

**BY-LAWS  
OF THE  
GALENA / JO DAVIESS COUNTY  
CONVENTION & VISITORS BUREAU BOARD OF DIRECTORS**

**Amended May 27, 2014**

**ARTICLE I  
NAME**

This organization shall be known as the **Galena/Jo Daviess County Convention & Visitors Bureau Board of Directors**; hereinafter referred to as the "CVB Board."

**ARTICLE II  
PURPOSE**

The purpose of the CVB Board, as set forth in Title 3, Chapter 3 of the Jo Daviess County Code , shall be to:

- A. Direct the Convention & Visitors Bureau, a department of the County and hereinafter referred to as the "Bureau," and the County Board, hereinafter referred to as the "County Board," on matters relating to tourism in the County and the use and distribution of County tourism promotion funds.
- B. Review and make decisions on setting goals for plans, programs, projects and events that encourage tourism in and overnight visitors to the County.
- C. Review and make decisions regarding the planning of activities, publications or programs that promote or otherwise advance the County as an attractive place to visit or to conduct meetings, sporting events, festivals or conventions.
- D. Review and evaluate requests concerning the funding and promotion of projects and events that promote tourism in and overnight visitors to the County.
- E. Perform additional functions and activities as may from time to time arise that promote tourism and overnight visitors to the County.

**ARTICLE III  
SELECTION**

The CVB Board shall be selected and shall serve in accordance with Title 3, Chapter 3 of the Jo Daviess County Code and the following voting procedures.

- A. A total of nine (9) members shall have the right to vote. There shall be one ex-officio non-voting member.
- B. Eight (8) voting members shall be appointed by the existing CVB Board- One (1) voting member shall be a representative from the County Board who is appointed

- by the County Board Chair. The ex-officio non-voting member is the CVB Executive Director who shall otherwise have all rights of a voting member.
- C. To fill vacancies, the CVB Board shall operate by the following procedures:
- a. Notify all board members and ask for their recommendations for candidates to fill the position.
  - b. Form an ad hoc nominating committee made up of board members.
  - c. Candidates to submit a resume of qualifications to the CVB Executive Director for distribution to the CVB board.
  - d. Nominating committee meets to form a slate of nominees for board consideration and possible action at the next board meeting.
  - e. The candidate shall be a resident of the county and an owner or principal manager of a business operating in the county.
- D. The CVB Board members will be appointed by the following process:
- a. When the number of candidates is equal to or less than the number of openings: A motion is made for each candidate to be appointed which passes by majority vote of the CVB Board.
  - b. When there are more candidates than openings:  
A ballot is made with all candidate names that were received from the nominating committee. Each board member votes for the number of candidates equal to the number of openings. All voting is done in open session and the vote of each board member is read in to the minutes and made public.  
For example: There are three openings and five candidates. A ballot with all five names is given to each board member and each board member votes for three. The votes are tallied and each of the three candidates with the highest number of votes has a motion made to be appointed which passes by majority vote of the CVB Board. In case of a tie, a ballot is made of those in the tie and a vote is taken to determine the winner.
- E. The CVB Board members' terms shall be determined as follows:
- a. The initial terms shall begin as of December 01,2009.
  - b. The initial term lengths of one, two, or three years shall be determined at the first meeting of the CVB Board.
  - c. Thereafter all members shall serve for a term of three years.
  - d. A new member filling a vacancy assumes the remaining term associated with that vacancy.
- F. Member Removal:
- a. May be removed by a majority vote of the CVB Board when, in the CVB Board judgment, the best interests of the county would be served by such removal.
  - b. Automatic removal occurs when four meetings are missed without an excuse within a calendar year.
- G. New Member Orientation:
- a. Within the first month after election, each new board member will schedule orientation time with each CVB staff member (total time will be approx. 6 to 8 hours).
  - b. Each new member will become familiar with the CVB by-laws and Roberts Rules of Order.

## ARTICLE IV MEETINGS

SECTION 1. Regular Meetings. Regular meetings of the CVB Board shall be held at 6 p.m. on the third Tuesday of each month in the Jo Daviess County Courthouse, or other date or location as agreed to by the CVB Board members. All meetings shall be subject to Robert's Rules of Order and the Illinois Open Meetings Act.

