

BY-LAWS
OF
THE ONEIDA COUNTY CONVENTION & VISITORS BUREAU, INC.
d/b/a ONEIDA COUNTY TOURISM

ARTICLE I - OFFICES

The principal office of The Oneida County Convention & Visitors Bureau, Inc. d/b/a Oneida County Tourism (hereinafter known as "OCT" or the "Corporation") shall be in the County of Oneida, State of New York. The Corporation may also have offices at such other places within the State of New York as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE II - PURPOSES

1. The Corporation's mission is to:
 - (i) promote the County and stimulate economic growth by attracting tourists, visitors, meetings and conferences to Oneida County;
 - (ii) promote, brand or otherwise encourage tourism as an important local industry;
 - (iii) apply for and administer additional funding such as matching funds and grants that may be available to the organization;
 - (iv) coordinate the County's tourism efforts and foster coordination, cooperation and improved communication for all participants in the County's tourism industry;
 - (v) continue efforts to extend visitors' length of stay; extend the local tourism season and seek to influence visitors to plan return visits to the County;
 - (vi) undertake such education, planning and research as may be necessary to implement the mission and to assess the success of the annual program.

ARTICLE III – MEMBERS AND MEETINGS OF THE MEMBERS

1. **QUALIFICATIONS FOR MEMBERSHIP.**

Membership shall be open to any business or corporation directly concerned with the tourism business in Oneida County. Membership eligibility and requirements shall be established by the Board of Directors (the "Board") from time to time. Membership or lack of membership in OCT does not preclude the promotion of any event that may add value to the region and serve to attract attendees from outside the region.

2. **GENERAL MEMBERSHIP MEETINGS.**

The annual meeting of the members shall be held on a date set by the Board of Directors during the first quarter of each year. The Secretary shall mail to every member at least ten (10) days, and not more than fifty (50) days, in advance of said scheduled annual meeting a notice stating the time, date and place of the annual meeting.

At meetings of the members, every member entitled to vote at a meeting may authorize another person or persons to act for him by proxy. Every proxy must be signed by the member of record and provided to the Secretary of the Corporation prior to the Board meeting for which the proxy is provided.

A membership roll showing the list of members as of the record date, certified by the Secretary of the Corporation, shall be produced at any meeting of members upon the request thereof of any member who has given written notice to the Corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

3. **QUORUM.**

At any meeting of the members of the Corporation, the presence of the number of members entitled to cast one hundred (100) votes or one-tenth (1/10) of the total number of votes entitled to be cast, whichever is lesser, shall constitute a quorum.

4. **MEMBERSHIP.**

A list of all current members shall be maintained by the Board of Directors,

ARTICLE IV - DIRECTORS

1. **MANAGEMENT OF THE CORPORATION.**

The Corporation shall be managed by the Board of Directors which shall consist of a minimum of nine (9), and a maximum of twelve (12) At-Large Directors plus four (4) local government Directors for a maximum Board composition of sixteen (16) Directors. Local government ex-officio Directors shall be the Oneida County Executive and the Chairman of the Oneida County Board of Legislators. The Majority Leader of the Oneida County Board of Legislators and the Minority Leader of the Oneida County Board of Legislators shall each designate one (1) Director to serve a one (1)-year term, which Director shall be a voting Director. This designation shall be provided in writing to the Secretary of the Corporation on or before January 1 of each calendar year. At-Large-Directors must be an individual in the employ of or a representative of a member. The Governance committee shall be charged with the responsibility, to the extent practicable, to assure that the At-Large Membership of the Board shall be comprised of individuals or companies, one-third (1/3) residing in or maintaining a principal place of business in Rome, one-third (1/3) residing in or maintaining a principal place of business in Utica, and one-third (1/3) residing in or maintaining a principal place of business in one of the towns of Oneida County. Approximately seventy-five (75%) percent of the At-Large Board shall be made up of attractions or tourism-related businesses and approximately twenty-five (25%) percent of lodging businesses. In the event that an individual's employer or an attraction shall have a policy concerning being an At-Large Director it shall be permissible for

the Board to reassign an At- Large Director as ex-officio with voting rights in order to include that individual on the OCT Board.

2. ELECTION AND TERM OF DIRECTORS.

At each annual meeting of membership, the membership shall elect Directors to hold office for a three-year term. Directors may succeed themselves in office for a total of six years or two terms. Terms of the Directors shall be staggered to allow for annual elections at which one-third of the Board shall stand election for three-year terms. Notwithstanding the foregoing, in the event a Director is serving in the office of Secretary, Vice-Chairperson or Chairperson, his or her term shall be extended so that he or she can complete the current term of office and fulfill the office succession plan set forth in these By-Laws.

3. RESIGNATION OR VACANCY.

A Director may resign at any time by giving written notice to the Board, the Chairperson of the Board or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board, and the acceptance of the resignation shall not be necessary to make it effective.

