

ARTICLES OF OPERATION
BY-LAWS
Of
DESTINATION: CANAL WINCHESTER
P.O. Box 45
Canal Winchester OH 43110

ARTICLE 1
Name and Principal Office of Corporation

Section 1. The name of this corporation shall be Destination: Canal Winchester (hereinafter referred to as "the Corporation"). The principal offices shall be determined from time to time by the Board of Directors and the Officers of the Corporation.

ARTICLE 2
Purpose

Section 1. The purpose for which this corporation is organized is to stimulate economic development in Canal Winchester through organization (encouraging cooperation and building leadership in the business community); promotion (creating a positive image for the city by promoting the community as an exciting place to visit, live, shop and invest and promoting the active preservation of historic assets within the city); economic development (strengthening and expanding the economic base of the community); and to receive, administer, and distribute funds in connection with any activities related to the above purposes.

The corporation shall also encourage and promote individuals, groups, gatherings, and visitors to visit the City of Canal Winchester, Ohio; to provide information about Canal Winchester to visitors; to support persons or entities who attract visitors to Canal Winchester; to promote the City of Canal Winchester; to foster growth of the tourism industry in Canal Winchester by promoting visitor activity within the community; and to promote and develop awareness of community and cultural events for furthering these ends. The corporation shall only engage in activities that are within the purview of the Internal Revenue Code of 1954, codified at Title 26 U.S.C. § 501(c)(3) or corresponding sections of any future law.

Section 2. The Corporation is a non-profit, tax-exempt entity pursuant to Title 26 U.S.C. § 501(c)(3), as now or hereafter amended. No part of the net earnings of the Corporation shall insure benefit of any of its members or any other individual; and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 3. Upon dissolution of the Corporation, the residual assets of the corporation shall be distributed to the City of Canal Winchester to be used to further Destination: Canal Winchester's purpose as shown in Article 2, Section 1.

ARTICLE 3
Board of Directors

Section 1. New additions to the Board of Directors are selected by the organization which they represent and approved by Executive Director, the Officers of the Corporation, and the existing Board of Directors of Destination: Canal Winchester. The number of Board of

Directors shall not be less than seven (7), one (1) being the Mayor or his/her designee and one (1) being a representative of the City and appointed by City Council. Officers may also be included in the total members of the Board of Directors. The remaining Board of Directors positions include representatives from community organizations that host tourism events such as The Canal Winchester Area Historical Society, The Canal Winchester Chamber of Commerce, The Canal Winchester Art Guild, The Canal Winchester Labor Day Festival and the Downtown Canal Winchester Merchants. The term of office for each member of the Board of Directors shall be as follows: all Board of Directors shall serve a term determined by the organization they represent.

All Officers of the Corporation are elected for a three (3) year term. The President and the Treasurer shall be elected during odd years, and the Vice-President and the Secretary shall be elected during even years. If a current Officer or Board member is nominated and elected for an additional term, he or she may serve another term. There is no limit to the number of terms an Officer or Board member may serve.

Section 2. The Board of Directors shall be comprised, at a minimum, of the elected Officers of the Corporation, Chair of the Organization/Finance Committee (see Article 7), the City Mayor or designee, and one representative from City Council.

Section 3. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of two thirds of the current members of the Board of Directors and Officers. Any Board of Director may resign by submitting written notice of resignation to the Secretary. Any Board of Director may be removed from office at any time with or without cause by the affirmative majority vote of the two thirds of the current members of the Board of Directors and Officers. Any member of the Board of Directors who is absent from two consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors.

Section 4. The Executive Director of the Corporation shall be a non-voting member of the Officers and shall be present at all meetings of the Board of Directors and Officers. Any member of the Board of Directors and Officers that work for the city of Canal Winchester or serves on Canal Winchester's City Council shall also be a non-voting member for the length of his or her employment or term of office.

Section 5. The Board of Directors and Officers of the corporation may hold regular and special meetings. Regular meetings shall be held not less than six times each year. Special meetings of the Board of Directors and Officers may be called by the President, or by four or more members of the Board of Directors. Written notice of the time, place, and agenda for both regular and special meetings shall be given to each Director and Officer either by personal delivery or by mail, electronic mail, phone, or fax at least (5) days before the meeting.

