

**BY-LAWS  
OF THE PARK CITY AREA  
CHAMBER OF COMMERCE/ CONVENTION  
& VISITORS BUREAU, INC.**

**ARTICLE I  
NAME, LOCATION AND PURPOSE**

Section 1. Name. The name of this incorporated organization shall be the Park City Area Chamber of Commerce/Convention and Visitors Bureau, Inc. (hereinafter called the "Chamber/Visitors Bureau.")

Section 2. Location. The principal administrative office of the Chamber/Visitors Bureau shall be 1850 Sidewinder Drive, #320, Park City, Utah 84060, or such other location as may be designated by the Board of Directors.

Section 3. Purpose. The purpose of the Chamber/Visitors Bureau shall be within the law as provided in the Articles of Incorporation (excluding any activities jeopardizing tax-exempt status under Section 510 (c) (6) of the Internal Revenue Code) which may include, not as a restriction or enlargement, but as illustrative thereof:

*Promote the Park City/Summit County Area as an historic mountain resort destination with an ongoing Olympic legacy. Enhance the resort experience and be an advocate for a vibrant, healthy economy.*

**ARTICLE II  
MEMBERSHIP**

Section 1 (re-designated). Applications. Applications for membership shall be made in writing to the Board of Directors. Submission of an application shall constitute acceptance by the applicant of the purposes of the Chamber/Visitors Bureau as set forth in these Bylaws and an agreement to comply with the Bylaws, rules, and regulations of the Chamber/Visitors Bureau. The Board of Directors shall have broad discretion in determining whether an applicant satisfies the criteria for admission as a Full Member or an Associate Member.

Section 2 (re-designated). Classes of Members. The corporation shall have two classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- (a) Full Members. All business entities either fully or partially located within the boundaries of Summit County may be admitted as Full Members to the Park City Chamber/Visitors Bureau subject to the requirements set forth in these By-Laws and any exceptions listed herein. If the business is only partially located within the boundaries of Summit County, then the remainder of the business not located in Summit County must be contiguous to and adjoining the portion of the same business that is located in Summit County in order to be admitted as a Full Member. Businesses meeting this geographic requirement, engaged in the nightly accommodation rental business that pay Transient Room Taxes to another county because of the physical location of their rooms, shall pay a negotiated amount to the Park City Chamber/Visitors Bureau. Other businesses of any kind, regardless of what County they are in and regardless of Transient Room Taxes, that are located within Businesses meeting this geographic requirement and/or that are advertised or promoted in any way as being related to the Business meeting this geographic requirement, cannot separately join the Park City Chamber/Visitors Bureau as a Full Member.

In order to be eligible for membership, businesses meeting this geographic requirement must first enter into a written, fully executed agreement with the Park City Chamber/Visitors Bureau and whomever else the Park City Chamber/Visitors Bureau may deem necessary. In order to enter into such an agreement, Businesses meeting this geographic requirement must obtain the Park City Chamber/Visitor Bureau Board of Director's approval by vote. Any such agreement shall be developed by the President and CEO of the Park City Chamber/Visitors Bureau. The agreement shall be for a specific period of time and, in order to be renewed, such Businesses must enter into a new written, fully executed agreement and obtain approval from Park City Chamber/Visitors Bureau Board of Directors. In no event shall the Park City Chamber/Visitors Bureau be obligated or required to grant Full Membership to such Businesses and/or enter into any Agreement with any such Businesses.

Full Members in good standing shall be entitled to the following benefits:

- (1) A list of all members of the Chamber/Visitors Bureau;
- (2) Chamber/Visitors Bureau newsletters and other publications;
- (3) Participation in Chamber/Visitors Bureau social events for members;
- (4) Attendance at membership meetings;

(5) The right to vote at membership meetings and on all matters requiring membership vote;

(6) The right to serve on Chamber/Visitors Bureau committees and task forces; and on the Board of Directors;

(7) The right to participate in educational seminars and programs of the Chamber/Visitors Bureau;

(8) The right to participate in Chamber/Visitors Bureau marketing programs, including but not limited to co-operative advertising programs, brochure listings, familiarization tours and trade shows. (Members whose products or services extend beyond Summit County may only promote the Summit County portion of their products or services in Chamber/Visitors Bureau marketing and advertising programs.)

