

BYLAWS

OF

DENTON TOURISM PUBLIC IMPROVEMENT DISTRICT CORPORATION

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**ARTICLE I
NAME**

The name of the Corporation shall be Denton Tourism Public Improvement District Corporation.

**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.

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 Denton Tourism Public Improvement District

As used herein, the term Denton Tourism Public Improvement District (the "DTPID"), is a business-based district, which shall include all hotels with 75 or more rooms that are located within an area coterminous with the entire City of Denton (the "City"), and which is supported by assessments collected from those hotels.

The hotels subject to DTPID assessments shall be referred to herein as "Stakeholders."

Section 2.4 Corporate Powers

Subject to the Certificate of Formation and these Bylaws, the Corporation shall possess and may exercise all the powers permitted by the Texas Non-Profit Act 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 2.5 Limitations

The Corporation shall not exercise any powers or conduct any activities not permitted Texas Non-Profit Corporation Act.

Section 2.6 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:

- conduct meetings, establish policy, and control the affairs of the District and of the Corporation in accordance with the laws of the State of Texas for the guidance of the officers managing the Corporation’s daily operation;
- exercise all of the Corporation’s powers on its behalf;
- propose an annual service plan covering at least ten years that is consistent with the service plan provisions adopted in the petition for the creation of the District and Section 372.013 of the Texas Local Government Code (the “Service Plan”). The Service Plan shall define the annual proposed costs for the District’s services and is subject to the Denton City Council’s annual approval;
- authorize the transfer of available funds to the City of Denton’s Destination Marketing Organization (“Discover Denton”) or any other payee in accordance with the Service Plan;
- to the extent permitted by law, incur indebtedness for the ordinary uses, benefits, expenses and necessities of this Corporation;
- authorize officers or agents of the Corporation to execute or deliver any contract or instrument the Corporation would otherwise be authorized to enter into on its own behalf;
- authorize the deposit of all Corporation funds to the Corporation’s credit with any board approved financial institutions, all in accordance with the Service Plan and the provisions of the Texas Public Funds Investment Act;
- except for the Corporation as a whole, any contribution, gift, bequest, or device, for the general purposes or for any specific purpose of the Corporation, provided, however, the Board must disclose the Corporation’s receipt of any gift valued above ONE THOUSAND DOLLARS (\$1000), and such disclosure shall be memorialized in the minutes kept in the ordinary course of Board meetings; and
- delegate all or any portion of the above responsibilities and authority to one or more Committees of the Board or to a contracted entity subject to any limitations in these Bylaws.

Section 3.2 Number and Composition: Initial Board

The initial Board shall consist of up to nine (9) positions comprised of three (3) ex officio non-voting Directors (the “Ex Officios”) and six (6) voting Directors (the “Voting Directors”). The initial board shall have three voting directors who serve one additional year each, as set forth in Exhibit A.

The DTPID Board seats shall be allocated as follows:

Six (6) voting seats shall be filled by representatives of Stakeholders:

- Three (3) from hotels with 100 or more sleeping rooms; and
- Three (3) from hotels with between 75 and 99 sleeping rooms

Three (3) ex officio non-voting seats shall be filled by the following officials:

- One (1) shall be filled by Leadership of Discover Denton
- One (1) representative appointed by the City Manager’s office
- One (1) representative from Leadership of the Denton Chamber of Commerce

The Directors shall be individual representatives from Stakeholders that are not delinquent on any of the Corporation’s assessments. In nominating persons to serve ~~as Directors~~ as Directors, the Nominating Committee shall also strive to ensure that ~~the Board~~ 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 two (2) 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 not a limit on the number of terms that a Director may serve.

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. ~~Ex Officiis are not subject to removal under this Section 3.4.~~

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 semi-annually at such time and place as may be designated from time to time by Board resolution. The Chairman, 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 ~~(a) personal delivery of written notice; (b) first class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; (d) 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; (e) facsimile; or (f) other electronic means.~~ All such ~~physical mail,~~ electronic mail ~~or telephone~~ notices shall be ~~given or sent to each~~ the Director's ~~physical address,~~ electronic mail address, ~~or telephone number~~ as shown in the Corporation's records.

~~Notices sent by first class mail shall be deposited in the United States mail at least seven (7) calendar days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least seven (7) calendar days~~ 72 hours before the ~~at~~ 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 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 Chairman 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 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 3.9 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; or (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 ~~President~~Chairman, 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 ~~Chairman~~President 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 need not be a member of the Board. Officers shall receive no compensation for their services except for the reasonable reimbursement of expenses incurred on behalf of the Corporation.

Section 4.2 Chairman

The Chairman is chief executive officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Certificate of Formation of the Corporation or by these Bylaws, or which the Board may prescribe from time to time. Except as otherwise expressly provided by law, by the Certificate of Formation of the Corporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board. The Board may also authorize a contracted entity to execute documents, contracts, checks, or other instruments necessary for the implementation of Board-approved projects.

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 Articles of Incorporation 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:

Have oversight of the contract agency's financial work regarding all funds and securities of the Corporation, and oversee the deposit of all such funds, consistent with the Texas Public Funds Investment Act, in the name of the Corporation in such banks, trust companies, or other depositories.

Report on monies due and payable to the Corporation from any source.

Oversee Discover Denton's disbursement of the funds of the Corporation as may be directed by the Board, ensuring proper vouchers for such disbursements.

Oversee the contract agency's maintenance of adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

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 his or her transactions as Treasurer 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 Articles of Incorporation 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 4.5 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 Chairman/President 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 Chairman/President, such vacancy may be filled temporarily by action of the Chairman/President 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 Board 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 Ex-Officio Representative 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

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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.

~~There shall be an Executive Committee consisting of the President, the Secretary, 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.~~

Commented [AW1]: The deleted paragraph and this are the same, only changing President to Chairman.

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 ~~President~~Chairman 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 ~~President~~Chairman 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, may by resolution, authorize any officer or agent of the Corporation including the Vice President/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, may appoint the Vice President/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.

~~Section 6.3 Gifts~~

~~Directors may accept contributions, gifts, bequests, or devises for themselves in the course of the Corporation's normal business; provided, however, such Director must disclose any gift in excess of TWO HUNDRED FIFTY DOLLARS (\$250) to the Corporation and the remaining Directors.~~

**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 account, 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 shall 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 is 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 with 100 or more rooms

Embassy Suites by Hilton	5/31/202 8 7
Hilton Garden Inn	5/31/2027
Homewood Suites by Hilton	5/31/202 8 7

Hotels with 75 - 99 rooms

Holiday Inn & Suites Denton South	5/31/2027
Hampton Inn & Suites	5/31/202 8 7
Studio 6	5/31/2027

Ex Officio

Representative from Discover Denton Leadership
 Representative from City of Denton – appointed by City Manager
 Representative from Denton Chamber of Commerce Leadership

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CERTIFICATE OF SECRETARY

I, _____, hereby certify:

(1) That I am the duly elected and acting Secretary of DENTON TOURISM PUBLIC IMPROVEMENT DISTRICT CORPORATION, a Texas nonprofit mutual benefit corporation; and

(2) That the foregoing Bylaws constitute the Bylaws of the Corporation, as duly adopted by the Directors effective as of _____, 2024.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 2024.

Secretary, 2024 Denton Tourism Public Improvement District Board of Directors

(SIGNATURE)