

**HAGERSTOWN/WASHINGTON COUNTY
CONVENTION AND VISITORS BUREAU, INC.
BY-LAWS**

Article I--Name, Purpose, and Mission

Section 1: Name: This organization is incorporated under the laws of the State of Maryland and shall be known as the Hagerstown/Washington County Convention and Visitors Bureau, Inc., hereinafter referred to as the "Bureau".

Section 2: Mission: The Mission of the Bureau shall be to accelerate the economic development of Washington County, Maryland, by promoting travel and tourism. The Bureau shall promote attractions, events, accommodations and visitor services and develop new products to establish our community as a preferred destination to travelers.

Section 3: Limitations: The Bureau shall be maintained as a not-for-profit organization and shall not discriminate because of political affiliation, religion, race, creed, sex, age, or in any way as defined by the laws of the State of Maryland and the United States of America.

Article II--Membership

Section 1: Definition of Membership: Membership shall mean the person, association, corporation, partnership or estate which pays the appropriate dues as established by the Board of Directors, hereinafter referred to as the "Board".

A member shall be a key person currently employed by a membership and empowered by that membership as its voting representative. The member of an individual membership shall be the membership.

Members shall mean those persons who are designated by the member firms as voting representatives, or in the case of an individual who pays dues, that individual.

Members in good standing shall mean those memberships whose CVB dues, county lodging taxes and/or other financial obligations to the CVB have been paid or are less than 90 days past due.

Section 2: Eligibility: Any business, association, partnership, estate or person which supports the purposes of the Bureau shall be eligible for membership. The procedures with respect to admission to membership shall be as prescribed by the Board.

Section 3: Dues: Membership dues shall be established at such rates, schedules or formulas, and over such periods as may, from time-to-time, be prescribed by the Board. All dues shall be paid in advance.

Section 4: Election of Members: Application for membership in the Bureau shall be in writing on the specified form and shall be signed by the applicant. Memberships may be elected at any meeting of the Board by a majority of those present and voting.

Section 5: Representatives: Each membership in good standing shall be eligible to involve as many of its employees in Bureau activities as it wishes. These representatives may chair committee and participate in all Bureau programs.

Section 6: Termination: Any membership may resign from the Bureau upon written request to the Board.

The Board shall be informed of any financial obligations to the CVB 90 days or more past due and such membership, including all CVB member benefits, shall be automatically suspended or terminated unless otherwise extended for good cause by a majority vote of the Board present and voting.

Any membership may be expelled from the Bureau by two-thirds vote of the Board, present and voting, at a regularly scheduled or called meeting thereof, for conduct unbecoming a membership, or prejudicial to the aims or repute of the Bureau, after ten (10) days written notice to the membership and opportunity for hearing afforded the membership complained against.

Article III--Voting

Section 1: Entitlement: Every membership shall be entitled to one vote in any election, referendum, or meeting so long as each official voter represents a membership in good standing.

Section 2: Official Voter: All Bureau elections shall operate on the principle of one membership, one vote. The official voter, unless advised otherwise by the membership, shall be considered the principal or main contact as identified on the membership's application for membership or in current Bureau membership records.

Article IV Membership Meetings

Section 1: Annual Meeting: The annual meeting of the membership of the Bureau shall be held in May during, or in proximity to, National Travel and Tourism Week at such time and place as the Board may designate. Prior to the annual meeting, the Chairperson or designee shall prepare and circulate to the membership a written annual report of the activities of the Bureau, or shall present an annual report, either in written or verbal form.

Section 2: Special Meetings: Special meetings of the membership may be called by the Chairperson, by a majority vote of the Board present and voting, or by written petition signed by not less than five percent (5%) of all members in good standing. All special meetings shall be held in Washington County, Maryland, at such time and place as the Chairperson or the Board shall determine. Only such business for which the special meeting has been called will be transacted at such meeting.

Section 3: Notice of Meetings: At least 30-days written notice shall be given to the members in good standing of any annual meeting or ten (10) days written notice of special meeting. Notices of all such meetings shall state the date, time and location of such meeting. Special meeting

notices shall also include information as to the purposes of such meeting. Notices of all meetings shall be sent to the address of the membership as it has been supplied to the office of the Bureau by the membership.

