

**BYLAWS
SAUGATUCK/ DOUGLAS AREA CONVENTION AND
VISITORS BUREAU**

**ARTICLE I
GENERAL**

Section 1. Name

The name of this organization shall be Saugatuck/Douglas Area Convention and Visitors Bureau.

Section 2. Location

The principle office of this corporation shall be in Saugatuck or Douglas, Michigan.

Section 3. Incorporation

The Saugatuck/Douglas Area Convention and Visitors Bureau shall be organized as a nonprofit corporation under the laws of the State of Michigan.

**ARTICLE II
OBJECTIVE**

The objective of the Saugatuck/Douglas Area Convention and Visitors Bureau is as stated in the Articles of Incorporation. "To enhance and promote the image of the Saugatuck/Douglas area as a center for tourism. To develop programs and strategies to increase the mid-week, shoulder season, and winter volume of tourists into the Saugatuck/Douglas area by promoting private travel, business travel, group tours and convention business from within Michigan and primary markets in surrounding states."

**ARTICLE III
MEMBERS**

Section 1. Members

There shall be two classes of membership.

A. Active Members

The representatives of the transient occupancy properties subject to the Assessment District or agreeing to be subject to the Assessment District and who have paid the appropriate assessment. Those properties, which are in default of the assessment, shall be suspended from membership until such default has been corrected.

B. Associate Members

The representatives of businesses not subject to the Assessment District and who have paid the appropriate dues. Those businesses, which are in default of paying the prescribed dues, shall be suspended from membership until such default has been corrected.

Section 2. Dues

The Board of Directors from time to time may establish dues at such rates as the Board shall prescribe.

Section 3. Vote

Each Active Member shall be entitled to one (1) vote in all matters placed before the Membership. Associate Members are non-voting members. Active Members may vote by Proxy provided the proxy has been submitted to the Secretary ten (10) days prior to the meeting on a form prescribed by the Board of Directors. Each Active Member may hold only one (1) Proxy.

Section 4. Annual Meeting of the Members

The Annual Meeting of the Members of the Bureau shall be in June of each year at a date and place prescribed by the Board of Directors, for the purpose of the election of Directors and review of the Annual Marketing Program. Notice of the meeting shall be mailed to each Member not more than sixty (60) or less than ten (10) days before the meeting.

Section 5. Special Meeting of the Members

The Chairman of the Board may call Special Meetings of the Members. Notice of the Special Meeting shall be mailed to each Member not more than sixty (60) or less than ten (10) days before the meeting.

Section 6. Quorum

A quorum of any meeting of the Members of the Bureau is thirty (30) percent of the Active Members in good standing. Proxy representation is counted in the quorum.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Composition

A Board of Directors composed of eleven (11) individuals shall manage the affairs of the Saugatuck/Douglas Area Convention and Visitors Bureau. Seven (7) shall be Active Members and four (4) shall be Associate Members. No Member shall have more than one representative on the Board of Directors.

Section 2. Terms of Office

Members of the Board of Directors shall serve staggered three (3) year terms. The number of seats for election each year will follow this pattern 4-4-3.

Section 3. Vacancies

Upon the resignation, death or for any other reason there is a vacancy created on the Board of Directors, such vacancy may be filled by the Board of Directors until the next Annual Meeting of the Members and shall be filled with the same class of Member that created the vacancy. The unexpired term of the vacancy will be filled by election at the Annual Meeting of the Members.

Section 4. Regular Meetings of the Board of Directors

The Board of Directors shall meet no less than eight (8) each times a year, at a time and place determined by the Chairman of the Board.

Section 5. Special Meetings of the Board of Directors

The Chairman of the Board or any three (3) Directors may call a Special Meeting of the Board of Directors with at least a twenty-four (24) hour notice to the Directors.

Section 6. Annual Meeting of the Board of Directors

The Annual Meeting of the Board of Directors shall occur as soon as possible after the Annual Meeting of the Members, for the purpose of Election of Officers and any other business that may come before the Board of Directors.

Section 7. Quorum

Seven (7) Members of the Board of Directors constitute a quorum at any meeting of the Board of Directors.

Section 8. Powers

The Board of Directors shall manage and govern all of the affairs of the Bureau and may exercise all powers conferred upon it by these Bylaws, the provisions of P.A. 395 of 1980 as amended and the Michigan Not for Profit Corporation Act.

Section 9. Attendance

Directors are expected to attend all Meetings of the Board of Directors. Any Director having three (3) unexcused absences, as defined in the Board of Directors Handbook, will have automatically resigned from the Board of Directors and the position on the Board declared vacant. Proxies are not permitted at Board of Directors Meetings.

