

City of Victoria, Texas Tourism Advisory Board Bylaws

Article I. NAME AND PURPOSE

Section 1.1 Name. Victoria, Texas Tourism Advisory Board

Section 1.2 Purpose.

The Tourism Advisory Board is hereby established for the purpose of promoting tourism and supporting the industries within the city that directly affect tourism. The Tourism Advisory Board shall advise the Convention and Visitors Bureau on such matters as may be referred to it, including the administration of grant programs, advertising, and other activities for the promotion of tourism. The Tourism Advisory Board shall be an advisory body only and shall have no power to contract on behalf of the City or to authorize the expenditure of Hotel Occupancy Tax funds.

- a. The Board is directed to:
 - a. Develop special rules and instructions in recommending the use of Hotel Occupancy Tax funds to the City Manager or his/her designee in accordance with the Texas Tax Code Ch. 351 Subchapter B and Texas Local Government Code Chapters 334 & 335, and any other applicable codes.
 - b. Develop and make recommendations to the City Manager or his/her designee on matters concerning the Hotel Occupancy Tax Funds within the scope of the Texas Tax Code Ch. 351 Subchapter B and Texas Local Government Code Chapters 334 & 335, and any other applicable codes.

Article II. MEMBERSHIP

Section 2.1 Number of Members. The Board shall consist of up to thirteen (13) voting Members, and five non-voting ex-officio Members.

Section 2.2 Board Makeup. Voting Members of the Board shall be appointed from the following industries:

- a. Three Members to represent the Lodging Accommodations Industry within the City of Victoria
- b. Two Members to represent arts

- c. One member to represent historic preservation and promotion
- d. One member to represent the University of Houston-Victoria
- e. One member to represent the Victoria College
- f. One member to represent Downtown Victoria businesses
- g. One member to represent the food/beverage establishment industry
- h. One member to represent the retail shopping industry
- i. One member to represent the attractions industry
- j. One member to represent the sports and outdoor tourism industry

Non-voting ex-officio Members shall be as follows:

- a. The Director of the Convention and Visitors Bureau
- b. The City Manager or his/her designee
- c. The Executive Director of the Victoria Texas Main Street Program
- d. The Public Library Director
- e. The Director of Parks and Recreation

Section 2.3 Appointment of Board Members. Members shall be appointed by the City Council. An application process may be used to facilitate nominations.

Section 2.4 Terms of Office. Terms of office for each Member shall be 2 years. A Member may serve no more than three (3) consecutive complete terms. Terms shall begin on January 1, and expire on December 31 of the following calendar year.

Section 2.5 Vacancies. Vacancies that occur during a term shall be filled as soon as reasonably possible and in the same manner as an appointment. If possible, the Member shall continue to serve until the vacancy is filled. An appointment to fill a vacated term is not included as a term for purposes of counting consecutive terms.

Section 2.6 Compensation and Expenditure of Funds. Voting Members serve without compensation. Non-voting ex-officio Members receive no extra compensation other than their salary as employees of the City of Victoria. The Board and its Members have no authority to expend funds or to incur or make an obligation on behalf of the City unless authorized and approved by the City Council. Members may be reimbursed for expenses authorized and approved by the City Council and the Board.

Section 2.7 Compliance with City Policy. Members will comply with City Ordinances, Rules and Policies applicable to the Board and the Members.

Section 2.8 Conflict of Interest. The Board Members shall comply with the Texas Local Government Code Chapters 171 & 176, as the same may hereafter be amended, concerning matters involving conflicts of interest.

Section 2.9 Removal. Any Board Member may be removed at any time by a majority vote of the remaining Tourism Advisory Board voting members for neglect of duty, malfeasance in office, failure to maintain industry affiliation, or for any other reason. To remain eligible for Board membership, Board members must be employed within the industry sector in which they joined the board in accordance with Section 2.2. Any lapse of employment longer than 90 days, or new employment in an unrelated industry sector, shall render the Board member ineligible. Conviction of an offense under the Texas Local Government Code Ch. 171 or Ch.176 shall constitute a forfeiture of the position on the Board held by the person convicted.

Article III. BOARD OFFICERS

Section 3.1 Officers. The Board Officers are Chair, Vice-Chair and Secretary. The Chair, Vice-Chair, and Secretary are approved by a majority vote of the Board Members at the first meeting of the calendar year.

Section 3.2 Terms of Office for Board Officers. Board Officers serve for a term of two years. Officers may not serve more than two (2) consecutive terms. A vacancy in any office shall be elected by majority vote of the Members at the next regularly scheduled meeting, or as soon as reasonably practical for the unexpired term. If possible, a Board Officer shall continue to serve until the vacancy is filled.

Section 3.3 Duties.

- a. The Chair presides at Board meetings. The Chair shall generally manage the business of the Board. The Chair shall perform the duties delegated to the Chair by the Board
- b. The Vice-Chair shall perform the duties delegated to the Vice-Chair by the Board. The Vice-Chair presides at Board meetings in the Chair's absence. The Vice-Chair shall perform the duties of the Chair in the Chair's absence or disability.
- c. The Secretary shall record all minutes of the meeting, keep a record of all Members in attendance at each Board meeting, and perform any other duties delegated to the Secretary by the Board. The Secretary shall make available to the Director of the Convention and Visitors Bureau a record of the minutes of each Board meeting and a record of all Members in attendance at

each Board meeting. The Secretary shall perform the duties of the Chair in the Vice-Chair's absence or disability.

Article IV. MEETINGS

Section 4.1 Date and Time of Regular Meeting. The Board shall meet quarterly, at a date and time to be set out in the Board's minutes.

Section 4.2 Notice for Meetings The Director of the Convention & Visitors Bureau will be responsible for notifying the Board of any upcoming meetings, including special meetings. Board members will be given notice consistent with the Texas Open Meetings Act.

Section 4.3 Agenda. The Director of the Convention and Visitors Bureau shall be responsible for preparing and posting the Board agendas. Any Board Member may request an item be added to the agenda.

Section 4.4 Special Meetings. Special meetings may be set at the will and discretion of the Board whenever it deems necessary. The Chair of the Board shall call the special meeting.

Section 4.5 Electronic Meetings. Meetings of the Advisory Board may be held partially or entirely by teleconference, internet videoconference, or other similar electronic transmissions so long as a quorum of Board Members participate. Participation in a meeting pursuant to this Section 4.5 shall constitute presence in person at such meeting, except where a person participates in the meeting for the sole and express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 4.6 Action by Unanimous Written Consent. Notwithstanding the prior paragraph, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if all Board Members consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board.

Section 4.7 Quorum. A quorum shall consist of a majority of the Board members. A quorum is required for the Board to convene a meeting and to conduct business at a meeting.

Section 4.8 Conduct of Meeting. Board meetings will be conducted in accordance with these Bylaws and Roberts Rules of Order, currently revised edition, as applicable to the Board. Such rules of order shall be advisory in nature, and any action approved by the Board in accordance with these by-laws shall be a valid, binding action of the Board regardless of any procedural error in its approval.

Section 4.9 Voting. Each Voting Member may vote on all agenda items, except on matters involving a conflict of interest, substantial financial interest, or substantial economic interest under state law, or other applicable Laws, Rules and Policies. In such instances the Member shall make the required disclosures and shall refrain from participating in both the discussion and vote on the matter. The Member may remain in immediate proximity at the meeting or may excuse themselves, at the Member's option, while the matter is being considered and voted on by the other Board Members. Unless otherwise provided by law, for an agenda item to be approved it must receive a majority vote of the Board Members present at the meeting who choose to vote.

Section 4.10 Minutes. A recording or written minutes shall be made of all open sessions of Board meetings. The Director of the Convention and Visitors Bureau is the custodian of all Board records and documents. It shall be the duty of the Director of the Convention and Visitors Bureau to file with the City Secretary the minutes of each meeting of the Board, along with a list of the members of the Board who were present.

Section 4.11 Attendance. Members are expected to attend Board meetings prepared to discuss the issues on the agenda. A Member shall notify the Director of the Convention and Visitors Bureau if the Member is unable to attend a meeting. Excessive absenteeism may be subject to action by the Board and may result in the Member being removed from the Board. Excessive absenteeism is defined as three consecutive meetings missed. If a Member is removed from the Board that position will be considered vacant and a new Member shall be appointed to the Board in accordance with Section 2.3.

Section 4.12 Public Participation. In accordance with The Texas Open Meetings Act, the public is welcome and invited to attend Board meetings and to speak on

any item on the agenda. If any written materials are to be provided to the Board, a copy shall also be provided to the Secretary for inclusion in the minutes of the meeting. A person who disrupts the meeting may be asked to leave and be removed.

Section 4.13 Open Meetings. Public notice of Board meetings shall be provided in accordance with the provisions of the Texas Open Meetings Act. All Board meetings and deliberations shall be open to the public, except for properly noticed closed session matters, and shall be conducted in accordance with the provisions of the Texas Open Meetings Act.

Section 4.14 Closed Sessions. The Board may conduct closed sessions as allowed by law, on properly noticed closed session matters, such as consultation with attorney on legal matters, deliberation regarding the value of real property, competitive utility matters, and economic development negotiations. A certified agenda shall be made of all closed sessions of the Board meetings.

Article V. SUBCOMMITTEES

Section 5.1 Formation. When deemed necessary by a majority of the Board, Subcommittees may be formed for specific projects related to Board matters. Subcommittee members will be appointed by the board chair. Subcommittees comprised of non-Members may be formed; however, each non-Member must be approved by a majority vote of Board Members.

Section 5.2 Expenditure of Funds. No Subcommittee, or member of a Subcommittee, has the authority to expend funds or incur an obligation on behalf of the City or the Board. Subcommittee expenses may be reimbursed as authorized and approved by the Board or the City Council.

Section 5.3 Open Meetings. Subcommittee meetings and deliberations shall be open to the public, except for properly noticed closed session matters, and shall be conducted in accordance with the provisions of the Texas Open Meetings Act.

Article VI. BYLAW AMENDMENTS

These Bylaws may be amended by majority vote of the Board Members at any regular meeting of the Board. The Board's proposed amendments to the Bylaws must be approved by City Council at the next City Council meeting after the Board's approval. Bylaw amendments are not effective until approved by City Council.