
Visit Pensacola, Inc. Bylaws

July 10, 2013

ARTICLE I NAME AND LOCATION

The name of this incorporated organization is the '**Visit Pensacola, Inc.**', hereafter referred to as Visit Pensacola. Its principal office shall be located within the limits of Escambia County, Florida, the exact address to be designated by the Board of Directors.

ARTICLE II MISSION-LIMITATIONS

Section 1 - MISSION - To develop, administer and promote tourism through the performance of general activities for the development and promotion of tourism and convention activities in Escambia County.

Section 2 - LIMITATIONS - Visit Pensacola was organized exclusively for the common business interest of promoting and improving tourism related business activities throughout Escambia County. It is not organized for profit or to engage in an activity of a kind ordinarily carried on for profit, in accordance with section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and shall observe all local, state, and federal laws which apply to non-profit organizations as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE III MEMBERSHIP

Section 1 - CLASSES - The initial membership in Visit Pensacola shall be membership into seven classes ("Class" individually or Classes" collectively) as designated herein. Each Class shall contain one member ("Member"). The organization listed beside the Class below shall be the sole the Member of the Class.

Chamber Class - To be comprised of the Pensacola Bay Area Chamber of Commerce, Inc.

PSA Class - To be comprised of the Pensacola Sports Association, Inc.

Perdido Key - To be comprised of the Perdido Key Chamber of Commerce.

City - To be comprised of the Pensacola City Council.

County - To be comprised of Escambia County Board of County Commissioners

ECDMO – To be comprised of the Escambia County Destination Marketing Organization, Inc. (DMO)

Pensacola Beach – To be comprised of the Pensacola Beach Chamber of Commerce, Inc.

Section 2 - ADDITIONAL CLASSES - There will be no other classes or members, apart from those described in Section 1. Additional members may only be added through the creation of an additional Member and Class. A new Class, and accompanying Member, may be created upon the affirmative vote of two-thirds (2/3) of the existing Members.

Section 3 - RESIGNATIONS - All resignations shall be tendered to the Visit Pensacola Board in writing. Should a Member resign its Class leaving a vacated class, the remaining Members may vote to add an additional Member Class upon the affirmative vote of two thirds (2/3) of the existing Members at a Membership meeting called for that purpose and at which quorum is met. Each Member will have one vote in determining whether to add an additional Member and Class.

ARTICLE IV VOTING PRIVILEGES

Section 1 - VOTING PRIVILEGES - Each Member of Visit Pensacola shall hold voting privileges in accordance with, and for the purposes set forth in, these Bylaws.

ARTICLE V BOARD OF DIRECTORS

Section 1 - RESPONSIBILITIES - The Board of Directors shall serve as the sole governing body of Visit Pensacola, and;

A. In this capacity, the Board shall hold all decision-making responsibility for Visit Pensacola, to the extent not in conflict with these Bylaws or the Articles of Incorporation.

B. The Board shall have the authority to create any advisory divisions, councils, departments, and/or committees it deems advisable for the efficient operation of Visit Pensacola. When such divisions, councils, departments, and/or committees are created, the Board will define their scope of work. These groups will be advisory only with no authority to bind Visit Pensacola

Section 2 - COMPOSITION - The Board of Directors shall be composed of the following:

A. Seven (7) directors ("Director") each to serve for two-year terms.

Section 3 - ATTENDANCE - Any Director who shall not have attended at least two-thirds (2/3) of the regular and special meetings of the Board of Directors in six (6) consecutive months may be removed upon a majority vote of the other Directors.

Section 4 - VACANCIES - Any vacancy occurring on the Board shall be filled by the Class from which the Director was elected. If the Class fails to elect a replacement Director within thirty (30) days following the vacancy, then the vacancy may be filled by any person approved upon the affirmative majority vote of the then existing Directors, and this person shall complete the remaining term of the Director whose position was filled.

