

**BYLAWS
OF
THE AUSTIN CONVENTION & VISITORS BUREAU**

**ARTICLE I
NAME, PURPOSE, AND OFFICES**

Section 1.1 Name. The name of this corporation shall be: THE AUSTIN CONVENTION & VISITORS BUREAU (the "Corporation").

Section 1.2 Purpose. The Corporation is formed and organized and shall be operated exclusively for non-profit trade or business development purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and as set forth in the Articles of Incorporation. Within the scope of the foregoing purposes, and not by way of limitation, the Corporation is formed and organized to be operated exclusively to pursue and secure conventions and tourism to the City of Austin, to provide services to attendees of conventions and tourists, and to carry on and engage in any and all lawful activities that may be incidental or reasonably necessary to the foregoing purposes.

Section 1.3 Organization. The Corporation shall operate under a charter as a non-profit Texas corporation.

Section 1.4 Offices. The Corporation may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

**ARTICLE II
BOARD OF DIRECTORS**

Section 2.1 General Powers. The activities, property, and affairs of the Corporation shall be managed by a Board of Directors which may exercise all such powers as are permitted by statute or by the Articles of Incorporation or by these bylaws. Such direction shall include, but not be limited to, selection of and annual performance review of the President/CEO of the organization, budget review and approval, assistance in establishing policies, contributing to the formulation of marketing strategies and generally advising and assisting the full time staff of the Corporation.

Section 2.2 Number. The Board of Directors shall consist of a number of Directors, between twenty (20) and fifty (50), as determined from time to time by the Board of Directors. No reduction in the number of Directors shall have the effect of

removing a Director before his or her term expires, provided that no decrease shall have the effect of shortening the term of any incumbent Director.

Section 2.3 Composition. The composition of the Board shall consist of a minimum of 50% representatives from the hospitality industry including attractions, food and beverage establishments, travel industry professionals, convention and meeting clients, and transportation representatives. Further, permanent positions shall be held by the Director of the Austin Convention Center, a designee of the City Manager, the Chair of the Austin Sports Commission, and a representative of the current exclusive airline provider of the Corporation.

Section 2.4 Term of Office. The Chair of the Board and officers shall serve for a minimum term of two (2) years. At the discretion of the Executive Committee, the term of the Immediate Past Chair may run concurrent with term of the Chair of the Board. The President of the Corporation shall serve as a non-voting member on the Board of Directors for the term of his or her employment as President of the Austin Convention and Visitors Bureau. At the discretion of the Executive Committee, officers' terms may be extended. A Director elected from the private sector shall serve a minimum term of two (2) years and may serve a total of three (3) terms provided, however, that a director who has been appointed to fill an unexpired term of another director may, upon completion of the appointed term, be nominated for election to three full, two-year terms of his or her own. A board member must not have served in a board position for a minimum of one year before consideration for any additional terms. Directors designated by the City of Austin shall serve at the pleasure of the City Manager.

Section 2.5 Appointment and Election. A vacancy occurring in the Board of Directors of the Corporation shall be filled by the affirmative vote of a majority of the Members of the Board of Directors.

Section 2.6 Meetings. The Board of Directors will meet at least once every Calendar quarter, or at other times as designated by the Chair of the Board, or at the special request of the majority of the Board of Directors. Regular and special meetings shall be held within the City of Austin, and at such times as shall be specified in the notices of such meetings.

Section 2.7 Quarterly Public Review Meetings. Within 45 days after the end of each quarter in the Fiscal Year, the Corporation shall conduct a meeting to present the report for the quarter just ended.

Section 2.8 Special Meetings. Special meetings of the Board of Directors may be called by the Chair or one-third of the Directors. Notice of the date, time and place of each special meeting of the Board of Directors shall be given to each Director at least three (3) business days before the time of the meeting, unless the Chair and one-third of the Board has determined that an emergency exists, in which case 24 hours

advance notice (which may be by telephone followed by written confirmation) may be given. An emergency means a situation requiring action sooner than would be permitted by three (3) business days notice.

Section 2.9 Notice of Meetings.

(i) Regular meetings shall be held upon three (3) business days advance notice to the Directors. A 12-month calendar of scheduled meetings will be provided to all board members at the beginning of the calendar year. Regular meetings shall be held upon three (3) business days advance notice to the Directors. A 12-month calendar of scheduled meetings will be provided to all board members at the beginning of the calendar year. The meetings shall be open to the public. ACVB will post these meetings on its web site with at least 72 hours notice.

(ii) Whenever under the provisions of these bylaws, notice is required to be given to any Director or committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, e-mail, or by facsimile transmission. Any notice required or permitted to be given by mail shall be deemed to be given at the time the notice is deposited, postage prepaid, in the United States mail; provided, however, that facsimile notice is deemed to be given upon successful transmission of the facsimile. With respect to meetings of the Board of Directors or committees of the Board, telephonic notice followed by mailed written notice is sufficient, and such notice shall be deemed given at the time it is communicated by telephone.

