

BY-LAWS
OF
TAMPA BAY CONVENTION & VISITORS BUREAU, INC.

ARTICLE 1

Offices

- .1 Principal Office. The principal office of the Corporation shall be located in Hillsborough County, Florida.
- .2 Registered Office. The registered office of the Corporation required by law to be maintained in the State of Florida may be, but need not be, identical with the principal office.
- .3 Other Offices. The Corporation may have offices at such other places, either within or outside Hillsborough County, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

ARTICLE 2

Members

- .1 Membership. The Corporation shall have members who shall be those persons, corporations, limited liability companies, partnerships, associations, or firms elected to membership by the Board of Directors as hereinafter provided.
- .2 Election of Members. Upon written application, any person, corporation, limited liability company, partnership, association or firm eligible for membership under these By-Laws may be elected as a member of the Corporation upon a majority vote of the Board of Directors. The membership application shall be in such form as may be prescribed by the Corporation and shall include the name, address, and occupation of the applicant and, if a corporation, limited liability company, partnership, association or other organization, the name of the individual who shall represent such organization.

.3 Dues and Assessments. Members shall pay dues and assessments in such amounts and at such times as the Board of Directors may prescribe from time to time. Any member who shall fail to pay any dues or assessments for a period of 30 days after the due date thereof shall be notified in writing of such nonpayment, and, if the amount due is not then paid within 60 days after the mailing of such written notice, the Board of Directors may, in its discretion, terminate the membership of such member. Notwithstanding any other provision of these By-Laws, unless expressly authorized by the Board of Directors, municipal or other government entities shall be exempt from the payment of dues or other assessments.

.4 Termination or Suspension of Membership. Any member may resign as a member at any time by giving written notice of resignation to the Corporation. Any member may be suspended or terminated from membership by the Board of Directors for cause, including without limitation the nonpayment of dues or assessments after notice as provided in Section .3 above.

ARTICLE 3

Membership Meetings

.1 Place of Meetings. All regular meetings of members shall be held at the principal office of the Corporation or at such other place within or outside Hillsborough County as shall be designated in the notice of the meeting.

.2 Annual Meetings. There shall be an annual meeting of the members of the Corporation at a date and time designated by the Board of Directors for the election of directors.

.3 Special Meetings. Special meetings of the members of the Corporation may be called at any time or location by the Board of Directors, the Chair of the Board of Directors, or the President/CEO.

.4 Notice of Meetings. Written notice stating the time and place of the meeting, and in the case of a special meeting the purpose therefor, shall be given to each member not less than seven days

before the date of the scheduled meeting. Such notice shall be deemed to be made when deposited in the United States mail, addressed to the member at its address as it appears on the records of the Corporation, with postage thereon prepaid, or when actually transmitted by electronic mail, if correctly directed to an electronic mail address at which the member has consented to receive notice.

ARTICLE 4

Board of Directors

- .1 Powers. The business affairs of the Corporation shall be managed by the Board of Directors.
- .2 Number, Term and Qualifications. The number of directors constituting the Board of Directors shall be determined from time to time by resolution of the Board; provided that no decrease in the number of directors shall have the effect of decreasing the term of any incumbent director; and, provided further, that there shall not be more than [27] directors. The Board of Directors shall be comprised of (1) the Mayor of the City of Tampa, or designee, (2) the Chair of the Hillsborough County Board of County Commissioners, or designee, (3) the Officers of the Corporation, (4) the immediate past Chair of the Corporation, (5) the chair of the Corporation's Finance Committee, (6) three representatives of the lodging industry, (7) two representatives of the attractions industry, (8) two representatives of the restaurant industry, (9) one representative of the travel industry, (10) six representatives of the business community, and (11) such additional persons, to include at all times two past Chairs of the company, as are elected in accordance with these By-Laws. The Board of Directors shall be divided into three classes. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors specified in categories (6) through (11) above. Each director shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, but in no case shall a decrease in the number of directors shorten the

term of any incumbent director. The foregoing directors shall serve in the first instance for terms of one, two and three years, respectively, and until their successors are elected and qualified, and thereafter may serve for two full terms of three years, as extended, in accordance with the provisions of Section 4.3 of these By-Laws.

.3 Election of Directors. The directors shall be elected by a majority vote of the members of the Corporation present and voting at the annual meeting of members. Except as otherwise set forth herein, no director shall be elected to serve more than two consecutive terms of three years, in addition to the initial term for which he or she was elected in 2013; provided, however, that upon a finding by the Board of Directors that such would be of significant importance to the Corporation, the term of a director who already has served two consecutive terms may be extended for an additional one year term. The outgoing Chair of the Corporation and any director elected to a position as an officer of the Corporation shall have his or her term extended for one year, in the case of the outgoing Chair, and each year that a director is elected as an officer; provided, however, in no event shall any director's term be extended for more than four consecutive years. Former directors may be re-elected to the Board of Directors after a one year absence.

.4 Removal. Any director except the directors specified in categories (1) and (2) of Section 4.2 may be removed at any time with or without cause by the vote of a majority of the directors then in office in accordance with procedures adopted by the Board of Directors.

.5 Vacancies. In the event of death, resignation, retirement, removal or disqualification by virtue of a change in a director's employment position during his or her term of office, a successor shall be elected by the Board of Directors to serve until the expiration of the term of the predecessor director. Any director elected to represent one of the positions or industries designated Section 4.2 who changes his or her position or industry from one of such designated areas for a continuous

period of 60 days shall be replaced by a director appointed by the Board of Directors who is qualified by his or her position or industry to represent such designated seat on the Board of Directors.

.6 Compensation and Cost. No member of the Board of Directors shall be compensated for his or her services as a director of the Corporation; nevertheless, each member of the Board of Directors shall be entitled to be reimbursed or to have funds advanced for costs and expenses incurred in rendering his or her services as a director.

ARTICLE 5

Meetings of Directors

.1 Regular Meetings. Regular meetings of the Board of Directors shall be held no less frequently than six times per calendar year, at such times and places as determined by the Board of Directors.

.2 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair, any two directors or the President/CEO.

.3 Notice of Meetings. Written notice stating the time and place of a regular meeting shall be given to each member not less than seven days before the date of the scheduled meeting. Written notice stating the time, place and purpose of a special meeting shall be given to each member not less than two days before the date of the scheduled meeting. Such notice shall be deemed to be made when deposited in the United States mail, addressed to the member at its address as it appears on the records of the Corporation, with postage thereon prepaid, or when actually transmitted by electronic mail, if correctly directed to an electronic mail address at which the member has consented to receive notice.

.4 Waiver of Notice. Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director

attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

.5 Quorum. The number of directors comprising a simple majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

.6 Manner of Acting. Except as otherwise provided in these By-Laws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

.7 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her contrary vote is recorded or the director's dissent is otherwise entered in the minutes of the meeting or unless he or she files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE 6

Committee of the Board of Directors

.1 Executive Committee. The Executive Committee of the Board of Directors shall be empowered and authorized to exercise all of the powers and authority of the Board of Directors at all times, except during times when the Board of Directors is in session. The Executive Committee shall be comprised of the Officers of the Corporation, the immediate past Chair of the Corporation, the

chair of the Finance Committee and three additional members of the Board of Directors selected by the Board.

.2 Standing Committees. There shall be the following standing committees: By-Laws, Finance, Nominating, Compensation, and the Chairs' Circle.

.a The Finance Committee shall oversee the finances of the Corporation, review and approve the annual budget, ensure that proper financial controls are in place and oversee the work of the auditors of the Corporation's financial statements. The Board of Directors shall appoint a Chair of the Finance Committee, and the Secretary/Treasurer of the Corporation shall serve as a member of the Finance Committee.

.b The Nominating Committee shall recommend to the Board persons to be considered for election to the Board of Directors and the Board of Advisors and for appointment as officers of the Corporation. In making its recommendations, the Nominating Committee will give first consideration for directors to members serving on the Board of Advisors. The Nominating Committee will, in addition, consider nominations for director submitted by members to the Secretary/Treasurer of the Corporation. The immediate past Chair of the Corporation shall serve as chair of the Nominating Committee.

.c The Compensation Committee shall be responsible for overseeing the compensation and benefit programs for the CEO/President of the Corporation, reviewing industry and other relevant salary, benefits and other compensation data for that purpose, and making recommendations to the Board of Directors with respect to the annual reviews and compensation adjustments for the Officers of the Corporation. The Chair, Chair Elect and immediate past Chair of the Corporation, and two additional members of the Board of Directors selected by the Board of Directors shall serve as a member of the Compensation Committee.

.d The By-Laws Committee periodically shall review, with the assistance of legal counsel to the Corporation, the Articles of Incorporation, the By-Laws, Committee charters, and the other governing documents of the Corporation, and recommend to the Board of Directors such changes to those documents as they deem to be necessary or desirable.

.e The Chairs' Circle shall be comprised of all past chairs of the Corporation, whether or not such persons currently serve as members of the Board of Directors or the Board of Advisors. The Chairs' Circle shall act solely in an advisory capacity as a sounding board for and render informal advice to the President/CEO, who shall serve as chair of the committee.

.3 Other Committees of the Board. The Board of Directors shall be authorized and empowered to appoint and establish such additional committees as the Board may deem necessary or proper for the carrying out of its duties and obligations.

.4 Committee Membership. Except as otherwise provided in this Article 6, each committee shall consist of a minimum of three persons, at least a majority of whom shall be members of the Board of Directors or the Board of Advisors.

.5 Meetings of Committees. All provisions of Article 5 pertaining to meetings of the Board of Directors shall also be applicable to meetings of the Executive Committee, the Standing Committees and such other committees as may be established from time to time.

ARTICLE 7

Officers

.1 Officers of the Corporation. The officers of the Corporation shall consist of a Chair, a Chair Elect, a President/CEO, a Secretary/Treasurer and such other officers as the Board of Directors may from time to time appoint.

.2 Appointment and Term. Except the President/CEO who shall be under contract, the officers of the Corporation shall be appointed annually by the Board of Directors. Each officer shall hold office until his or her death, resignation, retirement, removal, or disqualification. No officer shall serve more than two consecutive terms in the same office, except the President/CEO, who shall serve for the duration of his or her contract.

.3 Compensation of Officers. Except the President/CEO, no officer of the Corporation shall be compensated for his or her services as an officer; nevertheless, each officer shall be entitled to be reimbursed or to have funds advanced for costs and expenses incurred in rendering his or her services as an officer.

.4 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board 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 removed.

.5 Bonds. The Board of Directors may by resolution supply any officer, agent, or employee of the Corporation a bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

.6 Chair. The Chair shall be a member of the Board of Directors and the Executive Committee and shall preside at all meetings of the Corporation, the Board of Directors and the Executive Committee. He or she shall also perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

.7 Chair Elect. The Chair Elect shall be a member of the Board of Directors and the Executive Committee and shall perform all duties of the Chair in his or her absence. The Chair Elect shall also perform such other duties as may be prescribed by the Board of Directors from time to time.

.8 President/CEO. The Board of Directors shall appoint a President/CEO, who shall be the chief executive officer of the Corporation and a member of the Board of Directors and the Executive Committee. Subject to the oversight and direction of the Board of Directors, the President/CEO will be responsible for the day-to-day management of the affairs of the Corporation in accordance with the terms of a written contract.

.9 Secretary/Treasurer. The Secretary/Treasurer shall be a member of the Board of Directors and the Executive Committee and shall be responsible for all business and financial records of the Corporation and for the receipt, deposit, investment, and distribution of all funds of the Corporation.

ARTICLE 8

Board of Advisors

.1 Purpose and Mission. The Board of Advisors shall provide advice and consultation to the Board of Directors, participate through Committees of the Board in the work of the Corporation and serve in such other ways as requested by the Board of Directors. In this manner, it is anticipated that members of the Board of Advisors will become familiar with the work of the Corporation so that, in a more informed manner, they may provide assistance to the Corporation in the industry and in the community. It is anticipated that members of the Board of Advisors will have the opportunity to be considered as future members of the Board of Directors and that past members of the Board of Directors may continue their service to the Corporation through membership on the Board of Advisors. The Board of Advisors shall have no legal authority or responsibility with respect to the management of the affairs of the Corporation.

.2 Number and Qualifications. The number of members constituting the Board of Advisors shall be determined from time to time by resolution of the Board; provided that no decrease in the number of advisors shall have the effect of decreasing the term of any incumbent advisor; and, provided further, that there shall not be more than [50] members of the Board of Advisors. The members of the Board of Advisors shall include the Mayor of the Cities of Plant City and Temple Terrace; County Administrator for Hillsborough County; all past Chairs of the Corporation; President, Greater Tampa Chamber of Commerce, Inc.; President, Hillsborough County Hotel/Motel Association, Inc.; Director, Tampa Convention Center; Director, Hillsborough County Aviation Authority; Director, Tampa Sports Authority; Port Director, Tampa Port Authority; President and CEO, The Tampa Bay Partnership; President/CEO, The Tampa Downtown Partnership; President, The Westshore Alliance; President/CEO, Tampa Hillsborough Economic Development Corporation; Executive Director, Tampa Bay Sports Commission; and such additional persons (“At Large Members”) appointed by the Board of Directors. Each of the members of the Board of Advisors, except past Chairs of the Corporation and At Large Members, may designate a representative to serve from time to time in his or her stead.

.3 Term. At Large members of the Board of Advisors shall serve for a two year term and may be re-appointed by the Board of Directors for one additional two year term. In the event of death, resignation, retirement, removal or disqualification of an At Large Member of the Board of Advisors during his or her term, a successor shall be appointed by the Board of Directors to serve until the expiration of the term of the predecessor.

.4 Removal. Any member of the Board of Advisors may be removed at any time with or without cause by the Board of Directors in accordance with procedures adopted by the Board of Directors.

.5 Meetings. Regular meetings shall be held at least once per calendar quarter, and the Annual Meeting of the Corporation shall be deemed to constitute one of the quarterly meetings. Meetings shall be held at the time and place specified in a written notice to members of the Board of Advisors given not less than seven days before the date of the scheduled meeting. Such notice shall be deemed to be made when deposited in the United States mail, addressed to the member at its address as it appears on the records of the Corporation, with postage thereon prepaid, or when actually transmitted by electronic mail, if correctly directed to an electronic mail address at which the member has consented to receive notice.

ARTICLE 9

General Provisions

.1 Distribution upon Dissolution. Upon dissolution of the Corporation after all liabilities and obligations of the Corporation have been discharged or adequate provisions made therefore, the remaining assets shall be distributed as directed by the Board of County Commissioners of Hillsborough County, provided however, that said assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code or corresponding Section of any future federal tax code, and none of the assets will be distributed to any member, director or officer of the Corporation.

.2 Seal. The impression corporate seal appearing on this page is hereby adopted as the corporate seal of this Corporation.

.3 Indemnification. Any person who at any time serves or has served as a director, officer, employee or agent of the Corporation, or in such capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including

attorneys' fees, actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may become liable in any such action, suit or proceeding. The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this By-Law, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her. Any person who at any time after the adoption of this By-Law serves or has served in any of the aforesaid capacities for on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for the indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this By-Law. In addition to all of the foregoing, the Board of Directors 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, or is or was serving at the request of the Corporation as a director, officer, employee or agent or another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him or her in any such capacity, or arising out of his status as such whether or not the Corporation would have power to indemnify him or her against such liability.

.4 Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors.

.5 Amendments. These By-Laws may be amended or repealed, in whole or in part, and new By-Laws may be adopted, by the Board of Directors in accordance with the provisions of the Articles of Incorporation.

Adopted: October 10, 2013