

AGENDA
Irving Convention and Visitors Bureau Board of Directors
Board and Business Development Committee
Friday, January 3, 2020 at 9:00 AM
Irving Convention Center
500 W. Las Colinas Blvd., First Floor Boardroom
Irving, Texas 75039

NOTE: A possible quorum of the Irving Convention and Visitors Bureau Board of Directors may be present at this committee meeting.

1. Citizen Comments on Items Listed on the Agenda
2. Bylaws Review and Recommendation
3. Approval of December 6, 2019 Minutes
4. Next Meeting – March 13, 2020

CERTIFICATION

I, the undersigned authority, do hereby certify that this notice of meeting was posted on the kiosk at City Hall of the City of Irving, Texas, a place readily accessible to the general public at all times, and said notice was posted by the following date and time:

_____ at _____ and remained so posted at least 72 hours before said meeting convened.

Deputy Clerk, City Secretary's Office

This meeting can be adjourned and reconvened, if necessary, the following regular business day.

Any item on this posted agenda could be discussed in executive session as long as it is within one of the permitted categories under sections 551.071 through 551.076 and section 551.087 of the Texas Government Code.

A member of the public may address the governing body regarding an item on the agenda either before or during the body's consideration of the item, upon being recognized by the presiding officer or the consent of the body.

This facility is physically accessible and parking spaces for the disabled are available. Accommodations for people with disabilities are available upon request. Requests for accommodations must be made 48 hours prior to the meeting. Contact the City Secretary's Office at 972-721-2493 or Relay Texas at 7-1-1 or 1-800-735-2988.

**IRVING CONVENTION AND VISITORS BUREAU
BOARD OF DIRECTORS
BYLAWS**

ARTICLE I. PURPOSE

The Irving Convention and Visitors Bureau (hereafter “the Bureau”) and its Board (hereinafter “the Board”) were established by Ordinance No. 2414 on November 9, 1972. (Chapter 16B of The Code of Civil and Criminal Ordinances of the City of Irving, Texas.) The Ordinance establishes that the Bureau shall function as a separate entity from the City of Irving but it shall remain responsible only to the Irving City Council (hereafter “the City Council”) and shall have the following duties:

- (a) To make recommendations to the City Council concerning the acquisition, construction, lease or purchase of convention center facilities including but not limited to civic center convention buildings, auditoriums, coliseums and parking areas or facilities for the parking or storage of motor vehicles or other conveyances located at or in the immediate vicinity of the convention center facilities.
- (b) Provide or locate facilities, personnel and materials for the registration of convention delegates or registrants.
- (c) Advertise for general promotional and tourist advertising of the City and its vicinity and conducting solicitations and operating programs to attract conventions and visitors.
- (d) Employ a Director whose duties shall be the promotion of Irving as a convention and tourist attraction.

The Board further has designated its purpose by the adoption of a mission statement. As the Board may act in the future to amend this mission, the Bylaws will be considered updated immediately upon the action of the Board to adopt a new mission.

The mission of the Organization shall be to enhance Irving’s economy and quality of life by marketing and advocating for the development of Irving as a premier destination.

ARTICLE II. RULES GOVERNING BOARDS AND COMMISSIONS

The Board operates within the guidelines set out within the City Charter and the City of Irving Code of Civil and Criminal Ordinances. (Details are provided in the ICVB Board Orientation Manual.)

Per the City Charter, Article IX – GENERAL PROVISIONS, Sec. 10 – independent boards*:

The City Council may by ordinance provide that the management and operation of the Bureau shall be conducted independently of the office of city manager and the general management of the city. Such ordinance may provide that the Board shall have the exclusive right to appoint, remove and supervise the Executive Director of the Bureau and may give the Executive Director the exclusive authority to hire, discharge and supervise the employees of the Bureau.

The Board of the Bureau shall recommend to the City Council the Bureau's annual budget and the manner and use of the expenditures and allocation of Bureau revenues and funds. Final approval of the Bureau budget and the expenditure of Bureau funds, as well as the classification and salary structure of Bureau employees, shall be recommended by the Board and shall be the sole responsibility and prerogative of the City Council.

By approval of the Bureau's annual budget, its expenditures and allocation of Bureau revenues and funds, administrative services required by other city departments in support of the approved budget are authorized.

* Amendment to City Charter – May 11, 2013

ARTICLE III. ORGANIZATION AND MEMBERSHIP

Section 1

The governance of the Bureau shall be vested in the Board as provided in these Bylaws. The Board shall set policy for, and oversee the Bureau's operations on behalf of the Irving City Council. The Board shall have the authority to adopt and enforce such policies, procedures and regulations as deemed appropriate to the Bureau, the visitor industry and the City of Irving. Members of the Board shall serve without compensation.

Membership shall consist of the following: a twenty-five (25) member Board of Directors: thirteen (13) voting members, and twelve (12) non-voting members, three (3) of whom are ex officio members.

Nine (9) voting members shall not be employed by, nor own an interest in, the hospitality or tourism industry; one (1) voting member shall be the current chair of the Greater Irving-Las Colinas Hotel Association; one (1) voting member shall be representative of the Irving hotel/motel industry; one (1) voting member shall be representative of the hospitality industry at-large (although not restricted to the hotel/motel industry); and one (1) voting member shall be representative of the restaurant industry.

Two (2) non-voting members shall be representatives of the hospitality industry, based upon the recommendation of the Board and the Greater Irving-Las Colinas Hotel Association; one (1) non-voting member shall be representative of the ~~Dallas Cowboys Football Club~~ hospitality industry at-large; one (1) non-voting member shall be

representative of The Las Colinas Association; one (1) non-voting member shall be representative of the University of Dallas; one (1) non-voting member shall be the current chair of Irving Tax Increment Reinvestment Zone No. 1 Board; one (1) non-voting member shall be the current chair of Dallas County Utility and Reclamation District Board or a designee of the chair; one (1) non-voting member shall be representative of the Salesmanship Club of Dallas AT&T Byron Nelson Championship; and one (1) non-voting member shall be a past Board member, based upon the recommendation of the Board.

The three (3) ex officio, non-voting members shall be the chief executive officer of the Greater Irving-Las Colinas Chamber of Commerce, the chair of the board of the Greater Irving-Las Colinas Chamber of Commerce and the city manager or designee of the city manager.

One (1) of the voting members of the Board shall be elected by the Board as Chair and one (1) of the voting members shall be elected by the Board as Vice Chair. (Chapter 16B-1 of The Code of Civil and Criminal Ordinances of the City Of Irving, Texas, as amended by Ordinance 7217, February 19, 1998; as amended by Ordinance 8602, January 26, 2006; as amended by Ordinance 2011-9299, November 17, 2011; and as amended by Ordinance 2013-9421, January 10, 2013.)

The nine (9) voting members who shall not be employed by, nor own an interest in the hospitality or tourism industry must be residents of the City of Irving, eligible to vote in city elections. There is no residency requirement for the representative of the hotel/motel industry, representative of the hospitality industry at-large, representative of the restaurant industry, and the chair of the Greater Irving-Las Colinas Hotel Association.

All voting members of the Board shall serve for a period of two (2) years, unless sooner removed, with the exception of the voting member that is the chair of the Greater Irving-Las Colinas Hotel Association, whose term shall be defined by the term of service as its chair. Voting members of the Irving Convention and Visitors Bureau Board shall serve no more than three (3) full consecutive terms. When a member is appointed to complete a partial term, that partial term shall not count in computing the three (3) full consecutive terms. Non-voting and/or ex officio members may not be limited to three (3) consecutive terms, except that the one (1) non-voting member who is a past Board member should serve no more than one (1) full term; the Board may recommend to the City Council that the one (1) non-voting member who is a past Board member may serve a second full consecutive term.

The thirteen (13) voting members shall occupy a place on the Board, such places being numbered 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, and 13. The terms of office for places 1, 3, 5, 7, 9, 11, and 13 shall expire on odd-numbered years and the terms of office for places 2, 4, 6, 8, and 10 shall expire on even-numbered years; the term of office for place 12 is tied to the term of service as chair. The voting member representing the hotel/motel industry shall occupy place number 10, the voting member representing the hospitality industry at-large shall occupy place number 11; the voting member that is the chair of the Greater Irving-Las Colinas Hotel Association shall occupy place number 12; and the voting member representing the restaurant industry shall occupy place number 13. (Section 16B-2 (c) (2) of The Code of Civil and Criminal Ordinances of the City of Irving, Texas.)

The terms of office for all non-voting members of the Board will be defined by their terms of service as chairs of their respective entities or as designated by their respective entities.

