

Visit Pensacola, Inc. Bylaws

September 20, 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 that increase the number of leisure and convention overnight guests, Tourism Development Tax (TDT) collections, other tax collection including Local Option Sales Tax, and related product and services sales 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.

Section 3 – Florida State Statute 125.0104 – Visit Pensacola will comply with Florida State Statute 125.0104 and will expended TDT dollars in accordance with the legal restrictions of this statute.

ARTICLE III MEMBERSHIP

Section 1 - CLASSES - The initial membership in Visit Pensacola shall be membership into eight (8) 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. It is understood that Visit Pensacola will request a legal opinion from the Florida State Ethics Commission as to whether the Executive Director may serve on this Board, and that the Executive Director if appointed to this Board will refrain from voting on any item until the opinion is received, and will be replaced by a PSA Chair or Board member if the Ethics Commission opinion so requires.

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

City - To be comprised of the Pensacola City Council. It is understood that a legal determination is being made as to whether a City Councilperson can serve on this Board. The City may appoint a person with a presence in the tourism industry who is not a City Councilperson to serve as an interim Board member until that determination is made. Should the determination be made that a City Councilperson may serve, Council shall appoint, as per their rules and policies, a City Councilperson to serve the remaining term. Should the determination be made that a City Councilperson may not serve, this Class will be automatically terminated and replaced by an At Large Class Board seat.

County - To be comprised of Escambia County Board of County Commissioners. It is understood that a legal determination is being made as to whether a County Commissioner can serve on this Board. The County may appoint a person with a presence in the tourism industry who is not a County Commissioner to serve as an interim Board member until that determination is made. Should the determination be made that a County Commissioner may serve, the County Commissioners shall appoint, as per their rules and policies, a County Commissioner to serve the remaining term. Should the determination be made that a County Commissioner may not serve, this Class will be automatically terminated and replaced by an At Large Class Board seat.

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

ACE – To be comprised of Art, Culture and Entertainment, Inc.

Minority – To be comprised of minority tourism and convention development and promotion not for profit entities selected by the Visit Pensacola Board of Directors.

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. Additional Classes and or Members shall be created in any combination that adds two (2) additional Board of Directors, one of which shall be an additional ECDMO TDT collector.

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

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an additional Member and Class.

Section 4 - REMOVAL FOR CAUSE -

- (1) Any Member may be removed for malfeasance or fraud.
- (2) Any Member may be removed if investigated, charged or indicted for any crime.
- (3) Any Member may be removed if dissolved, adjudicated insolvent by a competent court, or if a receiver or liquidator is appointed or if it files for bankruptcy.
- (4) Any Member removed shall turn over to the Board of Directors within seventy-two (72) hours any and all records of the corporation in its possession.
- (5) Any Member who supports a competing TDT budget request shall constitute a conflict of interest and its Class, Member and Board seat shall be automatically and immediately terminated if the Class Member fails to withdraw its support of that competing budget request within ten (10) days of being notified in writing of the conflict of interest.
- (6) If a Member who is removed does not 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 Member to turn over corporate records upon application of any Member.

Section 5 – REMOVAL AND VACANCIES - Any vacancy occurring shall be filled by a new Class with an accompanying Member with substantially similar representative interest as the vacated Class and shall be approved 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 the new Member and Class. Any removal shall require 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 for that purpose.

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 and shall operate under the Florida Sunshine and Public Records laws as applicable.

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

A. Nine (9) directors ("Director") each to serve for staggered 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.

Section 5 – BUDGET SUPPORT RESPONSIBILITIES – All Directors shall be responsible for working cooperatively to advance the goals and objectives of Visit Pensacola, including the annual securing of its Tourism Development Tax (TDT) budget allocation from the Escambia County Board of County Commissioners (BoCC). No Class, Member or Director shall support any other organization's TDT budget request from the BoCC that competes

with the Visit Pensacola budget TDT budget request except that elected officials are not subject to this Section. Exempt from this Section are also requests made for TDT funds from the BoCC's Fourth Cent direct allocations to Outside Agencies that are not subject to going through the Tourist Development Council (TDC). Supporting a competing TDT budget request shall result constitute a conflict of interest and its Class, Member and Board seat shall be automatically and immediately terminated if the Class Member fails to withdraw its support of that competing budget request within ten (10) days of being notified in writing of the conflict of interest.

ARTICLE VI
ELECTION OF BOARD OF DIRECTORS &
ELECTED OFFICERS

Section 1 - ELECTION BY CLASS - Each Membership Class shall have the right to elect a Director to represent its Class as noted below, and subject to the qualifications required of Directors as described herein. One Board member shall have knowledge of Pensacola beach tourism development and promotion. No Class will have the right to vote for another Class's Director.

Pensacola Chamber Class - One (1) Director

- A. Must be Chairman of the Board or a Board member designated by the Chairman who shall be a Tourism Development Tax collector. The ECDMO shall appoint a TDT collector for the Chamber if it does not have one on its Board until a TDT collector is the Chairman of the Board or a Board member that is appointed in this Class if the Chamber so wishes.

