

BYLAWS OF THE ESTES PARK LOCAL MARKETING DISTRICT

Adopted: March 14, 2018

ARTICLE I ORGANIZATION

Section 101. Name and Office Location

Estes Park Local Marketing District, DBA Visit Estes Park (hereinafter referred to as VEP) with a principal business office at 1200 Graves Avenue, Estes Park, CO 80517 (“VEP Office”).

Section 102. Mission

Attract guests to the District through effective and efficient destination marketing in order to drive year-round economic growth.

Section 103. Vision

To market Estes Park as a year-round tourism, group and event destination that supports our healthy mountain community with a balance of financial success, memorable experiences for visitors and quality of life for our residents and employees.

Section 104. Fiscal Responsibility

The fiscal year of VEP is from January 1st - December 31st. The Board of Directors will make lawful and adequate provisions for sound fiscal policies and practices of VEP, including the preparation of an annual audit by a certified public accountant, the preparation of an annual budget, and ample fidelity bonding of the officers and employees entrusted with the handling of funds or property of VEP in accordance with state laws.

Section 105. Colorado Law

VEP is a Local Marketing District organized and operating under the authority granted by the Local Marketing District Act, 29-25-101 *et seq.*, C.R.S. (the “Act”), and other applicable law.

Section 106. Liability and Indemnification

To the extent permitted by law, the District shall defend, hold harmless and indemnify any Director, officer, agent, or employee, whether elected or appointed, against any tort or liability, claim or demand, without limitation arising out of any alleged act or omission occurring during the performance of official duty, as more fully defined by law or by an indemnification resolution. The provisions of this Section shall be supplemental and subject to and, to the extent of any inconsistency therewith, shall be modified by the provisions of the Colorado Governmental Immunity Act, 24-10-101, *et seq.*, C.R.S.

ARTICLE II **DIRECTORS**

Section 201. Board of Directors

The Board of Directors of VEP (the “Board”) shall have all legislative power of VEP. The Board shall be composed of seven (7) appointed Directors. Five (5) Directors shall be appointed by the Town of Estes Park Town Council (the “Town”). Two (2) Directors shall be appointed by the Larimer County Board of County Commissioners (the “County”). Within thirty (30) days after being appointed, except for good cause shown, each newly appointed Director shall appear before an officer authorized to administer oaths and take an oath that the Director will faithfully perform the duties of office as required by law and will support the constitution of the United States, the state constitution, and laws made pursuant thereto.

Section 202. Eligibility

Each Director must live within the Service Area of VEP for at least one year prior to their appointment and must remain a resident of the Service Area of VEP during their entire term.

Section 203. Nominations

A nominating taskforce may be appointed by the Chair of the Board and submit names to the Town and/or County no later than September 30th of any year that has an open seat. While the Town and County are under no obligation to choose one of the recommended candidates, efforts by the Board should be taken to find and encourage those candidates that will enhance VEP and its mission. A similar process may be followed when a vacancy occurs on the Board.

Section 204. Term of Office

The term of each Director is four (4) years and until his or her successor has been appointed. Directors may be reappointed to serve more than one (1) term, but a Director shall not serve more than two (2) consecutive terms. A Director who has served two consecutive terms is eligible for reappointment one year after the expiration of his or her second term. A Director appointed to fill an unexpired term of less than one (1) year shall be eligible for reappointment to two consecutive two-year terms. Each Director shall serve at the pleasure of their appointing entity.

- The Town or County may waive the term limit as set forth above, in the event that either party, in its sole discretion, determines that there are no qualified applicants for a vacant Director position and a term limited Director wishes to serve another term.

Section 205. Board Vacancy

The Town or County (whichever entity appointed the Director causing the vacancy) shall appoint a replacement Director as soon as practicable following the vacancy.

