

**CONVENTION AND VISITORS BUREAU OF DUNWOODY, INC.
AMENDED AND RESTATED BYLAWS**

Effective as of May 23, 2016

Title 1. General Provisions

1.1. Purpose.

The general purpose of the Corporation is to operate exclusively for the purpose of promoting tourism, conventions, and trade shows within the City of Dunwoody, which shall include financial support to these stated uses and similar or related purposes. The fulfillment of these objectives may be expended directly by the Corporation, or through other entities, contractually, to fulfill these stated purposes in the expenditure of funds received from the City of Dunwoody, and any other source for the authorized purposes as defined under Georgia laws, codified in Title 48, Chapter 13, Article 3 Excise Tax on Rooms, Lodging and Accommodations; and to engage in any lawful act or activity for which an organization may be organized under the Georgia Nonprofit Corporation Code (the “Code”).

These Bylaws are adopted in order to fulfill the objectives of the Corporation as stated in these articles and O.C.G.A. Section 14-3-301, and to exercise the powers conferred upon the Corporation under O.C.G.A. Section 14-3-302.

1.2 Mission Statement

The mission of the Convention and Visitors Bureau of Dunwoody, Inc. (hereinafter “CVBD” or “CVB of Dunwoody”) is to generate economic development for Dunwoody by effectively marketing the facilities of the community and the surrounding areas as a preferred business, convention and tourism destination. The Corporation is the visitor’s and meeting professional’s trusted partner – the heart, soul and energy of our destination. We drive economic success and enhance the quality of life in our community. By establishing a convention and visitors bureau founded on excellence, Dunwoody will become a better destination.

1.3. Registered office and agent.

The Corporation shall at all times maintain a registered office in the State of Georgia and a registered agent at that address within the State of Georgia as the Board of Directors (the “Board”) may determine. The Board may change these designations at any time.

1.4. Business office(s) authorized.

The Board of the Corporation may establish one or more offices for the conduct of business within or without the State of Georgia, whenever circumstances warrant.

1.5. Corporate seal.

The seal of the Corporation shall be in such form as the Board may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by the Secretary or by his/her assistants on all appropriate papers.

1.6. Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

Title 2. Board of Directors

2.1. Establishment and function.

Management of the Corporation shall be vested in a Board. As used in these Bylaws, a reference to the "Board" or "directors" refers to the entire Board collectively or to a member of the Board generically. The Board conducts its proceedings as provided in the articles of incorporation of the Corporation and these Bylaws.

2.2. Election, Composition and term.

The Board shall be composed of ~~nine (9)~~ not less than eight (8) and not more than eleven (11) members who shall be appointed as follows:

Three (3) hotel members (each, a "Hotel Member," and the process through which such Hotel Members are elected, a "Hotel Member Election") shall be elected by duly authorized representatives of the hotels located within the City of Dunwoody, with each such hotel having a single vote. The Nominating Committee (or a member thereof designated by the Chairman of the Board) shall observe each Hotel Member Election and prepare a report of such observations for the Board as soon as practical following each Hotel Member Election. The Hotel Members shall timely provide the Nominating Committee with access to the Hotel Member Election and such information and documentation related to the Hotel Member Election as the Nominating Committee may reasonably request from time to time.

Such Hotel Members shall either be general managers or other executive or senior operating management employees of three (3) different hotels located within the City of Dunwoody; provided that the Board may, upon majority vote, permit a single hotel to have not more than two (2) employees serving as Hotel Members. For purposes of Section 2.3, the Board shall designate the Hotel Members as "Hotel Member 1", "Hotel Member 2" and "Hotel Member 3". If a Hotel Member ceases to be associated with a hotel located in the City of Dunwoody, then such Hotel

Members will automatically be deemed to have resigned from the Board and such post will become vacant. Any replacement for the remainder of the then current term of such post shall be elected by duly authorized representatives of the hotels located within the City of Dunwoody, with each hotel having a single vote;

