

# OAK RIDGE CONVENTION AND VISITORS BUREAU

## BYLAWS

### I. Purpose and Function

- 1.1 Name. The name of the organization is: Oak Ridge Convention and Visitors Bureau (“Bureau”).
- 1.2 Purpose. The purpose and objectives shall be to promote the visitor and convention industry and encourage the development of tourism activities in Oak Ridge and vicinity. The Bureau shall promulgate the highest principles and best practices of civic promotion and work only in the best interest of all of the citizens of the City of Oak Ridge. The Bureau shall follow good business practices and the policies set forth by the Bureau and these Bylaws.
- 1.3 Authority. The Bureau was originally created by the Oak Ridge City Council by Resolution Number 6-43-81 adopted June 1, 1981.
- 1.4 Functions of the Bureau. The following functions shall be administered by the Bureau:
  - a) General Tourism Promotion

The Bureau will market and promote Oak Ridge as a travel destination to consumer groups including but not limited to the SMERF market, motor coach tours, general visitors, leisure and recreational travelers, and heritage tourists with a particular emphasis on overnight stays through advertising, marketing and promotion, trades show attendance, networking, and social media. The Bureau is responsible for fulfilling all tourism related leads and will respond to all requests from potential visitors. The Bureau will serve as the lead on all travel and tourism initiatives within the city.
  - b) Tourism Product Development

The Bureau will carry out all tourist promotion of Oak Ridge, including developing a cohesive marketing and public relations plan that includes creating a tourism brand; advertising the city to regional, national, and international visitors as the Bureau deems appropriate; develop marketing materials including itineraries, web and mobile sites, brochures, maps, and other materials that ultimately support Oak Ridge and encourage overnight stays. The Bureau will enhance the overall Oak Ridge tourism product, including but not limited to the development of new tourism initiatives, promotional items that encourage longer visits and generate new revenues within the community, and community festivals and events that bring in overnight stays. The Bureau will continue to work with the Oak Ridge Arts Council on enhancing and promoting the annual Secret City Festival, continually ranked a Top 20 Event by the Southeast Tourism Society (STS) and named Festival of the Year by STS in 2007.
  - c) Recreational Tourism (Sports, Waterfront, Etc.)

The Bureau will promote Oak Ridge's natural resources and sports facilities as an ideal place for tournaments and competitions, general water recreation and outdoor events. The Bureau will market to colleges, clubs and other organizations who can utilize our rowing venue, trails, parks and sports

complexes which will ultimately generate revenues for our hotels and local businesses. The Bureau will assist the Oak Ridge Rowing Association (ORRA) in developing, scheduling, and publicizing Oak Ridge as a center for water activities.

d) Heritage Tourism

The Bureau will promote Oak Ridge to attract heritage tourists in an effort to capitalize on the rich and unique history that makes Oak Ridge a popular destination for history buffs, veterans and their families, and military reunions. The Bureau will target individuals who are interested in our nation's stories and history, specifically those relating to World War II, the Manhattan Project, and historic preservation. The Bureau will utilize the state's connection and relationship with the National Trust for Historic Preservation office at Middle Tennessee State University.

e) Sustainable Tourism Initiatives

The Bureau will work closely with the City and its partners to ensure that tourism development enhances our overall tourism product while preserving and protecting our scenic beauty, natural resources, and unique historic assets. The Oak Ridge area is fortunate to have several sites listed on the National Register of Historic Places, as well as several sites that do an excellent job of telling the Oak Ridge story. In addition, some of our hotels and attractions are currently working to become more sustainable in terms of greening, an opportunity that is currently being marketed strongly by the Tennessee tourism industry, a leader in sustainable tourism.

(Amended 7/11/11 by Resolution 7-69-11)

II. Organization

2.1 Board of Directors. The Bureau will be governed by a Board of Directors consisting of ten (10) members appointed by City Council as follows: seven (7) members shall be residents at-large, two (2) members shall be the general managers of the top local hotel/motel establishments based upon actual hotel/motel occupancy collections, and one (1) member shall be the general manager of one of the remaining local hotel/motel establishments. (Amended 5/21/84 by Resolution 5-83-84; Amended 7/11/11 by Resolution 7-70-11.)

2.2 Qualifications and Terms. The terms of the at-large Board members shall be for three (3) years staggered or until a successor is appointed. The terms of the local hotel/motel establishments' general managers shall be one-year terms of office. All at-large Board members shall be residents of the City of Oak Ridge. The local hotel/motel establishments' general manager Board members are not required to be residents of the City of Oak Ridge, but may not serve in an officer capacity unless they are a resident of the City of Oak Ridge. Present members with unexpired terms will continue to serve until their terms of office expire. (Amended 5/21/84 by Resolution 5-83-84; Amended 7/11/11 by Resolution 7-70-11.)