SECTION 2. Special Meetings. Special meetings of the CVB Board may be called by the Bureau's Executive Director or the CVB Board's Chair. Notice thereof shall be provided pursuant to statute.

SECTION 3. Quorum. Five (5) voting members of the CVB Board shall constitute a quorum for the transaction of business.

## ARTICLE V OFFICERS

SECTION 1. Election and Term of Office. The Chairperson and Vice Chairperson shall be elected annually by the CVB Board at its regular December meeting, and shall hold office until the next regular December meeting or until their successors shall have been elected. Vacancies may be filled or new offices created and filled at any meeting of the CVB Board.

SECTION 2. Removal. Any officer elected or appointed by the CVB Board may be removed by the CVB Board whenever, in its judgment, the best interests of the CVB Board will be served.

SECTION 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the CVB Board by appointment for the balance of the term of said officer.

SECTION 4. Chairperson. The Chairperson shall preside at all meetings of the CVB Board. In the event of the Chairperson's inability to preside at a meeting of the CVB Board, the Vice Chairperson shall perform such duty. The Vice Chairperson, when so presiding, shall have all the powers of and be subject to all the restrictions placed upon the Chairperson.

SECTION 5. Vice Chairperson. In the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions placed upon the Chairperson. The Vice Chairperson shall perform such other duties as from time to time may be assigned by the Chairperson or by the CVB Board.

SECTION 6. Records. The Executive Director of the Bureau shall be responsible for keeping the minutes of the CVB Board; for giving all notices in accordance with the provisions of these By-Laws or as required by law; and for serving as custodian of the CVB Board's records.

**ARTICLE VI**  
**COMMITTEES**

SECTION 1. Standing Committees: The following committees will be standing committees of the Bureau:

A. Sales and Marketing: The Sales and Marketing Committee shall be comprised of the CVB staff person responsible for that program area and the CVB executive director and three CVB board members appointed by the CVB board chairperson. The CVB board chairperson shall appoint a committee chairperson and the committee chairperson shall call meetings on an as needed basis.

B. Event Planning and Management: The Event Planning and Management Committee shall be comprised of the CVB staff person responsible for that program area and the CVB executive director and three CVB board members appointed by the CVB board chairperson. The CVB board chairperson shall appoint a committee chairperson and the committee chairperson shall call meetings on an as needed basis.

C. Community Outreach and Education: The Community Outreach and Education Committee shall be comprised of the CVB staff person responsible for that program area and the CVB executive director and three CVB board members appointed by the CVB board chairperson. The CVB board chairperson shall appoint a committee chairperson and the committee chairperson shall call meetings on an as needed basis.

D. Visitor Services: The Visitor Services Committee shall be comprised of the CVB staff person responsible for that program area and the CVB executive director and three CVB board members appointed by the CVB board chairperson. The CVB board chairperson shall appoint a committee chairperson and the committee chairperson shall call meetings on an as needed basis.

In addition to the CVB board members appointments to standing committees the CVB board chairperson shall have the right to appoint other basic services enrolled business owners and/or principal managers of visitor-related businesses operating in Jo Daviess County.

**ARTICLE VII**  
**AD HOC COMMITTEES**

SECTION 1. Ad Hoc Committees. Ad Hoc committees may be appointed by the Chairperson to advise and assist the CVB Board on issues or projects of the Bureau. The Chairperson shall appoint a Committee Chairperson and members of the committee. The Committee Chairperson shall call meetings on an as-needed basis.

**ARTICLE VIII**  
**REPORTING**

Decisions and actions of the CVB Board on all matters requiring action by the County Board shall be presented to the County Board for review and recommendation at their regular meeting.

**ARTICLE IX**  
**AMENDMENTS TO BY-LAWS**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the CVB Board present at any regular meeting; or at any special meeting, provided that at least two (2) days' written notice is given of such intention to alter, amend or repeal, or to adopt new By-Laws at such meeting. Such amendments to the By-Laws shall take effect upon approval by the County Board.

Approved by the CVB Board of Directors May 27, 2014