~~One (1) member shall be an individual representing either the restaurant or retail industry within the City of Dunwoody (the "Trade Member").~~

~~One (1) member shall be an executive of the Perimeter Center Improvement District (PCID) (the "PCID Member").~~

~~One (1) member shall be an individual selected by the Chairman of the Dunwoody Chamber of Commerce (the "Chamber Member");~~

Three (3) members shall be selected by and from the elected members of the Dunwoody City Council (each selected member, a "Council Member"). One Council Member shall be selected by the Dunwoody City Council from the representatives of District 1, Posts 1 and 4 ("District 1 Council Member"); another Council Member shall be selected by the Dunwoody City Council from the representatives of District 2, Posts 2 and 5 ("District 2 Council Member"); and another Council Member shall be selected by the Dunwoody City Council from the representatives of District 3, Posts 3 and 6 ("District 3 Council Member"). If the Dunwoody City Council is not able to agree on a nominee from a particular District, the Mayor of the City of Dunwoody shall choose said Council Member. Council Members are required to be residents of the City of Dunwoody but are not required to reside or have a business located in the selected Council Members' District.

Two (2) members shall be selected by the Board from the local Dunwoody restaurant and retail industries (each, a "Trade Member"), and shall either be owners, general managers or other executive or senior operating management employee of at least two (2) different restaurants or retail businesses located within the City of Dunwoody. The restaurants and retail businesses from which the Trade Members are selected shall not be affiliated to each other, whether through common ownership, management or otherwise.

At least one (1) member and up to three (3) members of the Board shall be individuals representing such public policy, residential, tourism, development or other business interests within the City of Dunwoody as the Board may determine in its sole discretion from time to time (the "At-Large Members") are appropriate and desirable for the Board and its operations.

The Executive Director shall maintain a current list (and shall update same from time to time) of all members of the Board of Directors, including their terms as set forth in Section 2.3, and shall attach such list to these Bylaws as **Exhibit A**.

2.3 Term of Membership.

Other than ~~Council~~Hotel Members, who serve for ~~threetwo~~ (32) year terms, ~~following their initial terms as set forth below~~, each member of the Board of Directors shall serve for ~~two~~three (23) year terms. No person shall serve as a member of the Board of Directors for more than two (2) consecutive terms; ~~provided, however~~, the Board may waive this restriction from time to time with respect to specific individuals, by majority vote at any duly called ~~an~~and held meeting of the Board of Directors. In connection with any such vote, the specific individual at issue shall play no part, directly or indirectly, in the deliberations or the vote.

~~The~~To ensure continuity of governance, the terms of the members of the Board of Directors shall ~~be staggered in the following manner~~:

Hotel Member 1:	August 2009 through December 2012 January 2013 through December 2014 January 2015 through December 2016
Hotel Member 2:	August 2009 through August 2013 September 2013 through December 2013 January 2014 through December 2015 January 2016 through December 2017
Hotel Member 3:	August 2009 through August 2013 September 2013 through December 2014 January 2015 through December 2016
Trade Member:	August 2009 through August 2013 September 2013 through December 2013 January 2014 through December 2015 January 2016 through December 2017
Chamber Member:	August 2009 through August 2013 September 2013 through December 2014 January 2015 through December 2016
PCID Member:	August 2009 through December 2012 January 2013 through December 2014 January 2015 through December 2016
District 1 Council Member	August 2009 through August 2013 September 2013 through December 2014 January 2015 through December 2018 January 2019 through December 2022
District 2 Council Member	August 2009 through August 2013

~~September 2013 through December 2015
January 2016 through December 2019
January 2020 through December 2023~~

~~District 3 Council Member August 2009 through August 2013
September 2013 through December 2016
January 2017 through December 2020~~

~~—January 2021 through December 2024~~continue to be staggered as set forth on Exhibit A.

