

**Bylaws**  
**of**  
**THE GEORGIA ASSOCIATION OF**  
**CONVENTION & VISITORS BUREAUS, INC.**

**ARTICLE 1 Name**

Section 1

This association shall be known as the Georgia Association of Convention and Visitors Bureaus, Inc. (GACVB), hereinafter referred to as Association.

**ARTICLE 2 Purpose**

The purpose of this Association shall be:

- A. To raise the level of professionalism in the convention and visitor industry through an ongoing educational effort;
- B. To serve as a vehicle for the systematic exchange of information pertinent to the convention and visitor industry;
- C. To exert its collective influence in matters which may impact the local or state convention and visitor industry;
- D. To position the convention and visitor industry as an important economic generator in member communities and the state; and increase the awareness of the convention and visitor industry.
- E. To provide members with special opportunities to market their community's convention and tourism destinations;
- F. To provide opportunities for conference and discussion on the techniques of destination management and marketing; and to provide continuing education for its members.
- G. To establish standards of professional conduct for its members;
- H. To cooperate with others in courses of action for the benefit of its merits those desiring to fit themselves for executive and administrative functions in destination management; OR to cooperate with other organizations to advance careers in destination management.

Section 2                    The Association is not necessarily limited to the purpose stated in Section 1.

Section 3.                This Association shall not be used for the promotion of any political party or faction, or the candidacy of any person seeking public office.

**ARTICLE 3 MEMBERSHIP**

Section 1.                Composition

The membership of this Association shall be shall be classified as Active-Voting, Student/Educator, Life or Honorary, and Associate members.

Section 2.                Active-Voting membership in the Association shall be jointly vested in

A. The principal organization of a given city, community, metropolitan area or urban unit that is organized to solicit and service individual and group business; and that is defined and authorized by its appropriate incorporated local government entity as the representative organization exercising those functions; and that is recognized and accepted by the Association Board of Directors as the representative organization.

B. AND the chief executive officer of the organization described in Section 2A of this Article.

Section 3.                Active-Voting membership in the Association may be vested in individual management staff members of the organizations responsible for marketing a defined area for visitor and /or convention business and shall be eligible for active voting membership.

Section 4. Only one person from any qualified organization shall be entitled to vote at any given meeting.

Active-Non-Voting

Full time staff members of qualified organizations who have an Active-Voting member and have paid dues as established by the Board of Directors are eligible to participate in all Association activities as Active members and may vote in place of Active-Voting members from their own organization in the absence of the Active-Voting member.

Section 5. Student/educator membership may be vested in:

- A. Students who are enrolled in an accredited college/university and who spend more than 50% of their time in the classroom;
- B. Educators who earn the majority of their income from teaching or advising students at an accredited college/university and who are in a position to encourage students to consider destination management as a career;
- C. Student/educator members are entitled to privileges established by the Board of Directors.

Section 6. Life membership may be vested in any individual:

- A. Who has maintained Association membership in good standing for a minimum of 15 years, or who has been a management employee of a member destination bureau for 15 years and who has retired from active service in the convention and visitor industry;
- B. Or, in any member of this Association who has maintained Association membership in good standing for a minimum of 10 years and retired due to disability;
- C. Life members shall pay token dues as established by the Board of Directors;
- D. Life members shall be entitled to privileges established by the Board of Directors.

Section 7. The Board of Directors may confer honorary membership upon persons who have rendered distinguished service to the destination management profession.

- A. Honorary members are exempt from dues.
- B. Honorary members shall be entitled to privileges established by the Board of Directors.

Section 8. The Board of Directors may establish corporate memberships for sponsorships whose objectives are compatible with the Bylaws and purpose of the Association.

- A. Corporate members have no voting status and shall be entitled to privileges established by the Board of Directors.

**ARTICLE 4 – OFFICERS**

Section 1. The officers of the Association shall be the President, Vice President, Treasurer, Secretary, Immediate Past President (if any) and three Directors-at-large, elected by the Active-Voting members. This group will compose the Association’s Board of Directors.

Section 2. The officers of the Association shall take office January 1 and shall hold office for 1 year or until their successors are elected and installed.

Section 3. No officer or director may serve more than two consecutive years in any of the Association’s elected offices.

