Section 5.02 The Board of Directors shall consist of:

a. Nine (9) voting members whose nomination and approval shall be conducted in the following manner:

1. Five members of an Executive Committee who shall have and may exercise the full authority of the Board of Directors. The Executive Committee members shall be appointed, in part, proportionate to their participation in paying for the operating, capital and other costs of the BVCVB, and shall be appointed as follows:

(a) Three members appointed by the City Council of the City of College Station
(b) One member appointed by the City Council of the City of Bryan
(c) One member appointed by the Brazos Valley Lodging Association. The hotelier must be an owner or manager of a hotel or motel within Brazos County, and shall remain such throughout his/her tenure as an Executive Committee member.

2. The Executive Committee of the Board of Directors will elect four (4) at-large members. Nominees for the at-large Directors shall come from the travel and tourism industry as represented by hoteliers, food services managers/owners and other interested parties. The hotelier must be an owner or manager of a hotel or motel within Brazos County, and shall remain such throughout his tenure as an At-Large Board member.

3. Persons appointed or elected as members of the Executive Committee and Board of Directors may not at the same time be employees or elected officials of either city or Brazos County.

Section 5.03 Terms.

a. The Initial Board of Directors, as named in the Articles of Incorporation, shall hold office until the first annual election as provided in Paragraph 5.04.

1. Each Director, whether appointed or elected, shall serve for terms of two years commencing on October 1st following election or appointment and ending on September 30th of the appropriate year, except as hereinafter provided. In order to provide staggered terms, the following members of the Board of Directors will initially serve a one-year term:

(a) Two of the Directors provided for in Section 5.02.a.(1)(a), and

(b) Two of the at-large Directors provided for in Section 5.02.a.(2).

2. No Director shall serve more than three (3) consecutive two-year (2) terms without a year off the Board. A Director elected or appointed to an initial one-year term may serve three (3) two-year (2) terms prior to being required to take a year off from the Board.

Section 5.04 Nominations of the Elected Directors.

a. The President of the Board of Directors shall appoint a Chairman of the Nominating Committee at the May Board meeting. The Board shall elect from the Board members, three to five individual members to serve with the Chairman on the Nominating Committee for the year.

b. The Nominating Committee shall call for nominations for the at-large Directors as provide in Section 5.04(c). The Nominating Committee shall also notify each city and the Brazos Valley Lodging Association to make their respective appointments to the Executive Committee. The Nominating Committee shall present a slate of nominees for at-large Directors, including a profile outlining each nominee's experience and relationship to the tourism industry, to the Executive Committee.

c. A call for nominations for at-large Directors shall be sent to the Executive Committee Members during the first ten (10) days in June. Nominations from the Executive Committee Members must be received at the BVCVB office by June 25th. The Nominating Committee will then prepare a list of recommendations for at-large Directors. During its August meeting the Executive Committee shall elect at-large members for those whose terms are expiring.

d. Appointments of Executive Committee Directors as provided in Sections 5.02.a.(1)(a), 5.02.a.(1)(b), and 5.02.a.(1)(c) shall be submitted to the BVCVB Board by each city or the Brazos Valley Lodging Association, as appropriate, by July 15th. Appointments to the respective Executive Committee positions shall be made no later than August 15th prior to the expiration of their respective terms.

Section 5.04 Qualifications of the Board of Directors. A member of the Board must be a resident of Brazos County, Texas.

Section 5.05 Meetings. Regular meetings of the Board of Directors shall be held monthly at a time and place to be fixed by resolution of the Board. Special Board meetings may be called by, or at the request of, the Chairman/President or any two Directors. The Director(s) requesting a special meeting shall inform the Corporation's Secretary of the information to be included in the notice of the special meeting. The Secretary of the Corporation will give notice to the Directors as provided in Section 5.06.

Section 5.06 Notice. Written or printed notice of any special meeting of the Board will be delivered to each Director not less than seven (7) calendar days, nor more than thirty (30) calendar days before the meeting. The notice will state the date, time and place of the meeting;