SANTA CLARA
TOURISM IMPROVEMENT DISTRICT
ORGANIZATION BYLAWS

9/23/09

ARTICLE I
GENERAL

Section 1: **NAME**

This organization is incorporated under the laws of the State of California and shall be known as the Tourism Improvement District., dba TID.

Tax ID

Section 2: **OBJECT**

The TID is a private sector funding opportunity which provides the year-to-year financing necessary to give hoteliers and the Santa Clara Chamber of Commerce & Convention-Visitors Bureau the means to focus on conventions, meetings, tourism and visitor stimulation and organization management programs. The TID functions as a self-initiated economic development program funded by a $1.00 per occupied room night fee for each of the eight hotels surrounding the Santa Clara Convention Center.

ARTICLE II
MEMBERSHIP

Section 1: **ELIGIBILITY**

Members (Biltmore Hotel & Suites, Embassy Suites, Hilton Santa Clara, Best Western Avatar Hotel, Hyatt Regency, Santa Clara Marriott, Sierra Suites and The Plaza Suites) are the eight hotels surrounding the Santa Clara Convention Center.

Section 2: **FEES**

Each of the eight hotels is to pay a $1.00 per occupied room night fee to the City of Santa Clara on a quarterly basis. The City will tally the entire fees collected from the eight hotels, take their $750 quarterly admin fee and disperse the balance to the Chamber of Commerce for administering programs and projects.

Section 3: **TERMINATION**

The TID agreement may only be cancelled if a majority of the revenue producing hotels decides to terminate their partnership with the TID. This would need to be in writing 6 months prior to start of the next fiscal year and presented to the City Manager and the City Council.

Section 4: **VOTING**

Each hotel is allowed only one vote regardless of size. Fifty-one percent (51%) or 5 members of the eight hotels shall constitute a quorum. The Chamber of Commerce & Convention-Visitors Bureau representatives are all non-voting members.

Section 5: **NON-DISCRIMINATION**

The Tourism Improvement District does not discriminate by reason of race, national origin, religion, sex, sexual preference, age or political affiliation in all aspects of its operation and membership eligibility.

ARTICLE III
MEETINGS

Section 1 **ANNUAL MEETING**

The Annual Meeting of the TID Advisory Board shall be held during January, February, or March of each year. The time and place shall be fixed by the Chair of the Board of Directors and notice thereof mailed or e-mailed to each member at least ten (10) days before said meeting.

Section 2: **ADDITIONAL MEETINGS**

Committee meetings may be called at any time by the Chair of the Board, respective chairs of the subcommittees (Advertising, Staffing/Financial). A quorum is consistent with the requirements of the Board meetings.

A special meeting of the Board may be called by the Chairperson of the Board upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each General Manager at least one day prior to said meeting, and no business can be discussed other than the announced business for the special meeting.

Section 3: **PARLIAMENTARY PROCEDURE**

All questions of Parliamentary Procedure shall be settled according to Robert's Rules of Order.

ARTICLE IV
BOARD OF DIRECTORS

Section 1 **COMPOSITION OF THE BOARD**

The Board of Directors shall be composed of the General Managers from each of the eight TID hotels.

Section 2: **VACANCIES**

In the event that a General Manager leaves the hotel, the General Manager who replaces that person will become a member of the TID.

Section 3: **POLICY**

The Board of Directors shall be responsible for formulating the policies and guidelines of the organization. These policies shall be maintained in a Policy Manual to be reviewed and revised as necessary.

Section 4: **MANAGEMENT**

The Board of Directors has an agreement with the Santa Clara Chamber of Commerce & Convention-Visitors Bureau to manage the TID program and is paid a monthly fee.

ARTICLE V
OFFICERS

Section 1 **DETERMINATION OF OFFICERS**

The TID Board, by June of each year, shall reorganize for the upcoming year. Nominations for officers can only be made by standing Board members and approved by a majority vote.

Section 2 **DUTIES OF OFFICERS**

A. Chairperson of Board: The Chairperson of the Board shall preside at all meetings of the TID Board. The Chairperson of the Board shall, with advice and counsel of the President/CEO of the Chamber, assign responsibilities to all committees and assign committee chairs from the TID Board to committee responsibilities.

