

EXHIBIT A

**BY-LAWS OF THE LEE'S SUMMIT VISITORS BUREAU  
A MISSOURI NON-PROFIT 501(c)(6) CORPORATION**

**PURPOSES**

This corporation shall be known as the Lee's Summit Visitors Bureau Inc. (hereinafter referred to as the "Bureau", "the corporation" or "this corporation"). The purposes for which the Bureau is organized are: To serve as the official Destination Marketing Organization (DMO) for Lee's Summit, Missouri; to showcase the uniqueness of the City of Lee's Summit as an attraction to tourists, visitors and individuals; to solicit groups, meetings, trade shows, exhibits, expositions and special events to take place in the City of Lee's Summit through marketing, publications and other means of promotion as may be necessary or expedient to attract such tourists, visitors, individuals, groups, meetings, trade shows, exhibits, expositions and special events to the City of Lee's Summit; to develop increased civic interest in the City of Lee's Summit as a visitor attraction; to promote the distinctive resources of the City of Lee's Summit; and to increase the economic contribution of tourism and the collection of tourism-related taxes for the City of Lee's Summit.

**ARTICLE I - OFFICES**

The principal office and place of business of the Bureau shall be located in the City of Lee's Summit, Missouri (hereinafter referred to as the "City"); the Bureau may have such other offices or places of business within the City as the Board of Directors (hereinafter referred to as the "Directors") may from time to time designate.

**ARTICLE II - BOARD OF DIRECTORS**

1. Tenure and Number of Directors

The affairs of this corporation shall be managed and its corporate power exercised by a Board of Directors composed of twelve directors nominated per Article II, Sec 2, appointed by the Mayor of Lee's Summit and confirmed by the Lee's Summit City Council (hereafter referred to as "City Council"). Each term shall be for a period of three (3) years. However, the initial terms will be staggered as appointed by the Mayor, which will result in four individual directors rotating off each year.

2. The Board of Directors shall consist as follows:

Six (6) directors nominated by the Mayor, including:

- One (1) representative from a lodging/hotel business in Lee's Summit
- One (1) representative from a restaurant/dining establishment in Lee's Summit
- One (1) representative from the Lee's Summit Cultural Commission
- One (1) representative from sports/recreation interests
- Two (2) At-Large representatives who are associated with the tourism, hospitality, entertainment industries, attractions, retail, finance, or special events, and who have demonstrated an interest in Lee's Summit and its tourism promotion program.

One (1) director nominated by Downtown Lee's Summit Main Street Board

One (1) director nominated by the City's designated Economic Development Office board

One (1) director nominated by the Lee's Summit Chamber of Commerce Board

Three (3) directors that are relevant City of Lee's Summit Staff members, including a representative from the City Manager's Office, nominated by the City Manager

### 3. Meetings

#### A. Regular Meetings

The Board of Directors shall, by resolution, provide for regular meetings at such specific dates or regular intervals as the Board may, in its discretion, deem appropriate, with a minimum of four (4) quarterly meetings.

#### B. Special Meetings

Special meetings of the Board may be held at any time or place upon proper notice. Special meetings may be called by the Chairperson or by a majority of the Directors. Special meeting notices will include the name(s) of the Chairperson and/or the individual Directors who request the special meeting and the purpose of the meeting. Each Director will be given notice at least twenty-four (24) hours before the date designated for the special meeting and may be notified by regular mail, telephonic or electronic means.

#### C. Notice of Meetings

Notice of all meetings, except emergency meetings, of the Board of Directors shall be given by either electronic mail or regular mail to each director at least five (5) days before the date therein designated for such meeting. The notice shall specify the time, place and matters to be considered and action taken for each meeting of the Board of Directors.

#### D. Public Notice of Meetings.

Any public notices posted for meetings shall emulate the City's public meeting notification policies.

#### E. Executive Session Meetings

The Board of Directors may choose, but are not required, to open their meetings to the public and persons interested in their affairs unless otherwise required by Missouri Statutes. At the same time, the Board reserves the right to meet in Executive Session with attendance limited to Board Members and specific invited individuals.

#### F. Records of Meetings

The Secretary/Treasurer of the Board of Directors shall retain action letters of all Board meetings.

#### G. Virtual Meetings

The Board of Directors may meet in whole or in part by utilizing virtual meeting platforms, including, but not limited to, web or telephonic based platforms.

### 4. Quorum and Action

The presence of a simple majority of filled-seat Directors, duly authorized in writing, shall be necessary at any meeting of the Board to constitute a quorum to transact business. The vote of a simple majority of the present Board of Directors shall be necessary to authorize an act of the Board

of Directors. In the event that a quorum is not present at a meeting, the Directors present may only take information, hear reports, allow members of the public to address issues of concern but shall not be allowed to take any actions except to adjourn the meeting without further notice until a quorum can be properly assembled.

#### 5. Voting

At all meetings or acts of the Board of Directors, each Director is to have one (1) vote and may not vote by proxy. All votes shall be taken during a meeting. Directors may vote via virtual means during a meeting as established by policy of the Board of Directors.

