

VISIT ANNAPOLIS AND ANNE ARUNDEL COUNTY
AMENDED AND RESTATED
BYLAWS

as adopted October 19, 2020

ARTICLE I GENERAL PROVISIONS

- Section 1. Name. The name of this Corporation is Visit Annapolis and Anne Arundel County ("VAAAC" or "this Corporation").
- Section 2. Principal Office. The principal office of this Corporation shall be in Annapolis, Anne Arundel County, Maryland. The Board of Directors may establish branch or subordinate offices at any place or places the Board deems appropriate.
- Section 3. Purposes. This Corporation shall operate in a manner consistent with the purposes as set forth in its Articles of Incorporation, as Amended and Restated. Consistent with those Articles, the purposes shall be to enhance and increase the volume of leisure visitors to, and conference, meeting, and sports business in, Annapolis and Anne Arundel County. The corporation shall serve its member organizations by supporting exceptional travel experiences, encouraging cooperative promotional efforts, and serving as a liaison between private and public entities.
- Section 4. Notice. Whenever notice is required to be given by these bylaws, the notice shall be given by one of the following methods: (i) correspondence sent by first class mail or by facsimile transmission; (ii) email; (iii) telephone communication, either directly to the member or to a person at his or her office who would reasonably be expected to communicate messages; or (iv) by voice messaging system or other system or technology designed to communicate messages. Notice shall be deemed to have been given on the date of the communication. Notice of the time and place of any meeting shall be given at least seven days prior to the date of the meeting.

ARTICLE II MEMBERSHIP

- Section 1. Eligibility. Any individual, organization, or business entity interested in promoting Annapolis and Anne Arundel County's travel and conference business may, upon payment of the membership dues and compliance with such membership conditions as may be prescribed by the Board of Directors, become a member of this Corporation. Each membership shall entitle the holder to one vote. The Board of Directors shall have the power to reject any membership application if rejection is deemed by the Board to be in the best interests of this Corporation.
- Section 2. Membership Dues. The Board of Directors shall, from time to time, establish the membership dues and frequency of payment.
- Section 3. Membership Roster. VAAAC shall keep a membership roster containing the name of each member in good standing and their current contact information provided to VAAAC for purposes of notice.

Section 4. Non-liability of Members. No member of VAAAC shall be personally liable for the debts, liabilities, or obligations of this Corporation.

Section 5. Designated Representatives. Any members of VAAAC that are organizations or business entities shall exercise all the rights and obligations of membership in this corporation, including the right to vote, through a designated representative. An organizational or business member may change its designated representative at any time.

Section 6. Membership Rights. Subject to these bylaws and this corporation's other policies and procedures, members of this corporation shall have the right to vote on any matters that the Board of Directors chooses to present to members for a vote.

Section 7. Inspection Rights. This corporation shall make available to members upon request copies of the IRS 501(c)(6) determination letter, and the three most recently filed IRS 990 forms.

Section 8. Meetings. A meeting of the members will be held at least once each year at a date, place and time determined by the Board of Directors. Meetings may be streamed electronically to allow synchronous remote participation. Additional special meetings of the members may be called by the Board or by twenty-five percent of the members in good standing.

Section 9. Quorum. The presence in person, by synchronous remote participation, or by proxy if allowed, of twenty-five percent (25%) of the members of this Corporation shall constitute a quorum for purposes of voting. No quorum is required if no vote will occur.

Section 10. Voting. Each member in good standing shall have one vote on each matter on which the members are entitled to vote. Member voting may be conducted in person, by written ballot or electronically via email or online web voting.

Section 11. Action Without Meeting. Any action that may be taken at any meeting of the members may be taken without a meeting. If an action is taken without a meeting, this Corporation shall distribute a ballot to every member entitled to vote. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to this Corporation. The ballot may be sent by any means, including by electronic transmission, unless a member has previously filed with the Chief Executive Officer a written request that a ballot be mailed through the United States Postal Service.

Section 12. Proxies. The persons entitled to vote at any meeting of the members or by ballot are those members in good standing as of the date of the vote. No member may vote by proxy unless the Board of Directors, in the notice of the meeting, designates that voting by proxy is allowed.

