

The Eastern Regional Tourism District Bylaws

1. NAME

The legal name of this organization shall be the Eastern Regional Tourism District, (hereinafter referred to as the District).

2. PURPOSE AND MISSION

2.1 The purpose of the District is to engage in any lawful act or activity for which Districts may be organized under the provisions of the Connecticut General Statutes (C.G.S.) sec. 10-397 and any amendments thereto.

2.2 The specific mission of the District shall be to promote and market the District as a regional leisure and business traveler destination to stimulate economic growth.

2.3 In carrying out its purpose and mission, the District, as an organization, shall not participate in partisan political activities. Specifically, the District shall not endorse any candidates for political office, nor shall it contribute or support in any way the campaigns of candidates for political office. This policy shall not preclude the District from testifying on proposed legislation affecting the tourism industry within Connecticut or the interests of the District.

3. MEMBERSHIP

In accordance with C.G.S. 10-397, membership in the District shall consist of the following municipalities: Ashford, Bozrah, Brooklyn, Canterbury, Chaplin, Colchester, Columbia, Coventry, Eastford, East Lyme, Franklin, Griswold, Groton, Hampton, Killingly, Lebanon, Ledyard, Lisbon, Lyme, Mansfield, Montville, New London, North Stonington, Norwich, Old Lyme, Plainfield, Pomfret, Preston, Putnam, Salem, Scotland, Sprague, Sterling, Stonington, Thompson, Union, Voluntown, Waterford, Willington, Windham, and Woodstock.

4. BOARD OF DIRECTORS (hereinafter referred to as the Board)

4.1 Appointment of Directors. The affairs of the District shall be overseen by the Board appointed in accordance with C.G.S. 10-397, and any amendment thereto. No Board member shall be deemed a state employee for serving on said board as a voting member. All appointments to the board of directors shall be reported to the Commissioner of Economic and Community Development.

4.2 Members of the Board shall consist of the following classes.

4.2.1 Municipal Appointed Members. Each regional tourism district shall be overseen by a board of directors consisting of one representative from each municipality within the district, appointed by the legislative body of the municipality and, where the legislative body is a town meeting, by the board of selectmen, except

that two or more municipalities may jointly appoint one representative, who shall be deemed to be present for each such municipality for the purposes of a quorum at any board of directors' meeting that such representative attends and be permitted to vote for each such municipality at any such meeting.

4.2.2 Board Appointed Members. No more than twenty-one individuals representing tourism interests within the District may be nominated by the Nominating Committee to the Executive Committee for approval and recommendation to the full Board and appointed by the Board of Directors. Appointments to the Board representing tourism interests shall reflect the range of types, sizes and geographic distribution of such interests within the District. No single firm or organization shall have more than one representative on the Board at any one time. No municipality shall have more than five (including the Municipal appointee) appointed residents at one time.

4.2.3 State of Connecticut Appointed Member. The Director of the Connecticut Office of Tourism (COT) or his/her designee is an ex-officio member on the Board and of the Executive Committee.

4.3 Terms of Office. The term of office of all appointees to the Board shall be three years, commencing on the effective date of said appointment.

4.4 Removal from Office, Filling Vacancies. Directors may be removed from the Board pursuant to the provisions of section 7.7 of these bylaws, or if it is determined by a vote of three-fourths of the Board at a meeting at which a quorum is present that it is in the best interest of the District to remove a director. Any vacancy in a municipally appointed position on the Board shall be filled by the municipality; any At Large position on the Board may be filled by a vote of the Executive Committee until the next annual meeting.

4.5 Annually, no later than February 1st, a full list of Board members, their terms, and evidence of designation by the host municipality, shall be provided to the Connecticut Office of Tourism.

5. OFFICERS

5.1 Officers of the Board of Directors. Officers shall include a Chairman, Vice Chairman, Secretary, Treasurer, and Assistant Treasurer who shall be elected at the annual meeting of the Board and shall serve until the next annual meeting of the Board or until their successors have been elected. Officers shall not serve more than three consecutive one-year terms in the same position. The Officers shall be members of the Board of Directors and shall constitute the Executive Committee.

