

**BY-LAWS
OF THE
BATON ROUGE AREA CONVENTION AND VISITORS BUREAU**

ARTICLE I

NAME

The name of this political subdivision is the Baton Rouge Area Convention and Visitors Bureau (hereinafter "the Bureau") as is referred to in La. R.S. 33:4574(A)(2)(f) and in Title I, Chapter 2, Part III, Sec. 1:100 of the Code of Ordinances of the City of Baton Rouge and the Parish of East Baton Rouge (hereinafter "the Code of Ordinances").

ARTICLE II

NATURE OF THE BUREAU

The Bureau is a political subdivision of the state of Louisiana as is referred to in La. R.S. 33:4574(F) and Title I, Chapter 2, Part III, Sec. 1:101 of the Code of Ordinances.

ARTICLE III

PURPOSE

The purpose of the Bureau is to develop and carry out programs and activities designed to attract and promote conventions and tourism in and to the City of Baton Rouge and the Parish of East Baton Rouge as is referred to in La. R.S. 33:4574(B) and Title I, Chapter 2, Part III, Sec. 1:100 of the Code of Ordinances.

ARTICLE IV

THESE BY-LAWS

These by-laws have been prepared and adopted in accordance with Title I, Chapter 2, Part III, Sec. 1:103 of the Code of Ordinances which provides in part that "[t]he bureau shall adopt by-laws governing its operations and procedures" and in accordance with Title I, Chapter 2, Part III, Sec. 1:104(c) of the Code of Ordinances which provides as follows:

"(c). The board shall adopt rules and procedures and shall fix the time and place of its regular meetings. These rules and procedures shall be published by the board and a copy shall be provided to the metropolitan council to be kept in the council administrator's office."

ARTICLE V

DIRECTORS

A. Membership

1. **Composition.** The Bureau shall be governed by a Board of ten (10) directors as is referred to in La. R.S. 33:4574(C). The directors shall be appointed in accordance with Title I, Chapter 2, Part III, Sec. 1:102 of the Code of Ordinances.

2. **Term of Office.** The term of office of each director shall be three (3) years in accordance with La. R.S. 33:4574(C)(1)(b)(ii) and Title I, Chapter 2, Part III, Sec. 1:102 of the Code of Ordinances. No director may serve more than two (2) consecutive terms as is referred to in Title I, Chapter 2, Part III, Sec. 1:102(b) of the Code of Ordinances. Any director having served two (2) consecutive terms, however, may be reappointed after the lapse of one (1) year from the end of his or her last term as is referred to in Title I, Chapter 2, Part III, Sec. 102(b) of the Code of Ordinances. The term of each director shall expire on December 31 of the respective year as is referred to in La. R.S. 33:4574(C)(1)(b)(v). Directors shall serve until their successors have been appointed and qualified as is referred to in La. R.S. 33:4574(C)(3)(c).

3. **Vacancies.** All vacancies on the Bureau's Board of Directors shall be filled in the same manner that the original appointments are made in accordance with La. R.S. 33:4574(D) and Title I, Chapter 2, Part III, Sec. 1:103 of the Code of Ordinances.

4. **Attendance at meetings.** Membership on the Board of Directors of the Bureau can be forfeited because of failure to attend regular meetings of the Board in accordance with Resolution No. 40924 of the Metropolitan Council of the Parish of East Baton Rouge and the City of Baton Rouge. A copy of Resolution No. 40924 is attached to these by-laws.

B. Powers

1. **Administration.** The Bureau shall be administered and governed by the Board of Directors (except that the Board of Directors may specify that certain matters shall be dealt with by an employee or employees of the Bureau).

2. **Responsibilities.** The Board of Directors shall be responsible for (a) approving the annual operating budget and amendments thereto and (b) approving other business and actions of the Bureau (except that the Board of Directors may specify that certain matters shall be dealt with by an employee or employees of the Bureau).

C. Meetings

1. **Regular Meetings.** The directors shall hold (unless the Board of Directors decides otherwise) regular meetings on the 4th Thursday of each month and these meetings shall (unless the Board of Directors decides otherwise) be held at the offices of the Bureau at 730 North Boulevard, Baton Rouge, Louisiana and begin at 12:00 noon.

2. **Special Meetings.** Special meetings of the directors may be called at any time by (a) the Chairman of the Board of Directors, (b) the Executive Committee or (c) the Secretary-Treasurer upon the request of any three (3) directors.