Section 4. All officers are required to disclose any conflicts of interest. (See Article 12)

Section 5. Duties

The President shall be the principal elected officer of the Association and shall preside at all meetings of the Executive Committee, Board of Directors, and membership; shall appoint all committee chairpersons (delete and members) including the nominating committee; and serve as ex-officio member of all committees except the nominating committee and such other duties as are necessarily incident to the office of President or as may be prescribed for in the Bylaws and by the Board of Directors

The Vice President shall preside at all meetings of the Executive Committee, Board of Directors, and membership in the absence of the President. In the event the President is unable to perform his/her duties, the Vice President shall become President.

The Secretary shall be responsible for providing notices of meetings, maintaining and distribution of minutes of the proceedings of Association business sessions and Board meetings; and assuring that all permanent records are maintained in a central location.

The Treasurer shall be responsible for maintaining a record of all Association monies received and dispersed and assuring that they were properly authorized; and presenting timely financial report for Association business sessions and Board meetings. The financial accounts and disbursements, as properly authorized, shall be made by the Treasurer upon request by the President and signed by the Treasurer.

The Immediate Past President of the Board shall serve as Chair of the Membership Committee and be responsible for processing membership applications for the Board of Directors review.

The At-Large Board membership, with the officers, shall make up the Board of Directors of the Association.

The Board of Directors shall be the governing body of the Association and shall:

- A. Be responsible for the promulgating of the Rules and Regulations relative to the operations of the Association;
- B. The exchange of confidential reports and information;
- C. The activities of special or standing committees;
- D. Approval of applications for membership;
- E. And the suspension, expulsion, or reinstatement of members of the Association in accordance with the provisions of these Bylaws;
- F. Shall act for the Association between membership meetings.
- G. Determine its policies or changes therein;
- H. Actively pursue its purpose and supervise the disbursements of its funds;
- I. Retain such staff as may be required to carry out the purpose of the Association;
- J. Retain legal counsel as needed;
- K. Adopt such rules and regulations for the conduct of its business as shall be deemed advisable.
- L. Meet quarterly at such times and places as it may elect. Such meetings may or may not coincide with general membership meetings
- M. Members of the Board of Directors shall be given written notice at least 10 working days in advance of regular Board of Directors meetings.

Section 6. Only Active-Voting members are eligible to hold elective office in the Association.

Section 7. A simple majority of the voting member of the Board of Directors shall constitute a quorum for the transaction of business.

Section 8. The President of the Board may call special meetings of the Board of Directors.

- A. The President of the Board shall call a special meeting of the Board of Directors at the written request of 4 members of the Board of Directors.
- B. Members of the Board of Directors shall be given written notice of special Board of Directors meetings at least 10 working days in advance of such meetings.

Section 9. The Board of Directors may by a majority vote of its members; establish a procedure whereby it may conduct the business of the Association by mail and/or fax ballot.

Section 10. All members of the Association will receive notice of each meeting of the Board of Directors and at the same time as such members of the Board of Directors receive notice (Refer to Article 4, Section 4: Officer Duties)

- A. All members of the Association may attend Board of Directors meetings.
- B. Only members of the Board of Directors may attend Executive Sessions of the Board of Directors.

Section 11. The President of the Board, with the concurrence of a majority of the Board of Directors, may appoint an Active-Voting Member to fill any non-officer vacancy, which occurs on the Board of Directors for any reason between Association elections.

Any Director appointed to fill a non-officer vacancy on the Board of Directors shall serve only until the next Association election at which time a Director shall be elected to serve the remainder of the term.

Section 12. The Board of Directors may, by vote of 2/3 of its members, remove any officer or director.

Section 13. The Association will indemnify any officer or director against expense actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of having been a director or officer of the Association. Exception shall be made if it is deemed in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence of misconduct in the performance of his/her` duty.

#### **ARTICLE 5 Committees**

Section 1. The Association, through the Board of Directors, may establish special and standing committees as deemed necessary and provide them with standards and guidelines to ensure goals are achieved.

Section 2. The President, with the approval of the Board of Directors, shall appoint all committee chairs that shall appoint their own members.

