

CHARLOTTESVILLE-ALBEMARLE CONVENTION AND VISITORS' BUREAU
EXECUTIVE BOARD BY-LAWS
15 December 2025

Article 1
Organization

A. NAME

The name of the organization shall be the Charlottesville-Albemarle Convention and Visitors' Bureau (CACVB). The CACVB is organized to have an Executive Board (hereinafter referred to as the Executive Board).

B. PURPOSE

The purpose of the CACVB and its Executive Board is to promote the resources and advantages of the County, the City, and the region pursuant to the terms and conditions of the Third Amended Agreement to Operate a Joint Convention and Visitors' Bureau (the Agreement), as amended from time to time, including marketing of tourism, as well as marketing of initiatives that: attract travelers to the City and County, increase lodging at properties located within the City and County, and generate tourism revenues within the City and County.

C. LEGAL AUTHORITY

The Executive Board derives its authority from the Third Amended Agreement to Operate a Joint Convention and Visitors' Bureau dated 25 February 2022 and entered into by the Albemarle County Board of Supervisors and the Charlottesville City Council. The Executive Board is enabled as a joint exercise of the powers vested in Albemarle County and the City of Charlottesville pursuant to Virginia Code §§ 15.2-940 and 15.2-1300.

D. POWERS

The Executive Board shall perform the following tasks:

1. Adopt a Strategic Plan;
2. Adopt By-Laws;
3. Adopt Policies and Plans of the Executive Board;
4. Approve Marketing Strategies, Performance Measures and Indicators;
5. Adopt a Budget;
6. Establish an Official Seal and Logo;
7. Acting through its Executive Director, as laid out in Section 3(A)3(g) of the Agreement, enter into Contracts;

8. Appoint, evaluate, discipline, and terminate the Executive Director in accordance with Albemarle County's personnel policies; and
 - i. Albemarle County Human Resources will facilitate the Executive Board's annual review of the Executive Director.
9. Provide regular staffed visitor services at one location within the City of Charlottesville and one location within Albemarle County.

The Executive Director shall perform the following tasks:

1. Administer the CACVB offices—to include entering into office leases—and facilities and regular staffed visitor services;
2. Recruit, hire, and manage the CACVB staff in accordance with Albemarle County's policies;
3. Assist the Executive Board in the exercise of any powers it delegates to the Executive Director as the Board deems necessary and appropriate;
4. Recommend an annual budget to the Executive Board and fulfill all reporting requirements in the Agreement;
5. Report to the Executive Board as required by the Third Agreement to Operate a Joint Convention and Visitors' Bureau, as it may be amended from time to time, and as requested by the Executive Board;
6. Arrange, negotiate, and contract on the Executive Board's behalf for the furnishing of goods, services, privileges, works, or facilities within the scope of the annual budget and in compliance with the Albemarle County procurement laws and procedures;
7. Serve as the Executive Board's purchasing officer or delegate such duties to Albemarle County's purchasing agent, if delegated to Albemarle County's purchasing agent the Executive Director will be a "Department Head" as that term is defined in the Albemarle County Purchasing Manual;
8. Act in good faith to the Executive Board and the CACVB, the City of Charlottesville, and Albemarle County; and
9. Perform other tasks as required by the Agreement, or as it may be amended from time to time.

Article II

Membership

A. VOTING MEMBERS

The CACVB Executive Board is composed of 15 voting members:

1. One member of the Albemarle County Board of Supervisors;
2. One member of the Charlottesville City Council;
3. The Albemarle County Director of Economic Development or their designee;
4. The Charlottesville Director of Economic Development or their designee;

