



*Approved: March 25, 2020*

## OREGON DESTINATION ASSOCIATION BYLAWS

### ARTICLE I

#### Name and Objectives

##### Section 1.1

The name of this organization shall be the OREGON ASSOCIATION OF CONVENTION AND VISITOR BUREAUS doing business as OREGON DESTINATION ASSOCIATION herein after called ODA.

##### Section 1.2

**PURPOSE:** ODA is a non-profit association of Oregon's community, regional and statewide destination marketing and management organizations, and/or other associations that provide tourism destination marketing, management, promotion, and information services. The purpose is to promote educational opportunities; tourism and hospitality industry leadership; high standards of conduct and performance; legislative oversight; public policy advocacy, and; the collection, sharing and dissemination of information, best practices, statistics and research.

The objectives of ODA are:

- A. To promote opportunities for the exchange of ideas and information concerning Destination Marketing and Management Organizations (DMOs); convention and visitor bureaus, visitor centers and tourism and hospitality industry stakeholders.
- B. To develop and encourage the highest standards of DMO leadership through personal and professional conduct and business practices within the tourism and industry.
- C. To promote the profession of tourism destination marketing and management organizations, convention and visitor bureau management, and education of the public in the contribution and function of DMO activity and the hospitality industry in general.
- D. To develop and encourage implementation of appropriate strategies to address issues either as individual organizations, as ODA, or in conjunction with other industry partners and stakeholders. To track and compile information on pending and adopted legislation affecting DMOs, or the tourism and hospitality industry. To promote public policies that enhance the tourism and hospitality industry.
- E. To collect and disseminate statistics and other related information helpful to ODA and the tourism and hospitality industry in general.

## ARTICLE II

### Membership

#### Section 2.1 Eligibility

ODA membership is open to community, regional and statewide destination marketing and management organizations who are involved in the destination tourism and hospitality industry, as well as stakeholders providing services in connection with the tourism and hospitality industry.

A destination marketing and management organization, sometimes known as a convention and visitor bureau, chamber of commerce, tourism board or visitor association, is most commonly a not-for-profit organization that represents a specific destination such as a community, city or region. DMOs serve as the generally recognized official industry contact for their destination. The member organization must be financially supported by either membership of local/regional businesses or stakeholders; contributions from a chamber of commerce; funding allocations from a transient lodging tax, a political subdivision, or combination thereof.

Membership in ODA shall be approved by the Board of Directors. Said approval to be based upon the criteria set forth by these bylaws.

#### Section 2.2 Membership Dues

Membership dues shall be at such rates or schedules determined, prescribed and reviewed periodically and approved by the Board of Directors.

#### Section 2.3 Classes of Membership

- A. An Active member is a DMO whose dues are current and paid in full. Active members may vote and hold office. The Active member's chief executive will designate one official and one alternate ODA representative. Any change in the status of this representation shall be effective on the receipt of written notice to the president and managing contractor. The designated official representative shall have sole authority to represent the DMO in any of the activities of the association and any agreements entered into on behalf of their organization shall be binding. The alternate representative shall have this authority in the absence of the official representative.
- B. An Associate member is any person, firm, organization, corporation or other entity that provides a service in connection with the tourism and hospitality industry. Associate members are non-voting members of ODA.

#### Section 2.4 Membership Profile

Members shall file a Membership Profile with the Association, which verifies conformance with membership requirements. The statement shall be submitted on a form provided by the Association.

#### Section 2.5 Resignation, Removal, Reinstatement

- A. Any member may resign upon written request to the Board of Directors. Resignations shall be effective upon fulfillment of all obligations to the date of withdrawal.
- B. Any membership may be terminated for non-payment of dues after sixty (60) days from the due date, unless otherwise extended.
- C. Any membership may be terminated for cause. Willful violation of the bylaws or any rule duly adopted by the Association shall be sufficient cause for termination of a member. Termination shall be by a quorum of the Board of Directors; provided statement of charges shall have been communicated to the member at least ten (10) days before final action is taken. A notice of time and place of the meeting of the Board of Directors at which charges shall be considered and the member shall have the opportunity to appear.
- D. Membership Reinstatement: A former member having been canceled shall have the burden of proof of meeting the same requirements of membership as a new member.

## ARTICLE III

### Board of Directors

#### Section 3.1 General Powers and Responsibilities

The power and responsibility of the Board of Directors is to make policy decisions; to appoint or remove directors and officers and to oversee association programs managed by the contracted Managing Director. The Board shall be responsible to oversee financial affairs; to approve the annual budget and ensure the organization has adequate internal accounting systems and controls.

- A. Directors shall be governed by the adopted bylaws, policies and procedures of ODA.
- B. The Executive Committee of the Board shall take lead responsibility to hire, terminate, set compensation for and conduct performance evaluations of the contracted Managing Director.
- C. 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 3.2 Conflict of Interest

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 conflict of interest in the transaction shall abstain from voting on the transaction. A conflict of interest transaction is a transaction with the Association in which the Board member has either a direct or indirect interest.

### Section 3.3 Elections of Active, Associate and Ex Officio Directors

- A. Active: The Board of Directors shall consist of nine (9) Active Member Directors; elected annually by the membership representing, to the extent possible, Oregon's seven Regional marketing areas.
- B. Associate: The Board of Directors shall appoint, on an annual basis, one Associate Member to serve on the Board in an Ex-Officio (non-voting) capacity.
- C. Ex Officio: The Board of Directors may appoint Ex-Officio (non-voting) members to serve on the Board for the purpose of providing broader insight and expertise to help inform decision-making of the Board as appropriate and relevant.

