

# **The Amelia Island Convention and Visitors Bureau, Inc. Bylaws**

## **ARTICLE I NAME AND LOCATION**

The name of this incorporated organization is The Amelia Island Convention and Visitors Bureau, Inc. (“AICVB or the Corporation”). Its principal office shall be located within the limits of Nassau County, Florida, the exact address to be designated by the Board of Directors.

## **ARTICLE II MISSION**

Section 1: The following statements express the mission of the Corporation:

A. The Amelia Island Convention and Visitors Bureau, Inc is a not-for-profit private corporation organized exclusively for the common business interest of promoting and improving tourism related business activities; to enhance tourism’s visitor, meeting, and convention development efforts on Amelia Island, and increase tourism development tax collection. To apply for and administer grants from available agencies and to obtain any other available funds for the purpose of developing and promoting tourism. To assure the adequacy and effectiveness of laws affecting the common business interest of the tourism, meetings, and conventions industry through appropriate legislative and administrative activity.

B. The Corporation will comply with Florida State Statute §125.0104 and will expend tourism development tax (TDT) funds in accordance with the legal restrictions of this statute.

C. The Corporation is not organized for profit or to engage in an activity of a kind ordinarily carried on for profit. The Corporation shall observe all local, state, and federal laws which apply to non-profit organizations under Section 501(c)(6) of the Internal Revenue Code of 1986. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986.

Section 2: Registered Agent

The Board of Directors of the Corporation shall designate a registered agent for service of process on the Corporation for the State of Florida. The initial registered agent for service of process shall be set forth in its Articles of Incorporation. Each registered agent and each successor-registered agent appointed pursuant to this Section 2 shall file a statement in writing with the Department of State of the State of Florida.

### **ARTICLE III MEMBERSHIP**

The Corporation may have solely non-voting members. If the Board of Directors determines that the Corporation shall have non-voting members, the Board of Directors shall determine the qualification of such non-voting members, the manner of admission of such non-voting members and their rights, privileges and obligations as non-voting members.

### **ARTICLE IV BOARD OF DIRECTORS**

#### Section 1: Responsibilities.

The governing of the Corporation shall be vested in a Board of Directors, with all the powers of a body corporate under the laws of the State of Florida. The Board of Directors (individually “Directors or Director” and collectively the “Board”) shall serve as the sole governing body of the AICVB. The Board shall have the authority to carry out all lawful functions permitted by the Bylaws, its operating procedures, or the law. Specifically, the Board of Directors will:

- Adopt an annual operating budget
- Elect Directors
- Approve prior to adoption all Policies and Procedures of the corporation.
- Approve all contracts with a duration of more than 1 year or a total contract value exceeding \$500,000.

#### Section 2: Composition.

The Board of Directors shall be eight (8) members, seven elected directors and the CVB President/CEO. All elected board members must either reside in Nassau County or own or operate a business in Nassau County. No sitting member of the AITDC can occupy a seat on the Board of the AICVB.

Other than the President & CEO, each Director shall be elected for a four (4) year term with the exception of the initial Board, which shall be selected by a panel. Board members shall be former members of the AICVB Board of Directors and whose terms are set as stated in Section 3 below. The Board must approve by an affirmative five-eight (5/8) vote any increase or decrease in the number of the Board, but in no case shall a decrease in the number of Directors shorten the term of any incumbent Director.

Section 3: Staggered Board.

The elected Board shall consist of seven (7) Directors elected in the manner herein specified. The initial terms shall be staggered with two (2) directors with a two (2) year term, two (2) directors with a three (3) year term and two (2) directors with a four (4) year term. The terms of the initial Board shall be determined by drawing terms out of a box at the Board's initial meeting. Thereafter each Director shall be elected for a four (4) year term.

Section 4: Election.

The Chairman shall appoint a Nominating Committee that shall review applications for Board consideration and submit final candidates for available seats to the Board no later than thirty (30) days before the end of the fiscal year. Current Board members can be nominated for unlimited consecutive terms. Election of Directors will occur at a duly noticed Board meeting, with a quorum present, by simple majority vote. Current Board members standing for re-election to a new term should recuse themselves from their re-election vote. Newly elected Directors term of service will begin on October 1<sup>st</sup> of each year.

Section 5: Attendance.

Any Director who shall not have attended three (3) of the regular or special meetings of the Board of Directors per term year may be removed upon a majority vote of the other Directors; provided the Board has not excused the absences for cause.

Section 6: Vacancies.

