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# **BYLAWS OF THE ESTES PARK LOCAL MARKETING DISTRICT**

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Adopted by the VEP Board of Directors February 19, 2026

## **ARTICLE I ORGANIZATION**

### **Section 101. Name and Office Location**

Estes Park Local Marketing District, DBA Visit Estes Park (hereinafter referred to as VEP or the District) with a principal business office at 1230 Big Thompson Avenue, Estes Park, CO 80517 (“VEP Office”).

### **Section 102. Mission**

We drive sustainable year-round economic growth by encouraging visitor demand.

### **Section 103. Vision**

To offer positive and memorable experiences for guests and quality of life for our community.

### **Section 104. Fiscal Responsibility**

The fiscal year of VEP is from January 1<sup>st</sup> - December 31<sup>st</sup>. 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. These Bylaws and the operation of the District shall also be consistent with that certain Restated Intergovernmental Agreement for the Estes Park Local Marketing District **dated \_\_\_\_\_, 2025 (“IGA”)**. (Resolution 99-25 Restated Intergovernmental Agreement for the Estes Park Local Marketing District).

### **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 the District and is authorized to implement and carry out the annual operating plan approved by the Town and County.

The Board shall be composed of (5) Directors. Three Directors shall be appointed by the Town of Estes Park Town Board (the “Town”) and (2) Directors by the Larimer County Board of County Commissioners (the “County”).

Two (2) of the Town appointees shall be chosen from the Town of Estes Park Board of Trustees. The third Town appointee shall not be a member of the Town Board. One (1) of the County appointees shall be chosen from the Larimer County Board of County Commissioners. The second County appointee shall not be a member of the County Board of County Commissioners.

For the two appointees who are not elected officials of the Town or County, preference may be given to applicants involved in the lodging industry in the Estes Valley at the discretion of each appointing authority.

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.

Any outgoing Directors shall have the option to request transition to membership on the Marketing Advisory Committee (See Section 501. STANDING COMMITTEES) immediately upon its formation without completing an interview process.

**Section 202. Eligibility**

Each Director, except for the County appointee who is a County Commissioner, 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 three (3) Directors who are also elected Town Trustee or County Commissioner shall serve terms that correspond with their elected terms of office and their appointment by their respective board. The other two

(2) non- elected Directors shall serve terms of four (4) years each, staggered so that a term expires every two (2) years. Each Director shall serve at the pleasure of their appointing entity.

The two (2) non-elected Directors may serve no more than two (2) consecutive terms; however, the Town or County may waive this term limit for their respective appointees upon finding there are no qualified applicants to fill a vacancy. For purposes of this term limit, a term is considered consecutive unless separated by at least two (2) years.

### **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 of Directors shall hold regular meetings at least once each quarter and are encouraged to meet monthly and may hold special meetings as deemed necessary. Meetings of the Board of Directors shall be subject to the provisions of C.R.S. 24-6-401 et seq. (Open Meetings Law) as applicable. The Board of Directors shall act by motion or resolution.

### **Section 207. Special Meetings/Work Sessions**

The Board Chair may call a special meeting or work session of the Board at any time, and must do so whenever asked by any one-third of the total number of Directors.

Special meetings may only be held upon clearing the proposed date and time with at least one of the County appointed Directors.

In the case of a requested special meeting or work session, 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.

### **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 quorum of the Board shall consist of three (3) Directors. No action of the Board shall be valid unless approved by the affirmative vote of at least three (3) Directors at a duly noticed meeting.

If, at any point during a meeting, a quorum is no longer present, then the meeting must be adjourned.

### **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:

1. Organization, promotion, marketing, and management of public events;
2. Activities in support of business recruitment, management, and development;
3. Coordinating tourism promotion activities;
4. Housing and childcare for tourism-related workforce, including seasonal workers, and for other workers in the community; or
5. Facilitating and enhancing visitor experience.

## **Section 214. Board Roles and Responsibilities**

The Board of Directors shall exercise governance authority and fiduciary oversight for Visit Estes Park and shall be responsible for the following:

1. Adopt an official seal for VEP.
2. Mission and Purpose: Establish, protect, and advance the mission, vision, and public purpose of Visit Estes Park in accordance with applicable law and intergovernmental agreements.
3. Strategic Direction: Approve and provide oversight of long-term strategic priorities, including the Strategic Plan, Operating Plan, and other board-approved plans that guide the organization's work.
4. Policy and Governance Framework: Adopt and maintain bylaws, governance policies, and ethical standards necessary to ensure effective oversight, accountability, and transparency.
5. After a decision has been reached, speak publicly as one voice.
6. Financial Stewardship: Oversee the financial integrity of the organization, including approval of budgets, monitoring of financial performance, and ensuring the proper use of public funds in accordance with law and approved plans.
7. Performance Oversight and Accountability: Exercise governance oversight to ensure the organization is effectively advancing its mission and achieving board-approved objectives.
8. Chief Executive Officer Oversight: Hire, support, evaluate, and, if necessary, remove the Chief Executive Officer, and delegate appropriate authority for day-to-day operations consistent with board policies.
9. Public and Intergovernmental Accountability: Ensure coordination, transparency, and accountability to the Town of Estes Park and Larimer County, and act as a responsible steward of the intergovernmental partnership.
10. Legal and Ethical Compliance: Ensure compliance with applicable laws, regulations, intergovernmental agreements, and adopted policies, including open meetings, conflicts of interest, and public accountability requirements.
11. Advocacy and Ambassadorship: Serve as ambassadors for Visit Estes Park's mission and destination stewardship goals while acting in the best interest of the organization.

## **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.

As a complement to the Operating Plan, the District shall file with the Town and with the County the District's proposed line-item budget as soon as it is filed with the District's Board of Directors.

The District shall also file with the Town and with the County the District's approved line-item budget for the coming fiscal year by December 31 of each year.

## **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 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 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 and the IGA. 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**

Each officer shall serve for one (1) year commencing with the first meeting in January of each year. The Chair and Vice Chair may serve for two (2) consecutive one-year terms.

### **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**

The Secretary shall be responsible for oversight of the integrity and availability of the official records of Visit Estes Park, and shall:

1. Ensure the maintenance of the official records, documents, and papers of the organization in accordance with applicable law and board policy.
2. Ensure accurate minutes and official actions of the Board are recorded and posted as public and permanent record of the organization.

3. Ensure compliance with applicable public notice and record-keeping requirements, including the timely availability of Board minutes for public review.
4. Serve as the custodian of the official seal of Visit Estes Park and attest, as authorized by the Board, to official documents and instruments.

### **Section 309. Powers and Duties of the Treasurer**

The Treasurer shall provide financial oversight on behalf of the Board and be responsible for monitoring the financial integrity of Visit Estes Park. The Treasurer shall:

1. Ensure that all funds, property, and securities of VEP are properly kept, subject to any regulations imposed by the Board.
2. Oversee financial controls and depository arrangements to ensure that revenues and other receipts are properly accounted for and deposited as authorized by the Board.
3. Oversee the safeguarding of the organization's funds, property, and financial assets in accordance with applicable law, Board policy, and approved budgets.
4. Oversee the accuracy and integrity of the organization's financial records, including the maintenance of complete and accurate accounts of revenues, expenditures, and obligations.
5. Ensure monthly reports on the state of VEP finances are presented to the Board at a properly noticed meeting.
6. Ensure that regular reporting on all VEP and Town Sales Tax collections is made to the Board.

## **ARTICLE IV** **CHIEF EXECUTIVE OFFICE**

### **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**

1. Directs and oversees the day-to-day operations of VEP.
2. Acts as an authorized signatory and is empowered to execute contracts, agreements, checks, banking, and other financial or legal instruments on behalf of VEP and in the ordinary course of business.
3. Regularly reports to the Board on the operation of VEP.
4. Provides recommendations to the Board on VEP policy and strategy.
5. Ensures that all marketing activities are aligned with the Program of Work (Operating Plan) as approved by the Board.
6. Ensures the approved Operating Plan is implemented per approved budget and aligns with VEP board goals.
7. Within the parameters of approved policy and budget, to hire and terminate employees or independent contractors as may be needed to support the CEO.
8. Establish the hours, salaries, and duties of VEP employees.
9. 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 are considered standing committees of VEP:

- Marketing Advisory Committee
- Nominating Committee
- Governance Committee
- Finance Committee

The membership, terms, and scope of authority of the Marketing Advisory Committee shall be established by Board policy.

### **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.

### **Section 503. Liaisons**

The Board of Directors may, by majority vote, appoint one or more agency or community liaisons to facilitate communication and coordination between the District and governmental agencies or other entities with interests related to the mission of the District. Agency Liaisons serve in an advisory and informational capacity only.

Agency Liaisons:

- a) Are not members of the Board of Directors;
- b) Shall have no voting rights;
- c) Shall not be considered officers, directors, employees, or agents of the District; and
- d) Shall not have authority to bind, obligate, or act on behalf of the District in any manner.

Term and Removal

Agency Liaisons shall serve at the pleasure of the Board and may be removed at any time by majority vote of the Board.

**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 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.

The Bylaws of VEP, and any amendments thereto, shall not become effective unless approved by resolution of both the Town of Estes Park Town Board and the Larimer County Board of County Commissioners.

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

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