

**RIO GRANDE COUNTY TOURISM BOARD
BY-LAWS**

ARTICLE I – NAME

The name of the organization is the Rio Grande County Tourism Board

ARTICLE II – OBJECTIVES AND PURPOSES

The Rio Grande County Tourism Board is organized under Senate Bill No. 23 Section 1.30-11-107.5 pursuant to the action of the Rio Grande County Commissioners for the purpose of administering the county lodging tax tourism fund. The purposes are restricted to advertising and marketing tourism for the benefit of those unincorporated areas and municipalities from which the lodging tax originated.

ARTICLE III – BOARD DIRECTORS

Section 1. The management and administration of the affairs of this Board shall be governed by a board of directors consisting of nine (9) directors: consisting of three (3) each from the communities of Monte Vista, Del Norte and South Fork and shall be appointed by the County Commissioners for a term of three (3) years. The County Commissioners may reappoint directors after a review. Members will comply with the Rio Grande Tourism Board Code of Conduct and Ethics (Appendix A)

Section 2. The Board reports to and is responsible to the County Commissioners; however, for administrative purposes and ease of communications, the Commissioners may appoint an individual Commissioner to act as liaison to the Tourism Board. The Commissioner appointed as liaison will be a non-voting participant in Board activities.

Section 3. The Board of Directors may contract outside professional services, including a recording secretary or secretarial service who shall attend all meetings and be responsible for the correspondence, mailings, phone messages, maintenance of records and any other services the Board may deem necessary to the operation of the Board.

Section 4. Each Board member shall not, without approved cause, miss three (3) consecutive meetings annually. Failure to comply with this requirement will mean automatic removal from the Board of Directors, with replacement procedures subject to the approval of the Rio Grande County Commissioners. Members not able to be physically present may participate in a meeting by electronic means.

Section 5. One (1) alternate will be appointed per community. Said alternate will replace one (1) representative, when said representative is not in attendance, and will have the power to vote at a regular meeting, giving a total of no more than three (3) votes per each community.

- a) The appointment process of the alternate will be the same as for a regular representative. Attendance and any other requirements stated in the by-laws also apply to the alternate.
- b) In the event that one of the regular representatives resigns or can no longer fill their position, the alternate shall become the representative for that town to complete the balance of that Director's term and a new alternate will be appointed.

ARTICLE IV – OFFICERS

Section 1. The elected officers of the Board shall be a Chair, a Vice Chair, a Secretary and a Treasurer. The Secretary and Treasurer may be the same person. Officers shall serve for a period of one (1) year. The officers shall be elected annually at the November meeting and will take office at the January meeting, and shall hold office till their successors have been elected and qualified.

- a) It is recommended that directors serve for a period of one year before they are selected to hold an officer position.

Section 2. Officer Duties

- a) Chair. It shall be the duty of the Chair to preside at all meetings of the Board of Directors, and call special meetings whenever necessary. The Chair may attend all meetings of all committees except the Nomination Committee meeting for the Board Officer nominations. The Chair should work closely with the Vice Chair to groom them for the position of Chair.
- b) Vice Chair. The Vice Chair shall perform all the duties of the Chair in the event of the absence or inability of the Chair to perform his or her duties. The Vice Chair will automatically be considered for nomination to the Chair position, so they are encouraged to work closely with the Chair to prepare for this office.
- c) Secretary. The Secretary shall keep, or cause to be kept, the minutes and records of the Board. The Secretary is encouraged to learn the duties of the Treasurer so he/she can assume the duties of the Treasurer in their absence. The Secretary will be responsible for reviewing/overseeing the services contracted by the Board; in the event of a contracted secretary these oversight duties will be performed by the Treasurer.
- d) Treasurer. The Treasurer shall keep, or cause to be kept, accurate records and accounts of the contributions to and receipts of the Board, and records of all disbursements. The Treasurer will prepare and present the financial reports at the monthly meetings.

