



VisitOrlando



AMENDED AND RESTATED BYLAWS –  
Approved by Board of Directors on 12/01/2022

## **ARTICLE I NAME AND OFFICES**



### Section 1.01 – Name; Location

The name of the corporation is “Orlando/Orange County Convention & Visitors Bureau, Inc.” The corporation conducts its activities and affairs under the fictitious name “Visit Orlando.” The corporation will hereinafter be referred to as “Visit Orlando.”

The principal office of the Corporation shall be located in Orange County, Florida or elsewhere as determined by the Board of Directors. Visit Orlando may have such other offices as the affairs of Visit Orlando may from time to time require.

### Section 1.02 – Purpose

The purposes of Visit Orlando shall be those set forth in the Articles of Incorporation, as may be amended from time to time.

## **ARTICLE II MEMBERS**

### Section 2.01 – Qualifications

Membership in Visit Orlando is open to any entity that meets the criteria established by the Board of Directors and is a matter of privilege. The Board of Directors may establish additional criteria for Membership such as a schedule of dues as it deems appropriate. Those approved for membership shall be members of Visit Orlando (each a “Member” and, collectively, the “Members”).

### Section 2.02 – Designee; Voting

Each Member is entitled to cast one (1) vote for each matter submitted to a vote at a meeting of the Members and will do so through one (1) designated representative.

### Section 2.03 – Dues

Dues are established by the Board of Directors.

### Section 2.04 – Delinquency

Any Member who is delinquent in dues for a period of ninety (90) days is notified of the delinquency and suspended from membership. If dues are not paid within the succeeding thirty (30) days, the delinquent Member forfeits all rights and privileges of membership and is expelled.

### 2.05 – Refunds

No dues will be refunded unless approved by the Board of Directors.

### Section 2.06 – Resignation

Any Member may resign by filing a written resignation with the Board of Directors; however, resignation does not relieve a Member from liability for dues accrued and unpaid as of the date of resignation.

### Section 2.07 – Expulsion

Any Member may be expelled for adequate reason by a two-thirds vote of the Executive Committee. Failure to pay dues or to meet the criteria for membership is presumed to be an adequate reason for expulsion and does not require advance notice to the Member. Any Member proposed for expulsion for a reason other than failure to pay dues will be given seven (7) days' written notice including the reason for the proposed expulsion, the opportunity to contest the proposed expulsion in writing or in person before the Executive Committee within ten (10) days, and final written notice of the Executive Committee's decision.

### Section 2.08 – Notice

Any communications from Visit Orlando to a Member, or from a Member to Visit Orlando, including meeting notices, proxies, and ballots, may be made by email or any similar electronic communication.

## **ARTICLE III MEMBERS MEETINGS**

### Section 3.01 – Annual Meeting

Members meet annually with notice provided no fewer than ten (10) nor more than sixty (60) days in advance. Written proxy voting is permitted at meetings of Members if proxies are obtained in advance of the meeting; Member voting without a meeting may also occur by electronic mail or other electronic means.

### Section 3.02 – Special Meetings

Special meetings of the Members, for any purpose or purposes, may be called by the Board of Directors, a majority of the Executive Committee, the Chair of the Board, or when requested by not less than twenty-five percent (25%) of all Members.

### Section 3.03 – Quorum

At each meeting of the Members, except where otherwise provided below, a quorum shall consist of the Members present, whether in person, by electronic communication, or by proxy, and a majority of such votes of the Members present shall decide any questions that may come before the meeting. In no case shall a quorum be less than five percent (5%) of the total number of Members in good standing entitled to vote at the time of the action.

### Section 3.04 – Place of Meeting; Waiver of Notice

The Board of Directors may designate the time, or times, and place, or places, in Florida for a meeting of the meetings. Notice of the time, place, and purpose of any meeting of the Members may be waived by any Member who signs a waiver of notice, either before or after, such meeting has been held. Attendance of a Member at a meeting, either in person or by electronic communication, constitutes a waiver of notice of any and all objections to the place of the meeting, the time of the meeting, or the manner in which the meeting has been called or convened.

### Section 3.05 – Participation by Electronic Communication

Members shall be deemed present at a meeting of the Members if a conference telephone or similar electronic communications equipment is used, by means of which all persons participating in the meeting can hear each other.





