

**South Central Idaho Tourism and Recreation Development Association, Inc.
DBA: Southern Idaho Tourism
AMENDED AND RESTATED BY-LAWS**

December 12, 2015

ARTICLE I

Name

Section 1. The name of this organization shall be South Central Idaho Tourism and Recreation Development Association, Inc., doing business as Southern Idaho Tourism; hereinafter referred to as the Southern Idaho Tourism in these By-laws.

Section 2. This is a non-profit organization incorporated under the laws of the State of Idaho in perpetuity.

ARTICLE II

Mission Statement

Section 1. Develop and promote regional tourism and recreation – striking the balance between economic benefit and stewardship of our natural resources.

ARTICLE III

Limitations

Section 1. Southern Idaho Tourism shall be non-profit and shall not endorse political candidates or engage in any political activity which would endanger its tax-exempt status. Southern Idaho Tourism will observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c) of the Internal Revenue Code of 1986 and all subsequent amendments or corresponding sections of the federal tax code.

ARTICLE IV

Public Support

Section 1. Eligibility. Any business entity, individual, association, state agency, federal agency, corporation, limited liability company, partnership, non-profit organization, and Chamber of Commerce having an interest in the above objectives shall be eligible to participate in Southern Idaho Tourism.

Section 2. Contribution by supporting organizations: The service area for Southern Idaho Tourism is Camas, Cassia, Gooding, Lincoln, Jerome, Minidoka and Twin Falls Counties. The recommended contribution schedule for each organization, county, and city shall be set annually by the Board of Directors. This will include contributions and common membership agreements entered into with Chambers of Commerce. In the event of withdrawal by an organization from

Southern Idaho Tourism, said contributor shall be entitled to no return of any contributions or portion thereof, hereto paid. In the event of a new contributor during the fiscal year, the new organization will pay a pro-rated share of the recommended contribution schedule for the balance of the fiscal year yet remaining.

Section 3. Exercise of Privileges. Any organization in good standing and its representatives may participate in any and all Southern Idaho Tourism activities, including but not limited to nomination of individuals to serve as a member of the Board of Directors or on a Southern Idaho Tourism committee. The Executive Committee is established herein; the Board of Directors may establish other ad hoc, specific term or permanent committees as it deems appropriate for the efficient and/or effective conduct of Southern Idaho Tourism business. The Board of Directors may appoint non-board members to committees.

ARTICLE V

Meetings

Section 1. Annual Meeting. The Southern Idaho Tourism Board of Directors will meet annually to review the previous fiscal year and preview the plan of action for the upcoming fiscal year. The time and place shall be fixed by the Executive Committee and notice thereof communicated by mail, email, fax or by other appropriate communication to each member at least ten (10) days (and no more than sixty (60) days) before the meeting.

Section 2. Special Meetings. An officer of the board of directors may call special meeting of the Board of Directors at any time. Notice of any special meeting shall be given to each member at least ten (10) days (and no more than sixty (60) days) before such meeting by mail, email, fax or by other appropriate communication, which notice shall include a description of the matter or matters for which the meeting is called.

Section 3. Quorum. For business to be transacted at any regular or special board meeting of Southern Idaho Tourism, a majority of the Board of Directors being present shall constitute a quorum.

Section 4. Meetings

At least one Board Meeting of the Board of Directors will be held outside the city limits of Twin Falls for the purposes of experiencing other communities in Region IV and seeing first-hand what those communities offer the visitor or how that community may benefit from the services of Southern Idaho Tourism.

ARTICLE VI

Board of Directors

Section 1. The Board of Directors. The Board of Directors shall be composed of no less than twelve (12) and no more than twenty-five (25) members as defined in Article VI of the Articles of Incorporation.

DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors will perform such duties and functions as provided by Articles and Bylaws of South Central Tourism and Recreation Development Association, Incorporated.; doing business as Southern Idaho Tourism. As a general guide, and not by way of limitation, the Board of Directors shall have the following functions, duties, and responsibilities:

General Duties:

- A. The supervision of Southern Idaho Tourism, the direction of its work, projects, programs and policy-making responsibilities shall be vested in the Board of Directors which shall control its property, be responsible for its finances and direct its affairs.
- B. The Board of Directors shall have the power and ability to appoint such ex-officio members as determined. Such ex-officio members shall be allowed to be present at all regular meetings of the Board of Directors, but shall not be allowed voting rights or allowed in any executive session, unless authorized by the Chair. Ex-officio members can be expelled without cause.
- C. To appoint committees to assist in carrying out the purposes, functions, duties, and responsibilities of the Southern Idaho Tourism.
- D. To accept, reject and/or modify projects presented to the Board of Directors.
- E. To take other such action as may be requested of the Board of Directors.

Any member of the Board of Directors may be removed by the Board by an affirmative vote of three quarters of the present Board members when in its judgment the best interest of the organization would be served by such removal.

