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**ECCVB**  
ELKHART COUNTY  

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CONVENTION AND  

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VISITORS BUREAU  
INCORPORATED

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**CODE OF BY-LAWS**

**OF**

**ELKHART COUNTY CONVENTION & VISITORS BUREAU, INC.**

Revised: October 18, 2000

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**ARTICLE I**  
**NAME, OFFICES AND RESIDENT AGENT**

Section 1. Name. The Name of the Corporation is Elkhart County Convention and Visitors Bureau, Inc. and such Corporation is hereinafter referred to as “the Corporation.”

Section 2. Offices. The post office address and location of the principal office of the Corporation is 219 Caravan Drive, Elkhart, Indiana, 46514. The Board of Directors may from time to time establish other offices of the Corporation or branches of the Corporation’s business at whatever place or places seem to be expedient.

Section 3. Resident Agent. The name of the first resident agent of the Corporation is Diana L. Lawson and the post office address of such resident agent is 219 Caravan Drive, Elkhart, Indiana, 46514.

**ARTICLE II**  
**SEAL, RECORDS AND ACCOUNTING**

Section 1. Seal. The seal of the Corporation shall have inscribed on it the name of the Corporation, the words “Corporate Seal Indiana.”

Section 2. Records. The following records must be kept at the principal office of the Corporation: correct books of all the business and transactions of the Corporation; a copy of the Code of By-Laws; and, the record book of the Corporation which must contain the names, alphabetically arranged, of all persons who are members of the Corporation, showing such persons respective places of residence, the interest held by each of such persons, the time when such persons respectively became the owners thereof. The Corporate record book must at all times during business hours be open to the inspection of all persons permitted by law to inspect the record book.

Section 3. Accounting Year. The accounting year of the Corporation begins on January 1 and ends on December 31.

Section 4. Accounting Method. The general accounting method of the Corporation is the cash method of accounting, except that the Corporation may use one or more of the special accounting methods, whenever appropriate, for the purpose of reporting, e.g., the income from installment sales or from discount bonds or for any other appropriate items of income and deductions.

**ARTICLE III**  
**MEETINGS OF MEMBERS**

Section 1. Members. The members of the Corporation shall consist of all duly appointed members of the Elkhart County Convention and Visitors Commission.

Section 2. Place of Meetings. Every meeting of the members must be held at the principal office or at such other place within or without the State of Indiana, that the Board of Directors, officers or members may select from time to time.

Section 3. Annual Meetings. Each annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting must be held at two (2) o'clock in the afternoon on the second (2<sup>nd</sup>) Tuesday of January in each year (or, if that day shall be a legal holiday, then on the next succeeding business day). If an annual meeting has not been called and held for any reason, such meeting may be held at any time thereafter at a special meeting called for that purpose. Further, if an annual meeting has not been called and held within six (6) months after the time designated for the meeting, then any member may call the meeting.

Section 4. Special Meetings. Special meetings of the members, unless otherwise provided by law, may be called by the President or by a majority of the Board of Directors and shall be called by the President or the Secretary at the request (which is in writing and which states the purpose or purposes of the meeting) of members entitled to cast one-third of the votes of the entire membership.

Section 5. Notice of Meetings. Notice of every meeting of the members must be in writing and signed by the President, a Vice-President, the Secretary or an Assistant for which the meeting is called, and the day and hour when the place where the meeting is to be held, and a copy thereof must be served, either personally or by US mail, fax or e-mail, upon each member of record entitled to vote at such meeting, at least ten (10) days before but not more than forty (40) days before the meeting. If mailed, such copy must be directed to each member at his address as it appears on the record book, unless the member has filed with the Secretary a written request that notices intended for such member be mailed to some other address, in which case the notice must be mailed to the address designated in such request. Such notice is not required to be given to any member who attends such meeting in person or by proxy (which proxy sets forth in reasonable detail the purpose or purposes for which the meeting is called), or who waives notice thereof as hereinafter provided. Notice of any adjourned meeting need not be given, except when expressly required by law.

