

TEXAS ASSOCIATION OF CONVENTION AND VISITOR BUREAUS, INC. BY-LAWS

Article I - Name

- A. The name of this organization shall be the Texas Association of Convention and Visitor Bureaus, Inc. (TACVB) hereinafter identified as Association.

Article II - Purpose

- A. This Association is organized to provide cooperative action to enhance and encourage the growth of the convention and visitor industry of Texas and the United States by:
 - a. Encouraging cooperation among convention and visitor bureaus and other professional tourism organizations of the Texas and national travel industry.
 - b. Maintaining standards of professionalism.
 - c. Cooperating in the exchange of information among TACVB members.
 - d. Developing an awareness of legislative action and unifying public relations.
 - e. Providing educational opportunities.

Article III – Membership

- A. The board of directors shall determine appropriate membership categories.
- B. Regular membership in the Association shall be vested in the single destination marketing organization of a given Texas community or region, organized to solicit and service conventions and visitors, and recognized as the representative organization exercising that function in that city or region.
 - a. Such organization shall designate one representative to the Association, who as a condition to its membership, shall have the following qualifications.
 - 1. The representative shall be the principle paid executive or chief operating officer or chief administrative officer of the organization or be the principle paid executive of the destination marketing organization division/department of a larger organization.
 - 2. The representative shall have full and sole authority to represent the organization in the affairs of the Association and any commitments made in the affairs of the Association on behalf of the organization shall be binding thereon without recourse.
- C. Affiliate membership shall be available to any business or organization with a professional interest in the tourism/travel industry with the exception to businesses/organizations whose sole purpose is to influence legislation
 - a. Affiliate members shall be entitled to the same rights and benefits as Regular membership with exception that Affiliate members shall not have the right to vote, serve on the Board of Directors nor hold office.
- D. Applications for membership shall be made to the TACVB Chief Executive Officer of the Association on a form designated by the Board of Directors. Remittance for one (1) year's dues shall accompany the application.

- E. The Board of Directors shall have the authority to establish other requirements for membership categories, as well as for maintenance of such membership, and reinstatement of membership.

Article IV - Membership Dues & Assessments

- A. The Board of Directors shall establish the dues structure for all membership categories and shall have power to suggest assessments of the membership for various projects that may be approved by the Board.
- B. Assessments for special purposes may be made if approved by a two-thirds vote of the members present at an Annual Meeting or Special Meeting or by a majority of a mail, e-mail or facsimile referendum vote taken after approval of the Board.

Article V - Officers/Board of Directors

- A. The board of directors shall consist of up to fifteen board members in good standing. The board members shall include eight CEO members elected from the CEO membership and three professional staff elected from the professional staff membership, plus three (3) one-year appointments that can either be CEO or professional staff. The immediate past chair will also serve on the board. One non-Texas professional member may be elected as a voting member of the board of directors; however they will not be eligible to become an officer or serve on the executive committee. A bureau may have only one representative serving on the board at a time; an TACVB Chief Executive Officer and a professional staff representative from the same bureau may not serve during the same term. Professional staff, serving on the board, shall represent all professional staff members with their votes at board level only. All Board members shall serve staggered terms. Five of the eight Board members, none of whom are officers, are limited to serving two (2) consecutive two-year terms. The remaining three (3) Board members at large, who are professional staff members, are limited to serving three (3) one-year terms.
 - a. The Board of Directors have the authority to appoint ex-officio board members and shall be limited to organizations with an affinity to the mission of the TACVB. These ex-officio members will act in an advisory capacity only and will not have voting privileges.
- B. The officers of the Board shall be chairman, chairman-elect, immediate past-chair, secretary, and treasurer. The Nominating Committee may choose to ask any member of the Executive Committee to serve an additional term in any position.
- C. The officers may function as an Executive Committee. The Executive Committee shall consist of the four (4) elected officers, and the immediate past chairman. Their duties shall be common to those of an association of this character and as may be specified in the By-laws and as defined in the Policy and Procedure Manual and as may be determined by the Board of Directors. The Officers and Board shall take office at the close of the meeting where they are elected.
- D. The chairman shall appoint a nominating committee to be chaired by a past board chairman, who will then select four additional members as specified in the Policy and Procedure Manual who shall serve as this committee. This committee