3. **Minimum Number of Meetings.** The Board of Directors shall meet a minimum of ten (10) times per calendar year.

4. **Written Public Notice.** Written public notice of each meeting shall be given in accordance with La. R.S. 42:7 as follows:

(A) written public notice of all regular meetings shall be provided at the beginning of each calendar year and this notice shall include the dates, times and places of such meetings; and

(B) written public notice of any regular, special or rescheduled meeting shall be provided no later than twenty-four (24) hours before the meeting and this notice shall include the agenda, date, time and place of the meeting.

The written public notices referred to above shall comply with La. R.S. 42:7(A)(2)(a) and shall include:

(A) posting a copy of the notice at the principal office of the Bureau at 730 North Boulevard, Baton Rouge, Louisiana;

(B) mailing a copy of the notice to any member of the news media who requests notice of such meetings (any such member of the news media shall be given notice of all meetings in the same manner as is given to members of the public body).

5. **Written Notice to the Board.** The Bureau shall, in addition to complying with the requirements relating to written public notice described above, mail to each director at least three (3) calendar days prior to each regular meeting written notice of the date, time, place and agenda in connection with each regular meeting of the Board of Directors (a copy of this written notice shall also be sent by facsimile or e-mail to each director. The Bureau shall include in the mailing described in this paragraph (but not necessarily in the facsimile or e-mail notice) copies of reports or other written information (if available) relating to the matters on the agenda for the meeting.

6. **Quorum.** At all meetings of the directors, a simple majority of the directors shall, in accordance with La. R.S. 42:4.2A(3), 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, applicable state law or Robert's Rules of Order Revised, 10th Edition. 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.

7. **Agenda.** The written public notice referred to above in Section C(4) and the written notice to the Board described above in Section C(5) shall include the agenda for each meeting as required by La. R.S. 42:7(A). The Chairman of the Board of Directors (and, in his or her absence, the Vice-Chairman), and President/CEO shall be responsible for preparing the agenda. Items not included on the agenda may not be brought before the directors, except by a vote of two-thirds of the directors present. Any director or member of the staff of the Bureau desiring to place a matter on the agenda should contact the Chairman of the Board of Directors (or the Vice-Chairman, as applicable). Those desiring to place a matter on the agenda should attempt, whenever possible, to submit to the Director of Administration of the Bureau a typed proposed resolution at or around the time of the request that a matter be placed on the agenda. The failure to submit such a typed proposed resolution shall not, however, prohibit the matter from being placed on the agenda.

8. **Voting.** All votes by members of the Board of Directors shall be viva voce and shall be recorded in the minutes as is referred to in La. R.S. 42:5(C). Additionally, as is set forth in La. R.S. 42:5 (B), there shall be no manner of proxy voting procedure, secret balloting or any other means to circumvent the intent of La. R.S. 42:4.1 through R.S. 42:8.

9. **Public Comment.** The Board of Directors shall ensure that there is an opportunity for public comment at each meeting in accordance with applicable law.

ARTICLE VI

OFFICERS

A. **Composition**

The officers of the Bureau shall be a Chairman, a Vice Chairman and a Secretary-Treasurer as is referred to in La. R.S. 33:4574(D).

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 at the first scheduled meeting after the new directors are appointed (in January). Officers shall take office upon election. Officers shall not serve more than two (2) consecutive terms in any one (1) office.

C. **Duties**

1. **Chairman.** The Chairman of the Board of Directors shall preside at all meetings of the directors and the Executive Committee. The Chairman of the Board of Directors shall appoint all committees and designate their chairmen. The Chairman of the Board of Directors shall serve as an ex officio non-voting member of all committees except the Nominating Committee. The Chairman of the Board of Directors shall have those duties and responsibilities as are set forth in these by-laws and in applicable state law.

2. **Vice-Chairman.** The Vice-Chairman shall preside at all meetings of the Directors and the Executive Committee in the absence of the Chairman of the Board of Directors. The Vice-Chairman shall, to the extent that the same is consistent with applicable state law, have all the powers and perform all the duties of the Chairman of the Board of Directors in the Chairman of the Board of Directors' absence or in the event of the Chairman of the Board of Directors' inability to perform his or her duties.

3. **Secretary-Treasurer.** The Secretary-Treasurer shall be responsible for ensuring that the Bureau keeps full minutes of all meetings of the Bureau and all meetings of committees of the Bureau.

