 and authorized by city ordinance. Voting members must be current and in good standing in said collection and remittance obligations with no defaults or delinquencies not under appeal pursuant to the terms of said city ordinance-lodging tax.

Each lodging business property's entity or individual shall be entitled to one representative membership, whether voting or non-voting, in the CVB

Section 2.

Non-voting associates may be granted to individuals or businesses that meet the associated member requirements, as set forth by the CVB Board of Directors at their discretion and upon payment of any applicable dues.

Section 3.

Any associate member may be suspended or revoked for cause as determined by the Board of Directors, provided that such membership may appeal to the board at the next regular or special meeting of the members, at which time he/she may be reinstated by a majority vote of the Board.

ARTICLE III – Directors

Section 1.

The affairs of the CVB shall be under the management of a Board of Directors and such officers, agents, employees or committees as the Board may elect, employ or appoint.

Section 2.

Any voting member in good standing is eligible to serve on the Board of Directors. The Board of Directors shall consist of seven (7) voting members with full voting privileges. Each board member shall be elected for a three (3) year term.

The Board of Directors shall include six non-voting associates to sit on the Board in a consultant role shall include:

- Two (2) representatives from the Roseau Civic & Commerce Association
- One (1) representative from the Roseau City Council
- One (1) at-large community representative
- Roseau Promotions Director
- Community Development Coordinator

In the event that seven (7) voting members are not available, or willing, to serve on the Board of Directors, the Board shall appoint any non-voting associates to fill any, and all, vacant seats on the Board of Directors. All associates appointed to the Board of Directors shall have full voting rights for their term on the Board of Directors. In the event that the Board of Directors is filled with an associate member and a voting member of the CVB becomes available to serve, the associate with the least seniority on the Board shall be removed from the Board and replaced by that voting member of the CVB.

Mid-term Board vacancies will be filled by appointment by the appropriate representative group.

Section 3.

Powers and Duties of the Board of Directors shall include, but not be limited to:

- Election of Officers
- Set agenda for the meetings (regular, special, annual)
- Employ personnel and set salaries
- Set all dues and fees for associate memberships to the CVB
- Keep the membership informed of the CVB's activities
- Make decisions on expenditures of CVB revenues

- Authorize representatives to attend trade shows, conferences or other tourism related functions
- Enter into agreements or contracts with other firms, businesses or individuals working in the furtherance of the CVB's stated goals.

Section 4.

Officers of the Board of Directors shall be limited to voting members in good standing. Only members of the Board shall be elected as officers. Officers shall be elected for one (1) year at the first regular meeting of the Board of Directors to be held after the annual meeting of the membership. In the event there are not enough voting members to fill all of the officer seats on the Board of Directors, the Vice-President, Secretary and Treasurer positions may be filled with associate members, as approved by the Board. However, in no event shall the President be filled with a non-voting member of the CVB.

The duties of the officers shall include but not be limited to:

President:

- Preside at general CVB meetings and at all meetings of the Board of Directors
- Make appointments to fill vacancies on the Board of Directors or for Officers for the remainder of the term, subject to the approval of the Board
- Supervise the duties of all employees, contracted service providers or agents of the CVB, as directed by the Board of Directors.
- Represent the CVB at any meeting, convention, or other gathering where the interests of the CVB are at issue, or when so directed by the Board of Directors

Vice President:

- Perform all duties of the President in his/her absence
- In the event of death, resignation or retirement of the President, assume the duties of the president as President Pro Tem for the remainder of the current term and supervise the appointment of a new Vice President. In the event that the Vice President position is filled with an associate the Vice President assumes the duties of the president as President Pro Tem until the next regular meeting of the CVB at which time a new President shall be elected from eligible voting members of the CVB.
- Represent the Board at the request of the President

Secretary:

- Oversee the record keeping of the CVB's meeting and activities
- Gather and distribute approved meeting minutes to CVB membership
- Represent the Board at the request of the President

Treasurer:

- Provide a full and accurate account of receipts and disbursements of the CVB
- Represent the Board at the request of the President
- Ensure that an annual audit is performed

Section 5.