(9) Business brochure distribution through the Chamber/Visitors Bureau information centers.

(b) Associate Members: Persons or business entities not doing business primarily in Summit County whom the Board of Directors finds, in its sole discretion, do not qualify for Full Membership, may not be admitted as Full Members but shall be admitted to the Chamber/Visitors Bureau as Associate Members.

Associate Members shall be entitled to the same benefits accorded Full Members except the following:

(1) Associate Members shall not be entitled to vote at membership meetings or on any other matters requiring membership vote,

(2) Associate Members shall not be entitled to serve on Chamber/Visitors Bureau committees, task forces, or to serve on the Board of Directors unless specifically approved by the Board of Directors.

(3) Associate Members shall not be entitled to participate in Chamber/Visitors Bureau marketing programs, co-operative advertising programs, brochure listings, special events, trade shows and familiarization tours as described in (i) above except upon approval of the Executive Committee or the Board of Directors when it is determined that such participation will not be detrimental to Summit County's interests or the interests of the Full Members as a group. Associate Members may be subject to additional fees for participation in these programs.

Section 3. Delinquent Accounts, Suspension and Forfeiture of Membership. Annual dues shall be payable on the date of submission of the membership application, and each anniversary thereafter. Any member account shall be delinquent if it is past due more than 30 days and interest can accrue at a rate determined by the Executive Committee.

If a member account, including all accrued interest is past due more than 60 days, the membership shall be forfeited. Interest if assessed shall cease to accrue at the time the membership is forfeited, but the delinquent account, including all accrued interest, shall remain due and payable.

The Board of Directors shall have the authority to determine the conditions for reinstatement of any member whose membership has been forfeited due to non-payment of an account.

Section 4. Resignation. All resignations shall be tendered to the Chamber/Visitors Bureau in writing.

Section 5. Expulsion. Any member may be expelled for cause by resolution passed by two-thirds of the entire Board of Directors. Such member as well as every Director shall be notified at least 72 hours in advance of the intention for the Board of Directors to consider his expulsion and shall be given the opportunity of a hearing before the Board of Directors. Passage of such resolution shall, without other action on the part of the Board of Directors, terminate such membership. The Board of Directors shall have the sole authority to determine the conditions for reinstatement of any member who has been expelled under this section.

Section 6. Termination. The death, resignation, forfeiture or expulsion of a member shall terminate his/her membership.

### ARTICLE III MEMBERSHIP MEETINGS

Section 1. Annual Meeting. An annual meeting of the membership shall be held in July of each year.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the Chairperson, the President and CEO, the Board of Directors or not less than one-tenth of the full members.

Section 3. Notice. Notice of membership meetings shall be given by mailing such notice to the members in good standing whose names appear upon such rolls not less than ten (10) days before the date of the meeting. In the case of a Special Meeting, the purpose of the meeting shall be stated in the notice.

Section 4. Membership Quorum and Voting. The voting members present at any meeting of the membership shall constitute a quorum, and the majority of the quorum shall control.

## ARTICLE IV BOARD OF DIRECTORS

Section 1. Composition of the Board. The Board of Directors shall be composed of no less than eighteen (18) elected directors, one (1) permanent non-elected/voting director, and four (4) ex-officio/non-voting directors (as specified in Section 3 below). The elected directors shall serve four-year terms.

A member who serves his/her fourth year on the Board as Chairperson may remain on the Board for one additional year (up to five (5) consecutive years) and a member who serves his/her fourth year on the Board as Chairperson-elect may remain on the Board for two additional years (up to six (6) consecutive years.)

