

**Bylaws**  
**Rend Lake Area Tourism Council**  
**Approved Sept. 9, 2021**

Rend Lake Area Tourism Council (RLATC) is organized under the Illinois General Not For Profit Corporation Act.

**Article I**  
**Name and Purpose**

**Section 1: Name:** The name of the Corporation is Rend Lake Area Tourism Council (RLATC).

**Section 2: Purpose:** This corporation shall be operated for the following purposes:

**A.** To use the Franklin County Bed Tax in a responsible manner that carries out the purpose for which the County instituted the tax.

**B.** To promote the development, establishment, or expansion of tourism in the Rend Lake Area of Illinois.

**C.** To promote civic and public understanding and educate the public regarding the Rend Lake Area.

**D.** To engage in any and all lawful activities incidental to the foregoing purposes permitted to be exempt from taxation under Section 501(c) or 501(d) of the United States Internal Revenue Code as now in or hereafter amended.

**Section 3: Funding:** The Council will use the funds from the Franklin County "Hotel Operators' Occupation Tax" (often referred to as the Bed Tax) disbursed by the Franklin County Treasurer by voucher to financially support its activities as well as any funds generated through grants and fund-raising activities permitted under the Illinois General Not for Profit Corporation Act.

**Article II**  
**Board of Directors**

**Section 1: General Powers:** The affairs of the Council shall be managed by the Rend Lake Area Tourism Council (RLATC) Board of Directors.

**Section 2: Number, Terms, and Qualifications:** The RLATC Board shall be composed of 9 voting Council Directors appointed by the Franklin County Board Chairman with one Director selected from each of the three County Board districts and 6 directors appointed "at large." The three initial directors listed in the Articles of Incorporation shall serve one-year terms. Of the remaining 6 directors, three will serve two-year terms and three will serve three-year terms determined by draw. All successor Directors shall be appointed by the Franklin County Board Chairman and shall serve three-year terms or the remainder of the term if replacing a Director prior to the expiration of the Director's term. Terms are effective January 1.

**Section 3: Quorum:** A majority of the appointed RLATC Directors shall constitute a quorum for the transaction of business at any meeting of the Council, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

**Section 4: Manner of Acting:** The act of a majority of the RLATC Board present at a meeting at which a quorum is present shall be the act of the Council, unless an act of a greater number is required by statute, by-laws, or the Articles of Incorporation.

**Section 5: Compensation:** Directors shall not receive any compensation for their services, though they may be reimbursed for expenditures made and costs incurred on behalf of the Council.

**Section 6: Attendance:** A Director of the RLATC Board who is absent from any five regular monthly meetings during a twelve-month period, is subject to dismissal by RLATC Board action. A letter will be sent following the fourth absence warning the member of their absentee status. The Franklin County Board Chairman will also receive a copy of the warning and any final action taken by the RLATC Board.

**Section 7: Conflict of Interest Policy:** No person shall be appointed or continue to serve as Executive Director or a RLATC Director with an interest that may cause/create a question as to whether his or her actions, judgment, and/or decision-making on behalf of RLATC can be unbiased. These persons are elected or appointed government officials, city employees, members of a festival committee, lodging facility owners or workers or any other association that receives services from RLATC.

**Section 8. Duty to Disclose:** The Executive Director or any RLATC Director who has a possible financial or non-financial conflict is required to disclose the conflict/potential conflict and is prohibited from voting on any matter which may be a conflict.

**Section 9. Process:** Minutes of RLATC Board Meetings should reflect when a Director discloses that he or she has a conflict of interests and how the conflict was managed. There shall be a discussion on the matter without the Director in the room and that Director shall not vote.

**Article III**  
**Meetings**

**Section 1: Monthly Meeting:** Regular meetings of the Board of Directors of the Council shall be held the second Thursday of each month at the time and place set by the President.

**Section 2: Special Meetings:** The President may call special meetings of the RLATC Board.

**Section 3: Notice of Meeting:** All RLATC Board Directors shall be notified of special meetings no less than forty-eight hours before the date of the meeting, stating the place, date, and time of said meeting.

**Section 4: Executive Session:** An Executive Session may be held by a majority vote of those directors present in a legal meeting following a motion and a second by directors. Such closed sessions may only be held for reasons specified in the latest version of the Illinois Open Meetings Act (5ILCS120/.)

**Article IV**  
**Officers**

**Section 1: The Officers:** The officers of the RLATC shall be President, Vice President, Secretary, Treasurer, and Executive Director: these five shall constitute the Executive Board. The President, Vice-President, Secretary and Treasurer must be Directors. The Executive Director may not be a RLATC Director.

**Section 2: Election of Term of Office:** The officers of the Council shall be elected annually by the Directors at the October meeting each year or as soon thereafter as is

possible. The terms of office shall be for one year or until the successor is named.