In addition, the Board requests that the Mayor designate a member of the City Council to serve as City Council liaison to the Board, whose service is requested to ensure the Council's priorities are aligned with the Board's and to ensure the industry's priorities and concerns are conveyed to the Council. It is requested that the Council liaison be an active participant in the Board's regular meetings, including that of its Executive Committee.

Section 2

It shall be the duty of each member of the Board to take an active part in the deliberations of the Board and to act in whatever capacity he/she may be called.

It also shall be the duty of each Voting Member of the Board to actively participate in at least one committee each year.

Section 3

If a Board member is absent from three (3) consecutive regularly scheduled meetings within a twelve-month period without providing notice to the staff liaison, the Board member shall immediately forfeit the Board position. Enforcement of these attendance provisions are at the discretion of the City Council. Attendance rolls will be provided to the Office of the City Secretary annually or as otherwise requested. (Chapter 38, Sec. 38-5 Attendance of The Code of Civil and Criminal Ordinances of the City of Irving, Texas.)

Section 4

In the spirit of serving all of the City of Irving, a Board member may not concurrently serve on the Board of a related organization that creates a conflict of interest and should avoid any conflict of interest. Board members shall act in good faith, with undivided loyalty to the Bureau and with the high degree of diligence, care and skill which reasonably prudent persons would exercise in the conduct of their own affairs. Members of the Board may not take advantage of their positions, nor the knowledge gained there from, for private gain or other personal advantage, either for themselves, their families or anyone else with whom they have a direct or indirect personal or financial interest, to the detriment of the Bureau.

Board members must reveal conflicts of interest and apparent conflicts of interest which may exist through the disclosure of interests and activities, such as: the ownership, direct or indirect, of a financial or other interest in organizations supplying goods or services to the Bureau, or in the organizations which provide services competitive with the Bureau; the receipt or acceptance of benefits from any organization doing, or seeking to do, business with the Bureau or with a competitor of the Bureau; or participation in or taking advantage of any business opportunity or activity in which the Bureau has an interest or which may be competitive with the Bureau.

In addition to the background information required by the City of Irving's Application for Boards, Commissions and Committees, to assure compliance with applicable State law and City ordinances, Board Members are required to submit a Conflict of Interest

Disclosure Statement annually (or within 30 days of appointment to the ICVB Board) to the Chair. The Bureau will retain file copies of all statements, which are documents of public record. It is understood that Conflicts of Interest on individual issues or items may arise throughout the year that may not otherwise be assumed at the time the statement is signed. As these conflicts arise, Board members are required to provide a revised Conflict of Interest Disclosure Statement that will replace the document on file.

The Executive Committee will review the statements upon submission. Should there be a determination there is a conflict noted that may cause detriment to the organization, the Executive Committee will meet with the Board member in question, review the noted conflict and determine an appropriate course of action. If requested by the Chair, or if the Board member in question does not agree there is a conflict and the Executive Committee disagrees, the Executive Committee will request in writing an opinion from the City Attorney, with notification to the City Council liaison and the Mayor.

If any member of the Board perceives another member has a conflict of interest, the Chair must be notified in writing of the perceived conflict. The Executive Committee will meet with the Board member in question to review the issue that has been raised. If requested by the Chair, or if the Board member in question does not agree there is a conflict and the Executive Committee disagrees, the Executive Committee will request in writing an opinion from the City Attorney, with notification to the City Council liaison and the Mayor.

Section 5

The Board will adhere to all City of Irving policies and procedures relating to Boards and Commissions. The Board may adopt policies and procedures specifically for the Bureau, and may adopt addendums or exceptions to existing City of Irving policies specifically for the Bureau. The Board will provide documentation of any new policies, procedures and addendums to the City Council liaison. Any policies considered by the Board that are in direct conflict with City policies may require the review of the Office of the City Attorney and/or the authorization of the City Council before they may be adopted.

Section 6

The Board shall have a long-range strategic plan, encompassing the organization and/or the destination, which is reviewed annually at a minimum and is updated at least every three years.

Formatted: Font: 12 pt

Formatted: Font: 12 pt, No underline

Section 6

The Board shall not discuss, engage in, facilitate or condone activities that restrain competition in violation of state or federal laws or otherwise.

Section 7

Under no circumstances is any member to take action or make any statement purporting to commit the Board unless given authority by a vote of the Board.

Section 8

Only the Board may take action on the Board's behalf.

ARTICLE IV. MEETINGS

Section 1

Regular Meetings: The Board shall meet monthly in regular session on dates approved by the Board and published annually. A monthly Board meeting may be omitted if authorized by the Chair.

Section 2

Special Meetings: Special meetings of the Board may be called by the Chair, or by any three (3) voting Board members, and upon written request to the Executive Director. The call for a special meeting shall specify the day and the hour of such special meeting, shall list the subject or subjects to be considered and a Public Notice shall be posted at least 72 hours before the meeting is scheduled to begin. The agenda for any special meeting shall include a designation of the person(s) who called such meeting. In accordance with state law, the notice to the public of an emergency meeting must be posted at least two hours before the meeting is scheduled to begin. An emergency meeting exists only if immediate action is required of a governmental body because of an "imminent threat to public health and safety" or a "reasonably unforeseeable situation" and/or state law.

Section 3

Quorum: Seven (7) of thirteen (13) voting members shall constitute a quorum.

Section 4

Conducting Meetings: All meetings of the Board and its committees or task forces are conducted in accordance with the Texas Open Meetings Act in its most current version and all meetings will be posted in accordance with applicable law.

Section 5

It is the responsibility of the Executive Director to see that posting of all meetings (regular, special and committee) is correct in content; posted timely (in accordance with Texas Open Meetings Act); and distributed to all concerned.

Section 6

Meeting agendas are prepared by the Executive Director and upon request, will be submitted to the Chair of the Board for review prior to posting. The Chair may place items on the agenda or request that items be removed from the agenda, provided that the request is made to the Executive Director in writing five (5) working days prior to the meeting. Three (3) voting members of the Board may place an item(s) on the agenda, provided that request is made to the Executive Director in writing five (5) working days prior to the meeting. If three voting members of the Board place an item on the agenda, it may not be removed by the Chair.

Copies of agendas will be delivered to the City Secretary's office for posting.

Section 7

Minutes of all open meetings are taken and filed appropriately.

Section 8

Meetings are governed by Robert's Rules of Order (latest edition) in all applicable cases.

Section 9

All meetings of the Board and its committees are "open" meetings unless closed. Closed meetings (executive sessions) are those that are allowed by state statute to be closed and

may include matters dealing with personnel, leases, land purchases, economic development and litigation. Ex-officio and non-voting members are considered a part of the ICVB Board under Section 16B-1(a) of the City's ordinances, and therefore All Board members may attend closed meetings (executive sessions); however, pursuant to the Open Meetings Act and Attorney General opinions or other legal reasons, the Chair may exclude one or more members from a closed meeting.

Formatted: Not Highlight

Section 10.

Meetings will follow open meeting procedure and all applicable state and local laws, to include: call to order; roll call (may be conducted non-verbally by staff); determination of quorum (may be conducted non-verbally by staff); recognition of guests; public comments as allowed; minutes approval; acceptance of financial reports; individual action items, including a consent agenda if published, staff reports; committee reports; announcements; and adjournment.

At the Chair's discretion, the meeting's agenda may be adjusted to accommodate other priorities. Special Presentations may be scheduled at the Chair's discretion and the meeting agenda amended to accommodate these presentations.

Section 11

Guests wishing to express a position on an agenda item ~~shall be allowed to speak, provided prior to the start of the meeting, said guest completes and delivers to the Executive Director (or ranking staff executive) a Speaker's Card providing name, address and agenda item number. Comments by guests shall be limited to a time period of not more than three (3) minutes with one (1) additional minute to conclude at the option of the presiding officer or the consent of the Board, for each speaker~~ are allowed to speak according to the rules established by State of Texas law, and the procedures established by the City of Irving.

Section 12

Following input from guest(s) on any agenda item, the discussion will be closed to the audience and the Board will proceed with its discussion and action.

Section 13

Voting: Voting shall be by hand vote, or by written ballot by all voting members in attendance; individual votes will be recorded in the minutes.

Section 14

In the case of extraordinary or exigent events that may occur between meetings, when action to protect the interests of the organization is required and cannot wait until the next regularly scheduled meeting, a special meeting may be called with the appropriate notifications, and actions taken as posted, provided a quorum of all voting Board members is present for any actions.

Section 15

Action: Under no circumstances is any member to take action nor make any statement purporting to commit the Board unless given authority by a vote of the Board.

