

**WINNEBAGO COUNTY REGIONAL TOURISM FACILITY BOARD
BYLAWS**

ARTICLE I. Name.

The name of the organization shall be the Winnebago County Regional Tourism Facility Board.

ARTICLE II. Organization.

The Winnebago County Regional Tourism Facility Board (the Board), has been created as a Tourism Facilities Board pursuant to the provisions of 55 ILCS 5/5-1030 and by intergovernmental agreement of Winnebago County, Illinois, The City of Rockford, Illinois, The City of Loves Park, Illinois, the Village of Machesney Park, Illinois, The Village of Cherry Valley, Illinois, The Village of Rockton, Illinois and the City of South Beloit, Illinois as well as the Rockford Park District and the Rockford Area Convention & Visitor's Bureau who shall each be referred to as Member Entities. Other municipalities which meet the requirements of 55 ILCS 5/5-1030, may later be included as Member Entities following taking such action as to qualify them for membership. The principal office of the Board will at all times be concurrent with the principal office of the Rockford Park District.

The Board shall not be a separate unit of local government, shall have no paid staff and representatives serving on the Board shall receive no compensation in their capacity as Directors nor shall they receive any reimbursement of expenses.

ARTICLE III. Purpose.

The purpose of the Board is to directly or indirectly encourage, support, market, construct and/or operate sports, arts or other entertainment facilities or programs for the purpose of promoting, tourism, competitiveness, job growth and for the general health and well-being of the citizens of

Winnebago County. The Board shall also direct the use of revenues collected pursuant to a hotel tax imposed under 55 ILCS 5/5-1030 not otherwise provided for by existing intergovernmental agreement as well as directing the use of any other revenue directed to or generated by the Board to fulfill its purpose including utilizing such revenue for payments on the debt service of bonds issued by any Member Entity in support of its purpose. As its first project and priority, the Board shall support and fully fund the Reclaiming First! initiative of the Rockford Park District which was the foundational purpose for the initiation of the County Hotel Tax and for the formation of the Board and support for which has been demonstrated by resolution of the governing authorities of each Member Entity.

ARTICLE IV. Membership.

The Board shall represent the County and each municipality that has passed a resolution approving the imposition of a Hotel Tax pursuant to 55 ILCS 5/5-1030 (Member Entities). The founding Member Entities shall be Winnebago County, Illinois, The City of Rockford, Illinois, The City of Loves Park, Illinois, the Village of Machesney Park, Illinois, The Village of Cherry Valley, Illinois, The Village of Rockton, Illinois and the City of South Beloit, Illinois as well as the Rockford Park District and the Rockford Area Convention & Visitors Bureau. The Rockford Park District and the Rockford Area Convention & Visitors Bureau shall be *ex-officio* Member Entities without voting authority. Other municipalities which meet the requirements of 55 ILCS 5/5-1030, may become as Member Entities following taking such action as to qualify them for membership.

ARTICLE V. Directors.

The Board will consist of a representative (Director) from each Member Entity. The Directors shall be appointed to the Board by the Chief Executive of each Member Entity or by such other

method as each Member Entity may select for the appointment of their respective representative. The Directors shall each serve until the appointment of their successors by each Director's Member Entity. Any vacancy will be filled by the Member Entity represented by the departing director. Directors shall serve at the pleasure of the Chief Executive of the Member Entity. Each Member Entity may select such substitute representatives to act as a Director as may be necessary should the appointed Director be unable to attend a meeting of the Board.

The Board shall determine policy within the limits of these Bylaws, the Intergovernmental Agreement creating the Board, as well as the statutory authority granted to it to promote and fulfill the stated purposes of the Board and shall have discretion in the direction and disbursement of the funds under its control to the extent not inconsistent with its stated objectives or any intergovernmental agreement. It may adopt such rules and regulations for conducting business as shall be deemed advisable and may, in the execution of the powers granted to it, appoint such agents as it may consider necessary. The Board of Directors shall approve policies and does hereby delegate and vest all administrative powers and duties in the Executive Director, as its agent, for the execution of such policies and thereafter shall monitor the progress of its policies to assure desired outcomes are being achieved.

