1. **BYLAWS ADAPTED FROM SEDONA**

**Article I GENERAL**

**Section 1 NAME**

This Destination Management Organization (DMO) is incorporated under the laws of the Armenia and shall be known as <enter name of the organization>

**Section 2 LIMITATION OF METHODS**

The DMO shall observe all local and National laws which apply to a non-profit organization.

**Section 3 LOCATION**

The principal office of this DMO shall be in the <Enter name of the City where DMO is located>

**Section 4 FISCAL YEAR**

The fiscal year shall end on the 31st day of December each year.

**Article II MEMBERSHIP**

**Section 1 ELIGIBILITY**

Any person, firm, association, corporation or partnership having an interest in the objectives of the DMO shall be eligible to apply for membership provided that they would qualify under the membership classifications listed below.

**Section 2 CLASSES OF MEMBERS**

The DMO shall have distinct classes of members. The designation of such classes, and the qualification of the member of such classes shall be as noted in the following Sections 3-6.

**Section 3 BUSINESS MEMBERS**

An active member shall be any person, firm association, corporation or partnership or other business entity having an active business interest in add destination name and its vicinity.

**Section 4 ASSOCIATE MEMBER**

An associate member shall be any individual having an active interest in add destination name and its vicinity, who is employed or contracted by an active member, or any individual who is retired.

**Section 5 ORGANIZATION MEMBER**

Organization shall be any service, civic, foundation, or other not for profit organization meeting within the add destination name area. The organization shall designate one individual as its representative and voting member.

**Section 6 HONARARY MEMBERS**

Outstanding service to the community shall confer eligibility to honorary membership at the discretion of the Board of Directors. Honorary membership shall include all the privileges and responsibilities of membership, except that of holding office, payment of dues and voting.

**Section 7 ELECTION**

Application for membership shall be in writing, on forms provided for the purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any application so elected shall become a member upon payment of the regularly scheduled dues as provided in Section 8 of Article II.

**Section 8 DUES**

Membership dues shall be at such rate or rates, schedule or formula as may be prescribed by the Board of Directors.

**Section 9 TERMINATIONS**

Any member may resign from the organization upon written request to the Board of Directors;

Any member may be expelled for non-payment of dues after 90 days from due date, unless otherwise extended for good cause;

Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the DMO, after notice and opportunity for a hearing are afforded the member complained against.

**Section 10 ASSIGNED MEMBERS**

Any active member may assign its membership in the name of an officer, partner or other principal employee of the firm.

**Section 11 VOTING**

All voting members, including active, associate, organization member, associate member shall have one vote.

**Section 12 ORIENTATION**

At regular intervals, orientation on the purpose and activities of this DMO shall be conducted for the following groups: new directors, officers and directors, committee leaders, committees and new members.

**Article III MEETINGS**

**Section 1 ANNUAL MEETING**

The annual meeting of the members shall be held at such place and on such dates as shall be determined by the Board of Directors.

**Section 2 ADDITIONAL MEETINGS**

General meetings of the general membership may be called by the Chairman of the Board at any time, or upon petition in writing of ten percent (10%) of members in good standing. Notice of special meetings shall be communicated to each member at least ten (10) days prior to such meeting. Not less than eight (8) monthly Board of Director meetings will be scheduled (which meetings include a joint council work session in January and the Annual meeting in Oct) in a calendar year. Board meetings may be called by the Chairman of the Board, or upon written request of three (3) members of the Board. Notice of the meeting and the purpose shall be given to each director at least two (2) days prior to the meeting. The Chairman of the Board, Vice-Chair, or committee chairperson may call committee meetings at any time.

**Section 3 QUORUMS**

At any duly called general meeting of the DMO, five percent (5%) of the members shall constitute a quorum. A simple majority of the Directors then serving shall constitute a quorum for the Board of Directors. A simple majority of committee members shall constitute a quorum. In the event of a lack of a quorum at any meeting, a lesser number may adjourn the meeting or reschedule to a stated time and place; and a majority of the Directors present at any meeting shall constitute a majority to decide any question or business brought before such meeting except as otherwise may be provided by law.

