



GLACIER COUNTRY REGIONAL  
TOURISM COMMISSION, INC.

BOARD OF DIRECTORS  
INFORMATION  
PACKET

PURPOSE

The Board of Directors information packet contains all Board policies and practices required by the Board in conjunction with the governance and management of the Corporation. It provides detailed directives to governance issues outlined in the Corporation's Articles of Organization and Bylaws.

GLACIER COUNTRY REGIONAL TOURISM  
COMMISSION

A Montana Nonprofit Corporation

## INTRODUCTION

Tourism builds our communities by amplifying the experiences we enjoy. It enhances our quality of place and thus our quality of life making our state a great place to live, work and play. Glacier Country Regional Tourism Commission, Inc. is proud of Montana and as a destination organization, we know our ultimate customer is our fellow residents. The visitors we host supply us with far more experiences than we could afford on our own.

A destination marketing (and management) organization (DMO or DO) is responsible for promoting a community as an attractive travel destination and enhancing its public image as a dynamic place to live and work. Through the impact of travel, DMOs strengthen the economic position and provide opportunity for people in their community. Such organizations are essential to the economic and social-wellbeing of the communities they represent, driving direct economic impact through the visitor economy and fueling development across the entire economic spectrum by creating familiarity, attracting decision makers, sustaining air service and improving the quality of life in a place. Destination promotion is in fact a public good for the benefit and well-being of all; an essential investment no community can afford to abate without causing detriment to the community's future economic and social well-being.

Glacier Country Regional Tourism Commission, Inc. is a 501 (c) (6) nonprofit corporation organized to represent the entire industry or the industry segment within a specific area. In Glacier Country, the Commission represents the tourism industry and related economic interests of all businesses within the region.

## PREFACE

Explanation of terms used in the policies of the Glacier Country Regional Tourism Commission Board of Directors.

1. Glacier Country Regional Tourism Commission, Inc. (DBA Glacier Country Tourism or GCT) (Commission), refers to the organization.
2. Glacier Country refers to the geographic region in Western Montana which includes Flathead, Glacier, Lake, Lincoln, Mineral, Missoula, Ravalli and Sanders counties.
3. Board of Directors, BOD, or Board refers to the Board of Directors of the Glacier Country Regional Tourism Commission organization.
4. Officer refers to an elected officer of the Board of Directors and holds the position of Chairperson, 1<sup>st</sup> Vice Chairperson, 2<sup>nd</sup> Vice Chairperson or Secretary/Treasurer.
5. Members of the Executive Committee include elected Officers, past Chairperson and up to two at-large Board members.
6. Destination marketing is a type of marketing that promotes a destination (town, city, region, country) with a purpose to increase the number of visitors.
7. A destination marketing (or management) organization (DMO), often a convention and visitors bureau (CVB), regional tourism board and/or tourism business improvement district (TBID), is responsible for promoting a geographic area as an attractive travel destination and enhancing its public image as a dynamic place to live and work. (AKA destination organization (DO))
8. A CVB Director is the executive officer of a lodging tax funded DMO or DO.
9. Funded DMOs or DOs refer to organizations who are officially recognized by the Montana Department of Commerce and Governor's Tourism Advisory Council (TAC) and are recipients of the Montana Lodging Facility Use Tax (a.k.a. bed tax).
10. The Headquarters of Commission is considered the principal office of the organization.
11. Director refers to any member of the Board of Directors of GCT.
12. Those policies, which call for an annual review by the BOD, shall be presented at a publicly noticed general or Annual Meeting of the Board of Directors.

# BOARD MEMBER JOB DESCRIPTION

## Article I: Mission

The mission of the Commission is to be the leading force effectively marketing the region and educating the public regarding the power of tourism while encouraging respect for our outstanding natural environment and quality of life.

## Article II: Job Description

### SECTION 1: Responsibilities

1. Approve the Commission's mission and review management's performance in achieving it.
2. Responsible for strategic and long range planning. Annually assess the ever- changing environment and approve the Commission's strategy to be responsive.
3. Fiscally responsible for the Commission: Annually review and approve the Commissions funding plans, financial goals and budget.
4. Establish agency policies.
5. Make attendance at Board of Director meetings a priority. Notify Board Chairperson of any necessary absences. May be removed from the Board of Directors for missing two or more meetings in a year.
6. Serve on at least one committee.
7. Assist with membership recruitment as needed.
8. Make a donation at a meaningful level for the Commission.

### SECTION 2: Organization

1. Approve appropriate compensation and benefit policies and practices.
2. Elect, monitor, appraise, advise, stimulate, support, reward, and if deemed necessary or desirable, change chief executive management. Regularly discuss with the chief executive matters that are of concern to that person or to the Board.
3. Annually approve the performance review of the CEO and establish compensation based on recommendations of the Executive Committee and Board Chairperson.
4. Be assured that management succession is properly planned.
5. Be assured that the organizational strength can substantiate long- range goals.
6. Propose a slate of prospective Board members to current members and fill vacancies as needed.
7. Determine eligibility for and appoint members to Board committees in response to recommendations of the Chairperson and/or Executive Committee.
8. Annually review the performance of the existing Board, (including its composition, organization and responsibilities), and take steps to improve its performance.

### SECTION 3: Operations

1. Review results achieved by Commission compared with the Commission's mission and annual and long-range goals. Compare the Commission's performance to that of similar institutions.
2. Be certain that the financial structure of the Commission will adequately support its current needs and long- range strategy.
3. Provide candid and constructive criticism, advice and comments to the CEO.
4. Approve major actions of the Commission such as capital expenditures on all projects over authorized limits and major changes in programs and services.

### SECTION 4: Audit

1. Ensure that the Board and its committees are adequately informed of the financial condition of the Commission and its operations through reports or any appropriate method.

2. Ensure that published reports properly reflect the operating results and financial condition of the agency.
3. Ensure that executive management has established appropriate policies to define and identify conflicts of interest throughout the agency and is diligent in its administration and enforcement of those policies.

#### SECTION 5: Other

1. Time commitment required: approximately four (4) to eight (8) hours a month.
2. Must be at least twenty one (21) years of age.
3. Must represent a Commission partner organization or be a Commission partner in good standing of the Commission or other membership classification duly created by the Board of Directors.



## CODE OF CONDUCT COMMITMENT

Thank you for volunteering with Glacier Country Regional Tourism Commission Inc. (Commission). We are excited you have given your personal time to help Commission strive to meet and exceed our mission and goals.

As such, we expect our volunteers to conduct themselves in a manner that positively represents our organization. Integrity must underlie all Commission relationships, including those with teams, customers, suppliers, communities, and among employees or volunteers.

Commission Board volunteers should always strive to avoid both an actual conflict of interest and the appearance of a conflict of interest.

By signing below, you agree to abide by this Code of Conduct when volunteering with Glacier Country Regional Tourism Commission Inc..

1. I will embrace the spirit of creativity, teamwork and problem solving as the core principles of Commission.
2. I will uphold the honesty, impartiality, and reputation of Commission, to prevent any disparagement or defamation to the organization or individuals.
3. I know the core principles with which Commission conducts business are mutual respect, fair dealing and open communication. This is the foundation for all of our transactions and interactions.
4. I will conduct myself in a professional and professional manner during all Commission events.
5. I will adhere to all policies, procedures and practices as outlined in official documentation and training.
6. I will not use my position to seek personal gain or influence through the inappropriate use of information, nor abuse of my position.
7. I will not engage in any activity that might create a conflict of interest for the Commission or for me individually.
8. I will promptly report any illegal or unethical conduct to the appropriate authorities within Commission.

Retaliation against employees or Board volunteers who come forward to raise genuine concerns will not be tolerated.

I understand and will comply with the above Code of Conduct.

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NAME (Please print)

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DATE

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SIGNATURE

*(This form is available [online](#) and in print. Please complete one version and return to Commission office.)*



## PRACTICES AND PROCEDURES

### Board of Director Recruitment, Onboarding and Evaluation

See ARTICLE V: BOARD OF DIRECTORS POWERS AND COMPOSITION; ARTICLE VI: BOARD OF DIRECTORS MEETINGS, QUORUM AND VOTING

**Nomination protocol for potential Board members to fill a full or partial term:** (new nominations will occur at the December Board meeting)

1. Candidate fills out the formal board of director application on [Submittable](https://glaciercountrytourism.submittable.com/submit) or glaciercountrytourism.submittable.com/submit.
2. Candidate's name is submitted to the nomination committee.
3. One or more member(s) of the nomination committee and the President CEO interviews the candidate.
4. Candidate's name and biography are brought before the board for consideration.
5. If time allows the candidate may be invited to a Board meeting before consideration or to another committee meeting so that he/she can meet current Board members and be confident of their decision to join.
6. Once a candidate is approved by the full Board, the candidate will attend a Board orientation program and Board retreat prior to their first meeting as a Board member.

See ARTICLE VII: OFFICERS

**Nomination protocol for Board officers:** (every two years)

1. At the meeting prior to the annual meeting, nominations for officers may be made for consideration by the full Board.
2. The nomination committee will meet to consider a slate of candidates to be appointed to each officer position.
3. A member or members of the nomination committee will discuss the appointment with each proposed candidate.
4. After a slate of candidates has been formed, the chairman of the nomination committee will present it for approval at the annual meeting.
5. Once the Board considers and approves the slate, the officer candidates will begin their terms immediately following the annual meeting.

*Per Glacier Country's bylaws, the slate of candidates for both the Board positions and Board officers must be submitted in writing to the full Board no later than fourteen (14) days prior to the annual meeting.*



## Board of Director Position Classification and Assignments

**SECTION 1: Powers.** The property, affairs, activities, legislative functions and concerns of the Commission shall be vested in a Board of Directors of duly elected qualified individuals. Board positions are filled by qualifying individuals and not by a business, organization or sector of the industry.

**SECTION 2: Composition and Terms.** Board composition will consist of no less than sixteen (16) and no more than twenty-four (24) Directors who serve in either a “county” or “at-large” position; and no more than six (6) ex-officio Directors. There are two (2) representatives from each “county” and up to eight (8) “at-large” representatives. To ensure a fair balance of representation, no more than four “county” or “at-large” members from the same county can be seated at the same time. No more than two (2) ex-officio Board members from the same county can be seated at the same time. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected, qualified and certified. This change in Bylaw will be enacted by attrition.

- “County” representatives must operate or serve the associated county and officers and shall be duly elected by the Board and serve three (3) year terms.
- “At-large” representatives must operate or serve within the geographic region of Glacier Country and shall be duly elected by the Board and serve three (3) year terms.
- “Ex-officio” representatives must be destination marketing/management organization Executive Directors/President CEOs within the Glacier Country region and/or past Board officers and shall be determined and elected annually by the Board of Directors.



# POLICY MANUAL

Glacier Country Regional Tourism Commission is a nonprofit organization, dedicated to a balanced partnership among eight Western Montana counties (Flathead, Glacier, Lake, Lincoln, Mineral, Missoula, Ravalli, and Sanders), Glacier National Park, and other entities.

All of Commission operations and programs support the mission and goals. All who work for or on behalf of Commission understand and are loyal to them. The mission and goals are responsive to the constituency and communities served by Commission and benefits the society at large.

Creating nonprofit policies begins with knowing what they are. Policies are the operational guidelines for an organization. The purpose of policies is to protect and steer the staff and the Board as they fulfill the mission of the organization. They are a reference tool for appropriate action, ethical decision making, and for dealing with potential or actual conflicts. Policies can paraphrase a law, explain a procedure, clarify a principle, or express a desired goal. They are the protocol to follow that, when properly used, helps diminish embarrassing or potentially harmful situations, improper behavior, and ineffective decision making. An organization usually has Board-related, personnel and financial policies.

The primary policies for an organization are most likely found in its original Bylaws. These policies define the role of the Board members, how they are elected, how they function during Board meetings, and how their work is structured. Also, the Bylaws clarify how amendments are made to the original document: Bylaws are an evolving document that needs to be reviewed by the Board on a regular basis. However, Bylaws normally only create the very basic structure for the Board's operative functioning. This document should not be cluttered by every conceivable rule and recommendation.

## Purpose Statement

The Board of Directors Policy Manual contains all Board policies and practices required by the Board in conjunction with the governance and management of the Corporation. It provides detailed directives to governance issues outlined in the Corporation's Articles of Organization and Bylaws.

## Mission

Commission's mission is dedicated to promoting tourism in Western Montana.

## Vision Statement

Be the leading force effectively marketing the region and educating the public regarding the power of tourism while encouraging respect for our outstanding natural environment and quality of life.

## Values Statement

We will passionately pursue our mission with honesty, integrity, equality and respect.

- **Honesty:** Operate fairly and with transparency to earn the trust of public and private partners, Commission partners and the travel and tourism industry at large.
- **Integrity:** Exercise sound judgment and leadership benefiting residents and visitors to Western Montana.
- **Equality and respect:** Celebrate and honor the diversity of Glacier Country's communities, cultures and natural beauty to foster a united sense of place.

## Goals

- **Marketing and Sales:** strategic, effective, innovative
- **Destination Enhancement:** thoughtful, accommodating, authentic
- **Community and Partner Engagements:** proactive, inclusive, relevant
- **Organization Viability:** sustainable, dynamic, progressive

# BYLAWS

## ARTICLE I: NAME, PURPOSE AND OFFICES

**SECTION 1: Name.** The name of this corporation shall be: Glacier Country Regional Tourism Commission (the “Commission”).

**SECTION 2: Purpose.** The purpose of the Commission is be operated exclusively for nonprofit trade or business development purposes as defined in Section 501(c)(6) of the Internal Revenue Code and the regulations promulgated thereunder (collectively “Code”). The Commission is formed and organized to be operated as a destination marketing/management organization (DMO). Commission is responsible for promoting the region known as “Glacier Country” as an attractive travel destination and enhancing its public image as a dynamic place to live and work and to carry on and engage in any and all lawful activities that may be incidental or reasonably necessary to the foregoing purposes. The Commission shall provide a forum for the consideration and advancement of issues and activities deemed to be in the best interests of the Montana tourism industry and, specifically, the partners of the organization, and for such other purposes as are permitted by Montana law.

**SECTION 3: Offices.** The Commission may have, in addition to its registered office, offices at such places, both within and without the region of Glacier Country as the Board of Directors may from time to time determine or as the activities of the Commission may require.

## ARTICLE II: PARTNERSHIP; NONPROFIT STATUS; TAX STATUS

The Commission shall have partners in various categories as described below and approved by the Board of Directors of the Commission. It shall be operated on a not-for-profit basis within the meaning of Section 501(c)(6), of the Internal Revenue Code, as amended from time to time, or such other sub-sections of Section 501(c) of the Internal Revenue Code as shall be determined to be applicable to the Commission. No part of the revenue or assets of the Commission may inure to the benefit of the partners or officers of the Commission. The primary activity of the Commission shall not be to provide services to its partners, but to promote the purpose as set forth in Section 2 of these bylaws.

## ARTICLE III: CORPORATE POWERS

The Commission shall have such powers as are permitted to nonprofit corporations under the provision of the Montana Nonprofit Corporation Act (the “Act”) and the Code, including but not limited to the power to establish Bylaws, make rules and regulations for the management of corporate affairs, and to appoint agents and elect officers as the business of the Commission may require.

## ARTICLE IV: COMMISSION PARTNERSHIP

**SECTION 1: Partnership.** Any individual, civic organization, business, church or Commission may become a Commission partner, subject to compliance with the provision of the Bylaws. Commission partnership shall be available without regard to race, age, color, creed, gender, gender identification, sexual orientation or national origin. Commission partnership shall commence upon completion of the requirements of partnership to the Commission and run for the following twelve (12) months. Commission partnership shall terminate at the end of each twelve (12) month period unless the requirements of partnership are met as established by the Board.

The Commission shall have the following categories of partners:

**SECTION 2: Regular Active Partners.** Any qualified business or organization that directly or indirectly provides a product or service to the visitor or tourism industry shall be eligible for partnership in the Commission, under such terms and conditions as the Commission may from time to time prescribe.

**SECTION 3: Reciprocal Active Partners.** Any lodging tax funded and/or tourism business improvement district (TBID) funded destination marketing/management organization, chamber of commerce or economic development organization located in the Glacier Country region shall be eligible for a reciprocal membership in the Commission, under such terms and conditions as the Commission may from time to time prescribe. Qualified organizations in this category are limited to those that have been designated by local government as their area's destination marketing/management organization and/or economic development organization.

**SECTION 4: Application and Notice of Action.** Every business or organization desiring to become a partner of the Commission shall apply for partnership and remain a partner in good standing as long as their account information is reviewed for compliance annually.

**SECTION 5: Observance of Bylaws and Regulations.** Businesses and organizations who consent to become a partner of the Commission, agree to fulfill and perform all requirements of partnership, conform to these Bylaws and such rules and regulations as the Commission may from time to time adopt.

**SECTION 6: Right to Refuse or Revoke Partnership.** The Commission shall have the right by majority vote of Board members present at a meeting at which there is a quorum to refuse the application of an organization that fails to comply with Bylaws, or the rules and regulations adopted by the Commission.

**SECTION 7: Partner Requirements.** There shall be no annual partnership dues. Each partner shall actively maintain and provide Commission with current information about their business, organization and/or community on an annual basis.

**SECTION 8: Resignations.** Partners may resign from partnership in the Commission by giving notice to the Commission. Resignation shall not relieve any partner from liability from any payment(s) accrued and unpaid at the time such resignation is received by the Commission.

**SECTION 9: Noncompliance.** Any partner whose business or organization information is not reviewed annually or has outstanding payments for products or services received by their annual partner renewal date of any year, shall be delinquent and will receive notice of noncompliance. If the account data and/or outstanding payments are not paid within one month, partner shall be deemed inactive and receive no partner benefits of the Commission until current.

**SECTION 10: Reinstatement.** A partner whose partnership in the Commission is revoked for noncompliance, may be reinstated as a partner, provided that account is viewed in compliance.

**SECTION 11: Board of Directors Eligibility.** Only Commission partners in good standing shall be eligible to serve on the Board of Directors, subject to Director agreeing to be bound to the terms of any policies of the Commission

## **ARTICLE V: BOARD OF DIRECTORS POWERS AND COMPOSITION**

**SECTION 1: Powers.** The property, affairs, activities, legislative functions and concerns of the Commission shall be vested in a Board of Directors of duly elected qualified individuals. Board positions are filled by qualifying individuals and not by a business, organization or sector of the industry.

**SECTION 2: Composition and Terms.** Board composition will consist of no less than sixteen (16) and no more than twenty-four (24) Directors who serve in either a "county" or "at-large" position; and no more than six (6) ex-officio Directors. There are two (2) representatives from each "county" and up to eight (8) "at-large" representatives. To ensure a fair balance of representation, no more than four "county" or "at-large" members

from the same county can be seated at the same time. No more than two (2) ex-officio Board members from the same county can be seated at the same time. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected, qualified and certified. This change in Bylaw will be enacted by attrition.

- “County” representatives must operate or serve the associated county and officers and shall be duly elected by the Board and serve three (3) year terms.
- “At-large” representatives must operate or serve within the geographic region of Glacier Country and shall be duly elected by the Board and serve three (3) year terms.
- “Ex-officio” representatives must be destination marketing/management organization Executive Directors/President CEOs within the Glacier Country region and/or past Board officers and shall be determined and elected annually by the Board of Directors.

## ARTICLE VI: BOARD OF DIRECTORS MEETINGS, QUORUM AND VOTING

**SECTION 1: Meetings.** A meeting of the Commission Board of Directors occurs whenever a quorum of the constituent membership of the Board, whether corporal or by means of electronic equipment, gathers to hear, discuss or act upon a matter over which the Board has supervision, control, jurisdiction or advisory power at a Regular, Annual or Special Meeting of the full Board of Directors.

**SECTION 2: Annual Meeting.** The Board of Directors shall meet annually at the Annual Meeting of the Commission, if any; other Regular Meetings shall be held as the Board, by resolution, may fix from time to time. The Annual Meeting of the Board members of the Commission shall be held at any place within one (1) of the Montana counties represented at a place and time to be designated by staff with input of the Board of Directors. The Annual Meeting must occur in the second quarter of the calendar year.

**SECTION 3: Special Meetings.** Special Meetings of the Board of Directors may be held at any time and place upon call of the Chairperson, or by resolution of the Board of Directors, or upon request of six (6) or more Directors.

**SECTION 4: Notice of Meeting.** Notice of all meetings of the Board of Directors shall be sent at least fourteen (14) days prior to the date of the meeting(s) - in the case of a Special Meeting, a minimum of seven (7) days prior to the date of the meeting(s).

**SECTION 5: Attendance.** It is the responsibility and mandate of each member of the Board of Directors to attend all meetings of the Board. Any Director not personally attending at least three quarters (3/4) of the official meetings or who fails to attend two (2) official meetings of the Board during the fiscal year may be removed from being a Director of the Commission. One (1) absence per year is allowed per year is allowed. Any Director not in compliance with attendance requirements will be notified by the Board Chairperson. Should the ability of a conference service be available, a Board member may choose to attend the meeting by conference call, but this option may only be used one (1) time per year and only with extenuating circumstances.

**SECTION 6: Quorum.** A quorum of the Board of Directors shall consist of the sitting Board with voting privileges in attendance at time of Regular, Annual and Special Meetings of the full Board of Directors.

**SECTION 7: Voting.** The only voting members of the Commission shall be the duly elected Directors serving a “county” or “at-large” position, and each shall be entitled to one vote at any official meeting of the Board. In order to vote, each Board member must be a current Commission partner. However, the Board of Directors may, by amendment of these Bylaws, provide for additional Board members, whether voting or nonvoting, and the qualifications for such Board members.

All Board members who do not declare a conflict of interest as defined in the Conflict of Interest policy shall

vote; votes may be registered as aye (or yes), nay (or no), or pass.

**SECTION 8: Nonvoting.** Ex-officio Board members have all the rights and privileges of a voting Board member except they are not entitled to vote on formal motions where a quorum of the full Board is present at a Regular, Annual or Special Meeting; or hold office. They are able to vote on motions made at the committee level.

**SECTION 9: Elections.** A quorum of the Board shall annually elect members to the Board and biennially elect officers at an official meeting of the full Board. Board members and officers shall be elected from those nominated by the Nominating Committee. Nominees must follow the Board application process to be considered for nomination.

**SECTION 10: Term of Service.** No Board member can serve more than (12) twelve consecutive years. If the 12<sup>th</sup> year falls in the middle of a 1<sup>st</sup> and/or 2<sup>nd</sup> Vice Chairperson term, the Board member's term would be extended until the term of Chairperson has been completed. Individuals who have served a maximum term may be considered for another term on the Board only after a minimum of (1) year off the Board.

**SECTION 11: Resignation.** Any Board member may resign at any time by giving written and/or verbal notice to the Commission. Such resignation shall take effect at the time specified in the resignation; and, the acceptance of this resignation shall not be necessary to make it effective.

**SECTION 12: Removal.** Any Board member may be removed from the Board by a two-thirds (2/3) affirmative vote of the Board for conduct prejudicial to or in conflict with the mission/vision, objectives or reputation of the Commission as determined by the Board. Before any removal for such conduct, the Board shall hold a meeting to consider the removal. This meeting may be conducted at any regular or Special Meeting of the Board. The Board shall give to the member proposed for removal written notice at least fourteen (14) days prior to the meeting during which the hearing is to be conducted, advising the Board member of the reasons for the proposed expulsion and the time and place of the meeting.

**SECTION 13: Meeting Notices.** All meetings of the Board and its committees shall comply with Montana law as it applies to open public meetings and notice requirements. Notice of Regular Meetings, the Annual Meeting and any Special Meeting shall be sent to the voting Board members and partners at their respective last known electronic email addresses at least fourteen (14) days before such meeting and posted on Commission's organization website. The meeting agenda for Regular Meetings, the Annual Meeting and any Special Meeting shall be sent to the voting Board members at their respective last known electronic email addresses at least seven (7) days before such meeting and posted on Commission's website. Any items to be voted on must be presented to the Commission office at least twenty (20) days before the Board meetings to be placed on the agenda.

**SECTION 14: Agenda.** Unless otherwise voted by a majority vote of the Board members present, the business at Regular Meetings may include:

- Welcome
- Approval of Minutes
- Special/Guest Presentation
- Reports
- Consent Agenda (if needed)
- Old Business
- New Business
- Public Input on Non Agenda Items (required)
- Information Exchange

Only those items included in the agenda and that are part of the materials emailed to the Board members may be acted upon at that particular meeting. New business may be introduced without prior notice for the

purpose either of Board action at a future meeting, referral to a committee of the Board or to staff for study or consideration.

**SECTION 15: Compensation.** Board members do not receive financial compensation for their services on the Board or any activities related to Board duties or operations outside of Board meeting related travel expense reimbursements. Board meeting travel reimbursement is determined and reviewed yearly by the Executive Committee and is not guaranteed year to year.

## **ARTICLE VII: OFFICERS**

**SECTION 1. Number and Appointment.** The Officers of the Commission shall consist of a Chairperson, 1<sup>st</sup> Vice Chairperson, 2<sup>nd</sup> Vice Chairperson, and Secretary/Treasurer positions, all of whom must be members of the Board of Directors.

**SECTION 2. Chairperson.** The Chairperson of the Board (Chairperson) shall preside over all meetings of the Board of Directors and shall be ex-officio voting member of all committees. The Chairperson shall assist in overseeing the management of the business affairs of the Board subject to the acts, instructions, and approval of the Board of Directors with the exception of such specific duties and powers as may have been expressly authorized and delegated by the General Laws of Montana. The Chairperson shall appoint all standing and temporary committees with the approval of the Board of Directors. The Chairperson shall cause an annual/bi-annual financial statement and internal controls audit showing the condition of the business affairs of the Corporation to be prepared and shall make any recommendations relative thereto the Board of Directors at such meeting they shall direct.

**SECTION 3. 1<sup>st</sup> and 2<sup>nd</sup> Vice Chairperson.** The 1<sup>st</sup> and 2<sup>nd</sup> Vice Chairpersons of the Board (Vice Chairpersons) shall have such powers and the Board of Directors or the Chairperson may from time to time assign duties as. If the Chairperson shall be unable at any time to attend to the duties of the office, then the respective 1<sup>st</sup> and/or 2<sup>nd</sup> Vice Chairperson(s) shall perform the duties of the Chairperson, and when acting as such shall have the powers of the Chairperson.

**SECTION 4. Secretary/Treasurer.** The Secretary/Treasurer shall insure all monies and other valuable assets in the name and to the credit of the Commission are in such depositories as may be designated by the Board of Directors. The Secretary/Treasurer shall assist in overseeing the management of the financial affairs of the Commission subject to the acts, instruction and approval of the Board of Directors. The Secretary/Treasurer shall present quarterly reconciled financial reports to the Board of Directors and will review all public and private financial reports submitted with each run of checks. Secretary/Treasurer shall ensure that the minutes of all meetings of the Board of Directors are to be kept and recorded. The records of the business of the Corporation shall be safeguarded in the office of the Corporation and another location to be determined by the Secretary/Treasurer.

**SECTION 5. Election and Term.** Officers are elected biennially by the Board of Directors at the Annual Meeting of the Commission. The Nominating Committee shall meet and prepare a list of officers to serve for the next two (2) years. The Chairperson shall furnish the Nominating Committee a list of members who are eligible to serve. Each proposed candidate shall be contacted by a Nominating Committee member for his or her agreement to become a nominee and to serve, if elected. The Nominating Committee shall submit its official slate of proposed officers and Directors to the members for approval at the Annual Meeting. Notice of this official slate of proposed officers shall be made to each active member no later than five (5) days prior to the date of the Annual Meeting and election. The officers, so elected, shall serve for a term of two (2) years.

**SECTION 6: Resignation.** Any Officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the time specified and the acceptance of such resignation shall not be necessary to make it effective.



**SECTION 7. Vacancy.** The Board of Directors shall fill all Officer vacancies that may occur, and the person so chosen shall hold the office for the unexpired term of his or her predecessor. The Board of Directors may elect a successor officer by a majority vote after nominations have been duly received from the executive and/or Nomination Committee to replace any person who has resigned, refused to serve or is removed from office or who otherwise ceases to be an Officer of the Board before their current term of office has expired.

**SECTION 8: Removal.** Any Officer of the Board of Directors may be removed as an Officer of the Board by three fourths (3/4) affirmative vote of the Board of Directors. The removal of any Officer shall be without prejudice.

## **ARTICLE VIII: COMMITTEES**

**SECTION 1. Appointment.** Committees, standing or special, shall be appointed by the Board Chairperson annually or as the Board deems necessary to carry on the work of the Board and present recommendations on action items to the full Board. The Board of Directors may provide for the creation and temporary duration of special committees as may be deemed necessary and may determine the selection of Board members and prescribe their duties. The Chairperson shall annually appoint members of the Board to each committee. Committee meetings are not considered meetings of the full Board of Directors.

**SECTION 2. Executive.** An Executive Committee of the Board shall exist to provide direction, as requested, to the President CEO between Board meetings. This committee shall be appointed by the Chairperson with suggested membership composed of, but not limited to, the current Chairperson, the 1<sup>st</sup> and 2<sup>nd</sup> Vice Chairpersons, the Secretary/Treasurer, the most recent Chairperson currently sitting on the Board and other Board members. The Chairperson shall serve as an ex-officio member on all committees.

**SECTION 3. Nominations.** The Chairperson shall annually appoint members of the Board who shall constitute a Nominating Committee. They shall follow accepted procedure for new Board member recruitment and election of Officers before they submit (either in electronic or written format no less than seven (7) days prior to Annual Meeting) nominations for the Directors to be elected at such Annual Meeting.

**SECTION 4.** All committees, standing or special, shall be Chaired by a Board member and shall include at least one (1) member of the Executive Committee. It is recommended but not required the 1<sup>st</sup> and 2<sup>nd</sup> Vice Chairpersons be a member of one or both the Marketing and Audit Committees.

## **ARTICLE IX: PRESIDENT CEO**

**SECTION 1: Duties.** The President CEO of the Commission shall be appointed by the Board. The President CEO shall be charged with the general supervision and management of the business affairs of the Commission. The President CEO shall be the chief executive officer and shall be charged with initiating and implementing the marketing plan, budget and related projects, the general supervision over employees, including their duties and compensation in conformity with the policies approved by the Board. The President CEO shall coordinate the agendas and minutes of the Board meetings, keep other records as the Board may direct, and perform such other duties as may be prescribed by the Board, these Bylaws, or by law. The President CEO shall so manage the affairs of the Commission as to promote the objectives for which the Commission is organized.

**SECTION 2: Authority.** Within the constraints of the approved Budget, the President CEO shall have the authority to hire such staff as may be needed to delegate the duties the President CEO and is necessary for the operation of the business of the Commission. The President CEO shall have the authority to administer

corrective discipline and/or discharge employees as necessary for the good of the Commission, set office hours, and establish salaries and duties of the employees.

**SECTION 3: Reporting.** The President CEO will ensure that the Board of Directors and its committees are regularly updated on the Commission strategic plan, budget, membership, marketing and personnel activities.

**SECTION 4: Compensation.** The President CEO shall receive such compensation as shall be set by the Board of Directors and the position annually or as specified in a written and executed employment contract. The Executive Committee shall conduct a performance review of the President CEO annually. The review shall be conducted by the Chairperson and at least one other member of the Executive committee of the Board which is assigned the task by the Chairperson. Compensation and benefits will be based on like destination marketing organizations and are to be reviewed and negotiated yearly or by terms of contract.

**SECTION 5: Resignation or Removal.** In the event a President CEO is unable to perform these duties, the approved CEO Succession Plan will be implemented.

## **ARTICLE X: LOGO**

The Commission shall have a logo approved by the Board of Directors.

## **ARTICLE XI: AMENDMENTS**

The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of the Commission by affirmative vote of at least two-thirds (2/3) of the Board at any regular or Special Meeting, provided that the proposed action is inserted in the notice of such meeting. Public meeting notice (time and place of hearing, agenda) must occur within a reasonable period before the meeting – forty eight (48) hours minimum; the time provided must relate to the nature and extent of the information being considered.

## **ARTICLE XII: AGENTS AND REPRESENTATIVES**

The Board of Directors may appoint such agents and representatives of the Commission with such powers and to perform such acts or duties on behalf of the Commission as consistent with these Bylaws, to the extent authorized or permitted by law.

## **ARTICLE XIII: CONTRACTS**

The Board of Directors, except as in these Bylaws otherwise proved, may authorize any officer or agent/representative to enter into any contract, or execute or deliver any instrument in the name of and on behalf of the Commission, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Commission by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

## **ARTICLE XIV: PROHIBITING AGAINST SHARING IN COMMISSION EARNINGS**

No member, Director, Officer, or employee of, or member of a committee of, or person in connection with the Commission shall receive at any time any of the net earnings pecuniary profit from the operations of the Commission, provided, that this shall not prevent the payment to any such person of such reasonable



compensation for services rendered to or for the Commission in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the Commission's assets upon the dissolution of the Commission.

All members of the Commission shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Commission, whether voluntary or involuntary, the assets of the Commission, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over exclusively to such organization or organizations as the Board of Directors may designate and which shall be organized and operating exclusively for charitable, education, religious or scientific purposes and at the time qualify as an exempt organization or organizations under Section 501 of the Internal Revenue Code of 1954 as it now exists or may hereafter be amended, including, without limitation, local or regional Chambers of Commerce or similarly qualified organizations.

## **ARTICLE XV: INVESTMENTS**

The Commission shall have the right to retain all or any part of any securities or property by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Commission if such action is a prohibited transaction or would result in the denial of the tax exemption under the Internal Revenue Code and its regulations as they now exist, or as they hereafter be amended.

## **ARTICLE XVI: EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no member, Director, Officer, employee, or representative of this Commission shall take any action or carry on any activity by or on behalf of the Commission not permitted to be taken or carried on by an organization exempt under the Code.

## **ARTICLE XVII: FINANCES**

**SECTION 1.** The fiscal year of the Commission shall coincide with the State of Montana's fiscal year, presently July 1 through June 30.

**SECTION 2.** All payments, except from the petty cash account or by such approved electronic means, shall require the signature of at least two (2) persons; one person to be an officer of the Commission and/or the other shall be the President CEO.

**SECTION 3.** The Board of Directors shall have the right to structure dues and provide guidance on annual budget and marketing plan.

**SECTION 4.** The Board of Directors shall ensure that an annual independent audit or review is completed for all accounts. The audit shall be reviewed and accepted by the Board of Directors.

## **ARTICLE XVIII: LIABILITY**

**SECTION 1:** Nothing herein shall constitute partners of the Commission as partners for any purpose. No partner, Officer, Director, agent or employee of the Commission shall be liable for the acts or failure to act on the part of any Officer, Director, Partner, agent or employee of the Commission; nor shall any Partners,

Officers, Directors, agents of employees be liable for their acts or failure to act under these Bylaws, except for actions or failures to act arising out of their willful misfeasance.

**SECTION 2:** The liability of Directors of the Commission for monetary damages shall be eliminated to the fullest extent permissible under Montana law. Any amendment, repeal or modification of the provisions herein shall not adversely affect any right or protection of a Director of the Commission existing at the time of such amendment, repeal or modification. Appropriate general and professional liability insurance shall be maintained for the Board and Commission staff.

**SECTION 3: Indemnification of Agents and Representatives.**

**(a)** The Commission shall indemnify each director and each officer who was or is party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Commission) by reason of the fact the he/she/they is or was a director or officer of the Commission, or is or was serving at the request of the Commission as a director or officer of another Commission, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Commission and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself create a presumption that the person did not in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the commission and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**(b)** The Commission shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Commission to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the Commission as a director or officer of another Commission, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Commission, except that no indemnification shall be made in respect of any claim, issue or matter as to which such director or officer shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Commission unless and only to the extent that the court in which such action or suit was brought or such judgment rendered shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

**(c)** To the extent that a person who is or was a director or officer of the Commission, or of any other Commission, partnership, joint venture, trust or other enterprise with which he is or was serving in such capacity at the request of the Commission, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

**(d)** Any indemnification's under paragraphs (a) and (b) of this Article (unless ordered by a court) shall be made by the Commission only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such

a quorum is not obtainable or, even if obtainable but a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by a majority of the non-director members.

(e) Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding, director or officer in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he shall be indemnified by the Commission.

(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification may be entitled under any statute, provision in the Commission's Articles of disinterested directors and otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, personal representative, and successors of such a person.

(g) The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

## ARTICLE XIX: INTERESTED DIRECTORS AND OFFICERS

No contract or transaction between the Commission and one or more of its directors or officers, or between the Commission and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes the contract or transaction, or solely because his or her, or their votes are counted for such purpose, if:

(a) The material facts as to his/her or their interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or

(b) The material facts as to his/her or their interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the members; or

(c) The contract or transaction is fair as to the Commission as of the time it is authorized approved or ratified by the Board of Directors, a committee thereof, or the members.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

## ARTICLE XX: PREVAILING LAW

In the event of a conflict between any of the provisions or terms of these procedures and the provisions or terms of the Act or the Code, the provisions or terms of the Act, shall prevail unless such terms would violate any provision of the Code applicable to the Commission.

## ARTICLE XXI: DISSOLUTION

In the Event the Commission is dissolved, or ceases to conduct activities, then the assets of the business shall be distributed in a manner consistent with the Code and the Act, and no asset shall be distributed in any

manner that would violate any private benefit or private inurement provisions of the Code or Act. The provisions shall govern and control any dissolution of the Commission.

# CODE OF ETHICS

## ARTICLE I: DEFINITION AND PURPOSE

Glacier Country Regional Tourism Commission, Inc. is a 501 (c) (6) nonprofit corporation organized to represent entire industry or the industry segment within a specific area. In Glacier Country, Commission represents the tourism industry and related economic interests of all businesses within the region.

Corporations can perform many of the same activities as people. Corporate entities can form contracts, own property, hire staff and make purchases. Because a corporation is not human, there is no way to sanction the corporation or hold it accountable for illegal activity. A corporation doesn't feel guilt or remorse for having harmed its employees or customers.

Governments and regulatory bodies cannot punish a corporation, but they can hold the people running the corporation accountable. The responsibility for ethical behavior anywhere within the corporation falls squarely on the Board of Directors because they are responsible for oversight and decision-making.

Ethical behavior means acting in ways that are consistent with what society, individuals and businesses generally accept as good values. Good values include traits like honesty, dignity, diversity, fairness and respect for individual rights, to name a few. Integrity drives ethical behavior, naturally. That's why the overall company culture is the most important influence on ethical behavior at every level of a corporation.

Commission's culture starts at the top with the Board of Directors, chief executive officer and other top managers. Everyone else within the organization gets a sense of the Commission's values through what they say and what we say through our media, advertising, employee communications and other messages.

The values within Commission's culture have great influence on the relationships between the corporation and its vendors, customers and employees. Good ethics means that people with the Commission are honest, fair and respectful toward everyone they deal with inside and outside of the organization. When ethical behavior is genuine, it sparks ethical behavior in its employees and inspire moral values. Ethical behavior is good for business.

## ARTICLE II: PERSONAL AND PROFESSIONAL INTEGRITY

All Board members, staff and volunteer representatives:

1. Recognize that the chief function of the Commission at all times is to serve the best interest of our constituency.
2. Accept as a personal duty the responsibility to keep up to date on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency and effectiveness.
3. Keep the community informed about issues affecting it.
4. Conduct our organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication and compassion.
5. Serve with respect, concern, courtesy and responsiveness in carrying out the organization's mission.
6. Demonstrate the highest standards of personal integrity, truthfulness, respect, fairness, diversity, inclusivity, honesty and fortitude in all we do in order to inspire confidence and trust in our activities.

# CODE OF CONDUCT

## ARTICLE I: DEFINITION AND PURPOSE

A fundamental factor in the successful operation of Glacier Country Regional Tourism Commission, Inc. is the maintenance of sound and harmonious work relationships among Board members. These relationships are subjected daily to a variety of stresses. Conflict is inevitable and is a healthy and acceptable step in the process of testing and vetting ideas. Respect for the individual and the organization must always be at the forefront of all conversations. The Commission Board of Directors developed this Code of Conduct, based on the tools needed for teamwork, as a guide for establishing sound relationships to help maintain an environment of trust, mutual respect and support.

All employees and Board members will support Commission's efforts on behalf of Montana's tourism industry to sustain and improve the quality of place for the public good and well-being of all; to preserve reputation of the destination; to promote tourism throughout Glacier Country; and to guide our actions in business, we hereby promise to abide by the Commission Code of Conduct that values the following.

## ARTICLE II: STATEMENTS OF COMPLIANCE

Maintain loyalty to Commission and discharge responsibilities with dedication to achieve the objectives of the Commission.

1. Actively encourage the integration of ethics into all aspects of management of the Commission activities.
2. Serve all constituents of Commission impartially and provide no special privilege to any individual constituent, nor to accept special personal compensation from an individual constituent, except with the knowledge and consent of governing stakeholders.
3. Ensure familiarity with the Western Montana attractions.
4. Provide visitors with exceptional customer service to ensure customer satisfaction, information on other products, services and attractions when requested and treat all Board members and employees of the Commission courteously, ethically and professionally.
5. Handle all inquiries, requests, transactions, correspondence and complaints promptly and fairly, and abide by all applicable federal, state and municipal laws.
6. Actively encourage diversity through the inclusion of qualified people from diverse backgrounds including but not limited to women, ethnic, racial minorities and refuse to engage in and or sanction discrimination on the basis of race, gender, gender identification, age, religion, national origin, sexual orientation, physical appearance or disability.
7. Uphold all laws, regulations and operating policies related to Commission.
8. Comply with all levels of governmental regulations concerning lobbying and political activities and use only legal, ethical and moral means when attempting to influence legislation or regulations affecting Commission or the tourism industry.
9. Issue no false or deliberately misleading statements or advertisements concerning Commission and community, any other destination organization or community or tourism industry to the media, the public or any other persons either affiliated with or unrelated to the tourism industry.
10. Refuse to engage in and or sanction activities for personal gain at the expense of Commission which employs me or has appointed me as a Board member or representative.
11. Build collaborative relationships with other destination organization industry professionals and other for the advancement of the profession of destination management.
12. Trust each other so all members of the Board help and support each other in an atmosphere of trust. To do this, Board members must always keep confidential information confidential, be willing to admit and correct mistakes, be consistent and honest in communications and be objective in approach. An environment of fun and humor will encourage the growth of trust.

13. Establish common goals. The primary goal of the Board is to fully support the mission and vision of Commission. Board members are passionate about the program. That passion must always translate to positive actions in the best interest of the program. Board members must lead by example and believe we must be held to a higher standard than expected of our employees, volunteers and partners. Therefore, we pledge to hold ourselves, as Board members, accountable to this Board Code of Conduct.
14. Respect each other. Board members will demonstrate respect for all representatives of Commission team by exhibiting integrity, honesty, and common courtesy. Our behavior will at all times be fair to everyone within the Glacier Country tourism community. As Board members, we will communicate clearly without rancor. We will be responsible and accountable to our teammates and ourselves.
15. Be willing to use the ideas of other team members. All Board members will be willing to ask tough questions and be receptive to opposing points of view in response. We will communicate with all members of the team, sharing ideas as we strive to make decisions that benefit the students, volunteers, staff, and program.
16. Make decisions together and be appropriate. Individual Board members are obligated to support all Board decisions.
17. Take pride in the team and its solutions. Differing ideas can be healthy and necessary in reaching an objective and balanced decision. However, once a vote has been taken, a Board decision is final. All Board members shall support Board decisions and exercise maximum effort to implement such decisions, even though they may have been made without or against an individual member's recommendation or approval. The Board speaks with one united voice, but responsible dissent in reaching a decision may be appropriate. We will take pride in our activities and our results. It is the responsibility of Board members to actively support the President CEO and Board decisions. Every member will take an active role in activities in at least one program of Commission Board or organization.
18. Use the strength of others. The volunteers of Commission have unlimited creative potential coupled with amazing skills. Whenever possible, the Board will engage a variety of volunteers to utilize their strengths for the organization. The dedicated staff of Commission provides the needed structure for many activities of the organization. Board members will understand and respect the duties and abilities of the Commission staff and will appropriately support them in their work. The Board will actively solicit input from our partners and will maintain close links with the communities.
19. Establish and use team roles. To accomplish all these things, it is essential that the Board define key roles to assure a clear and representative voice is used to provide communications to Board, staff, and the Glacier Country community. In addition to roles and duties defined in the Bylaws, policies and procedures.
20. The Board Chairperson is the official spokesperson for the Board.
21. Board committee Chairpersons communicate for their committees with the Board.
22. The President CEO is the official spokesperson for all tactical areas within his or her responsibility.

### **ARTICLE III: ACCEPTANCE AND ADHERENCE**

Acceptance as a Board member of Commission implies that you fully understand and agree to the terms of Code of Conduct. Adherence to this code assures those associated with Commission that Commission Board members and staff constantly strive to achieve and maintain the highest standards of professionalism and integrity. Deliberate and intentional violation could subject you to censure and possible suspension.

Each Board member will sign a single copy of the Code of Conduct annually at the first Board meeting of the fiscal year. New Board members will sign the Code of Conduct upon appointment.

## ARTICLE IV: COMPLAINTS

It is the policy of the Commission to investigate all complaints that a member has acted in contravention of the Commission Code of Conduct. Engagement by partner businesses or their employees in acts of impropriety or the appearance of impropriety or in any conduct that might adversely affect the well-being and reputation of the Commission or prove detrimental to the goals of the Commission.

If it is determined that a partner has so acted, position on the Board and partnership in the Commission may be removed in accordance with our Bylaws:

***Bylaws: Article VI, Section 12***

*Any Board member may be removed from the Board by a two-thirds (2/3) affirmative vote of the Board for conduct prejudicial to or in conflict with the mission/vision, objectives or reputation of the Commission as determined by the Board. Before any removal for such conduct, the Board shall hold a meeting to consider the removal. This meeting may be conducted at any regular or Special Meeting of the Board. The Board shall give to the member proposed for removal written notice at least fourteen (14) days prior to the meeting during which the hearing is to be conducted, advising the Board member of the reasons for the proposed expulsion and the time and place of the meeting.*

Failure to fulfill the responsibilities as a Director will be deemed as a resignation from the Board of Directors.



## FINANCIAL AUDIT POLICY

Commission will conduct a yearly financial statement and internal controls audit or financial statement review as determined by the full Board. The audit or review will be conducted by an independent certified public accountant not already associated with our financial services vendor for payroll, taxes and 990 filings.

The Audit Committee will select and oversee the auditor and evaluate the annual “review” or “audit”. The Audit Committee will be made up of Board members who are free from conflicts of interest. The full Board will approve the annual “review” or “audit.”

The Audit Committee will make every effort to review and submit for approval to the full Board the 990 tax form prior to filing with the Internal Revenue Service (IRS). If time does not allow for full Board approval prior to filing, the Executive Committee will approve and a copy of the 990 form will be submitted for approval by the full Board at the next general meeting.

The auditor selected to perform the “review” or “audit” will be an outside independent certified public accountant (CPA) that does not perform any regular bookkeeping or financial services to Commission. The Commission will make every effort to rotate auditors by conducting a formal request for proposal (RFP) every seven (7) years. The auditor will avoid any conflict of interest in staff exchange between auditing and Commission personnel. The auditor is required to disclose to Audit Committee any critical accounting policies and practices.

The internal financial safeguards that are in place reviewed by the Executive Committee that regularly reviews our financial statements and other financial records, including bank account reconciliations. This committee reports to the full Board. As a basic policy all check payments require two signatures to include two elected officers and/or the President CEO. All online payments must be reviewed and approved by one or more elected officers.

# CONFLICT OF INTEREST POLICY

## ARTICLE I: Purpose.

The purpose of the conflict of interest policy is to protect this tax-exempt Commission's interest when it is contemplating entering into a transaction or arrangement that might benefit the personal interest of an officer or director of the Commission or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to not-for-profit Commissions.

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of the disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of the meeting at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## ARTICLE II: Definitions.

### SECTION 1: Interested Person

Any director, principal officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

### SECTION 2: Financial Interest

1. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
2. An ownership or investment interest in any entity with which the Commission has a transaction or arrangement,
3. A compensation arrangement with the Commission or with any entity or individual with which the Commission has a transaction or arrangement, or
4. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Commission is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

### SECTION 3: Tourism Advisory Council Appointment

Should any elected Board officer, Chairperson of a committee, Commission employee or contracted agency representative accept appointment to the Governor's Tourism Advisory Council, they shall immediately step down from position or contract. In the case of a Board member, this person may still be a voting Board member but cannot hold any elected or Chairperson position. In the case of an employee or contracted agency representative, said person must either turn down the appointment or resign position or paid contract from the Commission.

## ARTICLE III: Procedures

### SECTION 1: Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

### SECTION 2: Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she/they shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

### SECTION 3: Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she/they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The Chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing Board or committee shall determine whether the Commission can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Commission's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### SECTION 4: Violations of the Conflicts of Interest Policy

1. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
3. Disciplinary and corrective action shall be at minimum documentation of conflict of interest violation in the minutes and/or removal from the Board.

## ARTICLE IV: Records of Proceedings

SECTION 1: The minutes of the governing Board and all committees with Board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **ARTICLE V: Compensation**

1. A voting member of the governing Board who receives compensation, directly or indirectly, from the Commission for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Commission for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Commission, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **ARTICLE VI: Annual Statements**

**SECTION 1:** Each director, principal officer and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Commission is not-for-profit and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **ARTICLE VII: Periodic Reviews**

To ensure the Commission operates in a manner consistent with not-for-profit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management Commissions conform to the Commission's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further not-for-profit purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **ARTICLE VIII: Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII (above), the Commission may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted. Leadership will ensure all Board members participate in annual governance training specific to conflict of interest.

# DOCUMENT RETENTION AND DESTRUCTION POLICY

## ARTICLE I: Purpose

This policy specifies how important documents (hardcopy, digital or other media) should be retained, protected and eligible for destruction. The policy also ensures that documents are promptly provided to authorities in the course of legal investigations or lawsuits.

**SECTION 1:** Commission recognizes the importance of maintaining records for many reasons, including, but not limited to, the following:

1. Maintain a record of the legal structure of Commission
2. Document Board and Board committee membership, decisions and activities
3. Document membership, membership votes and other activities related to involvement of members in the governance of Commission
4. Maintain a list of nonvoting affiliates
5. Maintain Commission's policies -- both Board and administrative policies
6. Allow Commission to demonstrate effective pursuit of its mission, to evaluate the success of its programs and to determine whether the Commission is achieving desired results
7. Maintain a record of federal and state tax filings and important supporting information
8. Maintain a record of financial statements and budgets and important supporting information, to monitor budgetary and financial results and activities, and to identify sources of receipts
9. Identify all donations and grants and to maintain required documents
10. Maintain personnel and employment records
11. Maintain records of all contracts or other documents creating legal obligations or potential legal liabilities, including insurance contracts, vendor contracts, personal services contracts, leases and other property related contracts, as well as notices of any legal processes involving Commission or of any government investigations.

**SECTION 2:** Commission's goal is to maintain such documents for a time period defined at a minimum by law, but otherwise for as long as such documents create an important historical record of Commission's activities or may be relevant to Commission's business needs, legal obligations, or any litigation or investigation.

## ARTICLE II: Method of Retention

**SECTION 1:** Commission may maintain records in digital form or paper or in any other safe and reliable manner.

**SECTION 2:** Records shall be stored in a secure location, which may be in the Commission offices or in a digital cloud storage, physical storage facility or other location.

**SECTION 3:** Commission shall maintain a record of where records are stored or located so that they may be accessed within a reasonable period of time.

## ARTICLE III: Document Destruction Including Prohibition on Document Destruction

**SECTION 1:** Documents not covered by this policy shall be destroyed when no longer useful to Commission and the files of Commission should be periodically culled of such documents.

**SECTION 2:** Documents covered by this policy must be maintained for the period established in this policy, at a minimum, but may be maintained for a longer period of time.

**SECTION 3:** Documents may not be destroyed and must be preserved and not altered in any manner if Commission knows or has been informed that they may be relevant to an investigation by any government entity or to litigation or potential litigation.

#### Article IV: President CEO’s Authority

**SECTION 1:** The President CEO is authorized and directed to take steps to reasonably implement this policy and shall report to the Board on any issues, resource constraints, or concerns related to adequate implementation of this policy.

**SECTION 2:** The President CEO shall notify the Board, or the Audit Committee of any additional document retention requirements mandated by law that should be added to this policy, and is directed to implement such requirements, even if not included in this policy.

**SECTION 3:** The President CEO may, by administrative policy and without Board authorization, create additional document retention requirements, as long as such requirements are not more restrictive than this policy.

**SECTION 4:** Documents that must be maintained and retention periods

Legal structure of Commission	
Articles of Incorporation and any amendments	Permanently
Annual filing with the Secretary of State	Permanently
Bylaws and any amendments	Permanently
IRS Form 1023 and amendments	Permanently
IRS letter recognizing Commission’s tax exempt status	Permanently

Board and Board committee membership, decisions and activities	
Minutes of Board and standing committee meetings	Permanently
Financial statements and budgets approved by the Board or any committee of the Board	Permanently
List of Board members, contact information, and their terms	Permanently
Periodic reviews of Board effectiveness conducted by the Board, a committee of the Board, a consultant, or management	15 years
Board resolutions, including banking resolutions, should be maintained as part of the minutes	Permanently
Annual Conflict of Interest disclosure statements	10 years after director is no longer on the Board

Partnership, partnership votes and other activities related to involvement of partners in the governance of Commission	
List of nonprofit partners, dates of partnership, basic description of the partner, and contact information	Permanently
Minutes of annual or special partnership meetings	Permanently
Notices sent to partnership related to governance functions	Permanently
Record of attendance at annual or special partnership meetings	Permanently
Activities of partners under the Bylaws, including requests for governance actions	Permanently
Proxy statements or other evidence of authority of a person to vote for any nonprofit member	5 years after no longer effective
Record of partnership fees paid by each nonprofit member	10 years.

#### Non-voting affiliates

List of non-voting affiliates, dates of affiliation, and contact information	Permanently
Record of fees paid by each non-voting affiliate	10 years

<b>Commission's policies -- both Board and administrative policies</b>	
Board policies, including record of effective dates, amendments and revisions	Permanently
Administrative policies, including record of effective dates, amendments and revisions	5 years after last effective date

<b>Documents that demonstrate effective pursuit of Commission's mission, evaluate program success and determine whether the Commission is achieving desired results</b>	
Strategic planning documents approved by the Board	15 years after end of effective period
Board, Board committee, management reviews or evaluations of Commission projects	15 years
Consultant's reports on core Commission projects	15 years
Program files on Commission programs	10 years for major projects involving more than \$25,000 during any fiscal year as determined by the CEO for other programs
<b>Financial statements, budgets, tax returns and important supporting information</b>	
Federal and state annual tax returns and any amendments	Permanently
Business records that support federal and state annual returns	10 years
Financial reviews by outside CPAs or audited financial statements of Commission	Permanently
Documents that establish Commission's sources of receipts for tax and other purposes	10 years
<i>Note: All other significant documents related to the budget and financial results and activities should be part of the minutes of the Executive Committee, Audit Committee or the Board.</i>	

<b>Grants</b>	
Records shall be kept as required by any grant document, but shall include the names and contact information of the grantee, any limitations on use, and disbursements	Permanently

<b>Other</b>	
Personnel and employment records	10 years after termination
Contracts or other documents creating legal obligations or potential legal liabilities, including insurance contracts, vendor contracts, personal services contracts, leases and other property related contracts as well as notices of any legal processes involving Commission or of any government investigations.	10 years after termination

# WHISTLEBLOWER POLICY

## Article I: Introductions

**SECTION 1:** Commission requires directors, officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Commission, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

## Article II: Reporting Responsibility

**SECTION 1:** It is the responsibility of all directors, officers, employees, and volunteers to comply with Commission policies and to report violations or suspected violations of the law in accordance with this policy.

## Article III: No Retaliation

**SECTION 1:** No director, officer, employee, or volunteer, who in good faith reports a violation of the law, shall suffer harassment, retaliation, or adverse employment consequence even if the report is mistaken, or against any employee or individual who assists in the investigation of a reported violation. An employee, officer or director who retaliates against someone who has reported a violation of the law in good faith is subject to disciplinary action up to and including termination of employment or removal from the Commission. This Whistleblower Policy is intended to encourage and enable employees and others to raise concerns about illegal or unethical activity within the Commission.

## Article VI: Reporting Alleged Violations

**SECTION 1:** Officers, directors, and employees are expected to report suspected violations of Commission policies or illegal activities to the President CEO or the Commission Chairperson. If either is alleged to be in violation of the law, then the report should be submitted to the Chairperson of the Audit Committee. A submitted report will be investigated by the Audit Committee with assistance from the Chairperson and President CEO. If legal council is needed, it will be engaged at that time by the President CEO. The Audit Committee is authorized to retain legal counsel to address a complaint if it involves the Chairperson or the President CEO. A report of findings will be submitted to the Board with recommendations for action.

**SECTION 2:** Suspected illegal activity or suspected violations of Commission policies may be submitted on a confidential basis by the complainant. Reports will be kept confidential to the extent possible except to the extent necessary 1) to conduct a complete and fair investigation, or 2) for review of Commission operations by the Commission Audit Committee, the Commission's independent public auditor and the Commission's legal counsel.

**SECTION 3:** For a proper investigation to be conducted as much information as possible should be reported and it should clearly outline the perceived illegal act or violation of Commission policies. The report should outline a specific incident with dates and names of individual(s) involved. This report should be supplied in order to conduct a sufficient investigation.

## ARTICLE V: Accounting and Auditing Matters

**SECTION 1:** The Audit Committee shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Chairperson of the Audit Committee shall immediately report to the Commission Chairperson if any illegal accounting practices are reported by the independent auditors and will work with the Audit Committee until the matter is resolved.

## Article VI: Acting in Good Faith

**SECTION 1:** Anyone filing a complaint concerning suspected illegal or unethical activity or a violation of Commission policies must be acting in good faith and have reasonable grounds for believing the information



disclosed indicates a violation of the law or Commission policies. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as malfeasance and addressed accordingly.

## **Article VII: Handling of Reported Violations**

**SECTION 1:** The appropriate person as outlined in this policy to receive an official complaint will notify the complainant and acknowledge receipt of the reported within 5 business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

Outside legal counsel may be consulted as needed or warranted by the complaint. Adapted for the Commission from the sample Whistleblower Policy written by the National Council of Nonprofit Associations, [www.ncna.org](http://www.ncna.org). 2004.

## **Article VIII: Examples of Illegal Activities**

**SECTION 1:** The following is a non-exhaustive list of the kinds of activities that should be reported:

1. Supplying false or misleading information on the Commission's financial or other public documents, including its Form 990.
2. Providing false information to or withholding material information from the Commission's independent auditors.
3. Destroying, falsifying, or concealing any records that are official documents of the Commission and if the actions are in violation of the law.
4. Altering, destroying, or concealing a document, or attempting to do so, with the intent to impair the document's availability for use in an official proceeding or otherwise obstructing, influencing, or impeding any official proceeding, in violation of federal or state law or regulations.
5. Embezzling Commission funds or benefiting financially through association with the Commission, for example serving on the Board and entering into a financially beneficial contract with the Commission.
6. Paying for services or goods that are not rendered or delivered. "Laundering" funds.
7. Using epithets, slurs, negative stereotyping, and threatening, intimidating, or hostile acts that relate to race, age, color, religion, gender, gender identification, sexual orientation, national origin or disability.
8. Circulating or posting written or graphic material in the workplace that denigrates or shows hostility or aversion toward an individual or group because of race, color, religion, gender, sexual orientation, nationality, age, or disability.
9. Discriminating against an employee or potential employee due to a person's race, color, religion, sex, sexual orientation, national origin, age, physical or mental impairment, or veteran status.
10. Violating Commission's Board and Employee Policy Manual, Conflict-of-Interest Policy, Whistleblower Policy, or Document Retention & Destruction Policy.
11. Facilitating or concealing any of the above or similar actions.



## SOCIAL MEDIA POLICY

### ARTICLE I: Purpose

**SECTION 1:** The following policy mainly guides employees in appropriate social media interactions but applies to any paid or volunteer representatives of Commission.

Commission understands that many employees participate in social networking sites (e.g., Facebook, Twitter, YouTube, LinkedIn, Pinterest) and chat rooms, and create and maintain personal websites and blogs.

Commission respects employees' online social networking and personal Internet use. However, your online presence can affect Commission as your words, images, posts and comments can reflect or be attributed to Commission. As a team member, you should be mindful to use electronic media, even on your own personal time, responsibly and respectfully to others.

Because employees' online comments and postings can impact Commission and/or the way employees are spending their time at work, Commission has adopted the following guidelines that employees must observe when participating in social networking sites and/or engaging in other forms of Internet use on and off duty. It shall be considered a breach of acceptable team member conduct to post on any public or private website or other forum, including but not limited to discussion lists, newsgroups, listservs, blogs, information sharing sites, social media sites, social or business networking sites such as LinkedIn, Facebook, Instagram, Twitter, etc., or any other electronic or print communication format, any of the following:

1. Anything that may harm the goodwill or reputation of Commission or any disparaging information about Commission.
2. Any disparaging, discriminatory or harassing information concerning any customer, employee, vendor, or other person associated with Commission. Commission's policies prohibiting harassment apply online as well as offline. See SEXUAL HARASSMENT POLICY.
3. Any confidential information, trade secrets, or intellectual property of Commission obtained during your employment, including information relating to finances, research, development, marketing, customers, operational methods, plans and policies.
4. Any private information relating a customer, employee or vendor of Commission.

Guidelines for responsible social networking.

1. Be honest about your identity.
2. Make it clear that the views expressed are yours alone.
3. You speak for yourself, but your actions reflect back to Commission.
4. Use your common sense.
5. Play nice.
6. Remember that all communication remains in the cyberspace.
7. Respect the privacy of offline conversations.
8. Don't write anything you can't say in public.

As Commission employees, you are encouraged to interact and be a part of social media communities where Commission is present. As you are participating in these social networks, you represent Commission.

1. Blogs, wikis, and other forms of online discussions are individual interactions, not Commission communications. Use common sense and be mindful that what you write will be public for a long time.



2. Identify yourself—name and, when relevant, your role at Commission—when you post something about our organization.
3. Clarify that you are speaking for yourself and not on behalf of Commission.
4. If you blog outside of Commission, and it relates to your work, use a disclaimer such as this: “The postings on this site are my own and don’t necessarily represent Commission’s positions, strategies, or opinions.”
5. Respect copyright, fair use, and financial disclosure laws.
6. Do not cite or reference clients, partners, volunteers, or vendors without their approval.

Paid and volunteer representatives who violate Commission’s social networking policy will be subject to disciplinary action, up to and including termination of employment or removal from Board.



## RISK MANAGEMENT POLICY

Commission is committed to protect its human, financial and goodwill assets and resources through the practice of effective risk management. To this end, the Board will ensure that Commission has a risk management plan for the organization that is reviewed, updated and presented to the Board of Directors on an annual basis.

### ARTICLE I: Directors and Officers Liability Insurance

Executive management will ensure that appropriate Directors and Officers (D&O) Insurance covers the organization and its directors and officers and against actual or alleged wrongful acts in three major areas:

1. Governance liability: claims resulting from general governance decisions.
2. Fiduciary liability: claims resulting from alleged fraud and improper financial oversight, including oversight of employee benefit plans (Employment Retirement Income Security Act [ERISA]) and use of grant funds and donor contributions.
3. Employment practices liability: claims resulting from employment-related activities.



# INFORMATION TECHNOLOGY (IT) RISK MANAGEMENT POLICY

## ARTICLE 1: Purpose

Commission shall adopt a set of information technology (IT) oversight principles to assist the Board of Directors and the GCT Leadership Team in their responsibility to ensure that IT is aligned with the business. These principles will enable Commission to deliver value, measure its performance, properly allocate its resources and mitigate its risks.

A cross-functional IT work group shall be established consisting of Board of Directors and staff members. This body will ensure that the organization's needs, related to strategic use of IT, are satisfied.

The President CEO will be responsible for ensuring that:

1. The IT staff stays current with developments impacting the IT function of GCT
2. IT projects are aligned with the strategic plan
3. The IT budget aligns with objectives
4. There is a plan for IT change management
5. There is a plan for data/information security
6. GCT has disaster recovery plans and business continuity plans
7. Data management policies are in place

## ARTICLE 2: Best Practices

### IT Plan Development

1. Computers and information technology can be one of the most challenging aspects to consider developing and managing an IT risk management plan. The effort that goes into a website or a database may not seem directly related to a nonprofit's mission, but organizations are regularly challenged to communicate quickly and effectively with their supporters and the general public about their mission and programs. Websites and databases allow nonprofits to share their mission to the public.
2. **Have a plan.** Strategize about how the new organization will use computers and information to achieve its mission. Plan for the short term (one or two years) and the long term (three to five years) to accommodate the changing technology landscape.
3. **Get new hardware.** If the organization can afford it, buy new computers. There are corporations and foundations that occasionally have equipment to donate, but do not provide a warranty. Unless the organization is planning to hire technical support staff, save time and money down the road by taking advantage of the standard three year warranty that comes with a new computer. Computers do break, so plan ahead.
4. **Backup key files.** Backing up the whole computer is a good idea. At the very least, be sure to backup grant applications, accounting files, fundraising database, solicitation letters and anything related to programs and personnel.
5. **Increase staff expertise.** Key staff members at all levels should have a good sense of how technology works in your office. Not everyone needs to be an expert, although some level of familiarity will help smooth over transitions when staff members leave on vacation or for a new employment opportunity.
6. **Use the Internet strategically.** Email is an excellent tool for broadcasting information and quickly responding to general inquiries. Make it part of your ongoing communications commitment. A website



should have contact information as well as details about programs. Most organizations will have a website, so make it part of a strategic plan.

### Information Systems

1. Commission should have information systems in place that provide timely, accurate and relevant information. Commission's information system should include data storage and retrieval as well as data entry.
2. Commission should have policies that prescribe how all organizational information is gathered and stored, how accuracy is maintained, how and what information is backed up, and to whom information is made available.
3. Commission should annually review its procedures to ensure that its operations are effective and efficient.
4. Commission should designate responsibility for maintaining the organization's information systems to at least one staff person, volunteer, or Board member.
5. Commission should maintain and implement a catastrophic recovery plan to deal with unforeseen events. The plan should include accurate equipment lists for insurance purposes and off-site, back-up copies of key data and information.

### Technology

1. Commission should invest in telecommunications equipment (such as telephones, voice mail, and fax machines) as well as computer hardware and software that enhance its ability to achieve its mission.
2. Commission that chooses to invest in technology equipment should allocate sufficient resources to train its Board, employees, and volunteers in its use. The nonprofit should establish goals for the information system's growth and future purchasing. The goals should be flexible enough to guide the nonprofit through a changing environment.
3. Commission should monitor ongoing technological developments that have the potential to impact its information systems or mission.



