

**BY-LAWS
OF
RUSTON-LINCOLN CONVENTION
AND VISITORS BUREAU**

Adopted and Amended as of December 21, 2006

ARTICLE I.

AUTHORITY

The Louisiana Legislature at its 1995 Regular Session by adopting Act Number 47, created the Ruston Lincoln Convention & Visitor's Bureau as a political subdivision of the State of Louisiana. Membership of the Board of Directors is determined by the legislation creating it. The said act further authorized the Ruston Lincoln Convention & Visitor's Bureau to impose and levy a tax in an amount not to exceed 4 percent upon the occupancy of hotel rooms and motel rooms within its jurisdiction (the Parish of Lincoln).

ARTICLE II.

PURPOSE

The purpose of the Convention and Visitors Bureau shall be to promote conventions and tourism in North Central Louisiana as provided in the authorizing legislation, including, but not limited to, advertising tourist attractions and convention facilities in the region; organizing tourist activities and supporting events that attract visitors to the region; conducting public awareness programs to emphasize to the local population of the economic benefits of tourism; participating in programs both private and public in promoting Louisiana and the region as a tourist and convention destination, and additional activities allowed by law and as directed by the Board of Directors.

ARTICLE III.

DIRECTORS

The Bureau shall be directed and controlled by a Board of Directors composed of nine (9) directors selected by the following entities.

Lincoln Parish Police Jury (1)

The City of Ruston (1)

Louisiana Tech University (1)

Grambling State University (1)

Hotel/Motel Association (1)

Restaurant Association (1)

Retail Association (1)

Bankers Association (1)

Ruston Chamber of Commerce (1)

Each Director shall serve a three-year term beginning on January 1 of the year in which the Director is appointed and expiring December 31 of the third year of service. The terms of Directors shall be staggered so that the term of no more than four (4) Directors shall expire in any year. Each Director is limited to two consecutive three-year terms.

The unexpired term of a Director that dies, resigns or otherwise ceases to serve for any reason shall be filled by the entity who appointed the Director. A Director may resign at any time by written notice to the Board of Directors.

ARTICLE IV.

OFFICERS

Organization: At the December board meeting the Board of Directors shall elect a chairman, vice chairman and secretary-treasurer from among its membership. These

officers shall serve concurrent one year terms commencing January 1 of the next calendar year and ending December 31 of the next calendar year. No officer may be elected to the same office for more than three (3) consecutive one (1) year terms. In case of a vacancy among officers, the Board of Directors shall elect a replacement to serve out the unexpired term.

The chairman shall preside at the meetings of the Board of Directors, sign documents of obligations as authorized by the Board of Directors, act as liaison between the Board of Directors and the staff and appoint standing and special committees as provided in these by-laws.

The vice chairman shall preside at Board of Directors meetings in the absence of the chairman.

The secretary-treasurer shall see that minutes of the meetings are kept and financial records prepared and submitted to the Board of Directors for approval.

ARTICLE V.

COMMITTEES

Committees: Standing committees of the Board of Directors shall be the executive committee, which shall meet monthly with the President/CEO to discuss day-to-day operations of the staff and to serve as the oversight committee for the financial stability and well-being of the CVB. The executive committee shall consist of the chairman, vice chairman and secretary-treasurer. A Sales and Marketing committee which shall develop an annual advertising budget in cooperation with and through the President/CEO and make recommendations to the Board of Directors. The committee shall be responsible for working with the CVB staff to utilize all available opportunities

to increase conventions, conferences, meetings, etc. within the parish. A community relations committee which shall oversee and recommend hospitality awards and coordinate tourism awareness activities as well as increase the public awareness of the economic impact of the tourism industry in Lincoln Parish. This committee shall also oversee the review and approval of matching grants and special appropriation funds expenditures. The personnel committee which shall be responsible for nominating the slate of officers and nominating the incoming members of the Board of Directors as well as overseeing issues pertaining directly to personnel and personnel policies of the CVB. The product development committee which shall review and recommend issues pertaining to the long range operations of the CVB and the growth of assets of the tourism industry within the Parish.

The chairman may appoint special committees as needed or as authorized by the Board of Directors.

ARTICLE VI.

STAFF

The Board of Directors shall maintain a staff as necessary to achieve the purpose of the Convention and Visitors Bureau. The staff shall be headed by a President/CEO, who shall be employed by the Board of Directors and shall be answerable to the Board of Directors for the overall operation of the staff. The President/CEO shall employ personnel to fill staff positions created by the Board of Directors and supervise all employees of the Convention and Visitors Bureau. The President/CEO or the President/CEO's designee shall be the sole agent of the Convention and Visitors Bureau

authorized to contract for convention services and to bind the RLCVB with cooperative endeavor agreements and contracts.

ARTICLE VII.

FISCAL YEAR

The Convention and Visitors Bureau shall operate on a calendar year from January 1 through December 31.

ARTICLE VIII.

MEETINGS

The Board of Directors shall have regular meetings once a month at a time to be established by a vote of the Board of Directors at the beginning of each fiscal year. The regular meeting time can be changed by a majority vote of the entire membership of the Board of Directors. Special meetings may be called by the chairman or upon written request of any three members of the Board of Directors. Such requests may be made via fax and/or e-mail.

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 regularly-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.

A quorum shall consist of 2/3 of the members of the Board of Directors. A quorum shall be required at a meeting for the conduct of all business except for a motion of adjournment or rescheduling a meeting.

ARTICLE IX.

AUDITS OR CHECKS

The books of the Convention and Visitors Bureau shall be audited by an independent certified public accountant annually, and the accountant shall make a written report of his/her audit to the Board of Directors and the Legislative Auditor for the State of Louisiana.

Funds of the Convention and Visitors Bureau shall be disbursed by check signed by two of the following persons: the chairman, vice-chair, treasurer, or President/CEO

ARTICLE X.

AMENDMENTS

The by-laws may be amended by a 2/3 vote of the entire-membership of the Board of Directors.

ARTICLE XI.

CONDUCT OF MEETINGS

Business of the Board of Directors shall be conducted in accordance with Robert's Rules of Order except when these by-laws provide otherwise, and provided that

by majority vote, the Board of Directors may act contrary to those rules on any particular issue.

Meetings of the Board of Directors and its committees shall be open to the public except as provided for in the Open Meetings Law of Louisiana (LSA-R.S. 42:4.1-12), and records of the Convention and Visitors Bureau shall be open for public inspection, except as provided for in the state's Public Records Law (LSA-R.S. 44:1-37).

THUS ADOPTED at a regular meeting of the Board of Directors of the RUSTON LINCOLN CONVENTION AND VISITORS BUREAU, on the 21st day of December, 2006.

WITNESSES:

Anthony Nelson

Bill Elmore

Lillian McCullin

Mickey McHale

Gary McKenney

Annette Albritton

Gary Strebeck

Gail Foster

Barbara McIntyre

