

ORDINANCE NO. 2020-R- 16
DEKALB COUNTY CODE SECTION 6-3-2
DEKALB COUNTY BOARD OF COMMISSIONERS
AN ORDINANCE ESTABLISHING
THE DEKALB COUNTY TOURISM COMMISSION

WHEREAS, the County Council of DeKalb County, Indiana has enacted an Innkeepers' Tax pursuant to Indiana Code Section 6-9-18, pursuant to Ordinance No. 99-4 adopted for all transactions arising after June 30, 1999;

WHEREAS, the DeKalb County Visitor's Bureau, Inc., an Indiana nonprofit corporation ("DCVB"), was established by the filing of Articles of Incorporation with the Indiana Secretary of State effective as of January 1, 2000;

WHEREAS, the DCVB was established for the purpose of promoting and expanding the visitor tourism industry throughout DeKalb County, Indiana;

WHEREAS, the DCVB is expressly permitted under Indiana Code Section 6-9-18-6 to utilize funds collected by the DeKalb County Treasurer from Innkeeper's Tax and to further perform duties assigned to it by a tourism commission established by the DeKalb County Board of Commissioners ("Commissioners");

WHEREAS, Indiana Code Section 6-9-18-5 further requires the establishment of a commission to promote the development and growth of the convention, visitor, and tourism industry in a County that has adopted Innkeeper's Tax;


WHEREAS, the Commissioners desire to establish the tourism commission allowed under Indiana Code Sections 6-9-18-5 and 6-9-18-6 to undertake all duties and obligations allowed under Indiana law;

NOW THEREFORE, BE IT ORDAINED BY THE COUNTY COMMISSIONERS OF DEKALB COUNTY, INDIANA THAT:

1. There is hereby established the DeKalb County Tourism Commission (the "Commission").
2. The Commission shall contain eleven (11) members subject to all requirements of the Indiana Code Section 6-9-18-5.
3. The initial bylaws of the Commission are attached hereto as Exhibit A and the initial members of the Commission are named on the list attached hereto as Exhibit B.
4. This Ordinance shall be effective immediately upon adoption.

ADOPTED this 3rd day of August, 2020.

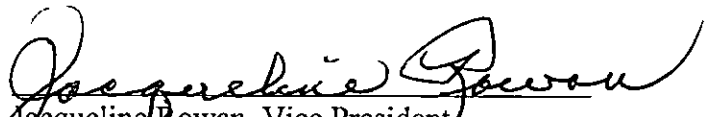
BOARD OF COMMISSIONERS
OF DEKALB COUNTY



Bill Hartman, President



Donald D. Grogg, Vice President



Jacqueline Rowan, Vice President

ATTEST:



Jan Bauman, DeKalb County Auditor

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By-Laws of the DeKalb County Tourism Commission
(Adopted _____, 2020)

I. Article 1 - Name

- A. The name of this organization shall be DeKalb County Tourism Commission ("Commission").

II. Article 2 - Principal Office

- A. The Commission shall have its principal office within DeKalb County at such location as the Board of Directors of the Commission may from time to time designate.

III. Article 3 - Purpose

- A. The Purpose for which this organization is formed is to promote and expand the visitor tourism industry throughout DeKalb County, Indiana.

IV. Article 4 - Board Of Directors

- A. The Board of Directors of the Commission (hereinafter collectively referred to as "Board" or "Board Members") shall contain eleven (11) appointments, made in compliance with Indiana Code Section 6-9-18-5 as the same may be hereafter amended, consisting of the following:
1. Four (4) members for the City of Auburn, Indiana, appointed by the Mayor of Auburn.
 2. One member for Garrett, Indiana, appointed by the Mayor of Garrett.
 3. One member for Butler, Indiana, appointed by the Mayor of Butler.
 4. One member for St. Joe, Indiana, appointed by the Town Council of St. Joe.
 5. One member for Waterloo, Indiana, appointed by the Town Council of Waterloo.
 6. Two at-large members appointed by the DeKalb County Commissioners.
 7. One at-large member appointed by the DeKalb County Council.
- B. The Board Members are appointed to staggered terms. A single term shall consist of two years.
- C. A member of the Board whose term expires may be reappointed for one additional term. After having served two consecutive terms, an individual is only eligible for reappointment after a one-year hiatus from the Board.
- D. If a vacancy occurs on the Board, the appointing authority for that seat shall appoint a qualified person to serve for the remainder of the vacated

term. If the vacated term has less than one hundred and eighty (180) days left prior to expiration of the term, the person designated to complete the vacated term shall be eligible to be appointed to two consecutive terms.

