

Danville-Boyle County Convention and Visitors Bureau
105 East Walnut St Danville, KY 40422
POLICIES & PROCEDURES

By-Laws

Revised January 2017

Where as KRS 91A 360 and local City and County Ordinance #1328/460.0 refer to the Danville Boyle County Tourist Commission and where as that Tourist Commission has come to be known as the Danville Boyle County Convention and Visitors Bureau (CVB) by local usage for an extended period of time the term CVB applies to the tourist commission in the city of Danville and Boyle County.

These enumerate the duties and powers of the board and staff of (here in after "staff" and "board"). If these bylaws enumerate a duty or a power and attribute that to the CVB, then it is a joint duty an power of both staff and board.

These bylaws place duties and powers of the chair on the CVB. These bylaws authorize (here and after) the Chair to designate Executive Director of CVB to perform these duties and those powers at the discretion of the chair. These bylaws also place powers and duties on the CVB Board.

1. Scope of Policies & Procedures

- a. These policies and procedures have been adopted by the Danville-Boyle County Convention and Visitors Bureau, here and after CVB, only as a supplement to the provision of KRS 91A.390. These policies and procedures are also subordinate to other applicable provisions of the Kentucky Revised Statutes including, but not limited to the Open Meetings Law (KRS 61.805-61.850) and the Open Record Law (KRS 61.870-61.884) – on file in the Danville-Boyle County Convention and Visitors Bureau office. If the CVB changes locations, the Board must approve the move. In the absence of a provision in these Bylaws governing any matter affecting the CVB, the applicable provisions of the Constitution of the Commonwealth of Kentucky and the Kentucky Revised Statutes (KRS) shall control. Monthly meetings are held every fourth Thursday at 8:00AM at Grayson's Tavern unless otherwise noted.

b. Formation and Purpose

The CVB was created and established by the County and City by their adoption of the Ordinance Number 1328 (City) and 460.0 (County). The Ordinance states the purpose of the Commission is to promote convention and tourist activity in Boyle County and surrounding areas supported by a 3 percent transient room tax. The Commission shall be governed by KRS 91A.350 (2), 91A.360, 91A.390 and other applicable provisions of the KRS (Kentucky Revised Statutes) as they now exist and as they may hereafter be amended, and said Commission shall, therefore, have all the authority, powers, duties and obligations granted to it by these Statutes.

c. CVB Membership & Appointment

- i. The membership of the CVB and any vacancies thereon, shall be appointed and shall serve as provided in the Ordinance and KRS 91A.360. The Chair and Executive Director should notify members as changes arise in a timely manner. A board member may serve for two consecutive three-year terms.
- ii. On or before sixty (60) days prior to the termination of the term of any member, the Chairman or Executive Director of the CVB shall give notice to the office holder, association, and/or organization authorized to submit nominations for the appointment of the membership whose term is expiring, and the notice shall request that all nominations be submitted in accordance with the Ordinance to the County Judge/Executive and Mayor no less than thirty (30) days prior to the expiration of the term of the respective membership, with a veto authority. The Chair or Executive Director shall further

request the County Judge/Executive make and finalize all appointments or reappointments prior to the expiration date of any respective term.

- iii. If any member is absent three (3) or more consecutive meetings, regular or special, during any one fiscal year, the Chair shall first report that fact to the Board and the CVB may thereafter direct the Chair or Executive Director to so notify the County Judge/Executive and Mayor for a replacement.
- iv. Any officer or agent may be removed by an act of the CVB whenever in its judgment the best interest of the bureau will be served. If a new board member is needed for replacement before the original term was set to expire, that time does not count towards the three-year service. The service begins at the time the term was set to expire.
- v. All CVB members and staff must adhere to the *Conflict of Interest Policy* as set forth in **Addendum A**, and sign to show acceptance, and must be submitted to the Executive Director for filing, before the first Board meeting of their tenure. Failure to comply can lead to, but is not limited to, termination of employee or dismissal from the Board.
- vi. All Board members and staff must adhere to the *Boyle County Code of Ethics* as set forth in **Addendum B**, and sign to show acceptance, and must be submitted to the Executive Director for filing, before the first Commission meeting of their tenure. Failure to comply can lead to, but is not limited to, termination of employee or dismissal from the Commission. ***Boyle County Code of Ethics is a document of Boyle County Fiscal Court, and cannot be revised by any other organization other than Fiscal Court. CVB, by direction of the State Auditor's office (House Bill 1), was mandated to adopt the County's Code of Ethics as a County Tourism Commission and falls under this Code. All Commissioners and employees of the Commission shall show acceptance by signature.*

