

**BY-LAWS  
OF THE  
ALEXANDRIA/PINEVILLE AREA CONVENTION AND VISITORS BUREAU**

**ARTICLE I**

NAME

The name of this agency is the Alexandria/Pineville Area Convention and Visitors Bureau.

**ARTICLE II**

MISSION

The mission of the Board of Directors shall be to strengthen our economy by increasing visitation to the Alexandria/Pineville area. The Alexandria/Pineville Area Convention and Visitors Bureau, as a destination management organization, will market the Alexandria/Pineville area as a year-round destination for conventions, meetings, sporting events, leisure travel, trade shows and special events; provide visitor information and services; and encourage the development of products and educational components that enhance and reinforce a positive image for the area's visitors and therefore, for the quality of life of the area residents.

**ARTICLE III**

DIRECTORS

A. Membership.

1. Composition. The Bureau shall be composed of seven directors appointed as follows:
  - a. Two members appointed by the Central Louisiana Chamber of Commerce.
  - b. One member appointed by the CENLA chapter of the Louisiana Restaurant Association.
  - c. Two members appointed by the Alexandria Hotel-Motel Association.
  - d. One member appointed by the governing authority of Rapides Parish who shall be a representative of the Rapides Coliseum Board.
  - e. One member appointed by the Central Louisiana Attractions Association.

2. Governance – the following provisions are adopted to provide for effective governance and for the consideration of the appointing organizations.

a. Term of Office. Each director shall serve a one year term beginning with the January meeting of the Alexandria/Pineville Area Convention & Visitors Bureau in the year the director is appointed and expiring with the December meeting. Maximum terms for any one board member shall be four consecutive terms or four years. After one two year period of non-service an individual is once again eligible for reappointment for additional terms as outlined above. (Each term is dependent upon the approval of appointing organization).

b. Vacancies. A vacancy or unexpired term of a Director shall be filled by the entity that appointed the director, as listed in “Article I – A. Composition”. A director may resign at any time by written notice to the Board of Directors.

c. Attendance Requirements. If a member should miss three consecutive regular board meetings, or five regular meetings in one year the Board of Directors shall notify the appointing authority of the poor attendance record. If a director misses three regular-scheduled meetings in succession or five regular meetings in one year he/she shall either resign or shall show just cause in writing to the Board of Directors why the meetings were missed. If the Board of Directors, in its discretion, decides that there has been no just cause shown, it shall declare that director’s seat to be vacant and shall so notify the appointing authority of that director.

B. Powers.

1. Administration. The directors, who shall have all powers necessary to transact the business and accomplish the purposes of the Bureau, in accordance with applicable law, shall administer the Bureau.

2. Responsibilities. The directors shall be responsible for approving the annual operating budget of the Alexandria/Pineville Area Convention and Visitors Bureau and amendments thereto, and for working through the Executive Director to see that the business plan of the bureau as it relates to the operating budgets is carried out.

3. Indemnification. The Bureau shall indemnify its Directors, Officers, Employees and Agents to the full extent permitted by LSA-R.S. 12:227, as amended, and that statute shall be made part of these By-laws, the same as if set forth in extent herein.

C. Meetings.

1. Regular Meetings. The directors shall hold regular monthly meetings at a time

and place to be decided upon by the directors. A minimum of ten meetings per year is required. The media will be notified in advance of the meeting in accordance with public meeting laws, which is currently 24 hours.

2. Special Meetings. Special meetings of the directors may be called at any time provided that at least two (2) days written notice shall have been given to each director prior to such meeting, and where a quorum of the board is expected, that the press have been notified in accordance with public meeting laws, which is currently 48 hours.

3. Notice. Written notice of the time and place of the regular director meetings shall be sent to each director at least three (3) days prior to the meeting. The public will be notified of all Board of Director's meetings in advance in accordance with public meetings laws, which is currently 48 hours.

