

Mercer County Convention and Visitors Bureau, Inc.

By-Laws

Article 1. Name, location, and purpose

Section 1: Seal and organization

The common seal of this corporation shall have inscribed thereon the words "MERCER COUNTY CONVENTION AND VISITORS BUREAU, INC. Mercer County, WV Corporate Seal." The name of the organization shall be the "MERCER COUNTY CONVENTION AND VISITORS BUREAU, INC.," and may be referred to as "MCCVB." The name "Visit Mercer County" may be used for marketing purposes.

Section 2: Location of offices

The principal office of the corporation shall be in Mercer County, West Virginia. The corporation may, however, maintain an office or offices and the business of the corporation may be transacted at such other place or places in the State of West Virginia or elsewhere as the Board of Directors may from time to time determine.

Section 3: Mission

The mission of the MCCVB is to promote tourism and to attract visitors to the Mercer County, West Virginia area.

Section 4: Purpose

1. To effectively market Mercer County as a preferred visitor destination.
2. To operate a visitors and convention bureau for Mercer County, West Virginia.
3. To advance, stimulate, and promote tourism, events, exhibits, conferences, and conventions to the Mercer County area.
4. To operate on a not-for-profit basis within the meaning of Section 501 (c) (6) of the Internal Revenue Code and to exercise such powers as are described in Section 14, Article 18, Chapter 7 of the Code of West Virginia.

Section 5: Non-partisan

The MCCVB shall be non-partisan and non-sectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for office in city, county, state, or nation, nor shall any meeting for such purpose be held within the premises occupied by or under the control of the MCCVB.

Section 6. Endorsements

No official endorsement of any proposition shall be given by any officer, director, or committeeman of the MCCVB on behalf of the MCCVB until the Board of Directors has approved such endorsement.

Article II: Board of Directors, duties, nominations, and meetings

Section 1: Board of Directors

The Board of Directors, hereafter referred to as the “Board,” of this corporation shall consist of between 12 and not more than 15 persons in good standing with the organization from Mercer County and adjacent counties, including Virginia counties adjacent to Mercer County, who shall remain so during their terms of office. Board members shall be chosen as follows:

1. Such person as the Mercer County (West Virginia) Commission shall designate from time to time as its representative on the Board.
2. Such person as the City Board of Bluefield, West Virginia shall designate from time to time as its representative on the Board.
3. Such person as the City Council of Princeton, West Virginia shall designate from time to time as its representative on the Board
4. Suggested sources of additional members:
 - a. The President of the Chamber of Commerce of the Two Virginias, or such person as the Chamber President, shall designate from time to time.
 - b. The Director of the Mercer County Economic Development Authority, or such person as the Director shall designate from time to time.
 - c. A representative of the WV Parkways Authority.
 - d. Representatives from the lodging, hospitality, and attractions industries.
 - e. Any citizen of Mercer County who has shown a commitment to supporting the tourism and visitor’s industries.

The Executive Director of the MCCVB will be an ex-officio, non-voting member of the Board. Individuals who represent the marketing, financial, and legal interests of the MCCVB may also be appointed by the Board as ex-officio, non-voting members.

Only individuals who are dedicated, willing to attend Board and committee meetings and to fully participate in the affairs of the MCCVB shall qualify to be Board members.

Section 2: Terms

Directors shall be nominated by the Nominating Committee, elected by the Board, and serve two-year terms. Upon completion of the initial two-year term all directors in good standing are eligible for re-election. Directors shall serve no more than two consecutive two-year terms, but may be elected by the Board to serve future terms after a two-year period (one term) not serving on the Board.

Section 3: Duties and eligibility

The Board shall determine all policies under which the MCCVB is to operate, and shall have general charge, supervision, and control of the affairs, staff, funds, and property of the MCCVB. Current directors are not eligible to apply for MCCVB staff positions.

Section 4: Meetings

An annual meeting of the Board will be held in January of each year for the purpose of electing officers and Directors and reviewing prior year promotional results. In addition to its annual meeting, the Board shall meet quarterly in April, July, and November of each year. The budget for the next fiscal year will be discussed and approved at the November meeting to address any employee compensation changes, before the new year starts. All meetings of the Board are open to any interested parties. Special

meetings of the Board shall be held whenever called by the Executive Director, President, Vice President, or any four members of the Board.

No notice shall be required for regular meetings of the Board. Notice of special meetings of the Board or regular meetings not held on the regular dates, shall be given by electronic communication to each director at the director's last known email address at least three days before the time of the meeting.