Section 4: Quorum. At any duly called meeting of the membership of the Bureau, 15 members in good standing shall constitute a quorum for the transaction of business, but if the number of members present constitute less than a quorum, the members present shall adjourn the meeting to another date. If a meeting is adjourned twice because of a lack of a quorum, then the Chairperson shall declare that, because of insufficient interest on the part of the membership to establish a quorum for the purpose of the meeting, no further adjournment will be allowed.

Article V--Board of Directors

Section 1: Number and Powers: The Board shall have representation from both the public and private sectors and shall consist of up to 15 voting members as described below:

Number	Appointed By or Representing:
1	Appointed by the Hagerstown City Council.
1	Appointed by the Washington County Board of County Commissioners;
1	Appointed by the Washington County Chamber of Commerce
3 to 5	Representatives from the hotel/motel industry.
Balance to 15	Representatives from Bureau members located within Washington County.

In addition to the Board, there shall be an Advisory Board, who will actively serve on various committees. Members of this Advisory Board shall have no vote in Board matters, but may make recommendations to the Board for consideration. The Board shall appoint members to the Advisory Board and shall define the number of members and their respective length of terms.

Section 2: Term of Office: Terms of all Directors shall be five (5) years. Directors may not serve more than two consecutive elected five (5) year terms. All terms shall begin January 1 of each year.

Section 3: Ex-Officio Members: The Chairperson Elect may propose the names of the ex-officio members for the ensuing year. The Chairperson Elect shall have dominion of the selection of the ex-officio nominees, except that those nominees should be proposed because of the position or office they may hold within the Bureau, in the community at large, or their positions in other organizations are or could be complimentary to the work, goals and aims of the Bureau. All ex-officio appointments shall be confirmed by a majority vote of the Board. Ex-Officio members shall not have voting privileges.

Section 4: Nomination of Directors: The Executive Committee shall automatically constitute the Nominating Committee.

Should there be a vacancy (ies) among the three (3) retiring positions, the Executive Committee shall fill that vacancy (ies) from among the general membership of the Bureau, excluding current Board members, and recommend to the Board for approval.

A vacancy occurring in the Board of Directors of the Corporation shall be filled by the affirmative vote of a majority of the members of the Board of Directors.

Section 5: Election of Directors: The election of the CVB's Directors is to occur when a Director's term of service expires. However, the board may select, based on recommendations by the Executive Committee, a successor prior to the end of a Director's term with service of the successor to begin on termination of a Director's term. The Executive Committee shall nominate candidates for all positions of the Board. Any member of the Board may make a nomination to the Executive Committee in advance for consideration.

Section 6: Meetings of the Board: The Board shall meet at least quarterly. The Board, at its first meeting in the month of January, shall determine the day, time and place of regular meetings.

A Special meeting of the Board may be called by the Chairperson, or by any three (3) Directors, provided that when any special meeting is called, each Director shall be notified three (3) business days in advance of the purpose, date, time and place of such meeting, which must be held during normal business hours.

Section 7: Quorum: The majority of the whole number of Directors shall constitute a quorum for the transaction of business at all meetings of the Board. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these Bylaws.

Section 8: Removal: A member of the Board who records three (3) unexcused absences within the Bureau's fiscal year, shall automatically be dropped from membership on the Board and such vacancy shall be filled as prescribed in Section 9 of this Article.

Section 9: Vacancies: Any vacancies among the Board, with the exception of mandated appointments to the Board, shall be filled by a majority vote of the Board.

Section 10: Appointed Members Election: Any individual (meeting qualifications of Article II, Section 1) who has been appointed by the Board to fill a vacancy shall serve out the remainder of that term and will be eligible for election as outlined in Article V, Section 2.

Section 11: Voting Privileges of Directors Elect: All three (3) Directors Elect shall be eligible to attend the meetings of the Board at which officers are to be elected and vote for Officers for the ensuing year. During this meeting, at the discretion of the seated Board, the Directors Elect may vote on other issues that pertain to Bureau business in the ensuing year. The seated Board may also invite the Directors Elect to vote on similar issues at other Board meetings that are held prior to the beginning of the ensuing Bureau year.

Section 12: Powers and Duties: The government and policy making responsibilities of the Bureau shall be vested in the Board, which shall control its property, be responsible for its finances and direct its general affairs.

The Board shall prepare, or have prepared for its approval, a Statement of Policy or Policy Declarations which will provide the framework for its decision making to place the Bureau on record in the matter of issues confronting the Bureau and its members.

