

**Bylaws
of the
Virginia Association of Convention & Visitors Bureaus
(Adopted August 2003)
(Bylaws amended April 22, 2009 and October 25, 2012)**

ARTICLE I

Executive Committee

1.01 General Powers. The property, affairs and business of the Corporation shall be managed by the Executive Committee and may be executed by the administrator and, as otherwise provided by law or required by the Articles of Incorporation or these Bylaws, all of the powers of the Corporation shall be vested in the Executive Committee.

1.02 Executive Committee, Term of Office and Qualifications. Until changed by an amendment to these Bylaws, any active or associate member of the Corporation in good standing shall be eligible for the Executive Committee. The Executive Committee shall consist of President, President-Elect, Immediate Past President, Vice-President of Conventions, Vice-President of Tourism, Vice-President of Education, Secretary, Treasurer and, if applicable, in a non-voting ex-officio capacity, a representative of the Association staff (paid executive), all committee chairpersons, and a representative of the allied members. The Executive Committee shall be elected in the manner provided in these By-laws. The term of office is one year and begins at the beginning of the calendar year. Each Officer can serve up to two consecutive terms in the same office. No decrease in the number of officers by amendment to these By-laws shall have the effect of shortening the term of any incumbent officer.

1.03 Objectives. Virginia Association of Convention & Visitors Bureaus is an association of individual independent convention and visitors bureaus, or other like organizations, who share broad based political and community support and whose primary objective is the promotion of their respective areas as convention, conference, and visitor destinations. The organization's mission shall be marketing, education and networking with the overall goal of generating local revenue by increasing tourism in the respective member communities and the Commonwealth of Virginia.

1.04 Meetings. The Executive Committee will hold meetings on an as needed basis either in * person or electronically with a notice of not less than five (5) days. Membership meetings will be held not less than three (3) times per year with one being the annual meeting at a location to be determined by the Executive Committee. Members will be notified of meetings no less than fourteen (14) days prior to each meeting. Special meetings may be called at the discretion of the Executive Committee.

1.05 Quorum. A quorum is required to conduct business for all Executive Committee meetings and all business meetings of the membership. A quorum is defined as one-third of the active member bureaus for all business meetings and two-thirds of officers (as defined in section 1.02) for Executive Committee meetings.

1.06 Removal, Resignations and Vacancies. An officer may be removed from office, with cause, at any meeting of the membership by the majority vote of the members. Any officer of the Corporation may resign at any time, in writing. Any vacancy in the Executive Committee, resulting from any cause whatsoever, may be filled for the unexpired term by a majority vote of the remaining officers.

1.07 Compensation. Officers who are not salaried employees of the Corporation shall not be ~~entitled~~ entitled to regular compensation for their duties as Officers, but shall be entitled to reimbursement for reasonable expenses incurred in connection with the performance of such duties.

1.08 Election of Officers. A Nominating Committee shall consist of three, chaired by the ~~Immediate Past~~ ~~President~~ ~~plus two~~ ~~Active at large~~ members, appointed by the President. Nominations may be made by the membership at large when nominations are solicited. ~~The Slate of Officers, Representatives, and Committee Chairpersons report of nominations must be presented made to the Active entire membership at least sixtyone hundred twenty (12060) days prior to the end of the calendar year so that elections may occur at least ninety thirty (9030) days prior to the end of the calendar year.~~

1.09 Electronic Voting. Electronic voting is allowed to accept the Slate of Officers.

ARTICLE II

Committees

2.01 Executive Committee. The Executive Committee as defined in section 1.02 of these By-laws shall conduct the business of the Corporation, but shall not have the power to approve an amendment to the Articles of Incorporation, the By-laws, or a plan of merger or consolidation, or to take any action prohibited by express resolution of the membership.

2.02 Nominating Committee. A Nominating Committee shall consist of three, chaired by the Immediate Past President, plus two Active members, appointed by the President. The committee is to solicit nominations for the Executive Committee, determine a slate of nominees, and oversee the presentation of the nominees to the Active membership.

~~2.02—03~~ **Other Committees.** The Executive Committee may establish such other standing or special committees as it may deem advisable. ~~—~~

ARTICLE III

Officers

3.01 Election. The elected officers of the Corporation shall consist of President, President-~~E~~lect, Vice-President of Conventions, Vice-President of Tourism, Vice-President of Education, Secretary, and Treasurer, who shall be elected by the Active membership at least ninetythree-(390) days prior to the end of the calendar year. at the regular spring meeting. All officers shall hold office until the end of the calendarfiscal year, or until their successors are elected.