Section 2.10 Voting. Directors may vote in person. In the case of an emergency, voting may be done electronically via email, or other method that documents and records the vote.

Section 2.11 Quorum and Voting. At all meetings of the Board of Directors, the presence of at least a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business except as otherwise provided by statute or the Articles of Incorporation. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, the Articles of Incorporation, or these bylaws, in which case the act of such greater number shall be required to constitute the act of the Board. If a quorum shall not be present at any meeting of Directors, the Directors present at that meeting may adjourn the meeting from time to time until a quorum shall be present.

Section 2.12 Procedure and Records. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Corporation.

Section 2.13 Resignations and Removals. If any Member of the Board of Directors does not attend two consecutive meetings of the Board of Directors without the prior consent of the Chair of the Board, the Chair of the Board of Directors may, at or before the next regular meeting of the Board, remove such Member from his or her position on the Board of Directors; provided, however, that any such removal shall be subject to the approval of a majority of the members of the Board of Directors. Any Member of a committee may resign at any time by giving notice to the chair of the committee or the Chair of the Board. The Board of Directors may remove any member of any committee at any time with or without cause.

Section 2.14 Relationship with City. The Board of Directors shall make reports regarding the operations and finances of the Corporation to the City of Austin as required by the corporation's contract with the City and by Chapter 351 of the Texas Tax Code, and shall make supplemental reports from time to time as required by the City Manager and City Council.

Section 2.15 Remuneration. The Board of Directors, except the President and except the General Counsel as set forth in Section 3.5 below, shall serve without remuneration. No loans of any kind will be made by the Corporation to any officer or board member.

Section 2.16 Ethical Guidelines. No financial or business advantage can be derived from being a member of the Board of Directors of the Austin Convention and Visitors Bureau. Therefore, members of the Board of Directors, Executive Committee, and all other Committees of the Board 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 family is a director, or officer, or has a substantial interest that such action would confer an economic benefit on the business involved. Any such conflict of interest shall be disclosed by the member and recorded in the minutes of the meeting where the action is taken.

ARTICLE III

OFFICERS

Section 3.1 Number and Appointment. The Officers of the Corporation shall be elected by the Board of Directors and shall be a Chair of the Board, a Vice Chair of the Board, President and CEO of the Corporation, a Secretary, a Treasurer, and such other officers as may be designated and elected by the Board of Directors from time to time. The officers of the Corporation may also include one or more Vice Presidents and such other officers and assistant officers as the Board of Directors may from time to time deem necessary or desirable. Two or more offices may be held by the same person, except that the offices of Chair and Secretary may not be held by the same person.

Section 3.2 Chair of the Board. The Chair of the Board shall be the principal official of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business of the Corporation. The Chair shall preside at all meetings of the Board of Directors and shall cast the deciding vote in the event of a tie. The Chair shall appoint all standing committees and special committees as needed. In addition, the Chair shall have such other powers and duties as may be prescribed by the Board of Directors or these bylaws. In the absence or disability of the Chair, the Board of Directors shall designate the Vice Chair to act in his or her stead, or in the absence of the Chair and the Vice Chair, the Board shall designate one of its members to act in his or her stead. The Chair may serve more than one two-year term.

Section 3.3 Vice Chair. The Board shall select a Vice Chair for a minimum one-year term. At the discretion of the Board of Directors, the Vice Chair may also serve as Secretary/Treasurer. In the absence or disability of the Chair of the Board, the Board shall appoint the Vice Chair to be the Acting Chair of the Board at Board meetings and other appropriate functions. The Vice Chair shall have such other powers and duties as from time to time may be prescribed to him/her by the Board of Directors or these bylaws.

Section 3.4 President and CEO. The President shall be the chief executive officer of the Corporation and shall serve as an advisor to the Chair of the Board and the Board of Directors. The President shall be a non-voting member of the Board of Directors and of all committees. The President shall have such other powers and duties as from time to time may be prescribed to him or her by the Chair of the Board. The President shall supervise the business and affairs of the corporation and execute for and in the name of the corporation such written instruments and documents as may be necessary or desirable. The President will report to the Board of Directors and to the Executive Committee on the general activities of the corporation and will perform all such duties pertaining to the office of the President or as may be required by the Board of Directors or the Executive Committee.

Section 3.5 General Counsel. The Chair of the Board, subject to Board approval, shall appoint an attorney-at-law who, by virtue of his or her appointment, shall serve as the General Counsel of the Corporation during the Chair's administration. The Board of Directors may authorize nominal compensation for the General Counsel serving on the Board of Directors from the general fund of the Bureau. The General Counsel will provide the Board of Directors and the Corporation staff with legal interpretation and advice. The Board of Directors may also engage the General Counsel to handle specific legal matters for the Corporation and authorize reasonable compensation for these matters.