The Board shall prepare, or have prepared for its approval, Procedures, other than Bylaws, which will serve to guide the Board in pursuance of its proper duties. Such procedures shall include, but not be limited to, the duties and responsibilities of Officers, Directors, Committee chairs and Committee members, staff members and volunteer workers.

The Board shall periodically review both the Statements of Policy or Policy Declarations and the Procedures to assure they are current and continue to meet the needs of the Bureau.

All Procedures and Statements of Policy or Policy Declarations, shall be formalized by the Board and recorded in a manual for easy reference by the Officers, Directors, Committee Chairs, staff members and such other persons as are required by the nature of their work for the Bureau to have access to them.

Article VI--Officers

Section 1: Elected Officers: The elected officers of the Bureau shall be the Chairperson, Chairperson-Elect, Vice Chairperson, Secretary, and Treasurer. The retiring Chairperson shall serve as the Immediate Past Chairperson, regardless of whether his/her term on the Board has expired. The Term of the Chair and Immediate Past Chair shall be two years. All other Officers may be reelected every two years.

Section 2: Election: The Nominating Committee shall prepare a slate of nominees who, if elected, shall assume office during the first regular meeting of the Board in January. The election shall occur during the annual Board meeting at which officers are elected, which is defined as one (1) of the two (2) regular Board meetings following the Nominating Committee's completion of a slate of officers for the coming year.

All Offices, with the exception of Chairperson, shall be filled from the list of elected Directors who will be serving during the ensuing year. The office of Chairperson shall be filled automatically by the current Chairperson-Elect.

The Nominating Committee shall present its slate of officer nominees to the seated Board, plus the Directors-Elect, during the Board meeting at which officers are to be elected. Additional nominees may be named from the floor. If there are no additional nominees, those nominated by the Nominating Committee shall be declared elected as officers for the coming year. If additional nominations are offered, the Directors and Directors-Elect shall vote by written ballot. The ballots shall be counted and the winners declared during the meetings. Voting results shall be tallied by the Nominating Chair, or, in his absence, a seated Director and two (2) other Directors who are not listed among the candidates for office.

Section 3: Immediate Past Chairperson: The Immediate Past Chairperson shall serve in an advisory capacity to the Executive Committee and shall have voting privileges regardless of whether his/her term on the Board has expired and may serve on Bureau committees as appointed by the Chairperson.

Section 4: Chairperson: The Chairperson shall, when present, preside at all meetings of the members and Directors; shall have authority to sign and execute in the name of the Corporation all authorized deeds, mortgages, bonds, contracts or other instruments which have been approved by the Board and shall be submitted at the annual meetings of the members, or distributed as required by Article IV, Section 1.

Section 5: Chairperson-Elect: In the absence of the Chairperson, the Chairperson-Elect shall perform all duties of the Chairperson and, when so acting, shall have the powers of the Chairperson.

Section 6: Vice Chairperson: In the absence of the Chairperson and the Chairperson-Elect, the Vice Chairperson shall perform all the duties of the Chairperson and, when so acting, shall have the powers of the Chairperson. The Chair of the Marketing Committee shall serve in this capacity.

The Board may, from time to time, increase the number of Vice Chairpersons as the Board may deem necessary, on an annual basis, to conduct the affairs of the Bureau.

Section 7: Treasurer: The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the corporation and shall deposit, or cause to be deposited in the name of the corporation, all monies or other valuable effects in such banks, trust companies or other depositories, as shall from time-to-time be selected by the Board. The Treasurer shall render to the Chairperson and to the Board, whenever requested, an account of the financial condition of the corporation. In general, perform the duties of the Treasurer of a corporation, and such other duties as may be assigned by the Board or by the Chairperson.

Section 8: Secretary: The Secretary shall keep the minutes of the meetings of the membership and the Board; shall see that all notices are given in accordance with the provisions of these Bylaws. In general, the Secretary shall perform all duties ordinarily incident to the office of a secretary of a corporation, and such other duties as may be assigned by the Board or by the Chairperson.

Section 9: Compensation. Board members and officers shall not receive any compensation for services rendered. However, Board members and officers are entitled to appropriate reimbursement for pre-approved expenses directly related to their duties to the Corporation.

