

**BYLAWS OF THE
MID-ATLANTIC TOURISM PUBLIC RELATIONS ALLIANCE, INC.**

ARTICLE I – Name and Offices

Section 1. Name: The name of the organization shall be the Mid-Atlantic Tourism Public Relations Alliance, Inc. (hereinafter “Alliance”).

Section 2. Offices: The principal office of the Alliance shall be at such location as determined by the Board of Directors.

ARTICLE II – Membership

Section 1. Membership: The Alliance will operate as a membership organization.

Section 2. Categories and Qualifications of Membership: There shall be a single class of membership in the Alliance known as Regular members. Regular membership shall be limited to state tourism organizations, convention and visitor bureaus, destination marketing organizations and tourism promotion agencies from within the states of Delaware, Maryland, Pennsylvania, Virginia, West Virginia and Washington, D.C. Each Regular member must have a designated public relations representative and all Regular members must be the official destination marketing organization for their respective region as verified in writing by their respective state tourism offices. The Alliance’s Board of Directors may from time to time and as it reasonably deems necessary amend these Bylaws to institute new or additional requirements for Regular members in the Alliance.

Section 3. Rights of Membership: Each Regular member shall, by its designated representative, be entitled to cast one (1) vote on those matters submitted by the Board of Directors to the voting membership for a vote, and as otherwise mandated by these Bylaws or by law.

Section 4. Obligations of Membership: Each Regular member of the Alliance shall be obligated to at all times faithfully abide by these Bylaws, and any other rules, policies and regulations established by the Board of Directors and to pay all dues, assessments and other financial obligations. Each Regular member must be current in the payment of any membership fees and dues set by the Board of Directors, and must have attended at least one quarterly meeting prior to the Media Marketplace to eligible to attend Media Marketplace .

Section 5. Meetings of Membership: Membership meetings are held quarterly in January, April, July and October. Any member in good standing can volunteer to host a quarterly meeting after they have attended at least one meeting prior. Meetings are for receiving quarterly reports from officers, directors and committees and for the transaction of any other business as determined by the Board of Directors. The Alliance will also host an Annual Meeting of Members on the first day of the annual Media Marketplace. This meeting is mandatory for all destinations attending Marketplace.

Notice of all meeting shall be sent to each Regular member by mail, facsimile or electronic communication not less than thirty (30) days and not more than sixty (60) days before the time appointed for the meeting.

Section 6. Special Meetings of Membership: Special meetings of the membership may be called by the Board of Directors or by written petition signed by not less than twenty percent (20%) of the voting Regular members of the Alliance to consider a specific subject or issue. Notice of special meetings of the membership shall be sent to each member by mail, facsimile, or electronic communication not less than five (5) days before the time appointed for the meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the membership.

Section 7. Proxy Voting: A Regular member of the Alliance may vote by proxy executed in writing by the member. The form of proxies shall be prescribed by the Board of Directors.

Section 8. Quorum: A quorum at a meeting of the Alliance's membership for the purpose of a membership business and vote shall be not less than twenty percent (20%) of the Regular members authorized to vote on matters submitted to the membership for a vote.

Section 9. Action without Meeting: Action required or permitted to be taken at a Members' meeting may be taken without a meeting. Members will be able to participate in online voting for action items that need to be addressed before the quarterly or annual meetings. Any action taken by unanimous online consent shall be effective when all consents are in the possession of the Board unless the consent specifies a different effective date and states the date of execution.

Section 10. Resignation: A Regular member may resign from the Alliance at any time. Such resignation shall be in writing, addressed to the Chair and shall be effective upon receipt by the Chair and subsequent approval by the Board of Directors. The resignation of a Regular member shall not relieve the member of the obligation to pay any dues, assessments or other charges accruing and unpaid prior to the submission of the resignation.

Section 11. Termination of Membership: Any Regular member ceasing to qualify for membership as set forth in Article II, Sections 2 and 4, including any additional criteria established by the Board of Directors from time to time, shall cease to be a member of the Alliance. Any member of the Alliance that fails to pay dues, assessments or other financial obligations within ninety (90) days of receipt of the invoice will be notified of the delinquency and suspended from membership. If such dues, assessments or financial obligations are not paid within the succeeding thirty (30) days, the delinquent member shall forfeit its membership in the Alliance and all rights and privileges granted by the Alliance, including, if applicable, the member's position on the Board of Directors. Such forfeiture of membership shall not relieve the delinquent member of its duty and obligation to pay all unpaid and delinquent dues, assessments or other financial obligations to the Alliance. The Board of Directors may also suspend or terminate the membership of an Alliance member *for cause*, after providing the member with reasonable notice of the charges and an opportunity to respond to the charge in writing or at a hearing before the Board. Specific procedures for consideration of suspensions and terminations may be established by the Board of Directors.

Section 12. Other Categories of Membership: The Board of Directors may establish additional membership categories and designate the qualifications, rights and obligations of the members of each such category.

ARTICLE III – Dues, Fees and Assessments

Section 1. Dues, Fees and Assessments: The Board of Directors may determine from time to time the amount of annual dues, fees or assessments payable to the Alliance. The Board of Directors shall also have the authority to determine whether to collect special assessments and to establish the amount of such assessments.

ARTICLE IV – Purposes and Objectives

Section 1. The tax-exempt purposes and objectives of the Alliance will include, but not be limited to the following:

- 1) to promote the economic development and prosperity of the localities served by its members;
- 2) to sponsor, organize and facilitate an annual event designed to promote localities as vacation destinations to travel writers;
- 3) To engage in any activity not prohibited by the Internal Revenue Service with respect to an organization that falls under IRC Section 501(c)(6) and the regulations and laws promulgated thereunder.

ARTICLE V – Board of Directors

Section 1. General Powers: The business and affairs of the Alliance shall be managed by and under the direction of the Board of Directors.

Section 2. Number and Composition: The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) directors eligible to vote. In the event the Alliance retains an Executive Director or outside contractor, he or she shall be a non-voting *ex-officio* member of the Board.

Section 3. Initial Board: The initial Board of Directors of the Alliance shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first meeting of the membership and Board of Directors.

Section 4. Eligibility: Subject to the provisions of Article II, Section 2, only the designated representative of a Regular member shall be eligible to be nominated and elected to serve as a voting member on the Board of Directors. No Regular member may hold more than one (1) seat on the Board of Directors at any given time.

Section 5. Nominations: Subject to the eligibility requirements set forth in Article II, Section 2, any Regular member may nominate someone for a vacancy on the Board of Directions. Nominations are submitted to the voting Regular membership for a vote.

Section 6. Election: At least thirty (30) days prior to the end of the fiscal year, the Chair or the Secretary shall send the list of Board approved nominees to the voting Regular members. The election shall be held prior to the July 1 start of the new fiscal year in accordance with rules and procedures established by the Board of Directors or by electronic, fax or postal ballot returned to the Alliance within thirty days of the date of the ballot.

Section 7. Term of Office: All Board positions except that of the Treasurer are held for one (1) year. The Treasurer, who is also elected based on Article V, Section 6, remains in that position until he/she resigns or is removed from office.

Section 8. Qualification: Only an eligible and designated representative from a Regular member may be eligible to serve on the Board of Directors, subject to the eligibility requirements set forth in Article II, Section 2.

Section 9. Vacancies: Vacancies shall be filled by a majority vote of the remaining members of the Board of Directors for the unexpired term. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and shall serve until his or her successor is elected and qualified.

Section 10. Removal of Directors: Except as otherwise provided by law, a Director may be removed by a majority vote of the Board of Directors *for cause* at any regular or special meeting of the Board where a quorum is present. A Director may also be removed for absence from three (3) consecutive regular meetings of the Board of Directors.

Section 11. Resignation: Except as otherwise provided by law, a Director may resign from the Board at any time by giving notice in writing to the Board or to the Chair. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, such resignation shall be approved by the Board.

Section 12. Quorum and Action by the Board: Unless a greater proportion or number is required by law, a majority of the voting Directors then in office shall constitute a quorum for the transaction of Alliance business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 13. Voting: Each Director shall have one (1) vote on matters submitted to the Board for a vote. Except where permitted by applicable Virginia law, proxy voting by Directors shall not be permitted.

Section 14. Compensation: Directors will not receive compensation for their services, but may be reimbursed for documented and reasonable costs and expenses according to an established Alliance reimbursement policy.

Section 15. Meetings of the Board: The Board of Directors shall meet not less than four (4) times during each fiscal year of the Alliance in conjunction with quarterly member meetings. The Board may also hold meetings via telephone or in person throughout the fiscal year whereby each participating member of the Board may hear and be heard by the other participants. Special meetings may be called by the Chair or by any other members of the Board.

Section 16. Notice: Notice of the Annual Meeting and other meetings of the Board of Directors shall be given by the Secretary or Chair to each member of the Board by mail, facsimile, or electronic communication not less than fourteen (14) days prior to the date on which the meeting is scheduled to be held. The matters to be discussed and voted upon at any duly called meeting of the Board shall not be limited to those set forth in the notice of such meeting.

Section 17. Telephone Meetings: Except where otherwise prohibited by law, the members of the Board of Directors may participate in any meeting of the Board by means of a conference telephone call or similar electronic or video communications equipment by means of which all members participating in the meeting may hear each other simultaneously, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

Section 18. Waiver: A Director's attendance at any meeting shall constitute a waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the called or convened meeting.

Section 19. Action by Unanimous Consent: Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board and such unanimous written consent is filed with the minutes of the Board's meeting.

ARTICLE VI – Officers

Section 1. Officers: The Officers of the Alliance shall be the Chair, Chair Elect, Secretary and Treasurer and such assistant officers as may be elected. If the Alliance retains an Executive Director or other assistant, he or she shall serve as an *ex-officio* non-voting member of the Alliance's Board of Directors and Executive Committee.