ARTICLE VI. Voting.

Each Director shall have a vote weighted by such Director's Member Entity's population relative to the population of the County as a whole. The County shall represent the unincorporated areas of the County and shall have its weighted vote measured by the population of the unincorporated areas relative to the County as a whole. An affirmative action of the Board shall require a weighted vote of Directors representing not less than 67% of the population of the County. The percentage representation of each Member Entity shall be determined from time-to-time as

necessary by reference to official data from the U.S. Census Bureau decennial census or any similar successor agency relating to any general census of all of Winnebago County, Illinois. The Rockford Park District and the Rockford Area Convention & Visitors Bureau shall have no voting rights.

ARTICLE VII. Meetings.

The Board shall meet not less frequently than once per year to review the use of revenues collected from the tax imposed by 55 ILCS 5/5-1030 (as well as revenues from any other source), and, to the extent such revenues are not already allocated to projects pursuant to intergovernmental agreement of the Member Entities or pledged to the Reclaiming First! initiatives, direct the use of such funds. The Board shall act in an oversight capacity of the Executive Director who will have all administrative, executive, spending and contracting authority to carry out the objectives of The Board and to undertake all necessary actions to fulfill the Reclaiming First! priority as well as other day-to-day executive or administrative functions.

The Board, at its meetings, shall also address any other business that may need to be conducted to further the goals and purposes of the Board. A quorum will be established by the presence of a majority of the Directors. At its annual meeting, the Board shall set a calendar of regular meetings for the next fiscal year. All meetings of the Board and committees thereof shall be conducted pursuant to the most current edition of Robert's Rules of Order, shall be conducted within Winnebago County, Illinois and shall comply with the Illinois Open Meetings Act. A Member Entity's presence at any meeting by its appointed Director shall constitute a waiver of any deficiency of notice by such Member Entity.

Meetings of the Board may be called by the Chairperson when deemed necessary, or may be called by the Chairperson at the request of any two Member Entities (including ex-officio members) through their representative Directors. Special meetings shall take place within Winnebago County, Illinois. Written Notice of the date, time and place of such special meeting shall be given to all Directors. Should a special meeting need to be called, the Directors will be given at least seven (7) days' notice of the time and place thereof except in case of emergency when at least two (2) days notice must be given. A Member Entity's presence at any meeting by its appointed Director shall constitute a waiver of any deficiency of notice by such Member Entity.

Attendance in person at all meetings shall be expected for all Directors. Each Member Entity shall assure the presence of a representative to participate in the meetings of the Board. Directors or members of any committee thereof who are unable to attend in person may, by prior Notice to the Executive Director, participate in a meeting of the Board of Directors or committee through the use of any means of communication by which all persons participating may simultaneously hear each other during the meeting. Such participation shall constitute presence in person at the meeting and the Director shall be allowed to vote on matters before the Board or committee. A sufficient number of Directors must be physically present to constitute a quorum to conduct business. Should a Member Entity fail to have a representative present for two (2) consecutive meetings, it shall be deemed as though such representative was present for purposes of quorum and that such representative voted in accordance with the majority on any question before the Board.

ARTICLE VIII. Committees.

The Board or the Executive Director may create such temporary and standing committees as either deems necessary. Such committees shall be chaired by a Director, but may include non-member individuals or entities. Committees shall act in an advisory capacity and make recommendations to the Board or to the Executive Director who shall retain all authority for action. Committees shall meet at the call of the Chair of the Committee. A quorum will be established by the presence of a majority of the members of the Committee. The act of a majority of the members of the Committee will be the act of the Committee with each member having an equal vote. Specific duties for all committees shall be assigned by the Board or the Executive Director.

ARTICLE IX. Administration.

Annually, the Board shall elect a Chair and Vice-chair from its membership and shall have any such other officers as the membership may deem necessary. Each shall serve a term of two (2) years and such officers shall be eligible for re-election. Notwithstanding the foregoing, the term of any such officer shall not exceed that of the Chief Executive by whom the member representative was appointed and any vacancy will occasion early elections. For purposes of the first meeting, the Executive Director of the Park District shall be chair *pro tem* with the first order of business being the adoption of these bylaws and the last being the election of officers.