Section 10: Officers holding More than One Office: Two (2) or more offices may be held by one (1) person except the offices of Chairperson, Chairperson-Elect and Vice Chairperson which shall be held by different individuals. No officers shall execute, act or verify any instrument in more than one (1) capacity.

Section 11: Removal: Officers of the Bureau may be removed from office by the Board at any regular or special meeting by a two-thirds (2/3) vote of those present for one or more of the following reasons:

- a. Failure of the Officer to perform the duties of the office to which elected.
- b. Removal from the Board as a Director under the provisions of Article V, Section 8.
- c. The officer is no longer a member in good standing of the Bureau.
- d. Upon conviction by a court of law of a crime which would bring disrepute to the Bureau.

Any Officer who may be voted upon for removal from office shall have the opportunity to appear before the Board to defend against any charges which could lead to removal from office.

Section 12: Vacancies: The Board shall have power to fill any vacancy of an officer for the unexpired portion of the term (as defined in Article II, Section 1).

Article VII—President

Section 1: President: The President shall be hired and paid by the Board, and shall serve as an ex-officio, non-voting member of the Board.

The President may be employed with or without a written contract, approved by the Board and agreed to by both the Board and the President.

The President must give to the Board 90-days written notice of resignation. Employment of the President may be terminated only by a majority vote of the Board and be given 90-days written notice. These provisions may be waived by mutual agreement of the Board and the President.

Annually, before the end of the administrative year, the performance of the President shall be evaluated by the Executive Committee, less the President to assure the performance is in keeping with the job description as approved by the Board and outlined in the Procedures. The evaluation results shall be prepared in writing and submitted to and discussed with the President. There shall be a meeting between the two (2) parties to discuss the report. The President shall have the right to reply in writing to the performance review.

Article VIII--Executive Committee

Section 1: Composition: The Executive Committee shall be composed of the elected Officers, the Immediate Past Chairperson and the President, the later in a non-voting capacity.

Section 2: Meetings: The Executive Committee shall meet at least quarterly at a time, day and place to be determined by the Committee.

Section 3: Duties and Powers: The duties of the Executive Committee shall be to advise and counsel with and to make recommendations to the Chairperson, the Board and the President. It shall have general supervision over the financial, management and policy operations of the Bureau. It shall have general supervision of the activities of the President. It may act for the Board between regular meetings of the Board with such actions submitted for review and additional action by the Board.

The Executive Committee may determine its own rules of procedures.

Article IX--Committees, Divisions, Councils, Bureaus, Departments, Task Forces

Section 1: Committees: The Chairperson, subject to confirmation by the Board, shall appoint such standing committees, task forces and special committees, as may be necessary, for the conduct of the affairs of the Bureau.

Committees shall be discharged by the Chairperson when their work has been completed, their reports accepted, or when, in the opinion of the Board or Chairperson, it is deemed wise and proper to discontinue the committee. Appointment in all other cases shall be for a period ending with the term of the appointing Officer or until the appointment of successor committee chair.

Section 2: Powers and Duties: The Committees and Task Forces shall have only such powers as are granted to them by the Board.

Section 3: Policy: No committee, Task Force Director or Officer shall make public any formal action, or make any public resolution, or in any way commit the Bureau on a question of policy without first receiving approval of the Board. Such approval may take the form of special action by the Board, or it may be given through the established Program of Action adopted annually by the Board, or it may be in line with policy statements already adopted by the Board.

In emergencies, such an action which may be needed between meetings of the Board, the Executive Committee may give approval for Committees and Task Forces to take positions, or Committees and Task Forces may take positions in the name of the Committee or Task Force itself, provided the position states the position is that of the Committee or Task Force and has not been formally acted upon by the Board.

Section 4: Divisions, Councils, Bureaus, Departments: The Board may create such Divisions, Councils, Bureaus and/or Departments as it deems advisable to handle the work of, and accomplish, the objectives and purposes of the Bureau. The Board shall authorize and define the powers, duties and limitations of all such Divisions, Councils, Bureaus and/or Departments. The Board shall annually review and approve all activities and proposed programs of such Divisions, Councils, Bureaus and/or Departments.

Article X--Finances

Section 1: Funds: All monies received from various sources shall be placed in a general operating fund. The Board may authorize special accounts to be established for general or

specific purposes. Any unused funds from the general operating fund may be placed in one or more of these funds.