5.2 Method of Selection. The Nominating Committee shall present the slate of Officers; however, nominations may also be accepted from the floor. All officers shall be elected by a majority vote of the Board present and voting at the annual meeting, provided that a quorum is present. In the event that three or more persons are nominated for an office and not one of them receives a majority vote or ballot, if by ballot, the two nominees who

received the highest number of votes on the first vote or ballot shall then be considered to be the only nominees for that office and subsequent votes or ballot shall be held or cast until one of them receives a majority vote as provided above.

- 5.3 Vacancy. In the event that a vacancy shall occur in any office, a successor to serve the unexpired term shall be elected by the majority vote of the Board present and voting at the next regularly scheduled meeting, provided that a quorum is present.
- 5.4 Removal from Office. Any Officer of the Board may be removed from office for due cause by a majority vote of those present and voting at a meeting of the Board at which at least three-fourths of the Board members are present.
- 5.5 Resignation. Any officer may resign at any time by giving written notice to the Board or to the Chairman or to the Secretary. Any such notice shall take effect at the date of the receipt of such notice or at any later time specified therein. The acceptance of such a resignation shall not be necessary to make it effective.
- 5.6 Duties of the Chairman. The Chairman shall preside at all meetings of the Board, except that in his/her absence, the Vice Chairman, Secretary or Treasurer, in that order shall preside. The Chairman shall, when so authorized by the Board, sign contracts in the name of the Board. As a member of the Board, the Chairman shall have the right to vote on all matters that may come before the Board. The Chairman shall chair meetings of the Board's Executive Committee. The Chairman shall appoint the Chairman and Vice Chairman of the Standing Committees and the Committee members from among the members of the Board, subject to the approval of the Executive Committee, and shall be an ex-officio member without voting power on all committees except the Nominating Committee.
- 5.7 Duties of the Vice-Chairman. During the temporary absence or incapacity of the Chairman, the Vice-Chairman shall assume the duties of the Chairman with the rights and authorities pertaining to that position.
- 5.8 Duties of the Secretary. The Secretary of the Board shall be the keeper of official records. Such records shall be open to inspection at a reasonable time and place by the members of the Board and by the public. In the absence of the Secretary at the meeting of the Board, the Chairman shall appoint a Secretary Pro Tempore.
- 5.9 Duties of Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all the funds of the District, and shall: (i) keep a full and accurate account of assets, liabilities, receipts and disbursements, and other transactions of the district in books belonging to the district; (ii) cause regular audits of such books to be made, (iii) disburse the funds of the district as may be ordered by the Board, taking proper vouchers for such disbursements; (iv) render to the Chairperson and to the Board, at regular meetings of the Board or whenever the Board may require it, a statement of all transactions as Treasurer, and an account of the financial condition of the District; and (v) serve as the chairperson of the Finance Committee: and (vi) in general, perform all duties incident to the office of

Treasurer and such other duties as may, from time to time, be assigned by the Board or by the Chairman.

5.10 Duties of the Assistant Treasurer. The Assistant Treasurer shall serve as the Vice-Chairman of the Finance Committee, shall assist the Treasurer in the performance of his/her duties and shall assume the duties of the Treasurer during temporary absence or incapacity.

6. COMMITTEES

6.1 Executive Committee.

6.1.1 Powers and Duties. The routine management of the affairs of the District shall be carried out by the Executive Committee, which shall have the authority to act on behalf of the District between meetings of the Board of Directors.

6.1.2 Term. Each member of the Executive Committee shall serve for a term of one year, or until a successor is chosen and qualified. All officer members shall not serve more than three successive one-year terms in the same position.

6.1.3 Appointment. The Executive Committee shall consist of the five officers plus the immediate past Chairman, and the chairs of the following standing committees: Marketing, Nominating, Bylaws, and Legislative Affairs. The chairman of any other committee established by the Board shall also be a member of the Executive Committee.

6.1.4 Voting. Executive Committee members shall recuse themselves on items that are brought before the Executive Committee for a vote that are referred by a committee of which they are a member, including Chairs.

6.2 Standing Committees.

6.2.1 Appointment. The Chairman of the District shall appoint the Chairman and Vice-Chairman of the Standing Committees (Except for the Finance Committee) and the Committee members from among the members of the Board, subject to the approval of the Executive Committee.

