

**EASTERN OREGON VISITORS ASSOCIATION:
GOVERNING BY-LAWS**

ARTICLE I: NAME AND PURPOSE

Section 1.1

The Eastern Oregon Visitors Association will be incorporated under the state laws of Oregon as a private, not for profit 501c (6) organization and shall be known as the Eastern Oregon Visitors Association (EOVA), hereinafter referred to as ORGANIZATION.

The purpose of the organization is to serve as the Regional Destination Management Organization for Eastern Oregon as defined by Travel Oregon; representing the boundaries of Baker, Gilliam, Grant, Harney, Malheur, Morrow, Sherman, Umatilla, Union, Wallowa and Wheeler counties and the Tribal governments therein.

ARTICLE II: MISSION AND STRATEGIES

Section 2.1 Mission:

The mission of the organization is to develop, market and promote the Eastern Oregon region as a destination for visitors to enhance regional economic vitality and the quality of life for all residents.

Section 2.2 Strategies:

The organization's Key Strategies are designed to:

- a. Attract overnight visitors to Eastern Oregon by executing region wide tourism sales, marketing and sustainable destination development programs to position the region as a leisure, events and group travel destination.
- b. Provide leadership and coordination for regional visitor industry issues and communications with statewide partners.
- c. Gather data to educate and inform opinion leaders, the organization's partners and the public on the status of the visitor industry.
- d. Work with local tourism partners and government leaders to structure financing and policy plans for the organization and implementation of those plans.

ARTICLE III: LIMITATIONS AND METHODS

The organization is non-partisan, non-sectional, and non-sectarian and takes no part in, nor lends its support to the election of any candidate for state, county, city, or federal office; the organization does not sponsor any meetings of partisan political nature whatsoever. This limitation does not deprive the organization, its Board of Directors, councils, or task forces of holding meetings or participating in discussions, which are normally considered a part of the program of an RDMO. The organization does not discriminate in its operation or activities based on gender, race, ethnicity, color, religion, national origin, disability, age, marital status, veteran status, family status/relationship, sexual orientation, or any other basis protected by applicable state or federal laws.

Section 3.1 Legal Powers

The organization observes all local, state, and federal laws which apply to nonprofit organizations, and specifically those defined in Section 501(c)(6) of the Internal Revenue Code. The Executive Director or authorized signers of the Board of Directors may exercise any powers permitted by the laws of the State of Oregon to nonprofit organizations, as assigned by the Board of Directors.

ARTICLE IV: MEMBERSHIP AND DUES

Section 4.1 Membership:

Membership in the organization shall consist of any established and appropriately licensed organization or individual interested in and aligned with the tourism industry and the above strategies.

Section 4.2 Dues:

Dues shall be at such rates and schedules determined, prescribed and reviewed periodically by the Board of Directors.

Section 4.3 Sustaining Membership:

4.3.1 Sustaining Members are so designated as they provide a level of significant financial commitment necessary to sustain regional operations and programs. Sustaining Members shall be solicited for region-wide engagement and alignment of industry partnerships. Each Sustaining Member is eligible to appoint one voting representative to the Board of Directors for a term equivalent to the current fiscal year.

4.3.2 In cases where individual neighboring counties or Tribal governments are unable to afford Sustaining Member dues, a joint membership may be considered at the discretion of the Board of Directors on an annual basis with the privileges and voting rights of one Sustaining Member.

Section 4.4 Stakeholder Membership:

4.4.1 Stakeholder Members are so designated as they provide some level of financial commitment to support regional operations and programs. Stakeholder Members are eligible to select one voting representative to be elected to one of four at-large Board positions.

4.4.2 Stakeholder Membership is not eligible for a joint membership.

Section 4.5 Privileges of Membership:

All Members shall have the right to attend and vote at Special or Annual Membership Meetings and to participate in elections to the Board of Directors. Other rights may be granted if mandated by law or granted by the Board of Directors, to include, but not limited to: electing the Board of Directors; ratifying Amendments to the Articles of Incorporation; approving changes in the rights, privileges, or preferences of Members (i.e. voting, etc.); approving the merger, sale, transfer, or encumbrance of substantially all the organization's assets out of the ordinary course of its usual and regular business; dissolution of the organization; any matter for which Member approval is required by law.

