

**AMENDED AND RESTATED BYLAWS
OF
MISSOURI ASSOCIATION OF CONVENTION & VISITOR
BUREAUS, INC.**

Effective: December 6, 2013

ARTICLE ONE

Name and Location

Section 1. *Name.* The name of the Corporation, herein called "Corporation", shall be the Missouri Association of Convention & Visitor Bureaus, Inc. (MACVB).

Section 2. *Location.* The principal office of the transaction of business of the Corporation shall be the office of the executive director or the president. The registered office of the Corporation required by the General-Not-For-Profit Corporation Act of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of either office may be changed from time to time by the Board of Directors.

ARTICLE TWO

Membership

Section 1. *Membership*

- A. Membership of this Corporation shall be vested in the single organization of a given city, county, and or the state of Missouri, organized on a not-for-profit basis, to solicit and serve conventions and visitors, and recognized as the representative organization exercising that function in their respective jurisdiction.
- B. Allied Membership: This non-voting membership category allows full participation in all meetings, programs and official functions of the organization. It is comprised of vendors and suppliers who provide goods and services to the members of this association. Appointed representatives of other associations with shared interest in the tourism industry may join as allied members.
- C. Applications for membership shall be made to the Executive Committee of the Corporation on a form designated by the Executive Committee.
- D. Applications shall be reviewed by the Executive Committee of the Corporation; and if found in keeping with the above membership requirements, the applicant shall be invited to attend the next meeting of the Corporation. By majority vote of the directors present, it shall become a full member.

Section 2. Dues and Assessments. Member organizations shall pay dues and assessments in such amounts at such times as the Board of Directors may prescribe. Any member organization which shall fail to pay any dues or assessments for a period of thirty (30) days after the due date thereof, shall be notified of this failure within thirty (30) days. After the mailing of such written notice, the Board of Directors may terminate the membership of such member organization without further notice.

Section 3. Termination or Suspension of Membership. Any member organization may resign as a member organization at any time by giving written notice of resignation to the Corporation. Any member organization may be suspended or terminated from membership by an affirmative two-thirds (2/3) majority vote of Board for cause, including, without limitation, the nonpayment of dues or assessments after notice as provided in Section 2 above or any other conduct by the member that is, in the good faith judgment of the Board of Directors, a violation of the Bylaws of the Corporation or is inimical to the purpose of the Corporation.

Section 4. Inspection of Bylaws. The Corporation shall keep in its principal office for the transaction of business the original copy of these Bylaws, as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the member organizations at all reasonable times during the ordinary business hours.

ARTICLE THREE

Board of Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Qualifications and Number. The Board of Directors shall include the chief executive officer ("CEO") of each MACVB member organization. The number of regular directors constituting the Board of Directors shall be the same as the number of active member organizations of the Corporation. The principal paid executive of each active member organization (or the principal paid executive of each the convention/visitors division of the member organization) shall be a regular director and shall so serve for as long as the relevant organization is an active member. The regular directors shall have the sole right to vote and otherwise act on all matters acted upon by the Board of Directors.

Section 3. Removal of Directors. Any director may be removed from office with or without cause by the affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors at any special meeting of directors specifically called for the purpose of considering the named director's removal.

Section 4. Annual Meeting. An annual meeting of the Board of Directors, in accordance with Section 2 of Article Four of these Bylaws, shall be held jointly with the annual meeting of the members for the purpose of electing officers and transacting such other business as may come before the meeting. If, for any reason, such annual meeting of directors is not or cannot be held as herein prescribed, the officers may be elected at any meeting of the directors thereafter

called for such purpose pursuant to these Bylaws.

Section 5. *Required Vote.* An affirmative vote of a majority of votes present shall be necessary for the passage of any resolution. Each director shall have only one (1) vote at any meeting. A written proxy may also be given by a director to his designated paid professional from the member organization to vote on specific issues for which a vote is pending as long as the director from whom the proxy is received is from a member organization in good standing at the time of said meeting.

Section 6. *Notice of Secretary of State.* The Board of Directors shall insure that the officers of the Corporation notify the Secretary of State of Missouri of the number of directors constituting the Board of Directors from time to time to the extent that such notification may be required by the Missouri General Not-For-Profit Corporation Act.

Section 7. *Compensation of Directors.* Directors shall not receive any stated salary for their services as such, but each director shall, upon prior approval, be entitled to receive from the Corporation a reimbursement of the expenses duly incurred by him on behalf of the Corporation. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 8. *Committees.* Committees may be established by the Board of Directors as deemed necessary. The president shall appoint the committee's membership and a chairperson to direct its activities.