By majority vote, the Board may from time to time amend the duration and timing of the staggered terms for any member of the Board. Any such amendment shall be certified by the Secretary of the Corporation and ~~shall be attached as an Exhibit~~ to these Bylaws as an update to Exhibit A.

Members shall serve without compensation, but will be reimbursed for any expenses directly incurred with their service on the Board.

Each member shall hold office until the expiration of the term for which he/she is appointed and qualified unless otherwise removed. Subject to the limits on consecutive terms as set forth in this Section 2.3, any Board member who has otherwise satisfactorily performed his/her duties as a Board member shall be eligible for re-appointment to the Board upon expiration of his/her term.

2.4. Powers.

The Board may exercise all powers granted to it as they determine to be expedient and necessary for the interests of the Corporation, subject to the articles of incorporation, Section 501 (c)(6) of the Internal Revenue Code of 1986, Georgia State Law, these Bylaws, or the Code, including the following:

- 1) select the services to be provided by the corporation;
- 2) approve the corporation's budget and major resource decisions (unless otherwise agreed to by contract with the City);
- 3) establish general policies for the corporation, including those addressing administrative, health care, financial and personnel issues;
- 4) assure that the Corporation's activities are conducted in compliance with applicable federal, state, and local laws;
- 5) evaluate the Corporation's activities;
- 6) evaluate at least annually the corporation's achievements, and using this knowledge, revise its mission, goals, objectives, budgets and plans, as may be appropriate; and
- 7) evaluate itself periodically for efficiency, effectiveness, and best practices of a non-profit Board.

If some catastrophic event occurs that precludes the Board from assembling, then those directors who are capable of assembling, either in person or through a communications system permitted all of the participants to hear each other, shall convene as required and take any necessary

action to preserve the corporation until the emergency ceases. Quorum shall consist of one-half of the directors who participate in the initial emergency session. Each emergency session shall be convened by any manner of notice reasonable, prudent or practicable under the circumstances. The available directors shall designate as many persons as necessary to serve as acting directors so that there are seven persons acting as directors for the Corporation until the emergency conditions cease. The acting Board may exercise any and all emergency powers authorized under the Code, in the name of the Corporation, without regard to requirements of membership approval, if the action taken is reasonably necessary during the presence of emergency conditions.

2.5. Meetings.

The Board will meet at least quarterly during each calendar year, and may call other regular meetings of the Board or special meetings of the Board at the call of: (a) the Chairman, or (b) a majority of the Members of the Board. It shall be the duty of the Chairman to call a special board meeting when requested to do so by a majority of the Members of the Board. In the event of a conflict with holiday or other events, the Board may change the date, time and place of meeting.

Notice of said quarterly meeting of the Board shall be given at least twenty (20) and no more than sixty (60) days prior thereto, and notices of all other meetings of the Board shall be given at least five (5) and no more than thirty (30) days prior thereto.

Except as otherwise specifically provided in these Bylaws, whenever under the provisions of these Bylaws notice is required to be given to any director or officer, it shall not be construed to mean personal notice, but such notice may be given by personal notice or by cable, telegraph, voicemail, facsimile transmission, electronic mail or other electronic transmission, or by U.S. mail by depositing the same in the post office or letter box in a postage paid sealed wrapper, addressed to such officer or director at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time when the same shall be thus sent or mailed.

Except as otherwise provided in these Bylaws, when any notice whatsoever is required to be given by law, by the articles of incorporation or by these Bylaws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Meetings of the Board shall be held in the City of Dunwoody, Georgia, at the place and time stated in the notice of meeting, as designated by the Chairman. Meetings to be held beyond the City of Dunwoody limits must be approved by the Executive Committee. Only those matters that are within the purposes described in the meeting notice may be conducted at a special meeting of the Board. At the first quarterly meeting of the fiscal year, the Chairman, Executive Director and Secretary/Treasurer shall report on the activities and financial condition of the Corporation and the Board shall consider and act on such other matters as may be raised consistent with the notice requirements stated in the just above paragraph.

