

BY-LAWS
OF
BOONE COUNTY CONVENTION AND VISITORS BUREAU, INC.

ARTICLE I
Name, Location and Seal

Section 1: Name. The name of the Corporation shall be Boone County Convention and Visitors Bureau, Inc. The organization has not been formed for the making of any profit, or personal financial gain. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

Section 2: Location. The post office address of its principal office is PO Box 644, Lebanon, Indiana, 46052. The name and address of its registered agent is Audrea Racine, 117 W Main Street, Lebanon, IN 46052, (765) 481-2609. The location of its principal office, or the designation of its registered agent, or both, may be changed at any time, or from time to time when authorized by the Board of Directors, by filing with the Secretary of State on or before the day any such change is to take effect, or within ten (10) days after the death of the resident agent, or other unforeseen termination of this agency, a certificate signed by the President or the Vice-President and the Secretary of the Corporation, and verified under oath by one of such officers signing the same, stating the change to be made and reciting that such change is made pursuant to authorization by the Board of Directors.

Section 3. Seal. The Corporation may have a seal. About the periphery of the seal shall appear the words "Boone County Convention and Visitors Bureau, Inc." and "State of Indiana." In the center of the seal shall appear the word "Seal." The absence of the corporate seal from any document shall not affect in any way the validity or effect of such document.

ARTICLE II
Finances

Section 1. Fiscal Year. The accounting period of the Corporation shall be a calendar year.

Section 2. Budget. The Board of Directors shall prepare and adopt a budget at its first meeting each year.

Section 3. Annual Financial Statement. The Corporation shall prepare an annual financial statement for distribution to board members.

ARTICLE III Board of Directors

Section 1. Composition of the Board of Directors. The Board of Directors shall consist of nine (9) persons. The acting directors of the Boone County Tourism Council shall serve as Directors of this Corporation. Currently there are seven (7) directors of the Boone County Tourism Council. In the event the number of directors serving on the board of the Boone County Tourism Council shall increase, then the board of directors of the Boone County Tourism Council shall appoint seven (7) of their board members to serve as Directors of this Corporation; and in the event the number of directors serving on the board of the Boone County Tourism Council shall decrease, the total number of Directors of this Corporation shall decrease proportionately. One (1) Director shall be appointed by the Boone County Council in January of each year, and shall be chosen from among the members of the Boone County Council. The remaining one (1) Director shall be appointed by the Board of County Commissioners of Boone County in January of each year, and shall be chosen from among the members of the Board of County Commissioners of Boone County. The composition of the Board of Directors may change by agreement between the municipalities.

Section 2. Terms. The term of each Director from the Boone County Tourism Council shall vary with the term each is serving on the Boone County Tourism Council. For example, at the time the directors serving on the board of the Boone County Tourism Council changes, so shall the Directors of this Corporation. Each Director from the Boone County Council and the Board of County Commissioners of Boone County shall hold office for a term of one year. Notwithstanding the foregoing, each Director shall serve until their successors are duly elected and qualified.

Section 3. Vacancies. If a vacancy occurs on the Board of Directors, the respective entity from which the Director was appointed (i.e., either the Boone County Tourism Council, the Boone County Council or the Board of County Commissioners of Boone County) shall fill the vacancy. For example, if a director who qualified as Director because he or she was appointed by the Boone County Council, the Boone County Council shall appoint the successor Director, who shall be a member of the Boone County Council.

Section 4. Removal. A director who has missed three or more consecutive meetings may be removed by a majority vote of the board members then sitting. A director may be removed for any reason by a vote of two-thirds of the members then sitting.

Section 5. Quorum. At any meeting of the Board of Directors, the presence of a majority of the members of the Board elected and qualified shall constitute a quorum for the transaction of any business, except as provided in Article III, Section 3, relating to the filling of vacancies in the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors unless the Articles of Incorporation or these By-Law provide otherwise.

Section 6. Teleconference. A member of the Board of Directors may participate in a meeting of the Board by any means of communication by which all Directors participating in the meeting can simultaneously hear each other during the meeting. Participation by these means constitutes presence in person at the meeting.

Section 7. Meetings. Other meetings of the Board of Directors may be held upon the call of the President, or of twenty percent (20%) of the members of the Board of Directors of the Corporation at any such place within the State of Indiana, upon forty-eight (48) hours' notice, specifying the time, place and general purposes of the meeting, given to each Director, either personally, by mail or by e-mail. At any meeting at which all Directors are present, notice of the time, place and purpose thereof shall be deemed waived; and similar notices may likewise be waived by absent Directors, either by written instrument or by e-mail communications, executed either before or after such meeting. By a special resolution adopted by the Board, the Board may establish regular monthly or quarterly meeting to be held without the mailing of notice of such meeting to the members of the Board.

Section 8. Annual Meeting. The Board of Directors shall meet annually for the purpose of organization, election of directors and officers, and consideration of any other business that may be brought before the meeting.

Section 9. Action Without Meeting. Any action required or permitted to be taken by the board may be taken without a meeting, if a majority of the members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as a unanimous vote of the directors.