This provision does not limit participation in the organization's activities to one person from any member organization.

Section 4.6 Meetings of the Membership:

4.6.1 An annual meeting of the Membership shall be held in the first quarter of the fiscal year with notice of the annual meeting communicated electronically or by mail at least 10 days in advance, but not more than 30 days. Special meetings, which may be called for by 1/3 of the Board of Directors or 50% of the Membership, may be scheduled not less than seven days after providing notice to the Membership.

4.6.2 A minimum of 50% plus 1 of the Membership shall constitute a quorum for the conduct of business. Unless the act requires otherwise, an affirmative vote of a majority of the Members present shall constitute the act of the Members.

Section 4.7 Voting Privileges:

4.7.1 Each Member in good standing is entitled to cast one vote for any matters requiring a vote at the Annual Meeting.

4.7.2 **Voting:** Each member is entitled to one (1) vote on any matter at a meeting of the Membership. In the case of a tie, the President shall cast the deciding vote.

- a. **Not Physically Present:** A Member is present, if participating by audio or audio-visual conference, at the time a vote is called for. Voting orally by audio or audio-visual means shall be valid.
- b. **Voting in Advance:** Voting in advance must be mailed, hand-delivered, or electronically transmitted to the Executive Director or President at least one (1) day prior to the meeting call to order.
- c. **Voting by Proxy:** Any Member organization may designate an alternate to provide voting representation at Annual or Special Membership meetings.

- d. **Voting by Telephone Poll:** Telephone polling of Membership is not permitted as a means of transacting business.
- e. **Voting by Email:** Electronic voting is not permitted as a means of transacting business during in-session Membership Meetings. The organization may use electronic means to query the Membership or conduct voting in lieu of or in addition to written communications or Membership meetings. Membership voting privileges are limited to one vote per Member in good standing. Electronic voting or polling ballots will be tabulated and the option(s) with largest number of votes will be accepted as the winner(s). Emailed votes, including any written response to an email poll, will be summarized in the form of minutes. The electronic ballot will indicate the topic to be voted on, voting instructions, and a prescribed deadline for responses, and may include attached supporting documents relating to the topic. Such action by emailed vote will have the same force and effect as a vote of the Membership at a regular meeting and may be described as such in any document.

Section 4.8 Termination and Revocation of Membership:

4.8.1 Termination

A Sustaining or Stakeholder Member may voluntarily terminate membership by written notification to the Board of Directors. Such termination shall become effective upon written acknowledgment from the Board of Directors.

4.8.2 Revocation

Sustaining or Stakeholder Membership may be involuntarily terminated by the Board of Directors upon the failure to pay all or some of its dues for a period of more than ninety (90) days after the date such amounts are due. The Board of Directors may establish administrative policies listing specific circumstances and procedures by which the President and the Executive Director may rescind any such termination of membership. Any Sustaining or Stakeholder membership may be revoked by 50% plus 1 by the Board of Directors

ARTICLE V: BOARD OF DIRECTORS

Section 5.1 General Powers and Responsibilities:

All power to direct the affairs of the organization shall be vested in the Board of Directors and the Board of Directors shall meet quarterly, or as often as needed to conduct the organization's business. The overall responsibility of the Board of Directors is to make all policy decisions, to approve the annual budget, to appoint and remove directors and officers and to hire, terminate, set compensation for and, directly or through the executive committee, conduct annual performance evaluations of the Executive Director.

Section 5.2 Conflict of Interest

When a Board member has a conflict of interest in a transaction with the organization, the Board of Directors must approve the transaction before the organization 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 real or perceived conflict of interest shall declare such and shall abstain from voting on the transaction. A conflict of interest transaction is a transaction with the organization in which the Board member has a direct or indirect interest.

Section 5.3 Applying for a Paid Position

In the event a Board member wishes to apply for a paid staff position or serve as a paid contractor with the organization, they must, in writing to the Board President, request and receive a leave of absence from the Board of Directors prior to application. If the Board member is hired or selected to work for the organization, then the Board member is no longer eligible to serve on the Board of Directors.