6.2.2 Term. Each Committee Chairman and Vice-Chairman shall be appointed at the annual meeting each year and shall serve for a term of one year or until a successor is appointed, provided that no Committee Chairman or Vice-Chairman may serve for more than three successive one-year terms in the same position

6.2.3 Designation of the Standing Committees. The Standing Committees of the District shall be as follows: Nominating, Finance, Marketing, Bylaws, Legislative Affairs.

6.2.4 Minutes. Each committee shall keep records of their proceedings and shall report the same to the Executive Committee and to the Board as requested.

6.3 Other Committees. The District, acting through its Board, may establish such committees as it may see fit with such members, powers, duties, and terms of service as the District may determine. In establishing such committees, their relationship to the Board and officer shall be stated. The chairman and vice-chairman of each committee shall be a

member of the Board, but additional members of each committee need not be members of the Board.

6.4 Nominating Committee. The Nominating Committee shall consist of no less than three members, and at least three members must be non-officers. To the extent practical, the composition of the Nominating Committee shall reflect the geographic breadth of the District and its range of tourism interests. The Nominating Committee shall meet throughout the year to:

- 6.4.1 Nominate a slate of officers and candidates for the number of directors representing tourism interests as prescribed in sections 4.1 and 4.2.2, to be recommended at the Board's annual meeting
- 6.4.2 Maintain a current list of Directors with term dates, monitoring Director's attendance
- 6.4.3 Remind Directors of their terms and need for renewal; keep a list of municipalities without appointments to the Board; contact municipalities without appointments to the Board; and contact municipalities to renew appointments.
- 6.4.4 Recommend to the Board a successor to serve an unexpired term if a vacancy shall occur in any office or Board appointment.
- 6.4.5 Any additional duties as prescribed by these Bylaws and/or the Board.

6.5 Finance Committee. The Finance Committee shall consist of no fewer than three members. To the extent practical, the composition of the Finance Committee shall reflect the geographical breadth of the district and its range of tourism interests. The Finance Committee shall meet monthly and is responsible for:

- 6.5.1 Reviewing the financial reports for the District and assuring that the Board has accurate information regarding the financial status of the District.
- 6.5.2 Developing the annual budget for the Executive Committee and the Board to adopt. Reported budget shall include a detailed accounting of all proposed marketing, advertising, public relations and administrative consulting contracts and agreements.
- 6.5.3 Overseeing budget to actual reports.
- 6.5.4 Establishing, reviewing, and monitoring compliance with grant requirements and fiscal policies of the organization.
- 6.5.5 Receiving and reviewing budgetary considerations for the fiscal year.
- 6.5.6 Advising on approving budgetary proposals from other committees and additional spending.
- 6.5.7 Reporting on budgetary actions at each Board meeting.
- 6.5.8 Making sure that a copy of the budget is submitted to the joint standing committee of the General Assembly having cognizance of matters relating to appropriations, finance, revenue and bonding and commerce and the Office of Policy Management as pursuant to State Statutes Sec. 10-394.
- 6.5.9 Assuming additional duties as prescribed by the Bylaws and the Board.
- 6.5.10 The Treasurer shall serve as the Finance Committee Chairman, and the Assistant Treasurer shall serve as the Finance Committee Vice-Chairman

6.6 Marketing Committee. The Marketing Committee shall consist of no fewer than three members. To the extent practical, the composition of the Marketing Committee shall reflect the geographic breadth of the District and its range of tourism interests. The Marketing Committee shall meet throughout the year to:

6.6.1 Prepare and recommend a long-range marketing plan for the District, that is consistent with the Strategic Marketing Plan of the State of Connecticut.

6.6.2 Prepare and recommend to the Executive Committee and to Board an annual plan for the District that is consistent with the Marketing Plan of the State of Connecticut Department of Tourism.

6.6.3 Approve all marketing plans to be submitted to the Board and Connecticut Office of Tourism for final approval.

6.6.4 Recommend to the Executive Committee and to the Board appointment of other committees deemed necessary to fulfill the marketing goals of the District.