Section 6. The majority of the Board of Director and Officers (no less than 3) at all meetings of the Board shall constitute a quorum to do business.

Section 7. All new members of the Board of Directors and Officers shall participate in an orientation conducted by the President and Executive Director familiarizing them with the goals and objectives of the Program and with their responsibilities.

ARTICLE 4
Officers

Section 1. The officers of the Corporation shall be elected by the Board of Directors and Officers of the Corporation and shall consist of a President, Vice President, Secretary, and Treasurer.

Section 2. Officers of the Corporation shall be elected at the annual meeting of the membership. All officers shall be elected by a majority of the eligible voting Board of Directors and Officers present in person. To be elected as an Officer, an individual must have served as an active member of Destination:Canal Winchester for at least one year.

Section 3. Except as hereinafter provided, the Officers of the Corporation shall each have such powers and duties as generally pertains to their respective positions, as well as those that may be conferred by the Board of Directors.

- A) President. The President shall preside at all business meetings but may at his or her discretion or at the suggestion of the Board of Directors arrange for another officer to preside over other meetings. The President shall perform such duties as are usually incumbent upon that officer. These duties include but are not limited to the following: serve as a member of the financial committee, assist in the planning and execution of all events, and assist the Executive Director in overseeing each event in its entirety.
- B) Vice-President. The Vice-President shall have such duties and responsibilities as the President or Board of Directors may prescribe.
- C) Secretary. The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of the Corporation and shall provide copies of the Minutes of the annual membership meeting to all members within 60 days from the conclusion of the annual meeting. The Secretary shall also have such other duties as may be assigned by the Board of Directors.
- D) Treasurer. The Treasurer shall maintain in good order all financial records of the corporation. The Treasurer shall also have such other duties as may be assigned by the Board of Directors.

ARTICLE 5
Executive Director

Section 1. The Executive Director is governed by the Board of Directors and the Officers and shall manage the daily operations of the corporation. The Executive Director shall be responsible for coordinating the implementation of the Corporation's policies and projects and such other duties as the Board of Directors and Officers may require. The Executive Director shall receive for his or her services such compensation as may be determined and approved by the Board of Directors and Officers.

Section 2. Hiring the Executive Director - The Board of Directors and Officers, led by the President, must determine if they wish to hire someone who has shown the ability to fulfill the job

description and shown an interest in the position, or post the position through a variety of sources such as social media and local papers. If it is decided to post the position, a Board Search, Committee shall be formed from the existing Board of Directors and Officers of the Corporation, and a chair of the committee shall be selected. The Board Search Committee should have no less than three members and no more than five. Ideally, the Board Search Committee will consist of members that have experience interviewing or hiring. The current Executive Director (if he or she is in good standing and available) should not be a voting member of this committee. However, he or she may serve as an advisor as the current Executive Director will have invaluable input into the skills and experience needed for this position. Regardless whether someone has been selected without posting the position or someone has been offered the position as a result of the interview process, the Board of Directors and Officers must vote on the new Executive Director. A majority vote is necessary to hire the new Executive Director.

Section 3 - Termination of the Executive Director - If it is determined the Executive Director is not fulfilling the requirements of the position and has not taken corrective actions to improve his or her job performance or is acting in a way unbecoming to the position, the Board of Directors and Officers may decide to terminate the Executive Director. An individual Board member or Officer cannot terminate the Executive Director. The President, Officers of the Corporation, and the Board of Directors may give the Executive Director the option to resign from the position rather than be terminated. If the termination is the result of any illegal activity, the Executive Director will not be given the opportunity to resign. He or she must be terminated immediately upon verification of illegal activity.

The Executive Director may be terminated at any time based on just cause. A quorum of the Officers and the Board of Directors must agree on the termination. All compensation ceases on the date of termination.

The Executive Director may resign from the position at any time. All compensation ceases on the last day worked.

ARTICLE 6 Finances

Section 1. All checks, drafts, and other instruments for the payment of money and all instruments of transfer of securities shall be signed on behalf of the Corporation by the Executive Director and formally reviewed and approved on a monthly basis, after reconciliation, by the Treasurer and the Chair of the Organization/Finance Committee, and reported to the board by either the Treasurer or the Chair of the Operation/Finance Committee at the next regularly scheduled board meeting.

Section 2. All funds of the Corporation shall be deposited on a timely basis to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors and Officers may select.