5. The Executive Vice President or Chief Executive Officer of the University of Virginia or their designee;
6. One tourism industry organization representative appointed by the Albemarle County Board of Supervisors;
7. One accommodations representative appointed by the Albemarle County Board of Supervisors;
8. One food and beverage representative appointed by the Albemarle County Board of Supervisors;
9. One tourism industry organization representative appointed by the Charlottesville City Council;
10. One accommodations representative appointed by the Charlottesville City Council;
11. One food and beverage representative appointed by the Charlottesville City Council;
12. The President or Chief Executive Officer of the Charlottesville Regional Chamber of Commerce or their designee;
13. One representative of the arts community jointly appointed by designated members of the County Board of Supervisors and the Charlottesville City Council;
14. One representative of the recreation community jointly appointed by designated members of the County Board of Supervisors and the Charlottesville City Council; and
15. The President or Chief Executive Officer of the Thomas Jefferson Foundation or their designee.

B. TERMS

The members of the Charlottesville City Council and the members of the Albemarle County Board of Supervisors shall be appointed to a term determined by their respective elected bodies.

The tourism industry organization, accommodations, and food and beverage representatives and the arts and recreation representatives shall serve terms of two years. No tourism industry organization representative shall be appointed to more than four consecutive two-year terms, exclusive of time served in the unexpired term of another.

C. ALTERNATES

The Albemarle County Board of Supervisors and the Charlottesville City Council may appoint alternates to attend any meeting(s) that each respective body's regular appointee cannot attend. An alternate attending a meeting may vote and exercise all powers and privileges on behalf of the Board or Council at any such meeting.

D. ATTENDANCE

Members of the Executive Board or their designees are expected to attend all regular and annual meetings of the Executive Board. The Executive Board may request the County Board of Supervisors or the Charlottesville City Council, as the case may be, to replace any Executive Board Member appointed by that body, or designated members thereof, to replace any Member who is absent, or whose designee is absent, from more than three regular meeting during a calendar year. Remote electronic participation is only permitted pursuant to the All-Virtual Meeting Policy of the Charlottesville Albemarle Convention and Visitor's Bureau passed September 15, 2025.

Article III

Meetings and Fiscal Year

A. REGULAR, ANNUAL, and SPECIAL MEETINGS

1. Regular Meetings: The Executive Board shall meet at least once every two months. Additional meetings may be called by the Chair or two or more members of the Executive Board. All meetings shall adhere to the Virginia Freedom of Information Act (Virginia Code §2.2-3700, et seq.).

2. Annual Meetings: The first meeting of a calendar year is the annual meeting, during which officers shall be elected, the day and hour for regular meetings shall be established, and Rules & Procedures shall be approved.

3. Special Meetings: The Chair or any three voting members of the Executive Board may call a special meeting in accordance with the procedures stated in Virginia Code §§ 2.2-3707, 15.2-1417, and 15.2-1418. Notice of special meetings may be delivered to members by electronic mail or by facsimile. Notice shall specify the matters to be considered at the meeting. No matter not specified in the notice shall be considered at such meeting, unless all members are present. The notice may be waived if all members attend the special meeting or sign a waiver. Members may electronically sign a waiver.

B. QUORUM

Eight voting members of the Executive Board physically present at the meeting shall constitute a quorum.

C. AGENDAS

The CACVB Executive Director shall prepare an agenda in advance of each regular and annual meeting of the Executive Board in consultation with the Chair of the Executive Board. Regular and annual meeting agendas must allow for Public Comment in accordance with these by-laws. Any two or more Executive Board members may add an item to an agenda by contacting the

CACVB Executive Director at least two weeks before the date of the Executive Board's regular meeting. The agenda shall be distributed to each Executive Board member by electronic mail at least seven days before the regular and annual meetings. The agenda shall be made available to the public in accordance with the Virginia Freedom of Information act at the same time.

D. ACTION

The Executive Board may only act by a majority vote of those members of the Executive Board present at any lawfully called and held meeting.

E. PROCEDURE

All of the Executive Board's business shall be conducted according to its Rules & Procedures, which are considered a part of these bylaws and incorporated fully herein by reference.