ARTICLE V. CODE OF CONDUCT

Each Board member has obligation to give his/her input into any subject being discussed by the Board. Each Board member's input should be solicited and considered. Each Board member should be made to feel his/her contribution is important.

The City of Irving Code of Ethics as adopted by Resolution No. 2014-278 is applicable to all Board members. (Details are provided in the ICVB Board Orientation Manual.)

ARTICLE VI. ELECTIONS, OFFICERS AND DUTIES

Section 1

The ICVB Board at its ~~November first regular meeting following the annual appointment of new members and re-appointments by the City Council~~ shall elect from its members a Chair and Vice Chair as Officers for one-year terms and until their successors are elected. ~~Elections are conducted by the current seated Board. The election may be delayed until the next regularly scheduled meeting of the Board at the recommendation of the Chair.~~ All voting Board members are eligible to serve as officers. Board elections may be held by hand vote, or by written ballot by all voting members in attendance; individual votes will be recorded in the minutes.

The November meeting is the last meeting for any outgoing Board members; newly appointed Board members assume their duties at the following meeting.

The Chair shall, when present, preside at all meetings of the Board. The Chair shall generally provide oversight for issues requiring authorization beyond the Executive Director's for the governance of the Convention and Visitors Bureau, including the signing of special resolutions and other such documents requiring the Chair's signature and such other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office, including all documents that also may be forwarded to the appropriate City of Irving department.

The Chair is the Chair of the Executive Committee, and also shall serve as an ex officio member of all other committees and shall make all required appointments of standing and special committees.

The Vice Chair shall, in the absence of the Chair, preside over meetings of the Board and its Executive Committee and otherwise exercise all the powers and duties of the Chair. The Vice Chair is the Vice Chair of the Executive Committee, and shall serve as an ex officio member of all other committees.

No action by any officer shall be binding upon nor constitute an expression of the policy of the Bureau or Board until it has been approved by the Board.

Section 2

Board Officers shall hold offices for one (1) year and until their successors are elected. A person may hold the same office for a maximum of two consecutive years.

Section 3

In the event that a vacancy occurs in the office of Chair, the Vice Chair shall assume the duties of Chair. An election shall be held to fill the position of Vice Chair at the next regularly scheduled meeting, unless the situation warrants a special meeting be called.

Section 4

In the event that a vacancy occurs in the office of Vice Chair, the Chair may appoint a Board member temporarily to assume the duties of that office until the next regular Board meeting, at which time an election shall be held to fill the existing vacancy.

Section 5

In the event that a vacancy occurs in the offices of the Chair and Vice Chair at the same time, a special meeting may be called of the Board of Directors. If the vacancies are considered permanent, the Board shall elect from its members a Chair and Vice Chair. If the vacancies are temporary and are not expected to exceed three (3) months, the Board shall elect from its members an Acting Chair and an Acting Vice Chair.

Section 6

In the event of the absence of the Chair and Vice Chair from a meeting of the Board of Directors or the Executive Committee, the Chair of the Board Development Committee shall serve as Chair for the meeting. In the event of the absence of the Board Development Committee Chair, as well as the Board Chair and Vice Chair, the Destination Development Committee Chair shall serve as Chair for the meeting.

Section 7

No member of the Board of Directors has the ability to appoint or remove a person from the Board of Directors, nor does the Board as a body; this authority lies only with the City Council.

Section 8

The Board shall employ an Executive Director who shall be the chief executive officer of the Bureau, and in that capacity, serve as a non-voting member of the Board and all its committees. The Executive Director shall be responsible for the preparation and preservation of all records detailing the administrative affairs of the Bureau and the Board. The Executive Director may delegate Board committee and reporting responsibilities to other employees of the Bureau.

Section 9

The Board of Directors shall meet at least once annually to approve goals and objectives for the Executive Director and the organization, to approve performance criteria and to review the performance of the Executive Director, and to approve any determinations regarding incentive performance, as well as any opportunities for improvement, at the recommendation of the Executive Committee. These will be communicated to the Executive Director at the Chair's discretion either individually, with the Executive Committee or with the Board as a whole.

Formatted: Underline

Formatted: Underline

ARTICLE VII. COMMITTEES AND DUTIES

Section 1

Standing committees are appointed by order of the Chair, as are the Chairs and Vice Chairs of these. Committees only make recommendations for the full Board's action. All members of the Board may serve as members of the standing committees, however committee membership. Such committees shall not necessarily be restricted to members of the Board. However, the Chair of said standing committees shall be a member of the Board and shall be appointed by the Board Chair. Committee chairs and member appointments should be made by the Chair at the first meeting following each annual meeting of members at which the officers are elected (typically the December meeting), and their appointments are in effect for the following calendar year. The standing committee Chairs and Vice Chairs are appointed by the Chair and ~~therefore~~ may serve multiple years as Chair or Vice Chair at the respective Board Chair's discretion.

The Board Chair shall have the authority to appoint task forces, liaisons or special committees at will; any such appointment shall report directly to the Chair and shall terminate at the end of the Chair's term. Appointees to these task forces, liaisons or special committees shall not necessarily be restricted to members of the Board.

The Board Chair shall ensure that an orientation shall be conducted for new Board members within the first three months of appointment that would include the responsibilities and accountability of the entire Board, including its oversight of the Executive Director. This orientation should be coordinated through the Board & Business Development Committee or may be conducted separately at the Chair's discretion; all board members are welcome to attend. At the invitation of the Board Chair, newly elected members of the City Council should be encouraged to attend an orientation; all current City Council members are welcome to attend.

No action by any committee shall be binding upon nor constitute an expression of the policy of the Bureau or its Board until it has been approved by the Board.

All committee reports and recommendations shall be submitted to the full Board, but they shall be deemed only advisory in nature until after they have been reviewed and confirmed by the full Board, and any actions requested taken by the full Board. If any committee deems a matter sufficiently urgent to require action before the next meeting of the full Board, it shall convey its recommendation to the Executive Committee.

Section 2

The committees meet at their discretion and shall consider such matters as are referred to them by the Board Chair or requested by the Executive Director, shall keep records of their activities and recommendations, and shall report to the Board at such intervals as required by the Board. Standing committee chairs may appoint subcommittees, liaisons, task forces or work groups to assist the committee in its responsibilities provided, however, that the leader of any such subcommittee, task force or work group or a liaison is a member of the standing committee and will report back to the standing committee.

As committees only make recommendations for the full Board's action, aAll committee members are eligible to ~~vote~~ indicate their consensus, support or opposition within the committee's deliberations.

Section 3

The Board shall have the following standing committees: Executive, Board & Business Development, Community RelationsEngagement, and Destination Development.

Section 4

The Executive Committee ~~will-should~~ include a minimum of ~~six-seven (67)~~ voting members and consists of the Chair and Vice Chair of the Board and the chair of each standing committee; must also include one Voting Hotelier as well as one other hotel or the industry representative at-large, and the restaurant industry representative if not otherwise represented as committee chairs. If the Immediate Past Chair remains a voting member of the Board, the Immediate Past Chair is also designated a member of the Executive Committee. The City Council liaison is also requested to serve as a non-voting member of the Executive Committee.

The Executive Committee is responsible for the performance management of the Executive Director, and for any issues related to compensation for the Executive Director and the organization, including performance management programs and any disciplinary procedures. The Executive Committee shall meet at least once annually to establish goals and objectives for the Executive Director and the Bureau, to determine performance criteria and to review the performance of the Executive Director. The Executive Committee shall report to the Board the results of the review, including any adjustments in compensation and determinations regarding incentive performance, as well as any opportunities for improvement, for ~~their-the Board's~~ action. At the Chair's discretion, the annual performance review may be conducted with the Board as a whole.

The Executive Committee shall have the authority to make recommendations to the Board as a whole to negotiate, hire, determine compensation, discipline, and dismiss the Executive Director.

If there is a temporary vacancy in the position of the Executive Director, the Executive Committee will make a recommendation to the full Board for an ~~interim-Interim~~ Executive Director. If the vacancy is considered permanent, the Executive Committee will make a recommendation to the full Board for an Acting Executive Director and will determine the procedure and priorities for identifying and hiring a successor.

The Executive Committee shall review and study budget requests, income, and expenditures and recommend a comprehensive budget; review and study required audits and report on same; study and review the management of all funds held by the Bureau and the Irving Convention Center and submit reports and recommendations regarding same; review the insurance programs of the Bureau and submit reports and recommendations regarding same; and generally become familiar with any and all other matters relative to the fiscal affairs of the Bureau and submit such reports and recommendations as it deems necessary and appropriate. The Executive Committee may also provide review for any other issues that may require budgetary adjustments during the course of a fiscal year.

The Executive Committee may independently, or at the request of the Executive Director, obtain and consider independent compensation studies for any or all Bureau positions for recommendation to the City Council for changes in the salary structure in order for the Bureau to remain competitive in recruiting and retention initiatives.

Section 5

The Board ~~& Business~~ Development Committee is responsible for enhancing board development and effectiveness. Its primary goal is to ~~Secure Irving's Competitiveness and Resources~~ Increase the ICVB's Competitiveness in the Marketplace. This committee is responsible for the Board's Bylaws, Legislative Affairs, Governance and Charter issues, Board Member Orientation, Strategic Planning, Tourism Public Improvement District formulation, Accreditation, and other projects as determined by the Board Chair or as requested by the Executive Director.

Section 6

The Community ~~Relations—Engagement~~ Committee is responsible for increasing awareness, appreciation and support for the Irving hospitality industry and the Convention and Visitors Bureau. Its primary goal is ~~to Advocate for the Enhancement of the Community's Bottom Line~~ Enhance the Community's Awareness and Appreciation of Irving as a Visitor Destination. This committee is responsible for the High Spirited Citizens recognition program, the Spirit of Irving Awards, the Hospitality Industry Annual Meeting, activities or initiatives in conjunction with events such as National Travel and Tourism Week, and other projects as determined by the Board Chair or as requested by the Executive Director.

Section 7

The Destination Development Committee is responsible for all Destination Development initiatives, including but not limited to: signage, hotel development, visitor amenities, zoning, ordinances, attractions development, meeting facilities, transportation issues, and other projects as determined by the Board Chair, or as requested by the Executive Director. Its primary goal is to ~~Create Destination Defining Development Advocate for Destination-Defining Development and to Endeavor to Enhance the Visitor Experience~~.

ARTICLE VIII. COMMUNICATIONS

Matters coming from the public and from civic organizations, in order to be sure of consideration at the stated meeting of the Board, must be in writing and received by the Executive Director at the offices of Bureau at least five (5) working days prior to the Board meeting.

ARTICLE IX. EXECUTIVE DIRECTOR

Section 1

The Executive Director shall provide direct and daily leadership and administration of the Bureau in its mission to generate economic growth for the City of Irving by: marketing and promoting Irving as a competitive meeting, event, corporate and leisure destination; oversight and direction of the operation and administration of the Irving Convention Center at Las Colinas as its contract administrator; and developing and expanding the hospitality industry and its products.

The Executive Director reports directly to the Board and is accountable to the Board on all aspects of the performance of duties and responsibilities of the organization, the total budget of the organization, and the performance of both the Bureau and the Convention Center.

The Executive Director is responsible for implementing the long-range strategic plans of the Board and City Council, while simultaneously supporting the short-term requirements and needs of the hospitality industry in Irving.

Section 2

The Executive Director or his/her staff designee shall serve as a non-voting member of all of the Board's committees, standing or special, as well as of any task forces established. The Executive Director may delegate Board committee and reporting responsibilities to other employees of the Bureau.

Section 3

The Executive Director shall provide the Board an annual self-evaluation based on the goals and objectives established by the Board.

Section 4

With the concurrence of the Board, the Executive Committee shall have the authority to negotiate, hire, determine compensation, discipline, and dismiss the Executive Director.

The Board shall notify and involve the city attorney's office in any disciplinary actions against the Executive Director.

Section 5

In the event of the temporary inability of the Executive Director to carry out his or her duties, an Acting Executive Director shall be appointed by the Executive Committee.

Section 6

~~At the direction of the Board Chair or the Board & Business Development Committee, the Executive Director shall facilitate an orientation for new board appointees. An orientation shall be conducted for new Board appointees that would describe the responsibility and accountability of the entire Board in overseeing the Executive Director. This may be included as part of a comprehensive Board orientation through the Board Development Committee, or may be conducted separately at the Chair's discretion.~~

Section 7

The Executive Director shall hire all employees of the Bureau, set all employee job responsibilities and provide recommendations for compensation. The Executive Director may request the Board to consider independent compensation studies for any or all Bureau positions for changes in the salary structure in order for the Bureau to remain competitive in recruiting and retention initiatives.

ARTICLE X. FISCAL AFFAIRS

Section 1

The Executive Director shall submit a proposed annual budget to the Board on the forms and on a schedule to coincide with the City of Irving budget process. The Bureau's fiscal year coincides with the City of Irving fiscal year, and shall begin on October 1 and end on the following September 30. The Bureau's annual budget shall be approved by the Board no later than June 30 each year, and submitted to the Irving City Council for its review and authorization.

The budget submittal will also include a Marketing Plan (Program of Work) for the Bureau and Performance Goals.

The budget submittal will also include the budget for the Irving Convention Center at Las Colinas, including a detailed Capital Improvement Program budget.

Section 2

The Executive Director shall provide the Board with Financial Reports for the Bureau and the Irving Convention Center at Las Colinas on a monthly basis, in the formats required by the Government Accounting Standards Board (GASB) and the City of Irving.

Section 3

The Bureau shall be subject to audit by the City of Irving/its designee upon reasonable notice to the Bureau. The Bureau shall cause to be conducted an annual audit of the Irving Convention Center at Las Colinas, which results will be reported to the Board for review, any necessary action and acceptance.

Section 4

Expenditures of hotel occupancy tax collections by the Bureau may only be made in accordance with Texas Tax Code Chapter 351. Municipal Hotel Occupancy Taxes, Subchapter B. Use and Allocation of Revenue, Sec. 351.101. Use of Tax Revenue.

Section 5

The Bureau may accept any contribution, gift, bequest or device for any purpose consistent with its objectives and mission. The Bureau shall document receipt of all gifts and in-kind contributions, and shall compile a report of same as requested by the Board.

Section 6

All fiscal affairs of the Bureau shall be controlled and administered in accordance with the City of Irving financial policies, and any supplemental policies established by the Board.

ARTICLE XI. INDEMNIFICATION

The City of Irving Officer and Liability Plan (Chapter 27A, Article V, Irving Code of Ordinances) provides coverage for members of the Board for acts during the discharge of the member's official duties within the course and scope of the office.

ARTICLE XI. AMENDMENTS

The bylaws listed here, with the exception of those established by Ordinance No. 2414 dated November 9, 1972; Ordinance No. 8602, dated January 26, 2006; Ordinance No.

8913, dated February 7, 2008; Ordinance No. ORD-2011-9299 dated November 17, 2011; Ordinance No. ORD-2012-9320 dated February 23, 2012, and Ordinance No. ORD-2013-9421 dated January 20, 2013), may be amended at any regular or special meeting of the Board by two-thirds vote of members (provided notification in writing of the proposed amendment(s) shall have been made to all members at least fifteen working days prior to a regular or called meeting at which such action is proposed to be taken).

Approved – 4/24/98
Revised – 7/28/99
Approved – 9/27/99
Revised – 5/1/06
Approved – 6/12/06
Revised – 9/13/06 & 10/18/06
Approved 11/20/06
Revised June 08
Approved 7/21/08
Revised August 2013
Approved: ICVB Board of Directors 9/23/13; Irving City Council 10/17/13
Revised July 2016
Approved: ICVB Board of Directors 7/25/16
Approved: ICVB Board of Directors, September 2017
Revisions Drafted: December 2019

**IRVING CONVENTION AND VISITORS BUREAU
BOARD OF DIRECTORS
BYLAWS**

ARTICLE I. PURPOSE

The Irving Convention and Visitors Bureau (hereafter “the Bureau”) and its Board (hereinafter “the Board”) were established by Ordinance No. 2414 on November 9, 1972. (Chapter 16B of The Code of Civil and Criminal Ordinances of the City of Irving, Texas.) The Ordinance establishes that the Bureau shall function as a separate entity from the City of Irving but it shall remain responsible only to the Irving City Council (hereafter “the City Council”) and shall have the following duties:

- (a) To make recommendations to the City Council concerning the acquisition, construction, lease or purchase of convention center facilities including but not limited to civic center convention buildings, auditoriums, coliseums and parking areas or facilities for the parking or storage of motor vehicles or other conveyances located at or in the immediate vicinity of the convention center facilities.
- (b) Provide or locate facilities, personnel and materials for the registration of convention delegates or registrants.
- (c) Advertise for general promotional and tourist advertising of the City and its vicinity and conducting solicitations and operating programs to attract conventions and visitors.
- (d) Employ a Director whose duties shall be the promotion of Irving as a convention and tourist attraction.

The Board further has designated its purpose by the adoption of a mission statement. As the Board may act in the future to amend this mission, the Bylaws will be considered updated immediately upon the action of the Board to adopt a new mission.

The mission of the Organization shall be to enhance Irving’s economy and quality of life by marketing and advocating for the development of Irving as a premier destination.

ARTICLE II. RULES GOVERNING BOARDS AND COMMISSIONS

The Board operates within the guidelines set out within the City Charter and the City of Irving Code of Civil and Criminal Ordinances. (Details are provided in the ICVB Board Orientation Manual.)

Per the City Charter, Article IX – GENERAL PROVISIONS, Sec. 10 – independent boards*:

The City Council may by ordinance provide that the management and operation of the Bureau shall be conducted independently of the office of city manager and the general management of the city. Such ordinance may provide that the Board shall have the exclusive right to appoint, remove and supervise the Executive Director of the Bureau and may give the Executive Director the exclusive authority to hire, discharge and supervise the employees of the Bureau.

The Board of the Bureau shall recommend to the City Council the Bureau's annual budget and the manner and use of the expenditures and allocation of Bureau revenues and funds. Final approval of the Bureau budget and the expenditure of Bureau funds, as well as the classification and salary structure of Bureau employees, shall be recommended by the Board and shall be the sole responsibility and prerogative of the City Council.

By approval of the Bureau's annual budget, its expenditures and allocation of Bureau revenues and funds, administrative services required by other city departments in support of the approved budget are authorized.

* Amendment to City Charter – May 11, 2013

ARTICLE III. ORGANIZATION AND MEMBERSHIP

Section 1

The governance of the Bureau shall be vested in the Board as provided in these Bylaws. The Board shall set policy for, and oversee the Bureau's operations on behalf of the Irving City Council. The Board shall have the authority to adopt and enforce such policies, procedures and regulations as deemed appropriate to the Bureau, the visitor industry and the City of Irving. Members of the Board shall serve without compensation.

Membership shall consist of the following: a twenty-five (25) member Board of Directors: thirteen (13) voting members, and twelve (12) non-voting members, three (3) of whom are ex officio members.

Nine (9) voting members shall not be employed by, nor own an interest in, the hospitality or tourism industry; one (1) voting member shall be the current chair of the Greater Irving-Las Colinas Hotel Association; one (1) voting member shall be representative of the Irving hotel/motel industry; one (1) voting member shall be representative of the hospitality industry at-large (although not restricted to the hotel/motel industry); and one (1) voting member shall be representative of the restaurant industry.

Two (2) non-voting members shall be representatives of the hospitality industry, based upon the recommendation of the Board and the Greater Irving-Las Colinas Hotel Association; one (1) non-voting member shall be representative of the hospitality industry at-large; one (1) non-voting member shall be representative of The Las Colinas

Association; one (1) non-voting member shall be representative of the University of Dallas; one (1) non-voting member shall be the current chair of Irving Tax Increment Reinvestment Zone No. 1 Board; one (1) non-voting member shall be the current chair of Dallas County Utility and Reclamation District Board or a designee of the chair; one (1) non-voting member shall be representative of the Salesmanship Club of Dallas AT&T Byron Nelson Championship; and one (1) non-voting member shall be a past Board member, based upon the recommendation of the Board.

The three (3) ex officio, non-voting members shall be the chief executive officer of the Greater Irving-Las Colinas Chamber of Commerce, the chair of the board of the Greater Irving-Las Colinas Chamber of Commerce and the city manager or designee of the city manager.

One (1) of the voting members of the Board shall be elected by the Board as Chair and one (1) of the voting members shall be elected by the Board as Vice Chair. (Chapter 16B-1 of The Code of Civil and Criminal Ordinances of the City Of Irving, Texas, as amended by Ordinance 7217, February 19, 1998; as amended by Ordinance 8602, January 26, 2006; as amended by Ordinance 2011-9299, November 17, 2011; and as amended by Ordinance 2013-9421, January 10, 2013.)

The nine (9) voting members who shall not be employed by, nor own an interest in the hospitality or tourism industry must be residents of the City of Irving, eligible to vote in city elections. There is no residency requirement for the representative of the hotel/motel industry, representative of the hospitality industry at-large, representative of the restaurant industry, and the chair of the Greater Irving-Las Colinas Hotel Association.

All voting members of the Board shall serve for a period of two (2) years, unless sooner removed, with the exception of the voting member that is the chair of the Greater Irving-Las Colinas Hotel Association, whose term shall be defined by the term of service as its chair. Voting members of the Irving Convention and Visitors Bureau Board shall serve no more than three (3) full consecutive terms. When a member is appointed to complete a partial term, that partial term shall not count in computing the three (3) full consecutive terms. Non-voting and/or ex officio members may not be limited to three (3) consecutive terms, except that the one (1) non-voting member who is a past Board member should serve no more than one (1) full term; the Board may recommend to the City Council that the one (1) non-voting member who is a past Board member may serve a second full consecutive term.

The thirteen (13) voting members shall occupy a place on the Board, such places being numbered 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, and 13. The terms of office for places 1, 3, 5, 7, 9, 11, and 13 shall expire on odd-numbered years and the terms of office for places 2, 4, 6, 8, and 10 shall expire on even-numbered years; the term of office for place 12 is tied to the term of service as chair. The voting member representing the hotel/motel industry shall occupy place number 10, the voting member representing the hospitality industry at-large shall occupy place number 11; the voting member that is the chair of the Greater Irving-Las Colinas Hotel Association shall occupy place number 12; and the voting member representing the restaurant industry shall occupy place number 13. (Section 16B-2 (c) (2) of The Code of Civil and Criminal Ordinances of the City of Irving, Texas.)

The terms of office for all non-voting members of the Board will be defined by their terms of service as chairs of their respective entities or as designated by their respective entities.

In addition, the Board requests that the Mayor designate a member of the City Council to serve as City Council liaison to the Board, whose service is requested to ensure the Council's priorities are aligned with the Board's and to ensure the industry's priorities and concerns are conveyed to the Council. It is requested that the Council liaison be an active participant in the Board's regular meetings, including that of its Executive Committee.

Section 2

It shall be the duty of each member of the Board to take an active part in the deliberations of the Board and to act in whatever capacity he/she may be called.

It also shall be the duty of each Voting Member of the Board to actively participate in at least one committee each year.

Section 3

If a Board member is absent from three (3) consecutive regularly scheduled meetings within a twelve-month period without providing notice to the staff liaison, the Board member shall immediately forfeit the Board position. Enforcement of these attendance provisions are at the discretion of the City Council. Attendance rolls will be provided to the Office of the City Secretary annually or as otherwise requested. (Chapter 38, Sec. 38-5 Attendance of The Code of Civil and Criminal Ordinances of the City of Irving, Texas.)

Section 4

In the spirit of serving all of the City of Irving, a Board member may not concurrently serve on the Board of a related organization that creates a conflict of interest and should avoid any conflict of interest. Board members shall act in good faith, with undivided loyalty to the Bureau and with the high degree of diligence, care and skill which reasonably prudent persons would exercise in the conduct of their own affairs. Members of the Board may not take advantage of their positions, nor the knowledge gained there from, for private gain or other personal advantage, either for themselves, their families or anyone else with whom they have a direct or indirect personal or financial interest, to the detriment of the Bureau.

Board members must reveal conflicts of interest and apparent conflicts of interest which may exist through the disclosure of interests and activities, such as: the ownership, direct or indirect, of a financial or other interest in organizations supplying goods or services to the Bureau, or in the organizations which provide services competitive with the Bureau; the receipt or acceptance of benefits from any organization doing, or seeking to do, business with the Bureau or with a competitor of the Bureau; or participation in or taking advantage of any business opportunity or activity in which the Bureau has an interest or which may be competitive with the Bureau.

In addition to the background information required by the City of Irving's Application for Boards, Commissions and Committees, to assure compliance with applicable State law and City ordinances, Board Members are required to submit a Conflict of Interest Disclosure Statement annually (or within 30 days of appointment to the ICVB Board) to

the Chair. The Bureau will retain file copies of all statements, which are documents of public record. It is understood that Conflicts of Interest on individual issues or items may arise throughout the year that may not otherwise be assumed at the time the statement is signed. As these conflicts arise, Board members are required to provide a revised Conflict of Interest Disclosure Statement that will replace the document on file.

The Executive Committee will review the statements upon submission. Should there be a determination there is a conflict noted that may cause detriment to the organization, the Executive Committee will meet with the Board member in question, review the noted conflict and determine an appropriate course of action. If requested by the Chair, or if the Board member in question does not agree there is a conflict and the Executive Committee disagrees, the Executive Committee will request in writing an opinion from the City Attorney, with notification to the City Council liaison and the Mayor.