Section 5.4 Eligibility to Serve on the Board of Directors:

A candidate must be at least eighteen (18) years of age and have the ability and willingness to participate effectively in fulfilling the Board's responsibilities. Selection of Directors is made with no restriction to gender, race, ethnicity, color, religion, national origin, disability, age, marital status, veteran status, family status/relationship, sexual orientation, or any other basis protected by applicable state or federal laws.

Section 5.5 Elections, Terms, and Qualifications of the Board of Directors:

There shall be a Board of Directors consisting of all dues-paid Sustaining Members and duly elected Stakeholder

Members. Members of the Board of Directors must be in good standing of the organization. The General Membership shall vote in an annual election to replace members of the Board Directors whose terms are expiring. A nominating committee, appointed by the Board President, will be comprised of at least three members of the Board of Directors. The Board shall be comprised of:

- a. Each Sustaining Member appoints one representative to the Board of Directors, as conferred by the Board of Directors. A Sustaining Member's term is for one year.
- b. Four Stakeholder Members to be elected from within the organization membership at large. A standard term for each Stakeholder Board position is three years, with a maximum of three consecutive terms. Stakeholder Board of Director terms shall be staggered. Terms will coincide with the fiscal year.

Section 5.6 Resignations, Vacancies, or Removal:

5.6.1 Resignations

A member of the Board of Directors may resign at any time by providing written notice to the Board President. A resignation is effective when notice is delivered under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

5.6.2 Vacancies

Terms on the Board of Directors that are vacated for any reason shall be filled by appointment of the departing organization, who is responsible to notify the board president with a new representative.

5.6.3 Removal

Any director may be removed from the Board by a vote of 50% plus 1 of the Board of Directors. Such removal shall be based upon a finding of the Board that the best interest of the organization will be served thereby.

Section 5.7 Absences:

If a member of the Board of Directors is absent, unexcused, from three meetings during the fiscal year, without notice to the organization, the Board of Directors may consider his or her involuntary resignation.

Section 5.8 Regular Meetings:

Meetings of the Board may be held at the time and place as determined by the Board President. Meetings are open to the public in accordance with ORS Chapter 65.

Section 5.9 Quorums:

A quorum of Board members must be present at the Board of Directors' meetings to conduct official business. A quorum of Board members shall consist of 50% plus 1 of the Board.

Section 5.10 Voting Privileges:

5.10.1 Each member of the Board of Directors, in good standing, has one (1) vote.

5.10.2 **Voting:** Each member of the Board of Directors is entitled to one (1) vote on any matter at a meeting of the Board of Directors.

- a. **Not Physically Present:** A member of the Board of Directors is present, if participating by audio or audio-visual conference, at the time a vote is called for. Voting orally by audio or audio-visual means shall be valid.
- b. **Voting by Telephone Poll:** Telephone polling of the Board is not permitted as a means of transacting business.
- c. **Voting in Advance:** Voting in advance of a Board of Directors meeting is not permitted as a means of transacting business.
- d. **Voting by Proxy:** The voting member of the Board may designate an alternate to provide representation at Board and Committee meetings. The alternate does not have voting authority.
- e. **Voting by Email:** The organization may use electronic means to query the Board of Directors or conduct voting in lieu of or in addition to written communications or Board of Directors meetings. Board of Directors voting privileges are limited to one vote per member of the Board of Directors in good standing. Electronic voting or polling ballots will be tabulated and the option(s) with the largest number of votes will be accepted. Emailed votes, including any written response to an email poll, will be summarized in the form of minutes. The

electronic ballot will indicate the topic to be voted on, voting instructions, and a prescribed deadline for responses, and may include attached supporting documents relating to the topic. Such action by emailed vote will have the same force and effect as a vote of the Board of Director at a regular meeting and may be described as such in any document. Voting by email to require 100% participation of the Board of Directors, in accordance with ORS Chapter 65, and with a summary of the vote to be documented in the following Board Meeting.