PSA Class - One (1) Director

A. Must be the Executive Director, Chairman of the Board or a Board member designated by the Chairman of the Board. It is understood that Visit Pensacola will request a legal opinion from the Florida State Ethics Commission as to whether the Executive Director may serve on this Board, and that the Executive Director if appointed to this Board will refrain from voting on any item until the opinion is received, and will be replaced by a PSA Chair or Board member if the Ethics Commission opinion so requires.

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. It is understood that a legal determination is being made as to whether a City Councilperson can serve on this Board. The City may appoint a person with a presence in the tourism industry who is not a City Councilperson to serve as an interim Board member until that determination is made. Should the determination be made that a City Councilperson may serve; Council shall appoint, as per their rules and policies, a City Councilperson to serve the remaining term. Should the determination be made that a City Councilperson may not serve, this Class will be automatically terminated and replaced by an At Large Class Board seat.

County Class - One (1) Director

A. Must be an Escambia County Commissioner appointed by the County Commission. It is understood that a legal determination is being made as to whether a County Commissioner can serve on this Board. The County may appoint a person with a presence in the tourism industry who is not a County Commissioner to serve as an interim Board member until that determination is made. Should the determination be made that a County Commissioner may serve, the County Commissioners shall appoint, as per their rules and policies, a County Commissioner to serve the remaining term. Should the determination be made that a County Commissioner may not serve, this Class will be automatically terminated and replaced by an At Large Class Board seat.

ECDMO Class – Two (2) Directors

- A. Must be a current hotel Tourism Development Tax collector appointed by its Board
- B. Must be a current condominium Tourism Development Tax collector appointed by its Board

ACE Class (1) Director

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

Minority Class (1) Director

- A. Must be Chairman of the Board or a Board member designated by the Chairman. The initial member shall be an African American entity. The Visit Pensacola Board will establish objective, published criteria for selecting future minority Board members. The Board will solicit applications from the minority community beginning six (6) months from the end of each two (2) year term for this Board seat through a series of publicly advertised and held meetings. It will make the final decision by a majority vote of the other seated members for the group that best meets the published criteria. Minorities, which may be further enumerated by the Board by a majority vote, shall include any ethnic, racial, gender, or sexual preference minority group recognized by the Federal Government.

Section 2 - STAGGERED BOARD - The initial Board shall consist of the nine (9) Directors elected in the manner herein specified by the Members of each individual Class. The initial Directors elected by the ECDMO Class, County Class, Perdido Key Class, and PSA Class shall serve a one (1) year term. The initial Directors of the Pensacola Chamber Class, City Class, ACE Class, and Minority Class shall serve a two (2) 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

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corporate fiscal year will occur. [The exception to this will be the appointment of the City and County Board member, who shall be appointed each year when the new County Chairperson and City Council President make their committee appointments and shall serve until their successor is named.](#) 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 - RELECTION TO BOARD - A Director 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 as prescribed by the Visit Pensacola policies and procedures. 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 Visit Pensacola staff and 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 annually by an affirmative majority vote of the Board at its October Board meeting.

ARTICLE VIII CORPORATE DUTIES

Section 1 – Contract for Services: Visit Pensacola may contract for services 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 and Directors and Officers Insurance: Visit Pensacola shall provide the Directors and Officers with directors and officers insurance (D&O) and errors and omission insurance (E&O) and E&O for the staff as well in an amount to be determined by an affirmative majority vote of the Board.

Section 3: Other Insurance: Visit Pensacola may by an affirmative majority vote secure any other insurance necessary for its successful operation and for the protection of its assets.

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, [which shall operate under the Florida Sunshine and Public Records laws as applicable.](#)

Section 3 - AUTHORITY/FUNCTION - Committees shall only provide advice and recommendations 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, but not less than monthly. Special meetings shall be called by the Chairman of the Board or in his absence the Vice Chairman, or by the written request of five (5) Board members.

B. QUORUM - At all meetings of the Board, a quorum will exist if a majority of the Directors are physically present. 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 may be removed for malfeasance or fraud.
- (2) Any Director may be removed if investigated, charged or indicted for any crime.
- (3) Any Director may be removed if convicted of a felony.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) Any director who is removed from the Board is not eligible to be re-elected to the Board.
- (8) Any removal shall require the affirmative vote of two thirds (2/3) of the existing Directors.

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 five (5) 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. 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, and all records shall be maintained as directed by the State of Florida [Public Records](#) 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 any of its Members 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

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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
Contract Services

Section 1 – CONTRACT SERVICES - Visit Pensacola Board of Directors may contract for specific services that will provide support to Visit Pensacola as confirmed by a majority Board vote. These service agreements 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 nine (9) 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 nine (9) 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 the initial Directors of Visit Pensacola [by a majority vote](#).

ARTICLE XVII
GENDER

Section 1 - PROCEDURES - All references in these Bylaws 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 [liquid](#) 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 Tourist Development Council (TDC). ~~All physical assets shall be distributed, in accordance with a plan of distribution adopted by the Board of Directors by majority vote, exclusively to the Escambia County Board of Commissioners.~~ 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.

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