

# **BYLAWS OF SOUTHEAST IDAHO HIGH COUNTRY TOURISM**

## **Amended APRIL 19, 2017**

### **ARTICLE I GENERAL**

#### **1. STATUS**

The Southeast Idaho High Country Tourism (HCT) shall be an incorporated, nonprofit body established under the laws of the State of Idaho without capital stock, and comprising those individuals, firms, and organizations who pay the required membership dues and otherwise comply with these bylaws.

#### **2. DEFINITIONS**

As used in these bylaws, the following words and terms shall be defined as follows:

- a. "Council", the High Country Tourism including all of the full or active dues paying members.
- b. "Board", the Board of Directors of the High Country Tourism as further defined in **ARTICLE III** of these bylaws.
- c. "Bylaws", the Bylaws of the Southeast Idaho High Country Tourism.
- d. "Southeast Idaho", the geographic territory of the High Country Tourism, such to include the counties of Bannock, Bear Lake, Bingham, Caribou, Franklin, Oneida, and Power.
- e. "Full Member", those members paying full membership dues, as set by the Board, who have both voice and vote as members of the Board.
- f. "Active Member", those members paying active membership dues as set by the Board and who serve with voice but without vote.

#### **3. SCOPE AND PURPOSE**

The purpose of the Council shall be to increase the number and visit duration of individuals and groups who visit Southeast Idaho each year. To satisfy this purpose, the Council shall design and implement those marketing programs, which are approved by the Board. The Council shall observe all local, state, and federal laws, which apply to a non-profit organization as defined in Section 501 (c)(6) of the Internal Revenue Code.

## **ARTICLE II MEMBERSHIP**

### **1. CATEGORIES AND DUES**

The Board may establish specific categories of membership and dues for full members with voice and vote, and active members with no voting privileges. The amount of annual dues paid by each full member and active member shall be decided by the Board at its annual meeting.

### **2. RIGHTS AND PRIVILEGES**

Each full member shall enjoy all the rights and privileges established by the Board, including the right to cast one (1) vote at meetings of the Council. Active members shall enjoy the right of voice, but shall have no voting privilege.

### **3. TERMINATION**

The Board may terminate a membership when that party becomes delinquent in payment of its dues, or when its actions are deemed not in the best interests of the programs and purpose of the Council.

## **ARTICLE III COUNCIL, & BOARD OF DIRECTORS POWERS, MEMBERSHIP, TERMS AND DUTIES**

### **1. POWERS**

The affairs of the Council shall be governed by the Board, which shall adopt those policies, programs, and procedures necessary to satisfy the purpose of the Council.

### **2. COUNCIL**

The Council shall be comprised of those individuals who are full or active members in good standing, with an interest in the promotion of the travel industry, and who represent their respective constituencies when satisfying the purpose of the Council.

### **3. BOARD OF DIRECTORS**

a. Board members with voice and vote:

1. Each Chamber of Commerce, and city entity, may appoint one (1) representative who is a resident of Southeast Idaho to serve with voice and vote.
2. The Board may appoint one (1) member at large who is a resident of Southeast Idaho to serve a one-year term with voice and vote. This member shall be the Treasurer/Grant Administrator. **Full membership dues are waived for this appointment.**
3. The Board may appoint one (1) member at large from the Shoshone - Bannock Tribe to serve with voice and vote upon payment of full membership dues.

4. The Region's designated Fulfillment Center may appoint one (1) member at large who is a resident of Southeast Idaho to serve a one year term with voice and vote upon payment of full membership dues.

b. Board members with voice but no vote:

**The following members of the Board will serve with voice but no vote unless they concurrently serve in one of the categories listed above in ARTICLE III, 3a, 1-4.**

1. The current year elected President
2. The current year elected Vice President
3. The current year elected Secretary
4. The immediate past year President

c. Active Members

Representatives from Historical Societies, Museums, U.S. Forest Service, Bureau of Land Management, Idaho Department of Fish and Game, U.S. Bureau of Reclamation, the Idaho Transportation Department Idaho Department of Parks and Recreation, and other recreation providers may serve with voice, but without vote, unless they concurrently serve in one of the categories listed above in ARTICLE III, 3a, 1-4.

#### **4. MEETINGS AND QUORUMS**

- a. The Board shall convene at least six (6) times each year upon the call of the President at a site and time of his/her selection.
- b. An annual meeting will be held each January for election of officers.
- c. An April meeting will be held to establish goals and activities to coincide with the ITC grant that may be awarded.
- d. The number of full members present at a meeting shall constitute a quorum.
- e. All decisions made by the Board shall be decided by a simple majority vote of full members present.
- f. Each full member of the Board may designate in writing, an alternate to cast a proxy vote.
- g. Unless stipulated otherwise in these bylaws, meetings of the Board and Council shall be conducted in accordance with the latest edition of Robert's Rules of order.

**ARTICLE IV  
OFFICERS**

**1. COMPOSITION, TERMS AND DUTIES**

- a. The officers of the Council and the Board shall be the President, Vice President, Secretary, and Treasurer/Grant Administrator. The officers shall be elected from the slate of Council members in good standing.
  - 1. The President shall preside at all meetings of the Board and Council, and shall generally direct the affairs of both entities.
  - 2. The Vice President shall perform the duties of the President in that persons absence.
  - 3. The Secretary shall record and maintain the proceedings from each meeting of the Board and Council, and will ensure the meeting minutes of the Council are managed and reported to the ITC.
  - 4. The Treasurer/Grant Administrator will ensure that the finances of the High Country Tourism are managed and administered according to the guidelines of the ITC Grant Handbook and reported to the Council at each meeting.
  - 5. These bylaws will authorize the Council to establish job descriptions for Board members.
- b. The Board shall fill vacancies among the officers as such occur, and may cause removal of those when deemed necessary.

**ARTICLE V  
OTHER**

**1. SUBCOMMITTEE APPOINTMENTS**

Full members and active members will be prepared to participate on subcommittees, when such committees are deemed necessary by the Board.

**2. YEAR**

The fiscal year shall coincide with the terms of the ITC Grant cycle.

**3. AMENDMENTS**

The Board shall review these bylaws each year in January and, if necessary or desirable, adopt amendments at that time.

**4. INTERPRETATION**

The Board shall have the authority to interpret these bylaws.

**5. DISSOLUTION**

The resources and assets of the Council shall be used to satisfy the purposes of the Council. Should the Council be dissolved, its net assets shall not be distributed to members of the Council, but instead, shall be distributed by the Board to one or more nonprofit corporations whose primary purpose is the promotion of the travel industry in either Southeast Idaho, or the State of Idaho.