

BYLAWS

ST. JOHNS COUNTY VISITORS & CONVENTION BUREAU, Incorporated (dba: St. Augustine, Ponte Vedra & The Beaches, Florida)

Article I. MISSION

Encourage a sustainable tourism industry through education, responsibility, reinvestment and marketing.

Article II. CORE VALUES

The Visitors & Convention Bureau (BUREAU) shall:

- Be representative of all partners in accordance with established IRS rules governing 501(c)(6) organizations.
- Seek active representation and participation based on geographic and industry segmentations.
- Maintain a positive relationship with the St. Johns County Tourist Development Council as the official tourism promotional agency for St Johns County, Florida.
- Foster future leadership within the tourism industry.
- Generate public awareness and understanding of the tourism industry's positive economic benefits.
- Foster a climate of caring and ethical business practices among partners.
- Conduct business of the Bureau in a transparent and public manner.

Article III. OFFICE

The Office of the St. Johns County Visitors and Convention Bureau shall be located in St. Johns County, Florida

Article IV. PARTNERSHIPS

Section 4.01 Partnership in the Bureau is opened to persons, business, individuals, associations or firms confirmed to partnership by the Board of Directors as hereinafter provided:

(a) Partners

- (i) Any tourists, conventions or meetings visitor-related business, association, firm, or individual interested in the purposes of the Bureau shall be eligible as a partner.

- (ii) Business, firms, and association partners must have a primary business office located in St. Johns County.
- (iii) Individual partners must be residents of St. Johns County.
- (iv) Partners will have voting privileges. One vote per partnership in good standing.
- (v) Partnership privileges for an Association partner shall apply only to the Association and not to the association's members.

(b) Ex-Officio Partners

- (i) Ex-officio partners may be appointed from time to time as may be deemed appropriate by the Board of Directors.
- (ii) The Mayor of the City of St. Augustine or designee; The Mayor of the City of St. Augustine Beach or designee, and; the Chairman of the St. Johns County Board of County Commissioners or designee shall be granted Ex-officio Partnership Status.
- (iii) Ex-Officio partners shall be exempt from all dues and assessments.
- (iv) Ex-Officio partners shall be exempt from voting privileges.

(c) Associate Partners

- (i) Any tourist, convention or meeting visitor related business, association, firm, or individual, interested in the purposes of the Bureau, whose primary address is outside of St. Johns County, shall be eligible for Associate partnership.
- (ii) Associate partners will be assessed dues.
- (iii) Associate partners shall be exempt from voting privileges.

(d) Partnership Application

- (i) Upon written application, any of the above mentioned eligible for partnership under the Bylaws, may be elected a partner upon filing an application with the Executive Committee. The Executive Committee shall process for approval and report monthly on such to the Board.
- (ii) Further procedures for application of partnership may be included in the Board's Policies & Practices Document

(e) Honorary Partners

- (i) The Board of Directors, by unanimous action, may elect as an honorary partner any person distinguished for achievements or contributions to the community.
- (ii) Honorary partners shall be exempt from all dues and assessments.
- (iii) Honorary partners shall be exempt from voting privileges.

Section 4.02 Partnership Privileges

- (a) Are granted at the sole discretion of the Board of Directors of the Bureau.
- (b) Any partner may resign as a partner at any time by giving written notice of resignation to the Bureau.
- (c) Any partner may be suspended or terminated from partnership by the Board of Directors for cause, including without limitation:
 - (i) Nonpayment of dues or assessments after notice.
 - (ii) Conduct by the partner that is in the good faith judgment of the Board of Directors a violation of the Articles of Incorporation and Bylaws of the Bureau or is contrary to the purposes of the Bureau.
 - (iii) Further procedures for the suspension or termination from partnership by the Board of Directors may be included in the Board's Policies & Practices Document.