The Chairperson of the Board of Directors shall serve as the Chief Governance Officer (CGO) of the Board. The CGO shall be responsible for: ensuring that the Board fulfills its governance obligations as set forth in Illinois statutes, these Bylaws and the Inter-governmental Agreement by which it was created; presiding at all meetings of the Board; and fulfilling other obligations as may be delegated from time to time by the Board.

The Vice-Chairperson of the Board shall assist the Chairperson in the discharge of his/her duties as the Chairperson may direct and shall perform such other duties as from time to time may be assigned to him/her by the Chairperson or by the Board. In the absence of the Chairperson, or in the event of his/her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all of the powers of and be subject to all restrictions upon the Chairperson.

ARTICLE X. Operations.

The Executive Director of the Rockford Park District shall serve as the Executive Director/Chief Executive Officer of the Board, shall be vested with any and all administrative and executive authority of the Board and shall manage its daily affairs and activities as well as directing all operations in accordance with the policies established by the Board and shall be responsible to the Board. He/She shall also have the authority to make disbursements of funds under the control of the Board in furtherance of projects authorized by the Board keeping accurate and complete records thereof and reporting the same to the Board. The Executive Director may enter into contracts on the Board's behalf and shall have the authority to engage professionals including, but not limited to, architects, engineers, attorneys, accountants and consultants, to assist in achieving Board objectives. The Executive Director may, in his/her sole discretion, appoint a Vice-director, recording secretary and other subordinate positions, each to act without compensation from the WCRTFB or its resources, as he/she may deem necessary to assist with the duties and obligations of the Executive Director. The Vice-Director shall be kept suitably apprised of the affairs of the WCRTFB so as to be able to act in the absence of the Director.

ARTICLE XI. Funds.

All funds of the Board not otherwise employed shall be deposited from time to time to the credit of the Board in fiduciary accounts for the Board held as segregated funds for its benefit by the Rockford Park District. The Executive Director shall cause to be kept correct and complete books and records of account and all books and records of the Board may be inspected by any Director, Member Entity or its agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII. Fiscal Responsibility.

In order to provide for lawful and adequate provisions for sound fiscal policies and practices of the Board including the preparation of an annual financial report, the Board hereby adopts the auditing, accounting and disbursement protocols of the Rockford Park District as its auditing, accounting and disbursement protocols and all financial transactions of The Board shall be governed thereby. The audits conducted by Winnebago County and by The Rockford Park District, to the extent that the same address the flow of Board funds, are adopted such that the Board need not undertake a separate annual audit in the regular course of its business. The fiscal year of the Board shall coincide with that of Winnebago County, Illinois as prescribed from time-to-time, or such other fiscal year as fixed by resolution of the Board.

ARTICLE XIII. Conflict of Interest.

The fact that a member entity may have a financial interest in a particular transaction or that it is a party to the transaction under consideration shall not invalidate such entity's voting rights. As public entities acting in concert through intergovernmental agreements, technical or actual conflicts will arise from time-to-time, but such shall not be a bar to proceeding if the contemplated transaction is in the best interests of the Board. It shall be the obligation of the entity to disclose its interest prior to voting.

ARTICLE XIV. Independent Verification.

In discharging their duties, Board of Directors members are entitled to rely upon information, opinions, reports or statements, including financial statements and other financial data presented to them without the need to independently verify such information.

ARTICLE XV. Amendments.

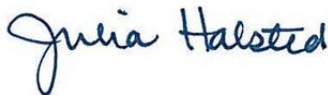
Amendments to these Bylaws may be made at any time and approved in like manner with any other action of the Board of Directors subject to the provisions of the Intergovernmental Agreement forming the Board as well as subject to Illinois law.

These Bylaws were adopted by action of the Winnebago County Regional Tourism Facility Board on 4th day of March, 2014; amended on this 1st day of September, 2015.



Chairman Ian Linnabary

Attest:



Recording Secretary

Ayes: 7 Nays: 0 Absent: 1; approved with 94.9% consent