

# Brazos Valley Convention and Visitors Bureau, Inc.

## Bylaws

As approved by the Board of Directors of the Brazos Valley Convention and Visitors Bureau

Effective for the fiscal year beginning October 1, 2002  
Amended and Restated Effective MARCH 24, 2005.

### ARTICLE I—Title

Section 1.01 The name of the non-profit corporation governed by these By-Laws is the Brazos Valley Convention and Visitors Bureau, Inc. (BVCVB).

### ARTICLE II—Legal Status

Section 2.01 The corporation is organized under the Texas Non-Profit Corporation Act. TEX REVISED CIV.STAT.Arts 1396- 1.01 *et seq.*

### ARTICLE III—Purpose

Section 3.01 The purpose of the corporation is to provide for the encouragement, solicitation, promotion, procurement and servicing of conventions, conferences and seminars; to develop tourism through the attraction of visitors and group tours to the Cities of College Station, and Bryan, Brazos County and the surrounding Brazos Valley; provide education regarding the importance of the convention and visitor industry to the local economy; affect cooperation between businesses and industries servicing visitors, conventions and other meetings; receive and disburse public funds derived from the Hotel/Motel Tax imposed by local governments in accordance with the contractual or other arrangements with such governments; and receive and disburse private funds for the purposes of the corporation.

### ARTICLE IV—Membership

Section 4.01 Membership. The Brazos Valley Convention and Visitors Bureau shall have no members.

### ARTICLE V—Board of Directors

Section 5.01 The Board of Directors will manage the corporate affairs of BVCVB.

Section 5.02 The Board of Directors shall consist of:

- a. Ten (10) 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 five (5) at-large members. Nominees for the at-large Directors shall come from the (i) travel and tourism industry, represented by hoteliers, food services managers/owners, (ii) the members of the Brazos Valley Sports Advisory Board and (iii) other interested parties. Any hotelier so elected 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 the cities of Bryan and College Station, Texas or Brazos County, Texas.

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 1<sup>st</sup> following election or appointment and ending on September 30<sup>th</sup> 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 Chairman of the Board of Directors shall appoint a Chairman of the nominating Committee at the May Board meeting. The Board of Directors 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 provided 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, if any, to the Executive Committee.
- c. A call for nominations for four (4) at-large Directors shall be sent to the Executive Committee Members and for one at-large Director to the Brazos Valley Sports Advisory Board during the first ten (10) days in June. Nominations by the Executive Committee Members and the Brazos Valley Sports Advisory Board must be received at the BVCVB office by June 25<sup>th</sup>. 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. The Board of Directors must at all times have on its Board one at-large Director nominated by the Brazos Valley Sports Advisory Board.
- 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 of Directors by each city or the Brazos Valley Lodging Association, as appropriate, by July 15<sup>th</sup>. Appointments to the respective Executive Committee positions shall be made not later than August 15<sup>th</sup> prior to the expiration of their respective terms.

Section 5.05 Qualifications of the Board of Directors. A member of the Board must be a resident of Brazos County, Texas.

Section 5.06 Meetings. Regular meetings of the Board of Directors shall be held bi-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 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