



A G E N D A

Board of Directors Meeting
February 17, 2015 – 8:00 a.m. at the Bend Visitor Center

- I. Approval of minutes from previous board meeting
- II. Harrigan Price Fronk & Co. LLP will present Visit Bend's FY2014 financial review
- III. Financial Report (5 minutes)
 - a. Scott Greenstone & Doug will brief the Board on FY15 YTD finances.
- IV. Tourism Metrics Update (5 minutes)
 - a. TRT
 - b. Citywide lodging occupancy
 - c. Website traffic
- V. Bylaws (20 minutes)
 - a. Review and discussion of Visit Bend's proposed new bylaws
 - b. If the board reaches consensus on the new bylaws, a vote will be taken for approval.
- VI. Board Housekeeping Items (5 minutes)
 - a. Review of current board positions and terms
 - b. BEDAB ex-officio position
 - c. Vote to confirm Matt Williams as Vice Chair
- VII. 2014/2015 Winter Marketing Update (5 minutes)
 - a. Nate and Doug will update the board on the fall and winter marketing campaign.
- VIII. Group Sales Updates (5 minutes)
 - a. Kevney will brief the board on current bids, leads, and upcoming group activity.
- IX. Public Relations Updates (5 minutes)
 - a. Tawna will brief the board on recent PR and social media activity.
- X. Miscellaneous Updates (5 minutes)
 - a. FY2016 Planning Calendar
 - b. Central Oregon Avalanche Forecast Center
 - c. FY16 Collateral: Visitor Guide, Bend Ale Trail Atlas,
- XI. Board Roundtable (10 minutes)
- XII. Public Comment (10 minutes)

Visit Bend

Budget-to-Actual P&L Analysis

For the seven months ended January 31, 2015

	Current Month				Year-to-Date			
	Actual	Budget	Variance	Var. %	Actual	Budget	Variance	Var. %
Revenue								
City Funding - 9.0%	96,379	87,484	8,896	10.2%	1,037,708	901,516	136,192	15.1%
City Funding - 1.0%	24,987	22,681	2,306	10.2%	269,035	233,726	35,309	15.1%
Retail Sales	9,954	4,481	5,474	122.2%	100,377	85,879	14,498	16.9%
Advertising	8,922	28,537	(19,615)	(68.7%)	43,240	61,525	(18,285)	(29.7%)
Event Revenue	-	-	-	100.0%	3,267	-	3,267	100.0%
Other Revenue	-	3,333	(3,333)	(100.0%)	16,232	23,333	(7,101)	(30.4%)
Total	140,243	146,516	(6,273)	(4.3%)	1,469,859	1,305,979	163,879	12.5%
Personnel Expenses								
Base Pay	34,845	34,542	303	0.9%	244,550	253,093	(8,544)	(3.4%)
Overtime	-	-	-	0.0%	-	-	-	0.0%
Incentive Pay	-	-	-	0.0%	4,719	8,250	(3,531)	(42.8%)
Payroll Taxes	3,105	2,763	342	12.4%	16,779	20,907	(4,128)	(19.7%)
Employee Benefits	4,172	4,754	(582)	(12.3%)	32,406	33,278	(872)	(2.6%)
Total	42,122	42,059	62	0.1%	298,496	315,529	(17,033)	(5.4%)
Sales & Marketing Expenses								
Cultural Tourism Fund	9,602	8,262	1,340	16.2%	100,006	85,143	14,863	17.5%
Visitor Development Fund	8,755	-	8,755	0.0%	39,209	27,000	12,209	45.2%
Online Mktg	6,843	6,800	43	0.6%	52,003	58,700	(6,697)	(11.4%)
Photo	350	950	(600)	(63.2%)	3,705	11,300	(7,595)	(67.2%)
Print	13,639	15,750	(2,111)	(13.4%)	156,412	116,366	40,046	34.4%
Production	-	17,000	(17,000)	(100.0%)	64,959	53,500	11,459	21.4%
Radio	30,000	30,000	-	0.0%	82,065	70,000	12,065	17.2%
Trade Shows	-	-	-	0.0%	3,752	404	3,348	828.7%
TV	30,000	30,000	-	0.0%	142,000	145,000	(3,000)	(2.1%)
Collateral	2,204	8,000	(5,796)	(72.5%)	38,531	56,000	(17,469)	(31.2%)
Postage	2,287	3,500	(1,213)	(34.6%)	14,067	24,500	(10,433)	(42.6%)
Public Relations	84	350	(266)	(76.0%)	12,738	13,050	(312)	(2.4%)
Promotions	3,592	3,000	592	19.7%	41,310	42,000	(690)	(1.6%)
Research	750	2,100	(1,350)	(64.3%)	2,250	4,800	(2,550)	(53.1%)
Web. Dev.	2,384	-	2,384	0.0%	8,132	11,350	(3,218)	(28.4%)
Travel & Meals	3,062	2,500	562	22.5%	17,760	17,400	360	2.1%
Retail Purchasing	23,138	20,395	2,743	13.4%	80,500	67,284	13,215	19.6%
Total	136,689	148,607	(11,918)	(8.0%)	859,399	803,798	55,601	6.9%
Overhead Expenses								
Building Lease	4,139	4,139	-	0.0%	28,667	28,667	-	0.0%
Building Maintenance	641	691	(50)	(7.2%)	4,812	4,836	(24)	(0.5%)
Equipment Lease & Maint.	344	368	(24)	(6.6%)	2,020	2,576	(556)	(21.6%)
Professional Fees	8,200	3,000	5,200	173.3%	27,197	26,500	697	2.6%
Office Supplies	1,485	958	526	54.9%	8,932	6,708	2,224	33.2%
Utilities	771	500	271	54.2%	4,349	3,500	849	24.3%
Bank Fees	-	33	(33)	(100.0%)	143	233	(90)	(38.8%)
Dues & Subscriptions	1,918	1,625	293	18.0%	5,843	11,105	(5,262)	(47.4%)
Insurance	390	333	57	17.1%	2,460	2,333	127	5.4%
Licenses & Permits	-	167	(167)	(100.0%)	1,184	1,167	17	1.5%
Education & Training	195	50	145	290.0%	195	650	(455)	(70.0%)
Network & Telco	1,217	833	383	46.0%	7,822	5,833	1,988	34.1%
Non-Capital IT	-	42	(42)	(100.0%)	-	292	(292)	(100.0%)
Depreciation & Amort.	800	800	-	0.0%	5,600	5,600	-	0.0%
Interest Expense	(6)	(17)	11	(66.5%)	122	(117)	238	(204.2%)
Total	20,093	13,523	6,570	48.6%	99,387	99,884	(497)	(0.5%)
Total Expenses	198,904	204,189	(5,285)	(2.6%)	1,257,281	1,219,210	38,070	3.1%
Net Income	(58,661)	(57,673)	(988)	1.7%	212,578	86,769	125,809	145.0%
Net Income %	(41.8%)	(39.4%)	-2.5%		14.5%	6.6%	7.8%	