When a director ceases to be in the employ of the member by whom he/she was employed at the time of his/her election, the matter of continued service on the Board shall be referred to the Governance Committee who shall make its recommendation to the Board as to whether the change in employment would create a vacancy on the Board.

Resignations and vacancies shall be filled by the Board of Directors at the next regular meeting until the next annual meeting at which time a candidate shall be elected for the duration of the term.

4. QUORUM OF DIRECTORS.

The presence of a simple majority of At-Large Board positions shall constitute a quorum for the official conduct of business.

5. ACTION OF THE BOARD.

A majority of the Directors shall constitute a quorum. The vote of the majority of the Directors present at the time of the vote shall be the act of the Board. Each Director shall have one vote. Proxy voting by the Board is not allowed.

6. PLACE AND TIME OF BOARD MEETINGS.

The Board may hold its meetings at locations and times fixed by the Board.

7. MANNER OF PARTICIPATION.

Members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or a committee thereof by means of conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each

other at the same time. Participation by such means shall constitute presence in person at a meeting.

8. REGULAR ANNUAL MEETINGS.

A regular annual meeting of the Board shall be held immediately following the annual meeting of members at the place of such annual meeting of members.

9. ACTION WITHOUT MEETING.

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without meeting, if all members of the Board or committee consent in writing or by electronic transmission. The written consents to act without meeting shall be filed with the minutes of the proceedings of the Board or committee.

10. MEETINGS.

Regular meetings of the Board of Directors may be held upon such notice or without notice, as the Board of Directors shall from time to time determine. Regular meetings of the Board of Directors shall number not less than five each year. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors who were absent at the time of adjournment and, unless such time and place are announced at the meeting, to the other Directors.

Meetings may be attended either in person or via electronic device such as conference call or video conference. Advance notice must be given of the intent to use electronic media so arrangements can be made. The Board reserves the right to limit the means of attendance to one electronic system per meeting and will consider cost and availability in making the decision concerning what system may be used.

11. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called at any time by the Chairperson or by the Secretary upon the request of any five Directors. Notice of the time and place of special meetings shall be given to each Director prior to the time fixed for such meetings, by mail, or e-mail addressed to each Director at his or her address as it appears on the records of the Corporation, at least three days prior to the time fixed for such special meeting. The meeting shall be held at the place fixed in the By-Laws or, if not so fixed, at the office of the corporation.

12. ATTENDANCE.

Any Director who shall not have attended three consecutive meetings of the Board of Directors without legitimate excuse or who shall not have attended fifty (50%) percent of meetings of the Board of Directors during any year, shall automatically cease to become a Director upon majority vote of the Board. If the term for which the Director was elected shall not then expire, the Board of Directors shall fill the vacancy for the unexpired term.

ARTICLE V - COMMITTEES

The Chairperson shall appoint members to the committees subject to the ratification of the Board.

1. EXECUTIVE COMMITTEE.

The Chairperson of the Board, Vice-Chair of the Board, Treasurer, Secretary, and Immediate Past Chair shall constitute the Executive Committee. The Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters: the submission to members of any action requiring members' approval, the filling of vacancies in the Board of Directors or in any committee; the amendment or repeal of the by-laws or the adoption of new by-laws; the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

2. FINANCE/AUDIT COMMITTEE.

The Finance/Audit Committee shall be comprised of at least three (3) Independent Directors of the Board, not on the Executive Committee. The Treasurer shall serve as the Chairperson of the Finance/Audit Committee. The Finance/Audit Committee and the President will develop the yearly budget for presentation to the Board. All deviations from the budget must be approved by the Finance/Audit Committee.

Only the Independent Directors of the Committee may be present and participate in deliberations and voting relating to audit matters. The Committee shall also oversee the adoption and compliance of the Corporation's conflict of interest policy and whistleblower policy and shall report its activities to the Board at least annually.

For purposes of this paragraph, "Independent Director" shall mean a Director who:

- (a) is not, and has not been within the last three years been, an employee or Key Person of the Corporation or an affiliate of the Corporation, and does not have a Relative who is, or has been within the last three (3) years, a Key Employee of the Corporation or an affiliate of the Corporation;
- (b) has not received more than \$10,000 from the Corporation during the prior three years;
- (c) does not have a Relative who has received, in any of the last three years, more than \$10,000.00 in direct compensation from the Corporation;
- (d) is not a current employee of, or does not have a substantial financial interest in, and does not have a Relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the Corporation or an affiliate of the Corporation if the amount paid by the Corporation to the entity or received by the Corporation from the entity for such property or services, in any of the last three fiscal years, exceeded the lesser of ten thousand dollars or two percent of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than five hundred thousand dollars; twenty-five thousand dollars if the entity's consolidated gross revenue was five hundred thousand dollars or more but less than ten million dollars; one hundred thousand dollars if the entity's consolidated gross revenue was ten million dollars or more; and
- (e) is not and does not have a Relative who is a current owner, whether wholly or

partially, director, officer or employee of the Corporation's outside auditor or who has worked on the Corporation's audit at any time during the past three years. For purposes of this subparagraph, the terms "compensation" does include reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by the not-for-profit corporation law; and "payment" does not include charitable contributions, dues or fees paid to the Corporation for services which the Corporation performs as part of its nonprofit purposes, or payments made by the Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Corporation are available to individual members of the public on the same terms, and such services received by the Corporation are not available from another source.