Section 13. Termination of Membership. Membership in this Corporation may be terminated by resignation, nonpayment of dues, assessment by the Board of Directors that continued participation by the member in this corporation as a member is not in the best interests of this corporation and the furtherance of its purposes, or failure to comply with membership conditions prescribed by the Board of Directors. In the event of a termination of membership, regardless of the cause, this Corporation shall not be liable for the return of the membership dues.

ARTICLE III BOARD OF DIRECTORS

Section 1. Role and Responsibilities. This Corporation shall have powers to the full extent allowed by law. All powers and activities of this Corporation shall be exercised and managed by the Board of Directors of this Corporation directly or, if delegated, under the ultimate direction of the Board.

The Board of Directors is responsible for defining the organization's mission and for providing overall leadership and strategic direction to the organization. In carrying out its duties, the Board establishes policies, ensures that the organization has adequate resources to carry out its mission, provides direct oversight and direction for the Chief Executive Officer, and periodically evaluates its own effectiveness as a governing body.

Section 2. Number of Directors. The number of voting Directors shall be not less than eleven (11) nor more than fifteen (15), with the exact authorized number of voting directors to be fixed from time to time by resolution of the Board of Directors.

Section 3. Classes and Qualifications of Directors. There shall be three classes of Directors: Designated Directors, Elected Directors, and Ex-Officio Directors. Elected Directors shall be representative of different areas and industries in the County, include a mix of skills and subject matter expertise that reflect the business and geographic sources of revenue for the corporation, and, as a group, reflect the diversity of the community, members, visitors, and potential visitors, taking into account race, gender, age, disability, and other qualities.

- (a) Designated Directors. Directors may be designated, as follows:
 - Two (2) representatives of Anne Arundel County, appointed by the County Executive,

Two (2) representatives of the City of Annapolis, appointed by the Mayor,
One (1) representative appointed by the Anne Arundel County Chamber of Commerce Board of Directors; and
One (1) the Executive Director of the BWI Partnership or their designee

(b) Elected Directors. Five (5) to nine (9) Elected Directors, no fewer than three (3) of whom shall be employed by a business or entity that is a member in good standing of the corporation, and no fewer than two (2) of whom shall be representatives of the hotel/convention industry. Not more than one elected director from a single member company may serve on the Board at one time.

(c) Ex Officio, non-voting Directors shall include the Chief Executive Director (“CEO”) of the Corporation, the Mayor of Annapolis, the County Executive of Anne Arundel County, and the Public Affairs Officer of the United States Naval Academy.

Section 4. Elections and Vacancies. Elected Directors shall be elected by the Board, with approximately one-third elected every other year. Vacancies occurring between elections may be filled for the remainder of the term by election by the remaining Directors.

Section 5. Term of Office. Except for Ex-Officio, non-voting Directors, each Director shall be elected or designated to serve a two year term and may serve no more than three consecutive terms. Persons serving an initial term of less than two years may serve for three additional full terms. After serving the maximum time allowed, a person may again serve after being off the Board for two years. Directors may not serve perpetually.

Section 6. Annual and Regular Meetings. The Annual Meeting of the Corporation shall be held at such date and time as is determined by the Board. The business of the Annual Meeting may include the election of Directors by the Board and such other business as may be required. In addition to the Annual Meeting, Regular Meetings of the Board shall be held no less than three times each year and may be scheduled and noticed by the Chair or CEO.

Section 7. Special Meetings. Special meetings of the Board shall be held at any time and at any place when called and noticed by the Chair, or any three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

Section 8. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 9. Quorum. A majority of the total number of directors then in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in these bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 10. Voting. Except as otherwise provided in these bylaws, decisions of the Board shall be by vote of a majority of Directors present at any meeting at which a quorum is present. Excepting ex-officio, non-voting Directors, each Director shall have one vote. There shall be no proxy voting by Directors.

Section 11. Telephone and Electronic Participation. Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone, on-line, or similar communications equipment by means of which all persons participating in such meeting can hear or understand each other concurrently. Participation by such means shall constitute in-person presence of the Director at the meeting.