**Section 4 NOTICES, AGENDA, MINUTES**

Written notice of all DMO meetings must be given at least five (5) days in advance unless otherwise stated. An agenda and minutes must be prepared for all meetings.

**Section 5 PROXIES**

A Director shall have the right to vote or otherwise act in person or by one or more current board members in good standing authorized by a written proxy signed by the Director and filed with the Secretary of the DMO. The proxy does not relieve the Director of liability for acts or omissions imposed by law on directors. A proxy is valid for one year, unless a different period is expressly provided in the proxy. A validly executed proxy which does not state that it is irrevocable shall continue in due force and effect unless (i) revoked by the Director executing it, before the vote pursuant to that proxy, by a writing delivered to the Chamber stating that the proxy is revoked, or by a subsequent proxy executed by, the Director executing the proxy; or (ii) written notice of the death or incapacity of the Director of that proxy is received by the Chamber before the vote pursuant to that proxy is counted.

**Article IV BOARD OF DIRECTORS**

**Section 1 COMPOSITION OF THE BOARD**

The Board of Directors shall be composed of not more than fifteen (15) members, five (5) of whom shall be elected annually to serve three (3) years. The immediate past Chairman of the Board shall serve on the Board for one year following his/her term as Chairman of the Board, in an ex-officio capacity, unless his/her original Board term has not expired, in which case he/she shall complete his/her elected term.

Board members who have served consecutive three-year terms are not eligible for re-election for a third term. A period of one year must lapse before eligibility is restored. The immediate past Chairman of the Board is exempt from this procedure, and may serve additional one-year terms, if approved by the Board at the seating of the new directors each year. The government and policy-making

responsibilities of the corporation shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

In the case of a fiscal year transition, the Board of Directors may request that the current board members extend their term, not to exceed 12 months.

**Section 2 SELECTION AND ELECTION OF DIRECTORS**

*Nominating Committee*

On or before the first day of September, the Chairman of the Board shall appoint, subject to approval by the Board of Directors, a nominating committee of five (5) members of the DMO, three (3) of whom shall be Board members. The Chairman of the Board shall designate the Chairperson of the committee.

On or before October 15, the nominating committee shall present to the Chairman of the Board a slate of one (1) candidate for each vacancy to serve three-year terms to replace the Directors whose regular terms are expiring. Each candidate must be a member in good standing and must have agreed in writing, to accept the responsibility of the Directors position. Immediately following the appointment of a nominating committee, the DMO, in its social media channels, shall publish that the nominating committee will accept suggestions for consideration of members to be nominated to the Board of Directors. The nominating committee shall also nominate a slate of officers each year to be seated on or before January 1, following the election of new Directors.

*Publicity of Nominations*

Upon receipt of the report from the nominating committee, the Chairman of the Board shall immediately notify the membership of the names of persons nominated as candidates to the Board of Directors.

*Nominations by Petition*

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least five percent (5%) of the active membership, as of October 15. Such petition shall be filed with the nominating committee within twenty (20) days after notice has been given of the names of those nominated. The determination on the nominating committee as to the legality of the petition(s) shall be final.

**DETERMINATION**

If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their next regular Board meeting.

**ELECTION COMMITTEE AND ELECTION PROCEDURES**

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for only the appropriate number of

candidates. Identification shall be made on the ballot of those candidates nominated by the Nominating Committee.

Ballots will be mailed to all members in good standing and must be returned to the DMO office within fifteen (15) calendar days of the mailing.

**Judges**

The Chairman of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3) but not more than five (5) judges who are not members of the Board of Directors or candidates for election. Such judges shall have complete supervision over the election including the auditing of the ballots. They shall report the results of the election to the Board of Directors.

**Section 3 SEATING OF THE NEW DIRECTORS**

All newly elected Board members shall be seated on or before January 1 of each year and shall be participating members thereafter. Retiring Directors may continue to serve until the end of the program year, at their option.

**Section 4 VACANCIES**

A member of the Board of Directors who shall be absent from three (3) regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless confirmed by illness or other absence approved by the Executive Committee.