Visit Bend
Financial Performance Analysis
 For the seven months ended January 31, 2015

1) Operating Analysis

<p>a) Revenue:</p>	<p>Jan15 Revenue was under budget by -\$6.3K (-4.3%) overall. This variance consisted primarily of a City Funding - 9.0% overage of +\$8.9K (+10.2%), a City Funding - 1.0% overage of +\$2.3K (+10.2%) and a Retail Sales overage of +\$5.5K (+122.2%), offset by an Advertising underage of -\$19.6K (-68.7%) and an Other Revenue underage of -\$3.3K (-100%). Year to date Revenue was over budget by +\$163.9K (+12.5%) overall. This variance consisted primarily of a City Funding - 9.0% overage of +\$136.2K (+15.1%), a City Funding - 1.0% overage of +\$35.3K (+15.1%), a Retail Sales overage of +\$14.5K (+16.9%) and an Event Revenue overage of +\$3.3K (+100%), offset by an Advertising underage of -\$18.3K (-29.7%) and Other Revenue underage of -\$7.1K (-30.4%). The Year to date overages (i.e. favorable revenue variances) are not deemed to be temporary, driven primarily by better than budgeted City Funding. The underages (i.e. unfavorable revenue variances) are being caused by timing differences between budget and actual that are expected to true-up before year-end.</p>
<p>b) Personnel Expenses:</p>	<p>Jan15 Personnel Expenses were slightly over budget by +\$0.1K (+0.1%). Year to date Personnel Expenses were under budget by -\$17.0K (-5.4%).</p>
<p>c) Sales & Marketing Expenses:</p>	<p>Jan15 Sales & Marketing expenses were under budget by -\$11.9K (-8.0%) overall, primarily due to a combination of timing differences between budgeted and actual results that are expected to true up as FY15 progresses, and deliberate spending in excess of budget, financed by year to date revenues that exceeded budget. Year to date Sales & Marketing expenses were over budget by +\$55.6K (+6.9%) overall, primarily due to a combination of timing differences between budgeted and actual results that are expected to true up as FY15 progresses, and deliberate spending in excess of budget, financed by year to date revenues that exceeded budget. Note: The Sales & Marketing Budget, established before the year begins, is static. Year to date Revenue is over budget. Excess revenue will be used for additional Sales & Marketing expenses to promote tourism, primarily during FY15. As such, FY 15 Sales and Marketing expenses are expected to be over budget as FY 15 progresses, to the extent that FY 15 Revenue remains over budget.</p>
<p>d) Overhead Expenses:</p>	<p>Jan15 Overhead expenses were over budget by +\$6.6K (+48.6%) overall, primarily due to timing differences between budgeted and actual results. Year to date Overhead expenses were under budget by -\$0.5K (-0.5%).</p>

**Visit Bend
Financial Performance Analysis**
For the seven months ended January 31, 2015

	<p>e) Net Income (Loss): Jan15 Net Loss of -\$58.7K (-41.8%) was under budgeted Net Loss of -\$57.7K (-39.4%) by - \$1.0K (-2.5% - profitability points) due to relatively small and offsetting revenue and expense variances. Year to Date Net Income of \$221.6K (14.5%) was over budgeted Net Income of \$86.8K (6.6%) by +\$125.8K (+7.8% - profitability points), primarily due to over budget City Funding Revenue, partially offset by over budget Sales & Marketing Expenses. It is expected that FY 2015 will end with Net Income of nearly \$0, as budgeted.</p>
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2) Cash Flow & Balance Sheet Analysis