4. Quorum. At all meetings of the directors, a simple majority of the directors shall constitute a quorum for the transaction of business. A majority of those directors present shall decide all questions, except those where a larger vote is required by these By-laws or Robert's Rules of Order Revised. When a quorum is not present, the meeting may be adjourned, postponed or delayed until a quorum is obtained, at the discretion of the presiding officer.

5. Agenda. An agenda of all items to be discussed at the meeting shall be sent to the directors prior to the regular or special meetings, along with the notice of the meeting. The agenda shall include the minutes of the previous director meetings and any meetings held in the interim. The agenda shall include all reports and information needed for director action upon old and new business. Items not included on the agenda may not be brought before the directors, except by a two-thirds (2/3) vote of the directors present.

6. Voting. All voting shall be by those physically present at any director meeting or any committee meeting.

## *ARTICLE IV*

### OFFICERS

A. Composition.

The officers of the Bureau shall be a Chair and Vice Chair and Secretary.

B. Term of Office.

The officers of the Bureau shall be elected annually by the directors from among themselves to serve a term of one (1) year, with the election to be held immediately following the installation of directors. The officer of the court who has sworn in the newly

appointed and returning directors will open the floor for nominations for the election of Chair. The newly sworn in board will then elect a Chair. The new Chair will in turn conduct the election of the remaining officers. Officers shall take office upon election. Officers shall not serve more than two (2) consecutive terms in any one (1) office.

C. Duties

1. Chair. The Chair shall preside at all meetings of the directors and the Executive Committee. The Chair shall serve ex-officio as a member of all committees. The Chair shall see that all orders, resolutions and actions of the Bureau are executed. The Chair will only exercise voting power when the vote of the board lands in a tie.
2. Vice-Chair. The Vice-Chair shall preside at all meetings in the absence of the Chair. The Vice-Chair shall also have all the powers and perform all the duties of the Chair in the Chair's absence or in the event of the Chairman's inability to perform his or her duties.
3. Secretary. The Secretary shall keep full minutes of all meetings of the Bureau and the Executive Committee, including the record of attendance. The Secretary shall be responsible for maintaining a complete file of all-important records, including a complete list of all names and addresses of the directors, the members of the Executive Committee and the members of the other committees of the Bureau. The Secretary shall serve as chairman of the Finance Committee. This report shall be in the form approved by directors.

*ARTICLE V*

EXECUTIVE COMMITTEE

A. Composition, Powers and Duties.

1. Composition. The Executive Committee shall be composed of the Chair, Vice Chair and Secretary.
2. Term of Office. The members of the Executive Committee shall serve for one (1) year.
3. Powers. The Executive Committee shall exercise and enjoy all the powers and authority of the Bureau during the interim between director meetings. All actions by the Executive Committee during the interim periods must be ratified by a quorum of the full board at the next scheduled board meeting.
4. Duties. The Executive Committee shall have the responsibility to plan long

range planning functions of the Bureau.

5. Approval. The Executive Committee shall present its actions of its meetings to the directors for approval at the next scheduled full board meeting.

B. Meetings.

The Executive Committee shall meet upon the call of the Chair provided that proper notice shall have been sent prior to the meeting. Any director may attend a meeting of the Executive Committee.

C. Notice.

Written notice of the time and place for the meeting, accompanied by an agenda of items to be considered, shall be sent to each member of the Executive Committee and to each of the other directors at least three (3) days prior to the meeting, except in the case of emergency meetings which may be called by the Chair at his or her discretion.

D. Quorum.

A simple majority of the Executive Committee shall constitute a quorum.

E. Legal Representation. Notices of all meetings shall be sent to the attorney of record. A concerted effort shall be made to have legal representation at all meetings.

## *ARTICLES VI*

### COMMITTEES

A. General.

In addition to the Executive Committee, there may be such standing and ad hoc committees appointed by the Chair as are necessary to accomplish the work of the Bureau.

B. Composition, Powers and Duties.

1. Composition. Directors of the Bureau shall chair all committees, and the committee members may be drawn from the other directors and the general public as desired by the Chair and as recommended by the directors. Each committee may have a vice-chairman.