If any member of the Board perceives another member has a conflict of interest, the Chair must be notified in writing of the perceived conflict. The Executive Committee will meet with the Board member in question to review the issue that has been raised. If requested by the Chair, or if the Board member in question does not agree there is a conflict and the Executive Committee disagrees, the Executive Committee will request in writing an opinion from the City Attorney, with notification to the City Council liaison and the Mayor.

Section 5

The Board will adhere to all City of Irving policies and procedures relating to Boards and Commissions. The Board may adopt policies and procedures specifically for the Bureau, and may adopt addendums or exceptions to existing City of Irving policies specifically for the Bureau. The Board will provide documentation of any new policies, procedures and addendums to the City Council liaison. Any policies considered by the Board that are in direct conflict with City policies may require the review of the Office of the City Attorney and/or the authorization of the City Council before they may be adopted.

Section 6

The Board shall have a long-range strategic plan, encompassing the organization and/or the destination, which is reviewed annually at a minimum and is updated at least every three years.

Section 6

The Board shall not discuss, engage in, facilitate or condone activities that restrain competition in violation of state or federal laws or otherwise.

Section 7

Under no circumstances is any member to take action or make any statement purporting to commit the Board unless given authority by a vote of the Board.

Section 8

Only the Board may take action on the Board's behalf.

ARTICLE IV. MEETINGS

Section 1

Regular Meetings: The Board shall meet monthly in regular session on dates approved by the Board and published annually. A monthly Board meeting may be omitted if authorized by the Chair.

Section 2

Special Meetings: Special meetings of the Board may be called by the Chair, or by any three (3) voting Board members, and upon written request to the Executive Director. The call for a special meeting shall specify the day and the hour of such special meeting, shall list the subject or subjects to be considered and a Public Notice shall be posted at least 72 hours before the meeting is scheduled to begin. The agenda for any special meeting shall include a designation of the person(s) who called such meeting. In accordance with state law, the notice to the public of an emergency meeting must be posted at least two hours before the meeting is scheduled to begin. An emergency meeting exists only if immediate action is required of a governmental body because of an “imminent threat to public health and safety” or a “reasonably unforeseeable situation” and/or state law.

Section 3

Quorum: Seven (7) of thirteen (13) voting members shall constitute a quorum.

Section 4

Conducting Meetings: All meetings of the Board and its committees or task forces are conducted in accordance with the Texas Open Meetings Act in its most current version and all meetings will be posted in accordance with applicable law.

Section 5

It is the responsibility of the Executive Director to see that posting of all meetings (regular, special and committee) is correct in content; posted timely (in accordance with Texas Open Meetings Act); and distributed to all concerned.

Section 6

Meeting agendas are prepared by the Executive Director and upon request, will be submitted to the Chair of the Board for review prior to posting. The Chair may place items on the agenda or request that items be removed from the agenda, provided that the request is made to the Executive Director in writing five (5) working days prior to the meeting. Three (3) voting members of the Board may place an item(s) on the agenda, provided that request is made to the Executive Director in writing five (5) working days prior to the meeting. If three voting members of the Board place an item on the agenda, it may not be removed by the Chair.

Copies of agendas will be delivered to the City Secretary’s office for posting.

Section 7

Minutes of all open meetings are taken and filed appropriately.

Section 8

Meetings are governed by Robert’s Rules of Order (latest edition) in all applicable cases.

Section 9

All meetings of the Board and its committees are "open" meetings unless closed. Closed meetings (executive sessions) are those that are allowed by state statute to be closed and may include matters dealing with personnel, leases, land purchases, economic

development and litigation. Ex-officio and non-voting members are considered a part of the ICVB Board under Section 16B-1(a) of the City's ordinances, and therefore all Board members may attend closed meetings (executive sessions); however, pursuant to the Open Meetings Act and Attorney General opinions or other legal reasons, the Chair may exclude one or more members from a closed meeting.

Section 10.

Meetings will follow open meeting procedure and all applicable state and local laws, to include: call to order; roll call (may be conducted non-verbally by staff); determination of quorum (may be conducted non-verbally by staff); recognition of guests; public comments as allowed; minutes approval; acceptance of financial reports; individual action items, including a consent agenda if published, staff reports; committee reports; announcements; and adjournment.

At the Chair's discretion, the meeting's agenda may be adjusted to accommodate other priorities. Special Presentations may be scheduled at the Chair's discretion and the meeting agenda amended to accommodate these presentations.

Section 11

Guests wishing to express a position on an agenda item are allowed to speak according to the rules established by State of Texas law, and the procedures established by the City of Irving.

Section 12

Following input from guest(s) on any agenda item, the discussion will be closed to the audience and the Board will proceed with its discussion and action.

Section 13

Voting: Voting shall be by hand vote, or by written ballot by all voting members in attendance; individual votes will be recorded in the minutes.

Section 14

In the case of extraordinary or exigent events that may occur between meetings, when action to protect the interests of the organization is required and cannot wait until the next regularly scheduled meeting, a special meeting may be called with the appropriate notifications, and actions taken as posted, provided a quorum of all voting Board members is present for any actions.

Section 15

Action: Under no circumstances is any member to take action nor make any statement purporting to commit the Board unless given authority by a vote of the Board.

ARTICLE V. CODE OF CONDUCT

Each Board member has obligation to give his/her input into any subject being discussed by the Board. Each Board member's input should be solicited and considered. Each Board member should be made to feel his/her contribution is important.

The City of Irving Code of Ethics as adopted by Resolution No. 2014-278 is applicable to all Board members. (Details are provided in the ICVB Board Orientation Manual.)

ARTICLE VI. ELECTIONS, OFFICERS AND DUTIES

Section 1

The ICVB Board at its November meeting shall elect from its members a Chair and Vice Chair as Officers for one-year terms and until their successors are elected. Elections are conducted by the current seated Board. . All voting Board members are eligible to serve as officers. Board elections may be held by hand vote, or by written ballot by all voting members in attendance; individual votes will be recorded in the minutes.

The November meeting is the last meeting for any outgoing Board members; newly appointed Board members assume their duties at the following meeting.

The Chair shall, when present, preside at all meetings of the Board. The Chair shall generally provide oversight for issues requiring authorization beyond the Executive Director's for the governance of the Convention and Visitors Bureau, including the signing of special resolutions and other such documents requiring the Chair's signature and such other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office, including all documents that also may be forwarded to the appropriate City of Irving department.

The Chair is the Chair of the Executive Committee, and also shall serve as an ex officio member of all other committees and shall make all required appointments of standing and special committees.

The Vice Chair shall, in the absence of the Chair, preside over meetings of the Board and its Executive Committee and otherwise exercise all the powers and duties of the Chair. The Vice Chair is the Vice Chair of the Executive Committee, and shall serve as an ex officio member of all other committees.

No action by any officer shall be binding upon nor constitute an expression of the policy of the Bureau or Board until it has been approved by the Board.

Section 2

Board Officers shall hold offices for one (1) year and until their successors are elected. A person may hold the same office for a maximum of two consecutive years.

Section 3

In the event that a vacancy occurs in the office of Chair, the Vice Chair shall assume the duties of Chair. An election shall be held to fill the position of Vice Chair at the next regularly scheduled meeting, unless the situation warrants a special meeting be called.

Section 4

In the event that a vacancy occurs in the office of Vice Chair, the Chair may appoint a Board member temporarily to assume the duties of that office until the next regular Board meeting, at which time an election shall be held to fill the existing vacancy.

Section 5

In the event that a vacancy occurs in the offices of the Chair and Vice Chair at the same time, a special meeting may be called of the Board of Directors. If the vacancies are considered permanent, the Board shall elect from its members a Chair and Vice Chair. If the vacancies are temporary and are not expected to exceed three (3) months, the Board shall elect from its members an Acting Chair and an Acting Vice Chair.

Section 6

In the event of the absence of the Chair and Vice Chair from a meeting of the Board of Directors or the Executive Committee, the Chair of the Board Development Committee shall serve as Chair for the meeting. In the event of the absence of the Board Development Committee Chair, as well as the Board Chair and Vice Chair, the Destination Development Committee Chair shall serve as Chair for the meeting.

Section 7

No member of the Board of Directors has the ability to appoint or remove a person from the Board of Directors, nor does the Board as a body; this authority lies only with the City Council.

Section 8

The Board shall employ an Executive Director who shall be the chief executive officer of the Bureau, and in that capacity, serve as a non-voting member of the Board and all its committees. The Executive Director shall be responsible for the preparation and preservation of all records detailing the administrative affairs of the Bureau and the Board. The Executive Director may delegate Board committee and reporting responsibilities to other employees of the Bureau.

