

**BYLAWS
OF
ARLINGTON CONVENTION AND VISITORS BUREAU, INC.
(A Texas Nonprofit Corporation)**

PURPOSES

The purposes for which the corporation is organized are: To promote Arlington and its metropolitan area as an attraction to tourists, visitors and individuals; to solicit groups, conventions, meetings, trade shows, exhibits, expositions and special events to convene and take place in the City of Arlington, through advertising, sales contracts, publications and distribution of descriptive material and such other means as may be necessary or expedient to attract such tourists, visitors, individuals, groups, conventions, meetings, trade shows, exhibits, expositions and special events to the City of Arlington and the surrounding area; to develop increased civic interest in the City of Arlington and its metropolitan area as a visitor attraction and to generally do all those things necessary or appropriate to carry out such purposes and thereby relieve the burdens of government.

ARTICLE I – OFFICES

The principal office and place of business of the Arlington Convention and Visitors Bureau, Inc. ("Bureau") shall be located in the City of Arlington, Texas (the "City"); the Bureau may have such other offices or places of business within or outside the State of Texas as the Board of Directors ("Directors") may from time to time designate.

The Bureau shall have and continuously maintain in the State of Texas a registered office and a registered agent as required by the Texas Nonprofit Corporation Act. The registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II – DIRECTORS

1. **Tenure and Number.** The number of the Directors of the Bureau shall be nineteen (19). Each Director shall serve for a term of two (2) years or until that Director's successor is duly appointed and qualified. The terms may be staggered as directed by the City Council. The term shall start October 1st of the first year and end September 30th of the last. Appointees will be limited to serving three (3) full terms with the exception that tourism industry and lodging representatives on the Arlington Convention & Visitors Bureau Board of Directors will not be subject to term limits. In addition to the voting Directors, the Bureau's President and Chief Executive Officer will serve as an ex officio member of the Board of Directors during his or her term of employment but will not be entitled to vote on any matter voted upon by the Board of

Directors. The City Manager or his/her designee and the Director of the Arlington Convention Center will also serve as an ex officio member. The past Chairman will also serve as an ex officio member for one year immediately following his/her term as Chairman.

2. **Appointment and Qualification.** Appointment of Directors shall be in accordance with these Bylaws. The members of the Board of Directors shall be appointed by the Arlington City Council as follows:

Four (4) board members shall be selected from and represent the major entertainment attractions in the City and metropolitan area. The City Council shall accept nominations from Six Flags Over Texas, Hurricane Harbor, Texas Rangers, and the Dallas Cowboys and appoint one board member from each of these four major attractions. Each such appointee must hold at least the position of, Vice-president/Director as determined by the City Council in its discretion.

Three (3) board members shall be selected from and represent the lodging industry in the City. The City Council shall accept nominations from the hotel/motel industry and/or individual hotel or motel owners/operators prior to appointment of these Directors. Each such appointee must hold the position of General Manager or higher, as determined by the City Council in its discretion.

Seven (7) board members shall be selected from among residents of the City, who may or may not be directly associated with the tourism, hospitality or entertainment industries, and who have demonstrated an interest in the city and its metropolitan area. Interest in the convention industry should also be considered by the Arlington City Council.

One (1) board member shall be selected from among the restaurant/retail industry. The City Council shall accept nominations from the restaurant/retail industry prior to appointment of these directors.

Two (2) board members shall be selected from among the members of the City Council. The Board may invite additional presence at board meetings as deemed necessary by the Board of Directors.

Two (2) board members shall be selected from the Arlington Business Councils – one (1) each from the North Arlington Business Council and the South Arlington Business Council.

Two (2) Ex-Officio positions – one (1) current Arlington Chamber of Commerce Board member and one (1) representative from Downtown Arlington Management Corporation.

3. **Meetings.**

A. **Annual Meeting.** The annual meeting of the Board of Directors must be held at a place and time designated by the Chairperson. At least ten (10) days notice of the annual meeting will be given to each member of the Board by written notice mailed to each Director's address as it appears in the Bureau's records.

B. **Special Meetings.** Special meetings of the Board may be held at any time or place upon proper notice. Special meetings may be called by the Chairperson or by a majority of the Directors. Special meeting notices will include the name(s) of the Chairperson and/or the individual Directors who request the special meeting.

