



## Article I. NAME

Section I.01 The Name of the Corporation is the Visitor Experience Group, a nonprofit corporation organized under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, hereinafter referred to as the Corporation.

## Article II. MISSION

Section II.01 To provide leadership, support, and professional development and encourage collaboration in the areas of Guest Services, Audience Engagement, and Operations.

## Article III. BOARD OF DIRECTORS

### Section III.01 Duties and Powers

- A. The Board of Directors shall manage the business of the Corporation consistent with its Mission stated in Article II and these Bylaws. In addition to the powers and authorities outlined in these Bylaws, the Board may exercise all such powers of the Corporation and do all such lawful acts to complete directed or required actions beyond those stated in these Bylaws.

### Section III.02 Elections and Terms

- A. Any Member may apply to join the Board of Directors by submitting their qualifications to the Board of Directors. New directors will be voted on at the next board meeting with a quorum.
  - i. Directors will be elected on an as-needed basis or at the discretion of the Board of Directors.
- B. The Executive Committee of the board (President, Vice President(s), Treasurer, Administrator, and Committee Chairs) are not subject to term limits.
- C. Additional At-large Members (up to 7) of the Board of Directors shall serve for a term of two (2) years, with a limit of two (2) consecutive terms. After two (2) consecutive terms a Director must vacate their position for a minimum period of one (1) year before they become eligible to rejoin the Board of Directors.
- D. A Director term of office shall commence on the day of their election and end upon the closing of the annual conference two (2) years following their election.
- E. In the event of a vacancy on the Board of Directors, the Executive Committee may appoint someone by majority vote to finish the incomplete term. If such a Director is subsequently elected to a full term, the time served finishing the incomplete term shall not be considered part of their full time.
- F. Committee Chairs of the Standing Committees (See Article X Section 01A) will be Directors of the Board so that they may report to the Board on the activities of their Committees and so that the Committee work aligns with Board-stated goals. Committee Chairs will be Directors on the Board and, as such, subject to the same term limits as Directors set forth in Article III, Section 02B and 02C.



### Section III.03 Vote

- A. Each Director shall be entitled to one (1) vote per motion during Board Meetings, or by proxy for the purpose of managing the Corporation, appointing Directors, and approving budgets. Any action which may be done or is required to be done in writing, under these Bylaws or the Pennsylvania Nonprofit Corporation Act of 1988 as amended, including agreement to a unanimous written consent, shall be valid if sent and received via board-approved communication systems, including email or other modern, electronic communication methods.

## Article IV SIZE AND COMPOSITION

Section IV.01 The Board shall consist of no fewer than six (6) and no more than sixteen (16) members.

Section IV.02 The Corporation will not discriminate on the basis of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity, or gender expression that do not conflict with the Corporation's values.

Section IV.03 The Board may appoint from time to time Advisory Members whose purpose will be to furnish advice, information, viewpoints, and recommendations to the Board of Directors. Advisory Members may attend Board Meetings but shall have no vote and no active role in the management of the Corporation.

### Section IV.04 Qualifications of Board Members

- A. Members must have previously attended a Visitor Experience Conference.
- B. Members must pay membership dues as an individual.
- C. Members must make an honest effort to support the mission, vision, and values of the Corporation.
- D. Members must help plan and make an effort to attend the Visitor Experience Conference each year.
- E. Members must attend 75% of Board Meetings each year.
- F. Members must participate in one (1) additional program beyond the Visitor Experience Conference each year.
- G. Members must demonstrate honest engagement with the Corporation and its events.
- H. Members must not discriminate on the basis of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity, or gender expression that do not conflict with the Corporation's values.
- I. Members must have experience working in the cultural, tourism, hospitality, and/or education industry.



## Article V. ELECTIONS

Section V.01 Election of Directors will take place as needed and deemed appropriate by the Board. Election shall be by affirmative vote of a majority of the members present at a meeting with a quorum.

## Article VI. CONFLICTS OF INTEREST

Section VI.01 It is recognized that occasions may arise when a Director of the Corporation, or a colleague, relative, or friend of a Director, has a financial interest in business matters of the Corporation upon which action is to be taken by the Board. When such interest exists, it is the policy of the Corporation that:

- A. Any conflict of interest be disclosed to the board prior to any vote or actions.
- B. The Director having a conflict of interest refrain from voting on the matter.
- C. The minutes of the meeting reflect that the personal interest of the Director exists and the Director abstained from voting on the matter.
- D. No contract or transaction will be entered into on behalf of the Corporation without affirmative votes from a majority of disinterested Directors at a duly convened meeting.