Section 206. Regular Meetings

The Board will schedule and announce the dates and times of its regular meetings for the coming year at VEP's first meeting of the calendar year. Regular meetings of the Board shall occur on a monthly basis, at a minimum, and shall take place at the VEP Office, unless otherwise designated.

Section 207. Special Meetings/Work Sessions

The Board Chair may call a special meeting or work session of the Board any time, and must do so whenever asked by any one-third of the total number of Directors. In the second case, the request must be made in writing and the meeting must be set for no sooner than seven (7) days and no later than fourteen (14) days from the date the request is made. Notice of any special meeting or work session must then be posted as required by the Colorado Open Meetings Law, Sec. 24-6-401, *et seq.*, C.R.S.

Section 208. Agenda

The Agenda for any special or regular meeting shall be set by the Board Chair in time to post such Agenda at least twenty-four (24) hours prior to the scheduled meeting. If a Director would like to add an issue to the Agenda for an upcoming meeting, the Director should contact the Board Chair at least forty-eight (48) hours prior to the scheduled meeting. Any Director may request the addition of discussion items at the start of a meeting, but in no event shall new action items be added to the Agenda at the start of the meeting absent emergency circumstances. If any such discussion item requested by a Director is objected to by any other Director, such agenda item shall only be included on the Agenda upon approval of a majority of the Directors present at the meeting.

Section 209. Emergency Meetings

Notwithstanding any other provisions in this Article II, emergency meetings may be called by the Chair or any two (2) Directors in the event of an emergency that requires the immediate action of the Board and could not be delayed for the twenty-four (24) hour notice period. Notice of an emergency meeting may be given to the Board by telephone or other reasonable means. Any action taken at an emergency meeting shall be effective only until the first to occur of (a) the next regular meeting; or (b) the next special meeting at which the emergency issue is on the public notice of the meeting. At such subsequent meeting, the Board may ratify any emergency action taken. If not ratified, the emergency action shall be deemed rescinded as of the date of the subsequent meeting.

Section 210. Quorum

A majority of the Board shall constitute a quorum. A vote of majority by a quorum shall be necessary for action by the Board. If, at any point during a meeting, a quorum is no longer present, then the meeting must be adjourned. Directors must be physically present for purposes of determining a quorum.

Section 211. Voting

All Board action shall be taken only upon a vote of the Directors at a duly noticed and properly convened meeting of the Board through a motion or resolution. Proxy voting is not permitted.

Section 212. Attendance

All Directors shall attend all meetings, including special meetings, if possible. In the event any Director misses three (3) consecutive regular meetings or a total of four (4) regular meetings in a calendar year, the Town or County may remove the offending Director for neglect of duty and appoint a new Director to fill the vacancy. With prior approval by the Chair, or Vice Chair in the Chair's absence, no more than three (3) Directors may attend a meeting through the use of an electronic communication platform so long as the Director has all of the necessary materials to participate in the meeting and can hear the proceedings clearly.

Section 213. Powers of the Board

The Board will exercise all powers granted by the Act and other applicable law. The primary authority granted by the Act permits VEP to provide the following services:

- a. Organization, promotion, marketing, and management of public events;
- b. Activities in support of business recruitment, management, and development; and
- c. Coordinating tourism promotion activities.

Section 214. Board Roles and Responsibilities

- a. Adopt an official seal for VEP.
- b. Create a Program of Work to include an Operating Plan, Marketing Plan, and Strategic Plan, with associated measurement criteria, as well as provide policy and overall direction for VEP.
- c. After a decision has been reached, speak publicly as one voice.
- d. Perform appropriate fiduciary responsibilities.
- e. Act in the best interest of VEP as a whole and not on the basis of individual interest.
- f. Maintain a positive intent and support the growth of VEP.
- g. Retain a Chief Executive Officer ("CEO") to manage the day-to-day operations of VEP.
- h. Monitor the CEO's performance against the Program of Work and associated return on investment.
- i. Review and evaluate the CEO's performance annually based on accomplishments of said criteria.
- j. Review the results of VEP efforts and hold VEP accountable for achieving objectives.
- k. Serve on committees and task forces as requested by the Chair.
- l. Be advocates for the marketing/tourism industry and VEP in the community.
- m. Develop and maintain liaison relationships with the elected leadership of the Town of Estes Park and Larimer County.
- n. In conjunction with the CEO, review performance criteria regarding the Program of Work no less than on a quarterly basis.

