

WILLIAMSBURG TOURISM COUNCIL BYLAWS

Adopted: March 19, 2019

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ARTICLE I POWERS AND DUTIES

The Williamsburg Tourism Council (or "the Council"), established as an advisory board in the legislative branch in the Commonwealth of Virginia, shall have and may exercise the powers and duties expressly granted to or assigned to it in Virginia Code § 58.1-603.2, as it may be amended from time to time, as well as those powers and duties necessarily or fairly implied from its expressly granted powers, and those that are essential and indispensable to the performance of its expressly granted powers and duties, including but not necessarily limited to the powers to:

- A. Have perpetual succession as a public body corporate and as a political subdivision of the Commonwealth;
- B. Take and defend legal action in its own name;
- C. Have an official seal and alter it at will although the failure to affix this seal shall not affect the validity of any instrument executed on behalf of the Council;
- D. Maintain an office at any place within the City of Williamsburg, James City County, or York County;
- E. Make and execute contracts and all other instruments and agreements necessary or convenient for the performance of its duties and the exercise of its powers and functions under Virginia Code § 58.1-603.2;
- F. Acquire real or personal property, or any interest therein, by purchase, exchange, gift, assignment, transfer, foreclosure, lease or otherwise, including rights or easements, and hold, manage, operate or improve such property;
- G. Sell, convey, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its properties and assets;
- H. Employ officers, employees, agents, advisers and consultants, including without limitation, financial advisers and other technical advisers and public accountants and, the provisions of any other law to the contrary notwithstanding, to determine their duties and compensation without the approval of any other agency or instrumentality or entity;

- I. Procure insurance, in amounts and from insurers of its choice, or provide self-insurance, against any loss, cost, or expense in connection with its property, assets or activities, including insurance or self-insurance against liability for its acts or the acts of its directors, employees or agents and for the indemnification of the members of the Council and the Council's employees and agents;
- J. Receive and accept from any source aid, grants and contributions of money, property, labor or other things of value to be held, used and applied to carry out the statutory purposes and responsibilities of the Council, subject to the conditions upon which the aid, grants or contributions are made;
- K. Enter into agreements with any department, agency or instrumentality of the United States, the Commonwealth, the District of Columbia or any state for purposes consistent with its mission;
- L. Establish and revise, amend and repeal, and charge and collect, fees and charges in connection with promotional activities of the Council;
- M. Receive grants from local governments for any funds they may make available for this purpose, and make grants to entities and organizations to effectuate its statutory duties;
- N. Develop policies and procedures generally applicable to the procurement of goods, services, and construction based on competitive principles;
- O. Issue and distribute periodicals;
- P. Work collaboratively with public and private, non-profit tourism and economic development organizations in the Council's geographic area of responsibility to advance its statutory purposes;
- Q. Enter into agreements with public or private entities that provide participating funding to establish and operate tourism programs, activities and centers funded jointly by the entity and the Council, as deemed appropriate in the judgment of the Executive Director, and as approved by the Council;
- R. Encourage, stimulate, and support tourism in Greater Williamsburg by promoting, marketing, and advertising the region in order to increase overnight visitation and generate tax revenue;
- S. Encourage, stimulate, and support the efforts of the Virginia Tourism Authority (dba the Virginia Tourism Corporation) as they pertain to the Council's geographic area of responsibility;
- T. Do all things necessary or proper to administer and manage funds committed to it under Virginia Code § 58.1-603.2;

- U. Do any act necessary or indispensable to the exercise of the powers granted or reasonably implied by Virginia Code § 58.1-603.2 *et seq.*, not otherwise inconsistent with state or other applicable law.

ARTICLE II MEMBERSHIP

The membership of the Council shall be constituted as follows, or as otherwise set forth in Virginia Code § 58.1-603.2, as amended (each member of the Council referred to individually below as, a "Member"):

A. One representative from each of the following

1. James City County Board of Supervisors
2. City of Williamsburg City Council
3. York County Board of Supervisors
4. Colonial Williamsburg Foundation
5. Jamestown-Yorktown Foundation
6. Busch Gardens Williamsburg
7. Jamestown Rediscovery Foundation
8. Williamsburg Hotel and Motel Association
9. Williamsburg Area Restaurant Association

B. Ex Officio, Non-Voting Members

The Chair of the Greater Williamsburg Chamber of Commerce and the Chief Executive Officer of the Virginia Tourism Corporation shall serve as ex officio, non-voting members of the Council.

