

**REVISED BY-LAWS OF THE
BRANSON/LAKES AREA TOURISM
COMMUNITY ENHANCEMENT DISTRICT
A MISSOURI SPECIAL GOVERNMENT DISTRICT**
*ADOPTED FEBRUARY 24, 2011
AMENDED APRIL 26, 2012*

**ARTICLE I
DISTRICT NAME**

The name of this District shall be the Branson/Lakes Area Tourism Community Enhancement District.

**ARTICLE II
PURPOSES**

This District has been formed for the following purposes:

- To promote community enhancement within the District;
- To promote economic enhancement important to the Branson/Lakes area; and
- To enter into any agreement with any public agency, person, firm or corporation to implement any of the provisions of Sections 67.1950 to 67.1979, as stated in Missouri Revised Statutes Chapter 67, Section 67.1956, and any and all other legal activities permitted under State of Missouri Statutes.

**ARTICLE III
MEETINGS**

Section 1. REGULAR BOARD MEETINGS

Regular meetings of the Board of Directors shall be held on the 4th Thursday of each month at 2:00 p.m. or as otherwise set by the Board. The Board shall meet at least quarterly, including the Annual Meeting.

Board meetings shall be open to members of the public and press, unless a portion of the meeting, or the entire meeting, is called to be closed under applicable

state law. Any portion of a meeting may be closed during the course of that meeting if any subject arises which, in the best judgment of the Board, should properly be discussed in closed session. If a portion of a meeting is closed, the remainder of that meeting shall remain open.

Section 2. ANNUAL MEETING

The regular meeting of the Board of Directors in July shall be known as the Annual Meeting and shall be held on a date between July 1st and July 31st of each year, as determined by the Board, for the purpose of receiving reports of officers, the Board, councils and committees, and for any other business which shall properly come before the meeting.

Section 3. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called as set forth below for specifically identified business purposes.

Special meetings may be called by the President of the Board at any time.

Special meetings may also be called by the Board of Directors upon written application to the Secretary by three (3) members of the Board.

Notice, including the purpose of the meeting, shall be given to each Director at least three (3) days prior to said meeting.

Section 4. QUORUMS

At any duly called regular, special, annual or other meeting of the Board of Directors, a majority of Directors then in office shall constitute a quorum. At duly called council, committee and task force meetings, a majority of members then serving shall constitute a quorum.

Section 5. NOTICES, AGENDA, MINUTES

Written notice of all meetings, including the purpose of the meeting, shall be posted as required by law and mailed, faxed or e-mailed to each Director at least three (3) days prior to each meeting or otherwise provided to Directors as required by law.

An advance agenda and minutes shall be prepared for all meetings.

ARTICLE IV PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the District in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the District may adopt.

Specifically with respect to voting, the following shall apply:

1. No member should vote on a question in which he/she has a direct personal or pecuniary interest not common to the other members or from which he/she would derive personal profit. In such circumstances, the member should abstain from voting; however, no member can be compelled to refrain from voting.
2. No member has a right to explain his/her vote during voting, as this would constitute debate after debate has been closed.
3. A member has the right to change his/her vote up to the time the result is announced. Thereafter, he/she can only change his/her vote by unanimous consent of the other members, granted without debate.
4. If voting results in a tie, additional discussion and a re-vote can be held. If the re-vote still results in a tie, the motion is rejected.
5. At Board meetings, the President of the Board can vote either to break or to cause a tie, the latter action resulting in rejection of the motion.

ARTICLE V BOARD OF DIRECTORS

A Board of Directors consisting of seven (7) voting members shall manage the business of this District. These members shall be appointed as prescribed under State of Missouri Statutes.

Section 1. RESPONSIBILITIES AND COMPOSITION OF THE BOARD

The governance, management, administration and policy-making responsibilities of the District shall be vested in the Board of Directors, which shall constitute the highest level of decision-making authority for the District and which shall

control the District's property, be responsible for its finances and direct its affairs. The Board of Directors shall also be responsible for adoption of the annual budget.

Section 2. SELECTION OF DIRECTORS

Directors shall be selected by their representing entities by August 15th to begin their three-year term on the succeeding October 1st. Representing entities should provide notice in writing to the Board stating the name of the Director selected for that term.

Section 3. SEATING OF NEW DIRECTORS

All new Directors shall be seated on the Board of Directors at its first organizational meeting after September 30th.

Section 4. VACANCIES

As provided by Missouri Revised Statutes, Chapter 67, Section 67.1956.3, vacancies on the Board of Directors shall be filled by the entity which appointed the vacating person to the Board within sixty (60) days of the vacancy occurring. The new person filling the vacancy shall serve the remainder of the term of the person who vacated the position. In the event that a replacement person is not so selected by the appointing entity within sixty (60) days of the vacancy occurring, a majority of the remaining members of the Board shall select a person to serve the remainder of the term of the person who vacated the position.

Section 5. POLICY

The Board of Directors is responsible for establishing procedure and formulating policy of the District. It is also responsible for adopting all policies of the District.