ARTICLE FOUR

Meetings

Section 1. *Place of Meetings.* All meetings shall be held at a location designated in the notice of the meeting.

Section 2. *Annual Meetings.* There shall be an annual meeting of the member organizations of the Corporation for the purpose of delivering reports and the transaction of any other business. In conjunction with the annual meeting of member organizations, the annual meeting of the Board of Directors shall be held pursuant to the provisions of Article Three, Section 4 of these Bylaws.

Section 3. *Special Meetings.* Special meetings of the Board of Directors shall be held whenever called by the president or by any two or more members of the Executive Committee; to be held at such time and place as may be designated by the person or persons authorized to call such special meetings.

Section 4. *Notice of Meetings.*

- A. Written, printed, or electronic (including e-mail) notice stating the time and place of the meeting shall be delivered to each director, not less than seven (7) days before the date of any meeting of the directors, either personally or by mail, or by the direction of the

president, the secretary, or the Board of Directors. If mailed, such notices shall be deemed to be delivered when deposited in the United States Mail, addressed to the director's address as it appears on the records of the Corporation, with postage thereon prepaid.

- B. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum. A majority of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If at any such meeting less than a quorum shall be present, those attending shall act as a quorum and shall transact all necessary business. Minutes from such meetings shall be transmitted to all directors. If any director shall present objections to any action taken by a partial quorum, that action must be reconsidered by a full quorum of the Board of Directors.

Section 6. Presumption of Assent. A director of the Corporation who was present in a meeting of the Board of Directors which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a contrary vote is recorded or dissent is otherwise entered in the minutes of the meeting. A director may file, with the person acting as secretary of the meeting, a written dissent to any Board of Directors' action at a meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation within seven (7) days of the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7. Ad Hoc Meetings of Directors. If a quorum of the directors entitled to vote shall meet at any place, either within or without the state, and consent to the holdings of the meeting, such meetings shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Section 8. Telephone Meetings. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in the meeting shall constitute presence in person at such meeting. Telephone conference meetings shall also be allowed for meetings of any committee designated by the Board of Directors.

Section 9. Action Without Meetings by Written Consent. Any action required to be taken at a meeting of the directors may be taken without such meeting when consent in writing setting forth the action so taken shall be signed by a quorum all of the directors, entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as the unanimous vote of the directors at a meeting duly held. The term "in writing" shall include facsimile copies of such consent if signed by the sending director and an email consent if such email is identified by the sending director and reduced to a hard copy to be kept in the records of the Corporation.

ARTICLE FIVE

Executive Committee

Section 1. *Members of the Executive Committee.* The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, Immediate Past President, and CEOs of all member bureaus with an annual budget exceeding Five Million Dollars (“\$5,000,000”), assuming they are not already a member of the Executive Committee.

Section 2: *Duties of the Executive Committee.* By December 1 of each year, the Executive Committee shall present an annual budget for the following year for approval by the Board of Directors by December 31. The Executive Committee shall also establish Board of Director meeting dates and perform other duties as assigned by the Board of Directors.

Section 3. *Executive Director.* The Executive Committee may employ an Executive Director, the duties of which shall be determined by the Executive Committee.

ARTICLE SIX

Officers

Section 1. *Nominating Committee.* There shall be a Nominating Committee appointed by the Executive Committee. The committee shall meet at least eight (8) weeks before an election to select a slate or slates of officers for the upcoming two-year term. The members of the Nominating Committee shall consist of at least one member from each budget category.

Section 2. *Election and Term.* The officers of the Corporation shall be elected by the Board of Directors and each officer shall hold office for two (2) years. The officers shall be: President, Vice-President, Secretary and Treasurer.

Section 3. *Removal.* Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, by a 2/3 vote, whenever in its judgment the best interests of the Corporation will be served thereby but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. *President.* The president shall in general supervise and control all of the business and affairs of the Corporation. The president shall sign, with any other officer of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or some other agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.

Section 5. *Vice-President.* In the absence of the president or the president's inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice-

president shall perform such other duties assigned by the president or Board of Directors.

Section 6. Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Executive Committee, the Board of Directors and of all standing committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Corporation records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; and (e) fulfill those tasks as may be assigned by the president or the Board of Directors. Some or all of these duties may be assigned to the Executive Director based upon approval of the Executive Committee.

Section 7. Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; (c) deposit all such moneys in the name of the Corporation in such depositories as shall be selected in accordance with these Bylaws; and (d) perform duties incident to the office of treasurer and such other duties assigned by the president, the Board of Directors or there Bylaws. Some or all of these duties may be assigned to the Executive Director based upon approval of the Executive Committee.