Section 3. The Nominating Committee shall be appointed by the President in its entirety and shall consist of three members, consisting of one Officer or Director and two Active-Voting members who are not an officer or director.

#### **ARTICLE 6 Voting**

Section 1. For the purpose of conducting the business of the Association, sole voting rights shall be vested in the Active-Voting members as defined in Article-3-Section 2, 3, and 4 and each Active-Voting member shall have one vote. A majority vote, that is a majority of the votes cast, ignoring blanks (non-votes and abstentions) is sufficient for the adoption of any motion that is in order, except those requiring a percentage (see Article 10 and 11). A non-vote is considered to be in the affirmative.

Section 2. Voting during business meetings of the Association may be conducted by written ballot, voice ballot, or a show of hands, and the President of the Board shall determine which method shall be used for any given issue.

- A. During business meetings of the Association, 25% of Active-Voting membership present and eligible to vote shall constitute a quorum.
- B. If a quorum is present, all issues shall be determined by a simple majority of the votes cast, unless otherwise specified in these Bylaws.

Section 3. The Board of Directors may direct that certain issues shall be determined via a mail or electronic mail ballot by the membership.

- A. Issues submitted to the membership by mail or electronic mail ballots shall be determined by a simple majority of the valid ballots received unless otherwise specified by these Bylaws.
- B. To be valid, mail or electronic mail ballots must be received in the Association office or other designated place not more than 30 days following the date ballots were mailed to the membership.

#### **ARTICLE 7 - Nominations and Elections**

Section 1. The nominations of the Association shall take place according to the following procedure:

- A. The nominating committee shall be appointed and announced by the President with approval of the Board of Directors, 60 days prior to the annual meeting,
- B. At least 45 days prior to the Annual Meeting of the Association, the Nominating Committee shall submit to the Secretary of the Association a report consisting of nominations of one or more candidates for each office and directorship to be filled.
  - i. The Nominating Committee report shall include a short biographical of each candidate nominated and outline the procedure to be followed for each additional nomination.
  - ii. The Secretary shall distribute the slate to the membership no later than 30 days prior to the annual meeting.
  - iii. The Nominating Committee will consider geographic regions, gender, bureau sizes and the diversity of the industry when selecting names of members for nomination.
- C. Additional nominations for any office or directorship may be made by written petition sponsored by at least 20% of the Active-Voting members eligible to vote and received by the President at least 10 days prior to the annual meeting. The Board of Directors shall certify those that meet the criteria for nomination and prepare a final slate of officer and director nominees.

#### **ARTICLE 8-Annual (Summer) Meeting**

Section 1. The annual (summer) meeting of the Association shall be held at such place and on such dates as shall be determined by the Board of Directors.

Section 2. All members of the Association shall be notified of the time and place of the annual meeting at least 30 days prior to the beginning day.

Section 3. It shall be the responsibility of the Secretary to communicate the time and location of all Board or general membership meetings.

Section 4. Winter meeting and Special called meetings shall require at least 10 days notice.

#### **ARTICLE 9 -Dues and Assessments**

Section 1. The Board of Directors shall set the dues of the Association, which shall be due and payable on the first day of January for the ensuing fiscal year, and shall be considered delinquent if not paid by March 1, of the same calendar year. The dues for the next year shall be communicated to all members before the start of the fourth calendar quarter of the preceding year.

For first time members, dues will be prorated if paid after July 1.

Section 2. Any member whose dues are not paid during the prescribed period shall be subject to expulsion by the Board of Directors.

- A. The Board of Directors may grant an extension during which dues payments may be made.

Section 3. The membership may be assessed for special purposes if the Board of Directors proposes such assessments and approved by a simple majority vote of the membership. A non-vote is considered to be in the affirmative.

- A. Any member who shall fail to pay an assessment within 60 days of its billing date shall be subject to expulsion by the Board of Directors.
- B. The Board of Directors may grant an extension during which assessments may be paid.

#### **ARTICLE 10-Amendments**

Section 1. Amendments to the Association Bylaws may be proposed to the membership by the Board of Directors or by petition of at least one-third (1/3) of the Active-Voting, members who are eligible to vote.