3.02 Duties. The President shall be the Chief Executive Officer and shall preside at all meetings, appoint such committees as may be required, sign contracts and instruments of the Corporation as authorized by the Executive Committee, and perform such other duties as may be specified in these By-laws or as the Executive Committee may assign. In the absence of the President, any other officer can be designated to serve in this capacity. The Treasurer shall work with the association's paid executive and shall give general supervision of the financial affairs of the Corporation; and perform such duties as designated by the Executive Committee. The Treasurer shall have immediate access to the financial records of the Corporation or any information with regard to them that may be requested. The Treasurer shall render a true statement of the accounts of the Corporation at each meeting or whenever requested to do so by the Executive Committee. The Secretary shall record all minutes from both the Executive Committee and Membership meetings and shall distribute minutes accordingly within fifteen business days from each meeting. The President-~~E~~lect will chair the membership committee. The other officers of the corporation shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as shall be conferred upon them by the Executive Committee.

ARTICLE IV

Membership

4.01 Eligibility. Any organization as defined in Section 1.03 of these By-laws sharing these general interests in the objectives of the Corporation, shall be eligible for membership. Any organization applying for Aactive membership must be recognized by that city, county or town as the official visitor destination marketing organization. Active, Aassociate and Aallied membership shall be granted by the Executive Committee at regular or special meetings, or by written agreement of the majority of the Executive Committee in the interim between meetings of the Committee. Application for membership shall be made in writing. It shall state the name and address of the organization applying for membership as well as the name nameand address of the organization applying for membership as well as the name, address and occupation of the individual who will represent the applicant in the affairs of the Corporation. The chief paid executive or highest-ranking full time paid employee or designee of a member organization shall be the individual who represents that organization in the affairs of the Corporation.

4.02 Active Membership. This voting membership category allows full participation to all meetings, programs, and official functions of the organization. It is comprised of the Chief Executive Officer of the bureau. However, in such case that the Chief Executive Officer chooses

to appoint another individual from within the bureau, that individual must be empowered with full decision-making authority. At any business meeting of the membership, when the Aactive member cannot be present, an Aassociate member may be authorized by the Aactive member, via written proxy and approved by the President, to vote on behalf of the member bureau. The transfer of voting privilege to Aassociate members does not apply to the meetings of the Executive Committee.

4.03 * Associate Membership. This non-voting membership category allows full participation to all meetings, programs, and official functions of the organization. It is comprised of professional staff who have been appointed by the Aactive members of the respective bureaus. Associate members, with approval of the bureau's Aactive member, may hold office provided that no two members from the same bureau will serve on the Executive Committee in a voting capacity at the same time. At the discretion of the President, Aassociate members may be appointed to serve as committee chairs.

4.04 Allied Membership. This non-voting membership category allows full participation to all meetings, programs, and official functions of the organization. It is comprised of vendors and suppliers who provide goods and services to the members of this association, appointed representatives of other associations with a shared interest in the tour/travel industry, and students and faculty of travel related programs. The Allied mMember category is divided into three sub-categories: Corporate, Professional, and Educational. Allied members may serve on committees. At the annual meeting, Allied members shall elect one representative from the body of Allied members to serve in an ex-officio capacity on the Executive Committee.

4.05 Meetings and Privileges. Each Aactive member (as defined in 4.02) shall have one vote at all annual and special meetings of the Corporation. Meetings of the general membership may be called by the Executive Committee or upon the written request of at least two-thirds of the Aactive members in good standing. Notice of the time and place of these meetings shall be given to each member in good standing no less than five (5) days prior to the meeting.

4.06 Dues. The annual dues shall be recommended by the Executive Committee and approved by the membership. Membership dues shall be paid annually, in advance of the annual meeting, to the Treasurer of the Corporation or any representative the Treasurer so designates and is approved by the Executive Committee. Any increases would be announced at least six months prior to the end of the Corporation's fiscal year and would take effect in the next fiscal year. Any membership may be deemed not in good standing if payment of membership dues is ninety (90) days over due.

ARTICLE V

Miscellaneous Provisions

5.01 Seal. The seal of the Corporation shall consist of a flat-faced circular die, of which there may be any number of counterparts, on which there shall be engraved the word "Seal" and the name of the Corporation.

5.02 Fiscal Year. The fiscal year of the Corporation shall end on such date and shall consist of such accounting periods as may be fixed by the Executive Committee.

5.03 Checks, Notes and Drafts. Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Executive Committee may authorize. When the Executive Committee so authorizes, however, the signature of any such person may be a facsimile.

5.04 Amendment of By-laws. Unless prescribed by the Articles of Incorporation, these By-laws may be amended or altered at any meeting of the membership by affirmative vote of a majority of those eligible to vote.

ARTICLE VI Indemnification

The Corporation may indemnify any person who is or was an officer, employee or agent of the Corporation against such costs, expenses and claims and in the same manner as set forth and to the full extent permitted by Sections 13.1-870.1, 13.1-870.2 and 13.1-875 et seq. Of the Code of Virginia, as amended, which section is hereby incorporated herein and made a part hereof by reference. This authority shall include the authority of the officers to authorize advance payment, employment of attorneys and the purchase of insurance.

Adopted August 7, 2003, Section 1.09 Modified 4/22/2009; 10/25/2012

***[Paragraph formatting issues will be corrected following the approval of the bylaws revisions.]**