

BY-LAWS OF
HAMILTON COUNTY TOURISM, INC.

ARTICLE I – OFFICES

The principal office of the Corporation shall be located in Hamilton County, Indiana.

ARTICLE II – MEMBERS

Section 1 – Membership Requirements. The Corporation shall have two classes of members. Thirteen (13) Class A members, each of whom shall be affiliated with a Hamilton County tourism attraction, hotel, restaurant, meeting facility, business or community organization or a resident of Hamilton County, shall be selected from a pool of individuals nominated by the Hamilton County Visitor and Convention Commission, Class B members, or the hospitality industry. They shall be confirmed by the existing Class A membership. Class B may be accepted from time to time upon application and resolution of the Board of Directors of the Corporation. Class B members are subject to revision on an annual basis. The Board of Directors has the power to reject any application if such rejection is deemed by the directors to be in the best interests of the Corporation.

Section 2 – Annual Meeting. The annual meeting of the Class A members of the Corporation shall be held in February of each year for the purpose of electing directors and transacting such other business as may properly come before the meeting. Class B members and members of the public may attend any meeting, and especially the annual meeting.

Section 3- Special Meetings. Special meetings of the members may be called at any time by the Board of Directors or by the Chair and shall be called by the Chair or the Secretary/Treasurer or President, or at the written request of seventy-five percent (75%) of the members.

Section 4 – Place of Meetings. All meetings of members shall be held at the principal office of the Corporation or at such other place as designated in the notices or waivers of notice of such meetings.

Section 5 – Notice of Meetings. Notice of each meeting of members, whether annual or special, shall be sent via electronic mail at least five (5) days prior to the date of the meeting and as designated by and in compliance with state law, including posting the meeting notice on the organization's industry web site.

Sections 6 – Quorum. At all meetings of members of the Corporation the presence, in person or in any manner allowed under the laws of the State of Indiana, of at least six (6) Class A members at the commencement of such meetings in person shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any member after the commencement of a meeting shall have no effect on the existence of a quorum after a quorum has been established at such a meeting.

Section 7 – Voting. Any corporate action to be taken by vote of the Class A members shall be authorized by a majority of votes cast at a meeting of members at which a quorum is present.

Section 8 – Membership List. The Secretary/Treasurer shall keep at all times at the principal office of the Corporation a complete and accurate list of all Class A members and a list of all Class B members which may be inspected by any member for any proper purpose at any reasonable time.

Section 9 –Certificate of Class B Membership. At the request of a member, the Corporation shall issue to each member a certificate signed by the Chairman, Vice Chairman or Secretary/Treasurer, stating that such person is a member of the Corporation.

Section 10 – Term of Membership, Each Class A member shall serve for a two (2) year terms. Class B memberships shall be on a calendar year basis.

Section 11 – Transfer of Membership. Memberships are nontransferable.

Section 12 – Closing of Membership Lists. The membership lists shall be closed for a period of ten (10) days prior to the date set for any meeting of members and during such period no new memberships shall be issued by this Corporation and no change of membership shall be made upon the records thereof. This shall not apply with regard to the filling of a vacancy by the Class A members which results from the termination of a member arising out of death, resignation, removal or other circumstances.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Number, Election and Term of Office.

(a) The number of the directors of the Corporation shall be no more than thirteen (13).

(b) Each person who serves on the Board of Directors of the Corporation must be a Class A member of the Corporation.

(c) Each director shall hold office for a term coterminous with that person's appointment to Class A membership until the director's successor is elected and qualified or until the director's death, resignation or removal.

(d) The President/CEO of the Corporation shall be an ex-officio member of the Board of Directors.

Section 2 – Duties and Powers. The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation, shall have the power to approve grants of money, and may exercise all powers of the Corporation, except as are expressly conferred upon or reserved to the members. They shall employ such agents and officers as they deem advisable and fix the rate of compensation, if any, of all officers, employees and agents.

Section 3 – Annual and Regular Meetings; Notice. A regular meeting of the Board of Directors shall be held immediately following the annual meeting of the members, at the place of such annual meeting of members.

(a) Regular meetings of the Board of Directors shall normally be held on the first Friday at 8:30 am at the offices of Hamilton County Tourism, Inc. or as set forth in the notice of meeting or at such other place and time as set forth in special notice. Board of Directors' meeting schedule is: February (annual meeting), March, May, June, August, October and November.