F. FISCAL YEAR

The fiscal year starts on July 1st of each year and ends on June 30th of the following year. The Executive Board shall adopt a budget for the CACVB's fiscal year prior to the start of the fiscal year. The Executive Director shall not deviate from the budget without approval from the Executive Board.

G. PUBLIC COMMENT

Public Comment is limited to 15 minutes total. Each speaker is permitted up to 3 minutes and may only speak on topics germane or materially related to subject matters on the CACVB's meeting agenda. CACVB members cannot respond to or converse with speakers during Public Comment. The Chair or other presiding officer has the discretion to allow an individual speaker to exceed the 3-minute allotment and to extend reasonably the 15-minute limit on Public Comment. The Chair or other presiding officer has the discretion to limit an individual speaker's time to less than the 3-minute allotment if there are many speakers, to ensure that all speakers have an opportunity to be heard.

Article IV Officers

A. CHAIR

The Chair must be elected from the voting membership. The Chair will serve a one-year term or until another member is elected to serve as Chair. The Chair may only serve three consecutive

terms as any officer. The Chair will preside at all meetings and appoint all committees, which may include members or non- members or both.

B. VICE-CHAIR

The Vice-Chair must be elected from the voting membership. At the request of the Chair, or in the event of the Chair's absence, the Vice-Chair will perform the duties and exercise the powers of the Chair. The Vice-Chair will serve a one-year term or until another member is elected to serve as Vice-Chair. The Vice-Chair may only serve three consecutive terms as an officer.

C. SECRETARY

The Executive Director of the CACVB, or their designee, shall serve as the Secretary of the Board. The Secretary shall record the minutes of all CACVB Executive Board meetings.

Article V Committees

The Chair shall appoint all Executive Board Committees. Committees shall serve as advisory bodies that present recommendations to the Executive Board. Committees shall not have any other function, nor shall they have the ability to bind the Executive Board. Executive Board committees are public bodies. Committee meetings must be open to the public unless authorized to be closed by Virginia Code § 2.2-3711.

Article VI By-Laws Amendments

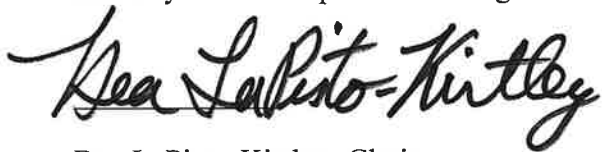
The Executive Board shall have the power to make, amend, or repeal these by- laws by a two-thirds vote of all voting members of the Executive Board; except, however, the Rules & Procedures; after initial adoption by a two-thirds vote of all voting members, may be amended or repealed by a majority vote of all voting members. Any proposed amendment to these by-laws or the Rules & Procedures shall be mailed either by USPS first class or sent by electronic mail to all members of the Executive Board at least ten days prior to the meeting at which the amendments will be voted upon.

Amended this 15th day of December, 2025, in an open public meeting:

Roll Call Vote:

| Director | Vote |
|--------------------------|--------|
| Mr. Francois Abadie | Yes |
| Ms. Olivia Branch | Yes |
| Ms. Andrea Copeland | Yes |
| Mr. Russ Cronberg | Absent |
| Ms. Athena Eastwood | Yes |
| Mr. Chris Engel | Yes |
| Ms. Emily Kilroy | Yes |
| Ms. Bea LaPisto-Kirtley | Yes |
| Ms. Jennifer Lyon | Absent |
| Ms. Jaruchan Palakawongs | Yes |
| Mr. Danny Shea | Yes |
| Ms. Amber Smith | Yes |
| Mr. Brad Uhl | Yes |
| Mr. Juandiego Wade | Yes |
| Ms. Darcie Weigand | Yes |

I, Bea LaPisto-Kirtley, Chair, hereby certify that the Executive Board amended these Bylaws in a lawfully convened public meeting according to the vote tally above.



Bea LaPisto-Kirtley, Chair



Date