

WEBSTER PARISH CONVENTION  
AND VISITORS COMMISSION  
BY-LAWS

ARTICLE I.           NAME

The Webster Parish Convention and Visitors Commission (hereinafter sometimes referred to as “WPCVC” or “Commission”) is a political subdivision of the State of Louisiana. It was initially organized by Webster Parish Police Jury Ordinance Number 859, adopted May 7, 1991. It has been a political subdivision of the State of Louisiana since 1995. La.R.S. 33:4574(B).

ARTICLE II.           MISSION

The mission of the WPCVC is to provide leadership in marketing Webster Parish as a highly desirable visitor and meeting destination and engage in visitor promotions, which result in overnight stays and activities within Webster Parish.

ARTICLE III.           DOMICILE

The domicile of this Commission shall be within the Parish of Webster, State of Louisiana.

ARTICLE IV.           PURPOSES

The purposes of this Commission shall be the promotion of tourism within Webster Parish. La.R.S. 33:4574(E):

ARTICLE V.           POWERS AND AUTHORITY

The commission shall have the power to sue and be sued, to accept grants or donations of every type, to make capital improvements for the purpose of obtaining federal funds, to do all things necessary for the promotion and the advertisement and publication of information relating to tourist attractions within its jurisdiction. However, the commission shall not exercise any function which results in competition with local retail businesses or enterprises. (La.R.S.33:4754(H)).

ARTICLE VI.           BOARD OF DIRECTORS

Section 1.       The Commission shall consist of a board of seven members appointed by the Webster Parish Police Jury. La.R.S. 33:4574.

Section 2.       Members shall serve three year terms of office. La.R.S.33:4574(F).

Section 3. New Directors shall be appointed by the Webster Parish Police Jury no later than November 1st of the year the term expires. Election of officers for the Commission will be held at the December meeting, normally the last meeting of the calendar year.

Section 4. The expiration date of the term of all directors shall be on December 31st of the final year of their term.

Section 5. When a Director misses three (3) meetings in one calendar year, the Commission will report the absences to the Police Jury for its action.

Section 6. The Board of Directors shall serve without compensation.

#### ARTICLE VII. OFFICERS AND THEIR DUTIES

Section 1. The Commission members shall elect a member to serve as the chairman for a term of one year. In addition to the chairman, the commission shall elect from its membership a vice chairman, secretary and treasurer. The office of secretary and treasurer may be combined if the commission so elects. La.R.S.33:4754 (G)

The Chairman shall preside at all regular meetings and all special meetings. He shall serve as the chief administrative officer on behalf of the Commission between regular meetings or special meetings. He shall make all necessary appointments from the Commission members and shall perform all duties usually incumbent upon the chief administrative officer of an organization. His shall be the primary signature on all Commission checks.

Section 2. The Commission shall also elect from among themselves a Vice-Chairman who shall serve for a term of one (1) year. The Vice-Chairman shall preside in the absence of the Chairman and perform all other duties assigned by the Chairman as well as those duties usually incumbent upon the Vice-Chairman of an organization. His shall be the secondary signature on all Commission checks.

Section 3. The Commission shall select and employ an Executive Director who is not a member of the Commission and who shall enter into a contract with the Commission under the authority of La.R.S.33:4574(J). The Executive Director shall execute and maintain all functions of the Commission according to these by-laws as well as the job description defined by the Board members. The Executive Director may be a secondary signature on all Commission checks.

#### ARTICLE VIII. QUORUM

A majority of the membership of the Commission shall constitute a quorum for the purposes of elections and for the transaction of business. La.R.S.42:4.2

ARTICLE IX. FISCAL YEAR

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

ARTICLE X. MEETINGS

Regularly scheduled monthly meetings of the Commission shall be held on the 3rd Tuesday of each month at 8:00 a.m. Special meetings may be called by the chairman or by a majority of the directors.

Notice of all meetings shall be given at least seven (7) days in advance. A written agenda including date, time, and place of the meeting shall be posted no later than 24 hours before the start of the meeting. The notice shall be posted on the outer door of the building in which the Commission's offices are located and the outer door of the building in which the meeting is to be held, if it is a different building. A copy shall be mailed to each representative of the news media who requests such notice. La.R.S.42:7 (A)(A)(b). Further, the Commission shall publish a notice at the beginning of each fiscal year setting out the regular meeting dates, times and places. La.R.S.42:7(A)(1)(a).

ARTICLE XI. FUNDING

The Commission is funded by a local hotel-motel occupancy tax imposed under the authority of La.R.S. 33:4574.1.1 and by the appropriation of state sales tax collected on hotel and motel rooms within Webster Parish pursuant to La.R.S. 47:302.15.

ARTICLE XII. BUDGET

The Commission shall annually adopt a budget of receipts and expenditures in December for the following fiscal year. The budget shall utilize the uniform chart of accounts provided for in La.R.S. 39:1304. The proposed budget shall be submitted to the Commission and made available for public inspection no later than fifteen days prior to the fiscal year for which the budget is intended to serve. La. R.S. 39:1306. The proposed budget shall be available for inspection at the office of the Commission. La.R.S. 39:1308. The proposed budget shall be adopted before the end of the prior fiscal year and approved expenditures shall not exceed estimated revenues. La.R.S. 39:1309. In the event that anticipated expenditures or estimated revenues shall be forecast to vary more than five percent from the adopted budget, then the Commission shall amend the budget to adjust expenditures and revenues to comply with revised estimates. The adopted budget and any duly authorized amendments shall constitute the authority to incur liabilities and authorize expenditures from the respective budgeted funds during the fiscal year. La.R.S. 39:1311(C). All expenditures by Commission check shall require two signatures.

ARTICLE XIII. ANNUAL AUDIT

Pursuant to La.R.S. 24:513 (3), the financial statements of this Commission shall be audited or reviewed by licensed certified public accountants subject to La.R.S. 24:513(5) and (6). The engagement letter with the licensed certified public accountants engaged to perform this audit shall be approved by the Legislative Auditor. Such audit shall be performed in accordance with generally accepted governmental auditing standards and the Louisiana Governmental Audit Guide. Such audit shall be completed within six months of the close of the entity's fiscal year. The certified public accountant shall have the access and assistance privileges afforded the legislative auditor in R.S. 24:513(E) and (I). However, the certified public accountant shall comply with any and all restrictions imposed by law on documents, data, or information deemed confidential by law and furnished to the certified public accountant during the course of the audit or review. La. R.S. 24:513.

ARTICLE XIV. AMENDMENTS

Amendments to the By-laws of the Commission may be offered in writing by any Director at any regular meeting of the Board of Directors. The Chairman shall give written notices of such proposed amendments to each member of the Commission as soon after said meeting as is practical. The proposed amendment shall be called up for passage at the following monthly meeting of the Board of Directors after the meeting at which the same was offered and the favorable vote of five (5) of the members shall be required for the adoption of the proposed amendment.

ARTICLE XV. MISCELLANEOUS

No part or subpart of these bylaws shall be construed as being in conflict with any other laws or ordinances in the Parish of Webster or within the State of Louisiana.

If any term or provision of these by-laws or any application shall be held invalid or unenforceable by a court, then the remainder of these by-laws shall remain in full force and effect to the maximum extent allowed by law.

THUS DONE AND ADOPTED on this \_\_\_\_\_ day of \_\_\_\_\_, 2008.

BY: \_\_\_\_\_  
Chairman

BY: \_\_\_\_\_  
Secretary/Treasurer