

EASTERN OREGON VISITORS ASSOCIATION:
GOVERNING BY-LAWS
APPROVED & ADOPTED 1/29/2019
AMENDED & ADOPTED 7/30/2019

ARTICLE I: NAME AND PURPOSE

Section 1.1

The Eastern Oregon Visitors Association will be incorporated under the state laws of Oregon as a private, not for profit 501c (6) corporation and shall be known as the Eastern Oregon Visitors Association (EOVA).

The purpose of EOVA is to serve as the Regional Destination Management Organization for Eastern Oregon as defined by Travel Oregon; representing the boundaries of Baker, Gilliam, Grant, Harney, Malheur, Morrow, Sherman, Umatilla, Union, Wallowa and Wheeler counties and the Tribal governments therein.

ARTICLE II: MISSION AND STRATEGIES

Section 2.1 Mission:

The mission of EOVA is to develop, market and promote the Eastern Oregon region as a destination for visitors to enhance regional economic vitality and the quality of life for all residents.

Section 2.2 Key Strategies:

EOVA Key Strategies are designed to:

- A. Attract overnight visitors to Eastern Oregon by executing region wide tourism sales, marketing and sustainable destination development programs to position the region as a leisure, events and group travel destination.
- B. Provide leadership and coordination for regional visitor industry issues and communications with statewide partners.
- C. Gather data to educate and inform opinion leaders, EOVA partners and the public on the status of the visitor industry.
- D. Work with local tourism partners and government leaders to structure financing and policy plans for EOVA and implementation of those plans.

ARTICLE III: MEMBERSHIP AND DUES

Section 3.1 Membership:

Membership in EOVA shall consist of any established and appropriately licensed business, hotel, guest ranch, museum, attraction, resort, tourist facility, tour company, activity, individual, partnership or group interested in and allied with the tourism industry and the above strategies.

Section 3.2 Dues:

Dues shall be at such rates and schedules determined, prescribed and reviewed periodically by the Board of Directors.

Section 3.3 Sustaining:

- 3.3.1. Sustaining Members are so designated as they provide a level of significant financial commitment necessary to sustain regional operations and programs. Sustaining Members shall be solicited for region-wide engagement and alignment of industry partnerships. Each Sustaining member is eligible to appoint one voting representative to the Board of Directors for a term equivalent to the current fiscal year.
- 3.3.2. The Board may approve multiple counties or Tribal governments join together as a Sustaining member, with the

privileges and voting rights of one Sustaining membership.

- 3.3.3 In cases where individual neighboring counties or Tribal governments are unable to afford Sustaining Member dues, a hardship membership may be considered at the discretion of the Board of Directors on an annual basis.

Section 3.4 Stakeholder Membership:

Stakeholder Members, with current paid dues, shall be all Members, other than Sustaining members, defined in Section 3.3.

Section 3.5 Privileges of Membership:

All Members shall have the right to attend and vote at Special or Annual Membership Meetings and to participate in elections to the Board of Directors. Other rights may be granted if mandated by law or granted by the Board of Directors.

Section 3.6 Meetings of the Membership:

- 3.6.1. An annual meeting of the Membership and Board shall be held with notice of the annual meeting communicated electronically or by mail at least thirty days in advance. Special meetings, which may be called for by the Board or the Membership, may be scheduled not less than seven days after providing notice to the Membership.
- 3.6.2. Each dues-paid Sustaining and Stakeholder Member shall have one vote on all matters to come before the Membership at large. Each member is entitled to one vote in person or by proxy. A proxy vote shall be mailed, hand-delivered, or electronically transmitted to the Executive Committee, President or Secretary prior to the meeting call to order. In the case of a tie, the President shall cast the deciding vote.
- 3.6.3. A minimum of 51% of the Membership shall constitute a Quorum for the conduct of business. Unless the Act requires otherwise, an affirmative vote of a majority of the Members present shall constitute the act of the Members.