C. Designees

1. If any Member of the Council identified in Article II(A) as a member of a governing body ("Legislative Member") is unable to attend a particular meeting of the Council, the Legislative Member may designate another current elected official of such governing body to attend that meeting of the Council; each Legislative Member may also appoint from his/her legislative body a standing designated alternate Member of the Council who may attend meetings of the Council from time to time when a Legislative Member is not available to attend.
2. If any Member of the Council who is not a member of a governing body ("Non-Legislative Member") is unable to attend a particular meeting of the Council, the

Non-Legislative Member may designate another person affiliated with the Non-Legislative's Member's organization to attend the meeting.

3. In either case, such designation shall be for the purposes of the one meeting that the Member will be unable to attend.
4. Each Non-Legislative Member may designate a person affiliated with that Non-Legislative Member's organization as a standing designated alternate Member of the Council who may attend meeting of the Council from time to time when a Non-Legislative Member is not available to attend.

ARTICLE III OFFICERS AND DUTIES

A. Officers

The Council shall bi-annually elect from its voting Members a Chair, a Vice Chair, and a Treasurer. The Council may further elect such other subordinate officers from among its Members as it may from time to time deem appropriate. The election of officers shall be conducted in accordance with the voting procedures set forth in Article IV.

B. Terms of Office

The Council shall be elected at the annual organizational meeting of the Council, to serve terms of two (2) years or until a successor is elected, unless sooner removed by the Council or the person ceases to be a Member of the Council. All officers shall be eligible for reelection; provided, however, no officer may serve more than two (2) consecutive terms. Any officer who serves a partial term shall not be considered as serving a full term for purposes of this limitation. No member shall serve in any single officer position for more than six (6) years on the Council. Any vacancy occurring in an office will be filled for the unexpired term by the Council at the next regular meeting (or at an earlier special meeting called for that purpose) following the occurrence of such vacancy.

C. Appointment

At a regular meeting held preceding the annual organizational meeting at which the election of officers will be held, the Chair shall appoint a nominating committee. At the annual organizational meeting, the nominating committee shall submit the name or names of one or more persons for each office to be filled. Further nominations may be made by any Member at the annual meeting.

D. Chair

The Chair shall preside over all meetings of the Council at which he or she is present, and shall vote as any other Member. The Chair shall be responsible for the implementation of the actions taken and policies established by the Council, shall have all of the powers and duties customarily pertaining to the office of Chair, and shall perform such other duties as may from time to time to be established by the Council.

E. Vice Chair

In the event of the absence of the Chair, or the inability of the Chair to perform any of the duties of the office or to exercise any of the powers thereof, the Vice Chair shall perform such duties and possess such powers as are conferred on the Chair, and shall perform such other duties as may from time to time be assigned to the Vice Chair by the Chair or be established by the Council.

F. Treasurer

The Treasurer, or its designee, shall have oversight of all funds and implementation of actions and policies adopted by the Council in regard to such funds of the Council. The Treasurer shall assure that a report on the condition of the finances of the Council is rendered at each regular meeting of the Council and assure that a full financial report is provided at the annual meeting of the Council. The Treasurer shall be a Legislative Member.

**ARTICLE IV
MEETINGS**

A. Annual Organizational Meeting

The annual organizational meeting of the Council shall be held in the month of May for the purposes of electing officers and transacting such other business as may come before the meeting. The annual meeting may be deferred or postponed by majority vote of the Members when necessary to best effectuate the duties and business of the Council.

B. Regular Meetings

Regular meetings of the Council shall be held on a periodic basis as determined by resolution of the Council, but not less frequently than once per quarter, on the third Tuesday of the scheduled month at a place to be determined by the Chair, or at such time and place as the Council may determine.