ARTICLE V –NOMINATIONS AND ELECTIONS

Section 1. The nominating Committee shall consist of three (3) members of the Board of Directors, one (1) from each of the three (3) participating communities. No officers shall be members of the Nominating Committee and no officers shall attend Nominating Committee meetings for the nomination of officers.

Section 2. The Nominating Committee shall nominate one or more candidates for each office of the Board of Directors. The Nominating Committee shall make its recommendations to the Board; however nominations are not limited to the recommendations.

Section 3. The officers of the Board shall be elected by a majority vote of the Board at the November meeting.

ARTICLE VI – STANDING COMMITTEES

In addition to the Nominating Committee provided for above, the Board has the power to create standing committees to be chaired by Board members as appointed by the Chair.

ARTICLE VII – MEETINGS

Section 1. The annual meeting of the Board of Directors shall be held at the regular meeting in the month of November.

Section 2. There shall be regular monthly meetings of the Board of Directors (except that there shall be no meetings in the months of July and December). The dates of the regular meetings shall be set by the Board and shall be to conduct among other business:

- a) Establish standing committee membership for the year
- b) Deal with general policies and problems of the current year
- c) At the August meeting discuss a budget for the coming year
- d) At the October meeting approve the budget for the next fiscal year to be forwarded to the County Commissioners for final approval.
- e) At the November meeting elect officers for the next year and review the final financial statements from the current fiscal year.

Section 3. Notice of each meeting will be sent by electronic means with the minutes of the previous meeting and the Directors will be contacted by phone at least one day prior to the meeting.

Section 4. Special meetings of the Board shall be called by the Chair (or in the absence of the Chair, the call of the Vice Chair) or upon written notice of the members of the Board. Notice of a special meeting shall be given not less than three (3) days prior to the date of such meeting. Such notice shall be deemed given when deposited in the United States mail postage prepaid or when a Director is contacted by electronic means.

Section 5. The place and time of all special meetings shall be fixed by the Board at their discretion.

Section 6. The business of each meeting shall be limited to items on the agenda as established at the beginning of each meeting or as stated in the notice of any special meeting.

- a) Any Director may add items to the agenda by contacting the Chair prior to the meeting or at the meeting prior to approval of the agenda.

- b) Items from community members may be added to the agenda by contacting the Chair or a Director prior to the meeting and final approval of the agenda.
- c) No action involving the distribution of funds or amending the by-laws shall be taken unless such an item is properly on the agenda in accordance with this paragraph.
- d) All funding requests will be considered in accordance with the Tourism Board's Granting Policy (Appendix B).

Section 7. All meetings shall be open to the public. Non-Directors who wish to address the meeting may ask to be placed on the agenda prior to the meeting.

Section 8. Five (5) members of the Board, of which one (1) must be an officer, shall constitute a quorum. When a quorum is present, a majority of the directors present shall decide any questions brought before such meeting except as otherwise provided by these by-laws.

ARTICLE VIII – FISCAL YEAR

The fiscal year for the Rio Grande County Tourism Board shall be January 1 through December 31.

ARTICLE IX – AMMENDMENTS

These By-Laws may be amended at any regular meeting or any special meeting, by a majority of the Board of Directors. The notice of such meeting, whether regular of special, shall state any proposal to amend these By-Laws. Proposed changes to the By-Laws must be presented and discussed at a meeting prior to the meeting in which they are adopted. A copy of the proposed By-laws will be forwarded to the County Commissioners for final approval.

ARTICLE X – FINANCIAL REPORTS

A financial report of the operation of the Rio Grande County Tourism Board shall be furnished monthly from the records of the Rio Grande County Commissioners. Additional summaries of the financial expenditures of the operation of the Rio Grande County Tourism Board shall be presented upon request of the Rio Grande County Tourism Board.

Approved by Rio Grande County Tourism Board on 30 November 2012

Signed:

Martin Danko, Chair
5 January 2013