Section 3.6 Secretary. The Secretary, or designee, shall have charge of the records and correspondence of the Corporation under the direction of the Chair, and shall be the custodian of the seal of the corporation, if any. The Secretary, or designee,

shall attend all meetings of the Board of Directors and give such notice of meetings as is required by these bylaws. The Secretary, or designee, shall take and keep true written minutes of all meetings of the Board of Directors. The Secretary shall discharge such other duties as shall be prescribed from time to time by the Chair of the Board of Directors. The Board of Directors may appoint an Assistant Secretary to perform the duties of the Secretary during any absence or disability of the Secretary.

Section 3.7 Treasurer. The Treasurer shall be responsible for oversight of the financial condition of the Corporation under the supervision of the Board of Directors. The Treasurer will also have such powers and duties as from time to time may be prescribed to him or her by the Chair of the Board, the Board of Directors or these bylaws.

ARTICLE IV

EXECUTIVE COMMITTEE AND OTHER COMMITTEES OF THE BOARD

Section 4.1 Executive Committee. The Chair of the Board will designate an Executive Committee which shall have and exercise the full authority of the Board of Directors in the management of the corporation between meetings of the Board of Directors, and such Executive Committee may meet as often as necessary. The Chair of the Board shall designate an Executive Committee which will consist of the current Chair of the Board, Immediate Past Chair of the Board; Vice Chair of the Board; the President and CEO of the Bureau (ex-officio); the Secretary of the Board of Directors; the Treasurer of the Board of Directors; the General Counsel of the Board of Directors; the Director of the Convention Center Department, and two additional at-large members. The Executive Committee may expand the number of at-large positions on the Executive Committee at the discretion of the Executive Committee. The Board of Directors shall approve the executive committee slate at the next possible Board Meeting, after approval from the Executive Committee.

Section 4.2 Nominating Committee. The Chair of the Board shall appoint a Nominating Committee. The Nominating Committee shall solicit input from the Board of Directors and other community leaders for prospective candidates. These candidates shall be contacted by the Nominating Committee and must indicate their willingness to serve before they can be submitted to the Board of Directors for approval.

Section 4.3 Other Committees. The Board of Directors may designate one or more other committees. The duties of any such committees shall be as prescribed by the Board of Directors. Each such committee shall consist of two or more persons and shall limit its activities to its accomplishment of the tasks for which it is designated. The committee shall have no power to act except as specifically conferred by action of the Board of Directors.

Section 4.4 Vacancies. A vacancy on a committee shall be filled for the unexpired portion of the term of the former occupant in the same manner in which an original appointment to such committee is made.

ARTICLE V AMENDMENTS

Section 5.1 These bylaws may be altered, amended or repealed and new and other bylaws may be made and adopted by action of the Board of Directors and approval of the City of Austin; provided, however, that notice of the proposed amendment to the bylaws or the adoption of new bylaws has been submitted to each member of the Board of Directors at least eight (8) days prior to the meeting of the Board at which the amendment or adoption is being considered.

ARTICLE VI INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Section 6.1 The Corporation shall indemnify Directors, officers, employees and agents of the Corporation to the fullest extent required by the Texas Business Organization Code as amended, and may indemnify such persons to the fullest extent permitted by the Texas Business Organization Code as amended, subject in each case to restrictions, if any, in the Corporation's Articles of Incorporation. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by the Texas Business Organization Code, as amended.

ARTICLE VII FINANCES

Section 7.1 Fiscal Year. The fiscal year of the corporation shall end on September 30 of each year, unless otherwise fixed by resolution of the Board of Directors.

Section 7.2 Books and Records. The Corporation shall keep correct and complete books and records of account at its principal place of business.

Section 7.3 Budget. No later than June 15 of each year, the Corporation shall provide to the City a proposed written Budget and Marketing Plan for the Work. As soon as practical after this date, the Board of Directors shall approve the budget for the next fiscal year.

Section 7.4 Operating Statements. The President shall submit an operating statement at each Executive Committee meeting that shows the financial condition of the Bureau as of the end of the preceding month.

Section 7.5 Authorization to Sign Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Executive Committee may from time to time designate.

Section 7.6 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Committee may from time to time select.

Section 7.7 Annual Audit. The Board of Directors shall retain a certified public accounting firm to conduct an annual audit of the Corporation.

ARTICLE VIII **CONTRACTS AND SEAL**

Section 8.1 Contracts. The Board of Directors may authorize any officer or officers or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 8.2 Seal. The Board of Directors may, but need not, adopt a corporate seal to be in such form and to be used in such manner, as the Board of Directors shall direct.

Adopted on this day _____, in Austin, Texas.

Chair