Section 12. Action without Meeting. Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

Section 13. Removal. Any Director may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Directors in office. A vote for removal may occur at any meeting of the Board convened in compliance with these bylaws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 14. Resignation. A Director may resign by submitting a written resignation to any Officer. Failure of any director to participate in the activities of the Board of Directors as evidenced by the failure to attend four consecutive meetings of the Board of Directors will be considered an automatic resignation.

ARTICLE IV OFFICERS

Section 1. Officers. The Officers of this Corporation shall be a Chair, Vice Chair, Secretary, and Treasurer.

Section 2. Election. The Officers shall be elected by the Board of Directors, and each shall serve at the pleasure of the Board. The Officers of this Corporation shall be elected from among the Directors then in office.

Section 3. Vacancies. The Board of Directors may fill a vacancy at any meeting of the Board. The appointed director holds office for any unexpired term of the predecessor.

Section 4. Term of Office. Officers shall serve a two-year term. No officer may be elected to serve in the same office for more than two (2) two-year terms.

Section 5. Removal or Resignation. A majority of the Board of Directors may remove an officer at any meeting of the Board. An officer may resign at any time by giving written notice to the Chair of the Board.

Section 6. Chair. The Chair shall be the principal official of this Corporation and, subject to the control of the Board of Directors, shall have general supervision, direction, and control of the business of this Corporation. The Chair shall preside at all meetings of the Board of Directors, and appoint all standing committees and special committees as needed. The Chair shall also have such other powers and duties as may be prescribed by the Board of Directors or these bylaws.

Section 7. Vice Chair. The Vice Chair shall have those powers and perform those duties as may be prescribed by the Chair or the Board. In the absence or disability of the Chair, the Vice Chair shall perform all of the duties and have all powers of the Chair.

Section 8. Secretary. The Secretary shall keep, or cause to be kept, accurate records of Board actions, including the taking of official minutes, distribution of copies of minutes and agendas to each Board member, oversight of nomination and elections information, assuring that corporate records are maintained and managing the submissions of proposed revisions and amendments to Bylaws. The Secretary may also have other such powers and duties as may be prescribed by the Board of Directors or these bylaws.

Section 9. Treasurer. The Treasurer shall monitor the financial activities of this Corporation and review reports to ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. The Treasurer shall ensure that the Board engages a qualified auditor for a periodic examination of the financial statements, The Treasurer shall report on all monies, securities and other valuable properties of VAAAC ensuring that a full and accurate account of receipts and disbursements is kept in records and providing written detailed accounts of financial transactions regularly or upon request. The Treasurer may also have other such powers and duties as may be prescribed by the Board of Directors or these bylaws.

ARTICLE V COMMITTEES

Section 1. Board Committees: The Board of Directors, by resolution adopted by a majority of the Board of Directors present at a meeting where there is quorum may designate one or more committees. Committees may be formed on an ad-hoc basis or may be a standing committee as provided below or in the resolution. The Board Chair shall appoint the members and the Chair of all committees. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting. The Board Chair may appoint to committees persons who are not Directors of the Corporation. All committees created by the Board of Directors shall be chaired by a member of the Board of Directors or in the case of co-chairs at least one chair must be a member of the Board unless otherwise specified herein. The Board Chair may serve as an ex officio member of all committees.

Each committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors. However, a committee may not by itself:

- a. Approve action that requires full Board approval by law;
- b. Fill vacancies on the Board of Directors or any of its committees;
- c. Amend the Articles of Incorporation;
- d. Adopt, amend or repeal the Bylaws;
- e. Approve a plan of merger, consolidation or dissolution, or transfer of assets of the corporation;
- f. Employ or discharge anyone from employment with the Corporation;
- g. Other than an executive committee if so charged, committees may not enter into any agreement, contract or obligation on behalf of the organization;
- h. Other than an executive committee if so charged, Committees and their members shall not portray themselves as representing the organization as a whole publicly.

Section 2. Standing Board Committees. There shall be two standing committees, a Finance Committee, and a Board Governance Committee.

Section 3. Finance Committee. The Finance Committee shall be responsible for oversight of the financial operations of the Corporation according to policies adopted by the Board of Directors

Section 4. Board Governance Committee. The Board Governance Committee shall be responsible for oversight of the Board of Directors' governance activities, nominations, and board development, according to policies adopted by the Board of Directors.

Section 5. Meetings of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

Section 6. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 7. Meetings of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

ARTICLE VI CHIEF EXECUTIVE OFFICER

Section 1. Role. The Board shall appoint a Chief Executive Officer ("CEO") who will report to the Board of Directors or designated Committee, if any. The CEO shall be a nonvoting, *ex officio* member of the Board and may serve on any or all Board Committees of this Corporation.

Section 2. Duties. The CEO shall have general direction of and supervision over the day-to-day affairs of VAAAC. The CEO shall provide organizational leadership and exercise such authority and perform such duties as the Board of Directors may assign. The qualifications and job description shall be incorporated into and made a part of the CEO's performance objectives.

Section 3. Appointment and Dismissal. The Board of Directors has the authority to hire or dismiss the CEO, and is responsible to oversee, monitor and evaluate the CEO.

ARTICLE VII BUSINESS PRACTICES

Section 1. Non-Discrimination. Neither VAAAC nor its Board of Directors shall discriminate against any person or group of persons on the basis of race, ethnicity, creed, culture, national origin, faith, disability, sex (including pregnancy, childbirth, and related medical conditions), gender identity, sexual orientation, religion, socio-economic status, marital status, genetic information, age, or lived experience, in requirements of membership, its policies or actions.

Section 2. Conflicts of Interest. The Board shall adopt a conflict of interest policy that covers all Directors, all staff, and those volunteers with significant decision-making authority with respect to the resources of the organization. Such individuals are required to sign the VAAAC Conflict of Interest disclosure form annually.

Section 3. Indemnification. This Corporation shall indemnify its directors and officers to the fullest extent permitted by state and federal law including the payment of related legal expenses.

Section 4. Exoneration. To the fullest extent permitted by state or federal law, no director or officer of this Corporation shall be personally liable to this Corporation or its members for damages. Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

Section 5. Insurance. This Corporation at all times shall keep in full force and effect sufficient insurance to protect the Corporation, including a General Liability policy, and a Directors and Officers policy of insurance, insuring both this Corporation and the individual Directors and Officers from claims, causes of action, and liability for claims; including full coverage for costs of defense, without requirement of contribution or the payment of a deductible by the individual Directors and Officers in an amount of not less than such amount as may be determined on an annual basis by the Board.

Section 6. Compensation. The Directors of this Corporation shall serve without compensation. Directors may be reimbursed for pre-approved expenses reasonably incurred on behalf of this Corporation.

Section 7. Corporate Records. This Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of this Corporation a record of the names and addresses of the Directors as well as its Articles of Incorporation, Bylaws, and board approved policies. This Corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its three most recently filed IRS Form 990s. Upon written request, all books and records of this Corporation may be inspected by any Director within three business days.

Section 8. Signature Authority. The CEO or Chair are authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of VAAAC. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of VAAAC shall be signed in accordance with policies adopted by the Board of Directors, or, in the absence of such a policy, by the CEO, Chair, or the Treasurer.


Section 9. Fiscal Year. The fiscal year shall begin on July 1 of each year and end on June 30.

Section 10. Amendments. Amendments to these Bylaws may be adopted by the Board of Directors by vote of a majority of the directors then in office, or by unanimous written consent of the Board. If a proposed Bylaw amendment will be considered at a meeting, it shall be submitted in writing to the persons entitled to vote thereon at least seven days before such meeting.

Section 11. Dissolution. VAAAC may be dissolved by a two-thirds (2/3) vote of the Directors then in office, provided that notice of the proposed dissolution has been submitted in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board shall dispose of all of the net assets of this Corporation exclusively to such organization(s) which are organized and operated exclusively for purposes as shall at the time qualify as an exempt organization under section 501(c)(3) or 501(c)(6) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of this Corporation is then located, exclusively for such purposes or to such organizations.

Section 12. Governing Law. VAAAC shall observe all laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code and Maryland law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, Maryland law as then in effect shall apply.

Adopted by the Board this 19th day of 2020.



Gary Jobson, Chair

10-30-20
Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the foregoing ten (10) pages are a true, complete and accurate copy of the Bylaws adopted by the Board.



Eric Ruden, Secretary

10-30-20
Dated