

BYLAWS OF THE VISITOR STUDIES ASSOCIATION, INC.

A NON-PROFIT CORPORATION

Approved by the VSA Membership July 18, 2014

Article 1: Name and Purposes

Section 1.1 – Name and Purposes. The name and purposes of the Corporation are set forth in the Articles of Incorporation.

Article 2: Offices

Section 2.1 – Principal Office. The principal office of the Corporation shall be designated by the Board of Directors.

Article 3: Membership

Section 3.1 – Membership. There shall be one class of members in the Association. Membership in the Association shall be open to any individual, organization, institution, or corporation sharing the goals of the Association.

Section 3.2 – Categories of Members. The Board of Directors shall establish categories or groups of members in the Association and shall determine the dues for each category.

Section 3.3 – Rights and Privileges. All Members in good standing are eligible to: (a) vote for election of the Board of Directors including those directors who will serve as officers; and (b) hold office.

Section 3.4 – Annual General Meeting. The Members of the Corporation shall meet annually at either the Visitor Studies Association Annual Conference or the Registered Office of the corporation, or another place designated by the Board. The date, time, and place of each such meeting shall be set by the Board of Directors, and notice shall be given to the Members not less than thirty (30) days prior to the meeting. At such annual meeting, the members shall receive the report of the President and Treasurer. Each Member in good standing shall have one vote on each matter submitted to a vote of Members.

Section 3.5 – Special Membership Meetings. Special meetings of the Membership may be called by the President of the Association or upon the written request of not less than three members of the Board of Directors submitted to the President of the Association. The membership shall be given notice of the date and place of each such meeting not less than ten (10) days prior to the meeting. The purpose(s) of each such meeting shall be stated, and no other business shall be conducted at such meeting.

Section 3.6 – Quorum of Members. The presence in person or virtually of at least one-tenth of the total voting members, shall be necessary to establish a quorum for an Annual General Meeting or a Special Membership Meeting. The vote of a majority (more than half) of the quorum is necessary for the adoption of any item voted on by the members, unless a greater proportion is required by law, the Articles of Incorporation of the Corporation, or any provision of these Bylaws.

Article 4: Board of Directors

Section 4.1 – Name and Qualifications. The business and affairs of the Corporation shall be governed by a Board of Directors. The Board of Directors of the Corporation shall consist of at least twelve (12) but not more than sixteen (16) Directors, at least four (4) of whom shall also be Officers (e.g., President, President-elect, Secretary, Treasurer). Directors and Officers must be Members.

Section 4.2 – Recruitment and Election of Directors. The timing of, and procedures for carrying out the election of Directors shall be determined by the Board Development Committee, consistent with the provisions in these Bylaws having to do with terms of office and qualifications for office. Instructions for carrying out the recruitment and election procedures shall be prepared by the Board Development Committee, reviewed and approved by the Board of Directors, and made available to all Members.

Section 4.3 – Regular Meetings. The Board of Directors shall hold at least two meetings annually, of which one will be held during the annual Visitor Studies Conference.

Section 4.4 – Special Meetings. Special meetings of the Board shall be held at any time when called by the President or upon the written request of not less than three Directors submitted to the President of the Association. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

Section 4.5 – Notice of Meetings. Notice of Meetings. Notice of regular Board meetings shall be in writing and delivered at least 10 days before the meeting. Notices of special meetings shall state that it is a special meeting being called and may be given in writing at least 48 hours prior to the meeting time. Failure of receipt of notice to any member shall not invalidate the meeting.

Section 4.6 – Quorum. A quorum for any meeting of the Board of Directors shall consist of one half of all Directors then in office plus one.

Section 4.7 – Voting. All questions shall be determined by a majority vote (more than half) of the Directors in attendance at any meeting at which a quorum is present, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws. Each Director shall have one vote. Members of the Board may vote via any means represented in Board-approved written Association policy. There shall be no proxy voting.

Section 4.8 – Meetings by Electronic Communication. The Board shall permit any Director to participate in any regular or special meeting of the Board, or the Board may conduct any such meeting through the use of any means of communication by which all of the Directors participating may hear each other during the meeting. A Director who participates in such a meeting by such means shall be deemed to be present in person at the meeting.

Section 4.9 – Terms of Office. The terms of office for all Board members and Officers shall be two years. All board members can serve for three consecutive two-year terms (six consecutive years) before taking a least a one-year hiatus from board service, with the exception of the President and President-elect who will serve in their respective role for a limit of one two-year term. If President-elect is serving in her/his second term on the Board, the term limit may be extended to no more than eight years total. Terms of office commence at the end of the Visitor Studies Annual Conference.

Section 4.10 – Vacancies. A vacancy occurring during the term of office of the President shall be filled by the President-elect. A vacancy occurring in the offices of President-elect, Secretary, or Treasurer shall be filled by appointment of the President until suitable replacement can be recruited by the Board Development Committee and approved by the Board via official vote. A vacancy in any at-large board position shall be filled at the next election for that term of office unless such vacancy leaves the Board with fewer than the minimum number of members, in which case the Board Development Committee will recommend a suitable replacement to the Board of Directors for approval via official vote.

Section 4.11 – Removal. Any member of the Board may be removed at any time for lack of performance or any other cause by the affirmative vote of a majority (more than half) of the Board whenever, in their judgment, the best interests of the Association will be served thereby. Board member(s) under consideration of removal will be notified in writing at least ten (10) days before the removal vote takes place.

Section 4.12 – Duties. Each Officer and Director shall have the duties usual and customary to the office which s/he holds, including, but not limited to, the following:

President: The President shall preside at all meetings of the Members and Directors, and shall have general supervision and management of the business of the Corporation and shall see that all orders and resolutions are carried into effect. The President shall have authority to execute checks and contracts on behalf of the Corporation up to five thousand dollars. Checks and contracts for over five thousand dollars must be approved by the Treasurer.

President-elect: The President-elect shall cooperate with and carry out the directives of the President and shall attend all sessions of the Board of Directors and meetings of the Members. The President-elect will become the President of the Corporation at the end of the President's term of office or shall succeed the President in the event of death, resignation, or removal. The President-Elect shall also exercise the powers of the President on any specific issue on which the current President must excuse him or herself.

Secretary: The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and cause to be maintained the Minutes Book of the Corporation and a current listing, with phone numbers and addresses, of the Directors at the office of the Corporation.

Treasurer: The Treasurer shall oversee: the deposit of funds of the Corporation into the proper accounts of the Corporation; the recondition of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each Board meeting; and the preparation and filing of all end of the year financial reports federal and state tax reports. Funds so deposited shall be subject to withdrawal on checks signed by the Treasurer or the President for amounts up to five thousand dollars. Checks in excess of five thousand dollars must be approved by both the Treasurer and the President.

Directors: The Directors shall attend meetings of the Members and Directors, having an equal vote with the above-named Officers and shall assist in the general supervision of the Corporation and have such other functions and powers as provided in these Bylaws and as otherwise required and authorized by law.

Article 5: Committees

Section 5.1 – Designation of Committees. The Board of Directors shall establish an Executive Committee and such other standing Committees as it shall deem necessary and proper for the effective operation of the Corporation including but not limited to: a Board Development Committee to coordinate recruitment and inauguration of members of the Board of Directors. No committee of the Board shall have any power to approve or propose to Members any action that is required to be approved by the membership.

Section 5.2 – Executive Committee. The Executive Committee shall consist of the President, President-elect, Secretary, Treasurer and such other Board members as the Board shall designate. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. Summary of the circumstances requiring any expeditious action taken by the Executive Committee shall be recorded in the minutes, and the minutes shall be submitted to the Board of Directors.

Article 6: General Provisions

Section 6.1 – Appointed Officers and Staff. (a) The Board of Directors may appoint a chief executive officer, with a title appropriate to the functions of the officer. Other staff shall be appointed by the chief executive officer. (b) The Board of Directors may delegate duties and customary authority to the chief executive officer and staff of the Corporation. The duties and authority delegated shall be memorialized in written job descriptions. (c) The chief executive officer shall be subject to hire and termination by the Board of Directors. Other appointed staff shall be subject to hire and termination by the chief executive officer. (d) The chief executive officer shall attend and participate in meetings of the Board of Directors and of the Executive Committee and other Committees but shall not be entitled to a vote.

Section 6.2 – Contracts, conveyances, and other instruments. Contracts, conveyances, and other instruments to be executed in the name of the Corporation shall be signed by such Officers as may be designated by the Corporation's Board of Directors.

Section 6.3 – Conduct of Members. The meetings of the Corporation's Members and the Board of Directors shall be governed by these Bylaws and by written Board resolutions on the conduct of meetings available to the membership. The default authority is the current edition of the Robert's Rules of Order Newly Revised.

Section 6.4 – Indemnification. To the fullest extent permitted by Alabama statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the

corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

Article 7: Amendments

Section 7.1 – Amendments to the Bylaws. Any proposed amendment(s) to these bylaws must be submitted to a vote of the Board of Directors and then, if approved by a 2/3 vote of the of the Board of Directors present and entitled to vote at a meeting at which a quorum is present, to a simple majority vote of the Members at the Annual General Meeting or a Special Member Meeting. Proposed amendment(s) must be submitted to the Directors and Members in writing with written notice of the meetings to decide on the proposed amendment(s) at least ten (10) days prior to the meeting dates.

Article 8: Records and Financial Reports

Section 8.1 – Review of Records. The books, records, and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any member of the Corporation at the principal office of the Corporation where copies may be purchased at reasonable cost.