**Section 3: Removal:** Any officer elected or appointed by the RLATC Board may be removed from the office by the Board by a 2/3 majority vote whenever, in its judgment, the best interest of the Council would be served thereby. Directors are to be notified no less than five days prior to such vote.

**Section 4: President:** The President shall be subject to the direction and control of the RLATC Board. He shall see that the resolutions and directives of the RLATC Board are carried into effect. He shall appoint all committees and shall preside at all meetings of the RLATC Board.

**Section 5: Executive Board:** The Executive Board shall consist of the four officers and the Executive Director. This body may be empowered by the RLATC of Directors to act on behalf of the Board between meetings of the Board when deemed necessary, subject to review by the Board of Directors at the next meeting. A meeting of the Executive Board may be called by the President of the Board. The meeting will be posted. It is mandatory that a majority of the Executive Board be present for a quorum to be established and action taken.

**Section 6: Vice-President, Secretary, and Treasurer:** The Vice-President, Secretary, and Treasurer shall carry out the functions common to these offices and all other duties as assigned by the RLATC.

**Section 7: Executive Director:** The Executive Director serves at the direction of the RLATC. The Executive Director may be compensated for his time and services. The Executive Director shall be chosen based upon requisite skills necessary for the day-to-day operations of the Council. The Executive Director shall have all the power and authority as provided by the RLATC Board in writing from time to time as shown by written contracts and written minutes of the Council.

#### Article V

#### **Franklin County Board and Subrecipient Agreement**

**Section 1: The Franklin County Board:** The Franklin County Board appoints all RLATC Directors, provides revenue from the Franklin County bed tax ordinance which also sets the goal for the use of that revenue. The County Board also provides oversight to ensure RLATC meets this overall goal.

**Section 2: The Subrecipient Agreement:** The Franklin County Board requires Rend Lake Area Tourism Council to enter into a Subrecipient agreement to specify the terms and conditions of the county's delegation of responsibilities to RLATC and the conditions for termination of this agreement.

**Section 3: Subrecipient Agreement Changes:** Any and all changes or renewals to this Subrecipient Agreement must be approved by a majority vote of the RLATC Directors present in a meeting and then signed by 2 RLATC officers.

#### Article VI

#### **Disbursements**

**Section 1: Disbursements:** No disbursements of the funds of the Council shall be made unless the same shall have been approved, authorized, and ordered by the Council. The officers shall be authorized to sign checks and the signatures of two officers are required on all checks.

**Section 2: Bonded:** The Council and its officers shall be duly bonded by an accredited bonding agency. The Council shall set the amount.

**Article VII**  
**Books and Records**

**Section 1:** The Council shall keep correct and complete books, records of account, minutes of each meeting, and a record giving the names and addresses of the Directors entitled to vote. The Council shall share its books and records with the Franklin County Board from time to time but no less than quarterly.

**Article VIII**  
**Protection of Assets of the Council and its Officers and Directors**

**Section 1: Insurance:** The Council shall secure insurance to protect the assets of the Council and the Officers and Directors from liability.

**Section 2: Hold Harmless:** The Council shall hold the Officers and Directors harmless from any personal liability due to any of their singular or collective actions taken in the furtherance of the purposes of the Council.

**Section 3: Private Property:** The private property of the Directors, and Officers shall not be subject to the payment of corporate debts to any extent whatever.

**Article IX**  
**Fiscal Year**

**Section 1:** The fiscal year of the corporation shall be January 1 to December 31.

**Article X**  
**Amendments to Bylaws**

**Section 1:** These Bylaws may be amended or altered by a two-thirds vote of those present at any regular or special meeting of the Council, provided notice of the proposed change shall have been mailed or delivered no less than five days prior to the meeting.

**Article XI**  
**Dissolution of the Council**

**Section 1: Dissolution:** The Rend Lake Area Tourism Council may dissolve the Council by a ¾ majority vote of Directors present at any legally held meeting, provided notice of the proposed change shall have been mailed or delivered to all Directors and the Executive Director no less than five days prior to the meeting.

**Section 2: Remaining Funds:** Upon dissolution of the Council, the Council Directors, after paying or making provision for the payment of all current liabilities of the Council, shall cause all remaining funds and all assets purchased with Franklin County Hotel Room Tax funds or acquired through matching grants to be conveyed to the Franklin County Board. If, at that time, that may not legally be accomplished, then such assets shall be disposed of by the Circuit Court of Franklin County Illinois, exclusively for such purposes or to such organization or organizations as said Circuit Court shall determine, which are organized and operated exclusively for such purpose as designated by Franklin County Ordinance 99-04, following guidelines established by 55 ILCS 5/5-1030.