(b) Notice of any change in date or time of any regular meeting of the Board of Directors shall be designated and in compliance with state law.

Section 4- Special Meetings; Notice.

(a) Special Meetings of the Board of Directors shall be held whenever called by the Chair, by one of the officers, by the President/CEO, or by least three members of the Board of Directors at such a time and place as may be specified in the respective notices or waivers of notice thereof.

(b) Except as otherwise required by statute, notice of special meetings shall be designated and in compliance with state law.

Section 5 – Order of Meetings. At all meetings of the Board Directors, the Chair shall preside over the meeting. In the absence of the Chair, the next ranking officer or President shall preside over the meeting.

Section 6 – Quorum and Adjournments.

(a) At all meetings of the Board of Directors, the presence of six (6) members of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business.

(b) A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice until a quorum shall be present.

Section 7 – Manner of Acting.

(a) At all meetings of the Board of Directors, each director present shall have one vote.

(b) The action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8 – Vacancies. Any vacancy in the Board of Directors occurring by reason of an increase in the number of directors or by reason of the death, resignation, disqualification, or inability to act of any director, or otherwise, shall be filled for the unexpired portion of the term by remaining board members from the Class A membership based on nominations within thirty (30) days following notice from the Chair or Secretary/Treasurer of such vacancy. In the event that such appointment is not made within the thirty (30) day period, then such vacancy shall be filled by the membership by a majority vote of the then current Class A members, though less than a quorum, at any regular meeting or special meeting of the Class A members called for that purpose.

Section 9 – Resignation. Any director may resign at any time by giving written notice to the Chair, Secretary/Treasurer or President/CEO of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Chair, Secretary/Treasurer or President/CEO, and the acceptance of such resignation shall not be necessary to make it effective.

Section 10 – Salary. No compensation shall be paid to directors except that directors may be reimbursed for out-of-pocket expenses at the discretion of the Board of Directors.

Section 11 – Removal. Any director may be removed for: 1) cause, or 2) the failure to attend any three (3) consecutive meetings of the Board during the calendar year, at any time at any regular meeting or at a special meeting of the members of the Class A members by the directors called for such purpose by the affirmative vote of a simple majority of Class A members.

Section 12 – Contracts. No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm association or entity in which one or more of the directors is a director or officer or is financially interested shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors which authorizes, approves or ratifies such contract or transaction or because director (s) votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; and

(b) The contract or transaction is fair and reasonable to the Corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, which authorizes, approves or ratifies such contract or transaction.

Section 13 – Executive Committee The Board of Directors may designate the officers of the Corporation to constitute an executive committee, who shall have and exercise such authority as the Board of Directors may authorize by specific resolution regarding the operations and the management of the Corporation. The executive committee includes the Chair, Vice Chair and Secretary/Treasurer and may include, for planning purposes and for the purpose of reviewing the President/CEO's performance, two Directors at Large chosen by the Board of Directors during the annual meeting.

Section 14 – Other Committees. The Board of Directors may, by resolution, designate from among its members and members of the public, any committee to aid the Board in the management of the Corporation, each consisting of three (3) or more members.

Each such committee shall only have such powers and authority as may be specifically provided in the enabling resolution. Each such committee shall serve at the pleasure of the Board. Committees may include but are not limited to such as: marketing, community relations and finance.

ARTICLE IV – OFFICERS & PRESIDENT/CEO

Section 1 – Number, Qualifications, Election and Term of Office

(a) The Executive Committee of the Corporation shall consist of a Chair, a Vice Chair, a Secretary/Treasurer and two Directors at Large as are elected by the Board of Directors. The Immediate Past President also may serve as a member of the Executive Committee.

(b) The officers of the Corporation shall be elected by the Board of Directors at the annual meeting. All officers shall be chosen from among the Directors.

(c) Each officer and member of the Executive Committee shall remain members of the Executive Committee until the annual meeting of the Board of Directors next succeeding the Committee member's election and until the Committee member's successor shall have been elected and qualified; or until the Committee member's death, resignation or removal. Each officer and each Director-at-Large shall be eligible to serve in that position for two consecutive years.

(d) The President/CEO is appointed by the Board of Directors and shall continue to serve until his/her successor is named or replaced. The President/CEO shall be reviewed by the Executive Committee of the Board of Directors, after input from the full Board of Directors, and shall be responsible for setting compensation.