Section 2. Selection and Election of Directors:

(a) Nominating Committee. At a regular March Board meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of eight members of the Chamber/Visitors Bureau. This nominating committee shall consist of the Current Chairperson, the Past Chairperson, the Chairperson-Elect, two Board members and three members at large. A majority of the members named to the Nominating Committee shall represent member businesses whose primary focus is tourism. Those members whose primary focus is tourism shall be defined as mountain resorts, hotels, lodging management companies, restaurants and other tourism services such as transportation, tour operations, recreational or cultural attractions (i.e. those whose primary customer base is the visitor to the Park City area.) The Past Chairperson shall be the chairperson.

The Nominating Committee shall solicit applications for candidates for the Board of Directors. Prior to May 15, the Nominating Committee shall present to the President and CEO a slate of approximately twice the number of candidates as there are open seats to replace the Directors whose regular terms are expiring. Each candidate must be a member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served a four-year term shall be eligible to serve on the Board again until a period of one (1) year has elapsed.

(b) Publicity of Nominations. Upon receipt of the report of the nominating committee, the President and CEO shall immediately notify the membership of the names of persons nominated as candidates for the Board of Directors and the right of petition described below.

(c) Nominations By Petition. Full members who applied for consideration by the

nominating committee for the slate of candidates but not selected for that slate may petition to be added to the ballot. The petition must bear the genuine signatures of at least 5% of the full members in good standing. Such petition shall be filed with the Chairman of the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the validity of the petition(s) shall be final.

The names of all candidates, including additional candidates nominated by petition, shall be arranged on a ballot in alphabetical order. Cumulative voting shall not be permitted. The President and CEO shall notice this ballot to all full members in good standing at least fifteen (15) days before the regular June Board Meeting.

The ballots shall be marked in accordance with instructions printed on the ballot. Members shall have at least ten days to vote and submit their ballot. The Board of Directors shall at their regular June Board meeting declare the candidates with the greatest number of votes, elected. In the event of a tie, the Board of Directors shall either break the tie by vote of the directors, or shall create and designate such additional directorships as are necessary to enable each of the tied candidates to be seated as Directors.

(d) Permanent Non-Elected/Voting Director. The Summit County Manager shall be a permanent non-elected/voting director.

Section 3. Ex-Officio/Non-Voting Directors. Four (4) members of the Board of Directors shall be ex-officio/non-voting Board Members. These positions shall be filled by a representative from Park City (Mayor or City Council Member); a representative from Summit County Council; a business representative from a Summit County area outside of the Park City limits as appointed by the Summit County Council; and a member of the Park City Board of Education or Superintendent. These appointments are standing one (1) year positions made in cooperation with the respective representative group. The Corporation shall contact each representative group to secure the appointment of its representative.

3a. The Board of Directors may also designate local organizations that may hold an ex-officio/non-voting seat on the Board of Directors. If designated, these seats may be a one-year appointment consistent with the Corporation's fiscal year. The Nominating Committee may recommend local organizations for ex-officio designation by the Board of Directors and, once designated, the Corporation shall contact each organization to secure a representative.

Section 4. Seating of New Directors. All newly elected Board Members shall be seated at the regular July Board meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the newly elected Board Members are seated.

Section 5. Change in Membership During Term. In the event that a member of the Board of Directors should change his/her employment during the term of the directorship, the member

shall be entitled to retain his/her directorship, so long as he/she remains, or his/her employer is or becomes a full member in good standing within 60 days.

Section 6. Vacancies. In the event of a vacancy on the Board of Directors, the Board of Directors shall by a majority vote of those voting members present at the meeting appoint a replacement director to serve for the balance of the term of the predecessor in office.

Section 7. Policy. The government and policy-making responsibilities of the Chamber/Visitors Bureau shall be vested in the Board of Directors which shall control its property, be responsible for its finances and direct its affairs.

Section 8. Management. The Board of Directors shall employ a President and CEO whose responsibilities are defined in Article V.

(a). With input and direction from the Executive Committee, the Chairperson shall conduct an annual written performance appraisal and salary review for the President and CEO each May. At that time any adjustments if any to compensation as well as bonus payment will be determined.