Section 10. Powers of the Board of Directors. The Board of Directors shall constitute the governing body of the corporation. The board shall manage the business and affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation. The Board of Directors shall have power to fix the salaries of all officers, and to employ the discharge all employees and appoint officers, and fix the wages or salaries thereof; or said Board may authorize any one or more of its officers to so do. The Board of Directors shall have the authority to hire an Executive Director who will serve at the pleasure of the Board and shall report directly to the Board. The Executive Director shall be responsible for the hiring of any other employees of the Corporation and shall direct the day to day operations of the Corporation.

The Board may, by resolution, from time to time, prescribe the manner in which all obligations of the Corporations shall be issued and signed.

The Board may also prescribe the manner in which the books of the Corporation shall be kept and audited, and the affairs of the Corporation managed; which officer or officers may borrow money in the name of the Corporation; and in general said Board shall have full charge and management of the business affairs of said Corporation, with full power to act in the premises.

Section 11. Resignations. Any director may resign at any time by giving notice of resignation to any officer of the board.

Section 12. Committees. The board of directors may appoint any committee it deems necessary to help fulfill its functions.

ARTICLE IV Officers of the Corporation

Section 1. Officers. The Board of Directors shall have a President, a Vice-President, a Secretary and a Treasurer. Any person may hold two or more offices except that the President shall not also be the Vice-President, Secretary or Treasurer.

Section 2. Election. At its annual meeting of the Board of Directors, the Board shall elect the officers. The term of office shall be for one (1) year, or until their successors are elected and qualified. If an annual meeting is not held at the time designated by these By-Laws, such failure shall not cause any defect in the corporate existence of the Corporation, and the officers for the time being shall hold over until their successors are chosen and qualified.

Section 3. Removal and Resignation. An officer may be removed at any time, either with or without cause, by the board. An officer may resign at any time upon written notice to the Corporation given to the board, the President, or the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any other time specified herein.

Section 4. The President. The President shall preside at all meetings of Directors, discharge all duties which devolve upon a presiding officer, and perform such other duties as these By-Laws provide, or the Board of Directors may prescribe.

Section 5. The Vice-President. The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as these By-Laws may require or the Board of Directors may prescribe. The Vice-President shall have the same power and duties as the President when acting in that capacity

Section 6. The Secretary. The Secretary shall have charge of such books, documents and papers as the board of directors may determine; shall keep, or cause to be kept, a true and complete record of the meetings of the board of directors; shall give, or cause to be given, notice of all meetings of the directors; shall keep, or cause to be kept, and a record containing the names, alphabetically arranged, of all persons who are members of the corporation. Such books shall be open for inspection by law. The Secretary shall, in general, perform all the duties incident to the office of secretary subject to the control of the board of directors and shall perform other duties as may be prescribed by the board of directors.

Section 7. The Treasurer. The Treasurer shall have custody of the corporate funds, property and securities, subject to such regulations as may be imposed by the board of directors,

and shall keep full and accurate account of all receipts and disbursements, and shall deposit all monies to the credit of the Corporation in such depository as may be prescribed by the Board of Directors from time to time. The Treasurer shall give to the President or Board, whenever they require it, an account of transaction as treasurer and of the financial condition of the corporation and shall, in general, perform all duties incident to the office of treasurer, subject to the control of the Board of Directors.

Section 8. Vacancies. A vacancy in any office may be filled in the manner prescribed in these Bylaws for regular appointments to that office. In the event of a vacancy in any office other than the President, such vacancy shall be filled temporarily by appointment by the President, and shall remain in office for 60 days, or until the next regular meeting of the Board of Directors, whichever comes first. Thereafter, the position can be filled only by action of the Board of Directors.

Section 9. Executive Committee. The Executive Committee shall be composed of the officers of the Board of Directors. The Executive Committee shall exercise all responsibilities, authority and duties that are delegated or assigned to it by the Board of Directors. They shall meet as needed to plan for the board's work and to fulfill tasks assigned to them by the board.

ARTICLE V No Members

The Corporation shall not have members.

ARTICLE VI Staff

Section 1. Executive Director. The executive director is responsible for administering the program of the corporation. The executive director is accountable to the board of directors and shall work closely with the board to fulfill its objectives. The executive director, as authorized by the board's fiscal policy, shall sign or delegate authority to sign checks and enter into agreements with the approval of the board of directors, which are necessary to carry out the objectives of the corporation. All checks must also be signed by at least two officers that make up the Executive Committee. The executive director shall be an ex officio member of the board. The executive director shall not be entitled to vote but shall be entitled to notice of and attendance at meetings, except those portions of a meeting at which matters directly relating to the director are discussed.

Section 2. Hiring Policies. The Board may from time to time appoint such employees and other agents as it shall deem necessary. Such employees shall be hired by the Board of Directors. The Executive Director has no authority to employ other staff without the Board of Director's permission. The Executive Director can make recommendations to the Board of Directors for other staff positions.

ARTICLE VII Amendments

These By-Laws may be altered, repealed or amended in whole or in part, and new By-Laws may be adopted at any regular meeting of the Board of Directors and at a special meeting of the Board of Directors by a majority vote; provided, however, that notice of such meeting shall contain notice of such proposed change.

Accepted and adopted this _____ day of _____, 2022.

By: _____

Nathan Messer, President