ARTICLE VI ELECTION OF BOARD OF DIRECTORS & ELECTED OFFICERS

Section 1 - ELECTION BY CLASS - Each Membership Class shall have the right to elect one Director to represent its Class, and subject to the qualifications required of Directors as described herein. No Class will have the right to vote for another Class's Director.

Chamber Class - One (1) Director

A. Must be Chairman of the Board, Vice Chair of Tourism or a Board member designated by the Chairman

PSA Class - One (1) Director

A. Must be President or Chairman of the Board or a Board member designated by the Chairman

Perdido Key Class - One (1) Director

A. Must be Chairman of the Board or a Board member designated by the Chairman

City Class - One (1) Director

A. Must be a Pensacola City Councilperson appointed by the City Council

County Class - One (1) Director

A. Must be an Escambia County Commissioner appointed by the County Commission

ECDMO Class - One (1) Director

A. Must be a current Tourism Development Tax collector appointed by its Board

Pensacola Beach Class (1) Director

A. Must be Chairman of the Board or a Board member designated by the Chairman

Section 2 - STAGGERED BOARD - The initial Board shall consist of the seven (7) Directors elected in the manner herein specified by the Members of each individual Class. The initial Directors, elected by the Chamber Class, Pensacola Beach Chamber Class and the PSA Class, shall only serve a one year term. A Member may appoint a new Director in the second year of the term if their Director is no longer serving in the capacity from which they were originally appointed (i.e. Chairman, Vice Chair, Board member, President, County Commissioner, City Councilperson, or Tourism Development Tax collector).

Section 3 - TIMING FOR ELECTIONS - Each year on, or about, September 1st, a meeting will be held at which the election of Directors for the upcoming Escambia County fiscal year will occur. If the term for any Director elected by one Class is up, then that Class will elect a new Director for that Class, based upon the vote of that Class' Member, during this meeting in person, (in person being defined as interactive participation through direct means, i.e., physical presence, conference call, or teleconference), or by proxy. Newly elected Directors two year term of service will begin on October 1st of each year.

Section 4 - REELECTION TO BOARD - A Director's is eligible to serve for two (2) full two (2) year terms. He may not serve these two terms consecutively, and must have spent one year not serving on the Board between the terms. The only exception to this is a Director elected to serve an initial one (1) year term, may serve for two (2) full, two (2) year terms, in addition to his initial term. Further, the initial one (1) year term Directors may immediately begin serving the first two (2) year term, immediately following the conclusion of the initial one (1) year term.

ARTICLE VII BOARD OFFICERS

Section 1 - COMPOSITION - The Officers of the Visit Pensacola Board of Directors shall consist of a Chairman of the Board, Vice Chairman, Treasurer, and Secretary.

Section 2 - DUTIES OF OFFICERS -

A. CHAIRMAN OF THE BOARD - The Chairman of the Board shall preside at all meetings of the membership and Board of Directors. With the authorization of the Board of Directors, he shall sign deeds, contracts, and other instruments affecting the operation of or binding Visit Pensacola, and any other duties assigned by the Board. He shall sign all official documents of Visit Pensacola.

B. VICE CHAIRMAN - In the absence or disability of the Chairman of the Board, the Vice Chairman shall assume the duties of the Chairman of the Board, and any other duties assigned by the Chairman and/or the Board.

C. TREASURER – He shall work with the management organization and/or Visit Pensacola's accounting firm to prepare and present monthly financial reports, including revenue, expenses and disbursement, its annual tax, return, and its annual budget, as well as review and recommend the Tourism Development Tax reimbursement requests to the Chairman, and any other duties assigned by the Chairman and/or the Board.

D. SECRETARY – Shall take and prepare for distribution the minutes of each Member and board meeting, maintain corporate records, ensure that all appropriate local, state and federal reports are filed timely, and any other duties assigned by the Chairman and/or the Board.