Section 10. Electronic Attendance

Directors may attend meetings via electronic devices where all attending the meeting can hear and be heard simultaneously.

Section 11. Removal of a Director.

- A. Any Director may be removed from the Board of Directors with cause by a majority of the remaining Directors on Board. Cause shall include, but not be limited to, conduct detrimental to the interest of the Corporation, lack of sympathy with the Corporation's objectives, for refusal to render reasonable assistance in carrying out the Corporation's purpose, for no longer being the designated representative of a member, or for any other reason.
- B. Any Director may be removed with or without cause by a majority vote of the Members at an election of the Directors.

ARTICLE V OFFICERS

Section 1. Officers

At the Annual Meeting of the Board of Directors, the Board of Directors shall elect from the Members of the Board of Directors, a Chairman of the Board, a Vice Chairman of the Board, a Secretary and a Treasurer. Each shall serve for one (1) year or until their successors shall be elected.

Section 2. Duties

A. Chairman of the Board

The Chairman of the Board of Directors shall preside over meetings of the Board of Directors, meetings of the Members and the Executive Committee. The Chairman, in consultation with the Board of Directors, shall appoint all committees and serves as an Ex-Officio member of all committees.

B. Vice Chairman of the Board

The Vice Chairman of the Board of Directors shall act for the Chairman of the Board in the absence or incapacity of the Chairman of the Board. The Vice Chairman shall be the Chairman of the Nominating Committee.

C. Secretary

The Secretary shall supervise all of the records of the Bureau.

D. Treasurer

The Treasurer shall supervise all of the fiscal affairs of the Bureau. The Treasurer shall be the Chairman of the Finance Committee

Section 3. Vacancies

Upon the resignation, death or for any other reason an Officer's position is vacated, the Board of Directors may fill such vacancy. A Member appointed to fill a vacancy will fill the vacancy until the next Annual Meeting of the Directors.

ARTICLE VI EXECUTIVE DIRECTOR AND STAFF

Section 1. Executive Director

The Executive Director is the principal paid executive of the Bureau and shall be employed by the Board of Directors, on such terms and for such compensation as the Board may determine. The Executive Director shall have the complete responsibility for the operation of the Bureau in the pursuit of its purposes, the administration of the staff of the Bureau and the general management of the affairs of the Bureau under the authority delegated by the Board of Directors. The Executive Director may sign contracts and other instruments of the Bureau when authorized by the Board of Directors. The Executive Director shall keep the accounts of the Bureau and render a statement thereof on the request of the Board of Directors or the Treasurer. The Executive Director, or Staff Member shall keep the minutes of the meetings of the Membership, Board of Directors and all Committees and give notice of all meetings of the Membership, Board of Directors and all Committees. The Executive Director is an Ex-Officio non-voting member of the Board of Directors and all Committees.

Section 2. Staff of the Bureau

The Executive Director, with the approval of the Board of Directors, shall employ such personnel as may be required to conduct the work of the Bureau. All Staff including the Executive Director shall, at the Bureau's expense, be placed under bond, as the Board of Directors shall determine.

ARTICLE VII COMMITTEES

Section 1. Standing Committees

The Chairman of the Board will appoint Members to serve on Standing Committees with the concurrence of the Board of Directors. All committees, with the exception of the Executive Committee and the Nominating Committee, operate without authority and are advisory to the Board of Directors.

A. Executive Committee

The Officers of the Board of Directors are the members of the Executive Committee. The Executive Committee shall act between regular meetings of the Board when necessary. Any decisions of the Executive Committee shall be ratified at the next Regular Meeting of the Board of Directors.

B. Nominating Committee

The Nominating Committee shall consist of the Vice Chairman of the Board and four (4) other members, who shall prepare nominations for members of the Board of Directors. The Nominating Procedure and Committee Structure is detailed in Board Policy.

C. Finance Committee

The Finance Committee shall consist of the Treasurer of the Board and two (2) other Board Members, who collaborating with the Executive Director shall prepare an Annual Budget for approval by the Board of Directors.

Section 2. Ad Hoc Committees

The Chairman of the Board of Directors may appoint such other committees as shall be necessary to assist in meeting the objectives identified in the Marketing Plan, the Strategic Plan and any other necessary functions of the Bureau. The Chairman of each Ad Hoc Committee shall be selected from the Board of Directors.

