

**BYLAWS OF
THE GREATER RICHMOND CONVENTION CENTER AUTHORITY**

**SECTION I
Commission Members**

1.1 The powers of the Greater Richmond Convention Center Authority ("Authority") shall be exercised by a commission consisting of five members. The initial members and their terms are described in Article IV of the Articles of Incorporation of the Authority. The fifth member of the commission shall be the President/CEO of the Retail Merchants Association of Greater Richmond ("Retail Merchants"). Each member shall have one vote.

1.2 The term of a member who is an employee of an appointing locality shall expire upon his ceasing such employment. The term of the Retail Merchants President/CEO shall expire if and when he vacates such office.

1.3 The appropriate governing body shall appoint the successor chief administrative officer as the replacement to fill a vacancy on the commission from the participating political subdivision. The governing bodies of the four incorporating political subdivisions shall jointly appoint the successor Retail Merchants President/CEO as the replacement to fill the vacancy for the Retail Merchants member.

1.4 Commission members shall serve without compensation but shall be reimbursed for actual expenses incurred by them in the performance of their duties as members.

**SECTION II
Duties of Officers**

2.1 The officers of the commission shall be as provided in the Articles of Incorporation of the Authority.

2.2 Chairman. The Chairman shall preside at meetings of the commission. The Chairman shall represent the Authority at official functions and ceremonial events and shall rule on all parliamentary disputes.

2.3 Vice-Chairman. The Vice-Chairman shall act in the absence or disability of the Chairman in all Authority matters.

2.4 Secretary. The Secretary shall prepare and be responsible for the minutes of all meetings of the commission and committees and all other nonfinancial records of the Authority. The Secretary shall disseminate the minutes and other communications to and from the Authority.

2.5 Treasurer. The Treasurer shall prepare, collect and be responsible for the financial records of the Authority. The Treasurer shall be responsible for managing the funds, securities and investments of the Authority subject to the direction of the commission.

SECTION III **Surety Bonds**

Members, officers and employees of the Authority handling or having access to the funds or securities of the Authority shall be bonded at the expense of the Authority in an amount and with such sureties as the commission may require.

SECTION IV **Meetings**

4.1 The initial meeting of the Authority shall be held by the commission on January 9, 1998 at 9:00 a.m. at the Richmond Centre, 400 East Marshall Street, Richmond, Virginia. The commission shall meet thereafter at least quarterly and shall hold such additional special meetings, on call of the Chairman or upon written notice of any two commission members, as

may be desirable or necessary. The annual meeting of the Authority shall be held by the commission on the third Tuesday in January of each year at a time and place prescribed by the commission. A meeting schedule shall be established at the annual meeting for the following year.

4.2 The Secretary shall give each member forty-eight (48) hours written notice of each meeting. Such notice shall, as far as practicable, specify the business to be considered by the commission at the meeting. Such notice may be waived by written waiver executed in advance of a special meeting by any commission member and any such member is not obligated to attend such meeting.

4.3 Roberts Rules of Order, as revised, shall govern the conduct of all meetings of the commission and its committees whenever specific provisions of the Articles of Incorporation or these Bylaws are not applicable. The commission may, at its organizational meeting, also adopt Rules of Procedure governing the conduct of meetings.

4.4 At the initial meeting and subsequent organizational meetings of the commission, the commission shall elect a Chairman, Vice-Chairman, Secretary and Treasurer. In accordance with the Articles of Incorporation, the Secretary and Treasurer may be the same person and that person need not be a member of the commission. These officers shall serve until the following annual meeting. Officers shall be elected at each annual meeting.

4.5 A majority of members of the commission shall constitute a quorum and a majority vote shall be necessary for any action taken by the Authority except as provided by the Articles of Incorporation.

SECTION V
Committees

Ad Hoc Committees of the commission may be appointed by the Chairman to deal with specific, limited tasks and shall dissolve upon completion of the assigned task.

SECTION VI
Services to Authority

The Authority may rely upon employees of the incorporating political subdivisions to provide any support services.

SECTION VII
Employees and Contractors

The Authority may employ such employees and contract for such services and goods as it deems necessary.

SECTION VIII
Fiscal Year

The initial fiscal year of the Authority shall run from the first meeting of the commission through June 30, 1998. Thereafter the fiscal year shall begin on July 1, 1998 of each year and run through June 30.

SECTION IX
Annual Report

The Authority shall make a formal annual report at the conclusion of each fiscal year to the incorporating political subdivisions containing a summary of its activities.