

# **POLICIES and PROCEDURES**

## **Northfield Convention and Visitors Bureau**

The **Northfield Convention and Visitor's Bureau ("CVB")** is organized pursuant to an agreement ("Agreement") between the **City of Northfield**, a Minnesota municipal corporation ("City"), and the **Northfield Area Chamber of Commerce**, a Minnesota nonprofit corporation ("Chamber"). The City passed Ordinance No. 508 on April 20, 1987, providing for a local lodging tax to fund CVB activities. These Policies and Procedures shall govern the CVB. These Policies and Procedures shall supersede and replace any previous Policies and Procedures and By-Laws of the CVB.

### **I. PURPOSE**

The CVB is organized as a division of the Chamber. The Chamber shall manage the CVB's activities in accordance with the Agreement and administer those funds allocated by the City from the City's lodging tax proceeds for the purpose of marketing and promoting the City as a tourism destination and convention site.

### **II. CVB BOARD OF ADVISORS**

- a. The governance, direction of work, and control of funds of the CVB shall be subject to these Policies and Procedures, other applicable policies and by-laws of the Chamber, the Agreement (and any amendments and revisions thereto) between the Chamber and the City relating to the CVB, and Minnesota statutes and the City Charter and Code of Ordinances. The CVB Board of Advisors (the "Board") shall report to the Board of Directors of the Northfield Chamber of Commerce on a semi-annual basis concerning its activities, including a statement of moneys received and expended and current and long-term assets and liabilities. A report will be made to the Northfield City Council twice each calendar year, which will include a revenue and expense report, assets and liabilities, and a work plan which identifies goals achieved.
- b. The Board shall consist of no more than twelve (12) individual members appointed by or nominated from the category group they represent, placed on the slate by the Board and submitted to the Chamber Board for its approval based strictly on compliance with these Policies and Procedures:

Three-year terms shall be held by:

- One (1) representatives from the lodging facilities located within the City of Northfield;
- Two (2) representatives from arts-based organizations, historical organizations or organized community festivals;
- One (1) representative of a Northfield retail establishment;
- One (1) representative of a restaurant within Northfield;

- One (1) representative from an outdoors or recreational sporting organization;
- Three (3) at-large representatives, employed in Northfield.

One-year terms shall be held by:

- One (1) representative of the **Board of Directors of the Chamber** (other than the President of the Chamber's Board of Directors) appointed by the Chamber Board.
  - Two (2) representatives to be appointed by the Northfield Mayor subject to confirmation by the City Council.
- c. Each Board member shall serve a term as described above, except that initial appointments may be for a shorter term in order to stagger terms (so that approximately one-third of the terms expire each year). Notwithstanding the designated terms, if a member no longer represents the group or type of business for which he/she was appointed, that member shall be deemed to have resigned.
  - d. Any vacancy on the Board shall be filled by the Board with Board approval as to compliance with these policies.
  - e. Board members may be appointed for two consecutive terms.
  - f. Board members appointed for a term less than designated above (either because of the initial arrangement for staggered terms or because the member was appointed to fill a vacancy in an unexpired term) may, upon expiration of that term, be reappointed for one additional full term. After serving a full term, a person may not be reappointed as a Board member until at least one year has passed from the expiration of that person's term.
  - g. If any Board member is absent **without notice** for more than three regularly scheduled meetings in a year, that individual shall forfeit their membership and the vacancy shall be filled as these procedures prescribe. Any Board member absent for more than 50% of the regular scheduled CVB meetings may be replaced by action of the Board to declare a vacancy and fill the same as these procedures prescribe.
  - h. *Staff:* The President of the Chamber shall serve as the President of the CVB. The President is responsible for organizing the activities of the CVB; the administration and management of the CVB; setting agendas for the Board with the assistance of the Chair; facilitating, attending and staffing all Board and Executive Committee meetings, directing contact with the community; correlating minutes of all CVB meetings; tracking the financial health of the CVB; and such other activities as may be assigned by the Board. The President is the primary point of contact for the CVB. The President may hire staff upon approval of the Board.

The President is not a member of the Board, but serves as staff to the Board.

- i. *City Staff Liaison.* A staff-person of the City designated by the City Administrator shall serve as the liaison person to act as the City's representative to the Board. The representative shall have the authority to transmit instructions, receive instructions, receive information, interpret and define the City's policies with respect to the services provided through the Consultant Service contract.

### **III. OFFICERS**

- a. The elective officers of the CVB shall be Chair, Vice-Chair, Secretary/Treasurer.
  - i. The Chair shall serve as the executive head of the CVB. The Chair shall preside at all meetings of the Board and Executive Committee, and shall perform all duties regularly pertaining to that office.
  - ii. The Vice-Chair shall perform the duties of Chair in the absence of the Chair, and is also the Chair-elect, filling the role of Chair in the following year.
  - iii. The Secretary/Treasurer shall perform the duties of Chair in the absence of both the Chair and the Vice-Chair, and shall perform all duties regularly pertaining to the office of Secretary/Treasurer, including the taking of minutes at all CVB meetings, which shall be submitted to the Board for approval at a subsequent meeting. The Secretary/Treasurer shall be responsible for the safeguarding and accounting of all funds received by the CVB and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board. The Treasurer shall generate a monthly financial report to be presented to the Board.
- b. The Office of Vice-Chair and Secretary/Treasurer shall be elected when the Committee is initially organized upon the approval of these Policies and Procedures, and thereafter annually by the members of the Board at their regular January meeting. Each officer shall hold office until his/her successor is duly elected and qualified. No person may hold the same office for more than two consecutive years.

