



City of Denton

City Hall
215 E. McKinney St.
Denton, Texas 76201
www.cityofdenton.com

Meeting Agenda

Discover Denton Advisory Board

Wednesday, August 6, 2025

1:00 PM

Development Services Center

After determining that a quorum is present, the Discover Denton Advisory Board of the City of Denton, Texas, will convene in a Regular Meeting on Wednesday, August 6, 2025, at 1:00 p.m. in the Development Service Center Training Room 2 at 401 N. Elm Street, Denton, Texas 76201, at which the following items will be considered:

1. ITEMS FOR CONSIDERATION

- A. [DDAB25-001](#) Welcome remarks and introductions of committee members and staff members.

Attachments: [Exhibit 1 - Agenda Information Sheet](#)

- B. [DDAB25-002](#) Receive a report, hold a discussion, and give staff direction on the bylaws of the Discover Denton Board of Directors.

Attachments: [Exhibit 1 - Agenda Information Sheet](#)
[Exhibit 2 - Proposed Bylaws](#)

- C. [DDAB25-003](#) Receive a report, hold a discussion, and give staff direction on the Inaugural Directors Membership List of the Discover Denton Board of Directors.

Attachments: [Exhibit 1 - Agenda Information Sheet](#)
[Exhibit 3 - Slate of Directors](#)

- D. [DDAB25-004](#) Receive an update regarding Discover Denton operations.

Attachments: [Exhibit 1 - Agenda Information Sheet](#)

2. CONCLUDING ITEMS

A. Under Section 551.042 of the Texas Open Meetings Act, respond to inquiries from the Discover Denton Advisory Board or the public with specific factual information or recitation of policy, or accept a proposal to place the matter on the agenda for an upcoming meeting AND Under Section 551.0415 of the Texas Open Meetings Act, provide reports about items of community interest regarding which no action will be taken, to include: expressions of thanks, congratulations, or condolence; information regarding holiday schedules; an honorary or salutary recognition of a public official, public employee, or other citizen; a reminder about an upcoming event organized or sponsored by the governing body; information regarding a social, ceremonial, or community event organized or sponsored by an entity other than the governing body that was attended or is scheduled to be attended by a member of the governing body or an official or employee of the municipality; or an announcement involving an imminent threat to the public health and safety of people in the municipality that has arisen after the posting of the agenda.

NOTE: The Discover Denton Advisory Board reserves the right to adjourn into a Closed Meeting on any item on its open meeting agenda consistent with Chapter 551 of the Texas Government Code, as amended, or as otherwise allowed by law.

CERTIFICATE

I certify that the above notice of meeting was posted on the official website (<https://tx-denton.civicplus.com/242/Public-Meetings-Agendas>) and bulletin board at City Hall, 215 E. McKinney Street, Denton, Texas, on August 1, 2025, in advance of the 72-hour posting deadline, as applicable, and in accordance with Chapter 551 of the Texas Government Code.

OFFICE OF THE CITY SECRETARY

NOTE: THE CITY OF DENTON'S DESIGNATED PUBLIC MEETING FACILITIES ARE ACCESSIBLE IN ACCORDANCE WITH THE AMERICANS WITH DISABILITIES ACT. THE CITY WILL PROVIDE ACCOMMODATION, SUCH AS SIGN LANGUAGE INTERPRETERS FOR THE HEARING IMPAIRED, IF REQUESTED AT LEAST 48 HOURS IN ADVANCE OF THE SCHEDULED MEETING. PLEASE CALL THE CITY SECRETARY'S OFFICE AT 940-349-8309 OR USE TELECOMMUNICATIONS DEVICES FOR THE DEAF (TDD) BY CALLING 1-800-RELAY-TX SO THAT REASONABLE ACCOMMODATION CAN BE ARRANGED.



City of Denton

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215 E. McKinney St.
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Legislation Text

File #: DDAB25-001, **Version:** 1

AGENDA CAPTION

Welcome remarks and introductions of committee members and staff members.



City of Denton

City Hall
215 E. McKinney Street
Denton, Texas
www.cityofdenton.com

AGENDA INFORMATION SHEET

DEPARTMENT: Discover Denton

CM/DCM/ACM: Sara Hensley

DATE: August 6, 2025

SUBJECT

Welcome remarks and introductions of committee members and staff members.

BACKGROUND

On August 2, 2024, the City Council of Denton approved that Discover Denton would transition from being a line of business of the Denton Chamber of Commerce to an independent Destination Marketing Organization (DMO), beginning with a temporary move under City management. As a result, the Discover Denton Advisory Board will discuss the proposed bylaws and the slate of Directors in order to establish the new stand-alone DMO.

During the first meeting, staff will cover:

1. Welcome remarks and introductions of committee members and staff.
2. Receive a report, hold a discussion, and give staff direction on the bylaws of the Discover Denton Board of Directors.
3. Receive a report, hold a discussion, and give staff direction on the Inaugural Directors Membership List of the Discover Denton Board of Directors.
4. Receive an update regarding Discover Denton operations.

EXHIBITS

1. Agenda Information Sheet
2. Bylaws
3. Slate of Directors

Respectfully submitted:
Kristi Franz
Executive Director



City of Denton

City Hall
215 E. McKinney St.
Denton, Texas 76201
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Legislation Text

File #: DDAB25-002, **Version:** 1

AGENDA CAPTION

Receive a report, hold a discussion, and give staff direction on the bylaws of the Discover Denton Board of Directors.



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Respectfully submitted:
Kristi Franz
Executive Director

BYLAWS

OF

DISCOVER DENTON CORPORATION

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ARTICLE I NAME

The name of the Corporation shall be Discover Denton.

ARTICLE II OBJECTS AND PURPOSES

Section 2.1 Object and Purpose

This Corporation is a nonprofit corporation organized under Texas State Law. The Corporation's object and purpose are set forth in the Certificate of Formation. The Corporation is formed and organized and shall be operated exclusively for non-profit trade or business development purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and as set forth in the Certificate of Formation. Within the scope of the foregoing purposes, and not by way of limitation, the Corporation is formed and organized to serve as the official Destination Marketing Organization (DMO) for the City of Denton and Denton County. The purpose of Discover Denton is to increase and strengthen the City and County by advancing economic growth and vitality through tourism-related development, events, marketing, overnight stays, and visitor contribution to the local economy.

Section 2.2 Principal Place of Business

The Corporation shall maintain its initial principal office at 401 N. Elm Street, Denton, Texas 76201, which may change from time to time provided that it remains in the City of Denton.

Section 2.3 Corporate Powers

Subject to the Certificate of Formation and these Bylaws, the Corporation shall possess and may exercise all the powers permitted under Title 2, Chapter 22 of the Texas Business Organizations Code to be exercised by a nonprofit corporation. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The corporate powers, business and affairs of the Corporation shall be exercised, conducted, and controlled by a Board of Directors (the "Board") which shall be made up of representatives of Stakeholders as set forth in Article III herein.

Section 2.4 Limitations

The Corporation shall not exercise any powers or conduct any activities not permitted under Texas Title 2, Chapter 22 of the Texas Business Organizations Code.

Section 2.5 Anti-Trust

Neither this Corporation nor its members of its Board ("Directors") or any employees shall discuss, engage in, facilitate, or condone activities that restrain competition in violation of state or federal laws or otherwise.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 Powers of the Board

The Board shall have the power to:

- Manage the activities, property, and affairs of the Corporation as permitted by statute, by the Certificate of Formation, or by these bylaws. Such direction shall include but are not limited to; completion of an annual performance review of the Executive Director/CEO of the organization, budget review and approval, assistance in establishing policies, and advocating for the Corporation as appropriate.

Section 3.2 Number and Composition: Initial Board

The initial Board shall consist of thirteen (13) voting Directors (the “Voting Directors”) and five (5) ex officio non-voting Directors (the “Ex Officios”). Each Director will be elected to a three (3) year term commencing at the meeting when elected and shall continue until a successor is elected and qualified at the annual meeting held at the end of the Director’s term. Directors are elected to serve three-year terms and shall serve staggered terms, with one-third (1/3) of the elected Directors to be elected each year for a term of three years. The initial board shall have one third (1/3) of the voting directors who will serve one additional year each, as set forth in Exhibit A.

A Director may not serve more than two consecutive full terms without the affirmative vote of not less than two-thirds (2/3) of the Directors then in office and qualified to vote. A Director who has served two consecutive full terms, plus extensions, if applicable, is eligible to be elected again following a two-year absence from the Board.

The Discover Denton Board seats shall be allocated as follows:

Eleven (11) voting seats shall be filled by representatives of Stakeholders:

- Four (4) hotels; One (1) from the Denton Public Improvement Board, One (1) from the Denton Convention Center/Embassy Suites, and Two (2) hotels located in the City of Denton, Tx.
- Two (2) from Attractions/Events/Venues
- One (1) City of Denton
- One (1) City of Denton Economic Development
- One (1) Dining and Drinking Establishment
- One (1) Denton Main Street
- One (1) Greater Denton Arts Council

Five (5) ex officio non-voting seats shall be filled by the following officials:

- Two (2) representatives appointed by the City Council
- One (1) representative from the Leadership of the Denton Chamber of Commerce
- One (1) representative from an HR/Legal Entity
- One (1) representative from a Financial Entity

In nominating individuals to serve as Directors, the Nominating Committee shall also strive to ensure that the Board represents the diverse community of Stakeholders. The initial Board shall consist of the individuals set forth in Exhibit A, attached hereto and incorporated herein by reference.

Section 3.3 Election and Term of Office

The term for each Voting Director shall be three (3) fiscal years. The term for an individual serving as an Ex Officio shall continue for the time period that such individual serves in the position associated with his or her Directorship.

Except for the initial Board, Voting Directors shall be elected each election year at the last Board meeting of the fiscal year from the Nominating Committee's (defined below) list of candidates. Voting Directors shall be elected by a majority vote of the Voting Directors present at the Board meeting at which an election is held. If a vacant Voting Director seat is not filled at an election held during the last Board meeting of the fiscal year as described above, such vacancy may be filled by an election at a special meeting of the Board. Each Voting Director, including those elected to fill a vacancy, shall remain a Director until expiration of the term and until a successor is elected and qualified. There is a two (2) term limit on the number of terms that a Director may serve unless an exception is approved by the voting margin required under these bylaws.

Section 3.4 Removal

Directors are expected to attend all regularly scheduled Board meetings. Any Voting Director may be removed by majority vote of the Voting Directors present at a regular or special meeting if the Director fails to attend at least fifty percent (50%) of the Board meetings in any twelve-month period without the Board's consent.

The Board shall remove any Voting Director who ceases to meet any of the applicable qualifications set forth in these Bylaws. Voting Directors may also be removed with or without cause at any time by a majority vote of the Voting Directors present at a regular or special meeting.

Section 3.5 Voting Director Vacancies

A Voting Director seat shall be deemed vacant in the case of the death, resignation, removal, or disqualification of such Voting Director. Such vacancies shall be filled through an election by a majority vote of the remaining Voting Directors present at any regular or special meeting. A Voting Director so elected shall serve for the balance of the unexpired term for which he or she was elected and until his or her successor is duly elected and qualified. If one or more Voting Director(s) give notice of resignation from the Board effective at a future date, the Board shall have the power to immediately consider the position vacant or fill such seat at any time up to the proposed resignation date.

Section 3.6 Compensation

Directors shall not receive any compensation for their services, except for the reasonable reimbursement of expenses incurred on the Corporation's behalf if pre-approved by the Chairman (defined below) and ratified by the Board.

Section 3.7 Meetings

The Board's annual meeting shall be held on a date designated by the Board each fiscal year for the purposes of organization, election of officers, and transaction of other business that may properly come before the Board. Other regular Board meetings shall be held monthly at such time and place as may be designated at a time determined by Board resolution. The Chairperson, the Secretary (defined below), or any two Directors may call for a special meeting of the Board at any time and place as specified by such person(s) calling the meeting. Any meeting, regular or special, may be held as provided under state law without the physical presence of some or all of the Directors, by conference telephone, video screen communication, or other communications equipment, as long as all Directors participating in the meeting can hear one another and all Directors consent to the holding of the meeting by this format and are provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to a specific action to be taken by the Corporation.

Notice of the time and place of all meetings shall be given to each Director by electronic transmission, including electronic mail, either directly to the Director or to a person designated by the Director who would reasonably be expected to communicate the notice promptly to the Director. All such electronic mail notices shall be sent to each Director's electronic mail address as shown in the Corporation's records.

Notices given by electronic transmission shall be sent at least 72 hours before the time set for the meetings. The notice shall state the date, time, and location of the meeting. The business to be transacted at the meeting need not be specified in the notice (or waiver of notice) of such meeting, but an agenda for the meeting must be provided to each Director in advance of each meeting.

If there is an urgent decision that must be made, an action may be taken without a meeting and without the required advance notice. In such cases, a written consent stating the action taken must be signed by a majority of the number of Voting Directors. The consent must also state the date of each Voting Director's signature. The Board may vote on an item by electronic mail or other electronic means if the issue is urgent or if the Board authorizes an electronic mail or electronic vote on that issue at a prior Board meeting.

The transaction of any meeting of the Board that may have some notice defect, shall be valid if a quorum was/is present and if, either before or after the meeting, each of the Voting Directors not present signs a written waiver of notice or a written consent to holding the meeting or consents to having held the meeting or an approval of the minutes of the meeting. The waiver of notice or consent should specify the purpose and actions taken during the meeting. All such waivers, consents and approvals shall be filed with the minutes of the meeting.

Notice of a meeting shall also be deemed duly given to any Director who attends the meeting without protesting, before or at the commencement of the meeting, the lack of notice to that Director. Each Director shall register his or her name and address and any names and addresses of designees capable of receiving notice on such Director's behalf with the Secretary of the Corporation and notices of meetings given to such Director at such address shall be valid notices thereof.

Every act or decision done or made by a majority of the Voting Directors present at a meeting duly held at which a quorum is present is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Voting Directors if any action taken is approved by at least a majority vote of the required quorum of the meeting.

If a quorum for a meeting cannot be obtained within an hour of the stated start time for the meeting, a majority of the Voting Directors present, whether or not a quorum, may adjourn the meeting to another time and place. Notice of the adjournment shall be given at least two hours before the time of the rescheduled meeting to the Directors who were not present at the time of the adjournment.

The Chairperson shall preside over all Board meetings. In his or her absence, or if unable to serve for any reason, the Vice Chair/Treasurer shall preside.

Section 3.8 Attendance at Meetings. A director shall be deemed to have been resigned from office if the Director has unexcused absences from 25% or more regular meetings within any consecutive twelve (12) month period. Absences from or attendance at special or emergency meetings shall not be used in determining compliance with the attendance requirements. Attendance shall be reflected in the minutes of all meetings. If a Director has accrued 25% unexcused absences during any consecutive twelve (12) month period, the Chairperson will send written notice to the Director of the attendance requirement.

Section 3.9 Quorum

At any Board meeting, fifty percent (50%) of the Voting Directors shall constitute a quorum. Attendance must be in person or by pre-arranged means as permitted in these Bylaws.

Section 3.10 Conflicts of Interests of Directors

If a Director has any material financial interest in any contract or other transaction with this corporation or if a Director serves as an officer or director of any other corporation, firm, association, or other entity that is or shall be directly interested in any contract or other transaction with this Corporation, (a) the material facts as to the transaction and such Director's interest must be fully disclosed or known to the Board and such contract or transaction must be approved by the Board in good faith, with such interested Director not being entitled to vote thereon, regardless of whether the disinterested Directors constitute a quorum; and (b) the material facts regarding such Director's common Directorship, officer status, and/or financial interest in such entity contracting/transacting with the Corporation must be fully disclosed, in good faith, noted in the minutes, and be made known to all Directors present at the meeting before consideration by the Board of such contract or transaction. Such a contract or transaction must also have been authorized in good faith by a majority of the Board by a vote sufficient for the purpose without counting the vote of the interested Director, regardless of whether the disinterested Directors constitute a quorum.

However, if a majority of the Directors are composed of persons who have a conflict of interest, each such Director with a conflict must file an affidavit noting their conflict. Once the affidavits are filed, each Director may discuss and vote on the issue if the contract or transaction is fair and beneficial to the Corporation when the Board authorizes the contract or transaction, and a majority of the Board authorizes the involved action.

ARTICLE IV OFFICERS AND DUTIES

Section 4.1 Officers

The Corporation's officers shall consist of the Chairperson, Vice-Chair/Treasurer and Secretary, and such other officers as may be elected to offices created by the Board. Officers shall have primary responsibility for the day-to-day activities of the Corporation and shall have powers and duties as specified herein and as may be additionally prescribed by the Board. With the exception of the Chairperson and Secretary, one person may hold two or more offices concurrently. No officer shall

execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.

Officers shall receive no compensation for their services except for the reasonable reimbursement of expenses incurred on behalf of the Corporation.

Other than the initial year's appointment of Directors, the officers of the Corporation shall be elected at the annual meeting of the Board of Directors. Each officer shall hold office for a term of two years and shall serve until their successor shall have been elected and shall have qualified or until their death or resignation. Each elected officer shall be a member of the Board of Directors.

Section 4.2 Chairperson

The duties of the Chairperson shall be: to preside at all meetings of the Board of Directors and the Executive Committee; to appoint advisory committees, unless otherwise directed; to call special meetings whenever the Chairperson deems it necessary; and to carry out such other duties as usually pertain to this office.

Section 4.3 Vice-Chair/Treasurer

In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice-Chair shall perform all duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions of the Chair. The Vice-Chair shall have other powers and perform such other duties as may be prescribed by law, by the Certificate of Formation of the Corporation, or by these Bylaws, or as may be prescribed by the Board. Subject to the provisions of Article IX of these Bylaws, the Vice-Chair/Treasurer shall have the following responsibilities:

- Cause to be exhibited at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request thereof.
- Render or arrange the rendering to the Chair and Directors, whenever requested, an account of any or all of organizational transactions and of the financial condition of the Corporation.
- Oversee the contract agency's preparation and certification of all financial statements to be included in any required reports.
- In general, perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Certificate of Formation of the Corporation, or by these Bylaws, or which may be assigned to him or her by the Board.

Section 4.4 Secretary

The Secretary shall be a Director appointed by the Board from a list compiled by the Nominating Committee. The Secretary shall serve a term of two years. The Secretary shall have the following responsibilities:

- Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all Board meetings, and, if applicable, meetings of Committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

- Work with the Discover Denton staff to ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- Act as custodian of the records as authorized by law or by these Bylaws.
- Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request thereof, the Bylaws, and the minutes of the proceedings of the Directors of the Corporation.
- In general, work with Discover Denton staff to perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 4.4 CEO/Executive Director

The Board of Directors shall employ a CEO/Executive Director to manage the day-to-day operations of the Corporation. The CEO/Executive Director is responsible for implementing the policies and projects established by the Board and for carrying out any additional duties as directed by the Board of Directors. The Chairperson of the Board shall serve as the direct supervisor of the CEO/Executive Director. The Board of Directors shall determine compensation for the CEO/Executive Director.

Section 4.5 Removal and Resignation

The Board may remove any officer, with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board or to the Chairperson or Secretary of the Corporation. Any such resignation shall take effect at the Board's discretion, being either the date of the receipt of such notice or at any later date specified therein if acceptable to the Board. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.6 Vacancies

In the event of a vacancy in any office other than that of the Chairperson, such vacancy may be filled temporarily by action of the Chairperson until such time as the Board shall fill the vacancy, thereafter, the Board shall appoint an individual to serve in such vacant office subject to the limitations set forth herein.

ARTICLE V COMMITTEES

Section 5.1 Creation and Powers

The Executive Committee may create one or more committees (each a "Committee") with Board authority, each consisting of two or more Directors and persons who are not Directors, to serve at the Board's pleasure. Any such Committee, to the extent provided in these Bylaws or a Board resolution, shall have the full authority of the Board, except that no Committee, regardless of Board resolution, may:

- Finally fill vacancies on the Board or on any Committee;
- Amend or repeal any of these Bylaws or adopt new bylaws;
- Amend or repeal any resolution of the Board that by its express terms is not set out to be amended or repealed by that Committee;

- Finally remove or appoint any other Committees of the Board or their members;
- Approve any contract or transaction to which the Corporation is a party;
- Amend or repeal any of the Corporation's policies or finally adopt new policies;
- Adopt an annual budget for the Corporation; or
- Amend, adopt, or repeal any Board resolutions.

Section 5.2 Executive Committee

There shall be an Executive Committee consisting of the Chairman, Vice-Chair/Treasurer, the Secretary, and the CEO/Executive Director of Discover Denton and any other officer so appointed. The Executive Committee, unless limited in a resolution of the Board shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between Board meetings including, but not limited to, approval of contracts in excess of a pre-determined threshold amount (to be determined by the Executive Committee); subject to the limitations set forth in Article IV, Section 1 of these Bylaws.

The Executive Committee shall inform the Board of all of its decisions made at the Board's next scheduled meeting and/or by timely distribution to the Board of the minutes of the Executive Committee's meeting.

Section 5.3 Nominating Committee

There shall be a Nominating Committee, consisting of at least three (3) Voting Directors, one of whom shall serve as its chair. The Nominating Committee shall identify and nominate qualified candidates for (a) Board seats and (b) officers other than Chairperson of the term next due or overdue for election. A person may not be nominated without his or her prior consent. The Nominating Committee shall be appointed at least thirty (30) calendar days before the date of the applicable election. The Nominating Committee shall make its report to the Secretary of the Corporation at least ten (10) calendar days before the date of election, and the Secretary shall forward to each then serving Director a list of all candidates nominated by the Nominating Committee.

Section 5.4 Meetings and Action

Meetings and action of Committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the Committee and its members for the Board and the Directors, except that the time for regular meetings of Committees and the calling of special meetings of Committees may be set either by Board resolution or, if none, by Committee resolution. The Chairperson retains the discretion to appoint and / or terminate ad hoc committees and taskforces.

ARTICLE VI EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 6.1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, will authorize the CEO/Executive Director of Discover Denton to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 6.2 Checks and Deposits

All processing of checks and deposits will be in accordance with the policies, procedures, and internal controls of the City for Accounts Receivable, Accounts Payable, Revenue and Expense transactions of the Corporation.

The Board, by Board Resolution, will appoint the CEO/Executive Director of Discover Denton or another designee with the authority to endorse and sign checks, notes and other obligations on behalf of the Corporation without obtaining the endorsement or signature of an officer or additional Board approval.

ARTICLE VII CORPORATE RECORDS AND REPORTS

Section 7.1 Maintenance of Corporate Records

The Corporation shall maintain the following records at its principal office:

- All Board or Committee meetings indicating the time and place holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses; and
- A copy of the Certificate of Formation and these Bylaws, as amended to date.

Section 7.2 Directors' Inspection Rights

Every Director shall have the right at any reasonable time to inspect and copy any of the Corporation's books, records, and documents.

ARTICLE VIII MISCELLANEOUS

Section 8.1 Indebtedness

The Corporation shall not incur obligations or indebtedness for the current or any future fiscal year in excess of its anticipated revenues that will be available by the time of the fiscal year in which the obligation will become due.

Section 8.2 Maintenance and Inspection of Records

A copy of the Corporation's Certificate of Formation and Bylaws, as amended to date and all other documentation required by Texas law, shall be maintained at the principal office of the Corporation and shall be open to inspection by any officer or Director at all reasonable times during office hours.

Section 8.3 Required Filing with the Secretary of State

The Secretary, or such other officer or contracted entity as the Board may designate, shall file a required statement of officers and agent for service of process with the Secretary of State in accordance with the Texas Business Organizations Code. The required statement shall be on the form prescribed by the Secretary of State.

Section 8.4 Fiscal Year

The fiscal year of the Corporation will end on December 31st of each calendar year unless the Board adopts an alternative fiscal year.

**ARTICLE IX
AMENDMENTS**

Section 9.1 Amendment to Bylaws

New bylaws may be adopted, or these Bylaws may be amended or repealed by approval of a majority vote of the Directors present at a regular or specially called Board meeting. A copy of the proposed amendment or new bylaws shall be included in the notice of the meeting given to each Director at which the amendment(s) are to be considered.

Section 9.2 Amendment to Certificate of Formation

The Certificate of Formation may be amended or repealed by approval of a two-thirds vote of the Board members present at a regular or specially called Board meeting. A copy of the proposed amendment shall be included in the notice of meeting given to each Director at which the amendment(s) are to be considered.

**ARTICLE X
DUTIES, NON-LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES AND OTHERS ACTING ON BEHALF OF THE CORPORATION**

Section 10.1 Duties and Non-Liability

Each Director shall perform the duties of a Director, including duties as a member of any Committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best

interests of the Corporation, and with such care including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a Director, he/she shall be able to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by one or more officers or agents of the Corporation whom the Director believes to be reliable and competent in the matters presented, legal counsel, independent accountants, other persons as to matters which the Director believes to be within such person's professional or expert competence; or

A Committee on which the Director does not serve, as to matters within its designated authority, which Committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when necessitated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of Director in accordance with this Section shall have no liability based on any alleged failure to discharge the person's obligations as Director.

Section 10.2 Indemnification

To the fullest extent permitted by law, the Corporation shall indemnify its Directors, officers, employees, contracted agent, and other persons described in the Texas Business Organizations Code, including persons formerly occupying any such position, against all expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that section and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section.

On written request to the Board by any person seeking indemnification, the Board shall promptly determine whether the applicable standard of conduct set forth in these Bylaws has been met and, if so, the Board shall authorize indemnification. If a majority of the Directors are composed of persons who are seeking indemnification, each requesting Director must file an affidavit noting their interest in this vote. Once affidavits are filed, each Director may vote on the issue if the item is fair to the Corporation when authorized, and a two-thirds vote of the Board present at a regular or specially called Board meeting authorizes indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceedings covered by this section shall be advanced by the Corporation before final disposition of the proceeding. The advance will be repaid by the person unless it is determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 10.3 Insurance

This Corporation, subject to the review and approval of the Executive Committee, shall have the right to directly or through its contracted agent purchase and maintain insurance to the full extent required by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's or agent's status as such. The Executive Committee shall oversee the procurement of such insurance.

EXHIBIT A
INITIAL DIRECTORS AND TERMS
(RECOMMENDATIONS ONLY, NOT APPROVED)

Name of Director and Category	Terms Expire (date)
Hotels (4)	
Denton Tourism Public Improvement District Chair	12/31/2029
Denton Convention Center/Embassy Suites General Manager or Designee	12/31/2029
Hilton Garden Inn	12/31/2028
Best Western Premier	12/31/2028
Attractions/Events/Venues (2)	
North Texas Hotel and Rodeo	12/31/2029
Denton Black Film Festival	12/31/2028
City of Denton (1)	
Appointee from the City Manager	12/31/2029
City of Denton Economic Development (1)	12/31/2028
Dining and Drinking Establishments (1)	
Denton County Brewing Company	12/31/2029
Denton Main Street (1)	
Denton Main Street Leadership Representative	12/31/2029
Greater Denton Arts Council (1)	
Executive Director or Designee	12/31/2028
Ex Officio (5)	
Two (2) Representatives from the City Council of Denton	
One (1) Representative from the Leadership of the Denton Chamber of Commerce	
One (1) Representative from an HR/Legal Entity	
One (1) Representative from a Financial Entity	