## FINANCIAL POLICIES

### ARTICLE 1: General Policies

1. Glacier Country Regional Tourism Commission, Inc., as a not-for-profit organization incorporated in the state of Montana, is entitled to exemption from federal and state income taxes under the provisions of Internal Revenue Service code, Section 501 (c) (6).
2. The Board has both authority and responsibility for all activities of the Organization. Board policies apply to all activities. The Audit Committee reviews the Organization's financial policies annually and prepares appropriate recommendations for the Board. The Board must approve all additions or changes to financial policies.
3. The Organization's fiscal year begins July 1st and ends June 30.

### ARTICLE 2: Cash Receipts/Accounts Receivable

Cash receipts (check or cash) should be recorded in a deposit ledger and then immediately endorsed with a For Deposit Only stamp. Checks should be photocopied. Cash should be verified by the documentation which accompanies the cash receipt. Copies of checks and cash documentation should be attached to each deposit record (see below).

### ARTICLE 3: Deposits

Receipts should be deposited to bank account at least once per week. A copy of the deposit record and a copy of the corresponding check or cash documentation for each item should be retained. At the end of each bank statement cycle, the office manager/bookkeeper will reconcile the deposit register and deposit records to the bank statement.

### ARTICLE 4: Bank Reconciliations

Bank statements are to be reconciled to the account/check register monthly. Reconciliations will be performed by the office manager/bookkeeper and reviewed and approved by the President CEO.

### ARTICLE 5: Cash Disbursements/Accounts Payable

The President CEO and all elected Officers shall be designated as signatories on Commission accounts.

All invoices are subject to budget authority. All checks written on invoices must have two signatures. All written checks must be presented with documentation for review and approval by the full Executive Committee. All electronic payments made prior to Executive Committee review are to be documented and itemized for review and approval by the full committee. Examples of online payments are credit cards payments and taxes.

### ARTICLE 6: President CEO Fund Allocation

The President CEO has responsibility for seeing that revenue received is allocated in accordance with any restrictions placed on its use, specifically in accordance to the public and private fund accounts. The public fund account(s) are kept independent of all private fund accounts. Public accounts are subject to contractual terms and conditions associated with Montana Lodging Facility Use Tax funding and the Tourism Advisory Council Rules and Regulations which are law according Administrative Rules of Montana.



## **ARTICLE 7: Financial Statements**

The office manager/bookkeeper and President CEO will work together to prepare financial statements on a monthly basis. These statements will summarize all expenditures and receipts for the period covered and compare them to the approved budget. The monthly statements will be circulated to the Executive Committee as with every payment review and approval request. The full Board will review the most up-to-date reconciled financial statements available at each Board meeting.

## **ARTICLE 8: Budget**

The Board of Directors is responsible for approving an annual public budget at the regularly scheduled March Board meeting. The Board of Directors is responsible for approving the private budget(s) on or before the regularly scheduled May Board meeting.

## **ARTICLE 9: Investment Policy**

Commission should limit the funds in its checking account to \$10,000.00 or less. Any amount above \$10,000.00 should be transferred to an interest bearing account or other investment vehicle approved by the Board. The Commission investment is a sweep account attached to each checking account which two signatures for any withdrawal of funds.

## **ARTICLE 10: Accounting Software**

Setting up the Commission chart of accounts and computerized accounting system should be the responsibility of the office manager/bookkeeper and President CEO. The chart of accounts is then presented to the full Board for review and approval as an itemized profit and loss statement. The President CEO and other staff will be given appropriate levels of security authority for use of the computerized accounting system





## INVESTMENT POLICY

The purpose of investments is to grow the assets of the company; therefore, the investment policy should be conservative in nature. No less than 50% of the principal shall be invested in insured certificates of deposit, at least A-rated (Moody's or Standard & Poor's) preferred stocks or corporate or municipal bonds or other similar instruments. The remainder of the funds may be invested in prudent stocks, bonds, real estate, etc.

Restrictions on public fund investments are in place and should be reviewed carefully before any action on this policy is considered.



## CONFIDENTIALITY POLICY

It is the policy of the Commission that its Board and employees may not disclose, divulge, or make accessible confidential information, including team information and lists, belonging to or obtained through their affiliation with Commission, to any persons other than those who have a legitimate need for such information or as authorized by Commission This policy is not intended to prevent disclosure required by law.



## SEXUAL HARASSMENT POLICY

Commission prohibits any employee, Director, volunteer, or contractor from making sexual advances of a verbal or physical nature toward another employee, Director, contractor or applicant for employment, election or contract. Sexual harassment is viewed as a form of representative conduct that undermines the integrity of the organization. All Directors, employees and contractors must be allowed to work in an environment free from unsolicited and unwelcome sexual overtures. Sexual harassment is a practice that demeans the individual. Consequently, Commission will not tolerate sexual harassment of its employee, Director, volunteer, or contractor by anyone. Commission will, as necessary, take disciplinary action, up to and including termination or removal from the Board, in accordance with this policy to ensure we meet our responsibilities to our employees, Directors, volunteers and contractors.

The Commission will not tolerate harassment based on an employee or Board member's race, religion, creed, color, sex (including pregnancy, sexual orientation and gender identity), national origin, veteran status, disability, age, marital status, genetic information, or any other status. Harassment can be any behavior that slanders or shows hostility toward another person because of his or her differences. Harassment creates an offensive, intimidating work environment and/or negatively affects a person's work performance or employment opportunities. Examples of prohibited harassment may include, but are not limited to, slurs, repeated jokes, innuendoes, or other verbal or physical conduct because of a person's race, religion, creed, color, sex (including pregnancy, sexual orientation and gender identity), national origin, veteran status, disability, age, marital status, genetic information, or any other status.

An employee or Board member should immediately report any incident of harassment or discrimination using the complaint procedure below. We will not retaliate against anyone for making or participating in a complaint of discrimination.

Anyone found to be engaging in any type of unlawful discrimination or harassment will be subject to disciplinary action, up to and including termination of employment.

## COMPLAINT PROCEDURE

Any employee or Board member who believes he/she/they has been subjected to or has witnessed a violation of these policies should immediately report the incident to his/her/their immediate supervisor/Board Chairman/President CEO. If the complaint is against the President CEO you would go to the Board Chairperson. If the complaint is against the Board Chairperson you would go to the President CEO. The Board Chairperson/President CEO, his/her/their designee or other appropriate party will investigate the complaint.

As soon as reasonably possible under the circumstances, the President CEO or other Organization representative shall, verbally or in writing, inform the complainant and other employees or Directors directly involved, of the results of the investigation and the Organization's decision. The factual report and the decision shall remain confidential and shall be disseminated only to persons having a need or right to know which outweighs the privacy rights of the persons involved.

In addition to the complaint procedure noted above, any employee or Director who believes he/she/they or another employee or Director or applicant for employment/election has been subject to unlawful discrimination may contact the Human Rights Bureau, 1625 11<sup>th</sup> Avenue – 2<sup>nd</sup> Floor, P.O. Box 1728, Helena, Montana 59624-1728, 406-444-2884, or the United States Equal Employment Opportunity Commission, 1-800-669-4000 or 303-866-1300 (Denver office).



## AMENDMENTS

These minutes are those which were amended, and approved September 15, 1987 by the Board of Directors at a Regular Meeting held in Libby, Montana.

Further amendments with Board of Director's approval January 15, 1988 meeting.

Amendment at the August 7, 1990 Board meeting that the four elected officers; President, Vice President, Secretary, and Treasurer, serve two year terms instead of one year. That the past President then serve as the fifth members (at large) on the Executive Committee. His/her position would be one of advisor.

Amendments with Board of Director's approval September 22, 1991 Retreat Meeting.

Amendment: PURPOSE, language taken from Glacier Country Mission Statement, added to Bylaws, as approved by the Board of Directors May 16, 2001.

Amendment: Proxy may be e-mailed or written and signed, as approved by the Board of Directors January 29, 2003

Amendments with Board of Director's approval December 9, 2008 meeting. Entire document was updated with structure of Board and term limits being two of the primary changes.

Amendments with Board of Director's approval March 9, 2010 meeting. Entire document was reviewed and appendix outlining several policies was adopted.

Amendments with Board of Director's approval March 11, 2014 meeting. Entire document was reviewed and updated. Primary change was limiting the number of voting and ex-officio members from any one county.

Amendments with Board of Director's approval May 2020 meeting. Entire document was reviewed and updated. Primary change was reorganization of Bylaws, change of titles for Executive Director and Board President to President CEO and Board Chairperson respectively, change of quorum, removal of proxy votes, add language regarding CEO performance review and determination of compensation, add when CEO succession plan is to be enacted, change audit policy to be annual and not periodic, add Code of Ethics Policy, add Code of Conduct Policy, add Social Media Policy, add Risk Management Policy, add IT Risk Management Policy, add Financial Policy, add Investment Policy, add Sexual Harassment Policy, add Code of Conduct Commitment, add Advocacy and Community Relations Plan.



## **APPENDIX A: CEO SUCCESSION PLAN**

See attached.

## **APPENDIX B: CRISIS COMMUNICATIONS PLAN**

Proprietary. Request to see.

## **APPENDIX C: ADVOCACY AND COMMUNITY RELATIONS PLAN (Coming)**

In development.



## Governance Calendar

(See Supplement Document)

## Open Public Meeting

(See Supplement Document Called “Open Public Meeting Primer”)

## Board Expenses

Board members do not receive financial compensation for their services on the Board or any activities related to Board duties or operations outside of Board meeting related travel expense reimbursements. Board meeting travel reimbursement is determined and reviewed yearly by the Executive Committee and is not guaranteed year to year.

## Office, Contract Service Agents and Employees

The GCT board determines the basic policies of the organization, while the executive committee guides the affairs of the commission and selects a President CEO charged with the general supervision and management of the business affairs of the Commission including staff and contract service agents and vendors. The President CEO is responsible to the executive committee and Board, and is supported by full-time and part-time paid staff members. Staff members and contract service agents and vendors perform their duties under the direction of the President CEO.

The office of Glacier Country Tourism is located in Missoula, Montana and has general office hours.