d. CVB Members' Personal Compensation and Responsibilities

- i. Members of the CVB shall not receive any financial compensation for their service on the Board. Reasonable out-of-pocket expenses incurred by any member of the Board, in the course of his or her duties as a member of the Board, shall be reimbursed by the Board upon presentation of written explanation accompanied by supporting receipts satisfactory in form and content to the Board's Treasurer.
- ii. No Commissioner shall act on behalf or represent him/herself as acting on behalf of the Board without the expressed approval of the Board.
- iii. Members of the Board shall be responsible for attending all regular and special meetings, serving on committees and promoting recreational, conventions and tourist activities within Boyle County.

e. CVB Officers

In accordance with KRS 91A.360, the CVB shall elect from its membership a Chair, and Treasurer. All officers shall be residents of Boyle County and serve for a term of three (3) years or until their board service ends, whichever occurs first.

f. Election of Officers

- i. *Nominations* – The election of the CVB’s officers is to occur when an officer’s term of service expires. However, the board may select, based on recommendations by the Executive Committee, a successor prior to end of an officer’s term with service of the successor to begin on termination of an officer’s term. The Executive Committee shall nominate candidates for all offices of the Board, after personally contacting the candidates to determine if they are willing and able to serve. Any member of the Board may make a nomination to the Executive Committee in advance for consideration. If, for any reason, an officer's service on the board terminates then that officer's term and service as an officer shall terminate simultaneously with the termination of that officer's board service.

- ii. *Votes* – The member receiving the highest number of votes at the June board meeting shall be elected; provided, however, no one shall be elected to any office without receiving at least two (2) votes, one of which may be his own.

g. Board Officers and Staff Responsibilities

These positions are considered to be the Executive Committee for the CVB. Duties shall be determined by the entire Commission and shall include duties that do not require votes of the entire Board.

Chair – The Chair will meet with the Executive Director prior to Board meetings and will preside at all meetings of the Board, and will have the right to vote as all other members. The Chair will, after approval of the Board, sign all contracts, deeds, checks and other legal documents on behalf of the Board. The Chair will name all committee Chairs and committee members and all committee appointments shall be made at the Board meetings should the need arise. The Chair shall be an ex-officio member of all said committees.

Vice Chair- The Vice Chair shall preside over meetings in the absence of the Chair. If for any reason the Chair by inability or refusal to act, does not perform the duties of office, the Vice Chair, when so acting shall have all powers of and be subject to all of the restrictions upon the Chair.

Treasurer –Treasurer will serve as chair of the budget and finance committee and will oversee the annual audit of the Board’s financial records by an independent auditor as required by KRS 91A.360 (5) as well as have charge of and be responsible for all funds and securities of the Board. Monthly reports shall be made available to City and County. The Treasurer will work with CVB staff members to perform secretarial duties. See description below. *Currently, the CVB utilizes Craig Butler, CPA for monthly financial services audits as mandated by KRS 91A.390 subsection five (5).*

CVB Employee/Secretary: The Secretarial responsibilities include: seeing that the written minutes of each meeting of the Board and each committee thereof are filed, which will be submitted for approval at the next regular meeting of the Board or any such committee. These minutes shall reflect whatever matters the Secretary deems to be appropriate for said minutes, but shall include at least the names of each member who is present at the commencement and the adjournment of said meeting and a record of the name and vote of each member who voted for or against any matter. The minutes shall also include a complete and accurate statement of all motions, resolutions, elections, designations and all other actions proposed to be taken by any member of the Board without regard to whether the proposal was adopted or defeated. The minutes shall reflect all committee chairs and

committee members appointed by the Chairperson. In addition, the secretary shall see that all notices are duly given in accordance with the provisions of the by laws and as required by law.