Section 3.7 Termination of Membership:

- 3.7.1. A Sustaining or Stakeholder Member may voluntarily terminate membership by written notification to the Board of Directors. Such termination shall become effective upon written acknowledgment from the Board of Directors.
- 3.7.2. Sustaining or Stakeholder Membership may be involuntarily terminated by the Board of Directors upon the failure to pay all or some of its dues for a period of more than ninety (90) days after the date such amounts are due. The Board of Directors may establish administrative policies listing specific circumstances and procedures by which the President and the Executive Director may rescind any such termination for failure to pay dues.
- 3.7.3. Any Sustaining or Stakeholder may be removed from office by a vote of fifty-one percent of the directors. Such removal shall be based upon a finding of the Board that the best interest of EOVA will be served thereby.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1 General Powers and Responsibilities:

All power to direct the affairs of the EOVA shall be vested in the Board of Directors and the Board of Directors shall meet quarterly, or as often as needed to conduct EOVA business. The overall responsibility of the Board of Directors is to make all policy decisions, to approve the annual budget, to appoint and remove directors and officers and to hire, terminate, set compensation for and, directly or through the executive committee, conduct annual performance evaluations of the Executive Director.

When a Board member has a conflict of interest in a transaction with the Association, the Board of Directors must approve the transaction before the Association may enter into the transaction. The material facts of the transaction and the Board member interest shall be disclosed to the Board of Directors in advance of the vote. Any Board member with a real or perceived conflict of interest shall declare such and shall abstain from voting on the transaction. A conflict of interest transaction is a transaction with the Association in which the Board member has a direct or indirect interest.

In the event a Board member wishes to apply for a paid staff position with the Association, they must, in writing to the

Board President, request and receive a leave of absence from the Board of Directors prior to application.

Section 4.2 Elections of Directors and Qualifications:

There shall be a Board of Directors consisting of all dues-paid Sustaining Members and duly elected Stakeholder members. Directors must be dues current Members in good standing of the Association. The General Membership shall vote in an annual election to replace Board Directors whose terms are expiring. A nominating committee, appointed by the Board President, will be comprised of at least five Board Directors. The Board shall be comprised of:

- A. One Director appointed from each Sustaining Member in good standing as described in Section 3.3.
- B. Four Stakeholder Members from within the EOVA membership at large.

4.2.1 As the terms of the Stakeholder and Sustaining Directors near expiration, the Nominating Committee shall solicit names from the General Membership and from the geographically respective Chambers, Destination Marketing Organizations and Tribal governments.

4.2.2 Names shall be selected by the Nominating Committee for placement on the ballot for individual board positions. An allowance will be made for write-in candidates on the final ballot.

4.2.3 The Board of Directors shall ratify all Sustaining Member Board positions. The entire EOVA membership shall vote upon and determine the remaining Stakeholder Membership Board positions.

4.2.4 Nominees for expiring Board positions will be selected prior to the first meeting of the fiscal year.

4.2.5 Election Procedures shall be as follows:

- A. Electronic or print ballots for all elected Board positions shall be delivered to the entire EOVA membership in advance of the first meeting of each fiscal year.
- B. Only EOVA members in good standing may be nominated or appointed to serve on the Board.
- C. Only EOVA members in good standing shall be allowed to vote. Each member is allowed one vote per membership.
- D. Completed ballots for Board positions must be received no later than June 15, of the fiscal year.
- E. Newly elected board members shall assume office July 1, of the fiscal year.

Section 4.3 Terms of Directors:

A standard term for each Stakeholder Board position is three years, except the terms of the Sustaining positions, which are appointed annually. Stakeholder Board Director terms shall be staggered to ensure that at least one Stakeholder position shall appear on the ballot each year. Terms will coincide with the fiscal year.

Section 4.4 Vacancies or Resignations:

Terms on the Board of Directors that are vacated for any reason shall be filled by appointment of the Board President to complete a remaining term; with approval by the full Board.

Section 4.5 Absences:

If a Director is absent from three consecutive meetings, without notice and approval by the Board of Directors, his or her resignation shall be deemed tendered and accepted.

Section 4.6 Regular Meetings:

Meetings of the Board may be held at the time and place as determined by the Board President.

Section 4.7 Quorums:

A quorum of Board members must be present at the Board of Director's meetings to conduct official business. A quorum of Board members shall consist of no less than five members of the Board.

Section 4.8 Voting:

Each member of the Board of Directors has one (1) vote.

Section 4.9 Proxy Voting:

A voting member of the Board of Directors may vote or designate, in writing or electronic communication, an alternate who may vote when the appointed representative is absent.

Section 4.10 Removal:

Any director may be removed from office by a vote of fifty-one percent of the directors. Such removal shall be based upon a finding of the Board that the best interest of EOVA will be served thereby.