<p>a) Cash Flow Summary:</p>	<p>In Jan15, Cash increased by +\$31.1K to a month-end balance of \$436.1K. Year to date, Cash increased by +\$333.7K to a month-end balance of \$436.1K. This relatively high cash position at the end of Jan15 represents a temporary situation caused by the normal concentration of Net Income in the 1st half of the Visit Bend fiscal year, compounded by favorable City Funding Revenue variances, as well as the accumulation of undisbursed grants to be made by the Bend Cultural Tourism Fund late in the fiscal year. There will be a spend down of this excess cash during the remainder of FY 2015 and thus cash position is projected to end FY 2015 at a comparable amount to the end of FY 2014.</p>
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<p>b) Balance Sheet:</p>	<p>The Balance Sheet remained very healthy as of Jan15, in terms of both "liquidity" (Current Ratio of 2.0) and "leverage" (Debt to Equity Ratio of 0.7). Visit Bend has excellent financial systems and discipline, so GFR fully expects Visit Bend to remain a financially stable organization in FY 2015 and beyond, since it will operate the organization well within its financial means and will be proactive in making necessary course corrections on discretionary spending in response to fluctuations in its revenue, in relation to Budget.</p>
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Visit Bend

YOUR ADVENTURE BEGINS

AT VISITBEND.COM

Visit Bend Board of Directors Meeting Minutes November 18, 2014

Location: Bend Visitor Center

Present: Doug LaPlaca, Valerie Warren, Kevney Dugan, Nate Wyeth, Tawna Fenske, Noelle Fredland, Jodie Barram, Matt Williams, Alan Dietrich, Dave Nissen, Ben Perle, Carolyn Eagan, Amy Draheim for Brent McLean, Scott Greenstone, Hank Therien, Lisa Sidor.

Guests: Wendy Puller, Joelle Brown, Andy Goggins, Rocky Adrinson, Joe Ditzler, Tom Hinrichs, Olivia Imnan, Wendy Kelley, Gretchen Palmer, Bette Fraser, Dave Rathbun.

Call to Order

Doug LaPlaca called the meeting to order at 8:05am. Introduction of guests followed.

The minutes from the September Board Meeting were approved with no changes. Ben Perle moved to approve the minutes. Dave Nissen seconded. The minutes were unanimously approved.

Financial Report

Scott Greenstone presented the financial overview for the first four months of the fiscal year. As of the end of October, TRT revenue continues to exceed budget - approximately 17% over budget. All of revenue combined is over budget by 16.4%.

Expenses are tracking close to budget. Variances are due to timing differences.

Net income is 11% ahead of budget. Since the operational policy is to run close to a breakeven point, any surplus will be deployed on additional programs.

Doug added that the revenue surplus of approximately \$150,000 will be expended on sales and marketing. Approximately \$75,000 will be used during the next two months on additional advertising.

Doug also stated that the cash position is high but the excess will be spent down. Part of the large amount is due to retaining funds for the Bend Cultural Tourism Fund which will remain in the account until the fourth quarter.

Scott said that the annual review conducted by CPA firm Harrigan Price Fronk & Co is underway.

Tourism Metrics

Doug presented a summary of primary tourism metrics included in the Board Packet.

Year-to-date TRT collections are up 34%; the first quarter of the fiscal year was a record quarter; and first quarter website traffic is up 30% year-over-year.

The audience engaged through social media and the Visit Bend website is up significantly. The website traffic is expected to exceed 1.7 million visits by the end of the fiscal year.

The social media around Bend Ale Trail Month is indicating that it is a success.

A new contract was recently signed by the City of Bend and Visit Bend.

Highlights include:

- The new contract is a three-year contract vs. a one-year contract.
- The City has committed 100% of the tourism fund to Visit Bend's operating budget.
- The BEDAB board will review the Visit Bend budget.
- Visit Bend will no longer be subject to public meeting laws.
- City council will no longer need to approve board member appointments.
- There is no longer a mandate to have a City of Bend employee or City councilor on the Visit Bend board of directors.

Visit Bend is now seen as a contractor of the City of Bend.

The Bylaws are also under review by the board.

Both the contract and the bylaws are available on the Visit Bend website.

2014/2015 Winter Marketing Update

Nate Wyeth said that the winter media buy has almost been completed. Over the course of the winter over 10,000 commercials will be aired from Seattle all the way down the I-5 corridor to Medford. There will also be some statewide coverage throughout Oregon and Washington. Over 8,000 radio commercials will be aired. The new addition of OPB has shown to produce a better click-through rate than any of the other media partners.

On the print side, the mini-winter guide will be inserted into several magazines including *Mountain* magazine, *1859*, *Portland Monthly* (will be poly bagged into December issue), and *Seattle Met*. Different cover art will be used in different publications. Nate stated that Mt. Bachelor is also doing advertising in many of the publications and that he has been working closely with Drew Jackson, Mt. Bachelor Marketing Director.

Nate said that the winter collateral is also being distributed in corporate lunch rooms in Seattle and Portland through a brochure distribution company.

Digital advertising is also providing click-throughs to the Visit Bend website.

The website has been performing well. The most visited pages continue to be the Event Calendar, Homepage, Bend Ale Trail page, What to Do, Hiking, Where to Stay, Hot Deals, Hotels & Motels, Breweries and Pubs, and the Photo Gallery.

November is Bend Ale Trail Month. During this month, everyone who completes the Bend Ale Trail receives a trophy in addition to the regular prizing.

This is the first year that Visit Bend is directing advertising dollars to promote the Bend Ale Trail.

The new Bend Ale Trail Month specific page on the website has been receiving a large amount of traffic.