Section 4.03 Partnership Dues and Assessments

- (a) Partners shall pay dues and assessments in such amounts and at such times as the Board of Directors may prescribe from time to time. The Board of Directors may, upon Executive Committee recommendations, waive dues for certain individuals, firms or businesses where such firm's participation in the Bureau is determined to be of major benefit to the Bureau and the industry it serves.
- (b) Only dues paying partners shall be given voting rights.
- (c) Annual partnership dues shall be payable October 1st of each year.
 - (i) Any Partners delinquent in paying their dues as of December 1st shall forfeit their partnership privileges until such time as the partnership may be reinstated.
 - (ii) The Board of Directors may assess an additional partnership fee for reinstatement of partnership due to failure to pay annual dues by December 1st of each year.
- (d) Annual dues assessments may be prorated for new partners joining the Bureau after December 1st and before September 1st of the subsequent year.

Article V. PARTNERSHIP MEETINGS

Section 5.01 General Meetings

There shall be four (4) general meetings of the partners of the Bureau each year at a date and time designated by the Board of Directors.

(a) Annual Meeting

- (i) One of the meetings will be the Annual Meeting to be held in September of each year.
- (ii) Business conducted at the Annual Meeting shall include presentation of the annual financial report, recognition of outgoing officers and directors and induction of new directors.

(b) Special Meetings

- (i) Special general partnership may be called at any time by the Chair or by a majority of the Board of Directors or in writing from twenty-five percent (25%) of the Partners.
- (ii) Written or printed notice of the meeting stating the time and place of the general or special meeting shall be sent either through U.S. Postal Service or electronically to each partner not less than ten (10) or more than thirty (30) days prior to the date of the scheduled meeting.

(c) At any meeting of general partnership, twenty-five percent (25%) of the eligible Bureau voting partnership shall constitute a quorum, and there must be a majority vote of the quorum on any proposed issues.

(d) All meetings of the Bureau shall be conducted according to the latest edition of Roberts Rules of Order.

Article VI. BOARD OF DIRECTORS

Section 6.01 Powers and Responsibilities

- (a) The business affairs of the Bureau shall be managed by the Board of Directors, which shall consist of elected officers and directors provided herein.
- (b) The Board of Directors shall have full power to administer the affairs of the Bureau, except as otherwise provided in the Bylaws.
- (c) The Board of Directors shall be authorized and empowered to establish such committees or task forces, as the Board may deem necessary or proper to carry out its duties and obligations.
- (d) The Board of Directors shall approve and maintain a Board of Directors Policies & Practices Document
 - (i) The Policies & Practices Document will contain information to supplement the Bylaws through clarification of policies and practices. Nothing in the Policies and Practices Document shall be counter to any provisions of the Bylaws.

- (ii) The Policies & Practices Document may be amended from time to time by an affirmative vote of the Board of Directors
- (e) The individual Board Director shall serve in a voluntary capacity. However, certain expenses related to the business of the Bureau may be reimbursed with approval from the Executive Committee.

Section 6.02 The number of Directors.

The number of directors constituting the Board of Directors shall be ~~nine (9)~~ voting partners. All directors shall be dues-paying partners of the corporation unless otherwise approved by the Board of Directors.

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Section 6.03 Terms of Office

~~(a) Initial Terms effective October 1, 2009: Three (3) of the Directors shall be elected for a one-year; Three (3) Directors shall be elected for a two-year term, and; Three Directors shall be elected for a three-year term.~~

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~~(b) Subsequent to the initial terms, all~~ Directors are elected for three-year terms and may serve up to two consecutive full terms.

~~(c)~~ In the event a director is fulfilling an unexpired term, it will be considered a full term if the director has served more than 25 months in office.

~~(d)~~ A director who has served two full consecutive terms will be eligible for re-election to the board after a one year period following the end of their previous term.

~~(e)~~ Terms of office begin October 1 of the first year and end on September 30 of the third year.

Section 6.04 Elected, Ex-Officio, Designated and At-Large Board Positions

(a) Elected Positions

(i) ~~Four (4) of the directors shall be~~ owners or management representatives from the accommodations/lodging industry including hotels, motels, campgrounds and condominiums.