2.6. Procedure rules at meetings and Order of Business.

It is understood that in the transaction of its business, the meetings of the Corporation, its Board and its committees may be conducted with informality; however, this informality does not apply to procedural requirements required in the articles of incorporation, these Bylaws, or the Code. The Board shall be entitled to make such rules or regulations for the conduct of meetings of the Board as it shall deem necessary, appropriate or convenient. Subject to such rules and regulations established by the Board, if any, the Chairman of the Board shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such Chairman, are necessary, appropriate or convenient for the proper conduct of any meeting, including without limitation, establishing an agenda or order of business for such Meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participation in the meeting to those persons who have been duly elected to the Board and such other persons as the Chairman shall permit, restrictions on entry to the meeting after the time fixed of the commencement thereof, limitations on the time allotted to questions or comments by participants and regulation of the opening and closing of the polls for voting on matters which are to be voted upon at the meeting. Unless and to the extent determined by the Board or the Chairman, meetings of the Board shall not be required to be held in accordance with rules of parliamentary procedure.

Unless the Board determines otherwise by majority vote with respect to any specific meeting of the Board, the order of business for meetings of the Board shall consist of:

- (a) Roll Call.
- (b) Reading of minutes of previous meeting and action thereon.
- (c) Reports of officers and committees.
- (d) Old Business.
- (e) New business.
- (f) Other Business and Public Comment
- (g) Executive Session (if necessary)
- (h) Adjournment

A motion from the floor must be made and passed in order to dispense with any voting item on the Agenda.

2.7. Voting; quorum.

Each director has one vote on the Board. Once a quorum is established, all matters put to a vote before the Board will require the affirmative vote of a majority of directors voting on the matter, in the presence of a quorum, unless a greater majority is required by these Bylaws, the articles of incorporation or the Code. The participation of a majority of the directors, whether present in person or through a contemporaneous communications system, constitutes a quorum of the Board in order to conduct business. No attendance by proxy shall be allowed. In the event that fewer than a majority, but at least one-third of the directors are participating, then the Board is authorized to consider and make recommendations on any matter action upon which is viewed as

appropriate in the circumstances for action either at a subsequent meeting or to call a special meeting of the Board. In case of a tie, the matter being put to a vote is defeated.

2.8. Removal of director.

The office of a Director who, without reasonable excuse, does not attend for either three (3) successive quarterly meetings of the Board or thirty-three percent (33%) of all regularly scheduled meetings of the Board of Directors while such person is a Member of the Board, or who no longer resides in or is connected with a business in the City of Dunwoody, shall be declared by the Executive Committee to be vacant and the person serving in such office shall be deemed to have resigned as of a date certain as specified by the Executive Committee. Absences for missed meetings, which were disclosed to and excused by the Chairman and noted in the minutes of the Corporation, shall be excused. A Director may be removed for cause by the Board upon a 2/3 vote of the entire Board for violation of his or her fiduciary obligations (such as a duty of loyalty or duty of care, but in all cases, as set forth in the Code and applicable laws) or violation of any obligation stated in these Bylaws or policies of the Corporation as adopted by the Board (such as a Code of Ethics or a Conflict of Interest Policy). Any vacancies created by the vacancy of an office of a Director or removal of a Director pursuant to this Section 2.8 shall be filled as described in Sections 2.2 and 2.11, with such replacement director to serve until the expiration of the term of the removed director.

2.9. ~~Written consent action by Board.~~ [RESERVED]

~~Any action required by law, or permitted to be taken at any meeting of the Board, may be taken without a meeting, if a documented consent, setting forth the action so taken, is executed by a majority of the directors. This consent is the equivalent to a vote of the Board during a meeting with a quorum, and is to be filed and recorded with the minutes of the Corporation's Board. The directors who did not execute the consent action shall be given notice of the action as soon as practicable, but no later than the next meeting of the Board after the documented consent action is executed by a sufficient number of directors.~~

2.10. Duties of corporation officers.

Each officer of the Corporation designated below exercises the following responsibilities pertaining to their respective office, in addition to any other duty imposed on that office by the articles of incorporation, these Bylaws, the Code or by vote of the Board of the Corporation, as follows:

- 1) The Chairman of the Board is responsible for carrying out the purposes of the Corporation.
The Chairman presides at all meetings of the Board; reports on the activities of the Corporation at each quarterly meeting of the Corporation; oversees the activities of the Corporation, and reports on those other matters determined appropriate to the Board; perform any additional duties as may be assigned by the Board of Directors; serve as an ex-officio member of all established committees.