2.3 Nominations and Election.

a) City Council shall elect persons to the Board when vacancies exist and when terms expire, and shall elect such persons from those who submit their

application to the City Clerk asking to be considered as a candidate in the usual and customary manner for other board positions of the City, except for the local hotel/motel establishments' membership on the Board which shall be filled according to Resolution 7-70-11. (Amended 5/21/84 by Resolution 5-83-84; Amended 7/11/11 by Resolution 7-70-11.)

- b) Minority representation on the Board is encouraged, and City Council will strive to achieve this goal. (Amended 5/21/84, Resolution 5-83-84.)

2.4 Board Composition. No Director shall receive any compensation for service. However, Directors may be reimbursed for direct expenses upon approval of the Board.

2.5 Vacancies. Vacancies shall be filled by the same procedure set forth above.

### III. Officers

3.1 Officers. The officers of the Board shall be Chairperson, Vice-Chairperson and Treasurer.

3.2 Presiding Officers. The Chairperson, or in the absence of the Chairperson the Vice-Chairperson, shall preside over the deliberations of the Board and shall vote on all questions. Roberts' Rules of Order shall prevail in the absence of other adopted procedures.

3.3 Election of Officers and Their Terms of Office.

- a) Officers shall be chosen annually following the appointment of new members.
- b) The terms of office shall be for one (1) year beginning January 1 of each year and ending December 31 of each year. (Amended 2/14/11 by Resolution 2-8-11)

3.4 Duties of Officers

a) Chairperson. The duties of the Chairperson are as follows:

- (1) To preside over all meetings and deliberations of the Board;
- (2) To serve as an ex-officio members of all committees;
- (3) To appoint membership to such temporary committees as deemed necessary to accomplish Board activities;
- (4) To sign and execute certain documents and contracts on behalf of the Bureau as so authorized; and
- (5) To call for regular, special or called Bureau meetings as required.

b) Vice-Chairperson. The duties of the Vice-Chairperson are as follows:

- (1) To preside over all meetings and deliberations of the Board in the absence of the Chairperson; and

(2) To sign and execute certain documents and contracts on behalf of the Bureau in the absence of the Chairperson as so authorized.

c) Treasurer. The Treasurer shall monitor all financial matters of the Board.  
(Amended 9/21/81)

#### IV. General

4.1 Written Policies. The Board shall establish written policies to govern and control the operation of the Bureau's offices and related equipment and facilities.

4.2 Board Committees. The Board shall establish committees as necessary.

#### 4.3 Meetings

a) Frequency. The Board shall conduct regularly scheduled meetings at a time and date as established by the Board.

b) Notice. A notice of all regularly scheduled meetings of the Board shall be given in writing to all members of the Board at least five (5) days prior to the time of any such meeting. All such notices shall contain the time and place of such meeting. Such notice may be waived if done so in writing and by all Board members.

c) Special or called meetings. The Chairperson or any three (3) members of the Board may call a "special meeting" or "called meeting" of the Board by mailing written notice of said meeting to all Board members at least five (5) days prior to the time of such meeting. Such notice may be waived if done so in writing and by all Board members.

4.4 Quorum. The presence of a majority of the Board members in office at a duly convened meeting of the Board shall constitute a quorum. No action may be taken by the Board without a majority vote of the members present at any such meeting. (Amended 6/28/94 by Resolution 6-90-94.)

4.5 Attendance. Any Board member who misses three (3) regularly scheduled meetings in succession is required to show good cause, in writing, within one (1) calendar week following the third absence, or submit a resignation to the Board for the good of the organization. If neither is forthcoming, any such Board member may be removed from the Board by a majority vote of the Board members. The vacancy shall be filled as provided by Article II. The appointee shall serve the remainder of the unexpired term of the vacancy.

4.6 Voting. All Board members present at a meeting shall vote on all issues presented at all such meetings, except that any member may "abstain" if the casting of said vote shall constitute a conflict of interest or a violation of law.

4.7 Conflict of Interest. Any Board member who has any conflict of interest in any matter or issue brought before the Board shall make such fact known to the Board prior to any vote by the Board on such issue, and such member shall abstain from voting on or discussing such issue unless responding to questions from the Board.

4.8 Other Powers

- a) The Board shall have the power to accept grants, gifts, gratuities, fees and donations for the support, improvement and operation of Bureau activities and functions.
- b) The Board shall have the power to engage professional assistance, including engineers, attorneys, or consultants necessary to conduct the affairs of the Board.

4.9 Bonding. The Board is empowered to require all officers, employees, agents or contractors of said Bureau or Board, as deemed necessary, to execute a bond with good and sufficient security conditioned for the payment for any damage or loss.

4.10 General Reporting. The Board, acting through the Executive Director as described in Section 6.2 of these Bylaws, shall file with the Office of the City Clerk the following on a quarterly basis or more frequently if requested by the City Council, to wit:

- a) Approve minutes of all regular, special and called meetings of the Board.
- b) Approved monthly and other financial reports.