Section 2: Disbursements: No obligation or expense shall be incurred, and no money appropriated or paid, except that which has been budgeted or specifically approved by the Board. Upon approval of the budget by the Board, the President is authorized to commit disbursements on accounts and expenses provided for in the budget without additional approval by the Board. Disbursements shall be by check, or corporate charge card as described in the personnel policy manual. Minor purchases may be paid from petty cash funds as established by the Board. Checks shall be signed by any two (2) members of the Executive Committee or accountant. The President is excluded from signing checks to maintain a segregation of financial duties.

Section 3: Fiscal Year: The Bureau's fiscal year will start each January 1 and conclude on December 31.

Section 4: Budget: A Budget and Finance Committee may be appointed annually by the Chairperson. The committee may, from time to time, advise the Board with respect to the financial condition and financial policies of the Bureau.

Section 5: Annual Audit: The accounts of the Bureau shall be audited or reviewed annually as of the close of business on December 31. The audit shall be conducted in accordance with policies adopted by the Board. The audit report shall be presented to the Board for its review and action. The report shall be available to members for examination after presentation to and acceptance by the Board.

Section 6: Execution of Contracts: All deeds, mortgages, leases, promissory notes and other written contracts of the Bureau shall, after approval by the Board, be signed by authorized Officers outlined in Article X, Section 2 of this document. No Officer or other individual may make any such contracts verbally or in any other manner.

Section 7: Bonds: All Officers and staff employees shall be bonded in such amount, and in such manners as the Board shall deem necessary. Such bond shall be an expense of the Bureau.

Section 8: Loans to Officers and Staff: The Bureau shall not make any advancements of wages or salaries to be paid in the future and shall not make any loan of money or property to any Officer, Director or staff member of the Bureau.

Article XI--Seal

Section 1: The seal of the Bureau shall have inscribed in the outer circle "Hagerstown-Washington County Convention and Visitors Bureau, Inc." and in the inner circle "Incorporated 1997 Maryland".

Article XII--Parliamentary Procedure

Section 1: All questions of Parliamentary Procedure at meetings shall be settled according to Roberts Rules of Order.

Article XIII--Dissolution

Section 1: The Bureau shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of such funds shall inure, or be distributed to the members of the Bureau. Upon dissolution of the Bureau, any funds remaining shall be distributed to one (1) or more regularly organized and qualified travel promotion agency or charitable organization to be selected by the Board.

Article XIV--Amendments

Section 1: Normal Procedures: These Bylaws may be amended, repealed or altered, in whole or in part, by a majority vote of the membership (in accordance with Article IV, Section 4 of these Bylaws) at any duly organized meeting of the Corporation.

Section 2: Notice to Members: The membership of the Bureau shall receive by written notice copies of all proposed amendments or alterations to the Bylaws in accordance with Article IV, Section 3 of these Bylaws.

Section 3: Approval of Amendments or Alterations: Approval of the proposed amendments or alterations will be in accordance with Article IV, Section 4 of these Bylaws.

Article XV -- Indemnification

Section 1: The Corporation shall indemnify and save harmless any officer or Director of the Corporation from and against any claims or liabilities (including reasonable attorneys' fees) and any judgment, decree, fine or penalties imposed on such officers or Directors for any act or omission committed or incurred while acting as such, and reimburse such officer or Director for all legal and other expenses incurred in defense thereof, provided that there shall be no obligation to reimburse such officer or Director, partially or wholly, by reason of that person's own willful or malicious conduct.

Article XVI -- Nondiscrimination

Section 1: The members, officers, directors, committee members, employees and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis and without regard to age, race, sex, religion or national origin, or in any way as defined by the laws of the State of Maryland and the United States of America.

Article XVII -- Liabilities

Section 1: Nothing in these Bylaws shall constitute members of the Corporation as partners for any purpose. No member, officer, agent or employee shall be liable for the acts or failure to act of any other member, officer, agent or employee or be liable for his or her acts or failure to act under these Bylaws, excepting only acts or omissions arising out of his or her willful misfeasance.

Article XVIII – Scholarship Fund

There has been established within the Community Foundation of Washington County a scholarship fund. The purpose of the fund is to enroll a candidate from the tourism industry annually in Leadership Washington County. The CVB staff will develop a procedure for the selection of the candidate with the guidance of staff from Leadership Washington County.

Approved this 19th day of October, 2023, after a membership meeting held on due notice.

Karen Anne Burke
Secretary

Revised 10/25/23