- 2) The Vice Chairman of the Board presides at all meetings of the Board in the absence of the Chairman of the Board, and in the case of a vacancy in the office of Chairman of the Board, act as Chairman of the Board until a new Chairman of the Board is elected pursuant to these Bylaws; perform such additional duties assigned by the Chairman; preside as chair over the Personnel Committee.
- 3) The Secretary/Treasurer shall maintain and provide access to the records of the Corporation as required by § 14-3-1601 and § 14-3-1602 of the Georgia Code; record the minutes of all proceedings of the Board of the Corporation; and report on these matters to the Board of the Corporation; prepare the Agenda of regular and special meetings under the direction of the Executive Director; provide notice of all meetings to CVBD members; attend to correspondence of the CVBD and perform such other duties attendant thereto or as assigned by the Chairman or Vice Chairman; maintain the financial records of the Corporation; prepare the accounting and financial statement of the Corporation for the quarterly meetings of the Corporation, which records shall be audited annually by an Auditing Committee of three (3) directors or members appointed by the Chairman. A copy of the annual audit shall be furnished to each member of the Board of Directors and others as directed by the Chairman, and a copy shall be attached to the annual report to be submitted each year to the Dunwoody City Council. Copies of the annual audit shall also be available for inspection upon request by any member of the CVBD and will be provided to the Dunwoody City Council. The Secretary/Treasurer shall also be responsible for chairing the finance committee.
- 4) The Executive Director, subject to the control of the Board of Directors, shall be the principal administrative officer of the CVBD, and shall manage, supervise and control all of the business affairs of the Corporation under the direction of the Board. He or she shall be employed pursuant to an executive contract under such terms and conditions and for such compensation as the Board shall determine. The Executive Director shall have general charge and responsibility for hiring and keeping records of the Corporation, receiving and depositing all monies due the Corporation, preparing and submitting an operating budget to the Board for approval, maintaining liaison and communications with affected publics, as well as other duties as may from time to time be assigned by the Board. The Executive Director shall be nominated by the Personnel Committee and approved by the majority voting members of the Corporation.

The Chairman, the Vice-Chairman, the Secretary/Treasurer and the Executive Director are collectively referred to herein as the “Officers” of the Corporation. All Officers, with the exception of the Executive Director, shall serve for a term of one (1) year. All Officers shall be elected to their position at the first regular meeting of the Board each new fiscal year, or at any time following the occurrence of a vacancy in the office.

2.11. Election of Directors and Officers

A Nominating Committee consisting of the Executive Director and two Board Members shall be appointed by the Chairman of the Board. The Nominating Committee, in consultation with the Dunwoody City Council and the Mayor (regarding Council Members), ~~the Executive Director of the PCID (regarding the PCID Member), the Chairman of the Dunwoody Chamber of Commerce and the Trade Member (regarding the Trade Member),~~ shall nominate a slate of qualified Directors to fill expiring terms on the Board of Directors consistent with the criteria set out in Section 2.2 and this Section 2.11. The report of the Nominating Committee shall be sent to the Board of Directors at least ten (10) days prior to the date of any meeting at which a nominee for the Board of Directors shall be voted on.

Elections to fill the expiring term of a Hotel Member shall be made as detailed in Section 2.2 concerning Hotel Member selection.