Section 2 – Chair. The Chair shall preside at all meetings of members and directors, discharge all the duties of a presiding officer and perform such other duties as this Code of By-Laws provides or the Board of Directors may prescribe by resolution.

Section 3 – Vice Chair. The Vice Chair shall perform all duties incumbent upon the Chair upon the absence or disability of the Chair and perform such other duties as this Code of By-Laws may require or the Board of Directors may prescribe.

Section 4 – Secretary/Treasurer. The Secretary/Treasurer shall attend all meetings of the Board of Directors and review and approve all minutes and financial reports for presentation to the Board of Directors. The minutes of the Corporation, and other corporate documents, shall be maintained under the direction and control of the Secretary/Treasurer at the principal offices of Hamilton County Tourism, Inc. The Secretary/Treasurer shall perform such other duties as his Code of By-Laws may require or the Board of Directors may prescribe. The Secretary/Treasurer shall review and approve records of accounts, prepared by staff, showing accurately at all times the financial condition of the Corporation and shall have authority and control over disbursements and investments and shall oversee deposits. The Secretary/Treasurer

shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation.

Section 5 – Delegation of Authority. In case of the absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any director for the time being provided a majority of the Board of Directors concurs therein.

Section 6 – Execution of Documents. Unless otherwise provided by the Board of Directors in the corporation's financial policy, all significant contracts, leases, commercial paper and other instruments in writing and legal documents shall be signed by the Chair. All loan agreements, bonds, deeds and mortgages shall be signed by the Chair and attested to by the Secretary/Treasurer. Any contracts included in the Corporation's annual marketing plan or other annual operating agreements, which is are approved by the Corporation's the Board of Directors, may be signed by the President/CEO. All checks, drafts, notes and orders for the payment of money for items totaling \$1,999 or less shall be signed by the President/CEO or Vice President of the Corporation; all checks, drafts, notes and orders for the payment of money for items totaling \$2,000 or more shall be signed by at least one officer of the Corporation and either the President/CEO or Vice President.

Section 7 – Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, to the Chair, Vice Chair, Secretary/Treasurer or President/CEO of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 8 – Removal. Any officer may be removed, either with or without cause, and a successor elected by the simple majority vote of the Board of Directors at any time.

Section 9 – Vacancies. A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by a majority vote of the Board of Directors.

Section 10 – Sureties and Bonds. In case the Board of Directors shall so require, any officer, employee, or agent of the Corporation shall execute to the Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his hands.

ARTICLE V – FISCAL YEAR

The corporation shall act on a calendar year basis.

ARTICLE VI – CORPORATE SEAL

There shall be no corporate seal.

ARTICLE VII – AMENDMENTS

The By-Laws of the Corporation may be amended from time to time by the Board of Directors. Amendments to the by-laws shall be introduced at a meeting of the Board of Directors and approved at the meeting immediately following.

ARTICLE VIII - INDEMNIFICATION

(a) The Corporation shall, in the discretion of the director or directors, indemnify any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made or threatened to be made a party by reason of being or having been in any such capacity or arising out of his status as such, except in relation to matters as to which he is adjudged in such action, suit or proceeding, civil or criminal, to be liable for negligence or misconduct in performance of a duty to the Corporation.

(b) The Corporation shall, in the discretion of the director or directors purchase and maintain insurance on behalf of any person who is or was a director, office, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under other provisions governing corporate operations.

ARTICLE IX – PURPOSE

The Corporation is organized for the purpose of the promotion and encouragement in Hamilton County, State of Indiana, of conventions, trade shows, visitors, tourism, festivals and other special events in Hamilton County as well as to support destination development of the community.

Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of an organization set forth in

Section 501 © (6) of the Internal Revenue Code of 1986 and the regulations there under as the same now exist or as they may be hereafter amended from time to time.

ARTICLE X – CORPORATE BOOKS

Section 1 – Place of Keeping. Except as otherwise provided by these By-Laws, the books and records of the Corporation shall be kept at the principal office of Hamilton County Tourism, Inc.

Section 2 – Membership List. The original or duplicate membership list shall be kept at the principal offices of the Corporation unless the Board of Directors otherwise may provide. The membership list shall consist of a complete and accurate membership list alphabetically arranged giving the names and addresses of all members.

Last Updated October 2009.

Updated May 2018.

Hamilton County Tourism, Inc.
37 E. Main Street
Carmel, IN 46032
(317) 848-3181 phone
(317) 848-3191 fax
VisitHamiltonCounty.com