- A. Amendments proposed by petition shall be submitted to the Secretary.
  - i. The Secretary will certify the validity of the petition and forward it to the Bylaws committee for drafting.
- B. Amendments may be submitted for approval of the membership by mail ballot or during any meetings – regularly scheduled or called.
- C. Amendments submitted to the membership for approval during the meeting must be provided to the members at least ten (10) working days prior to the meeting.
- D. Proposed amendments may be presented to the membership with or without recommendations.
- E. At the membership meeting, if a quorum is present (simple majority of the voting members), such proposed change can be decided if the proposed change is adopted or not. If a quorum is not present, then the President shall submit a copy of the proposal to the membership by regular or electronic mail for a mail ballot within 10 working days from such meeting. After 30 days from mailing to the members, the ballots will be counted and the results shall determine if the proposed change(s) is (are) adopted.

Section 2. Approval of amendments to the Association Bylaws shall require a two-thirds majority of the votes cast.

#### **ARTICLE 11-Suspension of the Bylaws**

Section 1. During the membership meeting, the bylaws of the Association may be suspended by an affirmative vote of 2/3 of the Active-Voting members present and eligible to vote, provided a quorum is present.

Section 2. A motion to suspend the bylaws shall name a single and specific issue to be considered and only that issue may be considered while the bylaws are suspended.

#### **ARTICLE 12-Conflict of Interest Policy**

Section 1. Policy Statements. The officer and directors of GACVB have a fiduciary relationship to GACVB. This relationship requires that in the performance of their duties they shall act in good faith, with undivided loyalty to GACVB and with the high degree of diligence, care and zeal which reasonably prudent persons would exercise in the conduct of their own affairs. This relationship further requires that the Officers and Director of GACVB may not take advantage of their positions, or the knowledge gained there from, for private gain or other personal advantage, either for themselves, their families, or anyone with whom they have a direct or indirect personal or financial interest, to the detriment of GACVB.

Specifically, this fiduciary relationship requires the avoidance of conflicts of interest and the affirmative duty to reveal to GACVB conflicts of interest and apparent conflicts of interest which may exist through the disclosure of interest and activities, such as, the ownership, direct or indirect, of a financial or other

interest in organizations supplying goods or services to GACVB, or in the organizations which provide services competitive with GACVB, the receipt or acceptance of benefits from any organization doing or seeking to do business with GACVB or with a competitor of GACVB, or participating in or taking advantage of any business opportunity or activity in which GACVB has an interest or which may be competitive with GACVB.

Officers or Directors shall not receive, directly or indirectly, any remuneration for services rendered.

#### Section 2. Disclosures.

- A. At least as often as annually, the President shall send to each Officer and Director of GACVB a copy of the policy statement set forth in these bylaws, together with an appropriate explanation and a confidential questionnaire in a form approved by the Board of Directors.
- B. Any new Officer or Director of GACVB shall complete and return a similar confidential questionnaire prior to or immediately upon the assumption of his/her responsibilities.

Section 3. Effects of Disclosure. No contract or transaction entered into by GACVB shall be rendered invalid by the fact that a Director or Officer of GACVB is personally interested in it or may have interest which are or might be adverse to the interests of GACVB if:

- A. The Officer or Director has made disclosure and he/she refrains from affirmatively asserting his/her influence in speaking or voting for the transaction.
- B. Adoption is made or ratified by a majority of the Directors and such transaction is in the best interests of GACVB; fair and reasonable.

### **ARTICLE 13-Fiscal Responsibility**

Section 1. The fiscal year of the Association shall be from January 1 through December 31 of any given year.

Section 2. The Board of Directors shall make lawful and adequate provisions for sound fiscal policies and procedures of the Association, including the preparation of an annual audit by a certified public accountant and ample fidelity bonding of officers and employees entrusted with the funds and/or property of the Association.

### **ARTICLE 14– Parliamentary Authority**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable in which they are not inconsistent with these Bylaws.

### **ARTICLE 15– Dissolution**

In the event of the dissolution or final liquidation of the Association, its remaining net assets shall be distributed to such nonprofit corporations or associations as are organized under paragraph 501 © of the Internal Revenue Code, as the Board of Directors in its discretion may determine and no part of such net assets may inure to the benefit of any individual member or person.