Section 215. Operating Plan

The Board shall file an Operating Plan with the Town and County no later than September 30 each year for approval by the Town and County. The Operating Plan must specifically identify the services to be provided by VEP, any Marketing and Promotional Tax to be imposed by VEP, and such additional information as required to inform the Town and County as to the activities, services, and funding of VEP in the upcoming year. The Operating Plan shall include a proposed budget for the upcoming fiscal year. The services and financial arrangements of VEP shall conform so far as practical to the approved Operating Plan. The Operating Plan may, from time to time, be amended by VEP with the approval of the Town and County.

Section 216. Conflict of Interest

Each Director is required to disclose any potential conflict of interest in any transaction of VEP pursuant to Sec. 18-8-308, C.R.S. The Director with a potential conflict of interest may not participate in the consideration of, and the vote on the transaction, may not attempt to influence the any parties related to the transaction, and may not act directly or indirectly for the Board in the inspection, operation, administration or performance of any contract related to the transaction. Ownership, in and of itself, by a Director of property within VEP shall not be considered a potential conflict of interest.

Section 217. Recording Secretary

The Board shall have the authority to appoint a Recording Secretary who need not be a member of the Board, and who shall be responsible for recording all votes and composing a record of the proceedings of the Board in the minute book kept for that purpose, which shall be the official record of the Board. The Recording Secretary shall not be required to take an oath of office.

Section 218. Electronic Signatures

In the event the signature(s) of one or more members of the Board or appointed signatories are required to execute a written document, contract, note, bond, deed, and/or other official papers of VEP, and the appropriate individual(s) is unable to be physically present to sign said documentation, such individual or individuals are authorized to execute the documentation electronically via facsimile or e-mail signature, unless said documentation provides otherwise. Any electronic signature so affixed to a document shall carry the full legal force and effect of any original, handwritten signature. Except as approved herein, this provision of these Bylaws shall not be interpreted as establishing VEP's consent or authorization to bind VEP to any transaction by the use of electronic records or electronic means. This provision is made pursuant to Article 71.3 of Title 24, C.R.S., also known as the Uniform Electronic Transactions Act.

Section 219. Resignation and Removal

Directors may be removed only as provided in the Act. A Director may resign at any time by giving written notice to the Board, and acceptance of such resignation shall not be necessary to make it effective.

ARTICLE III
OFFICERS

Section 301. Officer Positions

The Board shall maintain the following Officer positions:

- Chair
- Vice Chair
- Treasurer
- Secretary

Section 302. Qualifications

Every officer must be a member of the Board. No Director will hold more than one office at a time; however, one Director may serve as both Treasurer and Secretary.

Section 303. Selection

The Board will elect officers at the first regularly scheduled Board meeting following the annual appointments of the Board. If an officer's position becomes vacant (except for a vacancy caused by the normal expiration of an officer's term as a Director) the Chair can appoint an eligible person to fill the vacancy, subject to the approval of the Board. The appointed person will serve until the vacancy has been filled by the vote of the Board at the first regularly scheduled Board meeting following the annual appointments.

Section 304. Removal

Officers may be removed from their position by a vote of two thirds of the Board, with or without cause. The appointment of an officer will not create any contract rights.

Section 305. Term of Office

Officers will serve as such for one year and until their successors have been elected.