Executive Director - serves as Chief Executive Officer of the CVB recommends and participates in the formulation of new policies and makes decisions within existing policies as the Board members have approved them. The Executive Director does not “vote” on motions, proposals, or designations of the Commission. This position plans, organizes, directs and coordinates any and all staff, and maintains programs and activities of the Board to assure that objectives are attained. This position maintains effective relationships throughout the Kentucky Tourism Industry. Through management and leadership, achieves economical and productive performance and constructive growth of the Board. This position is directly accountable to the CVB Board.

2) Social Accountability & Responsibility

It is critical to understand that as a member of the CVB, we are held accountable for personal opinions and/or statements published in any media or business discussed with other organizations outside of Board meetings, including but not limited to, any social network, internet site (Facebook, Twitter, etc.), written, oral, or electronic communications.

Personal thoughts and opinions that are negative in content in regards to the CVB, its Board, fellow employees, CVB policy, culture, etc. will be given the consideration of the Commission as if these words were actually spoken in a public arena.

These same criteria will be applied to any image or video that reflects negatively on you or the Board as an employee or CVB board member.

We consider it a privilege to be a part of the CVB, and we expect that this relationship will be valued and protected for the best interest of tourism in Boyle County.

No Board member, nor its employees, shall be permitted to neither speak on behalf of, or falsely represent, the entire Board nor represent the Board, without prior consent of the Board. Consent is to be given in the form of a vote taken and details discussed. In the event that such communication is necessary for marketing purposes or positive promotion of the Board, all communications are to be directed to the Executive Director or Chairman, to maintain consistency with the direction of the Bureau’s and its overall strategy.

3) Commissioner Duties & Responsibilities

CVB board members formulate policy and make overall policy decisions for the organization. Commissioners approve the annual budget and prioritize annual initiatives for the staff to undertake. They approve any expenditure not already accounted for in the annual budget. Commissioners amend the By-Laws and elect officers. By vote of the Board members, they hire and dismiss the Executive Director.

4) General Duties of the Entire Commission

- a. Board members must make a conscientious effort to attend all regular and special meetings of the Board. Board members are expected to review all materials provided to them prior to meetings.
- b. Each Board member has the authority to introduce ideas for consideration by the Board during the regular monthly meetings.

- c. Board members must be scrupulous in disassociation of all personal interests for Bureau's activities.
- d. Each Board member should be willing to perform special duties as may be requested by the Board Chair.
- e. Each Board member should be willing to Chair or serve on a committee as recommended by the Board Chair.
- f. The Board may provide for the creation of a supportive organization or association of persons (referred to as "exofficio members) involved in the hospitality or tourism industry to work with the Board in carrying out its purposes and objectives.

5) Requirements of the Entire Board

Board members should hold good standing in the Boyle County community and be knowledgeable of the advantages the community has to offer to visitors. A Board member must be committed to tourism development in Boyle County. All Board members should meet the requirements as set forth by the Auditing Standards for Convention and Visitor's Bureaus from the Kentucky State Auditor's Office in Frankfort.

6) Board Meeting

Regular meetings will be held monthly in regular session at such publicly accessible locations in Boyle County as the Board members shall determine. Special meetings may be called by the Chairman or by call of any two (2) Board members. A majority of the Membership of the Board shall constitute a quorum for transacting business requiring 4 of 7 members to be present. A written notice is required to all board members of any regular or special meeting and shall include the purpose for which the meeting is called, since the Board shall have authority to consider all matters within its jurisdiction at any regular or special meeting.