(b). Every three years, beginning in 2011, the Executive Committee will review the salary range and benefits currently in place for the President and CEO to determine if an adjustment is warranted.

Section 9. Indemnification.

A. Indemnity Insurance. To the extent permitted by Utah law, the Chamber/Visitors Bureau shall purchase and maintain insurance to indemnify the directors, officers, employees and agents of the Chamber/Visitors Bureau against any liability asserted against such persons arising out of their status with the Chamber/Visitors Bureau. The amount and scope of coverage shall be within the sole discretion of the Board of Directors.

B. Director Liability. The members of the Board of Directors shall not be liable to the Chamber/Visitors Bureau for monetary damages for any action taken, or any failure to take any action, unless the action or inaction constitutes self-dealing, willful misconduct or recklessness. Any repeal, amendment, or modification of this Article shall be prospective only and shall not increase but may decrease a director's liability with respect to actions or failures to act occurring prior to such change. To the extent permitted by Utah law, the Chamber/Visitors Bureau may, by majority vote of the Board of Directors, provide for indemnification by the Chamber/Visitors Bureau of any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors of the Chamber/Visitors Bureau, except in relation to matters as to which such director or directors shall be adjudged in such action, suit or

proceeding to be liable for negligence or misconduct in the performance of any duty and as to such matters as shall be settled by agreement or stipulation predicated on the existence of such liability for negligence or misconduct.

C. Volunteer Liability. Persons providing services to the Chamber/Visitors Bureau without compensation, whether as a director, committee member, member-at-large, or otherwise, shall be considered as “volunteers” within the meaning of Section 78-19-1 et seq. of the Utah Code Annotated. Unless specifically notified to the contrary by a written resolution of the Board of Directors, all Chamber/Visitors Bureau volunteers are deemed to know and understand that the Chamber/Visitors Bureau does maintain liability insurance or other financially secure source of recovery sufficient to invoke the protections of Section 78-19-1, et seq. of the Utah Code Annotated.

Section 10. Meetings and Penalties. The Board of Directors shall hold regular meetings at least quarterly at a day and hour deemed to be most acceptable to a majority of the Board. Notice of regular meetings shall be given at least three days before the date of the meeting. Special meetings of the Board of Directors may be called whenever necessary in order for it to fulfill its function. Such meetings of the Board of Directors may be called by the Chairperson or by the President and CEO upon the written request of any seven voting Directors. Notice of a meeting may be given in writing or by telephone.

If any elected voting member of the Board of Directors should miss more than four meetings during a twelve month period beginning each July, the President and CEO shall notify the member that he/she has relinquished the right to continue to hold a seat on the Board of Directors. That Board member may then petition the Executive Committee, submitted to the President and CEO at least ten (10) days prior to the next meeting of the Board, for reinstatement. The Executive Committee shall grant the petition for reinstatement only where it finds that circumstances warrant such action.

If an ex-officio member of the Board of Directors should miss more than four meetings during a twelve month period beginning each July, then the President and CEO may notify that organization and request that another representative be named.

Section 11. Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum. The majority of such a quorum shall control.

Section 12. Representation on the Board of Directors. It is the intention of the Chamber/Visitors Bureau that the Board of Directors represents a broad cross-section of the membership and the community. There should be active solicitation to attain and maintain representatives from the following areas:

Mountain Resorts	Hotels	Real Estate	Local & Professional Services
Lodging Management	Retail	Restaurants	Other Tourism Services



Section 13. Compensation. Directors as such shall not receive any stated salaries for their services but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Chamber/Visitors Bureau in any other capacity and receiving compensation therefore.

Section 14. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

## ARTICLE V OFFICERS

Section 1. Officers. The officers of the Chamber/Visitors Bureau shall be a Chairperson, Chairperson-Elect, Immediate Past Chairperson one or more Vice Chairperson (the number thereof to be determined by the Board of Directors), a Secretary/President and CEO, a Treasurer, and such other officer as may be elected in accordance with the provisions of this Article.

