

**BYLAWS OF  
CONVENTION AND VISITORS BUREAU (CVB)  
October 11, 2021**

These Bylaws (referred to hereinafter as the Bylaws) guide the activities of the Convention and Visitors Bureau, also known as the CVB, a board of the City of Corsicana.

**ARTICLE I - PURPOSE AND OBJECTIVES**

The purpose and objective of this board shall be to promote, support, and maximize hotel/motel occupancy within Corsicana through marketing and promoting the area as a unique tourist, business, visitor destination, which features special arts, cultural events and tourist related activities. The CVB will be an advisory board and shall have no authority to contract on behalf of the City or to authorize expenditure beyond designated budget amounts.

**ARTICLE II - MEMBERS**

**1. NUMBER AND APPOINTMENT OF MEMBERS**

The number of members shall be eleven (11) and a quorum shall be five voting members. Each member of CVB Board shall be appointed for a term of three (3) years. Appointments to the committee are made by the Mayor, subject to confirmation by a majority of the City Council. One third of the members are appointed each year. Members may serve one three-year term and must wait one year to be reappointed.

The Board shall represent diverse elements of the community. Members shall be comprised of one (1) permanent member of the Corsicana Tourism staff; one (1) member of the hotel hospitality industry; one (1) member that is a resident of Navarro County; one (1) member that is a resident in the Richland Chambers Lake area; one (1) member shall be a downtown business owner; one (1) member shall be a restaurant hospitality owner; and five (5) members at-large that must be City of Corsicana residents. Ex-officio (non-voting) members shall be representatives of the Corsicana Parks and Recreation staff, and the Corsicana-Navarro County Chamber of Commerce. The members are volunteers serving without compensation for fulfilling the responsibilities of Board membership.

**2. REMOVAL**

Any member who is absent three (3) or more times per year (from the date of appointment) or absent two (2) consecutive meetings, without just cause, shall be considered as having resigned and shall be replaced by the Mayor and confirmed by the City Council for the unexpired term. Any absence approved by the members shall not be counted. Nothing herein shall be misconstrued to subvert any authority, expressed or implied of the Mayor and City Council to remove any committee member for just cause.

### **3. RESIGNATION**

A director may resign by providing written notice of such resignation to the Board. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

### **4. VACANCIES**

Any vacancy occurring in the Board shall be appointed by the Mayor and confirmed by the Council.

### **5. REGULAR MEETING**

The board will meet regularly (but not fewer than four times per year) in the City Council Chambers at a time to be determined. The agenda shall be prepared by the Secretary and items may be placed on the agenda by the Chair, Mayor, or City Manager. All meetings shall be held in conformance with the Open Meetings Act and shall be properly noticed by the City Secretary's office. The Board shall allow comments from the public at every meeting. The time may be limited to three minutes.

### **6. QUORUM AND VOTING OF MEMBERS**

Five members shall constitute a quorum for any meeting of the Board of Directors

### **7. CONFLICTS OF INTEREST**

Each member of the Board shall scrupulously avoid conflicts where any personal financial interest is derived concerning the CCVB funds. A member having a conflict of interest shall promptly give notice to the City Manager and shall thereafter refrain from voting or otherwise attempting to affect the decision of any committee or the Board with respect to the matter that is the subject of the conflict of interest.

### **8. PROHIBITED ACT**

No member of the Board shall:

- a. Do any act in violation of the Bylaws or a binding obligation of the Board
- b. Do any act with the intention of harming the City or any of its operations
- c. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the CVB.
- d. Receive an improper financial personal benefit from the operation of the CVB.
- e. Use the assets of CVB, directly or indirectly, for any purpose other than carrying on the business of the CVB or the City.

- f. Wrongfully transfer or dispose of CVB or City property, including intangible property such as good will.
- g. Use the name of the CVB (or any substantially similar name) or any trademark or trade name adopted by the CVB, except on behalf of the CVB in the ordinary course of the CVB business.
- h. Members must comply with all City Ordinances, Rules, and Policies including but not limited to Ethics, Texas Open Meeting and Public Information Act.

## **ARTICLE III- OFFICERS AND COMMITTEES**

### **COMMITTEES**

The Board may appoint committees necessary to accomplish the objectives of the Convention and Visitors Bureau.

### **OFFICERS**

The Board will annually elect a Chair, Vice-Chair, and a Secretary.

#### **1. CHAIR**

The Chair shall preside at all meetings of all board. The Chair or Chair-Elect in absence of the Chair to perform duties of the Chair.

#### **2. VICE CHAIR**

The Chair-Elect or Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and they shall perform such other duties as the prescribed.

#### **3. SECRETARY**

The Secretary shall attend all meetings of the Board and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the Board and shall perform such other duties as may be prescribed by the Board. In the absence of the Secretary, the minutes shall be recorded by such person as shall be designated by the Chair or by the Board. Permanent records shall be submitted to the City Secretary for the archives no later than two weeks following any meeting.

The CVB shall keep correct and complete records and shall keep minutes of the proceedings of the Board, and committees, and shall keep said records at the Office of the City Secretary.

## **ARTICLE IV - AMENDMENT OF BYLAWS**

These Bylaws may be amended or altered only by a vote of the City Council.