ARTICLE VI OFFICERS

Section 1. DETERMINATION OF OFFICERS

The procedure for election of District officers shall be as follows:

At a Special Meeting of the new Board of Directors preceding each regular October meeting, that Board shall elect from among its members a President, Vice President, Treasurer and Secretary. Each position shall be nominated separately,

except as provided in this Section 1. Nominations shall proceed in line of authority and thus begin with the office of President, followed by Vice President, Treasurer and Secretary.

After each nomination has been closed, the Board shall vote by secret written ballot for each position. A majority shall elect. If only one member has been nominated for a position, the Board may vote to elect that nominee by acclamation. The Board shall then repeat the process for the next position. An exception may be made and the entire slate of officers may be re-elected if a motion to that effect is properly made, seconded and approved. A majority shall elect.

Officers shall take office immediately following their election and serve in that position for a one-year term. Existing officers will retain authority to continue serving in their positions pending new officer elections. If an existing officer is not reappointed to the Board, the next officer in line of authority for that position will have full authority to so act pending election of new officers, and each succeeding position will move up in line of authority. Any open interim acting positions shall be filled as set forth in the preceding paragraph.

The Board shall have authority to appoint and dismiss additional officers at any time. Such officers shall take office immediately upon acceptance of appointment, shall serve a term not in excess of that of elected officers, and shall have such duties and responsibilities as the Board shall direct in writing. Open positions shall be filled by the Board within sixty (60) days of a vacancy occurring.

Section 2. DUTIES OF OFFICERS

- A. President – The President shall preside at all Board of Directors' meetings. He/she shall perform all duties incident to this office and advise such action as may be deemed by him/her required to fulfill the obligations of the Board.
- B. Vice President – The Vice President shall preside at all Board of Directors' meetings in the President's absence. He/she shall perform all duties incident to this office and advise such action as may be deemed by him/her required to fulfill the obligations of the Board.
- C. Treasurer – The Treasurer shall be responsible for the safeguarding of all funds received by the District and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. The Treasurer shall cause a financial report to be made to the Board at each regular meeting and shall advise such financial action as may be deemed by him/her required to fulfill the obligations of the Board.

- D. Secretary – The Secretary shall oversee the taking of minutes of all Board meetings, recording of votes, and giving of all meeting notices in the manner required by the By-Laws of the District and by state law. He/she shall be the custodian of the District records.

ARTICLE VII COMPENSATION

The Board of Directors and all council, committee and task force members shall serve without compensation.

The Board of Directors, upon recommendation of the Personnel Committee, shall hire and fix the compensation of any and all employees, which the Board in its discretion may determine to be necessary for the conduct of the business of the District.

ARTICLE VIII COMMITTEES, COUNCILS, DIVISIONS AND TASK FORCES

The Board of Directors shall appoint all committees, councils and non-committee task forces of this District. Committees may appoint their own task forces or subcommittees.

Section 1. APPOINTMENT AND AUTHORITY

Committees, councils, divisions, bureaus, departments, subsidiary organizations and task forces shall be accountable to the Board for continuing responsibilities in developing policies and procedures, managing within their spheres of influence and control, conducting studies, bringing data and making recommendations to the Board, which it can utilize to make decisions, and to carry on such activities as may be delegated to them by the Board.

Section 2. LIMITATIONS OF AUTHORITY

No action by any District council, committee, subcommittee, task force, division, bureau, department or subsidiary organization, nor by any employee, Director or officer shall be binding upon, nor constitute an expression of, the policy of the Board of Directors unless and until it is duly approved or ratified by the Board.

All members of District councils, committees, task forces, divisions, bureaus, departments or subsidiary organizations, as well as employees, Directors and officers, shall be required to execute a Board-approved confidentiality agreement, a code of conduct policy, a conflict of interest policy and a fraud prevention policy prior to participation in District business, each of which documents shall be renewed annually throughout the duration of each person's involvement. Councils, committees, task forces, divisions, bureaus, departments or subsidiary organizations may be dissolved when, in the opinion of the Board, it is deemed wise to do so.

Section 3. DIVISIONS

The Board of Directors may create such divisions, bureaus, departments, councils or subsidiary organizations as it deems advisable to assist with the work of the Board. The Board shall authorize and define the powers and duties of any and all divisions, bureaus, departments, councils or subsidiary organizations, including collection and disbursement of funds.

Section 4. ADVISORY COUNCIL

The purpose and role of the Advisory Council shall be to assist the Board of Directors, at its request, with issues and efforts relative to the marketing roles and responsibilities of the District. The Council shall include broad representation from the tourism industry within the District. The Board shall offer one Council seat to the following associations or industry-specific groups, as modified from time to time at the Board's discretion:

Lodging
Retail
Restaurants
Theatres
Attractions
Time Share
Web

and/or any other market segment that the Board deems appropriate. Additional at-large members may be appointed by the Board to the Council to assure ample District representation and/or to access specific marketing expertise and experience. The Council shall consist of between 8 and 16 total members.