Any one or more members of the Board or any committee thereof may participate in a Board or committee meeting by means of a conference telephone call or similar communication equipment, so long as all directors in the meeting can hear one another. Participation by such means shall constitute presence in person at a meeting.

Section 5: Quorum

Fifty percent (50%), or more, of the voting members of the Board shall constitute a quorum for the transaction of business. If there is less than a quorum present, the Executive Director may present information and/or updates to those directors who are present, although no other business may be transacted and it shall not be considered a duly called meeting.

Section 6: Electronic and phone voting

The President or Executive Director may request an electronic or phone vote of action from the Board at any time between regular meetings. The proposed request shall be clearly and consistently communicated to each member of the Board for consideration. The President or Executive Director may only act on the vote of the majority of the Board. The action and the vote of each board member will be recorded, reported upon, and entered into the minutes of the next regular meeting of the Board as an agenda item.

Section 7: Compensation

For attendance at any meeting of the Board or any committee thereof, each director shall receive such compensation as may be fixed from time to time by the Board. If no compensation is fixed by the Board then no director shall be entitled to receive any compensation for his or her attendance. Members of the Board shall be reimbursed for all reasonable expenses incurred in carrying out such director's duties upon prior approval or confirmation of the Board.

Section 8: Removal

Attendance at meetings is critical for the Board to function as needed and transact business. Therefore, any directors or officers who fail to attend three consecutive meetings without prior notification to the Executive Director will be deemed to have terminated themselves from the Board. Any directors who fail to attend at least half of all meetings during each fiscal year, either in person, or via designated representative, will be deemed to have terminated themselves from the Board.

Any directors or officers who choose not to comply with the MCCVB's Code of Professional Conduct may be suspended by the executive committee for a period of three months. If the noncompliance is not remedied within the three-month period, then the Executive Committee shall remove that director or officer from their position.

Article III: Officers

Section 1:

The officers of the MCCVB shall consist of a President, Vice President, Secretary, Treasurer, and Executive Director. The Board may, from time to time, also appoint or elect other officers and prescribe the duties thereof, as the Board shall deem expedient. No person shall hold more than one office at the same time. No officer shall hold the same office for more than two consecutive terms.

Section 2: Elections

The Board of Directors shall elect officers, who shall hold the office until the next regular annual meeting of the Board. All appointees, agents, and employees, shall hold their positions at the discretion of the Board. The term of office for officers of the MCCVB shall be two-years subject to reelection.

Section 3: General powers

The Board of Directors shall elect the officers. In case of the absence of the President and the Vice President, during meetings or for the transaction of board business, the Board may appoint a president pro tempore who, for the time, shall discharge the official duties of the President.

Section 4: Presiding officer and Recording officer

At all meetings of the Board, the President or Vice President, or in the absence of them, any directed elected by the directors present, shall preside. The Secretary or an Assistant Secretary, or in the absence of both, any person appointed by the Directors present, shall keep a record of the proceedings. The records shall be verified by the signature of the person acting as chairperson of the meeting.

Section 5: Removal

Any officer may be removed by the Board by a majority vote of the quorum present, whenever in its judgement the best interests of the MCCVB will be served thereby. Election or appointment of an Officer shall not create contract rights.

Article IV: Duties of the President, Vice President, Secretary, Treasurer and Executive Director

Section 1: President

The President shall be the chief executive officer and head of the MCCVB. The President shall have general charge and supervision over the business and affairs of the MCCVB subject to the control of the Board. The president shall have authority to sign, execute and acknowledge and deliver any and all deeds, assignments and trust deeds, releases, powers of attorney, assignments of mortgages and other similar documents, or any other instruments of whatsoever kind or nature authorized, generally or specifically, by the Board, and shall perform all other duties required of the president by the laws of the State of West Virginia, and such other duties as may be prescribed by these By-Laws or as may from time to time be assigned to such officer by the Board.

Section 2: Vice-President

In the absence of the president or in the event he or she is unable to serve, the vice president shall have all the rights, powers, and authority and perform all the duties of the president.

Section 3: Secretary

The Secretary shall attend all meetings of the Board and committees and keep correct minutes of the proceedings of all meetings and record the same in a book or books to be kept by the secretary for such

purpose. The secretary shall have the power to affix the seal of the MCCVB to all instruments such secretary shall attest, and, together with the president and vice president to execute all conveyances or other formal instruments requiring formal execution by the MCCVB under its corporate name and seal. The secretary shall be the custodian of all records and files of the MCCVB, and shall, from time to time, when requested, make full detailed reports to the President, Vice President, and the Board, when in meeting lawfully assembled.