Section 3 - ELECTION OF OFFICERS - The Chairman of the Board, Vice Chairman, Treasurer, and Secretary shall be the Directors elected by a majority vote of the seven (7) Member board.

ARTICLE VIII CORPORATE DUTIES

Section 1 – Management Organization: Visit Pensacola may hire a Management Organization by a majority vote in accordance with Article XIII to carry out the duties designated by and at the direction of the Board of Directors.

Section 2 – Errors and Omissions Insurance: Visit Pensacola shall provide the Directors and Officers with errors and omission insurance (E&O) in an amount to be determined by a majority vote of the Board.

Section 3: Other Insurance: Visit Pensacola may by a majority vote secure any other insurance necessary for its successful operation.

ARTICLE IX COMMITTEES

Section 1 - GENERAL - The Board of Directors shall authorize and define the powers and duties of all committees and task forces except as these powers and duties are defined in these bylaws. For the purposes of the bylaws, the term committee will apply to councils and task forces.

Section 2 - APPOINTMENT - The Chairman of the Board, with the majority vote of the Board of Directors, shall appoint all committees.

Section 3 - AUTHORITY/FUNCTION - Committees shall only provide advice to the Board of Directors. No committee shall take or make public any formal action, or make public any resolution, or in any way commit Visit Pensacola to any financial commitment, on a question of policy, or on matters of general public interest. Any findings, recommendations, or advice provided by a committee to the Board of Directors shall only be used by the Board to assist it in making a final decision with regard to a particular issue or matter investigated by the committee.

Section 4 - ADMINISTRATIVE COMMITTEES - The Board of Directors shall authorize by a majority vote the formation of such administrative (standing or continuous) committees as it may deem necessary and shall define their duties.

ARTICLE X MEETINGS-QUORUMS

Section 1 - BOARD OF DIRECTORS -

A. The Board shall meet at such time and date as may be fixed by the Board by a majority vote. Special meetings shall be called by the Chairman of the Board or in his absence the Vice Chairman, or by the written request of four (4) voting Members.

B. QUORUM - At all meetings of the Board, a quorum will exist if a majority of the Directors are physically present (physically present being defined as interactive participation through direct means, i.e., physical presence, conference call or teleconference). If a quorum is present when a vote is taken, the act of a majority of the Directors physically present at any meeting shall constitute the act of the Board.

C. REMOVAL FOR CAUSE –

(1) Any director who is removed from the Board is not eligible to be re-elected to the Board.

(2) Any director removed from the Board shall turn over to the Board of Directors within seventy-two (72) hours any and all records of the corporation in his possession.

- (3) If a Director who is removed does not relinquish his office or turn over records as required under this section, the circuit court in the county where the corporation's principal office is located may summarily order the Director to relinquish his or her office and turn over corporate records upon application of any Member.
- (4) Any Director may be removed for malfeasance or fraud.
- (5) Any Director may be removed if convicted of a felony.
- (6) Any Director may be removed if adjudicated personally insolvent by a competent court, or if a receiver or liquidator is appointed or if he files for bankruptcy.

Section 2 - MEMBERSHIP -

A. ANNUAL MEETING - An Annual Meeting of the Members of Visit Pensacola shall be held at such time and place as may be set by the Board of Directors.

B. SPECIAL MEETINGS - Special meetings of the Members may be held at such times as the Chairman of the Board and Board of Directors may determine, or by the Vice Chairman in the absence of the Chairman, or upon the written request of four (4) of the voting Members. Notice of special meetings must be given through written notice. Such notice shall contain a statement of the purpose of the meeting and shall be issued at least three (3) days preceding the meeting.

C. QUORUM - At all Membership meetings, a quorum will exist if a majority of the Members are physically present (physically present being defined as interactive participation through direct means, i.e., physical presence, conference call or teleconference). The act of a majority of the Membership physically present at any meeting shall constitute the act of the Membership.