### Section 3.4 Officers:

The Board Officers, serving as the Executive Committee, shall consist of the President, Vice President, Secretary, Treasurer, and Past President. Any ODA active member who at the time of nomination and throughout the term of office is the official representative of a member bureau, and for one year shall have been a participant in the affairs of ODA, shall be eligible to hold the office of President, Vice President, Secretary or Treasurer.

- A. The President shall preside at all meetings of the Association; appoint committees as required to carry on the business of this Association and perform the duties of their office necessary to advance the objectives of this Association as set forth by these bylaws.
  - (a) The contracted Managing Director shall have the authority to enter into contractual obligations on behalf of the Association upon authorization by a majority of the Board of Directors.
- B. The Vice President shall act in the absence of the President. It shall be their duty to report to the Board of Directors for action, any delinquencies or infractions in the exchange of reports and information.
- C. The Treasurer shall review and ensure accurate recording of all finances of ODA. The Treasurer and contracted Managing Director will provide financial reports at all Board and general membership meetings.
  - (a) All payments issued by ODA shall first require approval of the Treasurer or President. Once approval has been documented, one signature of either the Managing Director, or one of the board officers is required for check signing.
  - (b) Bills are to be paid from invoice or contract only.
- D. The Secretary shall ensure that complete records of meetings and proceedings are maintained.
- E. The Past President. The immediate past president shall be elected to this position unless that member is no longer an active member or willing to serve. Then any active member who has served as President of the Association may be elected to this position. The Past President may act in the absence of the President and Vice President.

## ARTICLE IV

### Meetings

#### Section 4.1 Annual Membership Meeting

An annual membership meeting will be held in a place and time to be determined by the Board of Directors. The ODA fiscal year begins on July 1. The Active member representative or his/her designee shall have one vote on any issues raised at the regular membership meetings. Such meetings and votes may be held electronically with Board approval.

#### Section 4.2 Special Membership Meeting

Special membership meetings of the Association may be called when, in the judgement of the officers, such a meeting is deemed necessary. A minimum 48-hour notice of a special meeting is to be electronically noticed to the entire membership of the Association. The official representative or his/her designee shall have one vote on any issues raised at the special meeting. Such meetings and votes may be held electronically with Board approval.

#### Section 4.3 Board of Directors Meeting

The Board of Directors shall meet at least once between annual conferences. Meetings are to be called at the discretion of the President, and notices of such meetings are to be electronically noticed to the entire Board at least 48 hours in advance. A record of the proceedings of all Board of Directors meetings shall be retained on file with the Association. Board meetings and votes may be held electronically.

- A. Any Director missing two or more unexcused meetings in one fiscal year may be considered as having tendered resignation.

#### Section 4.4 Closed Business Sessions

Only regularly salaried Active Member managers and/or their paid staff shall be permitted to attend the designated closed business sessions of the Association, except instances where non-members are invited to participate.

#### Section 4.5 Voting Rights

Each Active member organization shall have one vote at any regular or special membership meeting.

#### Section 4.6 Quorum

- A. Five (5) members of the Board of Directors shall constitute a quorum for business of the Board of Directors.
- B. Fifty-one percent (51%) of the total membership shall constitute a quorum to transact business at the annual or special Membership meeting(s).

## ARTICLE V

### Elections

#### Section 5.1 Nominating Committee

- A. Prior to the annual election cycle the President shall appoint a Nominating Committee consisting of the President, two Board members and the Managing Contractor.
- B. On or before May 1, ODA members will be informed of the number of Board positions up for election and will be solicited to provide nominations to the Nominating Committee.
- C. The Nominating Committee shall select candidates to fill directorships and elective offices before the last business day in May.

#### Section 5.2 Elections

- A. An annual election of the Board of Directors and Officers will be held in advance of each new fiscal year.
- B. On or before June 1, Active members in good standing will receive an electronic ballot with the slate of candidates affirmed by the Nominating Committee. Ballots must be completed and returned by June 15.
- C. Officers are President, Vice President, Secretary, Treasurer and Past President and shall serve from July 1 through June 30 of the fiscal year.

#### Section 5.3 Terms of Office:

- A. Active Director terms are two years. If re-elected, Directors may serve up to five consecutive terms.
- B. Officers terms are one year and may be renewed for two consecutive terms.
- C. Associate Director terms are one year and may be renewed for two consecutive terms.
- D. Ex-officio terms are one year and may be renewed with Board approval.

#### Section 5.4 Vacancies

- A. If the office of President is vacated for any reason, the Vice President shall assume the office for the balance of the unexpired term.
- B. If the office of Vice President, Secretary, Treasurer or Past President is vacated for any reason, the office shall be filled by election of the Board for the balance of the unexpired term.
- C. If a Board Director position is vacated for any reason mid-term, the position shall be filled by election of the Board for the balance of the unexpired term.

## ARTICLE VI

### Amendments

The Bylaws may be amended or altered by a 51% majority vote of the Membership. Members shall be provided notice of the proposed changes not less than thirty (30) days prior to the approval and ratification of Bylaws amendments.

## ARTICLE VII

### Parliamentary Rules

The proceedings of the meeting of the ODA shall be governed by and conducted according to the latest edition of Roberts' Manual of Parliamentary Rules, entitled "*Roberts' Rules of Order*".

## ARTICLE VIII

### Dissolution

ODA shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure or be distributed to the members of ODA. On dissolution of ODA, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific or philanthropic, non-profit organization(s) to be selected by the Board of Directors.

## ARTICLE IX

### Actions Against Officers and Directors

The Corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise.