

## BY-LAWS

### FAYETTEVILLE AREA CONVENTION & VISITORS BUREAU, INC. Amended April 22, 2015

#### Article I

##### OFFICE

- Section 1.** **Name:** This Corporation shall be known as Fayetteville Area Convention & Visitors Bureau, Inc.
- Section 2.** **Principal Office:** The principal office of the Corporation shall be located at 245 Person Street, Fayetteville, North Carolina 28301.
- Section 3.** **Registered Office:** The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office. Until otherwise changed, by the Board of Directors, the registered office shall be 245 Person Street, Fayetteville, North Carolina 28301.

#### Article II

##### PURPOSE

To position Cumberland County as a destination for conventions, tournaments, and individual travel and to engage in any lawful act or activity for which non-profit corporations may be organized under Chapter 55A of the North Carolina General Statutes. In so doing, the Corporation shall have all powers granted under Chapter 55A of the North Carolina General Statutes.

#### Article III

##### DIRECTORS

- Section 1.** **General Powers:** The business affairs of the Corporation shall be managed by its Board of Directors.
- Section 2.** **Number of Board Members:** The number of members constituting the Board of Directors shall be eleven (11). The Board shall also have 4 nonvoting ex-officio members. **(Should board wish to enact this provision to expand.)**
- Section 3.** **Composition:** Said Board shall be comprised of the following

individuals:

(a) the County Manager or **his/her** designee;

(b) the City Manager of the City of Fayetteville or **his/her** designee;

(c) the Director of the Crown Center or **his/her** designee;

the  
appointed  
County of Cumberland which have fewer than 100 rooms and  
by the County Commissioners.

the  
County of Cumberland which have in excess of 100 rooms and  
appointed by the County Commissioners.

**(f) the Chairman of the Airborne and Special Operations  
Museum;**

Cumberland  
(g) a representative of a hotel or motel within the County of  
which has rooms subject to this Occupancy Tax and meeting space  
in excess of 6,000 square feet which shall be elected by the Board  
of Directors upon recommendation of a Nominating Committee  
appointed by the Chairman;

Cumberland  
(h) a representative of a hotel or motel within the County of  
which has rooms subject to this Occupancy Tax and shall be  
elected by the Board of Directors upon recommendation of a  
Nominating Committee appointed by the Chairman;

**appointed  
term;** (i) **Beginning July 1, 2015 FACVB appointed positions can be  
for 2 - three year terms, but subject to re-appointment after first**

(j) an at-large member, appointed by the Board of County  
Commissioners, which is representative of one or more of the  
following groups: (1) arts/cultural community; (2) business  
community; (3) military; and has a demonstrated interest in travel  
and tourism in the County;

managing  
(k) no hotel/motel or corporation or business group owning or

several motels/hotels in Cumberland County shall have more than two members on the Board of Directors at any one time;

(l) in making selections to the Board, particular attention should be made to enhancing the ethnic and gender diversity of the Board;

(m) members of the Board of Directors do not need to be members of the Corporation;

Board  
Corporation

(n) any Director appointed by the Board may be removed by the  
when in the judgment of the Board the best interest of this  
will be served thereby;

(o) vacancies on the Board of Directors will be filled within sixty (60) days of the vacancy by the appropriate body as outlined in Article IV of these By-Laws;

(p) Nonvoting ex-officio positions for: **(If Article III, Section 2 enacted by board to expand.)**

Tourism Development Authority liaison  
President of Fayetteville Area Hospitality Association  
Past Chair of Fayetteville Convention & Visitors Bureau  
(1) position at board discretion

(q) Members of the board shall be owners, general managers, or top executives;

(r) County shall designate a commissioner liaison.

## Article IV

### MEETINGS

**Section 1.** **Annual Membership Meeting:** An annual meeting of the members of the Fayetteville Area Convention & Visitors Bureau, Inc., shall be held  
in

January each year or at such other time as the Board of Directors may designate.

**Section 2.** **Annual Meeting of the Board of Directors:** An annual meeting of  
the

Board of Directors shall be held during the month of January each year at a date, time and place to be decided upon by the Board of Directors

or,

in the absence of Board action, at the principal office of the Corporation.

**Section 3. Regular and Special Meetings:** The Board of Directors shall have regular meetings **quarterly on the fourth Wednesday (starting in January)** unless there is not sufficient business to warrant a meeting. Special meetings of the Board of Directors may be called by or at the request of the President, Chairman, Vice-Chairman, Secretary, Treasurer or any two directors. Such meetings shall be held at the corporate office within the County of Cumberland or at such place as may be from time to time approved by the Board.

**Section 4. Notice of Meetings:** Annual or regular meetings of the Board of Directors may be held upon five (5) days notice. The person or persons calling a special meeting of the Board of Directors shall, at least twenty-four (24) hours before the meeting, give notice thereof by the usual means of communication. Such notice of a special meeting shall specify the purpose for which the meeting is called.

**Section 5. 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.

**Section 6. Quorum:** A majority of the number of persons serving as Directors, or a majority of executive committee members at any time shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**Section 7. Manner of Acting:** Except as otherwise provided in these By-Laws, action by a majority of the Directors present at a meeting in which a quorum is present shall be an act of the Board of Directors.