Section 3. The Treasurer and the President must approve any cash withdrawal or written checks exceeding five thousand dollars prior to the distribution of the money.

Section 4. The Board of Directors and Officers may accept on behalf of the Corporation any contributions, gift, bequest, or device for the general purposes or for any special

purpose of the corporation.

Section 5. The program budget must be approved within 90 days of the start of the fiscal year by the Board of Directors and Officers. The approved budget may be reviewed and revised periodically as deemed necessary by the Board of Director and Officers.

Section 6. When an event requires the handling of monies, the Corporation must implement a safe and accountable money handling procedure. This should include a minimum of one Officer of the Corporation and one law enforcement officer and a secure location of deposit. Monies collected are required to be sealed, dated, time stamped and initialed by the individuals collecting the monies and deposited by the law enforcement officer in to the designated secure location. The accounting of the deposit collected during the event must include The Executive Director and at least one (1) Officer of the Corporation as well as at least one (1) City representative or law enforcement officer.

ARTICLE 7 Committees

Section 1. This Corporation shall have at least one (1) standing committee, which shall be entitled Finance Committee. The Finance Committee shall consist of not less than three (3) individuals who currently serve as an Officer or as a member of the Board of Directors. The Treasurer of the Corporation shall serve as the individual responsible for directing and coordinating the affairs of this committee.

Section 2. The Board of Directors and Officers may designate or appoint one or more special committees, in addition to the above-named standing committee.

ARTICLE 8 Membership

Section 1. The levels of members of the corporation shall be determined by the Board of Directors and Officers. Memberships are effective on a calendar year (Beginning January 1st and concluding December 31st).

Section 2. The Board of Directors and Officers shall establish annual dues and benefits as it deems appropriate. Such establishment of dues and benefits shall include method of payment and application procedure.

Section 3. Any business, organization, or individual interested in supporting the purposes of the Corporation may become an active member by filing an application in such form as the Board of Directors and Officers prescribe, and subject to the payment of such dues as the Board of Directors and Officers establish.

Section 4. Any member may resign from membership in the Corporation upon giving written notice thereof to the Secretary of the Corporation. Such resignation shall specify the reason thereof and effective date thereof. Members who resign from membership shall not be

entitled to any refund of dues heretofore paid.

ARTICLE 9 **Membership Meetings**

Section 1. An annual meeting of the membership shall be held in each calendar year at such time and place as may be determined by the Board of Directors and Officers for the purposes of electing Officers and transacting such other business as may be properly brought before the meeting. Officers are not elected by members but are nominated and elected by the Board of Directors and Officers. Members may recommend nominations for Officers as may members of the Board of Directors and Officers. Members do not have voting privileges.

Section 2. Special meetings for the membership shall be held at any time and place as may be designated in the notice of said meeting, upon call of the President, other Officers and Board of Directors either at their own request or upon written petition by at least ten active members.

Section 3. Written notice of every meeting of the membership, stating the place, date and hour of the meeting, shall be given either personally, by electronic mail, by public posting, or by mail to each member not less than fifteen nor more than thirty days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail with the postage thereon prepaid, addressed to the members at their addresses as they appear on the corporation's record of membership. Attendance of a member at the annual membership meeting shall constitute a waiver of notice of such meeting, or manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of any business. Other interested parties shall be given notice of annual membership meetings, as the Board of Directors and Officers deem appropriate.

Section 4. As many members as are in attendance shall constitute a quorum to do business at any annual membership meeting.

Section 5. Roberts Rules of Order Newly Revised shall govern the parliamentary procedures of the corporation when not in conflict with these By-Laws. The order of business may be altered or suspended at any meeting by a majority vote of the active members present.

ARTICLE 10 **General Provisions**

Section 1. The fiscal year of the corporation shall begin on the January 1st and end on December 31st of each year.

Section 2. Not later than three months after the close of each fiscal year, the Executive Director shall submit an annual financial report to the Board of Directors and Officers.

ARTICLE 11
Amendments

Section 1. The Board of Directors and Officers shall have the power to alter, amend, or repeal the By-Laws or adopt new By-Laws by a two-thirds vote of the members of the Board of Directors and Officers present at any duly called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect the corporation's qualifications under Title 26 U.S.C. § Section 501(c)(3) or corresponding sections of any future law.