

City of Glen Rose
Convention and Visitors Bureau Advisory Board
Bylaws

Article 1. Name, Purpose, and Duties

- 1) Name: The Glen Rose Convention and Visitors Bureau Advisory Board ("Board") is hereby established on November 14, 2023, and shall be an advisory body to the Glen Rose City Council (the "City Council") only and shall have no power to contract on behalf of the City or to authorize the expenditure of Hotel Occupancy Tax funds.
- 2) Purpose: The Board shall advise the City Council and Convention and Visitors Bureau ("CVB") staff on matters related to conventions, conferences, meetings, seminars, and other events to develop tourism business through the attraction of visitors and group tours to the City of Glen Rose; provide education regarding the importance of the convention and visitor industry to the local economy, and affect cooperation between businesses and industries servicing visitors, conventions, and other meetings, and; other such matters as may be referred to it, including the administration of grant programs, advertising, and other activities for the promotion of tourism.
- 3) Duties:
 - a) Work with the Director to establish a mission statement, vision statement, and strategic plan.
 - b) Work with the Director to establish an annual work plan and budget.
 - c) Develop special rules and instructions in recommending the use of Hotel Occupancy Tax funds.

Article 2. Organization and Membership

- 1) The board shall be appointed by the City Council and advise and recommend policies, operational procedures, and expenditures to the City Administrator and City Council, per the City's process for all Commissions and Boards within the City. Members of the Board shall serve without compensation.
- 2) Composition: The Board shall consist of at least nine (9) voting members who have been duly selected in accordance with these bylaws and at least three (3) non-voting ex-officio members with the intention of maintaining an odd number of voting members at any given time.
 - a) Voting Members
 - i) ~~Three (3)~~ Four (4) members to represent the Lodging Accommodations industry within the City of Glen Rose
 - ~~(1)~~ (2) Hotel Ownership or Senior Management
 - (1) Bed & Breakfast Ownership or Senior Management
 - (1) Short Term Rental Ownership or Senior Management i.e., Airbnb, Guest Cabin

- ii) ~~Two (2) members~~ One (1) member to represent the Historic Downtown Business and Restaurant District
 - ~~(1) Business Owner or Management~~
 - ~~(1) Restaurant/Bar Owner or Management~~
 - (1) Business or Bar Owner or Business or Bar Management
- iii) ~~Two (2)~~ One (1) members to represent the US Hwy 67 Business and Restaurant District
 - ~~(1) Business Owner or Management~~
 - ~~(1) Restaurant/Bar Owner or Management~~
 - (1) Business or Bar Owner or Business or Bar Management
- iv) One (1) member to represent the attractions industry
- v) One (1) Chairman, Chamber of Commerce or Appointee Representative
- vi) One (1) member that fits in any of the qualifications outlined in items i - iii
- b) Non-Voting Members
 - i) Director of the Convention Visitors Bureau
 - ii) City Administrator or Appointee Representative
 - iii) Real Estate Agent/Broker with a focus on Somervell County
- 3) Qualifications: Members shall meet the qualifications and criteria outlined in the bylaws, including Section 2 composition; residency or business ownership in the City of Glen Rose; active part in the deliberations of the Board; and act in whatever capacity he/she may be called.
- 4) Term: Voting Members of the Board shall serve for a period of two (2) years, unless sooner removed at the sole discretion of the City Council.
 - a) Voting members shall serve no more than three (3) full consecutive terms without taking a year off the Board. When a member is appointed to complete a partial term, that partial term shall not count in computing the three (3) full terms.
 - b) The initial appointments shall be 1/3 of the voting board holding a single-year term and 2/3 of the board holding a two-year term to ensure the voting board does not have 100% turnover in any year.
- 5) Nomination: The initial board shall be appointed by the City Council from eligible applicants. Thereafter, The Board will make recommendations to City Council from eligible applicants for voting board positions. The City Council will have the final appointment of Board members.
- 6) Resignation: Any member may resign at any time by giving written notice of such resignation to the City Council. Upon such resignation, the vacancy shall be filled in the same manner as all other appointments and for the remainder of the resigning member's term.

- 7) Removal. Any Board Member may be removed at any time by a majority vote of the City Council or remaining 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(a). 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.
- 8) 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.
- 9) 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. The Board and its Members have no authority to expend funds or to incur or make an obligation on behalf of the City. Members may be reimbursed for expenses authorized and approved by the City Council and the Board.
- 10) Compliance with City Policy. Members will comply with City ordinances, rules, and policies applicable to the Board and the Members.
- 11) Conflict of Interest. The Board Members shall comply with the Texas Local Government Code Chapters 171 and 176, as the same may hereafter be amended, concerning matters involving conflicts of interest.
 - a) Each member of the Board shall scrupulously avoid conflict where any personal financial interest is derived concerning the CVB funds. A member having a conflict of interest shall promptly give notice to the Chairperson and shall thereafter refrain from voting or otherwise attempting to affect the decision of any committee or the Board with respect to the matter that is the subject of the conflict of interest.
- 12) The Board shall not discuss, engage in, facilitate, or condone activities that restrain competition in violation of state or federal laws or otherwise.
- 13) Indemnification: Each member of the Board shall be indemnified by the CVB from treasury funds available and as permitted by law, against all claims, costs, expense, and liability resulting from any act or omission made within the scope of his/her duties as a Director of the CVB, provided that in the event of any such action, such action is taken in good faith.

Article 3. Officers

- 1) Officers. The Board Officers are the Chair, Vice-Chair, and Secretary and shall be approved by a majority vote of the Board Members at the first meeting of the calendar year.
- 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 a 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.
- 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 4. Meetings

- 1) Date and Time of Regular Meeting. The Board shall hold at least nine (9) meetings per fiscal year at a date and time to be set out in the Board's minutes. Notices may be sent by telephone, text, email, fax, or US mail and shall state the date, time, and place of the meeting.
- 2) Notice for Meetings. The Director of the Convention and Visitors Bureau will be responsible for notifying the Board of any regular or special meetings. Notice of meetings will be given in accordance with the Texas Open Meetings Act.
- 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.
- 4) Special Meetings. Special meetings may be set at the will and discretion of the Board and/or Director of the CVB whenever it deems necessary. The Chair of the Board, the Director of the CVB, or a combination of 3 or more voting members shall call the special meeting. Notice of any special meeting shall state the date, time, and place of such meeting and be given in accordance with the Texas Open Meetings Act. Notice of special meetings shall be in the same manner as prescribed for regular meetings.
- 5) 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.

- 6) Conduct of Meeting. Board meetings will be conducted in accordance with these bylaws and general rules of parliamentary procedure. Such rules of order shall be advisory in nature, and any action approved by the Board in accordance with these bylaws shall be a valid, binding action of the Board regardless of any procedural error in its approval.
- 7) 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.
- 8) 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.
- 9) 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 2.8.
- 10) 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.
- 11) 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 Title 5, Subtitle A, Chapter 551.

Article 5. Subcommittees

- 1) Appointment of Committees: The board may establish committees when deemed necessary by a majority of the Board for specific projects related to Board matters. The Board shall appoint the members and name the person to serve as Chair of the committees by vote of a majority of the Board. Committees comprised of non-members may be formed; each non-member must be approved by a majority vote of Board Members.
- 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.
- 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.

Article 6. Bylaw Amendments

- 1) These Bylaws may be proposed to be amended by a 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 the City Council. Bylaw amendments are not effective until approved by City Council.