Members of the Council shall not be required to live within District boundaries. All members shall serve one-year terms, renewed annually. If a member of the Council resigns, leaves the area or for other reasons does not desire to or can no longer serve as an adequate representative of the specific group in the District for which he/she was appointed, then that position shall be reviewed and, if the position is continued, the vacating person shall be replaced by the Board of Directors as soon as possible.

Council members may be invited to attend quarterly marketing reports and the Annual Board Meeting, as well as other strategic planning and marketing development meetings appropriately called. Members of the Council may be asked to serve on the District Marketing Council and other specific marketing-related committees and/or task forces on behalf of the District as necessary.

All governing and operating issues of the Advisory Council shall be approved by the Board of Directors.

Section 5. FINANCIAL OVERSIGHT COMMITTEE

The purpose and role of the Financial Oversight Committee shall be to assist with Board oversight of the integrity of the District's financial statements and compliance with legal and regulatory requirements. The Committee shall aid the Board in undertaking and fulfilling its responsibilities for financial reporting to the public, shall provide oversight and support for management's efforts to enhance the quality of the District's controls, and shall work to provide appropriate avenues of communication between the Board and the District's external auditors.

The Committee shall also review the District's financial plans, insurance and risk management policies and programs, and recommend adoption of desirable changes to the Board. Prior to the public release of financial information, such release, together with any related information provided to outside interests, shall be reviewed and approved by either the Treasurer or his/her designated alternate.

The Committee shall be chaired by the Treasurer of the Board of Directors and shall be comprised of at least seven (7) total members, which the District Board shall appoint annually for one-year terms. No more than three (3) Committee members shall be District Board members. At least four (4) members shall be selected from the District at large, each of whom the Board has determined has no material relationship with the District and each of whom is financially literate and knowledgeable about the role of audit and/or finance committees.

Meetings of the Committee shall be held on the 4th Tuesday of each month at 10:00 a.m. or as set by the Treasurer, but at least quarterly. The Treasurer shall report Committee meeting results directly to the full Board at its next meeting following a Committee meeting.

Specific responsibilities of the Committee shall include the following, in addition to any others the Board may entrust to it from time to time:

- Review and modify the budget for each upcoming year as deemed reasonable and prudent and submit same to the Board with recommendations for finalization.
- Review and recommend all banking relationships for the District.
- Facilitate the selection process for a qualified independent Certified Public Accountant or accounting firm to conduct annual audits.
- Review internal unaudited and annual audited financial statements and related reports on a regular basis and make recommendations to the Board.
- Assist the Board, the Treasurer and/or designated staff in determining the appropriateness of selected requests for payment of expenses under Board-approved contracts.

Section 6. PERSONNEL COMMITTEE

The purpose and role of the Personnel Committee shall be to report and make recommendations to the Board on all matters with respect to the District's staff management, compensation, benefit, retirement and incentive programs. The Committee shall oversee, evaluate and review the District's employee policies, procedures and practices and may make recommendations to the Board respecting any desirable amendments thereto. The Committee shall also carry out any other responsibilities entrusted to it by the Board from time to time.

The Committee shall be comprised of three (3) Directors appointed annually by the Board or as necessary to fill vacancies, one of whom the Board shall appoint as Chair of the Committee. The Committee shall meet at least annually for staff reviews, staff interviews and/or replacements and subsequent reporting to the Board.

Section 7. OTHER

No action or resolution of any kind shall be taken by any divisions, bureaus, departments, councils, committees, subcommittees, task forces or subsidiary organizations having bearing upon or expressive of the Board of Directors unless previously approved by the Board.

ARTICLE IX FINANCES

Section 1. DISBURSEMENTS

Upon approval of the budget, the Treasurer or appointed staff shall be authorized to make disbursements from District accounts for expenses provided for in the budget according to established accounting policies and procedures approved by

the Board of Directors. Disbursements shall be made by check or by electronic means. Checks must have two (2) officers' or authorized Directors' signatures.

Section 2. FISCAL YEAR

The fiscal year-end of the District was changed from September 30 to December 31 during 2009. Therefore, for 2010 and succeeding years, the fiscal year shall begin on January 1 and close on December 31.

Section 3. ANNUAL AUDIT

The accounts of the District shall be audited annually as of the close of business on the last day of each fiscal year by a qualified independent Certified Public Accountant or accounting firm. The Board of Directors shall ensure that a copy of the District's audited financial statements is provided to the governing bodies within the District. Audited District financial statements shall also be made available to those members of the public who request them at the then-published rates.

Section 4. CONTRACTS

All contracts shall require two (2) officers' or other authorized Directors' signatures and shall be subject to prior approval by the Board. No contract shall be signed for a term longer than one (1) year unless annual renewals are stipulated therein.

ARTICLE X AMENDMENTS AND REVISIONS

Any amendments to or revisions of these By-Laws shall be accomplished by an affirmative vote of a majority of the Board of Directors of the District at any duly called meeting and shall take effect upon adjournment of that meeting.

Notice, together with a copy of any proposed amendments to or revisions of these By-Laws, shall be provided to the Board of Directors at least ten (10) business days prior to voting.

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