

Bylaws of the Estes Park Destination Marketing Organization

Adopted October 04, 2011

Revised Aug. 6, 2013

Article I

Organization

- Section 101. Name: the Estes Park Local Marketing District, DBA as the Estes Park Destination Marketing Organization hereafter referred to as the DMO.
- Section 102. Mission: Attract visitors to the District through effective and efficient marketing in order to drive year-round economic growth.
- Section 103. Vision: To be a year-round tourism and group destination that supports our healthy mountain community with a balance of financial success, memorable experiences for visitors and quality of life for our residents and employees.
- Section 104. Fiscal Responsibility: The fiscal year of the DMO is from January 1st-December 31st. The Board of Directors will make lawful and adequate provisions for sound fiscal policies and practices of the DMO, including the preparation of an annual audit by a certified public accountant, the preparation of an annual budget, and ample fidelity bonding of the officers and employees entrusted with the handling of funds or property of the DMO in accordance with state laws.
- Section 105. Colorado State Law
The DMO is a Special District and is governed by the applicable provisions of the Colorado State Statute, Title 29, Article 25.
- Section 106. Liability / Indemnification
Nothing in these Bylaws will constitute Directors or officers of the DMO as partners for any purpose. No Director, officer, agent or employee of the DMO will be liable for acts (or failure to act) on the part of any officer, Director, agent or employee. All Directors, officers and employees shall be entitled to and have such immunity from and limitations upon their liability as such, and such indemnification from and against same, as is and shall be provided by law or by action of the Board of Directors.

Article II

Directors

Section 201. Structure and Make-Up of Board

2 Seats appointed by Larimer County Commissioners
5 Seats appointed by Estes Park Town Trustees
The President will be an Ex-officio member of the Board.

Section 202. Requirements

Each Director must live within the Marketing District at the time of their Board service.

Section 203. Nominations / Selections

A nominating taskforce will be appointed by the Chair of the Board and submit names to the Estes Park Town Trustees and the Larimer County Commissioners no later than September 30th of any year that has an open seat. While the Town Trustees and County Commissioners are under no obligation to choose one of the recommended candidates, efforts by the Board of Directors should be taken to find and encourage those Candidates that will enhance the DMO and its mission.

Section 204. Term of Office

- a) The term of each Director is 4 years and until his or her successor has been appointed. Directors may be reappointed to serve a second term, but not serve more than two consecutive terms except as hereinafter provided. A Director who has served two consecutive terms is eligible for reappointment one year after the expiration of his or her second term. A Director elected to fill an unexpired term of less than one (1) year shall be eligible for reappointment to two consecutive two-year terms.
- b) Any vacancy occurring on the Board of Directors shall be filled as soon as practical by appointment by either the Town or County.

Section 205. Regular Meetings

The Board of Directors will schedule and announce the dates and times of its regular meetings for the coming year at the DMO's Annual Meeting which shall be held in the second quarter of the year, and then post again monthly on the DMO's website. Regular meetings of the Board shall occur on a monthly basis, at a minimum.

Section 206. Special Meetings / Work Sessions

The Chair of the DMO may call a special meeting of the Board of Directors any time, and must do so whenever asked by any one-third of the total number of Directors. In the second case, the request must be made in writing and the meeting must be set for no sooner than seven days and no later than fourteen days from the date the request is made. Meeting must then be posted as required by compliance with the Sunshine Law.

Section 207. Quorum

A majority of the entire number of Directors is a quorum for the transaction of any business. If, at any point during a meeting, a quorum is no longer present, then the meeting must be adjourned.

Section 208. Voting

All Board action shall be taken only upon formal vote of the Directors at a duly constituted meeting of the Board. A majority vote of the Directors present at a duly constituted meeting, as long as they have a quorum, will constitute an act of the Board.

Section 209. Powers of the Board

The Board of Directors will manage the DMO. All of the corporate powers (except as otherwise provided in these Bylaws) are vested in and will be exercised by the Board of Directors.

Section 210. Board Roles and Responsibilities

- a) Create a Program of Work to include an Operating Plan, Marketing Plan, and Strategic Plan, with associated measurement criteria, as well as provide policy and overall direction for the DMO.
- b) After a decision has been reached, speak publicly as one voice.
- c) Perform appropriate fiduciary responsibilities.
- d) Act in the best interest of the DMO as a whole and not on the basis of individual interest.
- e) Retain a President / CEO to manage the DMO operations and monitor the President's performance against the Program of Work and associated ROI.
- f) Review the results of the DMO efforts and hold the DMO accountable for achieving objectives.
- g) Serve on committees and task forces as requested by the Chair.
- h) Be advocates for the industry and the DMO in the community.
- i) Develop and maintain liaison relationships with the elected leadership of the Town of Estes Park and Larimer County.
- j) Performance Review - The Board, in conjunction with the President, will review performance criteria regarding the Program of Work no less than on a quarterly basis. The President's performance will be evaluated annually based on accomplishments of said criteria.