### **IV. EXECUTIVE COMMITTEE**

- a. The Executive Committee of the CVB shall consist of the Chamber President (staff), Chair, Vice-Chair, Secretary/Treasurer.
- b. *General Responsibility:* The CVB Executive Committee shall possess and exercise only emergency powers of the Board. It shall report its action or discussion at the next meeting of the Board for approval or rejection of the action taken.
- c. *Meetings:* Notice of any meeting of the CVB Executive Committee shall be given at least 24 hours previous thereto by written notice delivered personally sent

by fax, or email to each member of the CVB Executive Committee at the address shown by the records of the Northfield Chamber/CVB. All Executive Committee members must participate in the decision process.

## V. MEETINGS

- a. Regular meetings of the Board shall be held monthly or as necessary with a minimum of six meetings a year.
- b. Special meetings may be called by the Chair of the Board, or at the request of three or more members, upon at least three business days' written notice to each member, delivered by email to each at that member's email address as shown on the records of the CVB.
- c. Any meeting of the Board may be held electronically by telephone or other electronic technology as long as the following conditions are met: the Chair and/or Executive Director determines that an in-person meeting is not practical or prudent; all members of the board are offered the opportunity to be included in the meeting; quorum standards are met in the form of the communication chosen; and all votes will be conducted by roll call to enable each member's vote to be identified and recorded. A board member is considered present when attending a meeting electronically.

In the case of meetings conducted through email, the Chair and/or President shall initiate the meeting and each board member participating must reply to all participants indicating that the communication involves every board member. Each communication must include sender's name at the end of each message. Each board member must have a private email address with which to participate; and the Secretary/Treasurer shall be responsible to create minutes of the meeting to be placed into the minutes of the Chapter. An email vote must officially open and end by a date and time determined by the Chair. Time is determined by the time stamp on the email, indicating the time the email was sent.

- d. *Quorum:* One more member than one-half the currently appointed number of members of the Board shall constitute a quorum at meetings. No business may be transacted at any meeting in the absence of a quorum, other than to adjourn the meeting.
- e. Except as otherwise provided herein, the vote of a simple majority of the members of the Board present at a meeting shall be sufficient to approve a motion.
- f. Unless contrary to specific provisions in these Policies and Procedures, meetings shall be conducted in accordance with the most recent edition of Roberts' Manual of Parliamentary Rules.

## **VI. FINANCES**

- a. The Board shall have general authority over the finances and property of the CVB, and shall have authority to order disbursements for necessary and appropriate expenses. No disbursements may be made unless consistent with the approved budget of the CVB and with the majority approval of the Board.

Notwithstanding the preceding sentence, in the event that the Board fails or refuses to approve a disbursement to which it is contractually obligated, that disbursement shall be paid from CVB funds if approved by the Board of Directors of the Chamber. All disbursements shall be made by check, signed by such person or persons who are authorized by the Chamber Board of Directors to sign checks on behalf of the Chamber.

- b. No member shall have authority to contractually bind the CVB without prior approval of its Board, and all written contracts must be signed on behalf of the CVB by the Executive Director of the Chamber (staff) and an officer of the Board.
- c. Prior to October 10 of the fiscal year of the CVB, staff shall propose an annual budget for the CVB, which, upon approval by the CVB, shall be forwarded to the Board of Directors of the Chamber for approval. The budget shall include administrative fees to be paid to the Chamber for services provided to the CVB by the Chamber, and shall also include a reasonable cash reserve to cover cash flow needs of the CVB.
- d. The CVB shall have no authority to borrow money unless approved by the Board of Directors of the Chamber and the Northfield City Council.
- e. Accounting and audit services for the CVB shall be performed by the person or firm designated by the Chamber Board of Directors, and any fees and expenses related thereto shall be paid by the CVB.
- f. The fiscal year of the CVB shall run from January 1 through December 31.
- g. All books and records of the CVB may be inspected at any reasonable time for proper purposes by any Board member, member of the Board of Directors of the Chamber, or by any designee of the Northfield City Council.
- h. Financial statements shall be submitted to the City of Northfield on a monthly basis.

## **VII. AMENDMENTS TO POLICIES & PROCEDURES**

Amendments to these Policies and Procedures may be made by an affirmative vote of 2/3 of the CVB Board and an affirmative vote of 2/3 of the Chamber Board present at a regular or special meeting called for that purpose. A vote on proposed amendments may not be

taken unless the proposed amendments have been submitted in writing to each CVB member and members of the Chamber Board of Directors at least ten (10) days prior to the meeting at which a vote is taken. As required by the Agreement with the City of Northfield relating to the CVB, amendments shall also be approved by the City Council of Northfield before taking effect. If a 2/3 vote is not received from the CVB Board or by the Chamber Board for the proposed amendments, a Resolution Committee will be formed consisting of three (3) CVB Board members and three (3) Chamber Board members, with a mutually agreed upon non-board member concerned party to act as facilitator.

**VIII. DISSOLUTION**

The Convention and Visitors Bureau may be dissolved by a vote of 2/3 of the CVB Board of Directors with the consent of the Northfield Area Chamber of Commerce Board of Directors and the consent of the Northfield City Council. In the event of dissolution, any physical property shall remain with the Northfield Area Chamber of Commerce; any cash assets shall remain with the City of Northfield after all contractual obligations and other liabilities are accounted for.

**IX. EFFECTIVE DATE**

These Policies and Procedures shall be effective upon the approval of the CVB Board, and the Board of Directors of the Chamber.

**X. FINAL DRAFT**

Approved by: CVB Board – 10/15/2015  
Northfield Chamber of Commerce – 11/10/2015  
  
CVB Board – 11/20/2018  
Northfield Chamber of Commerce - 05/29/2019