~~Nominations to fill the expiring term of the Trade Member shall be made by the Nominating Committee and voted on by the Board of Directors.~~

~~Nominations to fill the expiring terms of the PCID Member and the Chamber Member shall be nominated by the PCID and the Chamber of Commerce, respectively, and voted on by the Board.~~

Vacancies occurring on the Board of Directors, other than Council Members and Hotel Members, shall be filled immediately by majority vote of the remaining Board for the remainder of the unexpired term.

2.12. Executive Committee.

The Officers shall serve on the Executive Committee of the Board. A fifth (5th) member of the Executive Committee shall be the immediate past Chairman of the Board. The immediate past Chairman must remain on the Board to serve on the Executive Committee. During the intervals between the meetings of the Board, the Executive Committee may exercise all of the powers of the Board in the management of the affairs of the Corporation, including all powers provided for in the Articles of Incorporation or herein specifically granted to the Board, and may authorize the seal of the Corporation to be affixed to all papers which may require it; provided, however, that the Executive Committee shall not have the power to amend or repeal any Resolution of the Board unless such power to amend or repeal has expressly been granted to the Executive Committee by such Resolution. The Executive Committee shall act by majority vote of its members.

The Executive Committee shall not have the authority of the Board in reference to: (1) amending the Articles of Incorporation or these Bylaws; (2) the sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation; (3) a voluntary dissolution of the Corporation or a revocation of any voluntary dissolution.

The Executive Committee shall meet from time to time at the call of the Chairman or of any two or more Members of the Board then serving on the Executive Committee. Meetings of the Executive Committee may be held at such place or places as the Executive Committee shall

determine or as may be specified or fixed in the respective notices or waivers of such meetings. The Executive Committee may fix its own rules or procedures, including provision for notice of its meetings. It shall keep a record of its proceedings and shall report these proceedings to the Board of Directors at the meeting thereof held next after they have been taken, and all such proceedings shall be subject to revision or alteration by the Board, except to the extent that action shall have been taken pursuant to, or in reliance upon, such proceedings prior to any such revision or alteration.

2.13. Other Board Committees.

The Board, by resolution adopted by a majority of the entire Board, may designate one or more additional committees, each committee to consist of two or more of the directors of the Corporation, which shall have such name or names and shall have and may exercise such powers of the Board, as may be determined from time to time by the Board. Such committees shall provide for their own rules of procedure, subject to the same restrictions thereon as provided above for the Executive Committee. Although non-directors may serve on a committee, Directors must remain in the majority of committee members.

The Board shall have power at any time to remove any member of any committee, with or without cause, and to fill vacancies in and to dissolve any such committee.

2.14. Employees

Within the limits imposed by the funds available for its use, the CVBD may employ an Executive Director. An increase in staff must be approved by the Board after approval of same by the City Council. The Board shall name the Executive Director and the Executive Director shall appoint any other employees subject to the approval of the Board and the City Council through its approval of the CVBD budget as established by contract with the City. The CVBD may also contract for office space or other services it deems necessary to aid in its work.

Title 3. Indemnification; Insurance

3.1. Basis for Indemnification.

(a) Under the circumstances prescribed in Section 3.2, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in a manner he reasonably believed to be

in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) Under the circumstances prescribed in Section 3.2, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

3.2. Right to Indemnification.

To the extent that a member of the Board, an Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 3.1, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith. Except as provided in the preceding sentence and except as may be ordered by a court, any indemnification under Section 1 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in O.C.G.A. Section 14-3- 851, as amended from time to time. Such a determination shall be made:

- 1) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
- 2) by independent legal counsel employed by the Corporation, in a written opinion, if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs.

3.3. Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board generally or as to a specific case or as to a specific person or persons (designated by name, title or class of persons), upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Corporation as authorized in this Title 3 and a written affirmation from such director, officer, employee or agent that, in his/her good faith belief, the standards of conduct set forth in this Title herein has been met.