C. **Regular Meetings.** The Board of Directors shall, by resolution, provide for regular meetings at such specific dates or regular intervals as the Board may, in its discretion, deem appropriate. The Board will meet not less than bi-monthly. The chairperson may cancel any meeting, but may not cancel two (2) consecutive regular meetings.

D. **Notice of Meetings.** Notice of the time, place and matters to be considered and action taken for each meeting of the Board of Directors shall be posted as required by Art. 6252-17, V.A.C.S. and written notice will be provided to individual board members including ex officio members.

4. **Quorum and Action.** A majority of the duly appointed members of the Board of Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the Board present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law, by the Articles of Incorporation or by these Bylaws. In the event that a quorum is not present at any meeting, the Directors present may adjourn the meeting without further notice until a quorum can be properly assembled.

5. **Voting.** Each Director is entitled to one (1) vote. Directors may vote by written proxy upon prior approval of Chairperson.

6. **Attendance.** Pursuant to three (3) consecutive absences or four (4) absences within a twelve-month period the Chair of the Board of Directors shall call an Executive Committee meeting to review the attendance records of the Director. If, upon review, the Executive Committee determines there is insufficient circumstance to justify the absences of the Director it may recommend removal and replacement of the Director to the full Board of Directors. Upon majority vote of a quorum of the Board such a recommendation will be sent to the City Council for consideration and appropriate action. Telephonic attendance may be constituted as attendance upon prior approval of Chairperson. Directors may not have two consecutive telephonic attendance or three annually.

7. **Vacancies.** Any vacancy on the Board of Directors, including vacancies created by an increase in the number of members of the Board of Directors shall be filled by appointment by the City Council for the unexpired term. In the event that vacancies on the Board shall reduce the number of Directors to less than a quorum, the Mayor shall appoint additional members of the City Council to serve in such vacancies until appointment of Directors, pursuant to Article II, Section 2 of the Bylaws.

8. **Removal.** Any Director may be removed by a vote of the majority of the City Council whenever, in the judgement of the City Council, the best interests of the Bureau will be served. City Council may seek a recommendation from the Board on any removal, but such recommendation is not required for a removal.

9. **Powers.** The Board of Directors shall be responsible for establishing operating policies for the Bureau and for evaluating the progress of the Bureau in the attainment of its goals. The Board of Directors shall have full and complete power to transact all business and manage the affairs of the Bureau, to elect officers, to select and set the compensation of or remove the Chief Executive Officer, to approve employee benefit plans and to authorize the sale, conveyance, transfer, assignment, trade, exchange, lease, mortgage, otherwise encumber or pledge any property, real or personal, of the Bureau.

10. **Conflicts of Interest.** Members of the Board of Directors and Executive Committee shall not participate in a vote or decision on a contract involving a business entity or real property in which the Director or his or her immediate family, (spouse, parent, parent-in-law, brother, brother-in-law, sister, sister-in-law, child, son-in-law or daughter-in-law or other persons living in the same residential dwelling unit of the director) is a director, officer, employee or has a substantial interest if it is reasonably foreseeable that such action would confer an economic benefit on the business entity. Any such conflict of interest shall be disclosed by the member and recorded in the minutes of the meeting where that action is taken. As a condition to admitting a new member to the Board of Directors, the member must agree to abide by the Conflict of Interest Policy for the Board of Directors and Officers of the Arlington Convention & Visitors Bureau, as it may be amended from time to time.

The Board of Directors may elect committees as provided in Article IV. The election of any committee shall not relieve the Board or any Director of any responsibility imposed on the Board or the Director by law.

ARTICLE III – OFFICERS

1. **Number and Designation.** The officers of the Bureau shall be a Chairperson, a President and Chief Executive Officer, one (1) Vice-Chairperson, a Secretary and a Treasurer, and such other officers as the

Board of Directors shall designate. Any office, except those of the President and Chief Executive Officer and the Secretary, may be combined in one (1) person. Except for the President and Chief Executive Officer, no officer of the Bureau shall receive any compensation for services rendered in such person's capacity as officer.

2. **Election of Officers.** The Board shall make a Chairperson recommendation and submit it to the Mayor for consideration annually with a term to commence October 1st and end the following September 30th subject to the approval of the City Council. The Chair nominee must be a sitting member of the Board of Directors. The Vice-Chairperson, Secretary and Treasurer shall be nominated by the Chair and approved by the Board of Directors at its annual meeting. The officers shall take office at the time of election and shall serve a term of one (1) year or until their successors are duly elected for such period of time as may be determined by the Board of Directors. Any other officers which the Board of Directors may designate from time to time may serve upon such terms and for such periods as the board shall determine.
3. **Chairperson.** The Chairperson shall preside at all meetings of the Directors. The Chairperson shall annually recommend to the Board of Directors a slate of committee chairpersons for appointments by the Board. The Chairperson shall perform such other duties as the Board of Directors shall from time to time designate. The Chairperson shall serve as an ex officio member of all committees.
4. **Vice-Chairperson.** In the absence of the Chairperson, or in the event of his or her death, inability or refusal to act, the duties of Chairperson shall be performed by the Vice-Chairperson. The Vice-Chairperson shall also perform such other duties as may be assigned to them by the Board of Directors.
5. **President and Chief Executive Officer.** The President and Chief Executive Officer shall have, subject to the powers of the Board of Directors, general supervision and control over the entire business of the Bureau, to employ, fix the compensation of and discharge all employees and to perform all of the duties and exercise all of the powers usually incident to the office or which may be assigned to the President by the Board of Directors. The President shall be hired based on demonstrated professional qualifications and have the authority to sign all contracts and other written instruments consistent with the annual budget approved by the Board of Directors and submitted to the City along with the marketing plan. The President shall be a salaried employee of the Bureau whose compensation shall be fixed from time to time by the Board of Directors. The President may attend all meetings and serve as a nonvoting member of the Board of Directors, and when called upon to do so, shall report to the Board of Directors at their meetings the progress and affairs of the Bureau.

The President shall not have been an appointed member of the Board for two (2) years prior to being hired as President. The President shall work with the Finance Committee to prepare the annual budget and shall submit the annual budget ninety (90) days prior to the start of the new fiscal year to the Board of Directors for approval. After Board approval of the budget, the President shall submit the budget to the City Council for review and consideration for approval. The President shall also submit to the Board of Directors timely financial statements, including but not limited to a comparative analysis of actual versus budgeted income and expenses.

6. **Secretary.** The Secretary shall review and submit the minutes of all meetings of the Board of Directors, shall issue all necessary notices of such meetings, shall have access to the records of the Bureau, shall perform all of the duties commonly incident to the office and shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe.
7. **Treasurer.** The Treasurer shall have custody of the funds of the Bureau and shall deposit the funds to the credit of the Bureau in such bank as may be designated by the Board of Directors. The Treasurer or staff financial appointee shall have custody of all financial records, stocks, bonds, notes, valuable papers or any other related records of the Bureau, and shall keep accurate books or accounts which shall adequately show the financial status of the Bureau and shall be subject at all times to the inspection of the Board of Directors or any member thereof. The Treasurer shall serve on the Finance Committee. In addition, the Treasurer shall exercise all of the powers and perform all of the duties usually incident to the office or which may be assigned to the Treasurer by the Board of Directors.
8. **Delegation of Powers.** Whenever these Bylaws specify a duty to be performed by an officer, Director, board or committee, the duty may be performed by a delegate of that person, board or committee, except where specifically prohibited by law, the Articles of Incorporation or these Bylaws.
9. **Removal.** The Directors may, at any regular meeting or at any special meeting called for that purpose, remove any officer except for the Chairperson with or without cause. The City Council may remove the Chairperson with or without cause.
10. **Vacancies.** Should any office become vacant, except for the Chairperson, by reason of death, resignation, removal, disqualification or otherwise, the Directors may, at any meeting, recommend a successor or successors, as the case may be subject to approval by City Council.
11. **Bonds of Officers.** The Board of Directors may secure the fidelity of any or all officers by bond or otherwise, in such term and with such surety or sureties of conditions as shall be required by the Board of Directors.
12. **Records.** All financial records and minutes of meetings of the Board of Directors, along with other valuable papers of the Bureau, shall become

permanent records of the Bureau and shall be kept securely in the offices of the Bureau at all times. Copies of these records may be made for any member of the Board of Directors or City Council at any time upon proper request.

ARTICLE IV – COMMITTEES

- 1. Executive Committee.** Annually, the Board of Directors shall designate an Executive Committee. Each member of the Executive Committee shall be a member of the Board of Directors. The Executive Committee shall include the Chairperson and four (4) other Board members, as determined by the Board of Directors.

The Executive Committee may only act in the absence of a quorum of the Board at a duly called and noticed Board meeting and then only on items contained on the published agenda. Any action taken by the Executive Committee shall be placed on the next regular agenda for ratification by the full Board or a quorum thereof.

The Executive Committee shall have and exercise all of the authority of the Board of Directors in carrying out and handling the business and affairs of the Bureau except where action of the entire Board of Directors is otherwise specified by these Bylaws or applicable law. The Executive Committee shall be subject to the control and direction of the Board of Directors.

The Executive Committee shall annually review the operations and activities of all standing committees established by the Board of Directors and shall report to the Board of Directors the findings of such annual reviews. The Executive Committee shall review the Strategic Plan Initiatives and oversee the CEO Performance Review and Compensation.

- 2. Finance Committee.** Annually the Chairperson shall recommend and the Board of Directors shall elect the members of the Finance Committee. Each member of the Finance Committee shall be a member of the Board of Directors. At least one (1) City Council member of the board will serve on the Finance Committee. The Treasurer shall be a standing member of the Finance Committee. The Finance Committee shall have a minimum of three (3) and a maximum of five (5) members, as determined by the Board of Directors. The Finance Committee shall oversee the annual audit of the Bureau's financial statements prepared by an independent certified public accountant or accounting firm and prepared in accordance with generally accepted standards. Also, the Finance Committee shall oversee the preparation of the annual budget and shall review the Bureau's financial position and make recommendations and reports regarding these matters to the Board of Directors. The final approval of the

annual budget shall remain with the Board of Directors and the City Council as stated in Article III, section 5.

3. **Compliance Bylaws Committee.** The Chairperson may appoint members of the Compliance Committee. The Compliance Committee will meet as necessary. The Compliance Committee shall oversee the Bylaws, Certificate of Formation, review Professional Services Contract with the City of Arlington, and review the Employee Policy Handbook.
4. **Other Committees.** The Board of Directors may designate, by a resolution adopted by a majority of the Directors in office, one (1) or more other committees to advise and make recommendations to the Board of Directors on matters designated by the Board. Each such committee shall consist of one (1) or more Directors and such other persons selected by the Board of Directors. Committees designated pursuant to this section shall not have or exercise the authority of the Board in the management and operation of the bureau.

ARTICLE V – MEMBERS

The Bureau shall initially have one (1) class of members, consisting of the officers and members of the Board of Directors selected pursuant to Article II. Members shall have voting rights only in their capacities as members of the Board of Directors. The Bureau reserves the right to create additional classes of members and to provide for the terms, rights and privileges thereof by amendment of these Bylaws.

ARTICLE VI – FISCAL YEAR

The fiscal year of the Bureau shall be the same as that of the City (October 1st – September 30th).

ARTICLE VII – AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed by a majority vote of the quorum of the Board of Directors of the Bureau at any annual, regular or special meeting of the Directors. In the event the Board of Directors proposes to alter, amend or repeal these Bylaws, such proposal must first be submitted to the City Council for review and consideration for approval. If such proposal is approved by the City Council, the Board of Directors may then adopt and effect the alteration, amendment or repeal of these Bylaws. At least ten (10) days notice of the meeting at which the proposed changes are to be considered shall be given to each Director by written notice mailed to the Director's address as it appears in the Bureau's records, and the proposed change(s) to the Bylaws shall be mailed to each Director with the notice.

ARTICLE VIII – DISSOLUTION

- 1. Procedure.** The Board of Directors shall adopt a resolution recommending that the Bureau be dissolved. Upon adoption of the resolution by the Board of Directors and approval thereof by the City Council, notice of dissolution shall be mailed to each known creditor and/or claimant against the Bureau.
- 2. Distribution of Assets.** The assets of the Bureau shall be applied as follows: (1) all liabilities and obligations of the Bureau shall be paid, satisfied and discharged; (2) assets held by the Bureau upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements. The remaining assets, if any, shall be distributed to the City, and all financial records and other documents and information held by the Bureau shall be transferred to the City.

ARTICLE IX – INDEMNIFICATION

The Bureau shall indemnify each and every member of the Board against any and all liability or expense, including attorney's fees, incurred by any Board member by reason of any actions or omissions within the course and scope of the official duties that may arise out of the functions and activities of the Bureau.