

**BYLAWS
OF THE
VISIT MARSHALL ADVISORY BOARD**
(formerly Marshall Convention & Visitors Bureau)

Section 1. ESTABLISHMENT

The MCVB was incorporated to the City of Marshall in April 2010 for the purpose of (i) to promote Marshall as an attraction to tourists, visitors and individuals as an economic development strategy; (ii) to solicit groups, conventions, meetings, trade shows, exhibits, expositions and special events and other means for increased hotel activity to convene and take place in the City of Marshall, through advertising, sales contracts, publications and distribution of descriptive material and such other means as may be necessary or expedient to attract such tourists, visitors, individuals, groups, conventions, meetings, trade shows, exhibits, expositions and special events to the City of Marshall; (iii) to develop increased civic interest in the City of Marshall as a visitor attraction; (iv) branding and product development.

Section 2. RESPONSIBILITIES

The board is directed to serve without pay and the board shall serve as an advisory oversight committee to the city staff in establishing plans or policies concerning the following areas of operation:

- a. The board shall consult and advise city staff in the implementation of tourism plan through various available media to educate guests and visitors of Marshall attractions.
- b. The board shall act as an advisory organization over Hotel Occupancy Fund delegation and monthly, quarterly, or once annually reports from groups that receive said funds each fiscal year.
- c. The board will work with the City staff to review existing tourism plans and discuss new marketing and convention opportunities.
- d. The board will comply with Chapter 351 of the Texas Tax Code with regard to any funds granted to Visit Marshall Texas by the City of Marshall.

Section 3. BOARD OPERATIONS

The board shall operate in full compliance with requirements of all state and local laws, including open meetings, conflict of interest and open records; willful failure to comply

with such laws will result in immediate dismissal from the board and automatic disqualification for any future city board appointment. The board shall operate strictly as an advisory committee to the city staff, in regard to items outlined in Section 2 of these By-laws and will cooperate with the City Manager and all staff employees of the city with regard to all activities before the board.

Section 4. MEETINGS OF BOARD

- a. The board shall meet a minimum of every one (1) month at a place and time designated by the Chairperson and agreed upon by a simple majority of the board.
- b. Special meetings may be called by the Chair upon agreement of a simple majority of the board.
- c. During the regular meeting of the board in the third quarter, Hotel Occupancy Tax Fund Requests will be reviewed and recommendations will be made and forwarded to City Commission for the upcoming year.
- d. During the regular meeting of the board in November, recommendations shall be made to fill regular vacancies. These recommendations shall be presented to the City Commission, during its regular meeting in December. Recommendations of vacancies due to unexpired terms may be made anytime throughout the year.
- e. The regular meeting in January of each year shall serve as the annual meeting of the board, at which time elections of officers for the current year shall be held and new officers will immediately take their positions.
- f. Board members are expected to attend all meetings of the board. Failure by a board member to attend three (3) consecutive meetings of fifty percent (50%) of the board meetings on an annual basis, without justifiable reason(s), as approved by quorum vote of the board, will result in automatic recommendation to the City Commission for dismissal from the board.
- g. A quorum, consisting of a majority of the sitting board, shall be required to transact business of the board. No votes shall be held by the board without a quorum of the board members present. Phone votes or votes by proxy will not be allowed. Unless otherwise specified elsewhere herein, any action of the board shall require a quorum vote.
- h. Roberts Rules of Order shall govern all meetings of the board, unless specifically addressed otherwise within these by-laws.

- i. Notice for all meetings of the board shall be required in accordance with all local and state laws as they pertain to open meetings.
- j. Meetings of the board shall be conducted in strict accordance with state open meetings law.
- k. True and accurate minutes of each meeting shall be kept in accordance with open meetings law and open records.

Section 5. BOARD MEMBERS

- a. The board shall consist of seven (7) members, of which a minimum of five (5) must be full-time residents of the City of Marshall. The City Commission will attempt, in its appointments to the board, to provide broad representation throughout the community while selecting appointees who are dedicated to the board's purpose.
- b. One (1) City Commissioner must sit on the board as an ex-officio to report back to the City Commission regarding proper delegation and use of HOT Funds. Ex-officio may participate in all discussions. Ex-officio members and invited members do not hold voting rights on the board.
- c. The composition of the board shall consist of various hospitality representatives from the following businesses/fields: Hotel/motel, bed & breakfast, food & beverage establishments, travel industry professionals, transportations, downtown property/business owners, college/universities, museums and attractions.
- d. Members shall be appointed by the City Commission for two (2) year staggered terms. No member shall serve more than three (3) consecutive terms of office although members will be allowed to serve an additional two (2) or four (4) years, after a one (1) year absence from the board.
- e. Vacancies on the board shall be filled by the City Commission for an unexpired term of a member, in the same manner and for the same terms of membership for the original appointment.
- f. Members may be removed from the board, at any time without cause or reason, by a majority vote of the City Commission. The board may recommend removal from the office of a member upon a two-thirds (2/3) vote of the full seven (7) members.

Section 6. OFFICERS

- a. Officers of the board shall consist of a Chair and Vice-Chair.
- b. Terms of the officers shall begin immediately upon vote of a quorum of the Board during its first regular meeting. Terms of selected officers shall be one (1) year.
- c. No officer shall serve more than two (2) consecutive one (1) year terms in the same appropriated position, although officers will be allowed to serve an additional one (1) year term after a one (1) year absence.
- d. The Chair shall preside over meetings of the board. The Chair shall serve as chief spokesperson by the board in all matters of the board outside its meetings.
- e. The Vice-Chair shall perform duties as delegated by the Chair and shall exercise the powers of the Chair in the event of absence or inability of the Chair to serve or preside over meetings of the board.

Section 7. ADOPTION

These by-laws may be amended from time to time or repealed by the action of a two-thirds (2/3) vote of the full seven (7) member board, provided that any and all amendments to these by-laws will not become official until they have been approved by a majority vote of the City Commission.

Section 8. DISSOLUTION

In the event the Visit Marshall Advisory Board ceases to function or ceases to function effectively in accordance with these by-laws in the opinion of the City Commission, the City Commission may by a majority vote dissolve this or any board it had previously created.

Section 9. ADOPTION

These by-laws were adopted by the City Commission of the City of Marshall, Texas on April 11, 2019 and became effective immediately.