

By - Laws
of the
**Livingston Parish Convention and
Visitor Bureau**

ARTICLE I

Name

This organization shall be called the Livingston Parish Convention and Visitors Bureau (here-in-after referred to as the Board).

ARTICLE II

Purpose

The purpose and objectives shall be developing and carrying out programs designed to promote tourism in the area of Livingston Parish as provided in Louisiana Revised Statutes 33:4574, et. seq.

- 1) To promote the parish's history, culture, art, folk life, recreational and leisure opportunities, natural and scenic resources, transportation, sites, accommodations, and events.
- 2) To cooperate and enter into agreements with governmental agencies, tourist promotion agencies, and private non-profit associations and organizations for the promotion or development of the parish and area.
- 3) To foster a greater awareness and understanding of the parish, its history and potential.

ARTICLE III

Domicile

The Livingston Parish Convention and Visitors Bureau shall be domiciled in the Parish of Livingston, Louisiana, and at the address below.

30340 Catholic Hall Rd.
Albany, La. 70711

The mailing address is

P.O.Box 1057
Albany, La. 70711

The Livingston Parish Convention and Visitors Bureau & Board of Directors shall not be construed to be a political subdivision of the State or of the Parish of Livingston.

ARTICLE IV

Section 1. Terms

The Board members shall be appointed for a term of three (3) years staggered without compensation. The Board members shall be appointed by the Livingston Parish Council from nominations received from non-profit groups interested in the promotion of tourism. No Board member can serve more than two (2) consecutive terms. Following the expired terms, he or she must wait a period of three (3) years before being appointed to the Board. He or she may be allowed to serve in a voluntary or advisory capacity as agreed upon by the Board.

Section 2. Officers

The officers of the Board of Directors shall be Chairman, Vice-Chairman, Secretary, and Treasurer. The offices of the Secretary and Treasurer may be combined if the Board so elects. The officers shall be elected at the annual meeting in February of each year to serve a term of one (1) year.

All officers shall take office immediately after being elected in the following order: Chairman, Vice-Chairman Secretary and Treasurer. The officers shall serve no more than two (2) consecutive years in any one office.

Upon the vacancy of the Chairman, the Vice-Chairman will automatically succeed to the office of Chairman and fulfill the duration of the term left by the Chairman.

If the Vice-Chairman does not wish to fulfill the duration of the term left by the Chairman, a Chairman will be elected in the same manner as originally elected.

A Board member must serve at least one year on the Board of Directors before becoming an officer.

Section 3. Chairman

The Chairman shall officiate at all meetings of the Board. The Chairman shall sign all necessary conveyances as approved by the Board. The Chairman shall sign the minutes along with the Secretary.

Section 4. Vice-Chairman

The Vice-Chairman shall take upon all duties of the Chairman in the Chairman's absence. However, should the Chairman and Vice-Chairman both be unavailable to officiate at any meeting, then the Secretary, or in his/her absence, the Treasurer shall chair the meeting, or the Secretary/Treasurer if the positions are combined

Section 5. Secretary

The Secretary shall be responsible for all minutes of the Board. The Secretary shall sign the minutes and other necessary documents requiring witness.

Section 6. Treasurer

The Treasurer will be responsible for the finances of the Board and shall serve as Chairman of the Finance Committee.

Section 7. Executive Director

The Executive Director shall be appointed by the Board to serve at the pleasure of the Board. The Director shall carry out all duties at the request of the Board through the Chairman or his/her designee. The official tape recording of the meetings shall be the responsibility of the Director.

ARTICLE V

Executive Committee

The Executive Committee shall be the elected officers and shall act for the Board on matters demanding attention between meetings of the Board. Such action will be subject to approval at the next regularly scheduled meeting of the Board. Three (3) members are required for a quorum of the Executive Committee. Either the Chairman or the Vice-Chairman may call an Executive Committee meeting. Notice of an Executive Committee meeting shall be given not less than twenty-four (24) hours before the time of the meeting.

ARTICLE VI

Staff

The Board shall have the authority to hire full or part-time professional staff to administer and manage the affairs of the Livingston Parish Convention and Visitors Bureau as directed by the Board of Directors, through the Executive Director. Such personnel and their salary must have prior approval of the Board.

ARTICLE VII Meetings

Section 1. Frequency

The regular meeting of the Board shall be held on the 3rd Tuesday of each month unless otherwise ordered by the officers or a majority vote.

Section 2. Date, Time and Place

The meeting date, time and place shall be published in the Livingston Parish News and posted at the location of the meeting a minimum of twenty-four (24) hours prior to the meeting. This announcement may be made by the Chairman or in his/her absence, the Vice-Chairman.