6.6.5 Assuming additional duties as prescribed by these Bylaws and the Board.

6.7 Bylaws Committee. The Bylaws Committee shall consist of no fewer than three members. To the extent practical, the composition of the Bylaws Committee shall reflect the geographic breadth of the District and its range of tourism interests. The responsibilities of the Bylaws Committee shall include:

6.7.1 Reviewing the Eastern Connecticut Regional Tourism Bylaws to ensure that they are current and in compliance with Connecticut State Statutes and with the State of Connecticut Department of Economic and Community Development grant requirements.

6.7.2 Assuming additional duties as prescribed by the Bylaws and the Board.

6.8 Legislative Affairs Committee. The Legislative Affairs Committee shall consist of no fewer than 3 members. To the extent practical, the composition of the Legislative Affairs Committee shall reflect the geographic breadth of the District and its range of tourism interests. The responsibilities of the Legislative Affairs Committee shall include:

6.8.1 Monitoring state legislation and regulation with respect to tourism.

6.8.2 Educating lawmakers, maintaining relationships with legislators and advocating for the interests of the District.

6.8.3 Reporting on legislative actions and policies at each Full Board meeting.

6.8.4 Assuming additional duties as prescribed by the Bylaws and the Board.

7. MEETINGS

7.1 General. On or before the 31st of December each year, the Chairman and the Secretary of the District shall notify in writing the municipal clerks of the member municipalities of the meeting schedule of the Board and standing committees for the coming year. Such notice shall state the date, time, and place of the scheduled meetings. If special meetings are required, advanced notice shall be given to municipal clerks in compliance with the

Connecticut General Statutes. All official meetings shall be posted with Connecticut Secretary of State's Office.

7.2 Call of Meetings. Each member of the Board, standing committee members and municipal clerks shall be sent written notice of meetings of the Board and standing committees not more than Twenty or less than ten days before the meeting date. The notice shall state the date, time, and place of the meeting and shall include a proposed agenda.

7.3 Meetings of the Board of Directors. The Board shall set a regular meeting schedule at the annual meeting of the Board of Directors and shall meet at least four times a year. Special meetings may be called by the Chairman or by petition of twenty-five percent of the members of the Board. A special meeting of the Board may be called by the Chairman of the Board with at least 24 hours' notice to the Board and municipal clerks.

7.4 Executive Committee Meetings. The Executive Committee shall set a regular meeting schedule at the annual meeting of Board of Directors and shall meet at least six times a year. Special meetings may be called by the Chairman or by petition of twenty-five percent of members of the Executive Committee. Executive Committee meetings may be conducted by telephonic or electronic means provided at least one day's notice and access information is provided to all those required to receive notice of meetings per these bylaws. Minutes shall be taken at telephonic/electronic meetings and circulated to all Executive Committee members for approval at the next monthly meeting – face to face, electronic or telephonic.

7.5 Annual and Budget Meetings. The regular meeting of the Board in June shall be the Annual Meeting. Provided that if the annual meeting is not, or cannot be held at that time, it may be called at any other time as a special meeting of the Board. The Board shall act on the District's budget for the coming year at a meeting of the Board held prior to June 30th. Said proposed budget shall then be submitted to the Director of the Connecticut Office of Tourism for review, comments, and recommendations.

7.6 Quorums. Unless specifically provided elsewhere in these bylaws, for the conduct of normal business at any meeting, one-fourth of the total membership entitled to vote shall constitute a quorum.

7.6.1 However, a quorum is not having been met unless a broad geographical representation of member municipalities is achieved. Such broad geographic representation of municipalities shall include a defined minimum number of board members present from each of a defined set of sub regions within the geographical area covered by the District in accordance with Connecticut General Statutes Sec. 10-397. The defined minimum number and defined sub regions is to be determined by the Executive Committee.

7.6.2 Members may participate by telephone or other electronic means at any meeting with the permission of the Chair and be counted toward a quorum. Members of the Board may vote by telephonic or electronic means on any matter properly

coming before the Board for action. Telephonic/electronic participation is allowed only if all participants can hear and be heard and if the public has access in compliance with the Connecticut Statutes on Freedom of Information.

7.6.3 If a quorum shall not be present at any meeting, then those who are present may set a date, time, and place for an adjourned meeting, provided that notice of such a meeting shall comply with the Connecticut General Statutes and with section 7.2 of these bylaws.