Section 5.11 Compensation:

Directors receive no compensation for their services; however, the Board may, by resolution, preauthorize reasonable reimbursement for expenses incurred in the performance of their duties. Nothing herein precludes a member of the Board of Directors from serving the organization in any other capacity and receiving reasonable compensation for such service. All compensation to members of the Board of Directors must comply with ORS Chapter 65.

ARTICLE VI: EXECUTIVE COMMITTEE

Section 6.1 Composition of Executive Committee

The Executive Committee consists of: President, Vice President, Treasurer, Secretary, and Immediate Past President with the Executive Director serving as an ex-officio member to the Board and all Committees. All but the Past President are elected by the Full Board in accordance with the organization's Bylaws.

Section 6.2 Eligibility of Executive Committee:

Directors must serve one year on the Board and be a Member-in-Good-Standing to be eligible to serve as Officers. If no candidate for the positions of Vice President and Secretary meets the above criteria, the Board of Directors may elect a candidate from the pool of newly seated members of the Board of Directors by 50% plus 1.

Section 6.3 Powers & Duties

The Executive Committee does not make any decisions and exists solely to serve as advisor to the Executive Director, except, however, the Executive Committee exercises the power of the Board when matters cannot wait for a full Board meeting. The Executive Director and/or Board President has the sole authority to call meetings and set agendas of the Executive Committee. Minutes are kept from these meetings and incorporated into Board meeting packets.

Section 6.4 Quorum

Three (3) members of the Executive Committee shall constitute a quorum.

ARTICLE VII: OFFICERS

Section 7.1 Selection of Officers:

At the July Board meeting, or the first Board meeting of the fiscal year, the Nominating Committee will present a slate for the Board of Directors to elect the Executive Committee: a President, Vice President, Secretary and Treasurer, with the previous year's President as the immediate past-President. Officers will be approved by the Board and will hold office for one fiscal year or until successors are elected and take office. In the event of a vacancy, due to removal or resignation of an officer, the officer position shall be filled by appointment of the Board President to complete a remaining term, with approval by the full Board.

Section 7.2 Duties of Officers:

- a. The President shall preside at all meetings of the organization's Board of Directors. The President shall appoint, under the direction of and subject to the approval of the Board of Directors, all committees. The President shall be an ex-officio member of all committees, however may work in concert to divide responsibility with the Vice President.
- b. The Vice President shall serve as first assistant to the President, performing duties of the President in the absence of that officer.
- c. The Treasurer shall be responsible for overseeing the organization's financial affairs, reporting to the Board and serving as the Finance Committee Chair.
- d. The Secretary shall be responsible for preserving the books, documents, and communications, keeping books of account, and maintaining an accurate record of the proceedings of the Board and Committees. The Secretary serves as the Governance Committee Chair, if applicable.

- e. The Executive Director shall be ex-officio of the organization and shall be responsible to the Board for the general conduct and management of business and affairs. It shall be the responsibility of the Executive Director to conduct the official correspondence of the Board of Directors, as well as serve as backup to preserve the books, documents, and communications, keep books of account, and maintain an accurate record of the proceedings of the Board and all Committees.
- f. The Past President, at the Annual Meeting, is invited by the incoming President to rejoin the Executive Committee as the Immediate Past President. The Past President provides experience and expertise to guide and assist the President and fellow directors in governing the organization and its activities. Unless otherwise determined the Past President chairs the Annual Meeting.

Section 7.3 Signing Officers:

The Signing Officers shall be the Executive Director, President, Vice President, Secretary, and Treasurer.

ARTICLE VIII: COMMITTEES

Section 8.1 Appointment of Committee Chairs

The President of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee chairs. The President of the board may appoint such ad hoc committees and their chair as deemed necessary to carry out the program of the organization. Committee appointments shall be at the will and pleasure of the President of the Board, with the approval of the Board, and shall serve concurrently with the term of the appointing President of the Board unless a different term is approved by the Board of Directors.