The Board of Directors may remove an officer elected or appointed by the Board of Directors whenever in its judgment the best interest of the DMO would be served thereby. The Board of Directors shall fill vacancies on the Board of Directors, or among the Officers, by a majority vote.

**Section 5 EX-OFFICIO MEMBERS**

The Board may appoint non-voting ex-officio members to advise and assist the Board in the performance of their duties. Ex-officio members may serve for a period of up to one year, at the discretion of the Board.

**Section 6 POLICY**

The Board of Directors is responsible for establishing procedures and formulating policy of the organization. They are also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

**Section 7 MANAGEMENT**

The Board of Directors may employ a DMO President, and shall determine the responsibilities, salary, and other benefits or considerations of employment for the DMO President, as well as any other employees required to operate the DMO.

**Article V OFFICERS**

**Section 1 DETERMINATION OF OFFICERS**

The Board, new and retiring Directors, shall reorganize for the coming year, on or before January 15, following the annual election of Directors. At this meeting, the Board shall elect the Chairman of the Board, Vice-Chair, Secretary, and Treasurer. Officers will be elected from the members of the new Board. Nothing contained herein shall preclude members of the Board from nominating such other

officers as the members of the Board desire. All officers shall serve for a term of one (1) year and they will be voting members of the Board. The new officers' terms shall commence with their election.

**Section 2 DUTIES OF THE OFFICERS**

*Chairman of the Board*

The Chairman of the Board shall serve as the chief elected officer of the DMO and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The Chairman of the Board shall be an ex-officio member of all committees and task forces, with the exception of the nominating committee. The Chairman of the Board shall, with advice and counsel of the Vice-Chair and the DMO President if applicable, determine all committees, select committee chairs and assist in selection of committee members. The Chairman of the Board, with the advice and counsel of the DMO President and the Board, determine the responsibilities and objectives of each committee.

*Vice-Chair*

The Vice-Chair shall exercise the powers and authority and perform the duties of the Chairman of the Board in the absence or disability of the Chairman of the Board.

*Treasurer*

The Treasurer shall be responsible for safeguarding all funds received by the DMO, and for proper disbursement of said funds. The DMO President shall advise the Treasurer on a regular basis as to the status and condition of the treasury. Disbursement responsibility shall rest with the DMO President or the Chairman of the Board in the event of the absence of the DMO President. Disbursements authorities and limitations shall be determined from time to time, not less than once annually by the Board. Disbursement other than authorized payroll checks and previously approved budget allocations, in excess of five hundred thousand (500,000.00) GEL shall require approval by the Board. The Treasurer shall prepare, or cause to be prepared, a monthly financial report to be approved and signed by the DMO President and the report shall be reviewed and approved by the Board.

*Secretary*

The Secretary shall be responsible for the official records of the Chamber and, with the assistance of the President if applicable, shall keep records of the official actions of the Board of Directors and arrange for their safekeeping.

*DMO President*

The DMO President shall be the chief administrative officer and shall serve as advisor to the Chairman of the Board and the committee chairman on program planning and shall assemble information and data and shall prepare, or cause to be prepared, special reports as directed by the Board of Directors.

The DMO President shall be a non-voting member of the Board of Directors, the executive committee, and all executive committees. The DMO President shall be responsible for the administration of the DMO in accordance with the direction and policies of the Board.

The DMO President shall be responsible for hiring, discharging, directing and supervising all employees.

With the cooperation of the committee chairman of the budget committee, the DMO President shall be responsible for the preparation of an operating budget covering all activities of the DMO, subject to the approval of the Board of Directors. The DMO President shall also be responsible for all expenditures within approved budget allocations.

*Authority of Officers*

After approval of the Board, any two of the following named officers may execute any and all contractual or loan documents necessary to operate the DMO; the Chairman of the Board, Vice-Chair, Treasurer or Secretary.

**Section 3 EXECUTIVE COMMITTEE**

The Executive Committee shall act for and on behalf of the Board when the Board is not in session, but shall be accountable to the Board for its actions. The committee shall consist of the Chairman of the Board, Immediate Past Chairman of the Board, Vice-Chair, Secretary, Treasurer and DMO President.