C. Special Meetings

Special meetings may be called by the Chair, in his or her discretion, or by request in writing of a majority of the voting Members. Any request in writing by a majority of the voting Members shall be addressed to the Chair and shall specify the time and place of meeting and the matters to be considered at the meeting, which time shall not be earlier than the third business day after the day that the Chair receives the request. If the Chair elects to call a special meeting or receives a request in writing from the requisite number of Members, the Chair shall take appropriate action to coordinate the meeting site and time and shall cause notice to be provided to each Member of the Council to attend the special meeting at the applicable time and place. Such notice shall specify the matters to be considered at the meeting, and shall be sent by electronic (e.g. email) or telephonic means at least forty-eight (48) hours (twenty-four (24) hours if the meeting is called by the Chair in exigent circumstances) in advance of the date of the meeting. Formal notice to any person is not required provided all Members are present or those not present have waived notice in writing, filed with the records of the meeting, either before or after the meeting.

D. Adjourned Meetings

Any regular or special meeting may be adjourned to a date and time certain.

E. Public Notice

Notice of all meetings (except a special meeting in exigent circumstances) shall be published on the Council's website and posted at the offices of the Council in accordance with the requirements of the Virginia Freedom of Information Act, Virginia Code §2.2-3700, *et seq.*

F. Open Meetings

All Council meetings shall be open to the public, provided that the Council may meet in closed session in accordance and compliance with the Virginia Freedom of Information Act, Virginia Code §2.2-3700, *et seq.*

G. Quorum

A majority of voting members of the Council, or their designees pursuant to Article II, Section D, shall constitute a quorum.

H. Temporary Absence

No action shall be voted upon by the Council unless a quorum is present; provided, however, that the temporary absence from the meeting room of Members (or designees attending pursuant to Article II) who are otherwise present during a meeting and whose presence is required to constitute a quorum shall not be deemed to prevent presentations or deliberations regarding any matter that may be submitted to a vote. The Chair or any other Member may note the absence of a quorum during presentations or deliberations, but a failure to note the absence of a quorum during that period shall not affect the requirement that a quorum exist when any vote is taken.

I. Decisions of the Council

The Council shall act in one of the following ways:

1. *Resolution.* The Council may act upon adoption of a resolution. Resolutions shall be in writing and a copy of any proposed resolution shall be provided to all Members of the Council before the resolution is proposed for adoption. To the extent possible, such copy shall be provided twenty-four (24) hours in advance.
2. *Motion.* The Council may act on oral motion made by a voting Member of the Council (or a designee attending pursuant to Article II, Section D) who is present and voting.

J. Voting

1. *Votes.* Votes shall be taken only upon motions made or resolutions proposed. Each voting Member of the Council (or if a Member has a designee attending pursuant to Article II, Section D, then that Member's designee) shall be entitled to one (1) vote in all matters requiring action by the Council.
2. *Reconsideration.* Action on a resolution or motion that has been approved may be reconsidered only upon motion of a Member (or a designee attending pursuant to Article II, Section D) voting with the prevailing side on the original vote, which motion must be made at the same regular meeting. A motion to reconsider may be seconded by any Member (or a designee attending pursuant to Article II, Section D). Any resolution or motion that failed as a result of a tie vote may be reconsidered upon motion by any Member (or a designee attending pursuant to Article II, Section D) who voted against it, which motion must be made at the same meeting or the next regularly scheduled meeting.
3. *Only Voting Members May Vote.* Any reference to a vote by the Members of the Council in these bylaws or any other governing document relative to the Council

shall be defined as a vote of those Members of the Council entitled to vote as set forth in Article II.

K. Commencement of Meetings

At the times specified for the commencement of regular meetings, and at the hour specified for adjourned or special meetings, the Chair shall call the meeting to order, and shall ensure that the presence or absence of Members (or their designees) is noted. A quorum shall be required for the commencement of any meeting.

L. Agenda

1. The Chair shall prepare an agenda for each meeting. Any Member having matters to be considered by the Council shall submit them to the Chair for inclusion on an appropriate agenda. The agenda for an upcoming meeting shall be sent to the Members prior to the meeting date (for regular meetings, the Chair should endeavor to provide the agenda at least seven (7) days in advance).
2. The agenda may include one or more items to be considered as a group for approval by a single vote of the Members. Such consent agenda items shall be those which are ministerial or non-controversial, not relating to expenditures greater than \$10,000. Any member may, upon request, cause an item from the consent agenda to be considered and vote upon as a separate agent item.