Section 4.11 Ex Officio Directors:

The President may appoint Ex-Officio (non-voting) members to the board to facilitate communication with and understanding between EOVA and community organizations. The Board must ratify all Ex-Officio appointments.

Section 4.12 Compensation:

Directors shall receive no compensation for their services. Directors may be reimbursed by EOVA for necessary expenses incurred in the execution of their duties and responsibilities.

ARTICLE V: EXECUTIVE COMMITTEE AND OFFICERS

Section 5.1 Determination of Executive Committee:

The President shall notify all members of the Board to be present at the July Board meeting, or the first Board meeting of the fiscal year, for the purpose of electing five Directors to the Executive Committee.

Section 5.2 Officers:

The Executive Committee shall appoint, from among the Directors elected to the Executive Committee, a President, Vice President, Secretary and Treasurer and an immediate (or prior) past-President. Officers will be approved by the Board and will hold office for one fiscal year or until successors are elected and take office.

Section 5.3 Duties of Officers:

- A. The President shall preside at all meetings of the EOVA board of directors. The President shall appoint, under the direction of and subject to the approval of the board of directors, all committees. The President shall be an ex-officio member of all committees.
- B. The Vice President shall serve as first assistant to the President, performing duties of the President in the absence of that officer.
- C. The Treasurer shall be responsible for overseeing the Association's financial affairs and reporting to the Board.
- D. The Secretary shall be responsible for overseeing the meeting minutes and the monthly reporting of administrative affairs to the Board.

Section 5.4 Executive Director:

The Board shall employ an Executive Director who shall be charged with the general supervision and management of the office and business affairs of the organization. The Executive Director shall be charged with proposing to the Board and, after approval by the Board, implementing an annual marketing plan and budget. The Executive Director shall have the authority for general supervision of employees and contractors within the annual budget as approved by the Board. The Executive Director shall also serve as the Corporate Secretary and keep all necessary records of the Association. The Executive Director serves at the pleasure of the Board and is an at-will, exempt employee. The Executive Director will adhere to all established policies and procedures of the EOVA as approved by the Board and shall carry out other duties as assigned by the Board.

ARTICLE VI: FINANCIAL REPORTING

Section 6.1 Fiscal Year:

The fiscal year of the Association shall be July 1 to the following June 30.

Section 6.2 Accounting, Auditing and Contracts:

A professional accounting firm shall prepare the Association's yearly financial statements. The board may also request monthly and/or quarterly financial reports from the Executive Director and the professional firm. All contracts, deeds and other instruments shall be signed on behalf of EOVA by the Executive Director and Board President.

Section 6.3 Disbursements:

No obligation or expense shall be incurred, and no monies shall be appropriated without prior approval of the Board of Directors. Upon approval of the annual operating budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the approved budget and approved financial policies. Checks require dual signature of the Executive Director and any one additional authorized signature from the Executive Committee.

ARTICLE VII: AMENDMENTS AND DISSOLUTION

Section 7.1 Amendments:

All proposed amendments to the By-laws shall receive approval of no less than a 51% majority of the Board of Directors.

Section 7.2 Dissolution:

Upon the dissolution of the Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to one or more non-profit, tax-exempt organizations engaged in activities similar to those of the Association.

ARTICLE VIII: INDEMNIFICATION

No director or uncompensated officer of the Association shall be personally liable to the Association or its members for monetary damages for conduct as a director or uncompensated officer; provided that this section shall not eliminate liability, which may not be eliminated under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act for which elimination of the liability is permitted shall affect the liability of a director or uncompensated office for any act or omission, which occurs prior to the effective date of such amendment. The provisions of this section are intended to be in addition to and not in limitation of any other provisions of these by-laws or any agreement of the Association of any law that eliminates or limits the liability of directors, officers and others acting on behalf of the Association.

ARTICLE IX: INSURANCE

The Association may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee or agent of the Association, or who, while a director, officer, employee or agent of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust employee benefit plan or other enterprise. The Association may purchase and maintain the insurance even if the Association has no power to indemnify the individual against the same liability under Article X or the Oregon Nonprofit Corporation Act.

ARTICLE X: PARLIAMENTARY AUTHORITY

Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings when not in conflict with the by-laws of the Association.

BY LAWS ADOPTED THIS 30th DAY OF JULY, 2019.