

CONSTITUTION AND BY-LAWS KENTUCKY ASSOCIATION OF CONVENTION AND VISITOR BUREAUS

ARTICLE I. – NAME

A. The name of this Association shall be the Kentucky Association of Convention & Visitor Bureaus, a not-for-profit corporation. Hereinafter referred to in these by-laws as KACVB.

ARTICLE II. – PURPOSE/MISSION STATEMENT

A. To increase public awareness and understanding of the convention and visitors industry's economic and social contributions to society.

B. To provide forums for personal interactions, education and an exchange of ideas among members.

C. To support high standards of professional practices throughout the convention and visitor industry.

D. To establish and maintain strong relationships with government and tourism industry organizations to address common issues and to monitor, advocate and influence government policies and programs that affect members and the convention & visitor industry.

E. To provide and encourage on-going educational opportunities for members to enhance their proficiency and professionalism.

ARTICLE III. – MEMBERSHIP

A. Membership in KACVB shall be vested in the single Commission/CVB organization of a given Kentucky city or county organized under the KRS 91A.350 through KRS 91A.390.

B. Members must be compliant with all Special Purpose Government Entity (SPGE) submissions (KRS 65A.030). Members who are not compliant will have a grace period of three (3) months to become compliant or their membership can be revoked.

C. Only the Executive Director or equivalent, who is a paid employee, and reports to a Kentucky Commission/CVB as outlined in KRS 91A.350 through KRS 91A.390, shall serve as a member. Elected officials or board members serving as tourism commissions, shall not be allowed membership due to conflict of interest. During a Commission/CVB's transition into a new Executive Director or equivalent, an interim may not qualify for membership.

D. When a Commission/CVB has two Executive Directors or equivalent, only one Executive Director or equivalent shall be allowed to attend meetings and be authorized to vote.

E. Members must obey and uphold the laws of the United States, the Commonwealth of Kentucky and the community they serve; and must conduct themselves in a manner which does not cause discredit to the association. Applications for membership shall be made to KACVB. A check for one year's dues shall accompany the application. Membership applications will be reviewed and if eligibility requirements are met, it must be approved by a majority vote of the Executive Board.

ARTICLE IV. – MEMBERSHIP DUES

- A.** Annual membership dues shall be set by the membership of KACVB and are payable in the month of January.
- B.** If a member fails to pay the annual dues within sixty (60) days of the invoice date, the member will be dropped as a KACVB member.

ARTICLE V. – MEETINGS

- A.** The proceedings of the meetings of KACVB shall be quarterly and the last meeting of the year shall be the annual meeting.
- B.** A quorum shall consist of a simple majority of those present at a duly called meeting.
- C.** Any member may be expelled by a two-thirds vote of the association, at a regularly scheduled meeting for conduct unbecoming a member or prejudicial to the aims or repute of KACVB, after notice and opportunity for a hearing are afforded the member complained about.
- D.** The current edition of Robert’s Rules shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the association.
- E.** Special meetings can be upon the call of four (4) of the five (5) Executive Board Members, with due notice to the membership as to time, place, and purpose of the duly called meeting.
- F.** A meeting of the members may be conducted, in whole or in part, by teleconference or videoconference at the discretion of the Executive Board, provided that reasonable measures are taken to permit all members that are not physically present to hear and see the proceedings concurrently. The Executive Board shall adopt special rules of order for the conduct of such meetings to provide notice, verifying membership, assignment of the floor and debate, voting, and any other procedure necessary for an orderly meeting.
- G.** The Nominating Committer shall submit the slate of officers to be voted on by the membership at the December meeting. There shall be three (3) members of the Nominating Committee that include the President-Elect plus one member at large and one Past-President who shall be appointed by the President.

ARTICLE VI. – OFFICERS/EXECUTIVE BOARD

- A.** The election of the KACVB Executive Board shall be held at the annual meeting.
- B.** The Executive Board of KACVB shall consist of the President, President-Elect, Secretary, Treasurer and Immediate Past-President.
- C.** The duties of the respective officers shall be as follows:
 - 1.** All expenditures outside of the membership approved annual budget must be approved by the Executive Board.
 - 2. President:** Shall preside over all meetings, appoint committees, speak publicly on behalf of KACVB, and shall appoint representative(s) to meet with other groups with mutual interests, as required. The president shall be ex-officio of all committees, except the Nominating Committee.
 - 3. President-Elect:** Shall preside at meetings in the absence of the president and shall succeed to the presidency for the remainder of the unexpired term in the event that office is vacated. The President-Elect shall succeed to the Presidency.

4. Secretary: Shall keep written records for KACVB as well as minutes of all meetings of KACVB and the Executive Board. Minutes of all membership meetings will be furnished to all member bureaus within thirty (30) days after the meeting. The Secretary will also perform all other duties common to this office.

5. Treasurer: Shall receive all monies due KACVB and shall make disbursements there from. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Executive Board. The Treasurer shall prepare and submit a Treasurer's report at all meetings, as well as reports required by the Federal Government and the State of Kentucky. The treasurer shall present the bank statements to the Executive Board quarterly, with a financial statement presented to the membership. Ninety (90) days prior to the close of the fiscal year, the Treasurer will submit to the Executive Board a financial statement showing the financial position of the KACVB, including income and expense transactions for the year. A budget shall be developed by the Treasurer and submitted to the Executive Board for consideration, modification and approval. The budget will then be submitted to the membership for approval by or before the annual meeting of the membership in December.

D. When an officer vacancy occurs between annual elections, the Executive Board is to bring a recommendation to the full membership for a vote.

E. No action by any member or officer shall be binding up or constitute an expression of the policy of the Association until it has been approved or ratified by the Executive Board.

ARTICLE VII. – AMENDMENTS

a. The Constitution and by-laws may be amended at any full meeting of KACVB by a two-thirds vote of all members present and eligible to vote. Members shall be notified of proposed amendments at least fifteen (15) days prior to the meeting at which the amendments are to be voted upon.

By-laws ratified on July 21, 1993

Amended June 25, 1997

Amended March 14, 2014

Amended March 8, 2002

Amended September 12, 2014

Amended March 26, 2004

Amended June 15, 2018

Amended September 10, 2021