#### 6. Attendance

Pursuant to two (2) consecutive absences or more than 35% accumulative absences within a twelve-month period the Chairperson of the Board of Directors shall review the attendance records of the Director. If, upon review, the Board of Directors determines there is insufficient circumstance to justify the absences of the Director, upon majority vote of a quorum of the Board, it may recommend removal and replacement of the Director to the City Council for consideration and appropriate action. Telephonic/internet-based attendance may be constituted as attendance at in-person meeting in accordance with Board Policy or upon prior approval of Chairperson.

#### 7. Vacancies

Upon the resignation, death or removal of a Director, such Director shall be replaced pursuant to the provisions of Article II, subsection 1 and 2 hereinabove. A new appointee shall fulfill the remaining term of a vacant position.

#### 8. Removal

Any Director may be removed by a vote of the majority of the City Council whenever in the judgement of the City Council the best interests of the Bureau will be served. The City Council may seek a recommendation from the Board on any removal, but such recommendation is not required for a removal.

#### 9. Powers

The Board of Directors shall be responsible for establishing operating policies for the Bureau and for evaluating the progress of the Bureau in the attainment of its goals. The Board of Directors shall have full and complete power to transact all business and manage the affairs of the Bureau, and to authorize the sale, conveyance, transfer, assignment, trade, exchange, lease, mortgage, otherwise encumber or pledge any property, real or personal, of the Bureau.

The Board shall have authority to retain employees, agents, advisers, and consultants, including without limitation, financial advisers and other technical advisers and public accountants and, the provisions of any other law to the contrary notwithstanding, to determine their duties and compensation without the approval of any other agency or instrumentality or entity.

The Board shall have authority to procure insurance, in amounts and from insurers of its choice, or provide self-insurance, against any loss, cost, or expense in connection with its property, assets or activities, including insurance or self-insurance against liability for its acts or the acts of its directors, employees or agents and for the indemnification of the members of the City Council and the Council's employees and agents. The Board shall have the authority to receive and accept from any source aid, grants and contributions of money, property, labor or other things of value to be

held, used and applied to carry out the purposes and responsibilities of the Bureau, subject to the conditions upon which the aid, grants or contributions are made.

The Board shall have the authority to enter into necessary agreements for purposes consistent with its mission.

The Board shall have the authority to develop policies and procedures for the Bureau generally applicable to personnel, the procurement of goods, services, and construction based.

#### 10. Conflicts of Interest

Members of the Board of 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 immediate family, (spouse, parent, parent-in-law, brother, brother-in-law, sister, sister-in-law, child, son-in-law or daughter-in-law, or other persons living in the same residential dwelling unit of the director) is a director, officer, employee or has a direct, substantial interest if it is reasonably foreseeable that such action would confer an economic benefit on the business entity. Any such conflict of interest shall be disclosed by the member and recorded in the minutes of the meeting where that action is taken. As a condition to admitting a new member to the board of Directors, the member must agree to abide by the Conflict of Interest Policy for the Board of Directors and Officers of the Lee's Summit Visitors Bureau as it may be amended from time to time.

#### 11. Other Ex-Officio Board Member(s)

A City Council member may serve as a non-voting liaison to the Board. The liaison is entitled to notice and participation, but shall not vote nor be an officer of the Board.

### **ARTICLE III - OFFICERS**

#### 1. Designation of Officers

The officers of the Board of Directors shall be the officers of this corporation. They shall consist of the Chairperson, Vice-Chairperson, Treasurer, Secretary, Immediate Past Chairperson and such other officers as the Board may deem necessary. At the election of the Board of Directors, one person may serve as both Treasurer and Secretary. The Executive Director of the Bureau shall serve as a non-voting officer of the corporation. No director or officer of the Bureau (other than the Executive Director) shall receive any compensation for services rendered in such person's capacity for the Bureau.

#### 2. Election of Officers

The Board of Directors shall consider and appoint the officers of this corporation. The officers shall take office at the time of election and shall serve a one (1) year term. The officers may be re-elected and shall not be subject to terms limit. Any other officers which the Board of Directors may designate from time to time may serve upon such terms and for such periods as the board shall determine. The election of officers shall occur at the first meeting of the Board of Directors after July 1 of each year.

#### 3. Chairperson

The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors. The Chairperson shall annually recommend to the Board of Directors a slate of committee chairpersons for

appointments by the Board. The Chairperson shall perform such other duties as the Board of Directors shall from time to time designate. The Chairperson shall serve as an ex officio member of all committees.

#### 4. Vice-Chairperson

The Vice-Chairperson shall perform the above duties in the absence of the Chairperson.

#### 5. Treasurer

The Treasurer shall serve as Finance Committee Chairperson. The Treasurer shall be responsible for the safekeeping of the funds and securities of the corporation and shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the corporation. The Treasurer shall keep or cause to be kept all other books of account and the accounting records of the corporation and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board. The Treasurer shall disburse or permit to be disbursed the funds of the corporation whenever and in whatever manner ordered, or authorized generally, by the Board and shall render to the officers of the corporation and the Directors, whenever they may require it, an account of transactions and of the financial condition of the corporation.