Section 9

The Board of Directors shall meet at least once annually to approve goals and objectives for the Executive Director and the organization, to approve performance criteria and to review the performance of the Executive Director, and to approve any determinations regarding incentive performance, as well as any opportunities for improvement, at the recommendation of the Executive Committee. These will be communicated to the Executive Director at the Chair's discretion either individually, with the Executive Committee or with the Board as a whole.

ARTICLE VII. COMMITTEES AND DUTIES

Section 1

Standing committees are appointed by order of the Chair, as are the Chairs and Vice Chairs of these. Committees only make recommendations for the full Board's action. All members of the Board may serve as members of the standing committees, however committee membership shall not necessarily be restricted to members of the Board. However, the Chair of said standing committees shall be a member of the Board and shall be appointed by the Board Chair. Committee chairs and member appointments should be made by the Chair at the first meeting following each annual meeting of members at which the officers are elected (typically the December meeting), and their appointments are in effect for the following calendar year. The standing committee Chairs and Vice

Chairs are appointed by the Chair and may serve multiple years as Chair or Vice Chair at the respective Board Chair's discretion.

The Board Chair shall have the authority to appoint task forces, liaisons or special committees at will; any such appointment shall report directly to the Chair and shall terminate at the end of the Chair's term. Appointees to these task forces, liaisons or special committees shall not necessarily be restricted to members of the Board.

The Board Chair shall ensure that an orientation shall be conducted for new Board members within the first three months of appointment that would include the responsibilities and accountability of the entire Board, including its oversight of the Executive Director. This orientation should be coordinated through the Board & Business Development Committee or may be conducted separately at the Chair's discretion; all board members are welcome to attend. At the invitation of the Board Chair, newly elected members of the City Council should be encouraged to attend an orientation; all current City Council members are welcome to attend.

No action by any committee shall be binding upon nor constitute an expression of the policy of the Bureau or its Board until it has been approved by the Board.

All committee reports and recommendations shall be submitted to the full Board, but they shall be deemed only advisory in nature until after they have been reviewed and confirmed by the full Board, and any actions requested taken by the full Board. If any committee deems a matter sufficiently urgent to require action before the next meeting of the full Board, it shall convey its recommendation to the Executive Committee.

Section 2

The committees meet at their discretion and shall consider such matters as are referred to them by the Board Chair or requested by the Executive Director, shall keep records of their activities and recommendations, and shall report to the Board at such intervals as required by the Board. Standing committee chairs may appoint subcommittees, liaisons, task forces or work groups to assist the committee in its responsibilities provided, however, that the leader of any such subcommittee, task force or work group or a liaison is a member of the standing committee and will report back to the standing committee.

As committees only make recommendations for the full Board's action, all committee members are eligible to indicate their consensus, support or opposition within the committee's deliberations.

Section 3

The Board shall have the following standing committees: Executive, Board & Business Development, Community Engagement, and Destination Development.

Section 4

The Executive Committee should include a minimum of seven (7) voting members and consists of the Chair and Vice Chair of the Board and the chair of each standing committee; must also include one Voting Hotelier as well as one other hotel or the industry representative at-large, and the restaurant industry representative if not otherwise represented as committee chairs. If the Immediate Past Chair remains a voting member of the Board, the Immediate Past Chair is also designated a member of the Executive

Committee. The City Council liaison is also requested to serve as a member of the Executive Committee.

The Executive Committee is responsible for the performance management of the Executive Director, and for any issues related to compensation for the Executive Director and the organization, including performance management programs and any disciplinary procedures. The Executive Committee shall meet at least once annually to establish goals and objectives for the Executive Director and the Bureau, to determine performance criteria and to review the performance of the Executive Director. The Executive Committee shall report to the Board the results of the review, including any adjustments in compensation and determinations regarding incentive performance, as well as any opportunities for improvement, for the Board's action. At the Chair's discretion, the annual performance review may be conducted with the Board as a whole.

The Executive Committee shall have the authority to make recommendations to the Board as a whole to negotiate, hire, determine compensation, discipline, and dismiss the Executive Director.

If there is a temporary vacancy in the position of the Executive Director, the Executive Committee will make a recommendation to the full Board for an Interim Executive Director. If the vacancy is considered permanent, the Executive Committee will make a recommendation to the full Board for an Acting Executive Director and will determine the procedure and priorities for identifying and hiring a successor.

The Executive Committee shall review and study budget requests, income, and expenditures and recommend a comprehensive budget; review and study required audits and report on same; study and review the management of all funds held by the Bureau and the Irving Convention Center and submit reports and recommendations regarding same; review the insurance programs of the Bureau and submit reports and recommendations regarding same; and generally become familiar with any and all other matters relative to the fiscal affairs of the Bureau and submit such reports and recommendations as it deems necessary and appropriate. The Executive Committee may also provide review for any other issues that may require budgetary adjustments during the course of a fiscal year.

The Executive Committee may independently, or at the request of the Executive Director, obtain and consider independent compensation studies for any or all Bureau positions for recommendation to the City Council for changes in the salary structure in order for the Bureau to remain competitive in recruiting and retention initiatives.

Section 5

The Board & Business Development Committee is responsible for enhancing board development and effectiveness. Its primary goal is to Increase the ICVB's Competitiveness in the Marketplace. This committee is responsible for the Board's Bylaws, Legislative Affairs, Governance and Charter issues, Board Member Orientation, Strategic Planning, Tourism Public Improvement District formulation, Accreditation, and other projects as determined by the Board Chair or as requested by the Executive Director.

Section 6

The Community Engagement Committee is responsible for increasing awareness, appreciation and support for the Irving hospitality industry and the Convention and Visitors Bureau. Its primary goal is to Enhance the Community's Awareness and Appreciation of Irving as a Visitor Destination. This committee is responsible for the High Spirited Citizens recognition program, the Spirit of Irving Awards, the Hospitality Industry Annual Meeting, activities or initiatives in conjunction with events such as National Travel and Tourism Week, and other projects as determined by the Board Chair or as requested by the Executive Director.

Section 7

The Destination Development Committee is responsible for all Destination Development initiatives, including but not limited to: signage, hotel development, visitor amenities, zoning, ordinances, attractions development, meeting facilities, transportation issues, and other projects as determined by the Board Chair, or as requested by the Executive Director. Its primary goal is to Advocate for Destination-Defining Development and to Endeavor to Enhance the Visitor Experience.

ARTICLE VIII. COMMUNICATIONS

Matters coming from the public and from civic organizations, in order to be sure of consideration at the stated meeting of the Board, must be in writing and received by the Executive Director at the offices of Bureau at least five (5) working days prior to the Board meeting.

ARTICLE IX. EXECUTIVE DIRECTOR

Section 1

The Executive Director shall provide direct and daily leadership and administration of the Bureau in its mission to generate economic growth for the City of Irving by: marketing and promoting Irving as a competitive meeting, event, corporate and leisure destination; oversight and direction of the operation and administration of the Irving Convention Center at Las Colinas as its contract administrator; and developing and expanding the hospitality industry and its products.

The Executive Director reports directly to the Board and is accountable to the Board on all aspects of the performance of duties and responsibilities of the organization, the total budget of the organization, and the performance of both the Bureau and the Convention Center.

The Executive Director is responsible for implementing the long-range strategic plans of the Board and City Council, while simultaneously supporting the short-term requirements and needs of the hospitality industry in Irving.

Section 2

The Executive Director or his/her staff designee shall serve as a non-voting member of all of the Board's committees, standing or special, as well as of any task forces established.

The Executive Director may delegate Board committee and reporting responsibilities to other employees of the Bureau.

Section 3

The Executive Director shall provide the Board an annual self-evaluation based on the goals and objectives established by the Board.

Section 4

With the concurrence of the Board, the Executive Committee shall have the authority to negotiate, hire, determine compensation, discipline, and dismiss the Executive Director.

The Board shall notify and involve the city attorney's office in any disciplinary actions against the Executive Director.

Section 5

In the event of the temporary inability of the Executive Director to carry out his or her duties, an Acting Executive Director shall be appointed by the Executive Committee.

Section 6

At the direction of the Board Chair or the Board & Business Development Committee, the Executive Director shall facilitate an orientation for new board appointees.

Section 7

The Executive Director shall hire all employees of the Bureau, set all employee job responsibilities and provide recommendations for compensation. The Executive Director may request the Board to consider independent compensation studies for any or all Bureau positions for changes in the salary structure in order for the Bureau to remain competitive in recruiting and retention initiatives.

ARTICLE X. FISCAL AFFAIRS

Section 1

The Executive Director shall submit a proposed annual budget to the Board on the forms and on a schedule to coincide with the City of Irving budget process. The Bureau's fiscal year coincides with the City of Irving fiscal year, and shall begin on October 1 and end on the following September 30. The Bureau's annual budget shall be approved by the Board no later than June 30 each year, and submitted to the Irving City Council for its review and authorization.