- E. The role of the appointed Board shall be to manage the affairs of the Commission, including but not limited to controlling the finances, adopting appropriate policies and procedures, bylaws, and planning the Commission's programs, growth, and effectiveness.
 - 1. The Commission shall establish forms and procedures for collections of the County Innkeeper's Tax to assist the DeKalb County Treasurer.
 - 2. All of the provisions of Indiana Code Section 6-9-18 as amended, relating to rights, duties, liabilities, procedures, penalties, definitions, and administration are applicable to the imposition and administration of the tax imposed under the DeKalb County Innkeeper's Tax are incorporated herein except to the extent those provisions are in conflict or inconsistent with the specific provisions of the Innkeeper's Tax ordinance, these By-Laws, or the requirements of the DeKalb County Auditor.
 - 3. The Commission may assign duties and obligations to the DeKalb County Visitor's Bureau, Inc., an Indiana nonprofit corporation, in accordance with Indiana Code Section 6-9-18-6.
- F. The Commission may employ an Executive Director and other personnel as it deems necessary to fulfill its purposes as set forth in Article III of this document.
- G. All Board Members are to serve without compensation except for actual out-of-pocket expenses. Said expenses are to be documented by receipts and submitted to the Commission's Treasurer for reimbursement, subject to approval by the majority of the Board following Indiana State Board of Accounts guidelines.
- H. By Indiana law under Indiana Code Section 6-9-18-5(b) as amended, each board Member shall be a resident of DeKalb County, Indiana, or if not a resident, must be an owner or executive level employee of a convention, visitor or tourism industry in DeKalb County, Indiana.
- I. Each Board Member shall, before entering his/her duties, take an oath of office in the usual form to be signed by the appointing authority and promptly filed with the Clerk of the Circuit Court of DeKalb County, Indiana.
- J. Resignation of Members. A member may resign by delivering written notice to the President of the Commission who will then ensure that the appointing authority is notified.
- K. Removal of Members. A Board Member may be removed at any time by the appointing authority for any cause which interferes with the proper discharge of their duties.

L. Initial Board Members. The initial Board Members shall be the same as the current board members of the DeKalb County Visitor's Bureau, Inc.

V. **Article 5 – Fiscal Year**

A. The Fiscal year of the Commission shall be the calendar year.

VI. **Article 6 – Finances**

A. The Commission shall derive all funds from the collection of Innkeepers' Tax and the fund established by the DeKalb County Treasurer under Indiana Code Section 6-9-18-4 known as the DeKalb County Convention, Recreation, Visitor and Tourism Promotion Fund.

B. The Commission will receive notice from the DeKalb County Auditor when funds are transferred to the Commission.

C. Additional funds may be received and made a part of the Commission's assets, such as from grants, gifts, and earnings.

D. All funds coming into possession of the Commission shall be deposited, held secure, invested or paid in accordance with the general laws of Indiana, the Ordinances of DeKalb County, Indiana, and in accordance with statutes relating to the handling of public funds.

E. The President, and/or Executive Director, in conjunction with the Treasurer, shall present a budget for the next fiscal year, which budget shall be approved by the Board of Directors by October 31.

F. Nothing in these by-laws is to prohibit the accumulation of surplus funds as determined appropriated by the Board of Directors on an occasion by occasion basis. These surplus funds may accumulate over a period of years and may be used for expenditures within the purpose of the organization as stated in this document.

G. By majority rule, the Board may amend the budget in accordance with fund availability.

H. Two signatures of Board Officers, or an Officer and the Executive Director, shall be required for each check over \$200.00. Checks under \$200.00 may be executed by the Executive Director alone.

I. No real estate shall be purchased by the Commission, nor any debt not previously budgeted, nor bond incurred, without the prior approval of the DeKalb County Commissioners.

- J. Pursuant to Indiana Code Section 6-9-18-6, the Commission shall provide its annual proposed budget to the DeKalb County Council for its review and approval.

VII. Article 7 – Meetings

- A. There shall be up to ten (10) regularly scheduled meetings of the Board each year and each meeting shall be held at a mutually convenient time and place as announced in the notice of meeting.
- B. Board Members are expected to attend every regular scheduled monthly meeting. Irregular attendance is subject to review by the President and could possibly lead to a request for removal by the appointing authority.
- C. Special meetings may be called by the President or any two (2) Board Members. Notice of special meeting shall be given at least forty-eight (48) hours prior to the date of said meeting detailing the date, time, place of meeting and the nature of the business to be transacted.
- D. A simple majority of the Board (six members) shall be present to constitute a quorum. No action shall be taken without the quorum being established.
- E. Board Members must be present to cast votes (i.e. no proxies).
- F. The President or any two Board Members and the executive director may cancel or postpone any regularly scheduled board meeting.

VIII. Article 8 – Commission Employees

- A. The Board is authorized to hire an Executive Director to administer and implement the activities, policies and procedures set forth by the Board. The creation of additional positions shall be recommended to the Board by the Executive Director for approval.