- shall present their nominations to the membership at each Annual Meeting.
- E. The CEO of the destination marketing organization shall have the right to nominate CEO members and professional staff members to serve on the Board of Directors.
 - F. Professional staff members shall have the right to nominate professional staff members to serve on the Board of Directors.
 - G. If a vacancy occurs in the office of the chairman, the chairman-elect will assume the duties of the office for the remainder of the term. If any vacancy occurs among the other officers or directors, the vacancy may be filled for the remainder of the term by recommendation of the chairman with the concurrence of the Board.
 - H. Board members who miss three board meetings during the fiscal year of the association without an excused absence shall be removed from the board and the vacancy shall be filled by recommendation of the chairman with the concurrence of the Board. An excused absence will be determined by the Board of Directors as set down in the Policy and Procedure Manual.
 - I. The chairman shall appoint such other committees as may be deemed appropriate to fulfill the mission of the Association. These committees do not act in the name of the Association. They make recommendations to the Board for action.
 - J. Executive Staff - The Board of Directors may employ, or otherwise retain an Association executive, whose title shall be TACVB Chief Executive Officer to assist the membership, officers and directors in the conduct of the Association's activities. The TACVB Chief Executive Officer shall be responsible, generally for the management and carrying out the activities of the Association, as prescribed by the Association. The TACVB Chief Executive Officer shall be accountable to, and may be removed by the action of the Board of Directors.
 - K. Additional staff may be established by the Board and supervised by the TACVB Chief Executive Officer.

Article VI - Meeting

- A. The Annual Meeting location/site will be decided upon by a majority vote of the Board of Directors following a recommendation by the Bid Committee.
- B. The Secretary shall notify all members of the time and place of the Annual Meeting or Special Meetings, not less than thirty (30) days prior to opening day thereof.
- C. The presence of one-third of the membership eligible to vote on association business, as attested by the Official Meeting registration, will be required to constitute a quorum to transact business at the Annual Meeting or Special Meetings.
- D. Each member shall have only one vote at such meeting, which will be cast by its designated representative in person and without the right of proxy or substitution. Official designates for a CEO from a destination marketing organization must be submitted in writing to TACVB fifteen (15) days prior, to the opening session of the annual meeting each year.
- E. All Special Meetings of this Association shall be held at such place and on such date as shall be decided by the Board of Directors.

- F. Electronic voting is allowed for Board of Directors and committee meetings.
 - 1. General membership – Meetings of the membership of the Association may be called by the Chairman of the Board at any time and shall be called by the Chairman of the Board upon petition, in writing, by one-third of the members in good standing. Notice of said special meeting shall be mailed, faxed or e-mailed to each member at least ten (10) days prior to such meetings.
 - 2. Board Meetings – Meetings may be called by the Chairman of the Board or by a majority of the Board of Directors at anytime and shall be called by the Chairman of the Board upon written requests by one-third members of the Board. Notices, including purpose of the meeting, shall be given to each director at least ten (10) days prior to said meeting.

Article VII - Amendments

- A. The By-laws may be amended at the Annual Meeting or Special Meeting by two-thirds majority vote of all members present and eligible to vote. Members shall be furnished by mail, copies of any proposed amendments at least thirty (30) days prior to an Annual or Special Meeting where a vote is to be taken on the proposed amendments. The proposed amendments as mailed may be adopted or rejected by the membership in full or in part, but by complete paragraph only, and may not be altered as to wording or meaning.
- B. The TACVB Chief Executive Officer shall compile and publish amendments to the By-laws and will publish and distribute the entire revised, dated publication to the membership.

Article VIII - Rules of Order

- A. Robert's Rules of Order, Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-laws.

Article XI - Logo

- A. The Association shall have a seal and/or logo of such design as the Board of Directors may adopt.
- B. A member shall be entitled to use the seal and/or logo on stationery and publications.

Updated by Membership Vote: August 16, 2018 in Sugar Land, Texas