Section 8.2. Ad hoc Committees

The Board shall decide the authority and functions of any Board Committee. The Board President may create Ad hoc Committees which shall dissolve automatically upon completion of their assigned task(s). It shall be the function of Committees to carry out such activities as delegated to them by the board. Committees may conduct their business when a quorum of 50% plus 1 committee members are present. Each Board Committee shall cause minutes of its proceedings to be kept and report its actions to the Board. Board Committees may, to the extent specified by the Board of Directors, exercise at the direction of the Board of Directors, provided, however, no such Committee may:

- Authorize distributions outside of the budget granted to said committee or project.
- Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all the organization's assets.
- Elect, appoint, or remove members of the Board of Directors or fill vacancies on the Board or on any of its Committees.
- Adopt, amend, or repeal the Articles of Incorporation or these Bylaws.

Section 8.3 Limitations 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 organization until it has been approved or ratified by the Board of Directors. Ad hoc Committees shall be discharged by the President 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 committees.

ARTICLE IX: EXECUTIVE DIRECTOR

The Board shall employ an Executive Director who shall be charged with the general supervision and management of the office and business affairs of the organization. The Executive Director serves at the pleasure of the Board and is an at-will, exempt employee.

ARTICLE IX: FINANCIAL REPORTING

Section 9.1 Fiscal Year:

The fiscal year of the organization shall be July 1 to June 30.

Section 9.2 Accounting and Auditing:

A professional accounting firm shall prepare the organization's financial statements. In accordance with state and federal regulations, the accounts of the organization shall be open to an audit upon request and any audited financials

and reports shall always be available to Members of the organization within the offices of the organization. The board may also request monthly and/or quarterly financial reports.

Section 9.3 Disbursements:

No obligation or expense shall be incurred, and no monies shall be appropriated without prior approval of the Board of Directors. Upon approval of the annual operating budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the approved budget and approved financial policies.

ARTICLE X: AMENDMENTS

Section 10.1 Amendment of the Bylaws:

The Board of Directors shall have the power to alter, amend, or repeal the bylaws or adopt new bylaws by a quorum, 50% plus one, vote at a duly called meeting of the Board, provided no such action will be taken if it would in any way adversely affect the organization's qualifications under the Internal Revenue Code or corresponding provisions of any subsequent tax law. At least half-plus-one of the quorum must vote in favor for the alteration, amendment, or repeal of the bylaws and the adoption of new bylaws to become effective. Pursuant to ORS 65.241 and 244, an amendment must also be approved by the members if the amendment: (1) increases the quorum requirement for any action of the members or (2) adds, changes, or deletes, the vote required from any action of the members.

Section 10.2 Amendment of the Articles of Incorporation:

The Board of Directions have the authority to amend the Articles of Incorporation as provided in ORS Chapter 65.

Section 10. 2 Revisions:

Any proposed amendments or alterations shall be submitted to the Board in writing at least one week in advance of the meeting at which they are to be acted upon.

ARTICLE XI: INDEMNIFICATION

No member of the Board of Directors or uncompensated officer of the organization shall be personally liable to the organization or its members for monetary damages for conduct as a director or uncompensated officer; provided that this section shall not eliminate liability, which may not be eliminated under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act for which elimination of the liability is permitted shall affect the liability of a director or uncompensated office for any act or omission, which occurs prior to the effective date of such amendment. The provisions of this section are intended to be in addition to and not in limitation of any other provisions of these by-laws or any agreement of the organization of any law that eliminates or limits the liability of directors, officers and others acting on behalf of the organization.

ARTICLE XII: INSURANCE

The organization may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a member of the Board of Directors, officer, employee or agent of the organization, or who, while a member of the Board of Directors, officer, employee or agent of the organization, is or was serving at the request of the organization as a member of the Board of Directors, officer, partner, trustee, employee or agent of another foreign or domestic business or nonprofit organization, partnership, joint venture, trust, employee benefit plan or other enterprise. The organization may purchase and maintain the insurance even if the corporation has no power to indemnify in accordance with state and federal statutes.

ARTICLE XIII DISSOLUTION:

Upon the dissolution of the organization, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to one or more non-profit, tax-exempt organizations engaged in activities similar to those of the organization.

BY LAWS ADOPTED THIS 25th DAY OF JANUARY, 2022.

APPROVED & ADOPTED 1/29/2019

AMENDED & ADOPTED 7/30/2019