Section 2. Chair: The Chair is the chief elected officer of Alliance and shall preside at all meetings of the Board of Directors and of the Alliance and shall perform all duties assigned under these Bylaws or assigned to him or her by the Board of Directors.

Section 3. Chair Elect: In the absence of the Chair, the Chair Elect presides at all meetings. The Chair Elect shall also carry out all duties assigned by these Bylaws and by the Chair or the Board of Directors.

Section 4. Secretary: The Secretary shall keep the minutes of the Alliance's meetings; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or the Board of Directors.

Section 5. Treasurer: The Treasurer shall submit all annual financial statements, audits, and reports to the Board of Directors and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or the Board of Directors. The Treasurer may be assisted by an Assistant Treasurer assigned by the Board.

Section 6. Compensation: Officers will not receive compensation for their services, but may be reimbursed for documented costs and expenses according to an established Alliance reimbursement policy.

Section 7: Administrative Assistant: Upon discretion of the Board of Directors, the Alliance may contract administrative services to assist the organization with financial, administrative and communication needs. The need for contracting an administrative assistant will be evaluated annually by the Board of Directors, after holding public comment by the membership. The administrative assistant shall serve as an *ex-officio* non-voting member of the Alliance Board of Directors.

Section 8. Executive Director: The Board of Directors may choose to appoint or retain the services of an Executive Director, who shall serve at the pleasure of the Board. The Executive Director shall hire, direct,

and discharge all other agents and employees and manage and administer the day to day operations of the Alliance. The Alliance may pay compensation to the Executive Director and to agents and employees for services rendered in reasonable amounts. The Board shall determine the level of compensation/ fees charged for the management and administration of the Alliance. The Executive Director shall serve as an *ex-officio* non-voting member of the Alliance Board of Directors and Executive Committee.

ARTICLE VII – Committees

Section 1. Executive Committee: The Executive Committee shall consist of the Chair, Chair Elect, Secretary, Treasurer, Immediate Past Chair, and Executive Director (if retained) as an *ex-officio* non-voting member, which committee between Board meetings shall exercise the powers of the Board in the management of the affairs of the Alliance, except as limited by law. A majority of the Executive Committee shall constitute a quorum. Action taken by the Executive Committee shall require a majority vote of the members of the Committee at a meeting where a quorum is present. The Executive Committee shall keep minutes of its meetings and shall report all actions taken by it to the Board of Directors at the first meeting of the Board following the taking of such action. The Executive Committee shall meet at the call of the President or any three (3) members of the Committee.

Section 2. Other Committees: The Board of Directors shall determine what standing and special committees are necessary and shall appoint or seek volunteers to serve on committees and as their chairs. The Board of Directors also may dissolve such committees in its discretion.

Section 3. Telephone Meetings: Except where otherwise prohibited by law, the members of any Alliance committee may participate in any meeting by means of a conference telephone call or similar electronic or video communications equipment by means of which all members participating in the meeting may hear each other simultaneously, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

ARTICLE VIII – Miscellaneous

Section 1. Rules: The Board of Directors may establish such rules as are consistent with these Bylaws for the policies, procedures and programs of Alliance.

Section 2. Fiscal Year: The fiscal year of the Alliance shall be as fixed by the Board of Directors from time to time.

Section 3. Rights of Proprietorship: Membership in the Alliance is a privilege and not a property right. No member shall have any ownership or property right in the funds, property, or other assets of the Alliance.

Section 4. Amendments: These Bylaws may be amended by majority vote of the members or the Board of Directors at a meeting at which a quorum is present, or by majority vote of the Board of Directors then in office voting by mail, facsimile or electronic mail ballot, provided that the votes are received within thirty (30) days of the original mailing or notice.

Section 5. Indemnification: Each person who was or is a defendant or respondent, or is threatened to be made a defendant or respondent, in any action, suit or proceeding, whether civil or criminal, administrative or investigative, and whether formal or informal (hereinafter "Proceeding") by reason of the fact that he or she is or was a director or officer of the Alliance, shall be indemnified and held harmless by the Alliance to the fullest extent permitted by the laws of the Commonwealth of Virginia,

though not in excess of the actual amount of the Alliance's available insurance coverage for such action, suit or proceeding, against all documented costs, charges, expenses, liabilities and losses (including reasonable attorneys' fees, judgments, fines taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, except in the event of gross negligence, willful misconduct or a knowing violation of criminal law, and such indemnification shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of his or her heirs, executors, and administrators. However, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Alliance.

Section 6. Dissolution: In the case of dissolution of the Alliance or the winding up of its affairs, the assets the Alliance shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(6) or 501(c)(3) and 170 (c) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any prior or future federal tax code, or to the federal government, or to a state or local government, exclusively for public purpose, provided, however, that in no way shall such distribution inure to the financial benefit of any officer, director, committee member, or any Alliance member or contributor.

Adopted by the Alliance Board of Directors May, 2018