

# **By-Laws of the City of Williamson Visitors & Convention Bureau, INC.**

## **Article I: NAME**

The name of this corporation shall be CITY OF WILLIAMSON VISITORS & CONVENTION BUREAU, INC. The corporation may sometimes be referred to in these By-Laws as "BUREAU".

## **Article II: PURPOSE**

The purpose for which this corporation was organized is to advance tourism and hospitality, together with the quality of life of the citizens of the City of Williamson and surrounding Tug Valley area, through a nonprofit tax-exempt corporation.

## **Article III: OFFICES**

The principal office of the corporation shall be located at 142 East Fourth Avenue, Williamson, Mingo County, West Virginia 25661. The corporation may maintain one (1) or more additional offices and the business of this corporation may be transacted at such other place or places as the Board of Directors may from time to time designate or as the business of the corporation may require from time to time.

## **Article IV: OWNERSHIP**

This is a nonmember, nonprofit corporation that shall be run by its Board of Directors, subject only to the provisions of the By-Laws.

## **Article V: BOARD OF DIRECTORS**

SECTION 1. General Powers. The government of this corporation and the direction of its work shall be vested in its Board of Directors. In the management of the business and affairs of the corporation, the Board of Directors is hereby vested with all the powers possessed by the corporation, itself, so far as the delegation of authority is not inconsistent with the laws of the State of West Virginia, The Certificate of Incorporation, or these by-laws.

SECTION 2. Compensation. There shall be no compensation or economic benefit for any person serving as a member of the Board of Directors.

SECTION 3. Number, Tenure, and Qualifications. The number of Directors of this corporation shall be at least five (5) and not more than seven (7), and in no event shall ever be an even number. The initial members of the Board of Directors shall be by appointment from the Mayor, with subsequent members being appointed by the Board of Directors, upon recommendation of the Mayor. The term of the Mayor or his designee as a member of the Board of Directors shall be the mayoral term. The initial term of each of the remaining four (4) members shall be as follows:

- One (1) Year -Darlene Berry
- Two (2) Years -Chris Blevins
- Three (3) Years -R. Doyle VanMeter
- Four (4) Years -Madonna Shapiro

Thereafter, each appointed term shall be for a period of four (4) years each, even if the number of Directors is subsequently increased to seven (7).

SECTION 4. Regular Meetings. The Board of Directors shall meet not less frequently than once a quarter. The monthly meetings shall take place on the last Tuesday of each month at the Williamson City Council Chambers, unless notice to the contrary shall have been duly given, and until changed by the Board of Directors. The bureau will meet in January, April, August, and October. The managing Director shall have the authority to call emergency or special meetings when he/she deems necessary.

The managing Director of the "BUREAU" shall act as Secretary at all meetings of the Board of Directors.

SECTION 5. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in number of Directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of Director by the Board of Directors. Any vacancy may be filled for the unexpired term or until the next election of the Board of Directors by the Board of Directors at a meeting called for that purpose.

SECTION 6. Quorum. A quorum shall consist of no less than one-third (1/3) of the members serving on said board at any given time, but in no event shall a quorum be no less than three (3) members.

If said 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.

## **Article VI: OFFICERS**

SECTION 1. Number. The officers of the corporation shall be a President, Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and agents as may be deemed necessary may be appointed by the Board of Directors.

SECTION 2. Election and Term of Office. The officers of the corporation to be elect by the Board of Directors shall be elected by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall gave been duly elected and qualified, or until his/her death, or until his/her resignation removal in the manner hereinafter provided.

SECTION 3. Removal. Any officer or agent may be removed by the Board of Directors whenever, in its judgement, the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contact rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall, in general, supervise and control all the of the business and affairs of the corporation. He shall preside at all meetings of the Board of Directors; and may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any and all lawful documents, etc. approved by the Board of Directors.

SECTION 6. Vice President. In the absence of the President, or in the event of the death, inability, or refusal by the President to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned to him from time to time by the Board of Directors.