The Chairman of the Board shall serve as Chair of the Executive Committee. The DMO President or Chairman of the Board may invite ex-officio representatives as deemed necessary to assist the Executive Committee. The DMO President shall serve in an advisory, non-voting capacity on the committee.

**Article VI COMMITTEES AND DIVISIONS**

**Section 1 APPOINTMENT AND AUTHORITY**

The Chairman of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee members and leaders. The Chairman of the Board may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the DMO. Committee appointments shall be at the will and pleasure of the Chairman of the Board and shall serve concurrent with the term of the appointing Chairman of the Board unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board. Recommendations for expenditures of budgeted funds by committees for planned programs shall be submitted to the Board of Directors for approval.

**Section 2 LIMITATION OF AUTHORITY**

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the DMO until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the Chairman of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

**Section 3 DIVISIONS**

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the DMO.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall review and approve all activities and proposed programs of such divisions, bureaus, departments, councils or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by division, bureaus, departments, councils or subsidiary corporations bearing upon or expressive of the DMO, unless approved by the Board of Directors.

**Article VII FINANCES**

**Section 1 FUNDS**

All funds received by the DMO shall be placed in appropriate accounts in members financial institutions. It is inherent upon the Board and the Treasurer to maximize the return on any deposited funds, by utilizing interest bearing instruments. Funds may be designated as reserved for specific use if approved by the Board.

**Section 2 DISBURSEMENTS**

Upon approval of the budget, the DMO President, if applicable, is authorized to make disbursements on accounts for expenses provided for in the budget, as outlined in Article V, Section 2-C and Article VII, Section 4. All disbursements shall be by check.

**Section 3 FISCAL YEAR/PROGRAM YEAR**

The fiscal year/program year of the DMO shall be Jan 1 to December 31. Section 4 BUDGET

The DMO President will present an annual operating budget to the Executive Committee for review at least 10 days prior to the December board meeting. The budget will be presented to the Board for review at least 5 days prior to the December board meeting. The Board of Directors will vote on the adoption of the budget prior to the beginning of the fiscal year.

The budget will be viewed by the Board as their financial plan for the DMO, and approval of the budget by the Board will be authority for the DMO President to manage the DMOs finances according to the plan without seeking further approval of the board.

**Section 5 ANNUAL FINANCIAL REVIEW**

The accounts of the DMO shall be professionally examined and reviewed at the end of each fiscal year by a public accountant. The examination and review shall at all times be available for inspection by the members at the principal office of the DMO.

**Article IX AMENDMENTS**

**Section 1 REVISIONS**

These bylaws may be amended or altered by a two-thirds vote of the Board of Directors, subject to repeal or change by action of a two-thirds majority of the membership.

Approved and adopted at <Add location> on enter date at the regularly scheduled meeting of the Board of Directors

Enter Name, Chairman of the Board

Enter Name, Secretary

1. **SAMPLE NOMINATION REQUEST FORM FOR BOARD OF DIRECTORS FROM SEDONA (FOLLOWING**

**PAGE)**



**NOMINATION REQUEST FORM FOR BOARD OF DIRECTORS**

**2011 through 2013**

The Board of Directors of the Sedona Chamber of Commerce is elected by the general membership. To begin this annual process, anyone who expresses an interest in serving on the Board is provided this form for completion. Completed forms are reviewed and no more than eight will be presented to the nominating committee. The nominating committee, appointed by the Chairman of the Board, then selects a slate of candidates to present to the general membership through a ballot process. There are five positions available this year for election. If your name is not selected by the nominated committee you can self nominate by petition. Additional Names of candidates for directors can be nominated by petition bearing the genuine signatures of at least five percent (5%) of the active membership at the time of election. Such petition shall be filed with the nominating committee within twenty (20) days after notice has been given of the names of those nominated. The determination on the nominating committee as to the legality of the petition(s) shall be final.