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a) One of the ~~four~~ representatives shall be from the St. Augustine area;

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b) One representative from the St. Augustine Beach/Crescent Beaches area;

c) One representative from the Ponte Vedra area;

d) One representative from the Interstate 95 corridor,

- (ii) Whenever possible, remaining board seats shall be filled with representatives of the attractions, food and beverage, and retail, communities.

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- (b) At-Large Positions

Three (3) at-large positions may be appointed at the discretion of the Board of Directors based on leadership needs.

- (c) Ex-Official Positions

The Mayor of the City of St. Augustine or designee; The Mayor of the City of St. Augustine Beach or designee, and; the Chairman of the St. Johns County Board of County Commissioners or designee shall be granted Ex-officio members of the Bureau's Board. Ex-Official Board members shall not be eligible to serve as officers of the Bureau.

- (d) Designated Positions

Designated Positions are those positions that change whenever the person holding the designated office changes. The person holding these positions are not elected or selected by the Bureau.

- (i) The Board of Directors will determine the number of Designated Positions and the affiliation of the positions from time to time.
- (ii) President / CEO of the St. Augustine/St. Johns County Chamber of Commerce shall serve on the Board in a Designated Position.

- (e) All Officers of the Bureau serving expired terms on the Board of Directors shall continue as Board members with voting privileges until the end of their term of office.

Section 6.05 Elections of Board of Directors

- (a) The Chair shall appoint a Nominating Committee which shall submit candidates for the Board's available seats to represent the various interests and areas of the County.
- (b) Directors are elected by the general partnership. Voting may be by electronic means or via USPS mail.
- (c) The majority of those partners who respond shall constitute a quorum. Further procedures for conducting an election of Board Directors may be included in the Board's Policies & Procedures Document including procedures for notifications of open seats.

Section 6.06 Election of Officers of The Board of Directors

- (a) The officers of the Bureau shall be elected annually by the Board of Directors at the first Board meeting immediately after the annual general partnership meeting.
 - (i) Officers of the Board shall be elected for one (1) year and cannot serve more than two (2) consecutive terms.

Section 6.07 Removal From The Board

- (a) Any Elected Director may be removed at any time with cause by a two-thirds (2/3) majority vote of the directors in office.
- (b) Any director who shall be absent from three (3) consecutive meetings of the Board or from fifty percent (50%) of the Board meetings in aggregate during any twelve (12) month period whether such meetings are regular or special may be removed for cause.

Section 6.08 Vacancies on The Board

- (a) Any vacancy occurring in the Elected Directors may be filled by the affirmative vote of those partners of the Board of Directors who are present and who constitute a quorum at the meeting where such vote is taken. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.
- (b) In the event of death, resignation, retirement, removal or disqualification of an elected director during the term of office, the successor shall be elected by the Board of Directors to serve until the expiration of the term.
- (c) The Chairman shall recommend Partners to fulfill unexpired terms for approval by the full Board of Directors.
- (d) Further procedures for filling unexpired seats on the Board of Directors may be included in the Board's Policies & Practices Document.

Section 6.09 Meetings of Directors

- (a) The Board of Directors shall hold a minimum of five (5) regular meetings per year. Written or printed notice stating topics to be discussed, and the time and place of the board meeting shall be sent, either through the U.S. Postal Service or electronically, to each partner not less than ten (10) nor more than thirty (30) days prior to the date of the scheduled meeting.
- (b) Special meetings of the Board of Directors may be called by, or at the request of, the Chair or any three Directors.
 - (i) The person or persons calling a special meeting of the Board of Directors shall, at least two days (48 hours) before the meeting, give notice thereof by any means of communication.
 - (ii) Such notice shall specify the purpose for which the meeting is called.

Section 6.10 Quorum

- (a) ~~Five (5)~~ of the voting partners of the Board shall be present to constitute a quorum at any Board meeting for the transaction of business.
- (b) Except as otherwise provided in these Bylaws, the action of the majority of the Directors present at a meeting at which a quorum is present shall be the action of the entire Board of Directors.