**Section 8 Executive Committee.** The Executive Committee shall be comprised of the Chairman of the Board, Vice Chairman, Secretary and Treasurer. The

Chairman of the Board will serve as Chairman of the Executive Committee. The Executive Committee coordinates the activities of the Board of Directors, evaluates the President's performance and exercises the authority of the Board of Directors when a quorum of board members cannot be established for a regular or specially called meeting. Any actions taken by the Executive Committee shall be reported to the full board at the next board meeting. The Executive Committee will not have authority to:

- a) rescind any action taken by the Board of Directors;
- b) amend or repeal Articles of Incorporation or By-Laws;
- c) merge, consolidate or voluntarily dissolve the Corporation;
- d) sell, lease, exchange, mortgage, pledge or otherwise dispose of property;
- e) select or remove the President; or
- f) obligate the Corporation to any contract or expenditure of funds in excess of \$10,000.

## **Article V**

### **OFFICERS**

**Section 1. Officers of the Corporation:** The officers of the Corporation shall consist of the Chairman of the Board, Vice Chairman, Secretary, and Treasurer, and such other officers as the Board of Directors may from time to time elect. Officers of the Corporation must be members of the Board of Directors.

**Section 2. Election and Term:** The officers of the Corporation shall be elected by the Board of Directors at the **April** meeting for a term of one year commencing on July 1 of the following year.

**Section 3. Removal:** Any officer elected or appointed by the Board of Directors may be removed by the Board when in the judgment of the Board the best interest of this Corporation will be served thereby.

**Section 4. Vacancies:** Vacancies among officers of the Corporation may be filled by

meeting a vote of a majority of the Board at any annual, regular, or special of the Board of Directors.

**Section 5.** **Chairman**: The Chairman shall, when present, preside at all meetings of the Board of Directors. **He/She** shall sign with any proper officer, instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent. In general, **he/she** shall perform all duties incident to the office of the Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6.** **Vice-Chairman**: The Vice-Chairman shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of that office. In addition, **he/she** shall perform such duties and have such other powers as the Board of Directors shall prescribe.

**Section 7.** **Secretary**: The Secretary shall be responsible for keeping accurate records of the acts and proceedings of all meetings of the Board of Directors. **He/She** shall be responsible for giving all notices required by law and by these By-laws. **He/She** shall have general care of all corporate books and records. **He/She** shall sign such documents as may require his signature, and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned **him/her** from time to time by the Chairman or by the Board of Directors.

**Section 8.** **Treasurer**: The Treasurer shall oversee the financial aspects of the Corporation without having direct custody of funds and securities belonging to the Corporation; provided that the Board may appoint a custodian or a depository for any such funds or securities and the Board may designate those

persons upon whose signatures or authority such funds may be  
disbursed or transferred.

## Article VI

### MISCELLANEOUS

- Section 1.** **Contracts:** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.
- Section 2.** **Loans:** No loans shall be contracted on behalf of the Corporation unless approved by the Board of Directors.
- Section 3.** **Checks and Drafts:** All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- Section 4.** **Deposits:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct.
- Section 5.** **Seal:** The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed "SEAL", and such seal, as impressed on the margin hereof, is hereby adopted as the seal of the Corporation.

**Section 6.** **Committees:** The Chairman shall, subject to Board approval, appoint any committees, to consist of as many persons as **he/she** deems advisable.

**Section 7.** **Fiscal Year:** The fiscal year of the Corporation shall be the year Beginning July 1st and ending June 30th.

**Section 8.** **Bond:** At the expense of the Corporation, the Board of Directors may, by Resolution, require any or all officers, agents, and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective officers or positions, and to comply with such conditions as may from time to time be required by the Board of Directors.

**Section 9.** **Inspection of Books:** The books of the Corporation may be inspected for specific and proper purposes by persons determined by the Board of Directors to be entitled thereto at such reasonable times and places as the Board of Directors may determine, upon application by the persons desiring inspection thereof.

**Section 10.** **Independent Outside Audit:** The Board of Directors shall require a comprehensive, independent outside audit (certified audit) of the books and financial records of the Corporation on an annual basis, to be completed no later than three months after the end of the fiscal year.

**Section 11.** **Indemnification:** Any person who at any time serves or has served as a director, officer, employee or agent of the Corporation, or in such capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) necessarily incurred by him in connection with any threatening, pending or completed action, suit or proceedings, whether civil, criminal, administrative or



with any  
whether  
brought  
reason of  
payments  
penalty  
action, suit

investigative, and whether or not brought by **him/her** in connection threatened, pending or completed action, suit or proceedings, civil, criminal, administrative or investigative, and whether or not by or on behalf of the Corporation, seeking to hold **him/her** liable by the fact **he/she** was working in such capacity, and (b) reasonable made by **him/her** in satisfaction of any judgment, money decree, fine, or settlement for which **he/she** may have become liable in any such or proceeding.

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claimant for  
**him/her**.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay indemnification required by this bylaw, without limitation, to the making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due **him/her**.

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Any person who at any time after the adoption of this Bylaw serves or served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

In addition to all of the foregoing, the Board of Directors shall 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/her** and incurred by **him/her** in any such capacity, or arising out of **his/her** status as such, whether or not the Corporation would have the power to indemnify **him/her** against such liability.

**Section 12. Amendments:** These By-Laws may be amended or replaced and new By-Laws may be adopted only by the affirmative vote of two-thirds (2/3) of the Board of Directors. However, Article IV, and this section (Article VII, Section 12) may only be amended or replaced by the affirmative vote of two-thirds (2/3) of the Board of Directors and with the approval of the Cumberland County Board of Commissioners.