CERTIFICATE OF SECRETARY

I, _____, hereby certify:

(1) That I am the duly elected and acting Secretary of DISCOVER DENTON, a Texas nonprofit corporation; and

(2) That the foregoing Bylaws constitute the Bylaws of the Corporation, as duly adopted by the Directors effective as of _____, 2025.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 2025.

Secretary, 2025 Discover Denton Board of Directors

(SIGNATURE)



City of Denton

City Hall
215 E. McKinney St.
Denton, Texas 76201
www.cityofdenton.com

Legislation Text

File #: DDAB25-003, **Version:** 1

AGENDA CAPTION

Receive a report, hold a discussion, and give staff direction on the Inaugural Directors Membership List of the Discover Denton Board of Directors.



City of Denton

City Hall
215 E. McKinney Street
Denton, Texas
www.cityofdenton.com

AGENDA INFORMATION SHEET

DEPARTMENT: Discover Denton

CM/DCM/ACM: Sara Hensley

DATE: August 6, 2025

SUBJECT

Welcome remarks and introductions of committee members and staff members.

BACKGROUND

On August 2, 2024, the City Council of Denton approved that Discover Denton would transition from being a line of business of the Denton Chamber of Commerce to an independent Destination Marketing Organization (DMO), beginning with a temporary move under City management. As a result, the Discover Denton Advisory Board will discuss the proposed bylaws and the slate of Directors in order to establish the new stand-alone DMO.

During the first meeting, staff will cover:

1. Welcome remarks and introductions of committee members and staff.
2. Receive a report, hold a discussion, and give staff direction on the bylaws of the Discover Denton Board of Directors.
3. Receive a report, hold a discussion, and give staff direction on the Inaugural Directors Membership List of the Discover Denton Board of Directors.
4. Receive an update regarding Discover Denton operations.

EXHIBITS

1. Agenda Information Sheet
2. Bylaws
3. Slate of Directors

Respectfully submitted:
Kristi Franz
Executive Director

INITIAL DIRECTORS AND TERMS (recommendations ONLY, NOT APPROVED)

Name of Director and Category	Terms Expire (date)
Hotels (4)	
Denton Tourism Public Improvement District Chair Emily Wright – Homewood Suites	12/31/2029
Denton Convention Center/Embassy Suites General Manager or Designee Jeff Pritts	12/31/2029
Hilton Garden Inn Jay Darsie	12/31/2028
Best Western Premier Casey Martin	12/31/2028
Attractions/Events/Venues (2)	
North Texas Hotel and Rodeo Glenn Carlton	12/31/2029
Denton Black Film Festival Harry Eaddy	12/31/2028
City of Denton (1)	
Appointee from the City Manager Dustin Sternbeck – Chief Communications Officer	12/31/2029
City of Denton Economic Development (1)	12/31/2029
Kristen Pulido	
Dining and Drinking Establishments (1)	
Denton County Brewing Company Seth Morgan	12/31/2029
Denton Main Street (1)	12/31/2028
Molly Carter	
Greater Denton Arts Council (1)	
Executive Director or Designee Krissi Oden Berry	12/31/2028
Ex Officio (5)	
Two (2) Representatives from the City Council of Denton Vicki Byrd Joe Hollard	

One (1) Representative from the Leadership of the Denton Chamber of Commerce
XXXXXXXXXX
One (1) Representative from an HR/Legal Entity
XXXXXXXXXX
One (1) Representative from a Financial Entity
XXXXXXXXXX



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Legislation Text

File #: DDAB25-004, **Version:** 1

AGENDA CAPTION

Receive an update regarding Discover Denton operations.



City of Denton

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Kristi Franz
Executive Director