SECTION 7. Secretary. The Secretary shall be the Managing Director of the corporation and he/she shall:

- A. Keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose;
- B. See that all notices are duly given in accordance with the provisions of the By-Laws or as required by law;
- C. Be custodian of the corporation records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which is duly authorized on behalf of the corporation under its seal;
- D. Keep a register of the post office address of each member of the Board of Directors, which address such member shall furnish to the Secretary; and,
- E. Perform, in general, all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary from time to time by the Board of Directors.

SECTION 8. Treasurer. The Treasurer Shall:

- A. Have charge and custody of, and be responsible for, all funds and securities of the corporation, subject to the order of the Board of Directors.
- B. Receive and give receipt for monies due and payable to the corporation from any source whatsoever and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of ARTICLE VIII of these By-Laws; and,
- C. Perform, in general, all of the duties incident to the office of Treasurer and such other duties as may be assigned to the Treasurer from time to time by the Board of Directors.
- D. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 9. Compensation. There shall be no compensation or economic benefit for any person serving as an office except for the Managing Director, who shall also serve as the Secretary of the corporation.

## **Article VII: MANAGING DIRECTOR**

The Managing Director Shall:

- A. Be the chief administrative officer of the corporation;
- B. Conduct the official correspondence, reserve all books, documents, and communications, keep books of account, and maintain an accurate record of the proceedings of the corporation, the Board of Directors, and all committees.
- C. Perform such duties as may be incident to the office, subject to the direction of the Board of Directors.
- D. Have general supervision over and make recommendations to the Board as to the employment

- and/or dismissal of any and all employees of the corporation.
- E. Shall be elected by the Board of Directors who shall fix the salary of the Managing Director.
  - F. Shall attend all meetings of the Board of Directors and have a voice in all matters, but not have a vote.

All books kept by the Managing Director of the corporation's transactions shall be the property of the corporation, and together with all the property in his/her possession, shall be kept in the office of the corporation and shall be subject at all time to the inspection and control of the Board of Directors. Upon completion of his/her employment, all such records shall be delivered to the Board of Directors.

### **Article VIII: COMMITTEES**

The President shall appoint all committees, subject to the confirmation by the Board of Directors.

SECTION 1. Executive Committee. The officers of the corporation shall constitute its Executive Committee, with the President being the Chairperson.

The Executive Committee shall have the authority to:

- A. Transact all routine business for the corporation.
- B. Act for the Board of Directors in the interim between its meetings.
- C. Have authority to order disbursements for necessary expenses for the corporation and audit the same for payment.

The Executive Committee shall submit at the meetings of the Board of Directors reports of its actions or minutes of its proceedings for confirmation.

SECTION 2. Auditing Committee. At the meeting of the Board of Directors and prior to the Annual Meeting, the President shall nominate an Auditing Committee to be approved by the Board. It shall be the duty of this Committee to examine and audit the books and accounts of the Treasurer and Secretary at the close of the year's business and report its findings to the Board of Directors at its first meeting in the next year.

SECTION 3. Quorum. A majority of members of a committee shall constitute a quorum thereof.

### **Article X. PARLIAMENTARY RULES**

The proceedings of the corporation shall be governed and conducted by the latest edition of ROBERT'S RULES OF ORDER, revised, in connection with the items not covered by these By-Laws.

### **Article XI: CORPORATE SEAL**

The Board of Directors shall provide a corporate seal that shall be circular in form and shall have inscribed thereon the name of the corporation.

## **Article XII: WAIVER OF NOTICE**

Whenever any notice is required to be given to any Director of the corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Further, notice of time, place, or purpose of any meeting of Directors may be dispensed with if every member shall attend, either in person or by proxy, or if every Director shall attend in person, except as otherwise provided for in these By-Laws or in the Articles of Incorporation

## **Article XIII: AMENDMENTS**

These By-Laws may be amended, added to, or replaced by a two-thirds (2/3) vote of those present at any regular or special meeting of the Board of Directors, provided notice of the proposed change shall have been posted on the bulletin board and mailed by the Managing Director to each member of the Board of Directors not less than thirty (30) days prior to such meeting and only after such proposed amendments, additions, or replacements shall have been approved by the Board of Directors.

**Adopted the 19<sup>th</sup> Day of February, 2008.**

**Amended the 2<sup>nd</sup> Day of February, 2021.**