## ARTICLE IV BOARD OF DIRECTORS



### Section 4.01 – Board of Directors

Except as otherwise provided in these Bylaws or in the Articles, all corporate powers of Visit Orlando shall be exercised by or under the authority of, and the affairs of Visit Orlando managed under the direction of, the Board of Directors.

### Section 4.02 – Composition of the Board of Directors

(a) The Board of Directors shall be comprised of the number of directors as may be determined from time to time by majority vote of the Board of Directors at any properly called meeting, but in no event will it be less than nineteen (19) persons. Membership on the Board of Directors consists of three (3) categories of directors: A minimum of 10 Elected Directors; twelve (12) Ex-Officio Directors; and up to five (5) appointed Directors-At-Large (each a “Director” and, collectively, the “Board of Directors” or “Directors”). Each Director must be a representative of Members in good standing, of Visit Orlando except the Mayor of Orange County, Florida, the Mayor of the City of Orlando, Florida, and the two (2) positions to be appointed by the Orange County Board of County Commissioners.

#### (b) Ex-Officio Directors

(i) Twelve (12) members of the Board of Directors will be Ex-Officio Directors, who will fill permanent seats on the Board of Directors. The identity of the Ex-Officio Directors will be determined by the office or position they hold rather than by name or by any other designation.

(ii) The person who holds an office or position may nominate a replacement designee. Any designee must be nominated the person who occupies the office or position and mutually agreed upon by the Nominating Committee to be seated as an Ex-Officio Director.

(iii) The offices or positions for the Ex-Officio Board of Director seats are as follows:

(1) The Mayor of Orange County, Florida, or such other acceptable and mutually agreed elected official or employee of such county that the Mayor of such county may designate in writing.

(2) The Mayor of the City of Orlando, Florida or such other acceptable and mutually agreed elected official or employee of such city that the Mayor of such city may designate in writing.

(3) Two (2) positions to be appointed by the Orange County Board of County Commissioners, with such appointees not to be elected officials.

(4) The President and Chief Executive Officer of Orlando Economic Partnership or designee as approved by the Nominating Committee.

(5) The President and Chief Executive Officer of the Central Florida Hotel and Lodging Association or designee as approved by the Nominating Committee.

(6) The Executive Director of the Orange County Convention Center or designee as approved by the Nominating Committee.

(7) The Chief Executive Officer of the Greater Orlando Aviation Authority or designee as approved by the Nominating Committee.

(8) The President or Chief Executive Officer of the University of Central Florida or designee as approved by the Nominating Committee.

(9) The President, Walt Disney World Resort of Walt Disney Parks And Resorts U.S. or designee as approved by the Nominating Committee.

(10) The President, Universal Orlando Resort or designee as approved by the Nominating Committee.

(11) The Park President of Sea World of Florida or designee as approved by the Nominating Committee.

(12) The President & CEO of Visit Orlando who is a non-voting member.

(c) Directors-At-Large

Up to five (5) Director-At-Large positions on the Board of Directors may be filled by persons designated and appointed by the incoming Chair of the Board of Directors, or by the Chair of the Board of Directors if an appointment is made to replace a Director-At-Large or otherwise fill an open position, in either case, after the initial appointment as incoming Chair of the Board of Directors. Directors-At-Large will serve at the pleasure of the Chair of the Board of Directors and, unless earlier removed by voluntary resignation, by rescission of appointment, or as provided in Section 4.05 (Removal), below, will serve a term concurrent with the term of the Chair of the Board of Directors who appointed them.

(d) Elected Directors

All other Directors of Visit Orlando will be Elected Directors, who shall be elected at the annual meeting as provided in Section 3.01 (Annual Meeting), above. Elected Directors must be nominated by the Nominating Committee to be submitted for election as an Elected Director.