2. Ratification. Any and all acts of any and all committees shall be subject to ratification by the directors at the next scheduled meetings of those bodies.

3. Meetings. Each committee shall meet upon call of the committee chairman or majority of the committee members, provided that proper notice shall have been sent prior to the meeting. Any director may attend any committee meeting.

4. Notice. Written notice of the time and place for the meeting, accompanied by an agenda of items to be considered, shall be sent to each member of the committee at least three (3) days prior to the meeting, except in the case of emergency meetings which may be called by the chair at his or her discretion.

5. Quorums and Act. A simple majority of any committee shall constitute a quorum of that committee. Any act of the majority of a committee at which a quorum is present shall constitute an act of that committee.

C. Other Standing Committees.

The Bureau shall have the following Standing Committees: (a) Finance and Budget, and (b) Government Relations.

The Chair shall appoint a board member to chair the Bylaws Committee and a board member to chair the Government Relations Committee. These Chairmen shall take office upon election of the officers and serve for one year. Committee members may be drawn from the directors of the Bureau and from the public at-large.

D. Ad Hoc Committees.

The Bureau shall have the following Ad Hoc Committee: (a) By-laws.

The Chair shall have the authority to appoint such ad hoc committees and their chairmen and members as may be necessary to accomplish the work of the Bureau.

## ***ARTICLE VII***

### **EXECUTIVE DIRECTOR**

A. General.

The Board shall be empowered to employ and to terminate the employment of the Executive Director. The Executive Director will carry out the functions, operations and purposes of the Bureau. It shall delegate to the Executive Director all authority and responsibilities necessary to properly administer the business of the Bureau as outlined in the annual budget and

business plan of the bureau. The Executive Director shall be the Chief Executive Officer of the Bureau. The Executive Director will be responsible for official correspondence; maintaining official records; hiring/terminating, training and supervising the staff; supervising the financial record keeping for all receipts, disbursements and financial statements; completing for board approval an annual business plan and budgets; and providing professional leadership to the board concerning the effective and efficient operation of the Bureau. The Executive Director will be subject to an annual employment review on or before September of each year by the Executive Committee. The performance appraisal and recommendation for performance adjustments should be presented for approval to the full board at the September meeting.

B. Employment Practices.

No immediate family member (as defined by state and/or local law) of a Director of the Bureau shall be employed by the Bureau.

***ARTICLE VIII***

**PARLIAMENTARY AUTHORITY**

The parliamentary authority of the Bureau shall be Robert's Rules of Order Newly Revised, which shall govern in the silence of these By-laws.

## ***ARTICLE IX***

### **AMENDMENTS**

These By-laws may be amended at any meeting of the directors by a two-thirds (2/3) vote of those directors present, provided that the directors have been notified in writing of the proposed amendment (s) at least five (5) days prior to the meeting.

## ***ARTICLE X***

### **BUDGET AND FINANCE**

#### **A. Fiscal Year.**

The fiscal year of the Bureau shall be from January 1 through December 31.

#### **B. Audit.**

The books of the Bureau shall be audited by an independent certified public accountant annually. This audit will be sent to the State Legislative Office by June 30<sup>th</sup> of each year. Such audit will be sent to the Cities of Alexandria and Pineville and to the Rapides Parish Police Jury.

#### **C. Authorization.**

Funds of the commission shall be dispersed in accordance with the current approved budget by checks signed by two of the following persons:

1. Executive Director
2. Any member of the Executive Committee except for payroll checks, which will require the Executive Director's signature only.

#### **D. Budget.**

An annual budget for the upcoming calendar year will be presented to the Board of Directors for approval in October by the Finance Committee and the Executive Director.

#### **E. Deposit and Distribution of Funds.**

The funds of the Alexandria/Pineville Area Convention and Visitors Bureau shall be placed in a bank(s) within the Parish of Rapides.



CERTIFICATE

I HEREBY CERTIFY that the foregoing By-laws were adopted by the Directors of the  
Alexandria/Pineville Area Convention and Visitors Bureau at a meeting held by them on the  
\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

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APACVB Chair