Every member in good standing receives a ballot and is encouraged to vote. Votes must be received by a specified deadline. The votes are received in sealed envelopes, stamped with the date received and held for counting. A date is set for ballots to be counted by a group of four including one current Board member, the president, office supervisor and membership director. Each ballot is initialed and counted and an official tally is provided to the Chairman of the Board by a predetermined date. Elected candidates are notified immediately by the Chairman of the Board who also sends a written notification to those who were not elected.

Please complete the form below and submit to the Chamber of Commerce no later than August 20, 2010.

I, , am interested in serving on the Board of Directors of the Sedona Chamber of Commerce.

**Please submit a short paragraph (less than 150 words each) for each of the following questions together with a short biography (no more than 200 words). This information may be published at the discretion of the nominating committee.**

* 1. Please describe your vision of the business community and how the Chamber of Commerce can positively impact this vision over the next three years, five years and possibly beyond.
	2. Please outline the agenda and list the priorities you would bring to the Board of Directors of the Chamber of Commerce to help realize this vision.

Signature Date

1. **SEDONA BOARD MEMBER CONFLICT OF INTEREST POLICY (FOLLOWING PAGE)**



**Board member conflict of interests 2.8**

Board members have a duty to subordinate personal interests to the welfare of SCC&TB and those we serve. Conflicting interests can be financial, personal relationships, status or power.

The Sedona Chamber of Commerce & Tourism Bureau, its Affiliates and Components, and all Board members scrupulously shall avoid any conflict between their respective personal, professional, or business interest and the interests of the Chamber, in any and all actions taken by them on behalf of the Chamber in their respective capacities.

If any Board member of the Chamber has any financial interest in, direct or indirect through business, investment, or family members, or relationship with, any individual or organization that proposes to enter into any transaction with the Chamber, including but not limited to transactions involving:

* the sale, purchase, lease or rental of any property or other asset
* employment, or rendition of services, personal or otherwise
* the award of any grant, contract, or subcontract
* the investment or deposit of any funds of the Chamber

Such person shall give notice of such interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which he has an interest, or otherwise attempting to exert any influence on the Chamber, to affect a decision to participate or not participate in such transaction.

If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member’s response, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take disciplinary and correction action as deemed appropriate by the Board.

Board members are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies, which may obligate or induce the board member to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts, with the best interest of SCC&TB in mind unless that contract is approved by the Board.

Board members are prohibited from knowingly disclosing information about SCC&TB to those who do not have a need to know or whose interest may be adverse to SCC&TB, either inside or outside SCC&TB. Nor may board members in any way use such information to the detriment of SCC&TB.

Board members may not have a significant financial interest in any property which SCC&TB purchases, or a direct or indirect interest in a supplier, contractor, consultant or other entity with which SCC&TB does business.

Since it is not possible to write a policy that covers all potential conflicts, board members and employees are expected to be alert for and avoid situations which might be construed as conflicts of interests.

Any possible conflict of interests on the part of any board member should be disclosed to the other board members and made a matter of record at the time of election. Each elected board member must provide a copy of an updated resume when they are elected or appointed to the Board. This may be reviewed on an annual basis by the Chairman of the Board.

Any board member having a conflict of interests or possible conflict of interests should not vote or use his/her personal influence on the matter, and he/she should not be counted as part of a quorum for the meeting. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting and the quorum situation.

These restrictions should not be construed as preventing the board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other board members, since his or her knowledge could be of assistance to the deliberations.

All board members will be required to complete the "Conflict of Interests" statement annually. This policy will be reviewed by the board annually and given to each new board member for signature during orientation.



**Conflict of Interest**

I have read and am familiar with The Sedona Chamber of Commerce & Tourism Bureau board policy concerning conflict of interests, and I have initialed the line opposite the appropriate paragraph below.

 During the past year, neither I, nor to the best of my knowledge, any member of my family has had an interest or taken any action which would contravene the policy of this board.

 During the past year, neither I, nor to the best of my knowledge, any member of my family has had an interest or taken any action which would contravene the policy of this board, except such interest or action fully disclosed below:

Board member name:\_

Board member signature:

Date:

4