7) Actions & Policies

No action may be taken or rejected and no policy may be adopted or rejected by the Board unless it is adopted or rejected upon motion at a meeting of the Board and reflected in the minutes thereof. The act of the majority of the Board present at a meeting of which a quorum is present shall be the act of the Board.

8) CVB Staff

- a. The CVB may, from time to time, employ such personnel, accountants, attorneys and other independent contractors as may be necessary to effectively carry out the Board's purpose upon such terms and conditions as the Board may then determine within its discretion.
- b. The CVB may employ an Executive Director and as many assistants for those positions and secretaries as the CVB may deem necessary. The CVB's employment of the Executive Director shall be evidenced by a written offer letter, which shall set out the duties, responsibilities, compensation and other benefits and conditions of such employment. The CVB will no longer utilize employment contracts for the Executive Director position.

9) CVB's Ownership of Work Products

All items of a tangible nature including, without limitation, all brochures, maps, pamphlets, advertisements, slogans, logos, computer programs, lists of potential tourists or conventions, or other work products which are produced, compiled, edited, arranged, designed, or authored by any employee or independent contractor of the CVB shall always be considered and remain the sole property of the CVB.

The provision shall be included in the all the CVB's employment contracts and all its contracts with independent contractors.

10) Fiscal/Financial Procedures

- a. *Fiscal Year* – The CVB's fiscal year shall commence on the 1st of July and end on the 30th of June of the following year.
- b. *CVB Funds* – The CVB is authorized to accept funds from any legal source to supplement the funds it receives from the three percent (3%) transient room tax initially imposed by the County Ordinance 460.0 No 1328 which is on file in the Boyle County Clerk's office.
- c. *Credit card & Bank Statements* – The Executive Director is permitted to have a credit card for his/her checking account to pay for services, supplies, and meeting and travel expenses. Credit card transactions are noted in the bank statement and shall be entered into the CVB's Quickbooks with descriptions for each transaction if not self-explanatory. When all transactions are entered into Quickbooks from the bank statement, descriptions should note what the transaction represents in as much detail as possible for record keeping and Treasurer knowledge of spending.
- d. *Investment of Excess Funds* – Funds in temporary excess of operating needs may be invested in interest-bearing accounts at service area banks. The CVB members will decide upon a bank and the amount of excess funds to be deposited.
- e. *Financial Reports* – The staff shall provide the CVB with a monthly financial report itemizing the CVB's income and expenditures for the preceding month and year-to-date, and also including such other matters as the CVB, Executive Director, the Treasurer, or the CVB's accountant may determine, from time to time, to be appropriate. Reports currently furnished by Craig Butler, CPA through a shared services agreement via the Danville-Boyle County Economic Development Partnership (*See EDP MOA*).
- f. *Annual Independent Audit* – At the end of each fiscal year, the CVB shall submit its books and records to an independent certified public accountant to conduct the annual independent audit required by law (KRS 91A.360(5) & 65A.030). A report shall be given to the Commission after the audit is performed. All audits are on file at the CVB office.
- g. *Insurance* – The CVB shall obtain and maintain Directors & Officers (D&O) insurance (indirect physical damage to person or property) as well as General Liability insurance (direct physical damage to person or property & shall include events) and Workers Comp insurance for employees of the CVB. Vehicles are not covered in D&O or General Liability insurance. In addition, the Executive Director is bonded for \$30,000. Current D&O, General Liability, and Workers Comp insurance policies are held with Johnson and Pohlmann Insurance.

11) Procurement Procedures

- a. *Adoption of Model Procurement Code*: Pursuant to KRS 45A.343, the CVB hereby adopts and shall adhere to the provisions of the Kentucky Local Public Agency Model Procurement Code (KRS 45A.345-45A.990 – the "Model Procurement Code") in all its procurement policies, procedures

and practices; therefore, no other Kentucky statutes governing purchasing shall hereafter apply to the Commission.