Section 4: Treasurer

The Treasurer shall have custody of all funds and securities of the MCCVB which shall come into such Treasurer's hands. The Treasurer shall keep accurate accounts, in such form as may be approved by the Board, of all the financial transactions of the corporation, and shall close said accounts and balance said books of account at least once in each year. Such officer shall, whenever required by the President, the Vice President, or by the Board, render a report of all monies received and disbursed by the MCCVB, and shall perform such other appropriate duties and have such power as may be required of, or conferred upon, the Treasurer by the Board.

All officers and agents of the MCCVB, as between themselves and the MCCVB, shall have such authority and perform such duties in the management of the corporation as may be imposed upon them, and have such powers as may be given them by the President or by the Board.

All books, records, and files of the corporation shall always be open to the inspection of the President, the Vice President, and the Board. Any or all the officers shall give such bond or bonds for the faithful discharge of their respective duties in such sum or sums as the Board may from time to time in its discretion require. Any duty authorized, provided and/or required to be performed by any officer of the MCCVB may be performed by such officer's duly authorized assistant.

Section 5: Executive Director

The Executive Director shall be the principal paid executive of the MCCVB. The Executive Director shall be employed by the Board, on such terms, and for such compensation, as the Board may determine.

The responsibility to appoint and terminate are to be exercised by the full Board at an official meeting after proper notice and hearing of the matters to be considered, and are not to be delegated to an executive body, committee, or group or individual. Appointment or termination will require a majority vote of the full Board.

The Executive Director shall have complete responsibility for the operations of the MCCVB in the accomplishment of its objectives, the administration of the employed staff and the general administration of the affairs of the MCCVB, under the general authority delegated by the Board of Directors. The Executive Director shall perform such additional duties as make purchases and otherwise commit the MCCVB in its normal operations as specified within these By-laws. In the conduct of business, the Executive Director shall report to and be guided by the Executive Committee.

The Executive Director may sign contracts and other instruments of the MCCVB when authorized by the Board. He/she shall assist in keeping accurate accounts of the MCCVB and provide any statement or items necessary to the Treasurer and/or Board in the fulfilment of their responsibilities. The Executive Director shall annually have prepared a full and true statement of the affairs of the MCCVB submit it to the Board at the Annual Meeting of the Directors, and file it within twenty (20) days thereafter at the principal office of the corporation in this State, where it shall, during the usual business hours of each

secular day, be open for inspection by any Director of the MCCVB. The Executive Director shall conduct the correspondence of the MCCVB and give notice of the meetings of the Board.

The Executive Director with the approval of the Board shall employ such personnel as may be required to conduct the activities of the MCCVB. All employees of the MCCVB, including the Executive Director, shall, at the expense of the MCCVB, be placed under such bond as the Board shall determine.

Article IV: Committees

Section 1: Nominating Committee

The Nominating Committee shall nominate persons for the Board and officers of the MCCVB. The Nominating Committee shall consist of the President and five (5) members of the board as appointed by the President. The President shall act in a non-voting capacity. A vacancy in any elected position because of death, resignation, removal, or otherwise may be filled by the nominating process.

Section 2: Executive Committee

There shall be an Executive Committee, consisting of the President, Vice President, Secretary, Treasurer, Executive Director (ex-officio, non-voting), and immediate past President. A quorum of the Executive Committee shall consist of fifty percent (50%) or more of its voting members. Any action of the Executive Committee by a majority vote of the voting members of the committee, present at a meeting at which a quorum is present, shall constitute an action by the Executive Committee. Actions of the Executive Committee shall be reported in the next Board meeting as an agenda item.

Section 3: Special Committees

The President, in consultation with the Executive Director, may from time to time establish committees for special purposes or projects, and shall name the chair and members to serve on such committee along with the committee's responsibilities and limitations.

Article V: Funds and Accounts

Section 1: Receipts

The President, Treasurer, and Executive Director are each authorized to receive and receipt all monies due and payable to the MCCVB from any source whatsoever, and to endorse for deposit checks, drafts, and other money orders in the name of the MCCVB or on its behalf, and to give full discharge and receipt therefore.