Any two or more offices may be held by the same person, except the offices of Chairperson and Secretary.

Section 2. Qualification/Manner of Election/Term. An individual must be a member of the Board of Directors or active in Chamber/Visitors Bureau committees to serve as an officer of the Corporation, excepting that the Secretary/President and CEO need not meet that criteria.

The officers of the Chamber/Visitors Bureau shall be elected annually by the Board of Directors at the regular June Board of Directors meeting. Recommendations shall be made to the Board by the Nominating Committee. A majority of the officers recommended by the Nominating Committee shall represent member businesses whose primary focus is tourism as defined in Section 2 (a) of Article IV hereof.

Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Duties of Officers. The Officers of the Chamber/Visitors Bureau along with several members of the Board of Directors shall constitute the Executive Committee of the organization.

A. Chairperson. The Chairperson shall serve as the Chief Elected Officer of the Chamber/Visitors Bureau and shall preside at all meetings of the membership, Board of Directors, and Executive Committee.

The Chairperson may execute documents on behalf of the Chamber/Visitors Bureau, with the co-signature of the President and CEO.

The Chairperson shall, with the advice and counsel of the Executive Committee and the President and CEO, determine all committees, select all committee leaders, and assist in the selection of committee personnel, subject to the approval of the Board of Directors. All committees, committee leaders and committee personnel shall be selected in accordance with the guidelines established in the Chamber/Visitors Bureau's annual and long-term marketing plans.

B. Treasurer/Chair Elect. The Treasurer/Chair Elect shall be responsible for the safeguarding of all funds received by the Chamber/Visitors Bureau and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the President and CEO or, in the absence of either or both, by any two (2) Officers or staff members as approved by the Executive Committee. The Treasurer shall cause a monthly financial report to be made to the Board.

The Treasurer/Chair Elect shall exercise the powers and authority and perform the duties of the Chairperson in the absence or disability of the Chairperson.

He or she shall succeed as Chairperson the following year. If the Chairperson Elect cannot serve as Chairperson, the Board of Directors shall elect another Director to succeed as chairperson.

C. Secretary/President and CEO. The President and CEO shall be the chief administrative and executive officer. The President and CEO shall serve as Secretary to the Board of Directors, and cause to be prepared notices, agendas, and minutes of meetings of the Board.

The President and CEO shall serve as advisor to the Chairperson on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the Chairperson of the Chamber/Visitors Bureau.

The President and CEO shall be a non-voting member of the Board of Directors, the Executive Committee and all committees.

With assistance of the Executive Committee, the President and CEO shall be responsible for administration of all programs in accordance with the policies and regulations of the Board of Directors.

The President and CEO shall be responsible for hiring, discharging, directing and

supervising all employees.

With the guidance and approval of the Executive Committee, the President and CEO shall be responsible for the preparation of an operating budget covering all activities of the Chamber/Visitors Bureau, subject to approval of the Board of Directors. The President and CEO shall also be responsible for all expenditures with approved budget allocation.

The President and CEO may execute documents on behalf of the Chamber/Visitors Bureau, with the co-signature of the Chairperson.

Section 4. Removal. Any officer may be removed for cause by resolution passed by two-thirds of the entire Board of Directors at any meeting called for this purpose. Such Officer shall be notified of the intention of the Board of Directors to consider his removal and shall be given the opportunity of a hearing before the Board of Directors.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## ARTICLE VI EXECUTIVE COMMITTEE

Section 1. Committees. The Board of Directors shall create all committees and task forces which it deems necessary or reasonable for the efficient operation of the Chamber/Visitors Bureau. A majority of representatives to committees that directly affect tourism marketing shall represent member businesses whose primary focus is tourism as defined in Section 2. (a) of Article IV hereof.