**ARTICLE VIII
MISCELLANEOUS**

Section 1. Fiscal Year

The Fiscal Year of the Bureau shall be the Calendar Year.

Section 2. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Bureau in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special order of the Bureau, the provisions of the Michigan Nonprofit Corporation Act, or PA 395 of 1980 as amended.

Section 3. Funds and Disbursements

Funds of the Bureau shall be maintained in a commercial account in a financial institution located in Allegan County, Michigan. All Disbursements shall be by Check, Automatic Draft or other financial instrument approved by the Board of Directors.

Section 4. Policies and Procedures

Changes in Board of Directors Policies and Procedures must be brought to the Board of Directors at any Regular Meeting. Active Members shall be given notice that a proposed change is on the Agenda. Final approval of the proposed change shall not take place until the next Regular Meeting of the Board of Directors.

**ARTICLE IX
AMENDMENT OF BYLAWS**

These bylaws may be amended at any meeting of the of the Active Members where a quorum is present, by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing to the Active Members no less than thirty (30) days in advance of the meeting. No amendment may supersede any provision of P.A. 395 as amended or the Michigan Nonprofit Corporation Act.

**ARTICLE X
DISSOLUTION**

Subject to the provisions of P.A. 395 of 1980 as amended, the Bureau may be dissolved upon a two-thirds (2/3) vote of the Active Membership. Upon dissolution, any remaining assets of the Bureau shall be transferred to a 501(c)(3) or 501(c)(6) non-profit corporation selected by the Board of Directors.

ARTICLE XI INDEMNIFICATION

Section 1. Third Party Actions

The Bureau shall indemnify any person who was or is a party to any threatened, pending or completed action suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Bureau) by reason of the fact that he is or was a director or officer of another corporation, association, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees) judgment, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Bureau or its members and with respect to any criminal action or proceeding, and had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or 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 he reasonably believed to be in or not opposed to the best interests of the Bureau or its members and with respect to any criminal action or proceeding, had reasonable cause not to believe that his conduct was unlawful.

Section 2. Actions in the Right of the Bureau

The Bureau shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action suit by or in the right of the Bureau to procure a judgment in its favor by reason of the fact that he is or was a director of the Bureau, or is or was serving at the request of the Bureau as a director or officer of another corporation, association, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonable believe to be in or not opposed to the best interests of the Bureau or its members and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable of the negligence or misconduct in the performance of his duty to the Bureau unless and only to the extent that the court in which such action or suit 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 indemnify for such expenses which such court shall deem proper.

Section 3. Mandatory and Permissive Payments

To the extent that a director or officer of the Bureau has been successful on the merits of otherwise in the defense of any action, suit, or proceeding referred to in Section 1 or 2 of this Article or in defense of any claim issue or matter therein he shall be indemnified against expenses (including attorney fees) actually and reasonable incurred by him in connection therewith. Any indemnification under Section 1 or 2 of this Article (unless ordered by a court) shall be made by the Bureau only as authorized in the specific case upon a determination that the indemnification of the director or officer is proper in circumstances because he has met the applicable standard of conduct set forth in Section 1 and 1. Such determination shall be made in either of the following ways:

- A. By the Board of Directors by a majority of a quorum consisting of directors who were not parties to such action, suit or proceeding;
- B. If such a quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directed by an independent legal counsel in a written opinion;
- C. By a majority of the members of the Bureau.

Section 4. Expense Advances

Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or 2 of this Article shall be paid by the Bureau in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 3 of this Article upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount unless it shall be ultimately be determined that he is entitled to be indemnified by the Bureau.

Section 5. Insurance

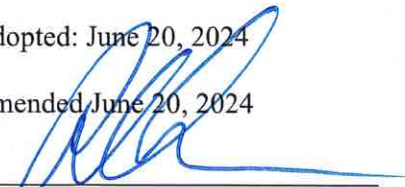
The Bureau shall purchase and maintain insurance on behalf of any person who is or was a director or officer of the Bureau or is or was serving at the request of the Bureau as a director or officer of another corporation, association, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in such capacity or arising out of his status of such, whether or not the Bureau would have the power to indemnify him against such liability under Section 1 to 4 of this Article.

Section 6. Continuation of Indemnification

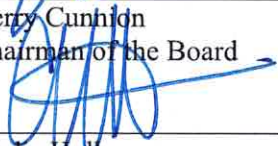
The indemnification provided in this Article continues as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Adopted: June 20, 2024

Amended June 20, 2024



Kerry Cunhlon
Chairman of the Board



Birdie Holley
Secretary