Section 4.03 – Election; Qualifications; Term of Office

At each annual meeting of Members, an election is held to choose Elected Directors. Elected Directors must represent a Member in good standing as the Member's designated representative. No Elected Director may serve more than two succeeding full or partial terms; however, a person who has previously served as a director may again be elected one (1) year after having held the position. No Ex-Officio Director appointed by the Orange County Board of County Commissioners as provided in Section 4.02(b)(iii)(3) (Composition of the Board of Directors) may serve more than three (3) succeeding full or partial terms; however, a person who has previously served as a Director may again be appointed one (1) year after having held the position. Directors serve staggered terms of two (2) years, which may be determined by the Board of Directors. Directors who are elected as an officer will remain a Member of the Board of Directors for the period necessary to complete their term of office and, further, will hold office until their successor has properly assumed the duties and responsibilities of the office.

Section 4.04 – Vacancies

If a vacancy occurs on the Board of Directors for any reason, the position is filled for the unexpired portion of the term by the Board of Directors.





#### Section 4.05 – Removal

A Director may be removed at any time, with or without cause, by a majority vote of the Members, or upon three (3) unexcused (as determined by the Chair) absences from Board of Director meetings during any calendar year. If any Elected Director or Director-At-Large has a change of employer, then they may be removed by a two-thirds vote of the Executive Committee.

#### Section 4.06 – Regular Meetings

The Board of Directors meets at least quarterly at whatever time and place it selects. The presence of a majority of Directors constitutes a quorum. A majority of votes is required to carry a matter where a quorum is present unless otherwise provided by these Bylaws or Florida law. If a vote on a matter results in a tie, the Chair may vote to break the tie. Proxy voting is not permitted. Voting by U.S. Mail, overnight delivery, or electronic mail is permitted where all Directors vote in favor of a matter. Meetings may be held electronically if each Director is able to hear the others.

#### Section 4.07 – Special Meetings

Special meetings of the Board of Directors may be called by a majority of the Members of the Board of Directors or by the Chair of the Board of Directors.

#### Section 4.08 – Notice of Special Meetings

Notice of each special meeting of the Board of Directors, stating the time and place thereof, shall be given to each Director not less than two (2) days prior to the meeting by personal delivery, first class mail, postage prepaid, or by email or any similar communication medium specified by the Board of Directors.

Notice shall not be required to be given to any Director who signs a waiver or notice before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director states at the beginning of a meeting an objection to the transaction of business because the meeting is not lawfully called or convened.

#### Section 4.09 – Action by Directors Without a Meeting

Unless the Articles or these Bylaws provide otherwise, action required or permitted to be taken at a meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if the action is taken by all members of the Board or of the committee. The actions must be evidenced by one (1) or more written consents describing the action taken and signed by each Director or committee member.

#### Section 4.10 – Compensation

Directors do not receive compensation for their services, except for the President & CEO, but may be reimbursed for expenses according to an established reimbursement policy.

## **ARTICLE V Officers**

#### Section 5.01 – Officers

The officers of the Board of Directors will consist of a Chair, Past Chair, Chair-Elect, Treasurer/Secretary, President & CEO, and such other officers as may be designated by the Board of Directors.

### Section 5.02 – Qualifications

Officers, except for the President & CEO, must represent Members of Visit Orlando. An individual may hold more than one elected office at the same time, except that the offices of Chair and Treasurer/Secretary will be held by distinct individuals.

### Section 5.03 – Election and Term

Officers, except for the President & CEO, are elected by the Board of Directors each year after the annual meeting for a one (1) year term ending on the date of the election and qualification of their successor.

### Section 5.04 – Vacancies and Resignation

Any vacancy for an officer seat on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. An officer elected to fill a vacancy will hold office for the unexpired term of the vacated seat or on an interim basis until a successor has been elected and/or appointed, whichever last occurs.

### Section 5.05 – Removal

- a) At any time at a properly noticed Membership meeting, the majority Members entitled to vote may remove any officer with or without cause. Any replacement officer shall serve the remainder of the term.
- b) At any time at a properly noticed Board meeting, the Board may replace any officer whose office becomes vacant during the officer's term or remove any officer with cause and replace them. Any replacement officer shall serve the remainder of the unexpired term.

### Section 5.06 – Compensation

Officers, except the President & CEO, do not receive compensation for their services but may be reimbursed for expenses according to an established reimbursement policy.

### Section 5.07 – Chair

The Chair of the Board of Directors will, when present, preside at all meetings of the Members and of the Board of Directors and shall have general control over the affairs of Visit Orlando, subject to the direction of the Board of Directors. If a vote on a matter before the Board of Directors results in a tie, the Chair may vote to break the tie. The Chair of the Board of Directors shall be the chair of the Executive Committee.