3.4. Non-exclusivity.

The provisions for indemnification and advancement of expenses provided by this Title 3 shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which those seeking indemnification may be entitled under any bylaw, agreement, either specifically or in general terms, resolution, or approved by the affirmative vote of the voting members taken at a meeting the notice of which specified that such bylaw, resolution or agreement would be placed before the Board, both as to action by a director, officer, employee or agent in his or her official capacity and as to action in another capacity while holding such office or position, except that no such other rights, in respect to indemnification or otherwise, may be provided or granted with respect to the liability of any director, officer, employee or agent for:

- 1) any appropriation, in violation of his duties, of any business opportunity of the Corporation;
- 2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- 3) liabilities of a director imposed by Section 14-2-154 of the Georgia Business Corporation Code; or
- 4) any transaction from which the director, officer, employee, or agent derived an improper personal benefit.

3.5. Insurance.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Title 3.

3.6. Right to Participate in Defense.

As a condition to any such right of indemnification, or to receive advancement of expenses, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

3.7. Continuation of Right of Indemnification.

The rights to indemnification and advancement of expenses provided in this Title 3 shall continue notwithstanding that a person who would otherwise have been entitled to indemnification or advancement of expenses hereunder shall have ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such persons.

Title 4. Amendments

4.1. Amendments to articles of incorporation.

Any proposed change in the articles of incorporation of the Corporation may be initiated by a vote of the Board, or by any five (5) Directors of the Corporation, and shall not be inconsistent with the purpose of the Corporation as stated in Section 1.1. No proposal to change the articles of incorporation is adopted unless two-thirds of the directors affirmatively vote, with a quorum present at a meeting to approve the amendment. Once adopted, no change is effective until it is filed with the Georgia Secretary of State as required by the Code.

4.2. Amendments to Bylaws.

Any change in the Bylaws of the Corporation is not adopted unless each proposal is submitted to the Board for a vote as to whether the proposal should be adopted, be adopted with amendments, or be rejected. Proposals may be initiated by a vote of the Board, or by any four (4) directors of the Corporation. No proposal to change the Bylaws is adopted unless two-thirds of the Board affirmatively vote, with a quorum present at a meeting, to approve the amendment, after at least a ten (10) day notice in advance of the meeting given to the Board of the proposed changes, said notice to be given by the Secretary. Once adopted, any change to these Bylaws is immediately effective, unless some later date ~~as is~~ designated in the proposal.

Title 5. Dissolution

Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, dispose of all of the assets of the Corporation in such manner or to such organization or organizations similar to those of the Corporation, to be used exclusively for exempt purposes as defined under section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

These Amended and Restated Bylaws have been adopted by ~~consent~~vote of the Board on the ~~_____~~23rd day of ~~_____~~May, ~~2012~~2016.

Approved By:

Chairman

Attest:

Secretary/Treasurer

Seal

Exhibit A

Current List of Board Members
As of _____

| **Staggered Terms:**

| Hotel Member 1:

| Hotel Member 2:

| Hotel Member 3:

| Trade Member 1:

| Trade Member 2:

| At-Large Member 1:

| [At-Large Member 1:](#)

| [At-Large Member 2:](#)

| [At-Large Member 3:](#)

| [District 1 Council Member](#)

| [District 2 Council Member](#)

| [District 3 Council Member](#)

Document comparison by Workshare Compare on Tuesday, May 10, 2016
9:37:06 AM

Input:	
Document 1 ID	file://C:\Users\Brooks\Documents\CVBD\CVBD Amended Bylaws Final 12-19-12.doc
Description	CVBD Amended Bylaws Final 12-19-12
Document 2 ID	file://C:\Users\Brooks\Documents\CVBD\CVBD Amended and Restated Bylaws Final 05-10-16.doc
Description	CVBD Amended and Restated Bylaws Final 05-10-16
Rendering set	Standard

Legend:	
	<u>Insertion</u>
	Deletion
	Moved from
	<u>Moved to</u>
	Style change
	Format change
	Moved deletion
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	33
Deletions	56
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	89