Section 2: Deposits

All funds of the MCCVB shall be deposited in such banks or trust companies (or with such other corporations or firms) as have been or may from time to time be designated for such purposes by the Board.

Section 3: Checks, notes, etc.

All bills, notes, checks, drafts, or other orders for money and negotiable instruments of the MCCVB shall be made in the name of the Mercer County Convention and Visitors Bureau, Inc and shall be signed by two pre-designated representatives. Should the position of Executive Director be vacant, one pre-designated signature must be that of the President.

Section 4: Fiscal year

The fiscal year of the MCCVB shall begin January 1 and end December 31 each year.

Section 5: Use of funds/dissolution

The MCCVB shall use its funds to accomplish the objectives and purposes specified in these By-Laws. No part of the funds shall be distributed to the members of the MCCVB. On dissolution of the MCCVB, any funds remaining payment of all obligations, shall be distributed to one or more regularly organized and qualified charitable, education, scientific, or philanthropic organizations permitted by the Internal Revenue Service and selected by the Board. On no account shall any usage be made of the funds of the MCCVB, either during its activity or upon its dissolution, which could be repugnant or in violation of standards established to protect the reputation or status of the MCCVB.

Article VI: Miscellaneous

Section 1: Conflict of interest

The MCCVB shall not enter into any contract or financial transaction with any of its board members or entities in which any of its board members are directors, officers, or financially interested, unless all of the following conditions are met:

1. There is full written disclosure by the involved Board member(s) of the nature of the contract or transaction and the nature of the involved Board member's relationship in the matter that may present, cause or raise the perception of a conflict of interest; and
2. A quorum of the full Board, not including the involved Board member(s), is convened, is provided with full disclosure of the facts of the contract and relations of the involved parties and entities, and has full discussion of the facts, and;
3. A majority of the quorum of the Board in condition number two above, votes to approve the transaction or contract, specifically finding that the facts of the relationship are known to the Board and that the contract or transaction is fair and reasonable and in the best interest of the MCCVB.

Section 2: Indemnification of Directors and Officers

The MCCVB shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a Director, Officer, employee, or agent of the corporation. The indemnification will cover, expenses (including attorneys' fees), judgements, fines, taxes and penalties and interest thereon, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action or proceeding, if such person acted in good faith and in a manner which that person reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such individual's conduct was unlawful. The termination of any action or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which that person reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that such person did have reasonable cause to believe that such individual's conduct was unlawful.

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or proceeding by or in the right of the corporation to procure judgement in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) which that person is actually and reasonably incurred in connection with the defense or settlement of such action or proceeding if such person acted in good faith and in a manner which that individual reasonably believed to be in or not opposed to the best interest of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter, including, but not limited to, taxes or any interest or penalties thereon, as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of that person's duty to the corporation unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case such person is fairly and reasonable entitled to indemnity for such expenses which such court shall deem proper.

To the extent that a director, officer, employee, or agent of this corporation has been successful on the merits or otherwise in defense of any action or proceeding heretofore referred to, or in defense of any claim, issue or matter therein, such individual shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by that individual in connection therewith.

Any indemnification provided for herein shall be made by the corporation only as authorized in the specific case upon a determination of the director, officer, employee, or agent is proper in the circumstances because the applicable standard of conduct set forth was met. Such a determination shall be made (1) by the Board of Directors who were not parties to such action or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action or proceeding may be paid by the corporation in advance of the final disposition of such action or proceeding as authorized in the manner herein provided upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that such individual is entitled to be indemnified by the corporation as authorized in this section.

Section 3: Books and records

The corporation shall keep correct and complete books and records of accounts and shall keep the minutes of the proceedings of its Board and committees. Any director shall have the right to access these documents upon request.

Section 4: Insurance

The MCCVB may upon decision of the Board, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the MCCVB, or is or was serving at the request of the MCCVB as a director or officer of another corporation, association, partnership, joint venture, trust or other enterprise against any liability assisted against him/her and incurred by him/her in any such capacity, or arriving from his/her status as such, whether or not the MCCVB would have the power to indemnify him/her against such liability under the provisions of these by-laws.

Article VII: Amendments

Section 1: Amendments

The power to alter, amend, or repeal the By-Laws or adopt new By-Laws shall be vested in the Board. Proposed changes in the By-Laws shall be sent to the Board members at least seven (7) days in advance of the meeting at which the proposed changes will be considered. An affirmative vote by two-thirds (2/3) of the total number of directors will be required.

Adopted by board – December 2021/January 2022