Section 2. Executive Committee. There shall be an Executive Committee which shall be comprised of the officers of the Corporation and other Board members as recommended by the Nominating Committee and approved by the Board of Directors. The Executive Committee shall be up to eight (8) people in number plus the President and CEO and Summit County Manager. The Executive Committee (1) may have and may exercise all the authority vested in the Board of Directors as if they were regularly convened, except where otherwise provided in these By-Laws and Articles of Incorporation, and (2) shall make recommendations to the Board of Directors regarding the conduct, management and control of the affairs and business of the Corporation, and (3) shall not have authority to amend these By-Laws nor dissolve the Corporation.

Section 3. Quorum. A majority of the Executive Committee constitutes a quorum, and the act of a majority of the members at which a quorum is present shall be the act of the Committee.

Section 4. Votes. Each Executive Committee member shall be entitled to one vote, with the

exception of the President and CEO who shall be a non-voting member.

Section 5. Attendance. If any member of the Executive Committee should miss more than three regular meetings of the Executive Committee during a twelve month period beginning each July, then, at the discretion of the Executive Committee, that member shall be considered to have relinquished the right to continue to hold a seat on the Executive Committee.

## **ARTICLE VII** **BUDGET-DUES STRUCTURE**

Section 1. Dues. The annual dues and membership fees shall be set by the Board of Directors.

Section 2. Financial Obligations. Members must satisfy all outstanding financial obligations owing to the Chamber/Visitors Bureau before participation in future programs is approved.

Section 3. General Fund. All financial receipts shall be part of the corporation. However, separate records shall be kept for administrative expenses and promotional activities. Also, where appropriate, funds earmarked for a particular purpose shall be separately accounted for.

Section 4. Fiscal Year. The fiscal year of the Chamber/Visitors Bureau shall be from July 1 through June 30.

## **ARTICLE VIII** **DEBTS AND OBLIGATIONS**

Section 1. Creation of Debts and Obligations. No debt or obligation whatsoever for the payment of money or other things of value shall be created or incurred by any officer or employee or agent of the Chamber/Visitors Bureau, or other person. No money shall be appropriated or paid out; and no contract or other act whatsoever of any officer or employee or agent of this Chamber/Visitors Bureau, or other person, by the terms or result of which any debt or obligation whatsoever is created, or attempted to be created, shall be in any manner binding upon the Chamber/Visitors Bureau unless the same is authorized by provision therefor in the budget of the corporation, or unless the same respectively be authorized and directed or ratified by the Board of Directors in a meeting called for that purpose.

Section 2. How made. All bills payable, notes, checks, drafts, warrants, or other negotiable instruments of the corporation shall be made in the name of the corporation, and shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**ARTICLE IX**  
**PARLIAMENTARY RULES - LIMITATION**

Section 1. Procedure. The proceedings of all meetings shall be governed by and conducted according to Robert's Manual of Parliamentary Rules.

Section 2. Limitation. The Park City Area Chamber of Commerce/Convention & Visitors Bureau, Inc. shall, in all of its activities, be non-partisan, non-sectarian, and non-discriminatory.

**ARTICLE X**  
**AMENDMENTS**

These By-Laws may be amended by a majority of the voting members of the Board of Directors or by a majority vote of the full members present at any regular or special meeting; except that Bylaws pertaining to the qualifications, voting rights and privileges of members and the termination or forfeiture of memberships shall not be amended or repealed unless such change receives at least a majority of the votes which the members present at any regular or special meeting are entitled to cast. Written notice of the proposed Bylaw change has been given to each member at least ten (10) days in advance.

**ARTICLE XI**  
**WAIVER OF NOTICE/ADDITIONAL TIME FOR NOTICE BY MAIL**

Section 1. Waiver. Whenever any notice is required to be given to any member or Director of the Corporation under the provisions of the Utah Non-Profit Corporation and Cooperative Association Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2. Notice by Mail. Whenever notice is given by mail, an additional three days shall be added to the time set forth for such notice to allow for delivery. Materials shall be considered delivered, if mailed, when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Dated:            January 6, 2015

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William F. Malone, Secretary