The Secretary-Treasurer shall serve as chairman of the Finance and Budget Committee. The Secretary-Treasurer shall present a report of the accounts to the directors at their regular meetings. This report shall be in the form approved by the directors and shall present a clear statement of the assets and liabilities, receipts and disbursements, and bills outstanding. The Secretary-Treasurer shall be responsible for ensuring that the Bureau operates pursuant to approved methods of accounting. The Secretary-Treasurer shall also ensure that books of the Bureau are audited in accordance with all applicable requirements and that the results of the audit (along with the Bureau's budget) are properly submitted to the City of Baton Rouge and Parish of East Baton Rouge in accordance with all applicable requirements.

D. Vacancies

In case of a vacancy in the office of any officer, the vacant office shall be filled by a vote of the directors upon the recommendation of the Nominating Committee.

ARTICLE VII

EXECUTIVE COMMITTEE

A. Composition, Term and Purpose

1. **Composition.** The Executive Committee shall be composed of the officers and the immediate past Chairman of the Board of Directors.

2. **Term.** The members of the Executive Committee shall serve for one (1) year.

3. **Purpose.** The purpose of the Executive Committee shall be to finalize matters that may be delegated to the Executive Committee by the Board of Directors of the Bureau.

B. Meetings

The Executive Committee shall meet upon the call of the Chairman of the Board of Directors or a majority of the Executive Committee, 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 date, 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 Chairman of the Board of Directors at his or her discretion. The Bureau shall additionally comply in any case with the requirements for written public notice set forth in La. R.S. 42:7.

D. Quorum

Three (3) Executive Committee members or a simple majority of the Executive Committee, whichever is greater, shall constitute a quorum of the Executive Committee.

ARTICLE VIII

OTHER COMMITTEES

A. General

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

B. Composition, Meetings, Notice and Quorum

1. **Composition.** All committees shall be chaired by directors of the Bureau, and the committee members may be drawn from the other directors and the general public as desired by the Chairman of the Board of Directors. Each committee may have a vice-chairman and a secretary.

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

3. **Notice.** Written notice of the date, time and place for the meeting, accompanied by an agenda of items to be considered, shall be mailed to each member of the committee at least three (3) calendar days prior to the meeting, except in the case of emergency meetings which may be called by the chairman at his or her discretion. The Bureau shall additionally comply in any case with the requirements for written public notice set forth in La. R.S. 42:7.

4. **Quorum.** A simple majority of any committee shall constitute a quorum of that committee.

C. Nominating Committee

In October of each year, the Chairman of the Board of Directors shall appoint a Nominating Committee, with the approval of the directors. The Nominating Committee shall be composed of three (3) directors and shall not include the Chairman of the Board of Directors or Vice-Chairman. The Nominating Committee shall be responsible for preparing the slate for the annual election of officers of the Bureau. This list shall be presented in December and the vote on officers shall take place at the first scheduled meeting in January of the following year after the new directors are appointed.

D. Other Standing Committees

The Bureau shall have the following Standing Committees: (1) Finance and Budget and (2) Personnel. The Secretary-Treasurer shall chair the Finance and Budget Committee, and the Vice-Chairman shall chair the Personnel Committee. These chairmen shall take office upon election of the officers and serve for one (1) year. The Chairman of the Board of Directors in consultation with each committee chairman shall appoint committee members. Committee members may be drawn from the directors of the Bureau and from the public at-large.

- (1) The Finance and Budget Committee shall be responsible for making recommendations to the Board of Directors about all aspects of the fiscal and financial status of the Bureau including, but not limited to, matters relating to budgets, expenditures, accounting policies and procedures and audits.
- (2) The Personnel Committee shall be responsible for making recommendations to the Board of Directors about all aspects of personnel matters relating to the Bureau including, but not limited to, the process for evaluating the President/CEO of the Bureau and the employee policy manual.

E. Ad Hoc Committees

The Chairman of the Board of Directors 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. Ad hoc committees shall have such powers, duties, functions and terms of existence as shall be prescribed by the Chairman of the Board of Directors with the approval of the Board of Directors of the Bureau.

ARTICLE IX

PARLIAMENTARY AUTHORITY

The parliamentary authority of the Bureau shall be Robert's Rules of Order Revised, 10th Edition, which shall govern in the silence of these By-laws.

ARTICLE X

FISCAL YEAR

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

ARTICLE XI

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 ten (10) days prior to the meeting.