Executive Committee

There shall be an Executive Committee of Southern Idaho Tourism to consist of no more than five members. The Executive Committee shall be composed of the Chair, Vice-Chair, Secretary, and Treasurer and immediate past Chair if that person remains active on the Board. Elections for the Executive Committee of the Board of Directors shall be held annually.

Section 2 Election to the Board of Directors and Terms of Service

No more than one representative of an entity (city, county, agency, specific business or private/special interest) may serve on the Board of Directors at the same time. Any organization in good standing may nominate an individual (as defined in Article IV Section 3) to serve on the Board of Directors. Nominations may be made to the Chair at any time. The Chair may present any nominations to the current Board of Directors at any regular meeting. Election of new board members may be voted by the current Board of Directors during any regular meeting. A member of the Board of Directors shall be elected for a three-year term, at the conclusion of which the

member must be reelected in order to serve another term. A Board member may be reelected to an indefinite number of terms. The Chair will seek to ensure that terms of service are staggered so that not more than one-half of the Board of Directors expires or becomes vacant in any given year.

Section 3. Ballots. The Chair or his or her designee shall conduct the election of the Executive Committee. The Chair will appoint a Nominating Committee to present a slate of candidates to the Board of Directors. Proxy ballots in the form approved by the Chair will be sent by mail, e-mail, fax or other appropriate communication to all members in good standing at least ten (10) days (and no more than sixty (60) days) before the annual meeting of the Board of Directors.

Section 4. Voting. All voting by Directors shall be by ballot, in a form approved by the Chair. The number of nominees, corresponding to the number and positions of the Executive Committee to be elected and receiving the highest number of votes shall be declared elected. The Nominating Committee will present the names of those elected by approved ballot at the Annual Meeting of the Board of Directors for ratification. No cumulative voting is permitted. In the event of a tie vote, the election shall be determined by lot under the direction of the Chair.

Section 5. Deadline. The Chair shall establish the deadline for all proxy ballots to be returned. Any member not voting by proxy ballot shall be entitled to vote by ballot at the annual meeting.

Section 6. Succession.

Members of the Board of Directors shall serve as long as they remain the duly chosen representative of their respective organization or constituency, and until their successors are named and qualified.

Section 7. Board Meetings. The Board of Directors will normally meet on the third Wednesday of every other month. This schedule may be adjusted to meet more or less frequently depending on the need for the transaction of business by the Board. Absence from three (3) consecutive regular meetings unless excused by the Chair, shall be construed as a resignation.

Section 10. Action without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a majority of the members of the Board of Directors consent thereto in writing via mail, e-mail, fax, or newer technology, and such writing or writings are filed with the records of the meetings of the Board of Directors. Such consent shall be treated for all purposes as the act of the Board of Directors.

Section 11. Participation in Meetings by Conference Telephone or Other Technology.

Members of the Board of Directors or any committee may participate in a meeting of such Board of Directors or committee by means of conference telephone, similar communications equipment, or newer technology by means of which all persons participating in the meeting can hear each other or by any other means permitted by law. Such participation shall constitute presence in person at such meeting.

ARTICLE VII

Officers

All members of the Board of Directors of Southern Idaho Tourism are eligible to hold any office. The officers and their duties shall be as follows:

- A. Chair: The Chair shall preside at all meetings of Southern Idaho Tourism Board of Directors, and the Executive Committee, shall vote only in the case of a tie, and shall perform such other assigned duties by action of the Board of Directors
- B. Vice-Chair: In the event of the absence of the Chair, or his or her inability to act, the Vice-Chair shall act in his/her stead. The Vice-Chair shall have the responsibilities for setting up the annual meeting and any special events.
- C. Secretary: Shall ensure minutes are being kept and are accurate and see that all notices are duly given as required by Law, regulation, or By-Laws of Southern Idaho Tourism
- D. Treasurer: The Treasurer shall be responsible for all funds and obligations of Southern Idaho Tourism.

Vacancies: A vacancy of office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term

Management of Affairs: In managing the affairs of Southern Idaho Tourism, the Board of Directors may delegate to officers and staff powers as may be necessary to advance the purpose of the organization.

ARTICLE VIII

Finances

Section 1. Funds. All money paid to Southern Idaho Tourism shall be placed in a general operating fund, except that money budgeted for a specific purpose.

Section 2. Disbursements. No obligation or expense shall be incurred and no money shall be appropriated or paid except in accordance with regulations adopted by the Board of Directors.

Section 3. Fiscal Year. The fiscal year of the Council shall close on December 31.

Section 4. Finance Committee. The Chair, Vice Chair, Secretary and Treasurer and any other Directors can be appointed by the Chair to serve on a Finance Committee. The committee shall be responsible for the following reports: annual operating budget on a detailed monthly basis; annual financial statements in accordance with generally accepted accounting principles; monthly balance sheets and income statements for the general fund and all dedicated funds, monthly cash flow and general fund with a comparison to budgeted amounts; and accounts receivable aging and other reports as directed by the Chair.