Section 3. Special Meetings

The Board may convene for "special meetings" whenever the chairman, or in his/her absence the Vice-Chairman, or any three (3) Board members notify the remainder of the Board. The purpose of the meeting shall be stated in the call. Notice of special meetings will be publicly posted at the location of the meeting a minimum of twenty-four (24) hours prior to the meeting.

Section 4. Quorum

Approval of matters by the Board requires a majority of those present. A quorum is present when a majority of the Board members are present. In absence of a quorum, no formal action shall be taken except documenting date, time, Board members present and announce a subsequent date.

Section 5. Attendance / Authority

Any Board member who misses three (3) regularly scheduled meetings, in a twelve (12) month period, is required to show good cause in writing or submit a resignation for the good of the organization. If neither is forthcoming, the item shall be placed on the agenda at the next regularly scheduled meeting, and steps will be taken to notify all interested parties of the vacancy.

The Board of Directors has the privilege to serve the Parish of Livingston to promote tourism and visitation to Livingston Parish and the economic impact thereof; and the responsibility to give guidance and direction to the Executive Director.

Any Board member taking official action on behalf of the Board must have approval from the Board of Directors. A Board member or members taking actions not approved by the Board of Directors will be subject to censure by the Board, with any ruling approved by a two-thirds (2/3) vote of the Board of Directors.

Depending upon the severity or frequency of inappropriate actions of a Board member or members may be requested to submit his/her resignation for the good of the organization.

Section 6 Interruption of Business

The business of the Board shall not be interrupted. No person or group shall be allowed to address the Board without being on the agenda. The vote of a majority of those present will be necessary to add an item to the agenda.

Section 7. Motions

When a motion is made it shall be stated by the presiding officer, or at the discretion of the presiding officer, by the secretary. If the motion is in writing, it shall be read aloud by the secretary before it is debated.

Section 8. Regulating Talk

Public comment is limited to 5 minutes per topic.
The number of speakers can be limited on any one topic.

Section 9. Board Meeting by Conference Call & Phone Vote

Conference call meetings must be conducted in such a way that all members participating can hear each other at the same time. It should also be noted in this connection that the personal approval of a proposed action obtained from a majority of, or even all, Board members separately is not valid Board approval, since no meeting was held during which the proposed action could be properly debated. If action is taken by the Board on the basis of individual approval, such action must be ratified by the Board at its next regular meeting in order to become an official act.

ARTICLE VIII

Committees

The Board may appoint such committees as deemed necessary. The Chairman shall appoint the members of the committees. This shall be done at a regular meeting of the Board or at a special meeting of the Board with the Board members approval. Committees shall serve until assigned project is completed or until the Chairman dismisses them.

Section 2. Standing Committees

A. Finance Committee

The Finance Committee chairman shall be the Board's Treasurer. The Finance Committee shall meet with the Executive Director quarterly to review all financial transactions of the Board. It is the Director's responsibility to organize and schedule these meetings at the request of and convenience of the committee members.

B. Personnel Committee

The Personnel Committee shall meet with the Director semi-annually to evaluate any and all issues pertinent to the Director's employment. Any concerns or complaints regarding Board's personnel will be directed to the Chairman of the Personnel Committee or Board Chairman. The Committee and the Director shall review the concern or complaint, and then recommend appropriate actions if necessary. It is the Director's responsibility to organize and schedule these meetings at the request of and convenience of the committee members.

C. Advertising / Marketing Committee

The Advertising / Marketing committee shall meet with the Executive Director quarterly to review all advertising /marketing transactions of the Board. It is the Director's responsibility to organize and schedule these meetings at the request of and convenience of the committee members.

ARTICLE IX

Budget

Section 1. Preparation

The Director shall annually prepare a budget to be approved by the Finance Committee and the Board prior to submittal to the Livingston Parish Council. The fiscal year shall be from January 1 through December 31 of each year. The proposed budget shall be presented to the Board in October, so that it can be approved board and presented to the Livingston Parish Council in November.

Section 2. Annual Audits

The books of the Board shall be audited by an independent certified public accountant annually and said accountant shall make a written report of his/her audit to the Board of Directors.

Robert Rules of Order (New Revised), by reference, shall be the governing authority in matters not consistent with these by-laws and special rules of order the Board may adopt.

Section 3. Amendments

These by-laws may be amended by two-thirds (2/3) vote at any regular meeting of the Board of Directors. At least seven (7) days written notice of intention to consider any proposed amendment must be given to all Board members.

Revised and adopted by a vote of the Board of Directors on 9/15/09
Revised and adopted by a vote of the Board of Directors on 11/8/07
Revised and adopted by a vote of the Board of Directors on 6/11/92