In the event of death, resignation, retirement, removal or disqualification by virtue of a change in a Director's employment position during his or her term of office, a successor shall be elected by the Board to serve until the next regular or special called meeting at which time the Board shall elect a Director to fill the remaining term. Any Director elected to represent one of the positions or industries who changes his or her position or industry from one of such designated areas for a continuous period of sixty (60) days shall be replaced by a Director appointed by the Board of Directors who is qualified by his or her position or industry to represent such designated seat on the Board.

Section 7: Removal.

Any Director elected by the Board of Directors may be removed by the Board by a five-seventh (5/7th) vote whenever in its judgment the best interests of the Corporation will be served thereby.

Section 8: Compensation & Cost.

No member of the Board of Directors shall be compensated for their services as a Director of the Corporation; nevertheless, each Member of the Board of Directors shall be entitled to be reimbursed for the ordinary, reasonable and necessary costs and expenses incurred in rendering their services as a Director. The reimbursement to a Director shall be approved in writing by the Board

Chairman and Treasurer stipulating the purpose for the expense and receipts must be provided for all expenses.

Section 9: Board Meetings/Quorum.

- A. Annual Meeting. The annual meeting of the Amelia Island Convention and Visitors Bureau shall be held. The Board of Directors shall fix the time and place.
- B. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman, the Vice Chairman in the absence of the Chairman, or any five (5) Directors.
- C. Notice of Meetings. Notice stating the time and place of a Board meeting shall be given to each Director not less than seven (7) days before the date of the scheduled meeting. Notice stating the time, place and purpose of a special meeting shall be given to each Director not less than four (4) days before the date of the scheduled meeting. Such notice shall be deemed to be made when deposited in the United States mail, addressed to the Director at their address as it appears on the records of the Corporation, with postage thereon prepaid, or when actually transmitted by electronic mail, if correctly directed to an electronic mail address at which the Director has consented to receive notice.
- D. Waiver of Notice. Any Director may waive notice of any meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- E. Quorum. The number of Directors comprising a simple majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is present when a vote is taken, the act of a majority of the Directors physically present at any meeting shall constitute the act of the Board.

**ARTICLE V  
BOARD OFFICERS**

Section 1: Composition.

The Officers of the Amelia Island Convention and Visitors Bureau, Inc Board of Directors shall consist of a Chairman of the Board, Vice Chairman, Treasurer, and Secretary.

Section 2: Duties of Officers.

- A. Chairman. The Chairman of the Board shall be the Corporation's Chair and preside at all meetings of the Board of Directors. With the authorization of the Board of Directors, he may sign deeds, contracts and other instruments affecting the operation of or binding of the Corporation, and any other duties assigned by the Board as prescribed by the Corporation policies and procedures.

- B. Vice Chairman. The Vice Chairman, in the absence or disability of the Chairman of the Board, shall assume the duties of the Chairman of the Board, and any other duties assigned by the Chairman and/or the Board.
- C. Treasurer. The Treasurer shall prepare and present financial reports, including revenue, expenses, variances, and disbursement; The Treasurer shall prepare and recommend an annual budget.
- D. Secretary. The Secretary shall take and prepare for distribution the minutes of each board meeting, maintain corporate records, ensure that all appropriate local, state and federal reports are filed timely, and any other duties assigned by the Chairman and/or the Board.
- E. The Treasurer and Secretary may be fulfilled by the same Board member.

Section 3: Election of Officers.

The Chairman of the Board, Vice Chairman, Treasurer, and Secretary shall be nominated by any voting member of the Board of Directors and approved by an affirmative majority vote at the Corporation's annual meeting. The Board may fill any Officer vacancy by an affirmative majority vote of the Board.

Section 4: Removal of Officers.

Any officer elected by or appointed by the Board may be removed by the Board as an officer and Board Director by a five-seven (5/7th) vote whenever in its judgment the best interests of the Corporation will be served thereby.

## **ARTICLE VI ADMINISTRATION**

Section 1: President and CEO.

- A. The Board shall employ a salaried President and CEO whose terms and conditions of employment and annual compensation shall be determined and set by the Board's Compensation Committee. The President shall be responsible for the general management, supervision and control of the Corporation's business and operations.
- B. The President will be the chief executive officer of the Amelia Island Convention and Visitors Bureau, Inc who generally and actively manages the business and day-to-day affairs of the Corporation. The President may act for and on behalf of the corporation on administrative issues and extraordinary matters without the concurrence of the Board of Directors, and any such action shall be binding on the Corporation.
- C. The President may sign contracts and other instruments affecting the operation of or binding of the Amelia Island Convention and Visitors Bureau, and any other duties authorized by the Board of Directors; except for the contract powers specifically reserved for the Board of Directors as noted in Article IV section 1.