D. SUNSHINE LAW COMPLIANCE – All meetings shall be properly publicly noticed and conducted as directed by the State of Florida Sunshine laws.

ARTICLE XI GENERAL COUNSEL

Section 1 - DEFINED -, The Board by a majority vote may appoint an Attorney-at-Law who is not a member of the Board of Directors or affiliated with the Management Organization to serve as General Counsel of Visit Pensacola.. Compensation shall be determined by a majority vote of the Board and made from Visit Pensacola funds.

Section 2 - AUTHORITY - The General Counsel will provide the Board of Directors, and other Visit Pensacola committees with legal interpretation and advice.

ARTICLE XII DEBTS AND OBLIGATIONS

Section 1 - CREATION OF - No debt or obligation whatsoever for the payment of money, or other things of value, shall be created or incurred by any officer, employee, or agent of this corporation, or other person and no money shall be appropriated or paid out of the Visit Pensacola general fund, and no contract or other action whatsoever of any officer, employee, or agent of this corporation, or other person, by the terms of the result of which any debt or obligation whatsoever is created or attempted to be created, shall be in any manner binding upon this corporation unless the same be authorized by provision therefore in the budget ("Budget"), which is defined as the approved annual budget, as amended, of the corporation or unless the same respectively be authorized or directed or ratified by the Directors by a majority vote in regular meeting or special meeting called for that purpose. In accordance with these provisions, no funds of the corporation shall be distributed except by check signed by the Chairman of the Board or by any two (2) of the other Directors of the Board in his absence. The Board by a majority vote may elect to have two (2) signatures on all checks above a certain amount.

ARTICLE XIII MANAGEMENT ORGANIZATIONS

Section 1 - MANAGEMENT ORGANIZATIONS - Visit Pensacola Board of Directors may hire a Management Organization that will provide support, as identified by a majority Board vote, to Visit Pensacola. The Management Organization would preserve its own identity and operate under its own bylaws and constitution, and be subject to a services agreement with Visit Pensacola, whereby Visit Pensacola retained sole control over the management organizations' duties with regard to Visit Pensacola operations. This services agreement would be prepared to cover procedures, administrative services, financial arrangements, and other matters deemed appropriate by both organizations.

ARTICLE XIV AMENDMENTS

Section 1 - PROCEDURES - The Bylaws of the Visit Pensacola may be amended by a two third (2/3) vote of the seven (7) Member Board of Directors at any regular or special meeting called for that purpose, following notification of the Membership of the changes to be made and a ten (10) day comment period prior to the meeting. The Articles of Incorporation of Visit Pensacola may be amended by a two third (2/3rd) vote of the seven (7) Members at any regular or special meeting specifically called for that purpose, following notification to the Membership of the changes to be made and a ten (10) day comment period prior to the meeting.

ARTICLE XV PARLIAMENTARY RULES

Section 1 - PROCEDURES - The procedures of all meetings of Visit Pensacola shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

ARTICLE XVI ENACTMENT

Section 1 - PROCEDURES - These Bylaws become effective immediately upon their adoption by majority vote of the initial Directors of Visit Pensacola.

ARTICLE XVII GENDER

Section 1 - PROCEDURES - In these Bylaws, all references to the male gender apply to both males and females.

ARTICLE XVIII SEAL

Section 1 - SEAL - Visit Pensacola shall have a proper seal.

ARTICLE XIX DISSOLUTION

Section 1 - DISSOLUTION - Upon the dissolution of the corporation, the assets of the corporation shall be distributed, in accordance with a plan of distribution adopted by the Board of Directors by majority vote, exclusively to the Escambia County Tourism Development Corporation (TDC) to be redistributed by the TDC to organizations which are engaged in affairs substantially similar to those of the dissolving corporation. No part of the funds allocated to Visit Pensacola or the net earnings of the corporation shall inure to the benefit of, or be distributable to its Members, trustees, officers, or other private persons.