#### 6. Secretary

The Secretary or designee shall attend all sessions of the Board and shall ensure that a complete record of all meetings of the Board is kept and shall have general charge and supervision of the books and records of the corporation. The Secretary shall sign such papers pertaining to the corporation as they may be authorized or directed to sign by the Board. The Secretary shall serve all notices required by Law and by these Bylaws and shall make a full report of all matters and business pertaining to their office to the Directors. The Secretary shall keep complete written records of the corporation. The Secretary shall make all reports required by the Board.

#### 7. Past Chairperson

The Past Chairperson shall be the immediate past chair of the Board. It shall be the duty of the Past Chairperson to provide continuity and leadership to the Bureau. If still a current board member, the Past Chairperson can preside in the absence of the Chairperson and Vice-Chairperson. If the Past Chairperson's appointment to the Board has expired, the Past Chairperson can continue to serve the Board as an Ex-Officio member.

### **ARTICLE IV - EXECUTIVE DIRECTOR**

The Board of Directors may hire an Executive Director for the corporation's day-to-day operations. The Executive Director shall have, subject to the powers of the Board of Directors, general supervision and control over the entire business of the Bureau and to perform all of the duties and exercise all of the powers usually incident to the office or which may be assigned to the Executive Director. The Executive Director shall be hired based on demonstrated professional qualifications and have the authority to sign all contracts and other written instruments consistent with the annual budget approved by the Board of Directors and submitted to the City along with the marketing plan. The Executive Director shall have the authority to hire, discipline, and remove other employees on behalf of the Bureau.

The Executive Director shall be a salaried employee or contactor of the Bureau whose compensation shall be fixed from time to time by the Board of Directors. The Executive Director

shall attend all Board meetings and serve as a non-voting member of the Board of Directors, and when called upon to do so, shall report to the Board of Directors at their meetings the progress and affairs of the Bureau.

The Executive Director shall work with the Finance Committee to prepare the annual budget and shall submit the annual budget ninety (90) days prior to the start of the new fiscal year to the Board of Directors for approval. The Executive Director shall submit monthly financial statements, including, but not limited to, a comparative analysis of actual versus budgeted income and expenses.

## **ARTICLE V - COMMITTEES**

### **1. Finance Committee**

Annually the Chairperson shall recommend and the Board of Directors shall elect the members of the Finance Committee. Each member of the Finance Committee shall be a member of the Board of Directors. The Treasurer shall be a standing member of the Finance Committee.

The Finance Committee shall oversee the annual review of the Bureau's financial statements and may direct as desired an audit of the Bureau's finance prepared by an independent certified accountant or accounting firm and prepared in accordance with generally accepted standards. The Finance Committee shall oversee the preparation of the annual budget and shall review the Bureau's financial position and make recommendations and reports regarding these matters to the Board of Directors. The final approval of the annual budget shall remain with the Board of Directors.

### **2. Personnel Committee**

The Personnel Committee of the organization shall consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer, and Immediate Past Chairperson.

The Personnel Committee shall be responsible for recruiting, interviewing, and making a hiring recommendation to the Board regarding an Executive Director. They shall also be responsible for reviewing, at least annually, the performance of the Executive Director. The Personnel Committee shall submit recommendations to the Board for salary, benefit, contract, or other personnel changes or actions regarding the Executive Director.

### **3. Other Committees**

The Board of Directors may designate, by a resolution adopted by a majority of the Board of Directors, other committees to advise and make recommendations to the Board of Directors on matters designated by the Board.

## **ARTICLE VI - FISCAL YEAR**

The fiscal year of the corporation shall commence on the 1st day of July and end on the 30th day of June.

## **ARTICLE VII - AMENDMENTS TO BY-LAWS**

These Bylaws may be amended, revised, altered or repealed from time to time, in whole or in part, by a majority vote of the members of the Board of Directors at any annual, regular or special meeting. At least five (5) days' notice of the meeting at which the proposed changes are to be considered shall be given to each Director by written notice and the proposed change(s) to the

Bylaws shall be provided to each Director. Such amendments shall be in compliance with the laws of the State of Missouri and the City of Lee's Summit, any applicable Code of Ordinances for the City of Lee's Summit, Resolutions, and other documents applicable to the establishment of the Bureau.

#### **ARTICLE VIII - DISSOLUTION**

The Board of Directors may, at any time, voluntarily dissolve the corporation by adopting a resolution recommending that the Bureau is dissolved. Upon adoption of the resolution by the Board of Directors and approval thereof by the City Council, notice of the dissolution shall be mailed to each known creditor and/or claimant against the Bureau.

The assets of the Bureau shall be applied as follows: (1) all liabilities and obligations of the Bureau shall be paid, satisfied and discharged; (2) assets held by the Bureau upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in according with such requirements. The remaining assets, if any, shall be distributed to the City, and all financial records and other documents and information held by the Bureau shall be transferred to the City.

#### **Article IX - RULES OF ORDER**

The current parliamentary procedure as laid down in the most current edition of *Roberts Rules of Order* shall govern all meetings of the Board of Directors and committees.