Section 6. Quorum for Meetings. A quorum at members' meetings shall consist of persons entitled to cast a majority of the votes of the entire membership. If any meeting of the members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting for at

least twenty days, and adequate notice of the new date shall be given as described in Section 4. of this Article.

Section 7. Organization of Meeting. At each meeting of the members, the Chairman of the Board of Directors if there be one, or, in his absence, the President, or in the absence of both the Chairman and the President, a chairman chosen by a majority vote of the members present in person or represented by proxy and entitled to vote thereat shall act as chairman of the meeting. The Secretary shall act as secretary at each meeting of members, or in the absence of the Secretary, the Chairman may appoint any person present to act as secretary of the meeting.

Section 8. Order of Business at Meetings. The order of business at all meetings of the members shall be as determined by the chairman of the meeting, but the order of business to be followed at any meeting at which a quorum is present may be changed by a majority of the members present in person or represented by proxy and entitled to vote thereat. At any meeting of the members, the Robert's Rules of Order may be adopted as the rules of parliamentary procedure.

Section 9. Voting at Meetings. Unless otherwise provided by law or in the Articles of Incorporation, each member of record is entitled at each meeting of the members to one (1) vote. Unless otherwise provided by law or in the Articles of Incorporation, at all meetings of members a quorum being present, all matters shall be decided by the affirmative vote of at least a majority of the members outstanding and entitled to vote thereat. Except as otherwise provided by law or in the Articles of Incorporation or in this Code of By-Laws or unless demanded by a member present in person, voting may be viva voce and need not be by ballot, except in the case of a vote for the election of directors. Upon a demand by any such member for a vote by ballot on any question or at the direction of such chairman that a vote by ballot be taken on any question, such vote must be taken.

Section 10. Inspectors for Voting at Meetings. At each meeting of the members the chairman of such meeting may appoint two (2) inspectors of election to act thereat. Such chairman may require that each inspector of election so appointed, before entering upon the discharge of the inspector's duties, shall be sworn faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of the inspector's ability, and the oath so taken shall be subscribed by such inspectors. Such inspectors of election shall take charge of the polls and after the voting on any question shall make a certificate of the results of the vote taken. Inspectors need not be members and may be directors.

## **ARTICLE IV** **DIRECTORS**

Section 1. Number, Election and Term of Office. The business of the Corporation must be managed by the Board of Directors as from time to time constituted. All the Directors must be of legal age, and may, but need not be members. The Board of Directors shall consist of five (5) directors. However, the members may, upon a majority vote, fix the number of directors at a number not exceeding seven (7) members but in no event less than three (3) members. At all elections of directors by the members, the persons receiving the greater number of votes cast shall be directors. Such elections may be by ballot. The term of the office of each director shall be from the time of his election and qualification until the annual meeting of members, or the special meeting of members at which directors are elected, next succeeding his election and until his successor is duly elected and qualified, or until his death, or until he resigns, or until he has been removed in the manner hereinafter provided. The directors shall act only as a board and the individual directors shall have no power as such.

Section 2. Place of Meetings. The Board of Directors may hold its meetings at such place or places within or without the state of Indiana as the Board of Directors may from time to time by resolution determine or as may be specified or fixed in the respective notices or waivers of notice thereof.

Section 3. First Meeting. After each election of directors, whether at an annual or a special meeting of members, on the same day and at the conclusion of the meeting of members, at which such election shall be held, and at the place where such election is held, the newly elected Board of Directors shall meet for the purpose of organization, the appointment of officers and the transaction of other business. Notice of such meeting need not be given. Such meeting may be held at any other time or place which is specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or in a waiver of notice thereof signed by all of the directors.

Section 4. Regular Meetings. Regular meetings of the Board of Directors must be held at the principal office or at such other place, within or without the state of Indiana, and at such times as the Board of Directors by resolution may determine. If any day fixed for a regular meeting is a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day must be held at the same hour on the next succeeding business day at such place. Except as otherwise provided by law or in the Articles of Incorporation or in this Code of By-Laws, notice of regular meetings need not be given.