## Article VII. TERMINATION

Section VII.01 A Director may be removed by the affirmative vote of two-thirds majority at a meeting of the board with a quorum present or in writing whenever in the Board's judgment the best interests of the Corporation will be served. Removal from the Board does not constitute removal of membership from the Corporation.

## Article VIII. DIRECTORS

### Section VIII.01 Officers

- A. The following positions shall be held as officers of the Corporation: President, Vice President(s) (up to 2), Administrator, Treasurer, and Committee Chairs (see Section X.02).
  - i. The President may assume the duties of Treasurer.
  - ii. Officers may also serve as Committee Chairs.

### Section VIII.02 Election and Terms of Officers

- A. The Board of Directors shall elect new officers if vacancies exist. Each officer shall serve a term of two (2) years, with the option to elect a new officer at the end of the two year term. Terms served as an officer do not count against terms, or consecutive terms, served as Director. The Board of Directors may create additional officer roles as they see fit, as long as that the appointee is approved by majority vote of the Board of Directors.



### Section VIII.03 Duties of Officers

- A. President shall preside at all meetings of the Board of Directors and shall see that all orders and resolutions of the Board are carried into effect. The President shall have general oversight and direction of all the other Directors of the Corporation, and shall ensure that their duties are properly carried out. The President will also directly oversee planning efforts of the annual conference.
- B. Vice President(s) shall be vested with all powers, and required to perform all the duties, of the President in the President's absence.
- C. Administrator shall keep full minutes of all meetings of the Board of Directors, record all votes, and notify all Directors and officers of meeting times and locations.
- D. Treasurer shall be responsible for the finances of the Corporation by overseeing accounts payable and receivable, maintenance of funds, and payment of expenses. They will prepare financial statements, lead the budget development efforts, and prepare financial reports for meetings of the Board and the general membership. They will ensure that all required city, state, and federal financial requirements are met as part of the Corporation's 501(c)3 Nonprofit status.

### Section VIII.04 Resignation of Officers and Vacancies

- A. Any officer may resign at any time by giving notification to either the President or the Administrator. After any vacancy created by resignation, death, disqualification, or otherwise, the Board of Directors, by majority vote, may appoint an interim officer to finish out the term of the departing officer.

### Section VIII.05 Additional Officers

- A. The Board of Directors may also elect from time to time, at its discretion, assistant administrators and assistant treasurers and such other officers or agents as it shall deem appropriate. These officers will hold single two (2) year terms, renewable one (1) time. These officers will hold such power and perform such duties as may be determined by the Board of Directors.

## Article IX. MEETINGS

### Section IX.01 Place

- A. Meetings of the Board of Directors shall take place in the Greater Philadelphia region with teleconference options made available for Board Members in other locations, unless otherwise determined by the Board of Directors, and ample time is given to meeting participants.

### Section IX.02 Regular Meetings of the Board of Directors

- A. Regular meetings of the Board of Directors will take place every other month or as deemed necessary by the President.

### Section IX.03 Special Meetings of the Board of Directors

- A. Special meetings of the Board of Directors may be called at any time by the President or by a majority vote of the Officers.



#### Section IX.04 Quorum for Board of Directors Meetings

- A. "50% plus one (1)" of the members of the Board of Directors shall be present to constitute a quorum.

#### Section IX.05 General Meetings of the Corporation

- A. The Corporation shall hold a conference each year on a date designate by the Board of Directors, at which the Corporation will share current status and activities of the Corporation. Costs associated with this conference will be determined by the Board of Directors on a year-to-year basis.
- B. The Corporation shall hold general programming events to engage members throughout the year. Costs associated for these events will be determined by the Board of Directors on a year-to-year basis.

#### Section IX.06 Notice of Meetings

- A. Notice of Board Meetings shall be distributed by modern communication methods including, but not limited to, mail, email, or phone to each Director's preferred contact information that has been supplied by the Directors to the Corporation.
- B. Notice of the General Meeting of the Membership shall be distributed via modern communication methods including mail, email, and/or social media through contact information supplied by each Member so as to provide a minimum of two week notice for each meeting.

### Article X. COMMITTEES

#### Section X.01 Standing Committees

- A. The following shall be Standing Committees of the Board of Directors: Development Committee, Programming Committee, Communications Committee, Audience Engagement Committee, and Events and Operations Committee.