### Section 5.08 – Chair-Elect

In the absence of the Chair, the Chair-Elect shall have the duties of the Chair of the Board of Directors, and when so acting, shall have all the powers of, and be subject to the restrictions upon, the Chair of the Board of Directors. The Chair-Elect will automatically succeed the Chair.

### Section 5.09 – Treasurer/Secretary

The Treasurer/Secretary will oversee all funds and securities of Visit Orlando and advise the Board of Directors on financial matters. The Treasurer/Secretary will also write or oversee the development of the minutes of all meetings of the Members and the Board of Directors and see that all notices are duly given. These duties may be delegated to Visit Orlando staff. The Treasurer/Secretary shall be the chair of the Audit and Oversight Committee.





### Section 5.10 – Past Chair

Upon Completion in office as the Chair of the Board of Directors, the Chair will serve an additional one (1) year term on the Board of Directors. However, should the current Chair be approved for an additional one (1) year term as Chair, the term for the Past Chair will be automatically extended for an additional year. The Past Chair shall be the chair of the Nominations Committee and as the chair of the Legacy Leaders Advisory Group, a group consisting of past chairs whose role and responsibilities will be defined by the Board of Directors.

### Section 5.11 – President & CEO

The President & CEO has the general responsibility for managing the day-to-day affairs of Visit Orlando as its lead professional and chief spokesperson. The President & CEO will regularly report to the Board of Directors regarding Visit Orlando's operations. The President & CEO will be a non-voting, ex-officio member of the Board of Directors and an officer of Visit Orlando and may employ qualified staff in accordance with the budget and policies established by the Board of Directors. In addition, the President & CEO will perform such other duties as may be required by the Chair of the Board or the Board of Directors.

## **ARTICLE VI Committees**

### Section 6.01 – Standing Committees

The standing committees of the Board of Directors are:

- (a) Executive Committee;
- (b) Audit and Oversight Committee; and
- (c) Nominating Committee.

### Section 6.02 – Executive Committee

The Executive Committee has the full authority, right, and power to act for the Board of Directors between Board of Directors meetings on all matters except as provided in this Section 6.02 (Executive Committee). The Executive Committee may not engage in any act inconsistent with the express action or directive of the Board of Directors; adopt a general budget; purchase, sell, lease, or pledge any real property. The Executive Committee will also oversee overall compensation and employee benefit strategies, philosophy, and programs and determine or recommend to the Board of Directors, as appropriate, including the compensation for the President & CEO. The Executive Committee oversees the Expulsion process as provided in Section 2.07 (Expulsion). The Executive Committee oversees the Removal process as provided in Section 4.05 (Removal). The Executive Committee may call Special Meetings as provided in Section 3.02 (Special Meetings).

The Executive Committee does not have the power or authority to:

- (a) Approve or recommend to Members actions or proposals that are required to be approved by the Members;
- (b) Approve or elect members of the Board of Directors or any Committee members;
- (c) Fill any vacancies on the Board of Directors or any committee thereof; or
- (d) Adopt, amend, or repeal the Bylaws.

The chair of the Executive Committee shall be the Chair of the Board of Directors. The Executive Committee will be composed of up to seven (7) Directors, including the Chair, the Chair-Elect, the Treasurer/Secretary, and the President & CEO. The President & CEO shall be a non-voting member of the Executive Committee. The incoming Chair may appoint additional Elected Directors, the President, Walt Disney World Resort of Walt Disney Parks And Resorts U.S. or designee as approved by the Nominating Committee, the President, Universal Orlando Resort or



designee as approved by the Nominating Committee, the Park President of Sea World of Florida or designee as approved by the Nominating Committee, or Directors At-Large as voting members of the Executive Committee.

#### Section 6.03 – Audit and Oversight Committee

The Audit and Oversight Committee is responsible for the oversight of all financial matters relating to Visit Orlando, including the recommendation of budgets to the Board of Directors, audits, financial plans, forecasting, cash flow statement and projections, and selection of auditors. The chair of the Audit and Oversight Committee shall be the Treasurer/Secretary. The Audit and Oversight Committee will be composed of at least five (5) members, including the Treasurer/Secretary; the Past Chair; two (2) Directors appointed by the Chair who can be Ex-Officio Directors, Directors At-Large, or Elected Directors; and one (1) additional position appointed by the Chair who will be an individual with financial expertise who does not serve on the Board of Directors.

The Treasurer/Secretary will appoint an audit subcommittee to oversee the annual audit that shall consist of not fewer than three members of the Audit and Oversight Committee. The audit subcommittee will not be chaired by the Treasurer/Secretary of Visit Orlando.

#### Section 6.04 – Nominating Committee

The Nominating Committee is charged with the duty to nominate the Board of Directors and the officers. The chair of the Nominating Committee shall be the Past Chair of the Board. If the Past Chair is unable or unwilling to serve, the Chair of the Board will choose the chair of the Nominating Committee. The Past Chair, the Chair, the Chair-Elect, and two (2) Directors appointed by the Chair who can be Ex-Officio Directors, Directors At-Large, or Elected Directors shall serve on the Nominating Committee.

#### Section 6.05 – Other Committees

The Chair of the Board of Directors, Executive Committee, or the Board of Directors, by resolution, may establish one or more ad hoc committees for any purpose and with such powers as shall be specified in the resolution of appointment and such committee members shall serve at the pleasure of the Board of Directors.

## **ARTICLE VII Indemnification**

#### Section 7.01 – Indemnification

(a) Each person who was or is a defendant or respondent, or is threatened to be made a defendant or respondent, in any action, claim, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (“proceeding”), by reason of the fact that he/she is or was a Director, officer, employee, or authorized agent of Visit Orlando, shall be indemnified, saved, paid, insured and held harmless by Visit Orlando to the fullest extent permitted by the laws of the State of Florida, though not in excess of the actual amount of Visit Orlando’s available insurance coverage for such proceeding.

(b) The amount of indemnification shall be that determined by the Board as necessarily and reasonably incurred or suffered by such person in connection with the particular proceeding (including attorney’s fees, costs, judgments, interest, fines, taxes, or penalties) as well as amounts paid or to be paid in settlement. However, in the event of a settlement, indemnification will apply only if the Board first approves such settlement as being reasonable, necessary and/or in the best interests of Visit Orlando.

(c) This provision for indemnification will not apply in the event of the person’s intentional or willful misconduct or for a knowing violation of criminal law.

(d) This provision will continue to apply to a person who has ceased to be a Director, officer, employee, or authorized agent and, further, shall inure to the benefit of his/her heirs, executors and/or administrators.



## **ARTICLE VIII Corporate Seal**



### Section 8.01 – Corporate Seal

The seal of Visit Orlando shall be in circular form with the name of Visit Orlando in the outer circle and the year and state of incorporation in the inner circle.

## **ARTICLE IX Books, Records, Fiscal Year, Audit, Assets**

### Section 9.01 – Books and Records

Visit Orlando shall keep complete and accurate books and records of account for each fiscal year of operations which shall be available for inspection by any Officer or Board of Directors member upon written request.

### Section 9.02 – Fiscal Year

The fiscal year of Visit Orlando will begin on January 1 and end on December 31 of the following year.

### Section 9.03 – Corporate Compliance and Audits

Visit Orlando is required to obtain the professional services of an outside auditing firm, which is required to perform an annual audit of Visit Orlando's books and records in accordance with generally accepted auditing standards.

### Section 9.04 – No Right of Members to Assets

- (a) Membership in Visit Orlando does not create, convey, or involve any property rights. No Member, by virtue of its membership interest, shall have any ownership, property rights, or proprietary interest in the funds, real or personal property, intellectual property, or other assets of Visit Orlando.
- (b) Upon dissolution or liquidation of Visit Orlando, any of its funds, assets and/or property remaining after the satisfaction of its obligations, including any obligations to Orange County, Florida under contractual agreements between Visit Orlando and Orange County, Florida shall be distributed in accordance with the Articles to such charitable or not-for-profit organizations as the Board shall determine to be consistent with the purposes of Visit Orlando.

## **ARTICLE X AMENDMENT**

### Section 10.01 – Power of Board.

The power to alter, amend or repeal these Bylaws, or adopt new bylaws, shall be vested in the Board of Directors.



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