7.7 Attendance. If a Director serving on the Executive Committee fails to attend without an excuse three consecutive Executive Committee meetings or is absent from more than fifty percent of Board meetings within a year, the District's Chairperson shall notify the appointing authority for municipal appointees. At Large members will be deemed to have resigned from the Executive Committee. If any other Director fails to attend without an excuse more than fifty percent of Board meetings within a year, the District's Chairperson shall notify the appointing authority for municipal appointees and At Large members will be deemed to have resigned.

8. PARTNERSHIPS

8.1 The District will partner with a not for profit entity whose primary purpose is conducting tourism marketing, for administrative purposes.

8.2 The Chair, Vice Chair, and Marketing Committee Chair, or other designees, shall meet with representatives of the Connecticut's other Regional Tourism Districts and the Connecticut Office of Tourism for monthly marketing meetings. The District shall submit to the Council of Tourism (COT) a marketing report on or before the 15th day of each month.

8.3 All marketing and advertising shall include the Connecticut state brand and state website, CTvisit.com, and shall be coordinated and approved by the COT.

8.4 The District shall utilize CTvisit.com as their official website, include CTvisit.com in all calls to action, and provide local content for CTvisit.com to COT.

9. FINANCING

9.1 Fiscal Year. The fiscal year of the District shall run from July 1 to June 30.

9.2 Adoption of the Budget. The budget shall be adopted at a meeting of the Board held prior to June 30. Said proposed budget shall then be submitted to the Director of the Connecticut Office of Tourism for review, comments, and recommendations. The adopted budget may be amended upon recommendation of the Executive Committee by a vote of the Board and with the concurrence of the Connecticut Office of Tourism.

9.3 Funding. Requests from the District for regular state funding or challenge grants shall comply with the provisions of C.G.S. 10-397 and any amendments thereto and with such rules and regulations as may be promulgated by the Connecticut Office of Tourism. As provided within C.G.S. 10-397, the District shall solicit and may accept private funds for the promotion of tourism within the District and shall coordinate its activities with any

private, non-profit tourism association within the district and within the state that promotes tourism industry businesses within Connecticut.

9.4 Fidelity Bonding. All members of the Board and staff handling funds shall be bonded. The premiums on such bonds shall be paid by the District.

9.5 Audit. Upon completion of its fiscal year, the District shall have an audit of its financial management by a Certified Public Accountant, selected by the Executive Committee. The audit must comply with the federal Single Audit Act of 1984, P.L. 98-502 and the Amendments of 1996 P.L. 104-15.6, and with the C.G.S. Sections 7-396a and 396b, and the State Singles Audit Act, Sections 4-230-236, and regulations promulgated thereunder. All fiscal records pertaining, shall be maintained for a period of not less than three (3) years. Records will be made available to the state and/or federal auditors upon request. Copies of each annual audit shall be distributed to each member municipality of the District, the Connecticut Office of Tourism, and Office of Fiscal Analysis in the Connecticut Office of Policy and Management.

9.6 Financial Policy. The District shall not incur any financial obligation, which will cause member municipalities to have to pay any obligation of the District without the consent of member municipalities. No officer or committee chair is authorized to execute contracts or otherwise bind the District to expenditure. Such action shall be authorized solely by resolution of the Board of Directors.

10. ANNUAL REPORT

10.1 The District shall prepare an Annual Final Report no later than August 30th before any new fiscal year COT funds are released. Report shall be distributed to all Board members, Chief Executives and municipal clerks of all member municipalities of the District, the COT, and to the members of the General Assembly representing member municipalities. The Annual Final Report shall include:

10.1.1 Detailed accounting/listing of all expenditures.

10.1.2 Detailed listing of all vendors contracted with and contracted amounts.

10.1.3 If any carryover funds exist at end of Fiscal Year- such funds shall be returned to the Department of Economic and Community Development (DECD).

11. AMENDMENTS

These bylaws may be amended by a vote of two-thirds of the members of the Board present and voting at a duly called meeting at which a quorum is present, provided that notice of the complete text of the proposed amendment(s) shall have been mailed or emailed at least twenty days prior to the meeting of all Board members.

APPROVED 12/14/2004

Amended 06/01/2011

Amended 12/12/2013

Amended 07/09/2020