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Section 6.11 Presumption of Ascensions

A director of the Bureau who is present at a meeting of the Board, at which action on any Bureau matter is taken, shall be presumed to have assented to the action taken unless a contrary vote is recorded or the dissent is otherwise entered into the minutes of the meeting. The assent is presumed unless a verbal or written dissent to such action is filed with the person acting as secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 6.12 Officers of The Board

- (a) The officers of the Bureau shall consist of a Chair, a Vice Chair as Chair-Elect, a Secretary, a Treasurer and an Immediate Past Chair, who currently serve as partners of the Board of Directors.
- (b) The **Chair** shall be the chief elected officer of the Bureau, and shall preside at all meetings of the Board of Directors. The Chair shall also perform all duties incident to the office of the Chair including the establishment and appointment of such committees or task forces deemed necessary and such other duties as may be prescribed by the Board of Directors from time to time.
- (c) The **Vice Chair** as Chair-Elect shall perform all the duties of the Chair in his or her absence and shall perform other duties as may be assigned by the Chair or Board of Directors.
- (d) The **Secretary** shall have the responsibility of recording the minutes of the Executive Committee, noting and reporting partner attendance at meetings, and perform other duties as may be assigned by the Chair or Board of Directors.
- (e) The **Treasurer** shall be responsible for all financial records of the Bureau and for the receipt, deposit, investment and distribution of all funds of the corporation. The Treasurer shall have the oversight of all financial matters of the Bureau. In addition, the Treasurer shall have the authority and

responsibility to obtain detailed financial information, and present periodic financial reports to the Board of Directors, and shall perform other duties normally associated with the office and as may be assigned by the Chair or Board of Directors.

- (f) The **Past Chair** shall serve as an officer in the capacity as the most recent past Chair in good standing and shall perform other duties normally associated with the office and as may be assigned by the Chair or Board of Directors.
- (g) In addition to the above named officers, the Bureau may, but is not required to, name a President/CEO. This President/CEO shall be an executive officer with the responsibility for the administration of the affairs of the Bureau in accordance with directions and policies established by the Board of Directors and as provided in these Bylaws.
- (h) Other officers of the Bureau may be designated from time to time as deemed appropriate by the Board of Directors.
- (i) If the Chair, Vice Chair and Past Chair's terms on the Board of Directors expire during their tenure as an officer of the Executive Committee, the Board of Directors term shall be extended to the end of the term of office on the Executive Committee.
- (j) Further duties of officers may be included in the Board's Policies & Practices Document.

Section 6.13 Executive Committee

- (a) The Executive Committee will be comprised of ~~the~~ officers of the Bureau (Chair, Vice Chair, Secretary, Treasurer, ~~and~~ Past Chair.
- (b) The President/CEO of the Bureau will sit as an Ex-Officio partner of the Executive Committee.
- (c) The Executive Committee shall be authorized to act for and on behalf of the Board of Directors in the manner and to the extent consistent with policies and procedures previously adopted and approved by the Board of Directors.
- (d) The Executive Committee shall be headed by the Chair and shall make a report to the Board of Directors at each of its regular meetings summarizing any actions taken by the Executive Committee during the interim between the Boards's last meeting at which such report was presented.

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Section 6.14 Bonding Directors

- (a) The Board of Directors may by resolution supply any officer, agent or employee of the Bureau, a bond to the Bureau with sufficient sureties, conditioned on the faithful performance of his or her respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

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Article VII. ADMINISTRATION

Section 7.01 President / CEO

- (a) The President/CEO shall be the chief executive officer of the Bureau and such duties shall include, with directions and policies established by the Board:
 - (b) General management of the Bureau's office or offices;
 - (c) Hiring, termination and supervision of all the Bureau's employees.
 - (d) Supervision and maintenance of all financial, partnership and other records of the corporation under the direction of these Bylaws or as may be prescribed by the Board of Directors;
 - (e) Preparation and presentation of periodic financial reports, budgets and annual reports in concurrence with the responsibilities of the Treasurer and as may be required by the Board of Directors of the Bureau, Tourist Development Council or as may be required by law;
 - (f) General supervision of all programs and activities of the Bureau;
 - (g) Fulfillment of other executive management responsibilities as may be assigned by the Board of Directors and which are not contrary to the provisions of the Articles of Incorporation, Bylaws of the Bureau or the contractual provisions which are between the St. Johns Board of County Commissioners and the Bureau;
 - (h) Authorizing, monitoring and implementing written contracts with outside agencies including independent contractors, consultants and advisors.
 - (i) Serve as an Ex-Officio member of the Board of Directors and all committees.