D. The President and CEO shall serve as a member of the Board. The President and CEO shall establish, implement and maintain Policies and Procedures for the operation of the Corporation as approved by the Board of Directors for the operation of the Corporation.

E. With respect to implementation and administration of general matters, they shall be consistent with the Corporation's policy.

## **ARTICLE VII CORPORATE DUTIES**

Section 1: D&O Insurance.

The Corporation shall provide the Directors and Officers with directors and officers insurance (D&O) and errors and omission insurance (E&O) and E&O for the staff as in an amount to be determined by the established Policies and Procedures.

Section 2: Insurance.

The Corporation may by action of the President and CEO, may secure any other insurance necessary for its successful operation and for the protection of its assets.

## **ARTICLE VIII PROFESSIONAL SERVICES**

Section 1: Documents & Records.

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors and committees of Directors. Any books, records and minutes may be in written form or any other form capable of being converted into written form within a reasonable time. Records shall be maintained according to federal, state, and local law.

## **ARTICLE IX FINANCES**

Section 1: Investment.

All moneys received by the Corporation shall be invested in such a manner as the President shall determine with the concurrence of the Treasurer. The monthly expenditures of the Corporation shall be handled by the President and CEO who shall report such expenditures to the Board of Directors on a periodic basis.

Section 2: Fiscal Year.

The fiscal year shall begin October 1 of each year and end on September 30 of the following year.

## **ARTICLE X GOVERNANCE**

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the charter or by-laws of this Corporation.

## **ARTICLE XI AMENDMENTS**

These by-laws may be amended or altered by a five-seventh (5/7) vote of the Board of Directors at any regular or specific meeting, provided the notice for the meeting includes a sufficient summary of the substance of the amendment.

## **ARTICLE XII MISCELLANEOUS**

### Section 1: Maintenance and Location.

The Amelia Island Convention and Visitors Bureau shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors and committees of Directors. Any books, records and minutes may be in written form or any other form capable of being converted into written form within a reasonable time. Records shall be maintained according to federal, state, and local law.

### Section 2: Bonds.

The President and such officers and employees as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board of Directors and paid for by the Corporation.

### Section 3: Conflict of Interest Policy.

Members of the Board of Directors stand in a fiduciary relationship to the Corporation. Therefore, Board members shall act in good faith, with due regards to the interests of the corporation. The Board shall adopt a written conflict of interests policy, to be included in the Board Operating Procedures or other policies, which shall be reviewed periodically and revised as necessary.

## **ARTICLE XIII DEBTS AND OBLIGATIONS**

No contract or other obligation whatsoever by any officer, employee, or agent of the Corporation, shall be in any manner binding upon the Corporation unless authorized by provision in the budget ("Budget"), which is defined as the approved annual budget, as amended. Such debt and obligation may also be authorized by the Board of Directors by an affirmative majority vote in regular meeting or special meeting called for that purpose.

**ARTICLE XIV  
CONTRACT SERVICES**

The President may contract for specific services that will provide support to the Corporation. These service agreements shall be prepared to cover procedures, administrative services, financial arrangements, and other matters deemed appropriate. Contracts shall be executed in accordance with these Bylaws, the approved annual budget, and policies and procedures adopted by the Board of Directors.

**ARTICLE XV  
ENACTMENT**

These Bylaws become effective immediately upon their adoption by the Board of Directors of the Corporation by an affirmative majority vote.

**ARTICLE XVI  
SEAL**

The Corporation shall have a proper seal.

**ARTICLE XVII  
DISSOLUTION**

No Member, Director, officer, or agent of the Corporation shall possess any proprietary right or interest in the assets or property of the Corporation, and under no circumstances shall any assets, earnings, or other property to the Corporation be directly or indirectly distributed to or inure to the benefit of any Member or to any other person, partnership, corporation, association, organization, or business affiliated with a Member.

Upon the dissolution of the Corporation, the public Tourist Development Tax liquid assets of the Corporation shall be distributed, in accordance with a plan of distribution adopted by the Board of Directors by an affirmative majority vote, exclusively to the Amelia Island Tourist Development Council (AITDC).

All physical assets, including all intellectual property without limitation, shall be distributed, in accordance with a plan of distribution adopted by the Board of Directors by an affirmative majority vote, exclusively to the Nassau County Board of County Commissioners. The private funds raised from such sources by a Tourism Partner shall be returned pro rata to each Tourism partner. No part of the funds allocated to Amelia Island Convention and Visitors Bureau or the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors, Officers, or other private persons.