Section 306. Powers and Duties of the Chair

The Chair will preside at all meetings of the Board and exercise general charge and supervision of the affairs of the Board. The Chair will set the Agenda for each regular or special meeting. The Chair will appoint persons to chair standing and ad hoc committees that may be established by

these Bylaws or the Board as necessary. The Chair is authorized to sign all contracts, deeds, notes, debentures, warrants and other instruments on behalf of VEP.

Section 307. Powers and Duties of the Vice Chair

At the request of the Chair, or in the event of the Chair's absence or disability, the Vice Chair will perform the duties and exercise the powers of the Chair.

Section 308. Powers and Duties of the Secretary

- a. Ensure that the documents and papers of VEP are properly kept.
- b. Ensure that the minutes of all meetings of the Board are taken.
- c. Ensure that the minutes of all Board meetings are posted on the VEP website for public review.
- d. Keep the official seal of VEP and shall have authority to affix such seal to and attest all contracts and instruments authorized to be executed by the Board.

Section 309. Powers and Duties of the Treasurer

- a. The Treasurer will ensure that all funds, property, and securities of VEP are properly kept, subject to any regulations imposed by the Board.
- b. The Treasurer will ensure that all checks, notes, and other obligations to VEP are collected and properly deposited in whatever banks or depository the Board may designate.
- c. The Treasurer will ensure that necessary and proper payments from the funds of VEP are made. He or she will ensure that the books of VEP are kept and that full and accurate accounts of all monies and obligations received, paid, or incurred by VEP are entered in them on a regular basis.
- d. The Treasurer, or a Director or employee designated by the Treasurer, will make monthly reports on the state of VEP finances to the Board at a properly noticed meeting.
- e. The Treasurer will ensure that regular reporting on all VEP and Town Sales Tax collections is made to the Board.

ARTICLE IV
CHIEF EXECUTIVE OFFICER

Section 401. Position

The Board shall employ a Chief Executive Officer ("CEO") whose duties, performance review and compensation will be outlined in an employment contract between VEP and the CEO. The CEO will be administratively responsible to the Board.

Section 402. Duties

- a. Directing and overseeing the day-to-day operations of VEP.
- b. Regularly report to the Board on the operation of VEP.
- c. Provide recommendations to the Board on VEP policy and strategy.

- d. Ensure that all marketing activities are aligned with the Program of Work as approved by the Board.
- e. Assist the Board in preparing the Operating Plan each year.
- f. Within the parameters of approved policy and budget, to hire and terminate employees or independent contractors as may be needed to support the CEO.
- g. Establish the hours, salaries and duties of VEP employees.
- h. Delegate these duties as the CEO may desire and as permitted by VEP policy and applicable law, to promote effective operation of VEP.

ARTICLE V **COMMITTEES**

Section 501. Standing Committees

All standing committees will report to the Board. The standing committee will submit all recommendations to the Board for approval. The Board may create additional standing committees with a majority vote of those present at a properly convened meeting. The following committees will be considered standing committees of VEP:

- Strategic Marketing Committee
- Nominating Committee
- Governance Committee
- Finance Committee

Section 502. Ad Hoc Committees and Task Forces

The Board shall have the authority to create ad hoc committees or task forces as necessary. A majority vote of those present at a properly convened meeting shall be required to establish an ad hoc committee or task force. Any such committee or task force shall be charged with a specific task at the time it is created and will submit all recommendations to the Board for approval.

ARTICLE VI **AMENDMENT OF BYLAWS**

The Board shall have the power to make, amend, and repeal these Bylaws. Notice of proposed changes shall be mailed, emailed, or hand-delivered to the Board at least ten days (10) prior to the meeting at which the changes will receive a vote. Changes should be highlighted in red with original text struck to clearly show intended changes. They may do this by a two-thirds vote cast by persons legally entitled to vote, excluding blanks or abstentions, at a regular or special meeting at which a quorum is present.

These bylaws, adopted on the date first written above, supersede and replace all prior bylaws of the Estes Park Local Marketing District.