The budget submittal will also include a Marketing Plan (Program of Work) for the Bureau and Performance Goals.

The budget submittal will also include the budget for the Irving Convention Center at Las Colinas, including a detailed Capital Improvement Program budget.

Section 2

The Executive Director shall provide the Board with Financial Reports for the Bureau and the Irving Convention Center at Las Colinas on a monthly basis, in the formats required by the Government Accounting Standards Board (GASB) and the City of Irving.

Section 3

The Bureau shall be subject to audit by the City of Irving/its designee upon reasonable notice to the Bureau. The Bureau shall cause to be conducted an annual audit of the Irving Convention Center at Las Colinas, which results will be reported to the Board for review, any necessary action and acceptance.

Section 4

Expenditures of hotel occupancy tax collections by the Bureau may only be made in accordance with Texas Tax Code Chapter 351. Municipal Hotel Occupancy Taxes, Subchapter B. Use and Allocation of Revenue, Sec. 351.101. Use of Tax Revenue.

Section 5

The Bureau may accept any contribution, gift, bequest or device for any purpose consistent with its objectives and mission. The Bureau shall document receipt of all gifts and in-kind contributions, and shall compile a report of same as requested by the Board.

Section 6

All fiscal affairs of the Bureau shall be controlled and administered in accordance with the City of Irving financial policies, and any supplemental policies established by the Board.

ARTICLE XI. INDEMNIFICATION

The City of Irving Officer and Liability Plan (Chapter 27A, Article V, Irving Code of Ordinances) provides coverage for members of the Board for acts during the discharge of the member's official duties within the course and scope of the office.

ARTICLE XI. AMENDMENTS

The bylaws listed here, with the exception of those established by Ordinance No. 2414 dated November 9, 1972; Ordinance No. 8602, dated January 26, 2006; Ordinance No. 8913, dated February 7, 2008; Ordinance No. ORD-2011-9299 dated November 17, 2011; Ordinance No. ORD-2012-9320 dated February 23, 2012, and Ordinance No. ORD-2013-9421 dated January 20, 2013), may be amended at any regular or special meeting of the Board by two-thirds vote of members (provided notification in writing of the proposed amendment(s) shall have been made to all members at least fifteen working days prior to a regular or called meeting at which such action is proposed to be taken).

ICVB Bylaws
Page 15 of 15

Revised August 2013
Approved: ICVB Board of Directors 9/23/13; Irving City Council 10/17/13
Revised July 2016
Approved: ICVB Board of Directors 7/25/16
Approved: ICVB Board of Directors, September 2017
Revisions Drafted: December 2019

IRVING CONVENTION AND VISITORS BUREAU

MINUTES – BOARD AND BUSINESS DEVELOPMENT COMMITTEE

IRVING CONVENTION CENTER

Friday, December 6, 2019

Those in attendance: Committee Chair Debbie Haacke, Committee Vice Chair Karen Cooperstein, Bob Bettis, David Cole, Rick Lindsey, and Joe Philipp – Committee; Bob Bourgeois – Board Member; Carol Boyer, Maura Gast and Susan Rose – ICVB Staff.

Committee Chair Debbi Haacke called the meeting to order at 9:00 a.m.

Haacke noted there are no citizen comments. She reviewed the Citizen Comment procedures that went into effect by state law on September 1, stating all publicly posted meetings will provide time to allow input from citizens. Any citizen comments will take place at the beginning of the meeting and allow a limit of three minutes for each citizen.

Executive Director Maura Gast gave a brief update on the Tourism Public Improvement District (TPID). She reported John Lambeth from Civitas will attend the December Board meeting and give a presentation on the history of the TPID and results that have been experienced around the country. Three separate hotelier meetings with Lambeth have been scheduled after the Board meeting to update and have discussions with Lambeth and capture perspective on what other cities around the country are doing. Gast noted she has had a good meeting with the Four Seasons Dallas Resort and Club at Las Colinas and noted their concern of the percentage assessment versus the dollar amount. The TPID fund could offer marketing opportunities and services that would benefit local hotels, i.e., Expedia, Trip Advisor, Cvent and provide social media services. She noted there can be value for smaller non-meeting facility hotels as well as the larger properties. Board member Joe Philipp commented taking the first step in the process is important and finding the right buy-in in order for each property with decision makers and sometimes a third party like Civitas can help. Gast noted Civitas has a country-wide reach and experience to help spread the message and explain the TPID fully. Philipp commented the goal is to get a TPID in place and then decide on percentage or dollar amount. Gast commented she believes a dollar amount will be a more palatable way to approach it and hopes to get to a minimum of \$2.00-\$3.00 to make a difference, noting that \$1.00 will not be general enough to make everybody happy. Board member Bob Bourgeois asked if there is a history of showing TPID results and then raising the amount or percentage. Gast commented it would require a new vote from the TPID members to raise the amount or percentage. Discussion was held on starting the TPID at a dollar amount and in three years increasing it and adding projections for new hotels coming online. Gast noted a marketing plan, especially Expedia, will benefit the smaller hotels well. It was agreed to have the TPID added to Gast's City Council update at the upcoming Council meeting.

Gast will give a brief report from the Semi-Annual Update to City Council on December 11. The update outline will include a report on the state of the industry both locally and nationally, each organizational unit and their year-to-date performance, progress over time at the Irving Convention Center, an in-depth review of the Board Strategic Plan and a brief TPID update. A video for the Religious Conference Management Association (RCMA) and video of Chef Eduardo Alvarez award presentation will be shown. Gast will share the semi-annual update with the Board as well. Philipp asked to remind the Council they approve the resources to get the ICVB results.

An updated ICVB Board of Directors Bylaws was provided in the meeting packet.

It was noted Article III, Section 1: now reflects the Dallas Cowboys seat became an Industry-At-Large seat
Article III, Section 11: added language to address citizen comments

Article VI, Section 1: clarifies Board appointment process and voting in of new appointed members

Article VI, Section 8: referring to the Executive Director annual goals and objectives lived in another section and has been moved here to clarify and be consistent.

Article VII, Section 1: clarifies Committee appointment timing. Discussion was held on requiring Board members to serve on a Committee. It was agreed to include language that all voting members should be engaged and serve on at least one Committee annually. Discussion was held on all members of the Board serving as voting members of Committees. It was agreed to send to the City Attorney's office to review the Bylaws before the Board takes any action.

Article VII, Section 4: language was included for a dedicated Restaurant Industry representative Board seat. Discussion was held on City Council Liaison language clarity.

It was agreed to not include the TPID in Bylaw at this time.

Article VII, Section 5: discussion was held on including specific Committee names or general language so Bylaws would not have to be updated with Committee name changes in the future. It was agreed to leave specific Committee names and Bylaw reviews be done consistently.

Article VII, Section 7: language clarification tied to the Strategic Plan. It was agreed to add language specifically stating the value in addressing the Board's long-range Strategic Plan and evaluation regularly to Article VI, Section 8: In reference to the Executive Director's performance evaluation, it was decided to add language to reflect Executive Committee acceptance of comments from all members of the Board. It was agreed to have the City Attorney's Office assistance in appropriate legal language for the Board to receive input from non-voting Board members to the Executive Director's performance evaluation. The intent is to hold the Executive Committee accountable for recommendations and only voting Board members are acting. It was agreed to add the agreed-upon language to the Board Orientation.

Gast noted the recommended changes must be provided to the Board with 15 business days' notice. It was agreed to present the final redline version to the Board at the January 27 meeting. A special Board and Business Development Committee meeting will be held at the beginning of January in order to approve the changes discussed today and move forward to the Board for approval per the timing required.

Gast gave the Committee an overview of the upcoming RCMA Conference to be held February 4-6, 2020. The ICVB staff is waiting for the conference schedule of events and will invite Board members to any appropriate events when dates and times have been received. Gast noted this is a great opportunity to have 800 meeting planners in Irving and showcase the City. ICVB Senior Sales Manager Katherine DiPietro

is on the RCMA Board and has worked tirelessly to have the conference held in Irving. The conference has the ability to spread events around the area and will show meeting planners the different venues.

On a motion from Philipp, and a second from Board member Karen Cooperstein, the Board and Business Development Committee meeting minutes from September 13, 2019, were unanimously approved.

It was noted the next Committee meeting date will be announced after all Committee assignments have been made.

Haacke adjourned the meeting at 10:55 a.m.

Respectfully submitted,



Maura Allen Gast, FCDME
Executive Director