

MISSION – To generate room nights for lodging facilities in the city of Billings by effectively marketing our region as a preferred travel destination.

BILLINGS TOURISM BUSINESS IMPROVEMENT DISTRICT BOARD OF DIRECTORS MONTHLY MEETING

November 9, 2017

BILLINGS CHAMBER BOARD ROOM - 8:30 AM

Other than the meeting start time, any time listed is approximate and agenda items may be rearranged.

Action may be taken on any item listed on the agenda.

l.	Call to Order – R. Spence, Chairman8:30						
II.	Public Comment – Comments Offered Regarding Items Not Included on the Agenda (Comments limited to three (3) minutes per speaker)						
III.	Approval of October 12 th Board Meeting Minutes – R. Spence – Page 2ACTION						
IV.	Approval of October Financial & Variance Reports – M. Stevenson/A. Tyson – Page	es 3 - 4ACTION					
V.	New Business	8:35-9:10					
	a. Engaging Tourism Partners – R .Spence						
	b. Upcoming TBID Board Strategy/Information Session – R. Spence						
VI.	Old Business	9:10-10:00					
	a. MT Legislative Update/Special Session- S. Wahrlich/D. Brooks						
	b. Bylaws Language Review – A. Tyson – Pages 5 - 12						
	c. Board Policy Review – A. Tyson – Pages 13-15	ACTION					
	d. Sports Facility Feasibility Study Update – A. Tyson						
	e. Convention Center Study Information – J. Brewer						
VII.	PACE/Activity Report Review – Pages 16 - 2110:00-10:1						
	a. Meetings/Conventions/Fall Travel Update – S. Cattarin						
	b. Fall/Brewery/Winter/AA DFW/BIL Campaigns – A. Murnion						
	c. NAIA 2018 – A. Tyson						
VIII.	Partner Update	10:15-10:20					
	a. Chamber of Commerce – G. Hart, Chamber/TBID Board Liaison						
IX.	Board Comments	10:20-10:30					
Χ.	Adjournment – R. SpenceACT						

Next TBID Board Meeting: December 14, 2017

VISIT BILLINGS
Managed by the Billings Chamber



BOARD OF DIRECTORS

MINUTES - October 12, 2017

Board Members Present: Ron Spence, George Maragos, Brian Arneson, Steve Wahrlich, Shelli Mann, Joe Studiner, Art

Westwood

Board Members Absent:

Ex-Officio Member Present: Ginny Hart

Staff Present: Alex Tyson, John Brewer, Megan Stevenson, Kelly McCandless, Dan Brooks, Alyson Murnion, Luke

Ashmore

Others Present: Wendy Offutt, Dude Rancher Lodge

Call to Order

Ron called the meeting to order at 8:30 a.m.

Public Comment

Jeff Essman passed on thanks to Stefan and provided feedback on recent convention recruitment and why it proved successful. He also sought feedback on a current legislative issue.

Election of Officers

Steve Wahrlich made a motion to accept the officers as listed previously; George seconded; motion carried.

Approval of Board Minutes

Shelli made a motion to accept the September board minutes; Steve seconded; motion carried.

Approval of Financial & Variance Reports

Joe made a motion to accept the September Financial & Variance Reports; Art seconded; motion carried.

New Business

<u>Bylaws Review</u> – Alex and Ron provided info on the bylaws and asked about any questions or sections needing update. <u>Policy Review</u> – Alex discussed the current TBID policies and asked if there were any questions or concerns. It was decided updates were needed.

Action expected on adjustments in November.

Old Business

<u>American Airline Grant Marketing</u> – Kelly discussed the federal grant process and current marketing plan for the DFW/BIL flight.

<u>Small Community Air Service Grant Marketing Accounting</u> – Kelly provided information on the accounting and asked if the TBID could be the transitional account. Shelli motioned to approve utilizing the TBID account for transitional funds; Joe seconded; motion carried.

BIL Air Service Update - John updated the board on the American Airlines flight and its current performance.

Pace & Activity Review

Alex discussed the Pace & Activity Report. Aly provided information on the fall ad campaign and the national brewery campaign. Dan provided insight to the current legislative session and the upcoming county election.

Partner Update

<u>Chamber of Commerce</u> - Ginny updated the board on the Chamber's most recent annual meeting, elections matter, an upcoming parks and recreation proposal, and the Yellowstone Kelly Interpretive Site.

Art made a motion to adjourn; Shelli seconded; meeting adjourned at 10:35 a.m.

Submitted by Luke Ashmore



TBID Board of Directors

Financial Statement Variance Report As of October 31, 2017

Revenue over expenses is \$64,989 over budget

Revenue is \$45,901 over budget from assessments.

• A total of \$44,550 was received for the balance plus penalties and interest that was outstanding from the previous fiscal year.

Expenses are \$19,088 under budget.

- Staff Expenses are \$7,521 under budget from anticipated staffing changes.
- Administrative Expenses are \$1,610 under budget.
 - o Computers and Equipment is over budget \$643.
 - o Office Supplies and Postage are under budget \$1,513.
 - o Professional Training is \$471 under budget.
- Marketing Expenses are \$9,958 under budget from the following:
 - o Advertising is over budget \$1,788 for TBID's portion of the agency advertising retainer.
 - Opportunity is under budget \$7,075 from general opportunity due to timing of how budget is spread.
 - o Printed Materials is under budget \$523 from promotional materials.
 - o Publicity is under budget \$952 for inroom gifts and the TTA fall program.
 - o Sales Expense is under budget \$2,450 from instate sales and sales missions.
 - o Tradeshows is under budget \$398 due to anticipated travel/registrations expenses.
 - o Website is \$312 under budget.



Tourism Business Improvement District Profit & Loss **Budget vs. Actual** October 2017

	CURRENT MONTH		YEAR TO DATE			LAST YEAR
			Oct 2017	Oct 2017	2017-18 Annual	Oct 2016
ncome	Actual	Budget	Actual	Budget	Budget	Actual
001100 · TBID Assessments	_	_	978,449	933,000	1,735,000	948,70
001500 · Miscellaneous Income	107	-	452	-	-	37
Carryover from 2016-2017	-	-	-	-	6,906	63,95
otal Income	107	0	978,901	933,000	1,741,906	1,013,03
xpense						
001000 · Staff Expenses						
5007000 · Wages	21,844	24,806	109,659	115,602	303,832	104,72
5007100 · FICA Expense	1,631	1,897	7,463	8,079	22,478	7,38
5007200 · Unemployment Expense	64	350	532	1,400	4,202	62
5007400 · Health & Accident Expense	2,668	2,538	10,521	10,116	30,736	9,87
5007500 · Retirement Expense	1,547	1,957	6,735	7,259	20,870	5,72
5007700 · Workers Compensation Expense	145	135	565	540	1,620	55
5007800 · Staff Employment Expense	27,899	31,683	135,475	- 440,000	- 202 720	400.04
otal 5001000 · Staff Expenses	27,099	31,003	135,475	142,996	383,738	128,94
009000 · Administrative Expenses						
5009200 · Computers	632	550	5,223	4,949	14,462	2,62
5009300 · Equipment & Repair Expense	381	250	1,368	1,000	4,500	1,03
5009500 · Liability Insurance	-	-	1,595	1,750	2,300	1,59
5009600 · Meeting Expenses	1,413	948	3,627	3,740	11,825	4,40
5009650 . TBID Communications	-	-	3,689	3,700	16,600	8
5009700 · Office Supplies	623	708	1,471	2,112	3,780	2,66
5009750 · Postage	320	895	2,558	3,430	10,000	1,82
5009800 · Professional Training	802	1,000	6,529	7,000	10,500	1,17
5009850 · Legal and Accounting 5009900 · Telephone/Wireless Eqiupment	1,100.00 680	550 498	1,100.00 2,002	1,100 1,992	14,750 5,976	
otal 5009000 · Administrative Expenses	5,950	5,399	29,162	30,773	94,693	1,74 17,14
150000 · Marketing Expenses	23,964	25,164	232,418	230,630	582,875	235,60
5151000 · Advertising 5151500 · Film Recruitment	23,904	25,164	232,410	230,630	1,000	235,60
5152000 · Pilli Recrudition	(2,000)	2,500	26,425	33,500	270,000	235,40
5152500 · Opportunity 5152500 · Printed Materials	2,636	2,650	11,602	12,125	60,200	11,07
5153000 · Publicity	8,882	9,250	46,198	47,150	124,750	16,75
5154000 · Sales Expenses	4,453	4,430	11,840	14,290	135,000	21,12
5155000 · Tradeshows/Conventions	1,685	1,850	16,657	17,055	56,250	16,76
5156000 · Visitor Information Center	135	150	314	350	7,500	14,26
5156500 · Web Site	805	1,250	6,339	6,650	25,900	5,85
otal 5150000 · Marketing Expenses	40,559	47,244	351,792	361,750	1,263,475	556,84
otal Expense	74,409	84,326	516,430	535,518	1,741,906	702,929
•						
	** Increase in T	(84,326) BID Assessments due	462,471 e to receiving outstar	397,482	from prior fiscal year	310,100
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IAIA Tournament	Month		YTD			
NAIA Tournament Revenue	1,500		5,902			
NAIA Tournament Expense	2,000		2,369			
otal NAIA Tournament	(500)		3,533			
ITOTBD Air Service Grant:	Month		YTD			
Air Service Grant Revenue			50,000			
Air Service Grant Expense	-		50,000			
· · · · · · · · ·						
otal NAIA Tournament	-					
		Cash	Current Month	Last Month	Last Year	
		Unrestricted	469,377	543,678	310,106	
		NAIA Tournament	3,533	4,033	-	
		Air Service Grant	-	-	-	
		Contract Reserves	-	-	-	
		BOD Restricted	50,000	50,000	175,000	
		Total Cash	522,910	597,712	485,106	





BYLAWS

Of the Billings Tourism Business Improvement District

PURPOSE MISSION STATEMENT

To generate room nights for lodging facilities in the city of Billings by effectively marketing our region as a preferred travel destination.

BOARD OF DIRECTORS STATEMENT OF GOVERNANCE

The Billings Tourism Business Improvement District (BTBID) Board of Directors governing priorities are to:

- Actively support, promote and participate in the BTBID's mission;
- Work with strategic partners to better position Billings as a tourism destination;
- Ensure transparent communication with stakeholders and the community;
- Have a productive relationship with the destination management and marketing organization (DMMO) staff as well as Billings Chamber of Commerce leadership.

RESPONSIBILITY LEVELS OF A VOLUNTEER ORGANIZATION

- Stakeholders
- Board of Directors
- Executive Committee
- Staff

This is the Input Level

This is the Policy-Making Level

This is the Direction Level

This is the Management Level







BILLINGS TOURISM BUSINESS IMPROVEMENT DISTRICT BYLAWS

Article I Organization

- Section 1.1 Name. The name of the organization shall be the Billings Tourism Business Improvement District, hereafter referred to as the "BTBID."
- Section 1.2 <u>Mission</u>. The mission of the BTBID is to generate room nights for lodging facilities in the city of Billings, Montana by effectively marketing our region as a preferred travel and tourism destination.
- Section 1.3 <u>Powers</u>. The BTBID may engage in any activity consistent with the Billings City Charter, its Articles, Montana law, and these Bylaws, provided that the BTBID Board of Directors determines that the activity is in furtherance of the purposes for which the BTIBD was formed.
- Section 1.4 <u>Definitions.</u> The following terms used herein shall have the following definitions:
 - a) "Act" means the Montana Business Improvement District Act.
 - b) "Appointing Authority" means the Mayor of the City of Billings, Montana.
 - c) "Board" means the Board of directors of the BTBID.
 - d) "Governing Body" means the City Council of the City of Billings, Montana.
 - e) "Director" means a director of the Board of Directors of the BTBID.

Article II Board of Directors

- Section 2.1 <u>Board of Directors.</u> All corporate powers shall be exercised by or under authority of, and the business and affairs of the BTBID shall be managed under the direction of, the Board of Directors of the BTBID except as may be otherwise provided in these Bylaws or by law.
- Section 2.2 Number. The Board of Directors shall consist of not less than five or more than seven owners of property within the BTBID or their designees. The number of directors of the Board, once established, may be changed within these limits from time to time by resolution of the Governing Body. A resolution to reduce Board membership may not require resignation of any member prior to completion of the member's appointed term.
- Section 2.3 Qualifications of Directors. Candidates for director should meet the following general criteria:
 - 1. owners of land within the geographic area of the BTBID or their designee (per state statute);



- 2. property they represent must be open for business and collecting the BTBID assessment at the time of appointment and while serving on the Board;
- 3. must reside within the City limits for at least two (2) years;
- 4. must be 18 years of age or older;
- 5. must be a registered voter;
- 6. must be committed to the well-being of the BTBID and Billings as a tourism destination;
- 7. respected citizen or leader;
- 8. able to work effectively as part of a group;
- 9. competent in some area of value in achieving objectives/mission of the BTBID;
- 10. able to maintain a commitment for the term of appointment; and
- 11. balances full Board in terms of representation of large, medium and small hotel properties. It is the desire of the BTBID Board to maintain a well-balanced representative Board based on property size. The Board composition should aspire to be: Two (2) representatives from properties with between 6-89 rooms, three (3) representatives from properties with between 90-150 rooms, and two (2) representatives from properties with 151 rooms or more;
- 12. should appropriate representation not be available to execute Section 2.3 #11 properly, the BTBID will rely on the Appointing Authority to designate a representative as a Director following Section 2.3 #1-10.
- Section 2.4 <u>Nominations</u>. A nominating committee of the BTBID Board or, in some cases, the Yellowstone County Lodging Association (YCLA), as designated by the BTBID Board, shall submit the name(s) of nominee(s) for Board service to the Appointing Authority at any time, as determined by the Board or vacancies.
- Section 2.5 <u>Appointment.</u> Seven (7) initial directors are appointed by the Governing Body in City of Billings Resolution 09-18848, and future directors shall be appointed by the Appointing Authority and approved by the Governing Body.
- Section 2.6 Term. Three of the directors who are first appointed must be designated to serve for terms of 1, 2, and 3 years, respectively, from the date of their appointments, and two (2) must be designated to serve for terms of four (4) years from the date of their appointments. For a seven (7) member Board, there must be two (2) additional appointments for terms of 2 years and 3 years, respectively. After initial appointments, directors must be appointed for a term of office of four (4) years, except if a vacancy occurring during a term must be filled for the unexpired term. A director may hold office for up to two (2), four (4) year terms per the Governing Body's Boards and Commissions Policy as decided by the Appointing Authority.
- Absences. If, within a period of twelve (12) consecutive months, any director is absent from four (4) or more regular Board meetings, notice of which has been given to the director at the director's usual place of work or residence, or by announcement at a meeting attended by the director, the Chair may call such absences to the attention of the Board which may then recommend to the Appointing Authority that such director be removed and that another person be appointed to serve for the unexpired term.



- Resignation, Removal and Vacancies. A director may resign at any time by delivering written notice to the Board. A director's resignation is effective upon delivery of the notice of resignation unless the Board authorizes otherwise. A member of the Board may be removed by the Appointing Authority, with the consent of the Governing Body. A vacancy on the Board shall be filled by the Appointing Authority, with the approval of the Governing Body. It is the desire of the Board to maintain property-size diversity on the Board as noted under Section 2.3, #11. If a Board member moves to a similar size property, that Board member should retain his or her position on the Board as long as they provide a letter from the ownership appointing that individual as their designee within 30 days. A Board member moving to a different size property must refer to Sections 2.4 and 2.5.
- Powers and Duties. The Board shall have those powers set forth in the Act. The Board's responsibilities shall include, without limitation, (1) administration of the BTBID, including oversight of expenditure of its funds; (2) the establishment of goals and policies for the BTBID, (3) providing annual budgets and work plans to the Governing Body for approval each fiscal year with the BTBID Executive Director; (4) nomination of directors for the BTBID to the Appointing Authority and Governing Body; (5) recommending to the Governing Body for approval each fiscal year a method of levying an assessment on the property within the BTBID that will best ensure that the assessment on each lot or parcel is equitable in proportion to the benefits to be received; (6) appointment of an Executive Director of the BTBID; (7) approval and implementation with staff of programs to be undertaken or administered in furtherance of the objectives of the BTBID and the purposes of the Act, (8) compliance with the requirements of the Act, and (9) long range and strategic planning.
- Section 2.10 No Compensation. Members of the Board may receive no compensation.

Article III Meetings of the Board

- Section 3.1 Regular Board Meetings. The regular meetings of the BTBID Board shall be held at a time and location determined by the Board. Notice of such meetings shall be provided by telephone, telefax, U.S. mail, e-mail, or other communication, at least twenty-four hours before the regular meeting is to occur. Public notice of regular Board meetings shall be provided via news release, website, newspaper advertisement or other method determined by the Board to inform the community.
- Section 3.2 <u>Special Board Meetings</u>. The Chair or any officer and two members of the Board may call a special meeting of the Board with at least twenty-four hours' notice as provided in Section 3.1 to each member of the Board. Such notice shall state the purpose for which such special meeting is called.
- Section 3.3 Quorum. A quorum of the Board consists of a majority of the number of directors in office immediately before the meeting begins. Directors may be in attendance at any meeting in person or by telephone connection, but any such connection shall permit any director not attending in person to hear all discussion concerning any item upon which action is to be taken, and shall permit all persons in attendance to hear the director attending by telephone.
- Section 3.4 <u>Board Action</u>. If a quorum is present at a meeting of the Board, then the affirmative majority vote of the directors present at the meeting shall constitute the act of the Board. The Board may not take any



action unless a quorum of the Board is present, except a majority of less than a quorum may adjourn the meeting. Each director shall have one (1) vote.

- Section 3.5 <u>Proxy Prohibition</u>. No proxy voting shall be permitted.
- Section 3.6 <u>Actions by Written Consent</u>. Any action of the Board may be taken without a meeting and may be in the form of fax or email. A 2/3 majority of the voting members of the Board are required to pass a written motion.
- Section 3.7 Committees. The Board may designate and establish such committees and task forces as it considers appropriate to carry into effect the objectives and purposes of the BTBID. Committee chairs will be appointed by the Chair of the Board. Committee meetings or task force meetings may be called at any time by the chairperson of the committee or task force or by the Chair of the Board. At any duly called meeting of a committee or task force, those present shall constitute a quorum. Each committee and task force shall study, investigate and make recommendations to the Board on subjects within the general scope of activity assigned it by the Chair of the Board or which subsequently may be referred to it by the Chair of the Board or by the Board.

Article IV Officers

- Section 4.1 Officers. There shall be a Chair, a Vice Chair, a Treasurer and BTBID Executive Director of the Board who shall be the officers of BTBID. In the absence of the Chair the Vice Chair shall act as chair. The Executive Director is a non-voting member of the Board.
- Section 4.2 <u>Election of Officers</u>. Officers shall be elected annually by the Board at the last regular meeting of the fiscal year. Any officer may sign all official documents on behalf of the organization upon approval by the Board and shall have such other duties as the Board may direct.
- Section 4.3 <u>Chair</u>. The Chair shall preside at all meetings of the Board and at any other meetings of the BTBID. The Chair shall appoint members to such committees and task forces as are created by the Board of Directors, when necessary. The initial chair shall be appointed by the Mayor of the City of Billings (Appointing Authority), pursuant to §7-12-1122 M.C.A. The term of office of the Chair shall be for one year or until his/her successor is elected.
- Section 4.4 <u>Vice Chair</u>. The Vice Chair shall perform the duties and exercise the powers of the Chair in the absence or disability of the Chair and shall perform any other duties as prescribed by the Board of Directors.
- Section 4.5 <u>Treasurer</u>. The Treasurer shall be responsible for oversight of the financial records of the organization with the BTBID Executive Director and the designated accountant for the BTBID.
- Section 4.6 Executive Director. An Executive Director of the BTBID shall be appointed by the Board. The Executive Director must be the executive director of a nonprofit convention and visitors bureau, as defined in 15-65-101, M.C.A., if a nonprofit convention and visitors bureau is operating within the Governing Body's jurisdiction. The Executive Director shall be charged with the general supervision and management of the business affairs of the BTBID. The Executive Director shall be the chief executive officer and shall be charged with initiating and implementing the marketing plan, budget and related



projects, the general supervision over employees, including their duties and compensation in conformity with the policies approved by the Board. The Executive Director shall keep the minutes of the Board meetings or assign someone to do so. The Executive Director shall keep other records as the Board may direct and perform such other duties as may be prescribed by the Board, these Bylaws, or by law. The Executive Director shall so manage the affairs of the BTBID as to promote the objectives for which the BTBID is organized.

- Section 4.7 Other Officer Duties. The Board may provide such additional duties for any officer, as it deems necessary.
- Section 4.8 Officer Vacancy. A vacancy in any office shall be filled by the Board at its next regular meeting for the remainder of the unexpired term.

Article V Conflict of Interest

Section 5.1 Conflict of Interest. A conflict of interest transaction is a transaction with the BTBID in which a director of the BTBID has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the interested director if the transaction was fair at the time it was entered into or is approved pursuant to Mont. Code Ann. §35-2-418. However, in no event shall the interested director vote on the decision to enter into such transaction. Any director having an interest or conflict in a transaction presented to the BTBID Board for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board prior to its acting on such transaction. Such disclosure shall include any relevant and material facts, known to such person, about the transaction which might reasonably be construed to be adverse to the BTBID's interest. The Board shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such director shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction, nor shall the director be counted in determining the guorum for the meeting. The minutes of the meeting will, upon request, reflect that a disclosure was made, the action taken with respect to such disclosure, and, if applicable, the abstention from voting and the presence of a quorum.

Article VI Administrative and Financial Provisions

- Section 6.1 <u>Fiscal Year</u>. The fiscal year of BTBID shall be July 1 June 30.
- Section 6.2 <u>Check Writing Authority</u>. The Board shall establish limits on the check writing authority of directors, officers, employees, and agents of BTBID.
- Section 6.3 <u>Budget and Marketing Plan.</u> Expenditure of all income shall be allocated to meet the operating needs of the BTBID under a budget and marketing plan prepared by the Executive Director and adopted by the Board and the Governing Authority. The Executive Director shall make a cumulative report each month to the Board on income and expenditures. The approved budget and marketing plan shall be reviewed as requested by the Board to assure that funds are being expended as allocated and to determine if any reallocation of resources is needed.



- Section 6.4 <u>Disbursements.</u> Upon approval of the Fiscal Year Budget by the Board and the Governing Body, the Executive Director is authorized to make such disbursements as necessary on accounts and expenses provided for in that budget, without additional approval from the Board. Such disbursements may be made by check and require any two (2) of the following signatures: Executive Director; Chair; Chamber President/CEO; or any designated director(s). Checks shall be supported by proper requisitions, vouchers, statements, or other evidence showing the expenditure to be appropriate and authorized under the budget.
- Section 6.5 <u>Indebtedness.</u> No loan or advance shall be made or contracted on behalf of the BTBID, and no note, bond, or other evidence of indebtedness shall be executed or delivered in its name except in the manner provided by law and as authorized by the Board.
- Section 6.6 <u>Public Records</u>. All financial records of the BTBID related to assessments are public documents and shall be made available to any member of the public who wishes to see them, provided arrangements are made in advance to review said records in the office of the BTBID during regular office hours. Approval of a majority of the Board shall be required to remove any financial record of the BTBID from the public file.
- Section 6.7 Audit. The Board shall engage an independent certified public accounting firm to audit, annually, all general and special accounts of the BTBID. The firm may be instructed to perform unannounced audits at any given period of the year for verification of accounts, in addition to the annual audit. The Board may from time to time audit hotel reports of occupancy to assure proper collections of assessments. All audit results should be distributed in writing on a timely basis to the Board.
- Section 6.8 <u>Use of Assessments</u>. Assessments collected by the BTBID shall be used for the following purposes:
 - (a) the funding of all uses and projects for tourism promotion within Billings as specified in the BTBID budget; and
 - (b) the marketing of convention and trade shows that benefit local tourism and lodging businesses in Billings; and
 - (c) the marketing of Billings to the travel industry in order to benefit local tourism and the lodging businesses located within the BTBID; and
 - (d) the marketing of Billings to recruit major sporting events in order to promote local tourism and to benefit the lodging businesses within the BTBID.
- Section 6.9 <u>Spokesperson</u>. Only the Chair of the Board, the Executive Director, or their designee shall have authority to speak on behalf of, or to issue media releases for the Board or the BTBID.

Article VII Amendments

Section 7.1 These Bylaws may be amended or repealed and new Bylaws adopted by the Board at any regular or special meeting of the Board by the affirmative vote of at least two-thirds (2/3) of the directors.