Section 7.02 General Records

- (a) All records of finances, meeting minutes, reports, correspondence and general files necessary for orderly and proper conduct of the Bureau's business, and in compliance with the law, shall be maintained in the Bureau's office.
- (b) All checks drawn on the Bureau's bank accounts shall be signed by the Treasurer or designee approved by the Board of Directors. No financial obligation, except the current operating expenses, shall be incurred, or bills paid therefore, without authorization or approval of the Board of Directors and a written contract for said obligations. No facsimile signatures shall be permitted.
- (c) The financial records of the Bureau may be reviewed or audited by a Certified Public Accountant at the request and approval of the Board of

Directors. A copy of the financial statements will be available annually to the partnership.

- (d) An officer or employee of the Bureau handling any funds or securities of the Bureau shall give bond in a surety company, authorized and duly qualified to do business in the State of Florida, if required by and in such amounts as the Board of Directors shall specifically order. The reasonable cost of such bonds shall be paid by the Bureau.

Section 7.03 Indemnification and Dissolution

- (a) The Board of Directors shall be authorized to obtain insurance to indemnify any persons who, by reason of the fact that they are or were a director of the Bureau are made or threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil or criminal, administrative or investigative, against judgments, fines or amounts paid in settlement, and reasonable expenses, including attorney's fees, incurred by or imposed upon him, in connection with or resulting from such threatened or actual action or proceedings or any appeal therefrom.
- (b) Upon dissolution after all liabilities and obligations of the Bureau have been discharged or adequate provisions made, the remaining assets shall be distributed as directed by the Board of Directors to one or more organizations that are in soliciting convention and tourist visitor related business into St. Johns County.

Article VIII. ARTICLE X-AMENDMENTS

Section 8.01 Bylaws

- (a) These Bylaws may be amended, altered or rescinded from time to time in whole or in part by a three-fifths (3/5) majority vote of the Directors of the Bureau at any meeting of the Board of Directors at which a quorum is present. All proposed amendments must be submitted in writing to the Board of Directors by the Secretary at least ten (10) days in advance of the meeting. Changes approved by the Board of Directors shall then be subject to confirmation by a majority vote of the general partnership. Any amendments to the Bylaws must be submitted to the general partnership at any regularly scheduled meeting or duly called special meeting or by U.S. Postal Service mail.
- (b) A two-thirds (2/3) vote of all the general partners present or a majority of those responding by mail and qualified to vote shall be necessary for the adoption of any amendment to the Bylaws. There shall be no less than ten percent (10%) of the partnership in said quorum for such vote to be considered valid. No changes in the language of the proposed amendment can be made on the floor or by mail at the time of the vote.

Section 8.02 Articles of Incorporation

- (a) The Articles of Incorporation may be amended by resolution of the Board of Directors, subject to the approval of the State of Florida, at any regular or called meeting for that purpose. All proposed amendments shall be submitted in writing to the Secretary at least ten (10) days in advance of the meeting and the Secretary must furnish a copy of the proposed amendments of the Articles of Incorporation of the Board of Directors at least ten (10) days in advance of the meeting.
- (b) A two-thirds (2/3) vote of the Board of Directors present will be necessary for the adoption of any amendments to the Articles of Incorporation and any amendments adopted by the Board of Directors must be submitted to the partnership at any regularly scheduled meeting or duly called special meeting or mailed. A two-thirds (2/3) vote of all the partners present or a majority of those responding by mail and qualified to vote shall be necessary for the adoption of any amendment to the Articles of Incorporation.