Instagram is performing well. There are over 4,000 followers and it is becoming a large part of the digital presence.

Group Sales Updates

Kevney Dugan stated that the recent USA Cycling Promoters Summit visit was a success.

Kevney and Hank Therien were at the Seattle Ski Show last weekend and felt that the Visit Bend presence at the show was worthwhile.

Kevney highlighted three large bids:

USA Cycling Cyclocross Nationals
USA Track & Field Cross Country Nationals
USA Triathlon Duathlon Nationals

Kevney has been working with Ann Cook at Mt. Bachelor on transportation for ski groups.

USA Cycling Fat Bike Nationals may be an upcoming winter events.

Other leads and confirmed business are listed in the Group Sales Updates report included in the Board Packet.

Public Relations Updates

Tawna Fenske presented highlights of recent media coverage including *Alaska Airlines* in-flight magazine, *USA Today*, *Seattle Times*, *Northwest Travel*, a piece that *The Bulletin* produced that was picked up by other publications, *Outside* magazine.

Tawna said that several journalists came to Bend during the month of September.

The Visit Bend blog audience continues to grow. There has been 57% growth year-over-year in unique visits.

Facebook continues to be successful. Currently Visit Bend has over 107,000 likes. Tawna showed examples of popular posts.

Board Roundtable

Doug recognized and thanked Noelle Fredland, Carolyn Eagan, and Jodie Barram who are leaving their board positions.

Noelle Fredland said that winter season in the Old Mill District is going well and they are looking at retail partners for their few vacant spaces.
Next season's summer concert season is in the planning process.

Ben Perle said The Oxford Hotel has a jazz concert coming up with weekend.

Matt Williams said that October and November have been good months for The Pine Ridge Inn.

Alan Dietrich said that things are going well at Bendistillery.

Amy Draheim stated that Brasada Ranch has had a lot of group business and they are gearing up for Thanksgiving. They have Christmas activities and several winter weddings coming up.

Dave Nissen said the transition from summer to winter was very rapid this year. He stated that the upcoming "Drinkable Detours" program will be a great addition and that their Local Pour Tour is proving to be very popular.

Jodie Barram said the City of Bend is working on infrastructure projects. She stated that the community spirit in Bend remains strong as she has been receiving a lot of feedback about how nice and helpful people in Bend are.

Carolyn Eagan said thank you for all the new things she learned while serving on the board.

Doug stated that Visit Bend will be attending the City of Bend meetings regarding vacation home rentals.

Visit Bend has been hosting winter marketing campaign presentations every other Wednesday for tourism and business stakeholders. These presentations will be continued throughout winter.

New board member applications will be compiled and sent to the board members for consideration.

Public Comment

Dave Rathbun responded to a question that the opening date for Mt. Bachelor is not certain.

Olivia Inman inquired about airport advertising. Doug responded that most of the visitors are not flying to Bend but that this type of marketing may be considered in the future.

The meeting was adjourned at 9:23am.

November 18, 2014



BEND VISITOR & CONVENTION BUREAU

BYLAWS

Originated: December 14, 2001

Revised: December 18, 2003

Revised: May 27, 2005

Revised: June 4, 2014

Proposed Revisions: December 8, 2014

Article I NAME

Section 1.1

This organization will be incorporated under the state laws of Oregon and shall be known as the Bend Visitor & Convention Bureau (DBA "Visit Bend"), hereafter referred to as Bend VCB or the Bureau.

Article II PURPOSE

Section 2.1 Purpose and Role of the Bend Visitor and Convention Bureau

The Bend Visitor & Convention Bureau is an economic development organization whose primary function is to create an effective mix of marketing, sales, and service programs which are designed to produce a positive economic impact of visitor/convention spending in Bend. Developing and implementing these programs results in enhancing the city's livability by providing year-round employment. The Bureau sells the entire city and works in good partnership to all sectors of the Bend and Central Oregon visitor and convention industry. The Bureau shall practice the highest principles of civic citizenship. It shall follow good business practices and policies set forth by the Bend VCB and these bylaws.

Section 2.2 Contract

The Bureau shall enter into contracts with the City of Bend to provide the services stated in Section 2.1 in exchange for City funding by way of transient room tax monies.

Article III BOARD OF DIRECTORS

Section 3.1 General Powers and Responsibilities

The governance of the Bureau shall be vested in the Board of Directors as further provided in these bylaws. The Board of Directors shall set policy, establish strategic direction, and fulfill the legal and fiduciary responsibilities to the Bureau. Members of the Board of Directors shall serve without compensation.

Section 3.2 Number and Terms

The Board of Directors shall not exceed ten members, including an Executive Committee that consists of the Chair, Vice-Chair, and Treasurer. Board members shall be appointed to serve three year terms. Board members shall serve no more than three consecutive terms or nine consecutive years, whichever is the longest period. Prior board members may renew their eligibility for the Board of Directors after a hiatus of one year.

Section 3.3 Selection of Directors

As vacancies on the Board occur, the Executive Committee and the Executive Director will serve as the Nominating Committee. The Nominating Committee will conduct interviews with candidates that are willing to accept directorship responsibilities for upcoming vacancies on the Board. The Nominating Committee will present candidates to the VCB Board for approval through an affirmative vote of the majority, as per section 3.9.

