

# **CORPUS CHRISTI AREA CONVENTION & VISITORS BUREAU BYLAWS**

## **ARTICLE I – ORGANIZATION**

1. Name. Offices. The name of the corporation is Corpus Christi Area Convention & Visitors Bureau. The corporation is also authorized to do business under the name "Corpus Christi Convention & Visitors Bureau," or "Visit Corpus Christi." The corporation will be referred to as the "CCCVB" in this document. The CCCVB's offices will be located in the City of Corpus Christi.
2. Mission. The mission of the CCCVB is to positively impact the city's economy by marketing the city as a travel destination.
3. Fiscal Responsibility. The fiscal year of the CCCVB is from October 1 to September 30. The Board of Directors will make lawful and adequate provisions for sound fiscal policies and practices of the CCCVB, including the approval of an annual budget and ample fidelity bonding of officers and employees entrusted with the handling of funds or property of the CCCVB, in accordance with state laws.
4. Texas State and Federal Law. The CCCVB is a non-profit corporation organized under the Texas Non-Profit Corporation Act. The CCCVB has obtained from the Internal Revenue Service, and will continue to maintain, an exemption from federal income tax under Section 501(c)(6) of the Internal Revenue Code.

## **ARTICLE II – BOARD OF DIRECTORS**

1. Composition. The affairs of the CCCVB shall be governed by a Board of Directors, which shall be composed of twenty-four (24) members.

Thirteen (13) will be selected directly by the City Council of the City of Corpus Christi. The above members shall include persons from all areas of the City in order to assure diverse geographic representation on the Board. The members shall be representatives of the following groups:

Three (3) members from the lodging industry

Three (3) members from area attractions

Five (5) members from the community at large

Two (2) member from the restaurant industry

The following persons or entities, or their designees or representatives, shall serve as additional voting members of the Board by virtue of position held:

1 Mayor of the City of Corpus Christi, or his or her designee

1 City Manager of the City of Corpus Christi or his or her designee

1 President & CEO of Whataburger Field

1 Director of Corpus Christi International Airport

The following persons or entities, or their designees or representatives, shall serve as additional non-voting members of the Board by virtue of position held:

1 State Representative from district 32 or his or her designee

1 State Representative from district 34 or his or her designee

1 Director of Regional Transportation Authority

1 President & CEO of Port of CC or his or her designee

1 President & CEO of CCREDC

1 General Manager of American Bank Center

1 Athletic Director of TAMU-CC, or his or her designee

1. Director Terms. Appointments to the Board will be staggered, two-year terms beginning on October 1 each year. No person may serve as a voting member of the Board for a period longer than six years consecutively unless such service is required by virtue of the person's position or title or to complete an unexpired term. The Board may make recommendations to the City Council for directors in the lodging, restaurant, attractions and at-large categories as director's terms expire, but the Board always shall nominate one more individual than the number of positions available in each category. The City Council will provide serious consideration to the Board's recommendations but is not restricted to select members submitted by the Board or any other group.
2. Absences. Unexcused absences from more than twenty-five percent (3 meetings) of regularly scheduled meetings during a term year shall result in an automatic vacancy, which vacancy shall be promptly reported to the City Council. An absence

shall be unexcused unless excused by the Board, for good cause, no later than its next meeting after any absence. Any member, otherwise eligible, shall not be precluded from reappointment by reason of such automatic vacancy.

3. Representation. When any Director who was appointed to represent a business or industry segment is no longer employed in that industry segment for a period of 91 consecutive days or more, or if a Director otherwise fails to meet the qualifications prescribed by these Bylaws for serving as a Director, said Director shall forfeit his/her seat on the Board. Board of Director seats are non-transferrable. In the event of a Board of Director vacancy, the vacant seat may not be transferred to another individual from the vacating Board member's company or organization.
4. Vacancies. In the event that a Director forfeits his/her seat or otherwise resigns or vacates his or her position, the Chairman shall notify the City Secretary so that the City Council may appoint a replacement to the position for the appropriate industry segment. The Chairman (subject to ratification by the Board of Directors) shall then nominate persons to be presented to the City Council as a recommendation of potential candidates to fill the remainder of the unexpired term. The nominations shall always include one more individual than the number of vacant positions available.
5. Meetings. The Board of Directors shall meet regularly at a specified time and date selected by the Board of Directors. A majority of the Directors must be present at a regular or special Board meeting to constitute a quorum for the transaction of all business.
6. Qualifications. Each Director elected to represent the lodging industry, the restaurant industry, or area attractions must be an owner, operator, or officer (or at a management level) in his or her organization at the time of his or her nomination and throughout his or her term as a Director.
7. Voting. All Board action shall be taken only upon formal vote of the Directors at a duly constituted meeting of the Board. A majority vote of the Directors present at a duly constituted meeting at which a quorum is present will constitute an act of the Board.
8. Board Roles and Responsibilities. It is the responsibility of every Director to:
  - a) Commit to the mission, goals and long-range strategic plan of the CCCVB;
  - b) Attend all Board of Directors meetings, including special events and Board retreats;
  - c) Become knowledgeable about the CCCVB and its efforts;

