

CUMBERLAND COUNTY, NC

FAYETTEVILLE

A R E A

CONVENTION AND VISITORS BUREAU

By-Laws

Amended August 10, 2021



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Article I

OFFICE

- Section 1.** **Name:** This Corporation shall be known as the Fayetteville Area Convention and 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 of Directors shall also have 7 non-voting ex-officio members.
- Section 3.** **Composition:** Said Board of Directors 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 Complex or his/her designee,
- (d) one representative nominated by hotels and motels within the County of Cumberland which have fewer than 100 rooms and appointed by the County Commissioners,
- (e) one representative nominated by hotels and motels within the County of Cumberland which has in excess of 100 rooms and appointed by the County Commissioners,
- (f) one business representative within the County of Cumberland operating an attraction, restaurant or other local business affected by the Tourism Industry elected by the County Commissioners,
- (g) two at-large members, appointed by the 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,
 - (4) business affected by tourism industry,
- (h) one representative of a hotel or motel within the County of Cumberland which has rooms subject to Occupancy Taxes and meeting space in excess of 6,000 square feet which shall be elected by the Board of Directors,
- (i) one representative of a hotel or motel within the County of Cumberland which has rooms subject to Occupancy Taxes and shall be elected by the Board of Directors,
- (j) one business representative within the County of Cumberland operating an attraction, restaurant or other local business affected by the Tourism Industry elected by the Board of Directors,
- (k) Ex-officio positions require reciprocal board positions. Non-voting ex-officio positions are:

Tourism Development Authority Liaison

President of the Fayetteville Area Hospitality Association

President of the Greater Fayetteville Chamber of Commerce

President of the Cool Spring Downtown District

President of the Fayetteville Cumberland County Economic Development Corporation

Past Chair of the Corporation

One (1) position at the Board of Director's discretion.

- (l) Board of Directors appointed positions can be appointed for 2 – three-year terms, but subject to re-appointment after the first term,
- (m) no hotel/motel or corporation or business group owning or managing several motels/hotels in the County of Cumberland shall have more than two members on the Board of Directors at any one time,
- (n) in making selections to the Board of Directors, particular attention should be made to enhancing the ethnic and gender diversity of the Board of Directors,
- (o) members of the Board of Directors do not need to be members of the Corporation,
- (p) 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,
- (q) Members of the Board of Directors shall be owners, general managers, or top executives,
- (r) The County Commissioners shall designate a Commissioner Liaison to a non-voting position.

Article IV

MEETINGS

- Section 1.** **Annual Membership Meeting**: An annual meeting of the members of the Corporation, 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 action by the Board of Directors, 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 of Directors. Meetings of the Board of Directors or any committee thereof may be conducted by conference telephone, videoconference or other electronic communication that supports visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the Board of Directors shall be subject to all rules adopted by the Board of Directors, to govern them, which may include any reasonable limitations on, and requirements for Board of Directors' participation.
- 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 being 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 Director shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. Any officer or Director elected or appointed by the Board of Directors may be removed by the Board of Directors when in the judgment of the Board of Directors the best interest of the Corporation will be served, by affirmative vote of two-thirds of the Board of Directors. Any officer or director may resign at any time by delivering a written resignation to the President or the Secretary.
- Section 4. Vacancies:** Vacancies among officers of the Corporation may be filled by a vote of a majority of the Board of Directors at any annual, regular, or special meeting of the Board of Directors.
- Section 5. Chairman:** The Chairman of the Board 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 of the Board of Directors, 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 of Directors may appoint a custodian or a depository for any such funds or securities and the Board of Directors 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 of the Board shall, subject to Board of Directors' 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) unreasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatening, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by him/her in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him/her liable by reason of the fact he/she was working in such capacity, and
- (b) reasonable payments made by him/her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he/she may have become liable in any such action, suit or proceeding. The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this By-Law, without limitation, to the extent needed, 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. Any person who at any time after the adoption of this By-Law serves or has 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 By-Law. 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 VI, 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 County of Cumberland Board of Commissioners.

These By-Laws were adopted at a meeting of the Board of Directors of the Fayetteville Area Convention and Visitors Bureau, Inc. on _____, 2021.

Amy Cannon
Secretary

James Grafstrom
Treasurer

These By-Laws were approved at a meeting of the County of Cumberland Board of Commissioners on _____, 2021

Charles Evans
Chairman

Candice H. White
Clerk to the Board