Section 3.4 Qualifications/Categories

The Board of Directors shall consist of no fewer than eight and no more than ten directors. It is the intent of these bylaws that no one industry (such as restaurants, attractions, lodging, recreation, retail) shall hold a majority of the Board. The Executive Director shall occupy one position on the Board as a non-voting member.

Section 3.5 Vacancies

The Bureau is not required to replace vacated Board positions. Within 60 days of a vacated position, the Chair must make a recommendation to the Board as to whether to fill the position and if so, suggest a candidate to complete the vacated term. The board shall vote on approving the recommended replacement. A director appointed to fill a vacancy shall serve only until the expiration of that three-year term, at which time he/she must be re-elected by the Board as per Section 3.3.

Section 3.6 Removal or Resignation of Directors

If a director misses more than two meetings in a row or three meetings during the fiscal year, his or her resignation shall be deemed to have been tendered and accepted.

A director may be removed by a two-thirds vote of the Board for failure to fulfill the duties required of directors, or intentional acts or omissions which a prudent person could reasonably have foreseen would damage the reputation or interests of the Bureau.

A director may resign at any time by providing thirty (30) days notice, to be delivered to the Executive Director or Chairman of the Board.

Section 3.7 Meetings

The Board shall meet no less than once every quarter at times and locations determined by the Chairman of the Board. All meetings shall be held in accordance with Oregon public meeting and records laws. The Chair or Executive Director may cancel a meeting. The Chair or Executive Director may reschedule meetings as needed. The Chair or Executive Director may call special meetings of the Board of Directors at any time. Regularly scheduled Board meetings may be held without separate notice if the location, date, and time are fixed by resolution or all directors were originally notified of the schedule. Special meetings of the Board must be preceded by a notice to each director, not less than two (2) days or more than thirty (30) days in advance.

Section 3.8 Decisions Without Meetings

Decisions of a routine nature may be made with the Chair and Executive Director. Such decisions, if outside the governance policies established by the board, must be ratified by the full Board at the next regularly scheduled Board meeting.

Section 3.9 Quorum

At all meetings of the Board of Directors, the presence of a quorum is necessary to allow for actions. The presence of a quorum is defined as a simple majority of the full Board.

Section 3.10 Proxy Voting

With the exception of the Executive Director, each member of the Board of Directors has one (1) vote. There shall be no proxy voting allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board. Directors who are unable to attend a meeting of the Board may send a letter, email or written communication to the Board stating their opinion or position on any matter before the Board, and that communication shall be read aloud at that meeting during the discussion of the issue(s) of concern. Attendance via telephonic conference calls or video conferencing shall constitute meeting attendance and any Board member attending in this fashion shall have the same rights as all others attending the meeting.

Section 3.11 Removal

Any director may be removed from office by a vote of two-thirds of the directors. Such removal shall be based upon a finding of the Board that the best interest of the Bureau will be served thereby.

Section 3.12 Conflicts of Interest

When a Board member has an actual or potential conflict of interest in a transaction with the Bureau, the material facts of the transaction and the Board member's interest shall be disclosed to the Board of Directors at each meeting prior to the vote and recorded in the minutes of the meeting. Conflicts of interest shall be regulated and governed by ORS Chapter 244. The existence of an **actual conflict of interest** shall disqualify the Board member from participating in the either the discussion or vote on the matter. A Board member with a "potential conflict of interest" may participate in the discussion and vote on the matter after declaring the "potential conflict of interest" as discussed above.

An "**actual conflict of interest**" is defined as "any action or any decision or recommendation, the effect of is to the private pecuniary benefit or detriment of the person or the person's relative or any business with which the person or a relative of the person is associated unless the pecuniary benefit or detriment arises out of circumstances described in Paragraph (a) or (b) in the definition of "potential conflicts of interest".."

A "**potential conflict of interest**" is defined as any action or any decision or recommendation the effect of which **could** be to the private pecuniary benefit or detriment of the person or the person's relative, or a business with which the person or the person's relative is associated, unless the pecuniary benefit or detriment arises out of the following which do not constitute conflicts of interest of any kind:

- (a) Any action in the Board member's capacity which would affect to the same degree a class consisting of an industry, occupation, or other group including one of which or in which the person, or the person's relative or business with which the person or the person's relative is associated, is a member, or is engaged.

(b) Membership in or membership on the Board of Directors of a nonprofit corporation that is tax-exempt under section 501(c) of the Internal Revenue Code.

Section 3.13 Duties of Officers

- A. Chairman of the Board – The responsibilities of the Chairman of the Board are as follows: the running of Board meetings and the guidance in development of overall Bureau long-term objectives. The Chairman of the Board may also perform other duties as assigned by the Board of Directors. When chairing meetings, the Chairman of the Board may remain neutral on issues before the Board unless that vote will determine whether the resolution passes or not. The Chairman of the Board and the Executive Director shall serve as the official spokespeople for the Bureau. The roles of Executive Director and the Chairman of the Board are complementary, with the Executive Director seeing to the operation of the Bureau and the achievement of the desired results, and the Chairman of the Board seeing to the health of the Board and achievement of Board responsibilities.

The Executive Director and the Chairman of the Board may sign deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors has authorized to be executed. A minimum of two signatures is necessary for such legal documents, except in cases where the signing and execution thereof is expressly delegated to some other agent by the Board of Directors or by statute.

