

AMENDED AND RESTATED BYLAWS
OF
RICHMOND METROPOLITAN CONVENTION & VISITORS BUREAU

ARTICLE I

Name and Principal Offices

The name of this corporation shall be Richmond Metropolitan Convention & Visitors Bureau. The corporation may do business under the name “Richmond Region Tourism.”

ARTICLE II

Purpose

The purpose of the corporation is to promote convention and tourism development in the Richmond metropolitan area in order to increase revenues, provide increased employment and improve the economic health of all the jurisdictions involved. The corporation believes that its purpose can best be achieved through the participation of all segments of the community, including minorities and women, having an interest or stake in the convention and tourism industry.

ARTICLE III

Members

Section 1. Members Generally. The Membership of the corporation shall consist of two or more classes of members including Class A Members and Class B Members.

(a) Class A Membership. The Class A Membership shall consist of the initial Class A Members specified in the Articles of Incorporation and any other political subdivisions of the Commonwealth of Virginia or entities that (i) are interested in the purpose of the corporation, (ii) are willing to make an annual financial contribution to the

corporation in an amount determined from time to time by the Board of Directors, (iii) make written application to the Board of Directors, and (iv) are approved for Class A Membership by the affirmative vote of more than two-thirds (2/3) of all of the members of the Board of Directors. The Board of Directors may determine and, from time to time, modify the annual financial contribution required for each Class A Member, including an initial Class A Member. Class A Members who have paid all required financial contributions shall be deemed to be in good standing.

(b) Class B Membership. The Class B Membership shall consist of any political subdivisions of the Commonwealth of Virginia or entities that (i) are interested in the purpose of the corporation, (ii) are willing to make an annual financial contribution to the corporation in amounts determined from time to time by the Board of Directors, (iii) make written application to the Board of Directors, and (iv) are approved for Class B Membership by the affirmative vote of a majority of all of the members of the Board of Directors.

(c) Additional Classes of Members. The Board of Directors may from time to time create additional classes of membership by an amendment to these Bylaws that contains the designation of the new class, the qualifications, conditions and procedures for admission to membership in the class, the rights of the members of the class and any other provisions relating to the class that the Board of Directors deems appropriate.

(d) Rights of Members. Members shall have no voting rights except that the Class A Members and Class B Members in good standing that are political subdivisions shall have the right to appoint and remove directors as provided in this Article and in Section 3 of the Articles of Incorporation. Each Class B Member shall appoint in writing

a representative of such member to serve as a liaison between such member and the corporation. Subject to such rules and limitations as may be established by the Board of Directors, such Class B Member representative shall be invited to attend meetings of the Board of Directors but shall not be a member of the Board of Directors by virtue of being a Member representative.

(e) Resignation of Members. Any Member may resign from Membership by giving written notice thereof to the Secretary accompanied by the payment of all money, if any, owed by such Member to the corporation as of the date of resignation.

(f) Termination of Membership. The membership of any Class A Member, including an initial Class A Member, may be terminated for non-payment of the Member's required financial contribution by the affirmative vote of more than two-thirds (2/3) of all of the members of the Board of Directors. The membership of any Class B Member may be terminated for non-payment of the Member's required financial contribution by the affirmative vote of a majority of all of the members of the Board of Directors. The membership of any other Member may be terminated at any time by the affirmative vote of a majority of all of the members of the Board of Directors.

Section 2. Appointment of Directors. Not later than January 1 of each year, new directors shall be appointed to fill all vacancies in the Board of Directors resulting from the expiration of the terms of directors at the end of the preceding year (December 31), from an increase in the number of directors or otherwise, except as provided in Section 3 below and except for any vacancies occurring in the ex officio positions on the Board of Directors. To best carry out the purpose of the corporation, it is intended that the Board of Directors be representative of all segments of the community, including minorities and women, having an

interest or stake in the convention and tourism industry. The City of Richmond and the County of Henrico as Class A Members shall have the right to appoint three directors. The County of Chesterfield as a Class A Member shall have the right to appoint two directors. The County of Hanover as a Class A Member shall have the right to appoint one director. Each Class A Member that is a political subdivision and entitled to appoint more than one director shall be required to appoint one director who shall be an elected official of the Class A Member at the time of his or her appointment. The director appointed by any Class A Member that is a political subdivision that is entitled to appoint only one director shall be an elected official of the Class A Member at the time of his or her appointment. The Class B Members that are political subdivisions shall appoint their director in accordance with a rotation schedule established from time to time by the Board of Directors and such director shall be an elected official of the Class B Member whose turn it is to appoint such director. The staggering of the terms of directors of each class which may be appointed by those entitled to appoint the remaining appointed directors shall be as follows:

	<u>Number of Directors</u>		
	Term expiring in 2016 and every three years <u>thereafter</u>	Term expiring in 2017 and every three years <u>thereafter</u>	Term expiring in 2018 and every three years <u>thereafter</u>
City of Richmond	1	1	1
County of Henrico	1	1	1
County of Chesterfield	1	1	0
County of Hanover	0	0	1
RMCVB Board of Directors	0	0	1
Museum Directors Association	0	1	0

No Member which is a political subdivision of the Commonwealth of Virginia may appoint an elected official of such Member's governing body to serve on the Board of Directors if,

immediately following such appointment, more than one elected representative of such Member's governing body would be entitled to attend meetings of the Board of Directors.

Section 3. Vacancies in the Board of Directors. A Member or the Museum Directors Association shall be entitled to appoint a new director to fill any vacancy in the Board of Directors which was previously occupied by a director appointed by such Member or Association, as the case may be, provided the term of the appointee shall be the same as that of the director being replaced.

ARTICLE IV

Board of Directors

Section 1. Board of Directors Generally. The number of directors shall be twenty-three. Except for the appointment of directors to fill vacancies resulting from an increase in the number of directors, each appointed director shall serve for a term of three years. The terms of all appointed directors shall commence on January 1 of the appointed year and shall expire on December 31 of the second year following their appointment, depending upon the term to which each director was appointed, or until their successors shall have been appointed and qualified. No person may be appointed to more than two consecutive three-year terms unless at the time of his or her election to a subsequent term such person holds, or has been elected to, an office resulting in his or her service on the Executive Committee.

Section 2. Meetings of the Board of Directors. The annual meeting of the Board of Directors for the installation of officers, the appointment of committees of the Board and the transaction of other business shall be held in July each year at such time and location as may be designated by the Board of Directors.

In addition to the annual meeting of the Board, a minimum of three regular meetings of the Board shall be held during each year, one each in May, July and September or at such times, dates and locations as may be designated by the Board of Directors. Written notice of the annual and all regular meetings of the Board of Directors shall be sent to each director and to the top administrative employee of each Member that is a political subdivision at least seven days before the date of the meeting.

Special meetings of the Board of Directors may be held at any time and place on the call of the Chair or upon the request of at least one-third of the members of the Board of Directors. Written notice of special meetings shall be sent to each director and to the top administrative employee of each Member that is a political subdivision at least seven days before the date of such special meeting. At a special meeting no business shall be transacted and no corporate action shall be taken other than that stated in the notice of the meeting.

At any meeting of the Board of Directors, one-third of the Board of Directors shall constitute a quorum for the transaction of business. Less than a quorum of directors may adjourn any meeting. Except as otherwise required by law, or by the Articles of Incorporation or the Bylaws, matters before the Board shall be determined by a majority vote of a quorum present. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

Section 3. Approval of the Budget. The Board of Directors shall be responsible for the hiring of a President who in turn will hire additional staff as approved in the annual budget. The staff shall develop and implement programs for convention and tourism development for the

Richmond metropolitan area, prepare proposed budgets to meet the funding requirements for such programs, and submit both to the Board of Directors for approval. A proposed budget for the following fiscal year shall be prepared by the staff and submitted to the Board of Directors for approval by November 30 of each year. The Board of Directors shall, by resolution, either approve or reject the proposed budget no later than December 31 of that year. In the event the Board shall not approve a budget for the following fiscal year by January 1, the budget for the preceding fiscal year shall be used to determine the amount of funds to be requested by each Member for the following fiscal year.

ARTICLE V

Committees of Directors

Section 1. Creation of Committees. The Board of Directors may create a Finance and Audit Committee, a Governance Committee and one or more additional committees and appoint members of the Board of Directors to serve on them. Unless otherwise provided in these Bylaws, each committee shall have two or more members who serve at the pleasure of the Board of Directors. The creation of a committee and the appointment of members to it shall be approved by the greater of (i) a majority of all the directors in office when the action is taken or (ii) the number of directors required to take action under Article IV, Section 2 of these Bylaws.

Section 2. Authority of Committees. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors, except that a committee may not (i) approve or recommend to Members action that is required by law to be approved by Members; (ii) fill vacancies on the Board of Directors or on any of its committees; (iii) amend the Articles of Incorporation; (iv) adopt, amend, or repeal these Bylaws; or (v) approve a plan of merger not requiring Member approval; provided, however, that no committee

other than the Executive Committee may exercise the authority of the Board of Directors with respect to financial matters.

Section 3. Executive Committee. The Board of Directors shall have an Executive Committee consisting of (i) the Chair, Chair-Elect, First Vice-Chair, Second Vice-Chair, Secretary and Treasurer of the corporation, each of whom shall be deemed to be appointed to the Executive Committee upon his or her election to office and (ii) one additional director appointed by the Board of Directors who shall be the immediate past chair of the Board of Directors if such immediate past chair is then serving on the Board of Directors. The Executive Committee shall have all of the authority of the Board of Directors except to the extent such authority is limited by the provisions of Section 2 of this Article.

Section 4. Committee Meetings; Miscellaneous. The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees of directors and their members as well.

ARTICLE VI

Board of Advisors

Section 1. Membership on the Board of Advisors. Each Class A Member that is a political subdivision shall be entitled to appoint one person, who shall be the chief administrative officer of such Member, to serve on the Board of Advisors. Persons appointed to the Board of Advisors need not be members of the Board of Directors.

Section 2. Role of the Board of Advisors. Members of the Board of Advisors shall be entitled to attend all meetings of the Board of Directors. The Board of Advisors may not

exercise any authority of the Board of Directors but shall advise the Board of Directors or the staff of the corporation on such matters as the Board of Directors or the Chair shall request.

ARTICLE VII

Advisory Task Forces

Section 1. Creation of Advisory Task Forces. The Board of Directors may create advisory task forces and appoint persons to serve on them. Persons appointed to serve on advisory task forces need not be members of the Board of Directors. Each advisory task force shall have two or more members who serve at the pleasure of the Board of Directors.

Section 2. Role of Advisory Task Forces. Advisory task forces may not exercise any authority of the Board of Directors but shall advise the Board of Directors or the staff of the corporation on such matters as the Board of Directors or the Chair shall request.

ARTICLE VIII

Officers

Section 1. General. The officers of the corporation shall consist of a Chair, Chair-Elect, First Vice-Chair and Second Vice-Chair, each of whom shall be a director appointed by the Class A Members, and a President, Secretary and Treasurer, each of whom (other than the President) shall be a member of the Board of Directors, and such other officers as the Board of Directors may authorize. The officers shall be elected at an annual meeting of the Board of Directors or such other time or times as the Board of Directors shall determine. The officers may hold office for up to two years or until their successors are elected and qualified, or until removed by the Board of Directors.

Section 2. Chair. The Chair shall preside at all meetings of the Board of Directors. He or she shall have general supervision of the affairs of the corporation, and shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the corporation.

Section 3. Chair-Elect. The Chair-Elect shall have such powers and duties as may be assigned to him or her by the Board of Directors or the Chair. The Chair-Elect shall perform the duties of the Chair in the absence of the Chair and, when so acting, shall have the power and authority of the Chair.

Section 4. First Vice-Chair. The First Vice-Chair shall have such powers and duties as may be assigned to him or her by the Board of Directors or the Chair.

Section 5. Second Vice-Chair. The Second Vice-Chair shall have such powers and duties as may be assigned to him or her by the Board of Directors or the Chair.

Section 6. President. The President shall be the chief executive officer of the corporation, shall have responsibility for the day to day operations of the corporation, and shall have such other powers and duties as may be assigned to him or her by the Board of Directors or the Chair.

Section 7. Secretary. The Secretary shall act as a secretary of both the corporation and the Board of Directors, and shall see that appropriate notices are sent, and agendas are prepared, for all meetings of the Board of Directors. The secretary shall see that adequate records are kept of all meetings of the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

Section 8. Treasurer. The Treasurer shall have knowledge and regular reporting of all funds of the corporation and the deposits made in the name and to the credit of the

corporation in such depositories as may be designated by the Board of Directors. He or she will have full access to accurate books and records maintained by the staff financial officer. The Treasurer will monitor disbursement of funds of the corporation as may be required, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

Section 9. Honored Past Chair. The Board of Directors may elect one or more former Chairs of the Corporation to the office of Honored Past Chair in recognition of such persons' extraordinary contributions to the Corporation and distinguished service to the community. An Honored Past Chair shall have such duties, if any, as may be assigned to him or her by the Board of Directors and shall be invited to attend, on a non-voting basis, meetings of the Board of Directors.

ARTICLE IX

Insurance

The corporation shall purchase and maintain insurance (in such amounts and upon such terms as the Board of Directors shall find appropriate and obtainable) on behalf of each person who is or was an officer or director of the corporation against liability relating to, or arising out of, his or her status as serving or having served in such capacity.

ARTICLE X

Fiscal Year

The fiscal year shall begin on July 1 of each year and terminate on June 30 of the following year.

ARTICLE XI

General

These Bylaws shall not deprive the corporation, the Board of Directors, or any director of rights or privileges conferred by the statutes of Virginia.

ARTICLE XII

Amendments

These Bylaws may be altered, amended or repealed in whole or in part by the affirmative vote of a majority of the members of the Board of Directors present at a meeting thereof at which a quorum is present.

Amended and Restated: July 13, 2023