- d) Prepare for and contribute to Board of Directors meetings by being well- informed on agenda items;
  - e) Recognize that the Board of Directors' job is to ensure that the organization is well managed, not to manage the organization;
  - f) Objectively and conscientiously consider others' points-of-view and make constructive suggestions to help the Board of Directors make decisions that benefit those whom the CCCVB serves;
  - g) Be in good financial standing with the CCCVB;
  - h) Serve as a team player and support the decisions of the Board of Directors once they are made;
  - i) Serve as an ambassador for the tourism industry and represent the CCCVB to individuals, the public and other organizations in a positive manner;
  - j) Notify the President/CEO of any media contacts; and
  - k) Take an active role in Board of Directors activities.
9. Board Conflict. Each Board member shall be required to sign a conflict of interest disclosure statement in the form prescribed by the Board.
10. Code of Conduct. Each Director has an obligation to give his/her input into any subject being discussed by the Board. Each Board member's input should be solicited and considered and should be made to feel his/her contribution is valued. Board members are to remain respectful and professional at all times in expressing their views and opinions and should not allow personal agendas or conflicts to influence any decisions made on behalf of CCCVB.

### **ARTICLE III – OFFICERS**

1. Elections. Officers of the Board may be elected by the September meeting for the new fiscal year. Officers will be: Chairman, Vice Chair, Secretary and Treasurer. Each officer shall be a member of the Board prior to the election. Officers shall serve for a term of one year, or until the Board of Directors elects officers for the succeeding fiscal year.
2. Vacancies. In the event of the resignation of an elected officer of the Board, or in the event of forfeiture of the elected officer's seat as provided in Article III above, or in the event of the death or permanent disability of an elected officer, the Chairman (subject to ratification by the board of Directors) shall appoint a member

of the Board to the vacated office to serve the remainder of the unexpired term.

3. Chairman. The Chairman will preside at all meetings of the Board of Directors and the Executive Committee. He or she will have and exercise general charge and supervision of affairs of the CCCVB, subject to the direction of the Board. The Chairman will appoint persons to chair all standing and ad hoc committees established by these Bylaws or the Board of Directors.
4. Vice Chair. At the request of the Chairman, or in the event of the Chairman's absence or disability, the Vice Chairman will perform the duties and possess and exercise the powers of the Chair.
5. Secretary. The Secretary will ensure that the records of the CCCVB are properly kept. The Secretary will ensure that minutes of all meetings of the Board of Directors and the Executive Committee of the CCCVB are recorded.
6. Treasurer. The Treasurer will ensure that all funds, property and securities of the CCCVB are properly kept, subject to any regulations imposed by the Board of Directors and will review the travel expense accounts of the President. The Treasurer shall ensure that an annual audited financial statement is prepared. The Treasurer shall preside at Board meetings in the absence of the Chair and Vice-Chair.
7. President/CEO. The Board of Directors shall employ a President/CEO, whose duties, performance review and compensation will be outlined in an employment contract between the CCCVB and the President/CEO. The President/CEO shall be the principal executive officer of the CCCVB. The President/CEO shall be administratively responsible to the Executive Committee, and shall serve as an ex-officio non-voting member of the Board of Directors and all committees.