M. Minutes

Minutes of all meetings, except closed sessions, shall be made and kept in accordance with applicable law, including the Virginia Freedom of Information Act, Virginia Code §2.2-3700 *et seq.*

N. Order in Conduct of Business

1. *Persons Addressing the Council.* Prior to public comment and public hearings, the Council may establish and provide guidelines for length of presentation by individuals and group representatives. Persons speaking at a meeting or public hearing shall confine their remarks to the subject of the meeting or public hearing. At the discretion of the Chair, the agenda or conduct of business by the Council may be reordered to allow earlier consideration of matters about which a substantial number of persons desire to address the Council. Persons addressing the Council may furnish the Chair and Members with a written copy of their remarks, at or before the meeting.
2. *Recognition.* Recognition shall be given only by the Chair. No person shall address the Council without first having been recognized.

3. *Questions.* Questions by Members (or their designees) shall be reserved insofar as possible for the end of a presentation to avoid interrupting the speaker, disrupting the time-keeping process, and duplicating ground the speaker may cover.
4. *Council Discussion.* Discussion and debate by the Council shall be conducted following the presentation of the item of business pending. No Member (or designee) shall speak to any item until recognized by the Chair.

O. Decorum

1. *Council Members.* Decorum of Members (and designees) shall be maintained in order to expedite disposition of the business before the Council. Questions and remarks shall be limited to those relevant to the pending business. Members (and designees) shall address all remarks to the Chair.
2. *Others.* Decorum of persons other than Members shall be maintained by the Chair, who may request such assistance as may appear necessary. Persons addressing the Council shall first be recognized by the Chair and shall audibly state their name and address, and, if applicable, who they represent. Speakers shall limit their remarks to those relevant to the pending items and to answering questions. They shall address the Council as a whole unless answering a question of an individual Member (or designee). Persons whose allotted time to speak has expired shall be warned by the Chair to conclude after which such person shall leave, unless he or she is asked to remain to answer questions from the Council. The Chair shall call the speaker to order if out-of-order remarks are made or other indecorous conduct occurs. If such persists, the Chair shall rule the speaker out-of-order and direct the speaker to leave. Groups or a person in the audience creating an atmosphere detrimental or disturbing to the conduct of the meeting will be asked to leave by the Chair.

P. Electronic Participation

The Council may meet electronically, or members may participate in meetings electronically in accordance with Council policies adopted in accordance with the requirements of the Virginia Freedom of Information of Act, Virginia Code § 2.2-3700, *et seq.*

ARTICLE V COMMITTEES

A. Executive Committee

The Executive Committee shall be composed of the Chair, Vice Chair, and Treasurer and the Chair shall serve as chair of the committee. When the Council is not in session the Executive Committee may exercise the authority of the Council with respect to matters delegated to it by the Council, and with respect to other matters, may develop recommendations for Council action. The Executive Committee may not amend these Bylaws.

B. Additional Committees

The Council may, in its discretion, form such advisory or standing committees as it may deem appropriate.

C. Ad Hoc Committees

As needed, the Chair of the Council may appoint ad hoc committees to pursue specific tasks or projects (e.g., finance committee; nominating committee; personnel committee).

D. Committee Composition

At the discretion of the Council, persons appointed to committees may be persons who are not Members of the Council, in order to obtain expertise and breadth of constituency representation, provided, however, that the Chairperson of every committee shall be a Member of the Council.

E. Open Meeting Requirement

Meetings of Council-appointed committees and subcommittees shall be noticed and conducted in accordance with the meeting-related requirements of the Virginia Freedom of Information Act, Virginia Code § 2.2-3700 *et seq.*

ARTICLE VI ADMINISTRATION

A. Historic Triangle Office of Marketing and Promotion

The Council shall establish the Historic Triangle Office of Marketing and Promotion ("the Office") as required by Virginia Code § 58.1-603.2.E.3. All tourism promotion activities undertaken by the Council shall fall within the auspices of the Office, subject to policies adopted and approved by the Council.