#### Section X.02 Committee Chairs

- A. The Board of Directors shall appoint Chairs of Standing Committees from the Board or Membership for the following committees: Development, Programming, Communications, Audience Engagement, and Events and Operations. The Board may also establish ad-hoc committees and appoint Chairs/Co-Chairs as deemed necessary to conduct the business of the Corporation.

#### Section X.03 Committee Members

- A. Committee Chairs shall invite appropriate individuals to participate in these committees. Aside from the Committee Chair, the Committee Members are not members of the Board of Directors. Additional members of the Board of Directors may serve on Committees of their choosing with the approval of the Committee Chair.

#### Section X.04 President

- A. The President or their designee will serve as an ex-officio member of all committees of the Corporation.



#### Section X.05 Committee Reports

- A. Each Committee Chair will present a report on committee activities during Board Meetings and meetings of the general membership.

#### Section X.06 Development Committee

- A. The responsibilities of the Development Committee shall be:
  - i. To promote membership of the Corporation;
  - ii. To facilitate the membership program;
  - iii. To assist President and Vice President(s) with fundraising activities;
  - iv. To solicit and obtain sponsorship;
  - v. To obtain feedback from membership regarding programs, communications, and events;
  - vi. To advise the Corporation on membership matters, categories of membership, and membership benefits.

#### Section X.07 Programming Committee

- A. The responsibilities of the Programming Committee shall be:
  - i. To develop programs that benefit the membership throughout the year;
  - ii. To solicit proposals for annual conference and make recommendation to the Board of Directors regarding conference program;
  - iii. To advise, teach, and advocate for the acceptance of all voices and views that represent race, ethnicity, gender, culture, different abilities, gender identity, and sexual orientation in Corporation policies, programs, and memberships;
  - iv. To advise Board of Directors and committees to ensure the organization advocates and practices diversity and inclusion;
  - v. To sponsor as well as coordinate activities and educational programs.

#### Section X.08 Communications Committee

- A. The responsibilities of the Communications Committee shall be:
  - i. To promote membership and participation in the Corporation and its programs;
  - ii. To handle all external communications on behalf of the organization;
  - iii. To develop the theme for the annual conference;
  - iv. To monitor industry trends and share with the Board and committees;
  - v. To assist the President and Vice President(s) with fundraising activities and communications;
  - vi. To develop and produce content for any media channels representing the Corporation.

#### Section X.09 Audience Engagement Committee

- A. The responsibilities of the Audience Engagement Committee shall be:
  - i. To drive membership recruitment efforts;
  - ii. To coordinate and facilitate the Diversity, Equity, Accessibility, and Inclusion fellowship;
  - iii. To assist the President and Vice President(s) with all fundraising events;
  - iv. To engage the Corporation with a more inclusive audience by initiating new collaborations and partnerships reflective of current issues and trends about diversity and inclusion;
  - v. To coordinate and facilitate the Ambassador program and other engagement initiatives.



## Section X.10 Events and Operations Committee

- A. The responsibilities of the Events and Operations Committee shall be:
- i. To organize all facility-related needs for conference and program activities including venues and hotels;
  - ii. To access the number of volunteers needed for the successful execution of all events;
  - iii. To plan and execute special events throughout the year and at the annual conference;
  - iv. To review and approve all budgets and financial reports of the Corporation;
  - v. To continually evaluate the effectiveness of the Corporation and its policies, rules, and regulations to ensure they are consistent with the bylaws.

## Article XI. FISCAL YEAR

Section XI.01 The Fiscal Year of the Corporation shall be October 1 to September 30.

## Article XII. CORPORATION ACTIVITIES

### Section XII.01 Membership Qualifications

- A. Any individual who works, volunteers, or has an interest in working with a museum, garden, historic site, cultural organization, or is working in the cultural, tourism, hospitality, and/or education industry is eligible for membership.
- B. Individual Members are not to use the Corporation strictly for personal gain, marketing of their services, or to solicit from other members in such manners that disrupt member enjoyment of Corporation programs and events. Violation will result in cancellation of membership.

### Section XII.02 Dues

- A. All members shall pay such annual dues as determined by the Board of Directors of the Corporation. Honorary Members will be exempt from dues unless determined otherwise by the Board of Directors.