CERTIFICATE OF ADOPTION OF BYLAWS

District were duly adopted by majority vote of	he above Bylaws of the Billings Tourism Business Improvement the Board of Directors at a duly held meeting on December 6, 2007 purism Business Improvement District. Bylaws modified 2011, 2015,
	Billings TBID Chair Dated:





Billings TBID Board Approved Policies

Updated: 11/2017







Billings Tourism Business Improvement District Board Approved Policies

The following policies of the Billings Tourism Business Improvement District have been approved by the TBID Board of Directors. Such policies are developed to serve as a guiding principle for staff and/or set a course of action which will support the mission and objectives of the Billings TBID.

1. Public Comments:

A public comment period is available at the beginning of each TBID Board meeting. This section of the agenda is used for public comment on any agenda or non-agenda item. Each speaker is to be limited to three (3) minutes and is monitored by the Chairperson or presiding officer of the meeting. The Chairperson or presiding officer has the authority to extend a time limit based on relevance, time constraints and/or other factors. During specific agenda item discussions, the Chairperson or presiding officer has the authority to allow public comment for a period of time as deemed necessary by the Chairperson or presiding officer.

2. Ex-Officio Member for Chamber of Commerce Board of Directors:

The TBID Board Chair will serve as or appoint the ex-officio liaison for the Billings Chamber of Commerce/Convention and Visitors Bureau Board of Directors. The Billings Chamber of Commerce Board Chair will serve as or appoint the ex-officio liaison for the TBID Board of Directors.

3. Event Subsidy Policy:

As Visit Billings administrative, marketing and sales staff deem necessary, a subsidy may be offered in some cases as a means to be competitive in bidding efforts to contract travel and trade business for Billings. In some cases a subsidy is required by the planner to bid an event. Staff may negotiate and use up to 2% of the expected economic impact of the event as an incentive using current visitor expenditure research. Whenever possible, subsidies must be used in the Billings community (i.e. facility rental, printing costs, transportation, etc.). If the funding falls outside of said limitations, staff may bring the opportunity to the TBID Board of Directors for a vote of support and a suggested subsidy increase to help secure business for Billings and TBID stakeholders.

4. Tradeshow Policy:

- I. As a fiscal year Visit Billings Marketing Plan is executed, a list of trade shows and/or conventions will be compiled by leisure, meetings/convention and sports sales staff. Visit Billings' staff will offer Visit Billings stakeholders the option to attend shows deemed appropriate in order to best represent and promote Billings as a tourism destination.
- II. Stakeholders will be given an option to respond to the Visit Billings Executive Director by expressing their interest in attending a specific show.
- III. Should two (2) or more properties express interest in attending the same show, a lottery drawing will determine the attendee. Preference will be given to entities that have not attended a show/convention previously.
- IV. The Visit Billings Executive Director will determine the appropriate number of booth representatives needed per show.
- V. TBID funds will pay for basic expenses for stakeholders, including association membership, convention registration and logoed clothing, if/as necessary. Attendee(s) is responsible for all other expenses related to travel including airfare and accommodations. As a representative of Visit Billings at a booth, stakeholders must realize they will be representing all Billings' area lodging partners and Billings as a tourism destination, not an individual property or entity. Any stakeholder attending such shows must make an effort to become familiar with the attractions that make Billings and southeast Montana a competitive tourism destination. Such knowledge is necessary in order to properly promote the destination and region to planners and the public and not only to a hotel/motel.



- VI. In the event of an attendance building trip for a future convention or sporting event, TBID funds will reimburse for the airfare and accommodations of Board member(s) and stakeholder(s) to attend. The Executive Director will determine the suitable number of staff, Board and stakeholders needed to represent the destination appropriately.
- VII. Visit Billings staff will pursue any lead or RFP garnered at any tradeshow or convention, on behalf of all stakeholders and Billings as a tourism destination.

5. Citywide Booking Definition:

A booking by Visit Billings will be considered a citywide event if a planner contracts sleeping rooms at five (5) of more hotels and utilizes meeting, convention or event space, or a sports venue, in Yellowstone County.

6. Reserve Fund:

A \$500,000 Reserve Fund shall be a priority for the TBID organization by 2027. The TBID Board of Directors and staff should work to maintain a \$200,000 balance in this Reserve Fund that can be utilized to support the mission by way of opportunities that are to be determined through a majority vote of the TBID Board of Directors.

