

5. Convention, Tourist and Visitor's Advisory Board

**BYLAWS OF THE
FLORESVILLE CONVENTION, TOURIST, & VISITORS ADVISORY BOARD**

**ARTICLE I
NAME, PURPOSE, AND OFFICES**

Section 1.1 Name.

The name of this entity shall be: THE FLORESVILLE CONVENTION, TOURIST, & VISITORS ADVISORY BOARD (the "Advisory Board").

Section 1.2 Purpose.

The Advisory Board is formed and organized and shall be operated exclusively as an advisory board to the City of Floresville. Within the scope of the foregoing purposes, and not by way of limitation, the Advisory Board is formed and organized to carry on and engage in any and all lawful activities that may be incidental or reasonably necessary to the foregoing purposes.

Section 1.3 Organization.

The Advisory Board shall operate as a voluntary advisory Board to the City of Floresville with voluntary personnel as specified in Article II.

**ARTICLE II
BOARD OF DIRECTORS**

Section 2.1 General Powers.

The activities and affairs of the Advisory Board shall be managed by a Board of Directors which may exercise all such powers as are permitted by direction of the City Council of the City of Floresville or by these bylaws. Such direction shall include, but not be limited to, assistance in establishing policies, contributing to the formulation of marketing strategies, and generally advising and assisting the full time staff of the City of Floresville. Of major emphasis is the City Council's assignment to do in-depth review of requests for the use of hotel/motel occupancy tax funds and to make appropriate approval/disapproval recommendations to the City Council.

Section 2.2 Number.

The Board of Directors shall consist of a number of Directors, initially set as seven (7), but as may be determined from time to time by the City of Floresville. No reduction in the number of Directors shall have the effect of removing a Director before his or her term expires, provided that no decrease shall have the effect of shortening the term of any incumbent Director.

Section 2.3 Composition.

The composition of the Board shall consist of a minimum of two (2) representatives appointed by the City of Floresville, Texas; one (1) representative appointed by the Floresville Economic Development Corporation; one (1) representative appointed by Wilson County, Texas; one (1)

representative appointed by the Floresville Independent School District; one (1) representative appointed by the Wilson County Hospital District; one (1) representative appointed by the Floresville Chamber of Commerce.

Section 2.4 Residency Requirements.

The Directors appointed by the City of Floresville, the Floresville Economic Development Corporation, and the Floresville Chamber of Commerce shall be residents of the City of Floresville, Texas. The Directors appointed by Wilson County, the Wilson County Hospital District, and the Floresville Independent School District shall be residents of the geographic area encompassing the Floresville Independent School District.

Section 2.5 Term of Office.

All Directors shall serve a minimum term of two (2) years and may serve a total of three (3) terms provided, however, that a Director who has been appointed to fill an unexpired term of another director may, upon completion of the appointed term, be appointed to three full, two-year terms of his or her own. Notwithstanding the foregoing, Directors shall be designated by each member entity in accordance with Section 2.3 above, and shall serve at the pleasure of the governing body of such member entity.

Section 2.6 Appointment.

A vacancy occurring in the Board of Directors of the Advisory Board shall be filled by the governing body of the appointing entity to the vacant spot.

Section 2.7 Meetings.

The Board of Directors will meet at least once every Calendar quarter, or at other times as designated by the Chair of the Board, or at the special request of the majority of the Board of Directors. Regular and special meetings shall be held within the City of Floresville, and at such times as shall be specified in the notices of such meetings.

Section 2.8 Special Meetings.

Special meetings of the Board of Directors may be called by the Chair or any two (2) Directors. Notice of the date, time and place of each special meeting of the Board of Directors shall be given to each Director at least seventy two (72) hours before the time of the meeting

Section 2.9 Notice of Meetings.

Regular meetings shall be held upon seventy two (72) hours advance notice to the Directors. A 12-month calendar of scheduled meetings will be provided to all board members at the beginning of the calendar year. The meetings shall be open to the public and the Advisory Board shall post these meetings on its web site, the City of Floresville's website, and the City of Floresville's notice board with at least 72 hours notice.

Whenever under the provisions of these bylaws, notice is required to be given to any Director or committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, e-mail, or by facsimile transmission. Any notice required or permitted to be given by mail shall be deemed to be given at the time the notice is deposited, postage prepaid, in the United States mail; provided, however, that facsimile notice is deemed to be given upon successful transmission of the facsimile. With respect to meetings of the Board of Directors or committees of the Board, telephonic notice followed by mailed written notice is sufficient, and such notice shall be deemed given at the time it is communicated by telephone.

Section 2.10 Voting.

Directors shall vote in person.

Section 2.11 Quorum and Voting.

At all meetings of the Board of Directors, the presence of at least a majority of the Director positions which are filled, but in no event less than 3 directors, shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by these bylaws, in which case the act of such greater number shall be required to constitute the act of the Board. If a quorum shall not be present at any meeting of Directors, the Directors present at that meeting may adjourn the meeting from time to time until a quorum shall be present.

Section 2.12 Procedure and Records.

The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Advisory Board.

Section 2.13 Resignations and Removals.

Any Director may resign at any time by giving written notice to his or her respective appointing authority and the Chair of the Board. If any Director does not attend two consecutive meetings of the Board of Directors without the prior consent of the Chair of the Board of Directors, the Chair of the Board of Directors may, at or before the next regular meeting of the Board, remove such Director from his or her position on the Board of Directors; provided, however, that any such removal shall be subject to the approval of a majority of the members of the Board of Directors. Any member of a committee may resign at any time by giving notice to the chair of the committee or the Chair of the Board of Directors. The Board of Directors may remove any member of any committee at any time with or without cause.

Section 2.14 Relationship with City.

The Board of Directors shall make regular reports regarding the operations of the Advisory Board to the City of Floresville, and shall make supplemental reports from time to time as required by the City Manager or City Council of the City of Floresville.

Section 2.15 Remuneration.

The Board of Directors shall serve without remuneration.

Section 2.16 Ethical Guidelines.

No financial or business advantage can be derived from being a Director on the Floresville Advisory Board. Therefore, Directors shall not participate in a vote or decision on a contract involving a business entity or real property in which the Director or his or her family is a director, or officer, or has a substantial interest that such action would confer an economic benefit on the business involved. Any such conflict of interest shall be disclosed by the member and recorded in the minutes of the meeting where the action is taken. In acting in the official capacity, Directors shall act in good faith and take actions and make decisions they believe to be in the best interest of the Advisory Board and not be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on information and advice provided by the appropriate City of Floresville authority and/or these bylaws.

ARTICLE III
OFFICERS

Section 3.1 Number and Appointment. The Officers of the Advisory Board shall be elected by the Board of Directors and shall be a Chair of the Board of Directors, a Vice Chair of the Board of Directors, a Secretary, a Treasurer, and such other officers as may be designated and elected by the Board of Directors from time to time. Two or more offices may be held by the same person, except that the offices of Chair and Secretary may not be held by the same person. Election of officers shall be scheduled for the first meeting in December, at least one full calendar year following the establishment of the Advisory Board, and occur at the first meeting in December every year thereafter.

Section 3.2 Chair of the Board of Directors.

The Chair of the Board of Directors shall be the principal official of the Advisory Board and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business of the Advisory Board, as well as present the recommendations of the Advisory Board to the City of Floresville's City Council. The Chair shall preside at all meetings of the Board of Directors and shall cast a regular vote. The Chair shall appoint all standing committees and special committees as needed. In addition, the Chair shall have such other powers and duties as may be prescribed by the Board of Directors or these bylaws. In the absence or disability of the Chair, the Vice Chair shall act in his or her stead, or in the absence of the Chair and the Vice Chair, the Board shall designate one of its members to act in his or her stead.

Section 3.3 Vice Chair.

The Board shall select a Vice Chair for a minimum one-year term. At the discretion of the Board of Directors, the Vice Chair may also serve as Secretary/Treasurer. In the absence or disability of the Chair of the Board, the Board shall appoint the Vice Chair to be the Acting Chair of the

Board at Board meetings and other appropriate functions. The Vice Chair shall have such other powers and duties as from time to time may be prescribed to him/her by the Board of Directors or these bylaws.

Section 3.4 Secretary.

The Secretary, or designee, shall have charge of the records and correspondence of the Advisory Board under the direction of the Chair, and shall be the custodian of the seal of the Advisory Board, if any. The Secretary, or designee, shall attend all meetings of the Board of Directors and give such notice of meetings as is required by these bylaws. The Secretary, or designee, shall take and keep true written minutes of all meetings of the Board of Directors. The Secretary shall discharge such other duties as shall be prescribed from time to time by the Chair of the Board of Directors. The Board of Directors may appoint an Assistant Secretary to perform the duties of the Secretary during any absence or disability of the Secretary. In the absence of the Secretary and if such an Assistant Secretary has not been appointed, the Chair of the Board of Directors shall appoint a Director, other than himself or herself, to perform the duties of Secretary.

Section 3.5 Treasurer.

The Treasurer shall be responsible for oversight of the financial condition of the Advisory Board under the supervision of the Board of Directors. The Treasurer will also have such powers and duties as from time to time may be prescribed to him or her by the Chair of the Board, the Board of Directors or these bylaws.

ARTICLE IV
AMENDMENTS

Section 4.1

These bylaws may be altered, amended or repealed and new and other bylaws may be made and adopted by action of the Board of Directors subject to the approval of the City of Floresville, or at the sole discretion of the City of Floresville; provided, however, that notice of the proposed amendment to the bylaws or the adoption of new bylaws has been submitted to each Director at least eight (8) days prior to the meeting of the Board and/or City of Floresville at which the amendment or adoption is being considered.

ARTICLE V
SEAL

Section 5.1 Seal. The Board of Directors may, but need not, adopt a corporate seal to be in such form and to be used in such manner, as the Board of Directors shall direct.

Adopted as revised on this day, _____, 2016, in Floresville, Texas.

ACTION BY THE CITY COUNCIL

Upon motion duly made to approve Agenda Item 3a, by Councilperson Miller, seconded by Councilperson Ortiz, Agenda Item 3a was approved by a vote of 4 in favor, 0 opposed, 0 abstaining, and 0 absent on January 28, 2016.



Sherry Castillo
Sherry Castillo
Mayor

Attest:

Monica Cordova
Monica Cordova
City Secretary