Section 8. Replacement of Officers. Should a vacancy occur in any office through death, resignation, disqualification, removal, replacement, or other cause, the President of the Corporation, at a meeting of the Board of Directors, shall ask for nominations to fill the unexpired term of the vacant position(s). Vacancies will be filled by a majority vote of the Board of Directors from those nominated for the vacant position(s).

ARTICLE SEVEN

Contracts, Loans, Checks, and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence or indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors.

ARTICLE EIGHT

Indemnification

The Corporation shall have the power to indemnify its directors, officers, employees, and agents, notwithstanding the provisions of Section 355.476 of the Missouri Non-Profit Corporation Act, as set forth below.

Section 1. Definitions. As used in this Article Eight, any word or words that are defined in Section 355.476 of the Missouri Non-Profit Corporation Act, as amended from time to time (the "indemnification section"), shall have the same meaning as provided in the indemnification section.

Section 2. Required Indemnification of Directors and Officers. The Corporation shall indemnify and advance expenses to a director or officer of the corporation in connection with the proceeding to the fullest extent permitted by and in accordance with the indemnification section.

Section 3. Additional Permissive Indemnification. In addition to the indemnification of directors and officers as required under Section 2 above, the Corporation may (but is not required to) indemnify and advance expenses to a director or officer of the Corporation as to any expenses actually and reasonably incurred by him or her, including attorney's fees, judgments, fines and amounts paid in settlement in connection with any proceeding, if such director's or officer's conduct has not been finally adjudged by a court to have been knowingly fraudulent, deliberately dishonest, or willful misconduct, notwithstanding that the conduct of the director or officer was such that indemnification under paragraph 2 above is not required, and notwithstanding the conduct of the director or officer with such that indemnification would not, absent the provisions of this Article Eight, be permitted under Section 355.476 of the indemnification section.

Section 4. Indemnification of Employees and Agents. With respect to an employee or agent, other than a director or officer, of the Corporation, the Corporation, except as to such indemnification as is required under Section 355.476 of the indemnification section, may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with any threatened, pending or completed action, suit or proceeding to the extent permitted by and in accordance with the Section 355.476 of the indemnification section.

Section 5. Determination Regarding Permissive Indemnification. Any determination as to indemnification hereunder shall be made by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who are not a party to the proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 6. Insurance. The Corporation shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation against any liability asserted against him and occurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

ARTICLE NINE

General Provisions

Section 1. *Distribution Upon Dissolution.* Upon dissolution of the Corporation its assets shall, after all of its liabilities and obligations have been discharged or adequate provision made thereof, be distributed to the state or any association or associations organized for purposes similar to the purposes of the Corporation as may be designated by a majority of the directors of the Corporation in accordance with Section 355.030 of the General Not-For-Profit Corporation Act of Missouri.

Section 2. *Fiscal Year.* The fiscal year of the Corporation shall be the calendar year.

Section 3. *Conduct at Meetings.* All meetings of the Corporation shall be conducted in accordance with Robert's Rules of Order, except as otherwise provided hereunder or in the Articles of Incorporation.

Section 4. *Reference to Gender and Number.* In these Bylaws, the use of any particular gender or the plural or singular number is intended to include the other gender or number as the text of these Bylaws may require.

Section 5. *Support of Candidates.* The Corporation as an entity shall not support any individual candidates for any office but may, upon the approval of the Executive Committee, support issues.

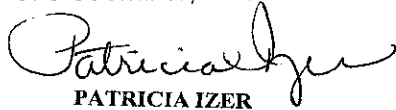
Section 6. *Savings Clause.* References to any governing statute, rule or regulation shall be deemed to refer to any amendment or successor statutes thereto, unless such amendment or successor statute shall significantly affect and alter the intent, meaning and interpretation of these Bylaws, in which event the original statute in effect as of the date hereof shall govern to the extent permissible and not in conflict with applicable law.

ARTICLE TEN

Amendments

The Board of Directors may adopt, add or alter the Bylaws of this Corporation by an affirmative two-thirds (2/3) vote of the Board of Directors in attendance at any meeting thereof.

4 The above are the Amended and Restated Bylaws of the Corporation, adopted this day of December, 2013.

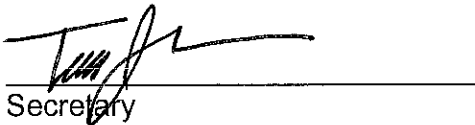


(SEAL)

PATRICIA IZER
Notary Public-Notary Seal
STATE OF MISSOURI
Buchanan County
My Commission Expires: Feb. 27, 2017
Commission #13453852


President


ATTESTED: Exec Clerk


Secretary