

SOUTHERN INDIANA  
REGIONAL MARKETING COOPERATIVE, INC.

S.I.R.M.C. BYLAWS

ARTICLE 1- NAME

The name of the organization is the Southern Indiana Regional Marketing Cooperative, Inc, a not-for-profit corporation, Hereinafter referred to in these bylaws as SIRMC.

ARTICLE 2 – PURPOSE – MISSION STATEMENT – GOALS

- A. The mission of SIRMC is... to develop, and promote Southern Indiana as the Midwest's premier destination, celebrating the region's unique natural beauty, heritage and culture.
- B. The goals of SIRMC are to...
1. Increase national, regional and local awareness through an ongoing proactive publicity campaign.
  2. Increase national, regional and local awareness by cooperatively advertising.
  3. Create a strategic plan for marketing and development of tourism in the region.
  4. Improve communications and ongoing education among tourism entities throughout the region by means of meetings, communications, workshops and seminars.
  5. Survey existing tourism assets within the region and determine what remains to be developed.
  6. Create a database, to produce a full listing of attractions, activities sites, and lodging to improve efficiency in responding to visitors' request and travel writer needs
  7. Establish a central office to provide clerical assistance and to handle fulfillment
  8. Explore the importance appropriateness of "location" in marketing message.

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### ARTICLE 3 – MEMBERSHIP

- A. Membership in SIRMC shall be vested in the single tourism promotion organization and that organization's Chief Staff Officer or Chief Elected Officer or their representative from the following counties: Clark/Floyd, Crawford, Dubois, Gibson, Harrison, Orange, Perry, Pike, Posey, Scott, Spencer, Vanderburgh, Washington and Warrick. The organization may be a Convention and Visitors Bureau, Tourism Commission, Chamber of Commerce, Merchants Association or other government or not-for-profit tourism promotion organization. In the event of a conflict in a single county, the County Commissioners will be asked to select a single representative by County Resolution
- B. It is the responsibility of each county representative to establish their own credentials. The voting rights for a county with a conflict will be suspended until resolved. It will not be the responsibility of SIRMC to resolve the conflict.
- C. SIRMC shall have the following EX-Officio (non-voting members)
  - 1. A representative from Historic Southern Indiana
  - 2. The appointed regional representative to the Indiana Tourism Council

### ARTICLE 4 – DUES & ASSESSMENTS

- A. Annual dues of \$2000.00 will be assessed to those counties with an innkeeper's tax in place. All other counties will be assessed \$250.00 annual. The accounting system of SIRMC will be based on a calendar year.
- B. Dues statements will be issued in January of each year. Dues must be paid before March 1<sup>st</sup> of each year for the county to be in good standing (Retain their right to vote)
- C. As the promotion of SIRMC is ongoing, and any county (member) who has been a dues paying member and chooses not to participate and not pay dues for a period of more than one year, will be required to pay \$200 plus regular membership fee to gain re-instatement to SIRMC.
- D. Cooperative marketing project will be developed that may require separate funding, individual counties may select to participate or not based on their discretion. However, with these projects only the paying participants will have input in the direction of the projects.
- E. Assessments for special purposes may be made if approved by the majority of the members present at a scheduled and announced meeting by the majority or e-mail referendum vote to all members.

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## ARTICLE 5 – MEETINGS

- A. Meeting will be conducted according to the most current edition of Robert's Rules of Order.
- B. A quorum shall consist of one half (50%) of the members (counties) in good standing present at a scheduled and announced meeting.
- C. A member organization may send an alternate representative when the regular member is unable to attend. Each member organization shall have one listed alternate. If that alternate is unable to attend, the representative attending must have a signed letter from the regular member or alternate stating that they have the right to cast votes for that organization (county).
- D. Only one (1) vote per membership (county) is permitted. After March 1 of any year, the member's (county's) due must be paid in full to retain the right to vote in SIRMC meetings.
- E. SIRMC is a private not-for-profit organization. Meetings of SIRMC are not open to the general public. Any non-member may be asked to leave the meeting by action of the presiding officer unless over-ruled by the majority of the voting members present.
- F. Meeting will be called with no fewer than five (5) working days notice to the full membership. Members can be notified via e-mail.

## ARTICLE 6 – OFFICERS

- A. Elected officers of SIRMC shall be president, vice-president, secretary and treasurer.
- B. Officers will be elected bi-annually during the first meeting of the new calendar during even-number years.

## ARTICLE 7 – COMMITTEES

- A. The following will be standing Committees of SIRMC
  - 1. Executive Committee
  - 2. Marketing Committee
  - 3. Public Relations Committee
- B. The president of SIRMC shall appoint committee chairman and official representative of SIRMC to other organizations.

- C. The president with the concurrence of the membership, may establish other committees as are deemed appropriate to carry out the activities of the organization.

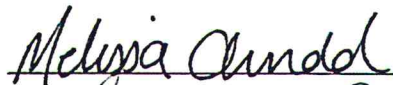
#### ARTICLE 8 – BY-LAWS

- A. These by-laws may be amended or repealed by two-thirds (2/3) vote of the members (in good standing) present at regular or special meeting providing at least (10) days written notice of the proposed amendment (s) or repeal has been given. This written notice may be by email.
- B. The Executive Committee will review the bylaws every two (2) years to insure that they meet the operating needs of the organization and offer any changes that may seem appropriate.

#### ARTICLE 9 – DISTRIBUTION OF PROPERTY UPON DISSOLUTION

- A. Upon the voluntary or involuntary dissolution of the Corporation (SIRMC) the Officers shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for tourism marketing purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) or (6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) as the officers shall determine. Any such assets not to disposed of within 90 days of the Corporations Dissolution date, shall be disposed of by the Circuit Court of Vanderburgh County, Indiana exclusively for such purposes or to such organization or organizations, as said court shall determine, which organization organized an operated exclusively for such purposes.

Update Approved 1-11-2019 (date)

 \_\_\_\_\_ SIRMC President

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