3. PERSONNEL COMMITTEE.

The Vice-Chairperson shall be the Chairperson of the Personnel Committee. The Vice-Chairperson and three Members shall constitute the Committee. The Committee shall be responsible for recommendations to the Board with regard to salary, benefits, awards and discipline issues pertaining to staff.

4. MARKETING COMMITTEE.

The Marketing Committee shall be chaired by the Secretary and shall consist of three additional members. The Committee shall be responsible for developing marketing strategy and policy in support of the President and staff.

5. GOVERNANCE COMMITTEE.

The Governance Committee shall consist of four Members. The Committee shall be responsible for the submission to the membership of a slate of candidates for the office of directors-at-large to be elected at the annual meeting in harmony with the concept of geographic balance and diversity set forth in the by-laws; for recommendations to the Board of candidates to fill vacancies in the Board occurring from time to time; for recommendations to the Board of candidates to be elected by the Board to serve as officers. The Committee shall be responsible for all issues of compliance and organizational structure of the corporation.

ARTICLE VI - OFFICERS

1. OFFICE, ELECTION, TERM.

The Board may elect or appoint a Chairperson, Vice-Chairperson, Secretary and a Treasurer. All officers shall be voting Directors. All officers shall be elected or appointed to hold office until the meeting of the Board following the annual meeting of members. Each officer shall hold office for the elected or appointed term and until a successor has been elected or appointed and qualified. Terms for officers shall run for two (2) years. With respect to the office of Secretary, it is expected that the Secretary, after serving a two (2) year term, will move into the office of Vice-Chairperson for a two (2) year term, and then Chairperson for a two (2) year term. With respect to the office of Vice-Chairperson, it is expected that the Vice-

Chairperson, after serving a two (2) year term, will move into the office of Chairperson for a two (2) year term. The Immediate Past Chair shall serve as an officer for a single two (2) year term.

The officer succession plan set forth herein shall continue to be subject to the review and recommendation of the Governance Committee.

2. REMOVAL, RESIGNATION.

Any officer elected or appointed by the Board may be removed by a two-thirds (2/3) vote of the full Board. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

3. CHAIRPERSON.

The Chairperson shall be the Chief Executive Officer of the Corporation; shall preside at all meetings of the members and of the Board; and shall see that all orders and resolutions of the Board are carried into effect.

4. VICE-CHAIRPERSON.

During the absence of the Chairperson, Vice-Chairperson and then the Treasurer and the Secretary (in order of succession) shall have all the powers and functions of the Chairperson. The Vice-Chairperson shall perform such other duties as the Board shall prescribe.

5. TREASURER.

The Treasurer and the Finance/Audit Committee shall supervise the maintenance and records of all receipts and disbursements. At the end of the corporate year, the treasurer and the Finance/Audit Committee shall commission a review the accounts of the Corporation by an outside agency. At least every three (3) years the OCT shall have a full audit of the books completed by an outside agency approved by the Board. The report of the review or audit shall be presented in writing to the Board and shall be forwarded to all members. In the event of the departure of the bookkeeper or President from the OCT the Board shall commission an audit of the books and accounts of the corporation with the resulting report submitted to the Board and the membership.

6. SECRETARY.

The Secretary shall be responsible for the minutes of the Board of Directors and also the minutes of the general membership meetings. The Secretary shall keep a membership roll containing the names, alphabetically arranged, of all businesses or persons who are members of the Corporation, showing the places of business or residence.

7. SURETIES AND BONDS.

In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of duties to the corporation and including

responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation which may come into the Officer's or agent's hands.

ARTICLE VII - PRESIDENT

The President shall be employed by and responsible to the Board of Directors. The President shall be the Chief Operating Officer of the Corporation and shall manage the day-to-day affairs of the Corporation and shall serve at the pleasure of the Board and at a salary as fixed from time to time by the Board upon recommendation from the Personnel Committee and approved by the Executive Committee. The President shall also perform such other duties as may be assigned from time to time by the Board of Directors.

The President shall, under the direction of the Board of Directors, have the right to hire such assistants as may be needed, to delegate such of the duties as is desired, and shall fix the hours and duties of the employees.

The President's primary personal residence shall be within Oneida County, New York.

ARTICLE VIII - SEAL

The seal of the corporation shall be as follows:

ARTICLE XI - CONSTRUCTION

If there be any conflict between the provision of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE X - AMENDMENTS

The By-Laws may be amended by a two-thirds vote of the Board of Directors at any meeting where a quorum has been established. Notice and details of proposed amendment to the By-Laws must be mailed to the membership at least fourteen (14) days prior to the meeting at which it will be considered.

Adopted March 9, 2023 with an effective date of March 23, 2023