B. Executive Director

The Council shall employ or contract with an Executive Director who shall be a professional with extensive experience in marketing or advertising and in the tourism industry and who shall have direct authority for the employment, retention, and supervision of all of the other employees of the Office. The Executive Director may be given the title of Chief Executive Officer or "CEO" and shall have direct control, subject to the oversight and authority of the Council, of the management of the day-to-day administrative affairs of the Office. The Executive Director shall propose activities to the Council and shall carry out policies, programs and projects approved or directed by the Council, and shall be responsible for preparing and presenting the annual budget to the Council and as required by Virginia Code § 58.1-603.2.D(4). The Executive Director may not contemporaneously serve as a member of the Council. The compensation of the Executive Director shall be established by the Council, which shall review the Executive Director's performance no less frequently than annually.

C. Staff

The Executive Director may employ or contract for such staff of qualified professional and other persons as the Council determines necessary to carry out its duties and responsibilities and those of the Office. Staff members of the Council may not contemporaneously serve as members of the Council. Compensation of staff members shall be established by the Council.

D. Execution of Instruments

The Executive Director, on specific authorization by the Council, shall have the power to sign or countersign on its behalf any agreement or other instrument to be executed by the Council.

ARTICLE VII FINANCES

A. Finances and Payments

The monies of the Council shall be deposited in a separate bank account or accounts in such banks or trust companies as the Council designates, and all disbursements (with the exception of those from petty cash) shall be made by checks signed and countersigned by any two (2) of the following:

1. The Chair of the Council
2. The Vice Chair of the Council
3. The Treasurer of the Council
4. The Executive Director of the Council

B. Audits

At least once each year, the Council shall obtain an audit of its financial activities and holdings to be made by an independent certified public accountant, by the auditor engaged by the Executive Director.

C. Budget and Fiscal Year

The Council shall adopt an annual budget for each fiscal year which shall provide for all of the revenues and the operating, capital, and administrative expenses of the Council and its office for the fiscal year. The fiscal year of the Council will be established by the Council and may be amended from time to time as deemed necessary by the Council. The annual budget for a fiscal year shall, except in the case of the Council's first fiscal year, be adopted before such fiscal year begins. The Executive Director is authorized to administer the administrative budget approved by the Council and may in the exercise of that authority implement adjustments to the amounts allocated to line items within the administrative budget, provided that, after giving effect to those adjustments, the aggregate amount of the administrative budget is equal to or less than the then applicable Council-approved budget.

D. Bond of Officers and Others

The officers of the Council and such employees as the Council so designates, may, prior to taking office or starting a contract or employment, respectively, be required by the Council to give bond payable to the Council conditioned upon the faithful discharge of that officer, contract employee or employee's duties, in such amount as the Council may require. The premium for each such bond shall be paid by the Council and the bond(s) shall be filed with the Council.

ARTICLE VIII AMENDMENTS

A. Amendment by Majority Vote

The Bylaws may be amended by vote of two thirds (2/3) of a quorum of the voting members of the Council present at a meeting called for such purpose. Provided, however, that no amendment to the Bylaws shall be voted upon or approved at the first meeting at which such amendment(s) are presented or discussed, it being the intent of this provision that a second meeting with notice is required in order to permit due consideration and discussion preparatory to amending the Bylaws.

B. Notice of Proposed Amendment

Any proposed amendment, repeal or alteration, in whole or in part, of these Bylaws shall be presented in writing to the members of the Council no fewer than seven (7) days prior to any meeting at which such proposed amendment is to be voted upon.

ARTICLE IX MISCELLANEOUS

A. Parliamentary Procedure

In all matters of parliamentary procedure not specifically governed by these Bylaws or otherwise required by law, the current edition of Robert's Rules of Order, newly revised, as applicable to small boards or committees, shall apply.

B. Definition

The term "Council" as used herein shall be deemed a reference to the Williamsburg Tourism Council, and not to the City of Williamsburg, York County, or James City County, Virginia.