Section 5. Special Meetings. Special meetings of the Board of Directors must be held whenever called by the President or by the Secretary at the request of any one (1) director. Except as otherwise provided by law or in the Articles of Incorporation or in this Code of By-Laws, notice of each such special meeting must be mailed to each director, addressed to him at his residence or usual place of business, at least three (3) days before the day on which such meeting is to be held, or must be sent addressed to him at such place by US mail, fax or e-mailed, or be delivered personally or by telephone, not later than the day before the day on which such meeting is to be held. Notice of any meeting of the Board of Directors need not, however, be given to any director, if waived by him as provided in this Code of By-Laws, or if such director is present at such meeting. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given, if all the directors then in office are present thereat or have waived notice thereof. Except as otherwise specifically provided by law or in the Articles of Incorporation or in this Code of By-Laws, the notice or waivers of notice of any meeting of the Board of Directors need not contain any statement of the purposes of the meeting or any specification of the business to be transacted thereat.

Section 6. Quorum for Meetings. Unless otherwise provided by law or in the Articles of Incorporation, the presence of at least a majority of the actual number of directors elected and qualified, from time to time, is necessary to constitute a quorum for the transaction of business. In the absence of a quorum at any such meeting, a majority of the directors present thereat may adjourn such meeting from time to time until a quorum is present thereat. Notice of any adjourned meeting need not be given. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Organization of Meeting. At each meeting of the Board of Directors, the Chairman of the Board of Directors, if there be one, or, in his absence, the President, or in the absence of both the Chairman and the President, a director chosen by a majority of the directors present, shall act as chairman. The Secretary, or in his absence any person appointed by the chairman, shall act as secretary of the meeting. Any meeting of the Board of Directors may be adjourned by the vote of a majority of the directors present at such meeting.

Section 8. Order of Business at Meetings. The order of business at all meetings of the Board of Directors shall be determined by the chairman of the meeting, but the order of business to be followed at any meeting at which a quorum is present may be changed by a majority of the directors present and entitled to vote thereat. At any meeting of the directors, the Robert's Rules of Order may be adopted as the rules of parliamentary procedure.

Section 9. Voting at Meetings. Unless otherwise provided by law or in the Articles of Incorporation, at all meetings of directors, a quorum being present, all matters shall be decided by the affirmative votes of at least a majority of the directors

present at such meeting. The vote, affirmative or negative, of each director must be recorded in the minutes of such meeting.

Section 10. Removal of Directors. Any director may be removed, either with or without cause, at any time by the affirmative vote of at least seventy percent (70%) of the members entitled to vote at a special meeting of members called for the purpose.

Section 11. Vacancies on Board of Directors. Any vacancy on the Board of Directors, whether arising from death, resignation, an increase in the number of directors or any other cause (except the removal of a director), shall be filled by the majority vote of the members at a special meeting of the members called for that purpose within a period of thirty (30) days after such vacancy arises. Any vacancy in the Board of Directors caused by the removal of a director in the manner herein provided shall be filled by the members at the special meeting of members as such director is removed.

Section 12. Compensation. Directors shall not receive any salary for their services, but are entitled to reimbursement for necessary expenses incurred in the performance of their respective duties.

## **ARTICLE V** **OFFICERS**

Section 1. Number. The executive officers of the Corporation are: a President, who shall be a member of the Board of Directors; one (1) or more Vice-Presidents; a Secretary; and, a Treasurer. In addition, there may be such subordinate officers, agents and employees as shall be appointed in accordance with the provisions of this Code of By-Laws. One (1) person may hold any two (2) or more offices, except the offices of President and Vice-President or of President and Secretary. The Board of Directors may require any such officer, agent or employee to give security for the faithful performance of his duties.

Section 2. Election, Term of Office and Qualifications. The executive officers of the Corporation shall be chosen by the Board of Directors as soon as practicable after each annual or special election of directors, each such executive officer to hold office until his successor is duly chosen and qualified, or until his death, or until he resigns, or until he has been removed in the manner hereinafter provided.

