

VISIT GRAND JUNCTION BY LAWS

Article 1. Purpose. Board. Place of Business.

(a) The purpose of the Board is to provide leadership for the community and its tourism industry; to develop policies and programs; and to monitor progress toward accomplishing the mission of Visit Grand Junction. The Mission Statement is:

Visit Grand Junction (Visit GJ), the City's destination marketing Organization, executes marketing targeted toward potential visitors outside the area to promote year-round travel to Grand Junction.

The business and affairs of the Board shall be managed by its members, comprised of nine (9) persons appointed by the Grand Junction City Council, consistently with the rules and these By laws adopted by said City Council for such Board.

(b) The place of business of the Visit Grand Junction Board of Directors ("Board") shall be in Grand Junction, Colorado with a mailing address of 740 Horizon Drive, Grand Junction, CO 81506.

Article 2. Ethical Conduct.

Board members shall comply with City of Grand Junction Resolution 79-06 which establishes ethical standards for members of the City's boards, commissions and similar groups.

Article 3. Appointment of Members.

(a) The Board shall consist of nine (9) members.

(b) Composition and selection:

1. The members of the Board shall be appointed by the Grand Junction City Council for individual terms of three (3) years.
2. Members shall be selected without regard to race, color, religion, sex, age, sexual orientation, national origin, marital status, or physical handicap.
3. Qualifications shall include either (1) residence within the city limits of the City of Grand Junction; or (2) representation of a business that operates within the city limits of the City of Grand Junction; or (3) representation of a Mesa County- based business that is a key component of the tourism industry in the Grand Valley.

(c) If requested by the Grand Junction City Council, the Board shall make a recommendation to the appointing body as to the expertise needed. The appointing body may consider this recommendation when making appointments.

(d) The Board shall be comprised of principal decision-makers and shall include representation of tourism-related businesses. Board members shall have experience and/or knowledge in one of the following areas: business administration, finance, advertising, marketing, public relations or economic development.

Article 4. Terms. Conditions.

(a) The term of each individual board member shall be three (3) years. The terms shall be staggered so that one-third of the members shall be appointed each year. No Board

member shall be appointed for more than two (2) consecutive full terms.

(b) Members shall hold office until their successors have been appointed and qualified, unless the member is no longer a city resident and city residency is a prerequisite. A member may be appointed for one or more terms subject to any term limitations as cited in Article 3. An appointment to fill a partial term shall only be for the remainder of the full term.

Article 5. Vacancies.

In the event of death, resignation, or removal of any member, his/her successor shall be appointed in the manner prescribed in Article 3 above, for the duration of the unexpired term.

Article 6. Removal.

(a) The Board may petition, by formal two-thirds vote of the membership, to remove any member who is failing to fulfill the duties and responsibilities of office, provided the individual is notified of such action and is given the opportunity to address the Board prior to tendering of such petition for removal to the Council for consideration.

(b) Failure to attend two-thirds (2/3) of the regularly scheduled Board meetings within any twelve (12) month period shall result in a recommendation to the City Council for removal of the member.

Article 7. Officers.

(a) In the fourth quarter of each calendar year, a nominating committee consisting of the current Chair and Vice Chair shall present to the Board nominations for Chair and Vice Chair for the coming year. Officers for the coming year shall be elected by written ballot at the December meeting.

(b) The Chair shall preside at meetings of the Board, serve as ex-officio member of all committees, serve as the official spokesperson for the Board, work with the GJVCB Executive Director to develop meeting agendas and serve as the Board liaison to the Executive Director and staff.

(c) No member shall serve more than two consecutive terms as Chair or Vice Chair.

(d) In the absence of the Chair, the Vice Chair shall assume the duties of the Chair.

(e) The Vice Chair shall be assigned other specific duties by the Chair as required to assure efficient operation of administrative functions of the Board.

Article 8. Meetings. Notice. Open Meetings.

(a) The Board shall meet at least eleven (11) times a year. Special meetings may be called at any time by the Chair or any three (3) members for any reason.

(b) Notice of any meeting of the Board, including the purpose thereof, shall be given to each member by mail, facsimile, e-mail or in an equivalent manner at least 72 hours before the scheduled meeting. Attendance by a member at any meeting of the Board shall be a waiver of notice by him/her of the time and place thereof. Any lawful business of the Board may be transacted at any meeting for which proper notice has been given.

(c) Any meeting may be held by telephone or video conference call.

(d) Meetings and affairs of the Board shall be subject to the Open Meetings Act and the Open Records Acts, as amended, as though the Board is a local government under those Acts.

Article 9. Conflicts. Compensation. Expenses.

No compensation shall be paid to any member of the Board for their services. The Board shall not enter into any contract with any member nor pay or authorize any remuneration to any member. The rules and requirements of the City Charter and state law that apply to members of the City Council regarding conflicts of interest, disclosure, gifts and appearances of impropriety shall likewise apply to each member of the Board.

In accordance with the rules and requirements of the City, a member may be reimbursed for his reasonable expenses incurred in the performance of his duties as a member, provided however that all such expenses are approved in advance by the Executive Director and shall be paid only by the finance director of the City.

Article 10. Quorum.

A majority of the authorized number of members of the Board shall constitute a quorum for the transaction of business. However, if at any meeting a quorum is no longer present whether due to conflict of interest or otherwise, a majority of those present may adjourn the meeting. The act of a majority of the members present at a meeting in which a quorum is present shall be the act of the Board.

Article 11. Action of Members without a Meeting.

Any action that could have occurred at a meeting of the members can also be accomplished without a meeting if all of the members entitled to vote with respect to the subject matter thereof sign a written consent or provide an electronic proxy specifying the action.

Article 12. Contracts. Expenditures.

The Board and its members ordinarily do not have authority to bind the City, unless the City Council has specifically provided otherwise in writing. Expenditures on behalf of the Board and its work shall be exclusively through the City's Finance Department.

Article 13. Notices.

Any notice of claim, demand or other legal process served on or received by the Board or any of its members should be immediately delivered to the City Clerk or the City Attorney.

Article 14. Legal Advice. Finances.

The City Attorney shall serve as the legal advisor for the Board. The City's Finance Director shall serve as the treasurer for the Board.

Article 15. Amendment of the By laws.

The Board may, by the affirmative vote of a majority of its members, recommend amendments to these By laws provided that no such alteration or amendment by the Board shall increase the powers of the Board or expose the City to any additional liabilities, responsibilities or expenses. The By laws may not be amended without written consent of the Grand Junction City Council. The Chair, or any member, shall send a copy of such proposed changes to the City Clerk prior to adoption by the Board.

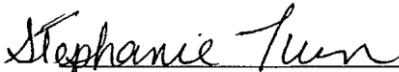
Adopted by the City Council this 21st day of February, 2007.





President of the City Council

Attest:



Clerk

[Note: The City's insurance provides coverage for its volunteers and will defend members of the Board against losses, costs and expenses, including legal counsel fees, reasonably incurred by reason of his/her being or having been a member of the Board, so long as the member does not act or has not acted maliciously, criminally, with deliberate intent to violate a law or regulation or with intent to injure. A board member must immediately contact the City Attorney in the event a claim is made, and may contact the City Attorney if he or she has any questions or concerns about liability.]

City Attorney: 244-1506, at City Hall, email johns@gjcity.org

Clerk: 244-1511, at City Hall, email stepht@gjcity.org