Commencing on January 1, 2019, the board shall determine and implement a policy to modify the dates of service of board members to result in a staggering of the terms of the board membership for election or reelection purposes. To achieve the directives of this provision, in no case shall a board seat be occupied for a period of more than 3 years from the date of January 1, 2019. Board members may be elected to consecutive terms, not to exceed 3 consecutive terms per seat. In the event that there are not enough voting members of the CVB to fill all of the board seats, board members may serve more than 3 consecutive terms.

CVB officer positions shall serve terms of one (1) year in length and may be elected to consecutive terms, not to exceed six (6) consecutive terms per seat.

Section 6.

Any Director who misses three (3) consecutive meetings, without a valid reason given to a Board Officer prior to the third missed meeting, may result in their membership on the board to be terminated. Upon motion of a sitting board member, termination shall be determined by simple majority of attending board members by ballot vote at a regularly scheduled meeting of the board.

Section 7.

Directors must submit their resignation to the President

Section 8.

A conflict of interest policy may be included in this organizations policy manual.

ARTICLE IV – MEETINGS

Section 1.

An annual meeting of the membership of the CVB, open to the public, -except where closed pursuant to the Open Meeting Laws of Minnesota [Mn Stat. Ch. 13D] – shall be held at such time and place as designated by the Board of Directors. Each member shall be notified by e-mail, or postal mail at least three (3) weeks in advance of said meeting.

Prior to or at the Annual meeting each representative group must declare in writing to the Board of Directors their appointed representative for an open board seat.

Annual meetings shall be open to all members of the CVB in good standing and Associate voting members with all dues and assessments paid in full. Any and all business matters pertaining to the CVB may be considered and acted upon at the annual meeting, provided the same be in writing and presented to the Board of Directors at least fifteen (15) days prior to the meeting, so said business may be placed on the agenda.

All regular or special meeting of the CVB shall be similarly open to the public, except where closed pursuant to, and in compliance with, the Open Meeting Laws of the State of Minnesota [MN Stat. Ch. 13D].

Section 2.

Meeting reports will be made to the city council by CVB board-approved meeting minutes and CVB board-approved marketing reports sent to the city council.

Section 3.

The Board of Directors will meet at least four (4) times per year, at such time and place as they may determine. Additional meeting by the Board may be held throughout the year as is deemed necessary by the Board or called for by the President or two (2) or more board members. Board meetings are open to the membership and invited guests for observation; however, the President may invite membership comments at a specified time period and duration.

Section 4.

A quorum shall be required at all meetings, in which at least a simple majority of the Directors with full voting privileges are present.

ARTICLE V – AMENDMENTS TO BYLAWS

Section 1.

These bylaws shall be brought forward for adoption or amendment by a two-thirds (2/3) vote of the Board of Directors.

Section 2.

After adoption of amended bylaws, by the Board of Directors, the amended bylaws must be submitted to the City Council of Roseau for approval.

Section 3.

Upon approval from the City of Roseau and the Board, the President shall notify the membership of the pending bylaw amendments and the right to call a vote within ten (10) days of board approval, by US Mail – postage pre-paid.

Section 4.

Upon notice, any member in good standing may call for a balloted election of the bylaw amendments. Requests for a Call to Vote shall be filed with the President within fourteen (14) days after notice has been given of the pending amendments.

Section 5.

If no Call to Vote is filed within the designated period, the pending bylaw amendments shall be voted upon by the Board of Directors at their next scheduled regular meeting.

If a Call to Vote is received, pending bylaw changes shall be placed on a ballot. The President shall mail this ballot to all full members in good standing at least fourteen (14) days before the Board meeting at which said balloting is scheduled and shall be closed and tallied.

Section 6.

The President and Secretary, or their designee, shall validate the ballots and election. They shall report the results of the vote to the Board of Directors.

Section 7.

The Board of Directors shall, at its regular Board meeting, declare the amendments adopted or not adopted according to the majority of the votes cast.

ARTICLE VI – DISSOLUTION

In the event of, or at the time of dissolution of the CVB, any funds or assets remaining after paying all costs and expenses of such dissolution shall revert and be distributed as directed by law and the provisions of the Articles of Incorporation attached hereto [Article VII]