Article III Officers

- Section 301. Qualifications
Every officer must be a natural person over twenty-one years of age and a member of the Board of Directors. No officer will hold more than one office at a time with the exception of Secretary / Treasurer.
- Section 302. Classification
The officers of the DMO shall be:
- Chair
 - Vice Chair
 - Secretary / Treasurer
- Section 303. Appointments
- a) The Board of Directors will elect officers of the DMO at the first regularly scheduled Board meeting following the annual appointments of the Board.
 - b) Whenever an officer's position becomes vacant (except for a vacancy caused by the normal expiration of an officer's term) the Chair of the DMO can appoint an eligible person to fill the vacancy, subject to the approval of the Board of Directors. The appointed person will serve until the vacancy has been filled by the vote of the Board of Directors at the first regularly scheduled Board meeting following the Annual Meeting.
- Section 304. Removal
Officers may be removed for cause or not for cause by a vote of two thirds of the total number of Board of Directors. The removal of an officer without cause will be without prejudice to his contract rights, if any. The appointment of an officer will not of itself create a contract rights.
- Section 305. Term of Office
Subject to the provisions of the preceding section, officers will serve as such for one year and until their successors have been elected and qualified.
- Section 306. Powers and Duties of the Chair
The Chair will preside at all meetings of the Stakeholders and the Board of Directors. Subject to the direction of the Board, he or she will have and exercise general charge and supervision of the affairs of the DMO. The Chair will appoint persons to chair standing and ad hoc committees established by these Bylaws or the Board of Directors.
- Section 307. Powers and Duties of the Vice – Chair
At the request of the Chair, or in the event of the Chair's absence or disability, the Vice Chair will perform the duties and possess and exercise the powers of the Chair.

Section 308. Powers and Duties of the Secretary

The Secretary will ensure that the documents and papers of the DMO are properly kept. The Secretary will ensure that the minutes of all meetings of the Board of Directors are taken. The Secretary will ensure that all minutes of regular Board Meetings will be posted on the DMO website for review of all Stakeholders.

Section 309. Powers and Duties of the Treasurer

- a) The Treasurer will ensure that all funds, property, and securities of the DMO are properly kept, subject to any regulations imposed by the Board of Directors.
- b) The Treasurer will ensure that all check, notes and other obligations to the DMO are collected, and then properly deposited at whatever banks or depository the Board of Directors may designate.
- c) The Treasurer and 2 other Board members are designated by the Board of Directors are empowered to sign DMO checks issued by the DMO.
- d) The Treasurer will ensure that necessary and proper payments from the funds of the DMO are made. He or she will ensure that the books of the DMO are kept and that full and accurate accounts of all monies and obligations received, paid, or incurred by the DMO are entered in them on a regular basis.
- e) The Treasurer, *or*, in his or her absence, a Director or employee designated by the Treasurer, will make regular reports on the state of the DMO finances at all regular Board of Director meetings.
- f) The Treasurer will supply quarterly reporting on all LMD and Town Sales Tax collections to the Chairman and President.

Section 310. President

Duties: The Board of Directors shall employ a President whose duties, performance review and compensation will be outlined in an employment contract between the DMO and the President. The President shall be the principal executive officer of the DMO. The President will be administratively responsible to the Board of Directors.

Hiring Employees and Delegation of Duties: The President shall have the authority, within parameters of approved policy and budget, to hire such staff as may be needed to delegate the duties the President may desire. The President shall have the right to discharge employees, set the hours, and establish salaries and duties of the employees.

Reporting: The President will ensure that all marketing activities are aligned with the Program of Work as approved by the Board. The President shall prepare and administer an annual budget and get approval by the Board.

Article IV Standing Committees

Section 401. Standing Committees

All standing committees and task forces will report to the Board of Directors. They will submit all recommendations to the Board for approval. All recommendations that constitute a change in DMO policy will be submitted to the Board for review prior to submission to the full Board of Directors.

The following committees will be considered standing committees of the DMO:

- Strategic Marketing Committee
- Nominating Committee
- Governance Committee
- Finance Committee

Article V Amendments of Bylaws

Section 501. By Directors

The Board of Directors will have the power to make, amend, and repeal the bylaws of the DMO. They may do this by a two-thirds vote cast by persons legally entitled to vote, excluding blanks or abstentions, at a regular or properly called meeting at which a quorum is present. Notice of proposed changes shall be mailed to the Board of Directors at least ten days (10) prior to the meeting at which the changes will receive a vote. Changes should be highlighted in red with original text struck to clearly show intended changes.