

**FOURTH AMENDED AND RESTATED BYLAWS OF
THE WOODLANDS CONVENTION AND VISITORS BUREAU
D/B/A VISIT THE WOODLANDS**

ARTICLE I – NAME, PURPOSE, AND OFFICES

1.1. NAME

The name of this corporation shall be THE WOODLANDS CONVENTION AND VISITORS BUREAU (the “Corporation”), and the Corporation shall operate under the assumed name “Visit The Woodlands.”

1.2. PURPOSE

The Corporation is formed and organized and shall be operated exclusively for nonprofit trade or business development purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and as set forth in the Corporation’s Certificate of Formation. Within the scope of the foregoing purposes, and not by way of limitation, the Corporation is formed and organized to be operated exclusively to pursue and secure conventions and tourism within The Woodlands, Texas, to provide services to attendees of conventions and tourists, and to carry on and engage in any and all lawful activities that may be incidental or reasonably necessary to the foregoing purposes.

1.3. ORGANIZATION

The Corporation shall operate under a charter as a Texas nonprofit corporation.

1.4. REGISTERED OFFICE AND AGENT

The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

1.5. PRINCIPAL OFFICE

The principal office of the Corporation shall be at 2801 Technology Forest Blvd., The Woodlands, Texas 77381, provided that the Board of Directors shall have the power to change the location of the principal office.

1.6. OTHER OFFICES

The Corporation may also have other offices at such places, within or without the State of Texas, as the Board of Directors may designate, or as the business of the Corporation may require, or as may be desirable.

ARTICLE II – MEMBERS

2.1. MEMBERSHIP

The Corporation shall maintain one or more classes of members, as provided for herein (the “Members”).

2.2. CLASSES OF MEMBERS

The Corporation shall have one (1) class of Members, which shall be subject to change by a vote of a majority of the Board of Directors. Members must be an elected or appointed Director of The Woodlands Township in order to qualify for membership hereunder.

2.3. ELECTION OF MEMBERS

Members shall be elected by a vote of the Board of Directors of The Woodlands Township pursuant to its own rules and regulations.

2.4. TERMINATION OF MEMBERSHIP

Membership will terminate at the end of such Member’s term on the Board of Directors of The Woodlands Township, upon such Member’s resignation or removal from the Board of Directors of The Woodlands Township, or upon the occurrence of a non-appointment/election as a Member by the Board of Directors of The Woodlands Township following a prior appointment/election.

2.5. RESIGNATION

Any Member may resign by filing a written resignation with the Secretary.

2.6. TRANSFER OF MEMBERSHIP

Membership in this Corporation is not transferable or assignable.

2.7. PLACE OF MEETING

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas, but if all of the Members shall meet at any time and place either within or without the State of Texas and consent to the holding of a meeting, such meeting shall be valid without call or notice, and any corporate action may be taken at such meeting.

2.8. ANNUAL MEETING

The annual meeting of Members shall be held on the first regularly scheduled meeting of the Corporation in the month of January, or alternatively, the annual meeting of Members shall be held on the date and time set by a vote of the majority of the Board of Directors.

Failure to hold the annual meeting at the designated time shall not work a dissolution of the Corporation. In the event the Board of Directors fails to call the annual meeting at the designated time, any Member may make demand that such meeting be held within a reasonable time, such demand to be made in writing and delivered by registered mail directed to any officer of the Corporation. If the annual meeting of Members is not called within sixty (60) days following such demand, any Member may compel the holding of such annual meeting by legal action directed against the Board of Directors, and all of the extraordinary writs of common law and of courts of equity shall be available to such Member to compel the holding of such annual meeting.

2.9. NOTICE OF MEMBERS' MEETING

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than three (3) days before the date of the meeting, either personally, by facsimile transmission, by electronic mail, or by regular mail, by or at the direction of the President, the Chairman, the officers, or the person calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears on the records of the Corporation, with postage thereon paid. If transmitted by facsimile or electronic mail, notice is deemed to be delivered on successful transmission of the facsimile or electronic message.

2.10. SPECIAL MEMBERS' MEETINGS

Special meetings of the Members may be called by the President, the Board of Directors, or by any Member.

Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the Members.

2.11. VOTING OF MEMBERS

Each Member, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote of the Members, except to the extent that the voting rights of Members of any class or classes are limited, enlarged, or denied by the Certificate of Formation or these Bylaws.

At each election for Directors, every Member entitled to vote at such election shall have the right to cast one (1) vote for each elected Director position subject to election.

The majority vote of those votes entitled to be cast by the Members present at a meeting at which a quorum is present, shall be the act of the Members' meeting, unless the vote of a greater number is required by law, the Certificate of Formation, or these Bylaws.

Any vote may be taken by voice or show of hands unless a Member entitled to vote objects, in which case written ballots shall be used.

