

ASSOCIATION OF SUSSEX COUNTY
CHAMBERS OF COMMERCE AND CONVENTION AND VISITORS BUREAU, INC.
T/A SUSSEX COUNTY CONVENTION & TOURISM COMMISSION

BY-LAWS

ARTICLE I

GENERAL

Section 1: NAME

This organization is incorporated under the laws of the State of Delaware and shall be known as the Association of Sussex County Chambers of Commerce and Convention and Visitors Bureau, Inc. t/a Sussex County Convention and Tourism Commission.

Section 2: PURPOSE

The Association of Sussex County Chambers of Commerce and Convention and Visitors Bureau, Inc. is organized to increase business and pleasure tourism in Sussex County so that the County's business communities and its citizens will prosper. All necessary means of promotion shall be provided and particular attention shall be paid to maintaining and developing the economic growth of the tourism industry in Sussex County, Delaware.

Section 3: LIMITATION OF METHODS

The Association shall be nonprofit, nonpartisan and nonsectarian.

ARTICLE II

MEMBERSHIP

Section 1: ELIGIBILITY

Only local Chambers of Commerce within Sussex County are eligible for memberships. These Chambers are: Lewes Chamber of Commerce, Inc., Rehoboth Beach-Dewey Beach Chamber of Commerce, Inc., Bethany-Ferwick Area Chamber of Commerce, Inc., The Chamber of Commerce for Greater Milford, Inc., Greater Georgetown Chamber of Commerce, Inc., Chamber of Commerce of Milton, Delaware, Inc., Greater Seaford Chamber of Commerce, Inc., Greater Millsboro Chamber of Commerce, Inc., Delmar Chamber of Commerce, Inc., Laurel Chamber of Commerce, Inc., Selbyville Chamber of Commerce, Inc.

Section 2: DUES

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually in advance.

Section 3: TERMINATION

a.) Any member may resign from the Association upon written request to the Board of Directors; b.) Any member shall be expelled by the Board of Directors by a three-fourths (3/4) vote for nonpayment of dues after ninety (90) days from the date due, unless extended for good cause; c.) Any member may be expelled by a three-fourths (3/4) vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Association, after notice and opportunity for a hearing is afforded the member complained against.

Section 4: HONORARY MEMBERSHIP

The Sussex County Administrator or his designee who must be an employee of Sussex County, and the Director of the Delaware Development Office or his designee who must be an employee of the State of Delaware shall be given honorary memberships on the Executive Committee of this Association. Honorary member(s), while ineligible to receive funding from this Association, shall have the privilege to vote as a member of the Executive Committee and shall be exempt from payment of dues.

ARTICLE III

GENERAL MEMBERSHIP MEETINGS

Section 1: ANNUAL MEETING

The annual meeting of the corporation shall be held in January of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2: ADDITIONAL MEETINGS

General meetings of the Association may be called by three-fourths (3/4) of the Board of Directors at any time. Special meetings can be called by the Chairman at any time as needed.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: COMPOSITION OF THE BOARD

The Board of Directors shall be composed of one designee from each member in good standing of the Association. The designee shall be one of the volunteers of member Chambers. Only one representative from a member Chamber of Commerce of the Association may serve on the Board during the fiscal year.

Section 2: NOMINATION AND ELECTION

At the Board's annual meeting, nominations and elections shall be held to elect the Chairman and Vice-Chairman of the Board of Directors. Also elected shall be two (2) Board Members, representing the non-Coastal areas of Sussex County, to serve on the Executive Committee. Nominations shall be presented at the annual meeting.

Section 3: TERM OF DIRECTORS

The Board shall be seated at the annual membership meeting and shall serve two (2) year terms.

Section 4: VACANCIES

Vacancies on the Board shall be filled by the Board of Directors by majority vote to fulfill the unexpired term of Director.

Section 5: BOARD MEETINGS

The Board of Directors shall meet quarterly, on the third Thursday of the months of July, October, January and April.

Section 6: QUORUM AND VOTING

A quorum shall consist of three-fourths (3/4) of the voting members of the Board of Directors.

Section 7: NON-VOTING MEMBERS

Non-Voting Members are the Chief Paid Executives of each member Chamber of the Association and shall be present at all Board of Directors meetings to assist in carrying out the Association's Programs of Work.

ARTICLE V
EXECUTIVE COMMITTEE

Section 1: COMPOSITION

The Executive Committee shall be composed of designees from these seven (7) members: One (1) State of Delaware; One (1) Sussex County; One (1) Lewes Chamber of Commerce, Inc.; One (1) Rehoboth Beach-Dewey Beach Chamber of Commerce, Inc.; One (1) Bethany-Ferwick Area Chamber of Commerce, Inc.; and Two (2) Membership at Large.