4.11 Annual Report. Each year the Board shall prepare, adopt and present an annual report of the preceding year's performance measures and activities of the Bureau to City Council.

4.12 Amendments. These Bylaws shall become effective upon approval of City Council and may be amended by two-thirds (2/3) vote of the Board membership at any regular or special meeting of the Board. No amendment to these Bylaws shall become effective until approved by City Council.

V. Fiscal and Financial

5.1 Fiscal Year. The Bureau shall use the same fiscal year as the City of Oak Ridge (July 1 – June 30).

5.2 Budget. The Executive Director shall prepare a recommended budget during the month of November and present it to the Board. The proposed budget as recommended by the Board shall be presented to the City Manager for approval according to his schedule so that it may be presented to City Council.

5.3 Financial Reporting. The Executive Director shall submit to the Board a monthly operating statement covering revenues and expenditures by month-to-date and status on each account. The monthly operating statement shall also be filed with the Office of the City Clerk.

5.4 Auditing. The Bureau's financial records shall be included in the City's audit.

- 5.5 Disbursement of Funds if Bureau is Dissolved. In the event the Bureau ceases to operate and dissolves its affairs, any funds remaining after payment of all obligations of the Bureau shall be turned over to the City's General Fund.

VI. Bureau Employees

- 6.1 Attorney. The attorney for the Bureau shall be the City Attorney.

- 6.2 Executive Director. The Board is empowered to employ an Executive Director to carry out the functions, operations and purposes of the Bureau. The Executive Director shall serve at the pleasure of the Board, and can be terminated at any time by the Board with or without cause. The Board shall delegate to the Executive Director all authority and responsibility necessary to properly administer the business of the Bureau, within policies set by the Board and subject to its review. The Executive Director shall have full charge of the Bureau offices and all of the employees, including authority to employ and terminate employment of the Bureau employees. The Executive Director shall be paid a salary and provided fringe benefits as determined and fixed by the Board. The responsibilities, powers and duties of the Executive Director shall be as a minimum:  
(Amended 6/28/84 by Resolution 6-90-94.)

- a) To see that the rules, regulations and policies of the Board are enforced.
- b) To attend all meetings of the Board with the right to take part in the discussion, but having no vote.
- c) To provide for clerical service to the Board.
- d) To recommend to the Board adoption of such measures as deemed necessary or explicit.
- e) To keep the Board fully advised as to the financial condition and needs of the Board's facilities, programs and activities.
- f) To prepare for the Bureau a budget each fiscal year showing the estimated revenues and expenditures of the Bureau for the ensuing year.
- g) To hire and supervise other Bureau employees in accordance with personnel policies of the Board and the personnel policies of the City of Oak Ridge; to remove any Bureau employee when such removal is deemed necessary or advisable for the public good.

- 6.3 Executive Director Reports. The Board may require the Executive Director to come before them at any regular, special or called meeting and answer questions either orally or in writing; and they may require at any time from the Executive Director written reports upon any matter involving Bureau or facilities and equipment of the Bureau that they may deem proper. The Executive Director shall report regularly and at intervals, at least quarterly, his or her general acts on behalf of the Bureau and its activities.

6.4 Personnel Policies. The Board may establish personnel policies in writing to govern the employment, pay scale, grievance procedures, benefits, retirement, promotion, discipline and dismissal of Bureau employees. In the absence of specific Bureau exemption from City of Oak Ridge personnel policies, City personnel practices may guide Bureau employees. (Amended 6/28/94 by Resolution 6-90-94.)

6.5 Employee Benefits

- a) The Board shall have the power to contract for group health, accident, and disability insurance. (Amended 6/28/94 by Resolution 6-90-94.)
- b) The Board shall have the power to contract for a retirement program. (Amended 6/28/94 by Resolution 6-90-94.)

VI. Performance Measurement

The Bureau's performance measurement criteria must be approved in advance by City Council and must include effectiveness measurement in addition to a report of activities. Performance measures may include indicators of Bureau impact, gauging increases in visitor volume, conference volume, increases in pertinent municipal tax revenues, and other factors as deemed appropriate. The Board of Directors shall report to City Council on Bureau performance and accomplishments on at least an annual basis.

Adopted by the Board of Directors: 7/23/81  
Approved by City Council: 8/3/81

Amendments

9/21/81, No resolution:	Article III, Section 3.4(c)
5/21/84, Resolution 5-83-84:	Article II, Sections 2.1, 2.2 and 2.3
6/28/94, Resolution 6-90-94:	Article IV, Section 4.4; Article VI, Sections 6.2, 6.4, 6.5(a) and 6.5 (b)
2/14/11, Resolution 2-8-11:	Article III, Section 3.3(b)
7/11/11, Resolution 7-69-11:	Article I, Section 1.4
7/11/11, Resolution 7-70-11:	Article II, Section 2.1, 2.2, and 2.3(a)