2.12. QUORUM OF MEMBERS

Unless otherwise provided in the Certificate of Formation or in these Bylaws, a majority of the number of Members holding the votes entitled to be cast shall constitute a quorum. Unless otherwise provided in the Certificate of Formation or these Bylaws, once a quorum is present at a meeting of Members, the Members represented in person at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any Member, or the refusal of any Member represented in person to vote, shall not affect the presence of a quorum at the meeting. Unless otherwise provided in the Certificate of Formation or these Bylaws, the Members represented in person at a meeting of Members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the Members represented in person at that meeting.

ARTICLE III – DIRECTORS

3.1. BOARD OF DIRECTORS

The activities, property, and affairs of the Corporation shall be managed by a Board of Directors, which may exercise all such powers as are permitted by statute or by the Corporation's Certificate of Formation or by these Bylaws. Such direction shall include, but not be limited to, budget review and approval, assistance in establishing policies, contributing to the formulation of marketing strategies, and generally advising and assisting the staff of the Corporation. Further, the Board of Directors may delegate such management powers and authorities as it sees fit to the officers and staff of the Corporation. The Members shall endeavor to limit directorship of the Corporation to persons who are either (1) Members of the Corporation or (2) directly affiliated with an organization whose primary purpose materially relates to the mission and purpose of the Corporation, including, but not limited to, the promotion of tourism and hospitality services within The Woodlands, Texas.

3.2. NUMBER AND ELECTION OF DIRECTORS

The number of Directors shall be no less than three (3) nor more than eleven (11), provided that the number may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by a majority of the Board of Directors, provided that the number of Directors may not be decreased to fewer than three (3). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

The Board of Directors shall be organized by electing a Chairman and Vice Chairman of the Board. Further, the Board shall elect a Secretary of the Board to carry out the functions of the Corporate Secretary, and at the Board's option, a Treasurer.

At the first annual meeting of Members and at each annual meeting thereafter, the Members shall elect Directors. Unless removed as provided herein, a Director shall hold office until the next annual election of Directors and until said Director's successor shall have been elected, appointed, or designated and qualified as provided in these Bylaws.

3.3. REMOVAL, TERMINATION

A Director may be removed from office, with or without cause, by the persons entitled to elect, designate, or appoint the Director. If the Director was elected to office, removal requires an affirmative vote equal to the vote necessary to elect the Director.

If a Director is also a Member, such Director's term of office shall automatically terminate upon such Director's loss of membership in the Corporation.

3.4. RESIGNATION

A Director may resign by providing written notice of such resignation to the Corporation. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

3.5. VACANCIES AND INCREASE IN NUMBER OF DIRECTORS

Any vacancy occurring in the Board of Directors prior to the end of that Director's term shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the previous Director. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of Members called for that purpose.

3.6. ANNUAL MEETING OF DIRECTORS

The annual meeting of the Board of Directors shall be held on the first regularly scheduled meeting of the Corporation in the month of January, or alternatively, the annual meeting of the Board of Directors shall be held on the date and time set by a vote of the majority of the Board of Directors. Failure to hold the annual meeting at the designated time shall not work a dissolution of the Corporation. In the event the Board of Directors fails to call the annual meeting at the designated time, any Director may make demand that such meeting be held within a reasonable time, such demand to be made in writing and delivered by registered mail directed to any officer of the Corporation. If the annual meeting of the Board of Directors is not called within sixty (60) days following such demand, any Director may compel the holding of such annual meeting by legal

action directed against the Corporation, and all of the extraordinary writs of common law and of courts of equity shall be available to such Director to compel the holding of such annual meeting.

3.7. REGULAR MEETING OF DIRECTORS

Regular meetings of the Board of Directors shall be held at times as designated by the Chairman of the Board, and may be held upon at least three (3) days' prior written notice.

3.8. SPECIAL MEETING OF DIRECTORS

The President shall call a special meeting of the Board of Directors whenever requested to do so by the Chairman or by a majority of the Directors. Such special meeting shall be held at the date and time specified in the notice of the meeting.

3.9. PLACE OF DIRECTORS' MEETINGS

All meetings of the Board of Directors shall be held either at the principal office of the Corporation or at such other place, either within or without the State of Texas, as shall be specified in the notice of meeting or executed waiver of notice.

3.10. NOTICE OF DIRECTORS' MEETINGS

Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior thereto by written notice delivered personally or sent by facsimile transmission, by electronic mail, or by regular mail, by or at the direction of the President, the Chairman, the officers, or the person calling the meeting, to each Director at that Director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid. If transmitted by facsimile or electronic mail, notice is deemed to be delivered on successful transmission of the facsimile or electronic message. Any Director may waive notice of such meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board needs to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by the Bylaws.

3.11. QUORUM AND VOTING OF DIRECTORS

A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors fixed by the Bylaws. The act of the majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the Certificate of Formation.

3.12. COMPENSATION

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meeting of the Board of Directors. A Director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for such services. Members of committees may be allowed similar compensation and reimbursement of expenses for attending committee meetings.

3.13. COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one (1) or more committees, each of which shall consist of one (1) or more Directors, which committees shall act in accordance with the resolutions of the Board of Directors. All exercise of the authority of the Board of Directors shall be reserved thereto, and no committee shall take any authoritative action on behalf of the Corporation, except to the extent such management powers and authorities are otherwise delegated to the committee by the Board of Directors as it sees fit. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law upon the Board of Directors or upon any individual Director.

Each committee may adopt rules for its own goals and objectives not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE IV – OFFICERS

4.1. NUMBER OF OFFICERS

The officers of the Corporation shall consist of a President, a Chairman, a Vice Chairman, and a Secretary and may also consist of a Treasurer and such other officers and assistant officers as may be deemed necessary by a vote of the majority of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors by a vote of the majority of the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. A committee duly designated may perform the functions of any officer, and the functions of any two (2) or more officers may be performed by a single committee, including the functions of both President and Secretary.

4.2. ELECTION OF OFFICERS AND TERM OF OFFICE

All officers shall be elected or appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors to serve until the next annual meeting of the Board of Directors and until said officer's position shall have been elected, appointed, or designated and qualified as provided in these Bylaws.

4.3. REMOVAL OF OFFICERS, VACANCIES, TERMINATION

Any officer elected or appointed may be removed by the vote of a majority of the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the vote of a majority of the Board of Directors for the unexpired portion of the term.

If an officer is also a Director or Member, such officer's term of office shall automatically terminate upon such officer's removal, resignation, or termination of directorship or loss of membership in the Corporation.

4.4. POWERS OF OFFICERS

Each officer shall have, subject to the Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of a Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by: (1) one or more other officers or employees of the Corporation, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

4.5. PRESIDENT

The President shall be the chief executive officer of the Corporation and shall serve as an advisor to the Chairman and the Board of Directors. The President shall have such other powers and duties as from time to time may be prescribed to the President by the Chairman or otherwise delegated to the President by the Board of Directors. The President shall supervise the business and affairs of the Corporation and execute for and in the name of the Corporation such written instruments and documents as may be necessary or desirable. The President will report to the Board of Directors on the general activities of the Corporation and will perform all such duties pertaining to the office of the President or as may be required by the Board of Directors.

4.6. CHAIRMAN AND VICE CHAIRMAN

The Chairman shall be the principal official of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business of the Corporation. The Chairman shall preside at all meetings of the Board of Directors and the Members and, with respect to a meeting of the Board of Directors, shall cast the deciding vote in the event of a tie. The Chairman shall appoint all standing committees and special committees as needed. In addition, the Chairman shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

The Vice Chairman shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman and shall perform such other duties as the Board of Directors shall prescribe.

4.7. SECRETARY

The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the Members and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors.

In the absence of the Secretary, the minutes of all meetings of the Board shall be recorded by such person as shall be designated by the President or by the Board of Directors.

4.8. TREASURER

The Treasurer shall be responsible for oversight of the financial condition of the Corporation under the supervision of the Board of Directors. The Treasurer will also have such powers and duties as from time to time may be prescribed to the Treasurer by the Chairman, the Board of Directors or these Bylaws.

ARTICLE V – INDEMNIFICATION AND INSURANCE

5.1. INDEMNIFICATION

The Corporation shall have the full power to indemnify and advance expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

5.2. INSURANCE

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a Member, Director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as Director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation,

employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against the liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the Members of the Corporation. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of the person indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the Directors approving the insurance or arrangement to liability, on any ground, regardless of whether Directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE VI – MISCELLANEOUS

6.1. WAIVER OF NOTICE

Whenever any notice is required to be given to any Member or Director of the Corporation under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

6.2. MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY

Subject to the provisions required or permitted by the Texas Business Organization Code and these Bylaws for notice of meetings, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such Board or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; (2) another suitable electronic communications system, including videoconferencing technology or the internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

6.3. SEAL

The Corporation may adopt a corporate seal in such form as the Board of Directors may determine.

The Corporation shall not be required to use the corporate seal, and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

6.4. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

6.5. CHECKS, DRAFTS, ETC.

All checks, drafts, or other instruments for payment of money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

6.6. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

6.7. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

6.8. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its Members entitled to vote. A Director of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the Member.

6.9. FINANCIAL RECORDS AND ANNUAL REPORTS

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and

annual reports (if required by law) of the financial activity of the Corporation shall be kept at the registered office of principal office of the Corporation in this state for at least three (3) years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge the reasonable expense of preparing a copy of a record or a report.

6.10. FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board of Directors.

ARTICLE VII – CONSTRUCTION

7.1. PRONOUNS AND HEADINGS

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neutral gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

7.2. INVALID PROVISIONS

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE VIII – AMENDMENT OF BYLAWS

The Board of Directors, by a vote of a majority of the Board of Directors, may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organization Code limits such powers.

Adopted by the Board of Directors on this 15th day of MAY 2019, as certified by the Secretary of the Corporation as indicated below.



Name: FRED DOMENILK
Title: Secretary for the Corporation