- b. *Small Purchase Procedures:* The paragraph 13(a) shall constitute the CVB's small purchase procedures, as provided in KRS 45A.385. The CVB may enter any contract for purchases for which the CVB has determined that the aggregate amount does not exceed \$20,000. Supplies and services normally supplied, as a unit cannot be artificially divided for the sole purpose of using these small purchase procedures. Supplies and services supplied over a period of time at the same unit prices shall be considered a single purchase contract. A contract may be for any period of time that will provide the most beneficial market price to the CVB; provided, however, no time period shall be fixed for the sole purpose of using these small purchase procedures. The CVB shall not pay more than \$20,000 annually to any specific vendor for any specific supply or service of a like nature, function and use.

12) Access to Open Public Records of the Commission

Records of the Commission – Inspection

The Executive Director will be the official custodian of the CVB records, contracts and documents. Whenever any requirement of the Kentucky Open Meetings Act, inclusive of KRS 61.800 – 61.850, and the Kentucky Open Records Act, inclusive of KRS 61.870 – 61.884, is applicable and conflicts with any provision of these Bylaws, the requirement of the Act shall prevail. The CVB hereby adopts the following procedures for the available inspection and/or copying of CVB records by any interested person:

- a. All books, papers, maps, photographs, cards, tapes, discs, recordings or other documentary materials, regardless of physical form or characteristics, which are prepared, owned, used in the possession of or retained by the CVB, are hereby declared public records and shall be open for inspection by any person, except as provided in KRS 61.870 to 61.884.
- b. In order to assist the CVB in making available suitable facilities to accommodate the applicants' requests, to permit the assignment of any staff personnel needed to provide assistance and information to applicants, and to insure a timely and efficient response to each request, any persons interested in inspecting such records are required to present their requests in writing.
- c. No person shall remove any original copies of any public records from the offices of the CVB without written permission of the Executive Director.
- d. If the CVB does not have custody or control of the public records requested, then the Executive Director shall so notify applicant and shall furnish the name and location of the custodian of the public records requested, if such facts are known to the Executive Director or any member of the CVB.
- e. If the public records requested are in active use, in storage, or not otherwise available, the Executive Director shall immediately notify the applicant and shall designate a place, time and date for inspection of public records, not to exceed five (5) days from the receipt of application, unless a detailed explanation of the cause is given of further delay.
- f. The applicant shall have the right to make abstracts of the public records and memoranda thereof, and to obtain copies of all written records. The Executive Director shall have copies made by a commercial printing business and the applicant shall be responsible for payment of all charges for copying in advance.
- g. If the application for inspection or copying of CVB records places an unreasonable burden in producing voluminous records, or if the Executive Director has reason to believe the repeated requests are intended to disrupt other essential functions of the CVB, the Executive Director may refuse to permit inspection of the CVB records. If the records requested are specifically ex-

empt from public inspection without court order, pursuant to KRS 61.878, including KRS 131.190 (information acquired in tax administration), the Executive Director shall refuse to permit inspection of the CVB records. However, any such refusal must be sustained by clear and convincing evidence. Any response by the Executive Director that denies, in whole or in part, inspection of any CVB records, shall include a statement of the specific exception authorizing the withholding of the record and a brief explanation of how the exception applies to the record withheld.

- h. After the first four pages requested, the requester of documents will be charged \$0.25 per copy for all copies made by the Commission.

13) Policies and Procedures (By-Laws) Amendments

The foregoing policies and procedures may be amended, supplemented, revised, changed and/or repealed, in whole or in part, by a majority of the CVB. A proposed by-law amendment must be given to each board member by written notice ten (10) days before the vote of this amendment.

This is to certify the foregoing is a true copy of the policies and procedures adopted by the DBCCVB on

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ATTEST:
