

TOURISM COUNCIL OF THE GREATER WILLIAMSBURG
CHAMBER AND TOURISM ALLIANCE

BYLAWS

Adopted: March 19, 2019

ARTICLE I
POWERS AND DUTIES

The Tourism Council ("Council") of the Greater Williamsburg Chamber and Tourism Alliance shall have and may exercise the powers authorized in Section 58.1-603.2 of the Code of Virginia, 1950, as amended (the "Virginia Code"), effective July 1, 2018, as such may be amended from time to time.

ARTICLE II
MEMBERSHIP

The membership of the Council shall be constituted as follows, or as otherwise set forth in Virginia Code section 58.1-603.2(E)(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. Historic Jamestowne Partnership
 - 8. Williamsburg Hotel and Motel Association
 - 9. Williamsburg Area Restaurant Association

- B. Ex Officio, Non-Voting Members. The Chairperson of the Greater Williamsburg Chamber & Tourism Alliance ("Alliance") 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 Member may designate another current elected official of such governing body to attend that meeting of the Council.

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 Member may designate another person affiliated with the Member's organization to attend the meeting of the Council.

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 Legislative Member may 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.

5. 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 meetings 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 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. Officers of 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 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 July 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 available in the offices of the Council no fewer than two (2) working days prior to the meeting.

F. Open Meetings. All Council meetings shall be open to the public, provided that the Council may meet in closed session upon approval by majority vote of the Members in order to consider and/or take action on confidential matters which may include but shall not be limited to matters relating to personnel or employment, acquisition of real estate, discussion of confidential business or industry information not publicly available, consultation with legal counsel, or other matter deemed by majority vote of the Members to be appropriate for closed session consideration.

G. Quorum. A majority of the Council (both voting and nonvoting), which shall include at least a majority of the voting Members, 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 agenda item.

M. Minutes. Minutes of the meetings of the Council, except closed sessions, shall be kept and be a public record. Copies of the minutes shall be provided to each Member prior to the meeting at which the minutes are to be presented for approval by the Council.

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. Action Without Meeting. The Council may take action without a meeting by written agreement of all of the Members, provided that no such action without a meeting shall be taken relative to expenditure of monies of the Council or the Historic Triangle Marketing Fund or relative to capital

expenditures. Any such written agreement shall describe with specificity the action take and shall be maintained with the minutes of meetings of the Council.

Q. Electronic Participation. Members may participate and vote in Council meetings by telephone, video conference or other electronic communication means provided that a quorum of the Council is physically assembled at one primary or central meeting location which is open to the public, and that such meeting is otherwise conducted as provided in these bylaws.

ARTICLE V **COMMITTEES**

A. Open Meeting Requirement. Meetings of Council-appointed committees and subcommittees shall be open to the public.

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.

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 Code of Virginia, § 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 section 58.1-603.2.D(4) of the Virginia Code. 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 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 to be 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 in 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 Alliance, or by the Virginia Auditor of Public Accounts.

C. Budget and Fiscal Year. The Council shall adopt an annual budget for each fiscal year which budget 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 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 administrative 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 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 Tourism Council of the Greater Williamsburg Chamber and Tourism Alliance, and not to the City of Williamsburg Virginia City Council unless specifically noted.