IX. Article 9 – Commission Officers

- A. The Officers of the Commission shall be a President, Vice President, Secretary, and Treasurer.
- B. The President and/or the Executive Director shall be the chief spokesperson for the Commission.
- C. The Commission Officers shall be elected annually by the Board to serve two year terms, or until the successor officer is elected.
- D. The duties and powers of the Officers shall be:

1. **PRESIDENT:** The President shall preside at all meetings.
 2. **VICE PRESIDENT:** The Vice President shall perform the President's duties in the absence of the President.
 3. **SECRETARY:** The Secretary shall give notices of all meetings, keep a record of the proceedings, and conduct all correspondence and related activities. In case of the absence of the Secretary, the President shall appoint a Secretary Pro-Tem.
 4. **TREASURER:** The Treasurer shall be responsible for complete and correct records of accounts showing the financial condition of the Commission and shall make them available by the Board at its regular meetings. The Treasurer shall be bonded in an amount determined by the Board, the cost of which shall be paid from the Operating Fund of the Commission.
- E. The Secretary and Treasurer may each have an assistant, who could be the same person for each office and who may be an employee of the Commission.
- F. The Treasurer and any employee of the Commission who handles funds for the Commission shall be bonded per the Indiana State Board of Accounts in an amount set by the Commission.

X. Article 10 – Committees

- A. The Board, upon a majority vote, may create committees as deemed necessary. The President shall appoint the chair of any committee from the Board. The Committee Chairs shall appoint committee members, whether from the board or not, with the concurrence of a majority of the Board.

XI. Article 11 – Audit

- A. The handling and expenditure of money coming into possession of the Commission is subject to audit and supervision by the Indiana State Board of Accounts. In any year not audited by the Indiana State Board of Accounts, the Commission may have a financial audit prepared by an outside accounting firm.

XII. Article 12 – General Provisions

- A. These by-laws may be amended by a majority vote of eight or more members of the full Board at any duly organized meeting of the Commission, subject to the approval of the DeKalb County Commissioners as required by DeKalb County Ordinance 99-4, DeKalb County Code 6-3. The proposed change (s) shall be mailed to the last recorded address of each Board Member and the DeKalb County Commissioners in care of the DeKalb County Auditor, at least ten (10) days before the date of the meeting which is to consider the change.

- B. Conflicts:

Nepotism. No member of the Board may be an immediate relative to any full time staff member. Immediate relative is defined as an employee's spouse, child, parent, grandparent, step child, step parent, brother, sister, father-in-law, mother-in-law, sister-in-law or person who shares the home.

Other Conflicts. If other conflicts, economic or otherwise, arise which give the appearance of impropriety, the appointing authority shall determine if such conflict is of such a nature as to require the resignation of a member from the Board or the abstention of the member from any discussion or vote regarding a particular issue. If a member of the Board becomes aware of any such conflict, said member is required to immediately bring such conflict to the attention of the President.

- C. Indemnification of Board Members. The Commission shall indemnify any and all of its board members or staff or former board members or staff or any person who may have served at its request or by its election as a committee member or a director or officer of another organization, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been a board member or staff member or committee member of the Commission or such other organization, except in relation to matters as to which any such board member or staff member or former board member or staff member or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability. Appropriate insurance may be obtained or other arrangements for such purposes may be obtained by the Commission.
- D. The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any bylaw, agreement, vote of directors or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The Commission, at its option, may supply the services of an attorney, in lieu of indemnification, for legal defenses provided by this policy.
- E. Parliamentary Procedure. The rules of parliamentary procedure as found in Roberts' *Rules of Order*, most recent edition, shall govern the proceedings of the Board, subject to the laws of the State of Indiana and these bylaws.

Commission Member List

COMMISSION MEMBER	APPOINTED BY	TERMS SERVED	TERM EXPIRES
Myles Smith	Town of Waterloo	First Term	December 31, 2020
Mary Simcox	Town of St. Joe	First Term	December 31, 2021
Mike Payne	City of Auburn	Second Term	December 31, 2020
Brandon Anderson	City of Auburn	First Term Filling in last 2 yrs. of Laura's term	December 31, 2020
Larry Dove	City of Butler	Second Term	December 31, 2020
Milton Otero	City of Garrett	First Term	December 31, 2021
Brian Brandon	Co. Commissioners	First Term	December 31, 2022
Jeremiah Otis	City of Auburn	Second Term	December 31, 2021
Ben Armstrong	City of Auburn	Second Term	December 31, 2021
Brad McDaniel	County Council	Second Term	December 31, 2021
Brenda Lockhart	Co. Commissioners	First Term	December 31, 2021