B. Treasurer: The Treasurer shall be responsible for safe-guarding of all funds received by the Chamber for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to checks signed by the Treasurer and the President/CEO, or in the absence of either or both, by the Chairperson-Elect and/or the Immediate Past Chairperson and/or the Chairperson of the Board. The Treasurer shall cause a monthly financial statement to be made to the Board.

ARTICLE VI
COMMITTEES

Section 1: **APPOINTMENTS AND AUTHORITY**

The Chairperson of the Board, after consulting with the appropriate Committee Chairs and with the approval of the Board of Directors, shall appoint all committees and committee leaders. The Chairperson of the Board may appoint such ad hoc committees and their leaders as he/she deems necessary to carry out the program of the TID. In no event shall appointments exceed the term of the appointing Chairperson of the Board.

It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and carry on such activities as may be delegated to them by the Board of Directors.

Section 2: **LIMITATION OF AUTHORITY**

No action by any member, committee, division, employee, director, or officer shall be binding upon or constitute an expression of the policy of the TID until it shall have been approved or ratified by the Board of Directors.

The Chairperson of the TID Board and President/CEO of the Chamber will serve as the official spokespersons of the organization.

Committees/task forces shall be discharged by the Chairperson of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee/task force.

Section 3: **COMMITTEES**

The TID Advisory Board shall authorize and define the powers of all the committees. The Advertising Committee will be made up of the Hotel Directors of Sales, General Managers and the representatives from the Convention-Visitors Bureau. The Staffing Committee will be made up of only the General Managers and the President/CEO, VP of Finance & Operations and VP of Convention, Sales and Marketing of the Chamber & CVB.

ARTICLE VII
FINANCES

Section 1: **FUNDS**

All money paid to the Chamber for TID activities shall be placed in the TID general operating fund. Funds unused from the current year's budget will be placed in a reserve account. Monies allotted for subsidies will be placed in a money market account.

Section 2: **DISBURSEMENTS**

Upon approval of the budget, the Chamber and CVB representative is authorized to make disbursements on accounts and expenses provided for in the budget. Each disbursement check must have 2 signatures (Chamber President/CEO or Chair of the TID Board or Chair of the Financial Committee of the TID)

Section 3: **FISCAL YEAR**

The fiscal year of the TID shall be for the period of July 1st through June 30th of the following year.

Section 4: **BUDGET**

The Chamber of Commerce and Convention-Visitors Bureau shall compile a TID budget of estimated expenses and income for the coming year and prior to the beginning of the fiscal year; present it to the TID Advisory Board for approval.

Section 5: **ANNUAL AUDIT**

Accounts of the TID shall be audited annually, after the close of business on June 30th of each fiscal year.

Section 6: **BONDING**

The President/CEO of the Chamber and such other officers and staff as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the TID.

ARTICLE VIII
DISSOLUTIONS

Section 1: **PROCEDURE**

The Chamber and Convention-Visitors Bureau shall use the TID funds only to accomplish the objects and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed to the members of the Chamber. On dissolution of the TID, funds remaining shall be used to pay any subsidies offered prior to disbursement. If funds are not available to cover any outstanding subsidy liability, only the contracted hotels involved with each group subsidy shall be responsible. The contracted hotel's share will be determined by the actualized suite nights as a percentage of the total group suite nights occupied.

All equipment and software provided to the Santa Clara Convention and Visitors Bureau (SCCVB) through TID funding shall be retained by the SCCVB.

If there are additional funds remaining after all subsidies have been paid, all surplus funds are to be donated to a bona fide charitable, educational, civic, religious or similar tax-exempt, non-profit organization(s). The designation of recipient organization(s) and the amount to be donated will be at the discretion of the Advisory Board of Directors.

ARTICLE IX
AMENDMENTS

Section 1 **REVISION BY THE MEMBERSHIP**

These Bylaws may be amended only by a vote of the TID Advisory Board. Ballots shall be mailed to the General Managers; a majority of the votes cast shall determine the issues. Such proposed changes in these Bylaws must be presented through the TID Advisory Board.