#### **ARTICLE IV – COMMITTEES**

1. General. The Board of Directors may establish such committees from time to time it deems necessary for the operation of the CCCVB. The Chairman shall appoint the members of each committee.
2. Executive Committee. The Executive Committee shall be comprised of the four officers of the CCCVB and the Mayor and City Manager, or their respective designees. If requested to do so by the Chairman, the immediate past chairman, if still a member of the Board, shall be invited to attend Executive Committee meetings for the purpose of providing continuity in Board leadership, but shall not have any right to vote. The President/CEO shall serve as ex-officio, non-voting member of the Executive Committee. The Executive Committee shall have and

exercise the authority of the Board of Directors in the management of the CCCVB between meetings, subject to the exercise of such authority by the full Board of Directors from time to time. The presence in person of three of the Executive Committee members shall constitute a quorum for the transaction of business, and the act of a majority of the Executive Committee members present at any meeting at which there is a quorum shall be the act of the Executive Committee.

3. Nominations Committee. The Chairman shall appoint a Nominations Committee of five (5) Directors for the purpose of nominating candidates for the Board of Directors for those positions whose terms are expiring at the end of each fiscal year. The Vice Chair shall chair the committee. Such Nominations Committee shall report its nomination of candidates to the Board of Directors not more than thirty (30) days after its appointment, whereupon the Board of Directors shall approve a slate of candidates. The slate of candidates will be presented to the City Council of the City of Corpus Christi as the Board's recommendations for the positions whose terms are expiring. The slate shall always include one more individual in each category than the number of positions available. The nominations shall be submitted to the Board of Directors by no later than August 15 for approval of the slate of candidates at the August Board of Directors meeting.
4. Finance Committee. A Finance Committee shall be comprised of the Treasurer and from two to four members of the Board of Directors appointed by the Chairman purpose of the Finance Committee shall be to oversee the finances of the CCCVB, monitor and make recommendations concerning financial policies and procedures, examine audit reports, review and support the development of the annual budget and handle such other matters as may from time to time be assigned.
5. Bylaws Committee. A Bylaws Committee shall be comprised of the Vice Chair and from two to three members of the Board of Directors appointed by the Chairman. The purpose of the Bylaws Committee shall be to oversee the bylaws of the CCCVB. The Bylaws Committee may make recommended changes of the bylaws and present to the board in according to city contract processes. The committee also reviews the city contract to ensure consistency between the two documents.
6. Other Committees. The Board may create additional committees by Resolution adopted from time to time stating the duties and composition of such committees.



## ARTICLE V – MEETINGS

1. Regular Meetings. The Board shall conduct regular meetings according to a schedule adopted by the Board.
2. Special Meetings. The Chairman or any five (5) Directors may request that the Secretary call a special meeting of the Board. The Secretary shall provide at least seventy-two (72) hours written notice of any such special meeting. At the discretion of the Board, joint meetings with other groups may be arranged for discussion of any subject or other activity which may be of mutual benefit and interest.
3. Telephone or Electronic Meetings. Members of the Board of Directors may participate in a meeting of Directors by means of conference phone or similar communications equipment through which all persons participating in the meeting can hear one another, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. A single board member may attend a regular meeting via telephone conference a maximum of three (3) times per fiscal year, except as permitted by the Chairman.
4. Rules of Procedure. The Board may adopt rules of procedure for participation in its meetings.

## ARTICLE VI – FINANCIAL PROVISIONS

1. Indemnification. The CCCVB shall indemnify and save harmless each present and former officer and Director against all claims, liabilities, losses and expenses in connection with any cause of action or claim asserted against him/her arising from or connected in any way with his/her service to the CCCVB to the fullest extent authorized by the laws of the state of Texas with regard to non-profit corporations. No further action or authorization of the Board of Directors shall be necessary to affect such indemnification, except to the extent required by law. The CCCVB may, in its sole discretion, purchase and maintain insurance or another arrangement, at its expense, to protect itself and any director, officer, employee or agent of the CCCVB or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the CCCVB would have the power to indemnify such person against such expense, liability or loss under Texas law.
2. Audit. The Board of Directors shall annually select a certified public accountant to supply an independent audit of the CCCVB books, and such audit shall be made

available to members of the Board.

## **ARTICLE VII – AMENDMENTS**

These bylaws may be amended at any regular meeting by a vote of two-thirds of all the Directors, provided that notice of such proposed amendment(s) shall have been sent to each Director at least 72 hours before such meeting. No amendment shall be finally effective unless and until (1) written notice of the amendment has been given to the City not less than 60 days prior to the effective date of the change, and (2) the City has approved the amendment.

With Amendments Approved by Board of Directors on June 25, 2020.

Respectfully submitted by Secretary

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Signature

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Date