Section 3. Subordinate Officers. The Board of Directors may appoint such subordinate officers, agents or employees as the Board of Directors may deem necessary or advisable, including one (1) or more Assistant Treasurers and one (1) or more Assistant Secretaries, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may from time to time determine. The Board of Directors may delegate to any executive officer the power to appoint and remove subordinate officers, agents or employees.

Section 4. Removal. Any officer of the Corporation may be removed, either with or without cause, at any time, by resolution adopted by the Board of Directors at a special meeting thereof called for that purpose.

Section 5. President. The President is the chief executive officer of the Corporation and has general and active supervision and direction over the business and affairs of the Corporation and over the Corporation's several officers, subject, however, to the direction and control of the Board of Directors. The President shall, if present, preside at each meeting of the members and of the Board of Directors and if such Chairman is present, in which event, such Chairman shall preside. The President may sign, with the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, membership certificates of the Corporation. Unless otherwise provided by law or in the Articles of Incorporation or by the Board of Directors, the President may sign, execute and deliver in the name of the Corporation all deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors, and he may affix the seal of the Corporation to any instrument which requires the seal. In general, the President shall perform all duties incident to the office of the President and such other duties as may from time to time be assigned to him by this Code of By-Laws or by the Board of Directors.

Section 6. Vice-Presidents. Each Vice-President has such powers and may perform such duties as the Board of Directors may from time to time prescribe and shall perform such other duties as may be prescribed by this Code of By-Laws. Any Vice-President may sign, with the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, membership certificates of the Corporation. At the request of the President, or in case of his absence or inability to act, the Vice-President or, if there is more than one (1) Vice-President then in office, that one (1) of them who is designated for the purpose by the President or by the Board of Directors shall perform the duties of the President and when so acting shall have all the powers of, and be subject to all restrictions upon, the President.

Section 7. Treasurer. The Treasurer has charge and custody of, and is responsible for, all the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such banks and other depositaries as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President or to the Board of Directors, whenever the President or the Board may require him so to do a statement of all his transactions as Treasurer and an account of the financial condition of the Corporation. In general, the Treasurer shall perform all the duties as may from time to time be assigned to him by the President or the Board of Directors. The Treasurer may sign, with the President or a Vice-President, membership certificates of the Corporation.

Section 8. Assistant Treasurers. At the request of the Treasurer, or in case of his absence or inability to act, the Assistant Treasurer, or if there shall be more than one (1), any of the Assistant Treasurers, shall perform the duties of the Treasurer, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the Treasurer. Each of the Assistant Treasurers shall perform such other duties as from time to time may be assigned to him by the President, the Treasurer or the Board of Directors.

Section 9. Secretary. The Secretary has the power to act as secretary and keep the minutes of, all meetings of the Board of Directors and of the members. The Secretary shall: cause to be given such notice of all meetings of the members and of the Board of Directors as required; be custodian of the seal of the Corporation and shall affix the seal or cause to be affixed to all documents requiring the impression of the seal; have charge of the record book and of the other books, records and papers of the Corporation relating to its organization as a corporation; see that the reports, statements and other documents required by law are properly kept and filed; and, perform all other duties incident to the office of Secretary. The Secretary may sign, with the President or Vice-President, membership certificates of the Corporation. The Secretary has such powers and may perform such duties as are assigned to him by this Code of By-Laws, and he shall have such other powers and perform such other duties, not inconsistent with this Code of By-Laws, as the President or the Board of Directors may from time to time prescribe.

Section 10. Assistant Secretaries. At the request of the Secretary, or in case of his absence or inability to act, the Assistant Secretary, or if there shall be more than one (1), any of the Assistant Secretaries, shall perform the duties of the Secretary, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary. Each of the Assistant Secretaries shall perform such other duties as from time to time may be assigned to him by the President, the Secretary or the Board of Directors.

Section 11. Salaries. The salaries of the officers of the Corporation, if any, shall be fixed from time to time by the Board of Directors, and none or such officers shall be prevented from receiving a salary by reason of the fact that such officer is also a member of the Board of Directors.