1. In addition to the above duties, the Chair will conduct an annual performance evaluation of the Executive Director, together with any recommendations for action. The Chair shall provide a written report of the review, which shall be confidential and may be shared on that basis with members of the Board.
- B. The Vice-Chair shall serve as first assistant to the Chairman of the Board, performing the duties of the Chair in the absence of that officer. In addition, the Vice-chair succeeds the Chair in the event of a vacancy.
- C. The Treasurer shall oversee financial reports, which describe the financial condition of the Bureau and perform or oversee all duties incident to the office of treasurer. The Treasurer shall succeed as Chair in the event that both the Chair and Vice-Chair positions become vacant.

Section 3.14 Election and Term of Office

The Board of Directors, as appointed in section 3.3, will nominate directors for the positions of

Chairman, Vice-Chair and Treasurer. Election shall be conducted by a majority vote of the directors. The terms of the elected officers shall be for one year. Officers may be re-elected to their positions for more than one year. If a position becomes vacant during a term the Board of Directors will nominate a member for that position to serve out the term. A majority vote of the directors will confirm that position.

Article IV

Section 4.1 Executive Director

The Board shall employ an Executive Director who shall be charged with the general supervision and management of the office and business affairs of the organization. The Executive Director shall be charged with proposing to the Board and, after approval by the Board, implementing an annual marketing plan and budget. The Executive Director shall have the authority for supervision of all employees including all personnel actions and employee compensation within the annual budget as approved by the Board. The Executive Director shall also serve as the Corporate Secretary as a non-voting member of the Board, and keep all necessary records and in general shall manage the affairs of the Bureau to promote the objectives for which it was organized. In the absence of the Executive Director, all duties shall be performed by a member of the staff appointed for that purpose. The Executive Director shall be a non-voting member of the Board of Directors, and all Board committees and shall carry out other duties as assigned by the Board, its officers and committees. The Executive Director shall execute and oversee all contracts, mortgages, bonds, or other instruments in accordance with action plans and expenditures budgeted and approved by the Board of Directors.

The Executive Director is accountable to the full Board, not to individual Board members, or committees of the Board. This does not prevent full interaction between the Executive Director and Board members and committees. The action of the Executive Director must be in harmony with the wishes of the Board as a whole. The resolution of a dispute between a Board member or a committee and the Executive Director will be arbitrated by the full Board and where necessary, a majority Board vote will rule.

Article V **FINANCES**

Section 5.1 Fiscal Year

The fiscal year of the Association shall commence on the first day of July and shall end on the last day of June of each year.

Section 5.2 Special Fund

No organized effort to raise funds for the Association shall be undertaken unless authorized by the Board.

Section 5.3 Annual Budget and Marketing Plan

The Executive Director shall prepare and submit an annual budget and marketing plan for the coming fiscal year to the Board of Directors for review no later than May 1. The Board of Directors shall adopt it in compliance with the time requirements imposed by the City of Bend.

Section 5.4 Disbursements

No obligation or expense shall be incurred and no monies shall be appropriated for unbudgeted items without prior approval of the Board of Directors. Upon approval of the annual operating budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. All disbursements except petty cash shall be made by check or EFT (electronic funds transfer).

Section 5.5 Annual Review/Audit

The financial books of the Bend VCB shall be audited or reviewed annually by an independent certified public accountant. Said accountant shall make a written report of the audit to the Board of Directors who will thereupon submit a copy of said report to the governing authority of the City of Bend. Such audit or review shall be made and completed as soon as practical after the close of the fiscal year.

Article VI AMENDMENTS

Section 6.1 Amendments

All proposed amendments or changes to these Bylaws shall be made by the Board of Directors with a two-thirds majority vote.

Article VII INDEMNIFICATION

Section 7.1 Indemnification

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or

suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

These bylaws are adopted by the Board of Directors on: Date: _____

Board Chairperson: _____ Date: _____

Executive Director: _____ Date: _____



Tourism Metrics Update Through the Second Quarter of Fiscal Year 2015

- ✓ Transient Room Tax (TRT) collections through Q2 equaled \$3,290,531. This is a +32% gross increase over the previous fiscal year (+19% adjusted growth YOY to account for the 1% TRT rate increase that went into effect 6/1/14).
- ✓ Each of the past 12 months have set historical records for TRT collections in the City of Bend for that given month.
- ✓ Through Q2, TRT collections have contributed \$2,073,035 to the City's General Fund, \$1,118,781 to Tourism Promotion, and \$98,716 to Public Safety.
- ✓ Citywide lodging occupancy through Q2 was 69.2%. This is a 3% increase over the previous fiscal year, and the highest citywide lodging occupancy on record through Q2.
- ✓ Both average daily rate (ADR) and citywide revenue per available room (REVPAR) are also on record pace through Q2 (+5.2% YOY and +8.65% YOY respectively)
- ✓ Visits to www.VisitBend.com through Q2 equaled 650,380. This was a +32.4% increase YOY.
 - Since January 1st when the winter marketing campaign started in earnest, traffic to www.visitbend.com is up 52.24% YOY and unique visits are up 50.96%. The YOY growth in unique visits is most interesting and is the data point that best reflects how the advertising campaign is working in our new markets, especially in Seattle where we are advertising for the first time.
 - Also interesting, traffic to the homepage is up 63.23% and is firmly back in the number one position ahead of the Events Calendar. This has not been the case in well over a year.

(The source data for these metrics, along with comprehensive reports and charts, can be found at www.visitbend.com/research)



MARKETING UPDATES: JANUARY 2015

WINTER ADVERTISING CAMPAIGN

- The 2014/15 winter advertising campaign for Visit Bend is in full swing and is showing significant results since the campaign launched on Jan. 1st.
 - **Television:** To date, nearly 2,000 TV commercials have aired in Oregon, SW Washington, the Seattle DMA, and the Boise DMA.
 - **Comcast:** Our largest partner in Oregon and Washington, Comcast represents nearly 70% of the overall TV buy, which is supplemented with a heavy digital presence on Comcast's digital platform, xfinity.com.
 - **Youtube Truview:** Utilizing a new advertising platform – Youtube Truview has delivered over 22,834 views of our commercials since December 23rd. It's one of the leading drivers of click-thrus to our website.
 - **Radio:** Nearly 1,000 radio commercials have aired, in addition to live, on-air promotional spots, and live reads for several added-value promos. Visit Bend was also the title sponsor for the December to Remember concert series in the Portland DMA.
 - **OPB:** The buy includes premium rotators statewide during high listening times, and bonused spots on KMHD, OPB's jazz station in the PDX DMA. All ads are also streamed online and through their app. Our other Oregon partner is Entercom, and we're on three stations with them.
 - In Seattle, our largest partner is Hubbard Radio Group. They're the top ranked group in Seattle, and have a great promotional schedule lined up with us. Our other Seattle partner, iHeart Media, will be representing us through traffic and weather updates across five different stations.
 - **Print:**
 - Over 200,000 winter mini-guides were distributed in magazines regionally and nationally, including *Mountain*, *1859*, *OnTrak*, *Portland Monthly*, *Seattle Met*. We also ran a full-page ad in the *Sports Illustrated* Sportsman of the Year issue, full national run, (dist. 3,000,000), and a two-page spread in *Stonefly*.
 - All Visit Bend printed collateral pieces are being distributed in welcome centers and corporate lunchrooms all over the PNW.
 - Work is beginning on the next version of the Visitor Guide and the Bend Ale Trail™ Atlas.

WEBSITE

Since the winter campaign began:

- Traffic to www.visitbend.com was up 55.95% YOY, with unique visitors up 54.49%. This number shows that our advertising is working, attracting new visitors.
- For the first time in nearly two years, the home page has regained the spot as the number one most visited page, another sign our advertising is working.
- Traffic from Portland is up 75.52% YOY and traffic from Seattle is up 72.76%.

Most Visited Pages Since Winter Advertising Campaign Began (Jan 1st)

- | | |
|---------------------------------|--|
| 1. Home Page (+65.02% YOY) | 7. Hot Deals (+12.66% YOY) |
| 2. Events Calendar (+25.2% YOY) | 8. Hiking (+101.65% YOY) |
| 3. Bend Ale Trail (+33.6% YOY) | 9. Hotels & Motels (+23.24% YOY) |
| 4. What to Do (+43.55% YOY) | 10. Brewpubs & Breweries (+66.37% YOY) |
| 5. Winter Fun (+55.91% YOY) | |
| 6. Where to Stay (+50.83% YOY) | |

BEND ALE TRAIL

- Nearly 16,000 people have now completed the Bend Ale trail.
- Drinkable Detours is launching this month. The website is live and rack cards will be distributed shortly.
- The Bend Ale Trail app is in its final phases of testing. Screenshots will be distributed prior to launch.
- A new Bend Ale Trail Atlas will be printed in April. The size is increasing to add two new regional breweries, and to accommodate Drinkable Detours info.
- Bend Ale Trail month, in its first year, was by all accounts a success. Completions were more than double, and survey participants reported spending over \$36,000 collectively during the Bend Ale Trail vacations in November.

SOCIAL MEDIA

- **Facebook: Visit Bend** - 118,996 (up 10,242 from Nov. board meeting). Engagement continues to outpace Travel Oregon, Travel Portland, and Visit California, among other DMOs.
- **Facebook: Bend Ale Trail** 3,764 Likes (up 316 from Nov. board meeting).
- **YouTube Video Views:** 249,188 views (up 35,484).
- **Vimeo Views:** 5,610 (account created Nov. 4th, 2014).
- **Twitter:**
 - @VisitBendOR 8,129 followers (up 443)
 - @BendAleTrail 2,085 followers (up 124)
- **Instagram:** @visitbend 5,531 followers (up 1,540)

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Visit Bend Sales Update – 2.17.2015

Key Updates

1. USATF XC Nationals coming to Bend in 2016 & 2017 – 800 Athletes, 3,000 people
 - a. Great energy based on interest in Boulder
2. USA Triathlon – Duathlon Nationals in 2016 & 2017 – News coming soon. 800 athletes
3. Bid submitted to USA Weightlifting for Youth Nationals – 200 athletes, 600 people
 - a. Date of event would be late February 2016
4. Western Enlisted Association Winter Meeting coming to Bend January 2016 -100 people
5. Middle School Basketball Tournament first 2 weekends of March 2015
6. Future Farmers of America - Oregon Chapter – 2016 & 2017 – 3,000 Attendees
7. Mt. Bachelor ski groups – 3 additional groups landed in 14/15, working on plan for 15/16
8. Working with Deschutes County on the National Association of Counties Western Interstate Region Conference – 350 attendees in late May 2017

Key Groups/Events we are actively pursuing

1. NAIA Cross Country Nationals – 400 athletes
2. Nike XC Northwest Regionals – 600 athletes
3. USA Weightlifting – various sizes depending on event
4. USA Wrestling West Regional – 1,200 athletes
5. USATF XC Events – 1,000 athletes
6. North American Tree Climbing Championships – 200 participants
7. American Cribbage Congress Grand Nationals – 200 participants

Oregon Senior Games

1. 200+ athletes already registered. (Goal – 750, had 500 in 2014)
2. Great sponsors on board. Humana, BOTC, St. Charles & Orion Eye Center

Advertising Sales & Updates

1. Advertising sales continue to grow, especially online where we are seeing a direct correlation in the traffic to Visitbend.com resulting in a similar growth in click-thru rates to our advertisers.
2. New Visitor Guide and Bend Ale Trail Atlas will be coming out over the next 5 months. We will be reaching out to interested parties to reserve space during the next couple of months.



Public Relations Updates: February 17, 2015

Press coverage from recent months

- Our biggest PR win in recent months was the inclusion of Bend on the *New York Times* roundup of the top 52 places to go in 2015. Visit Bend is #30, sandwiched between Papua, New Guinea and Rabat, Morocco. We got a lot of great exposure with this one, and we're hoping our new connection with this writer will yield more in the future.
- *Seattle* magazine had a terrific December feature on sled dog rides at Mt. Bachelor.
- *Via* magazine has Bend on the cover of their January/February issue and a great article about Bend. (Bonus on this one: We always love when they mention visitbend.com!)
- In September we hosted journalist Jen Skoy for a piece about the movie *Wild* and some of the cities worth a stop along the way. We're really happy with how this one turned out when the piece ran in December. It's always great to be tied to a buzzworthy film, but it's also a good example of how the special little things about Bend can really round out a story. The journalist sprained her ankle and had to change some of her plans, but she wrote wonderful things about the care she got at Hillside B&B from the owner who's a retired nurse.
- Our local media at *The Bulletin* has had several stories recently (snowshoeing in late-January and mountain biking in early January) that have gotten great pickup on the wire, particularly in the Seattle area.
- Thrillist.com named Bend one of the nation's top apre-ski towns.
- *The Huffington Post* named Bend to their list of the nation's top 15 cities with the best restaurant scene as well as a list of the nation's top five cities with an up-and-coming tourism scene.
- The Oxford Hotel was just named to the #6 slot in TripAdvisor's list of the top 25 hotels in the U.S.
- *Food Republic* included Bend and Deschutes brewery in an article about the history of beer tourism in the U.S.

Media pitches, upcoming coverage, and other PR initiatives

- We're hosting journalist Chris Spradley next week for a piece he's working on for Destinations Beer TV. Thank you to Wall Street Suites for helping us accommodate him and Mt. Bachelor, Wanderlust, and other partners for hooking him up with activities.

(over)

- The Alaska Airlines in-flight magazine is running an in-depth piece on Bend in their next issue.
- We're working with Trekaroo (the largest independent travel site in the country) to bring two "mommy bloggers" out to cover winter vacations and summer vacations in Bend. We have one family coming in May, and another aiming for November.
- We're working with *Outside* magazine for a piece about SUPing in Bend.
- In the last few months, we've sent out press releases about our new Pillars of Art installment, the appointment of new board members, and USA Track & Field Cross Country National Championships.
- Facebook continues to be one of the biggest tools in our PR arsenal, and we continue to refine our approach and experiment. We had a theory several weeks ago that Facebook might be penalizing scheduled posts, so we enlisted the help of one of our regularly contributing photographers and ran an experiment. It turned out we're not penalized for scheduled posts, which was good news. We also continue to study Facebook algorithms and industry trends. Videos uploaded directly to Facebook are performing extremely well right now, so if you have any you can share, let us know.
- Here are some examples of Facebook posts from the last couple months that capture the imagery, strategy, and messaging of our recent Facebook efforts:
 - Compilations of multiple photos have been performing well for us, and animal photos are always a win, so this roundup of images from the Deschutes Land Trust's "wildlife cam" was a big hit.
 - Having a stellar photographer on staff (Nate) always gives us an advantage when it comes to having top-notch imagery to share. These meteor shower shots from Nate performed extremely well. We also did a nice roundup in December of the top 10 photographers whose work we share regularly. They got a lot of link love in the blog and on Facebook, and were very happy with the extra attention.
 - While photos continue to be our bread and butter on Facebook, article shares are an important way we can link what's happening in the PR/media world with our Facebook audience. This link to a *Huffington Post* article performed well for a link.
 - Right now our Facebook messaging is strongly centered around winter recreation, Mt. Bachelor, and why Bend is a great place for a winter vacation. While skiing photos don't tend to perform well, scenic images like this one (showing an abundance of snow in the area) do tend to rack up a lot of likes and shares.
 - Our "where do you live" post was something we did not only to boost engagement (people loooove to talk about themselves!) but also to gather real information about who's interacting on our Facebook page. We expected to see more locals, but were surprised to discover page fans from all over the country and even international fans—all of whom are completely enraptured with Bend and love to share that news. This is our army, folks! If you have a moment, we encourage you to read through the comments and get a feel for our audience.
 - Herding our Facebook audience to our other channels (blog, website, etc.) is another key piece of our strategy. We've seen an uptick in the amount of interest people are showing in clicking through from Facebook to our weekly blog posts, particularly on this one spotlighting our post about offbeat activities in Bend.