Section 2: PURPOSE

Purpose of the Executive Committee is exclusively for overseeing and managing the disbursements of the general funds of the Association. Disbursements shall be made to Chamber Members in good standing only.

Section 3: NOMINATION AND ELECTION

At the first meeting of each year, the Executive Committee shall elect a Chairman and Vice-Chairman to preside over its meetings and serve a one year term in that capacity.

Section 4: TERM

The designees from the Members which comprise the Executive Committee shall serve two (2) year terms.

Section 5: VACANCIES

Vacancies shall be filled by another designee from the Member where the vacancy occurred.

Section 6: MEETINGS

The Executive Committee shall meet as deemed necessary.

Section 7: QUORUM AND VOTING

A quorum shall consist of three-fourths (3/4) of the voting Members of the Executive Committee.

Section 8: NON-VOTING MEMBERS

Non-voting members are the Chief Paid Executives from the Members who hold a seat on the Executive Committee and shall be present at all Executive Committee meetings to assist in carrying out the Association's Programs of Work.

ARTICLE VI
FINANCES

Section 1: FUNDS

All monies paid to the Association shall be placed in a general operating fund and such other accounts as may be deemed necessary.

Section 2: DISBURSEMENTS

Disbursements shall be made upon direction of appropriations by the custodian/trustee as designated by the Executive Committee.

Section 3: FISCAL YEAR

The fiscal year of the Association shall close on June 30.

Section 4: BUDGET

The budget of this Association shall consist of membership dues and funding from Sussex County's share of lodging tax revenues from the State of Delaware. It shall be used for tourism promotion and other projects pertaining to the tourism industry. Reimbursement of these funds shall be done in the following manner:

- a.) Collected funds are returned to Chamber Members as collected proportionately by state licensed accommodation facilities physically located in particular ZIP codes. If no Chamber Member has jurisdiction over a particular ZIP code, those funds shall be deposited into the Association's General Fund. Jurisdiction of those funds shall be determined by the Executive Committee. Chamber Members who receive funds are required to remit forty percent (40%) of their allocation back to the Association's General Fund.
- b.) Chamber Members who do not have accommodations located in their jurisdiction shall receive a minimum payment of two thousand dollars (\$2,000) annually, provided necessary funds are in the Association's General Fund. This payment amount shall be reviewed periodically by the Executive Committee. These funds are to be used for tourism promotion and other related projects benefiting Sussex County's tourism industry.
- c.) Monies in the Association's General Fund shall be made available to Chamber Members of the Association for projects which meet the criteria outlined in the purpose of the Association as set forth in these BY-LAWS. Administrative costs incurred by the Association shall be paid from monies deposited in the General Fund.
- d.) Recipients of Association funds shall be subject to all reporting and operating conditions normally imposed upon Delaware nonprofit corporations and public bodies. A copy of a Member's financial report and justification of how funds were spent must be submitted to the Executive Committee one month prior to the close of each fiscal year.

Section 5: BONDING

The Custodian/Trustee, as designated by the Executive Committee, shall be bonded by a sufficient fidelity bond in an amount set by the County Administrator and paid by the Association.

ARTICLE VII
DISSOLUTION

Section 1: PROCEDURE

The Association shall use its funds only to accomplish the objectives and purposes specified in these BY-LAWS. On dissolution of the Association, any remaining non-dues income shall be returned to the Delaware Development Office. Any remaining dues income shall be distributed to Chamber Members of the Association.

ARTICLE VIII
AUTHORITY

Section 1: PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not consistent with the BY-LAWS of the Association.

Section 2: TENURE

The corporation shall continue for a period of fifty (50) years unless sooner dissolved by three-fourths (3/4) vote of all its Chamber Members.

Section 3: LIMITATION OF AUTHORITY

No action by any member shall be binding upon, or constitute an expression of the policy of the Association until it shall have been approved or ratified by the Board of Directors and its Executive Committee.

Section 4: LIABILITY

The private property of the members of the Association shall not be liable for the debts of this Association but shall be wholly exempt therefrom. Further, Members shall not be personally liable for acts performed in good faith and in a manner the Member reasonably believed to be in or not opposed to the best interests of the Association.

Section 5: POLICY

The Association, being nonprofit, shall be permitted to make no donations to charitable organizations notwithstanding the worthiness of the cause.

ARTICLE IX
AMENDMENTS

Section 1: REVISIONS

These BY-LAWS may be amended or altered by a three-fourths (3/4) vote of its Executive Committee.