Section 12. Vacancies. Unless otherwise provided by law or in the Articles of Incorporation, in case the office of the President, any Vice-President, Secretary, Treasurer or other officer or agent becomes vacant, the directors then in office may elect or appoint a successor who shall hold office for the unexpired term, of, if regular election or appointment to such office is, in this Code of By-Laws, provided to be made in a manner other than by election or appointment by the Board of Directors, then the vacancy for the unexpired portion of the term may be filled in the manner provided herein for regular elections or appointments to such office.

## **ARTICLE VI** **RESIGNATIONS**

Section 1. Resignations. Any director or officer may resign his office at any time by giving written notice of his resignation to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time be specified therein, then at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make such resignation effective.

## **ARTICLE VII** **CONTRACTS**

Section 1. Authorization of and Execution of Contracts. Unless otherwise provided by law or in the Articles of Incorporation or in this Code of By-laws or by the Board of Directors, no officer, agent, or employee has any power or authority to bind the Corporation by any contract or engagement or to pledge the Corporation's credit or to render it pecuniarily liable for any purpose or to any amount, and, any contract or instrument so authorized may be executed and delivered in the name and on behalf of the Corporation by the two (2) persons of the President or any Vice President and the Secretary or an Assistant Secretary. However, the Board of Directors may authorize any other officer or officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or to execute and deliver any instrument, and such authority may be general or confined to specific instances.

Section 2. Indebtedness. No loan may be contracted on behalf of the Corporation and no negotiable paper may be issued in the Corporation's name unless authorized by resolution of the Board of Directors. When authorized by the Board of Directors, any officer or agent of the Corporation may affect loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any firm, corporation, or individual, and for such loans and advances may make, execute, and deliver promissory notes, bonds, or other certificates or evidence of indebtedness of the Corporation, and, may pledge, hypothecate, or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Similar Payment Orders, and Notes. All checks, drafts, and other orders for the payment of moneys out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation must be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select or as may be

selected by an officer or officers, agent or agents, of the Corporation to whom such power may from time to time be delegated by the Board of Directors. For the purpose of such deposit, the President, any Vice- President, the Treasurer, the Secretary, or any other officer or agent or employee of the Corporation to whom such power may be deliver checks, drafts, and other orders for the payment of moneys which are payable to the order of the Corporation.

## **ARTICLE VIII** **VERIFICATION OF MEMBERSHIP**

Section 1. Membership Certificates. Each member of the Corporation is entitled to have a membership certificate, signed by, or in the name of the Corporation by, the President or a Vice President and the Treasurer or an Assistant Treasurer or the Secretary or an assistant Secretary stating that he is a member of the Corporation. Such membership shall terminate immediately upon the event that an individual shall cease to be a member of the Elkhart County Convention and Visitors Commission. Such membership is not otherwise transferable.

Section 2. Lost, Destroyed, or Mutilated Membership Certificates. In case of loss, destruction, or mutilation of any membership certificate, another membership certificate may be issued in its place upon proof of such loss, destruction, or mutilation and upon the giving of a bond of indemnity to the Corporation in such form and in such sum as the Board of Directors may prescribe.

## **ARTICLE IX** **WAIVER OF NOTICE**

Section 1. Wavier of Notice. Unless otherwise provided by law or in the Articles of Incorporation or in this Code of By-Laws, any person entitled to any corporate notice may waive such notice by appearance in person, or, in the case of a member by his duly authorized attorney, or waiver such notice in writing (which includes the use of US mail, fax or e-mail) whether before or after the meeting or other matter or event in respect of which such notice is to be given, and in such event, such waiver shall be equivalent to such notice and such notice need not be given to such person and any action to be taken after such notice or after the lapse of a prescribed period of time may be taken without such notice and without the lapse of any period of time. However, an appearance in person or by duly authorized proxy shall not be construed as waiver of notice if such appearance is stated to be for the express purpose of objecting to the fact that no notice was sent to the person who was entitled to receive the notice.

**ARTICLE X**  
**AMENDMENTS**

Section 1. Amendments. Unless otherwise provided by law or in the Articles of Incorporation, the power to amend, alter, or repeal this Code of By-Laws is in the members, by the affirmative vote of at least seventy (70%) percent (75%) of the members.