### Section XII.03 Termination of Membership

- A. Any institution or member may resign from the Corporation for any reason simply by choosing not to renew their membership.
- B. Any institution or member may be terminated from membership for failure to pay dues, fees, or assessments levied by the Corporation.
- C. Upon resignation or termination of any member, all dues or fees paid for the fiscal year in which such resignation or termination occurs shall remain the property of the Corporation unless otherwise determined by the Board of Directors.



## Article XIII. DISSOLUTION

### Section XIII.01 Process

- A. The process for dissolution of the Corporation shall be as follows: any voting member of the Corporation must make a formal motion supporting dissolution to the general membership present at any general membership meeting. The Secretary of the Corporation shall then notify all members through modern communication methods of the motion and of the time and location of the vote upon the motion not less than twenty (20) days prior to the next scheduled general membership meeting. At that meeting, a formal vote upon the motion for dissolution shall be taken.

### Section XIII.02 After Dissolution

- A. Upon its dissolution, the Corporation shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to one or more organizations, which shall be chosen by the Board of Directors at the time of dissolution; provided, however, that any such transferee organization(s) shall have been determined by the Internal Revenue Service to be described in Section 501(c)3 of the Internal revenue codes, as amended, or any successors provision thereof.

## Article XIV. AMENDMENTS

### Section XIV.01 Amend or Repeal

- A. These Bylaws may be amended or repealed, and new Bylaws adopted, by vote of two-thirds of the Board of Directors present at any regular Board meeting with a quorum. Any changes to be acted upon shall first have been submitted to each director through modern communication methods not less than twenty (20) days prior to the vote.



## Article XV. INDEMNIFICATION

### Section XV.01 Liability

- A. Unless expressly disallowed by law, the Board of Directors of the Corporation shall not be personally liable, as such, for monetary damages for any action taken, unless:
  - i. The Board Member has breached or failed to perform the duties of their office under Chapter 57, Subchapter B of Title 15 of Pennsylvania Consolidated Statutes Annotated (relating to fiduciary duty); and
  - ii. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

### Section XV.02 Indemnification

- A. Except for self-dealing, willful misconduct or recklessness, or unless expressly disallowed by laws, the Corporation hereby indemnifies any person who was or is a party or is threatened to be made party to any threatened, pending or completed action, suit or proceeding (including actions by or in right of the Corporation to procure judgment in its favor) by reason of the fact that the person is or was a Board member, director, agent, employee, or any other person who is or was a representative of the Corporation against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding.



## Article XVI. Powers

Section XVI.01 To the extent necessary to enable it to carry out the functions vested in it by this Constitution, the Corporation shall have the following general powers:

- A. To sue and be sued in its corporate name.
- B. To adopt, alter, and use a corporate seal which shall be judicially noticed.
- C. To adopt such by laws, rules, and regulations, consistent with the laws of the United States or of any State, as it deems necessary for the administration of its functions under these bylaws, including among other matters rules and regulations regarding publications of the Corporation, administration of corporate funds, the organization and procedures of the Corporation, and the duties and responsibilities of elected directors.
- D. To accept, hold, and administer gifts and bequests of money, securities, or other property of whatsoever character, absolutely or in trust, for the purposes for which the Corporation is created. Unless otherwise restricted by the terms of the gift or bequest, the Corporation is authorized to sell, exchange, or otherwise dispose of and to invest or reinvest in such investments as it may determine from time to time the moneys, securities, or other property given or bequeathed to it. The principal of such corporate funds, together with the income therefrom and all other revenues received by it from any source whatsoever, shall be placed in such depositories as the Corporation shall determine and shall be subject to expenditure by the Corporation for its corporate purposes.
- E. To enter into contracts generally and to execute all instruments necessary or appropriate to carry out its corporate purpose.
- F. To appoint and prescribe the duties of such directors, agents, and employees as may be necessary to carry out its functions, and to fix and pay such compensation to them for their services as the board may determine.
- G. To create such subsidiary nonprofit corporations as may be necessary to conduct enterprises consistent with the purposes of the Corporation.
- H. And generally to do any and all lawful acts necessary or appropriate to carry out the purpose for which the Corporation is created. Except for self-dealing, willful misconduct or recklessness, or unless expressly disallowed by laws, the Corporation hereby indemnifies any person who was or is a party or is threatened to be made party to any threatened, pending or completed action, suit or proceeding (including actions by or in right of the Corporation to procure judgment in its favor) by reason of the fact that the person is or was a Board member, director, agent, employee, or any other person who is or was a representative of the Corporation against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding.