ARTICLE I - Name

The legal name of this non-profit corporation is Durham Sports Commission, hereinafter referred to as DSC.

ARTICLE II – Mission, Objectives and Purpose

Section 1. Mission. DSC is a non-profit organization whose mission is to create economic and social impact by leading the community’s efforts to attract, support and promote youth, amateur, collegiate and professional sporting and recreational events. DSC also seeks to maximize the potential of Durham’s sports facilities and venues and provide leadership and guidance to the public and private sector on the development of athletic facilities and programs that will positively benefit the quality of life of the citizens of Durham.

Section 2. Objectives. The objectives of DSC include but are not limited to the following:

a) To define an overall strategy for sports tourism in Durham County.

b) To identify and attract sporting events to Durham including bidding on regional and/or national events as well as supporting and encouraging locally-produced events that will generate visitation based on the availability and capacity of facilities and services.

c) To develop a comprehensive sports tourism service strategy to stimulate interest and desire in attending sports tourism events as well as providing a liaison between events, organizers and fans and the facilities and services that they utilize.

d) To develop a long-term strategy, following an assessment of unmet needs, for the expansion of existing sports facilities for increased use by residents as well as for use in sports tourism events.

e) To educate the public about the economic, social and cultural benefits of developing a sports tourism program.

f) To provide opportunities for Durham’s youth to learn valuable skills from the hosting of sports tourism events through workshops, internships and volunteer opportunities.

g) To engage in such other charitable and educational activities as are compatible with the above purposes.
Section 3. Purpose. It shall be the purpose of DSC to carry out the objectives as stated above in accordance with its Bylaws, Articles of Incorporation, Interlocal Agreements, and other policies and regulations established. DSC shall engage in such charitable, educational, and scientific activities as may qualify it for tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE III – Affiliations

DSC may affiliate with other organizations and agencies as necessary in pursuit of its mission and to facilitate its objectives.

Article IV - Membership

Section 1. Eligibility for Membership. Membership shall be open to any organization, business, public agency, or individual that subscribes to and supports the objectives and purpose of DSC.

Section 2. Membership Categories and Dues. The DSC Board may establish categories of membership and a dues schedule as it deems appropriate.

ARTICLE V – Board of Directors

Section 1. Membership. The governing body of DSC shall be known as the DSC Board of Directors. The Board shall consist of nine individuals appointed in the manner set forth in the April 1, 2016 Interlocal Agreement for the Establishment of a Sports Commission by and among Durham County, the City of Durham, the Durham Convention & Visitors Bureau and the Greater Durham Chamber of Commerce, hereinafter referred to as the Interlocal Agreement.

Section 2. Terms. Members of the initial Board of Directors shall be elected to staggered terms of office, with one-third of the Directors elected for one year, one-third for two years and one-third for three years. Thereafter Directors shall be elected for three-year terms. Directors shall serve no more than two consecutive terms unless they are appointed to an initial term of less than three years or they fulfill a vacancy in an existing term, in which case they are eligible to serve two full terms in addition to a partial term. Directors are not eligible for election again for a period of one year after the expiration of the second full term.

Section 3. Ex-Officio Members. By a majority vote of the Directors present, the Board may appoint non-voting ex officio members to the Board for one-year terms. Ex Officio members may
be reappointed by the Board for an unlimited number of terms, provided they are approved by a majority vote of the Directors present.

Section 4. Attendance. The appointing bodies may establish policies for appointees and shall have the authority to dismiss Directors for failing to meet attendance requirements. DSC shall provide attendance records as required by each appointing body.

Section 5. Resignations and Filling Board of Director Vacancies. Members may resign at any time by submitting a notice of resignation to their appointing body and the Chair of the Board. Vacancies will be filled in the manner prescribed by the appointing bodies. When a Director is appointed to fill a vacancy, such Director shall serve for the unexpired term of his or her predecessor in office and shall be eligible for nomination to two additional full terms. In the event a current Director’s term has expired and the appointing body has not appointed a new Director, the incumbent may continue to serve until the appointing body has made a new appointment.

ARTICLE VI Operations

DSC will be operated by the Durham Convention & Visitors Bureau (DCVB) pursuant to terms and conditions stated in the April 1, 2016 Interlocal Agreement for the Establishment of a Sports Commission by and among Durham County, the City of Durham, the Durham Convention & Visitors Bureau and the Greater Durham Chamber of Commerce. The day to day operations shall be conducted by an Executive Director, who is to be hired and supervised by DCVB and confirmed by the DSC Board of Directors. All personnel working for DSC shall be employees of DCVB.

ARTICLE VII - Officers

Section 1. Officers of the Board of Directors. Officers shall be Chair, Vice Chair, Secretary-Treasurer and Past Chair.

a) The Chair shall preside at all meetings of the Board. The Chair may sign, with any other proper representative of the corporation authorized by the Board, any contract or other instrument which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the corporation. The Chair shall perform all other duties incident to the office and such additional duties as may be prescribed by the Board of Directors from time to time.

b) In the absence of the Chair, or in the event of his/her inability or refusal to act, the Vice-Chair shall preside over meetings of the Board and perform the duties of the
Chair. The Vice-Chair shall also perform all other duties incident to the office and such other duties as may be assigned from time to time by the Chair or the Board of Directors.

c) Secretary-Treasurer. The Secretary-Treasurer shall ensure proper minutes of the meetings of the Board of Directors and oversee the funds and financial records of DSC, subject to such regulations as may be imposed by the Board of Directors and in accordance with the policies and procedures of DSC. The Secretary-Treasurer shall also perform all other duties incident to the office and such other duties as may be assigned from time to time by the Chair or the Board of Directors.

d) The Past Chair shall serve as an advisor to the Chair to ensure continuity between terms of office and shall serve as chair for the nominating committee. The Past Chair shall also perform such other duties as may be assigned from time to time by the Chair.

Section 2. Terms of Office. The Chair, Vice-Chair and Secretary-Treasurer shall serve terms of two years. At least one month prior to the conclusion of the officers' terms, the nominating committee shall nominate a Chair, Vice-Chair and Secretary-Treasurer and present the nominations to the board. The Board will elect its officers, by a simple majority of Directors present, at a scheduled meeting where proper notification is provided to all Directors at least seven days in advance. The Board may accept additional nominations from the floor provided the nominee accepts the nomination and it has been properly seconded.

In the event there is no Past Chair or the Past Chair is unable or unwilling to serve as Chair of the Nominating Committee, the Board may select officers in another manner of its choosing provided the nominations are approved by a majority vote of the Directors present.

Section 3. Vacancies, Resignation, and Removal of Officers. Vacancies in any officer position shall be filled by the Board of Directors upon recommendation of the Nominating Committee. Any officer may be relieved of his or her duties for reasons of negligence or malfeasance by an affirmative vote of two-thirds of the other members of the Board of Directors. Thirty days prior to such a vote, the Officer in question shall be provided with a written statement of the allegations against him or her and the date, time, and place of the meeting during which such allegations will be considered.

ARTICLE VIII – Advisory Board

Section 1. Advisory Board Membership. The Board of Directors shall appoint persons to serve in an advisory capacity to support the work of the organization, advise the Board on policies, and perform such duties or activities as the Board of Directors may request. The Advisory Board shall be comprised of representatives of various sport entities and sports service providers in categories as established by the DSC Board of Directors.
Section 2. Terms. The DSC Board shall establish terms of service as it deems appropriate.

ARTICLE IX - Meetings

Section 1. Board of Director Meetings. The Board shall have regular meetings at least quarterly. The Board may schedule regular meetings more frequently if necessary or desired. Written notice of meetings shall be provided to Directors and to the public via notification to the City and County Clerks, at least seven days prior to the meeting and shall include the time and place of each meeting.

Section 2. Special Meetings. The Board may hold special meetings of the Board which may be called by the Chair or any three Directors. Written notice of special meetings shall be provided to each Director at least three days prior to the meeting.

Section 3. Quorum. At all meetings a majority of the Directors shall constitute a quorum for the transaction of business. At all meetings business shall be transacted by a majority vote of all Directors present, except where the Articles of Incorporation or these Bylaws require a greater vote, and any action taken shall be deemed the action of the full Board. There shall be no vote by proxy.

Section 4. Attendance by Telephone. Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with one another or through any technology allowable under law, but only to the extent allowed by the Board of Directors. Such participation in the meeting shall constitute presence in person at the meeting.

Section 5. Action Without a Meeting. Action without a meeting may be taken by the Board of Directors if a majority of the members of the Board consent to such action. Such consent as may be made on an interim basis shall be referred to the full Board of Directors for ratification in a meeting or by mail or email vote.

ARTICLE X – Compensation of Members and Directors

Members and Directors of DSC may receive stipends for their services.

Actual expenses incurred by Members or Directors while conducting DSC business may be reimbursed as approved in advance by the board and in accordance with financial policies and procedures.

ARTICLE XI – Committees

Section 1. Standing Committees. The standing committees of DSC shall be:
a) Grants and Incentives. This committee is responsible for developing, monitoring and updating policies and procedures for the selection and disbursement of grants and incentives. The members shall review grant applications as well as bid proposals requiring incentives or underwriting and make recommendations to the full Board. The committee may also promote grant opportunities and provide technical assistance in preparing grant applications.

b) Nominating. This committee, chaired by the Past Chair, ensures a sustained and viable operation by nominating officers to facilitate the mission and programs of the Board. The members shall nominate a slate of officers to fill all vacancies and contact candidates to ensure a level of commitment and willingness to serve.

Section 2. Ad Hoc Committees. The Chair, with approval of the Board, may appoint or discontinue ad hoc committees as necessary to achieve the objectives of DSC.

ARTICLE XII – Fiscal Year and Finances

Section 1. Fiscal Year. The fiscal year of DSC shall be July 1st to June 30th of each year.

Section 2. Public Sector Revenue. Funding for DSC by the City and County shall be in the manner set forth in the Interlocal Agreement.

a) City of Durham and Durham County funds will be requested by the Durham Convention & Visitors Bureau (DCVB) on an annual basis and deposited to the credit of DSC in a bank or other depository as the Board may select or as determined by DCVB if such power is designated by the Board. DSC maintains control of these funds and is responsible for ensuring they are spent according to the Interlocal Agreement. Currently, these funds are earmarked for underwriting, bid fees, incentives, facility research and scholarships. DCVB will execute disbursements from the funds as per policy and direction of the DSC Board.

b) Durham Convention & Visitor Bureau funds are restricted to marketing and promotional activities as authorized in its enabling legislation. A budget shall be prepared annually by DCVB outlining its expenditures on behalf of DSC and shall be approved by the DSC Board. DCVB shall disburse funds from its budget according to its financial policies and procedures and the Local Government Budget and Fiscal Control Act. To ensure the appropriate earmarks and restrictions, DCVB funds shall not be co-mingled with City and County funds.

Section 3. Private Sector Revenue and the Acceptance of Gifts. Once fully operational, DSC shall seek funds from foundations, businesses, individuals and other sources to enhance its operations. These funds shall be deposited to the credit of DSC in a bank or other depository as the Board may select or as determined by DCVB if such power is designated by the Board. DSC maintains control of these funds and shall disburse them as the Board directs. Funds may be
earmarked to specific projects and purposes but donors do not otherwise have the right to advise on the use or distribution of DSC funds.

The Board may accept any contribution, gift, bequest, or devise for the general purpose or for any special purpose of DSC, subject to the laws of the State of North Carolina and the applicable regulations of the Internal Revenue Service governing non-profit organizations.

Section 4. Audit and Reconciliation of Revenue and Expenses. DCVB shall engage an independent auditor on an annual basis to audit the financial statements of DSC and DCVB expenditures related to DSC. The Audit will be presented to the DSC Board with copies provided to the City and County. The City and County Finance Directors, or their respective designees, shall meet with DCVB and DSC on an annual basis to review the audit and conduct a reconciliation of actual occupancy tax revenue, as well as other income and expenses with respect to DSC.

ARTICLE XIII—Liability

Except as otherwise provided by law, a member of the Board of Directors is not personally liable to the Durham Sports Commission or its members for monetary damages for a breach of the Director’s fiduciary duty. To the extent permitted by law, DSC assumes all liability to any person other than DSC or its members for all acts or omissions of a Director incurred in the good faith performance of his or her duties as a Director.

ARTICLE XIV - Rules of Order

The rules contained in Roberts Rules of Order shall govern all DSC meetings, whether a regular or special meeting, in all cases to which they are applicable, and in which they are not inconsistent with these bylaws or special rules of order adopted by the Board of Directors.

ARTICLE XV – Corporate Records and Reports

Section 1. Maintenance of Corporate Records. DSC shall keep:

a) Minutes of all meetings of the Board of Directors and the Advisory Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
b) 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;
c) A copy of DSC Articles of Incorporation and Bylaws as amended to date; and
d) Annual Reports of the Board of Directors.
Section 2. Inspection and Access. Every Director shall have the right at any reasonable time to inspect and copy at his or her own expense all books, records, and documents of every kind and to inspect the books, records, and properties of DSC as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law. Requests for such inspection shall be submitted in writing to the President & CEO of the Durham Convention & Visitors Bureau who shall arrange for the inspection at a mutually agreed to time. DSC shall provide public access to records as required by applicable law or upon the authorization of the Board of Directors.

ARTICLE XVI - Restrictions and Exempt Activities

Section 1. Prohibition Against Sharing in Corporate Earnings. No Board member, Officer, committee member, employee or other representative of the corporation, or any other private individual, shall receive at any time any of the net earnings of the corporation, provided that this shall not prevent the payment to any such person of reasonable compensation for services rendered to the corporation in affecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets by dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution of the affairs of the corporation, after all debts have been satisfied, all assets then remaining in the hands of the Board of Directors shall be paid in such amounts as the Board of Directors may determine, or as may be determined by a Court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 2. Exempt Activities. Notwithstanding any other provision of these Bylaws, no Board Member, Officer, committee member, employee, or other representative of this corporation shall take any action on behalf of the corporation not permitted by an organization exempt under 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or by an organization contributions to which are deductible under 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XVII - Amendments

These bylaws may be amended by a two-thirds vote of the Directors present at any regular or special meeting of the Board of Directors, provided no less than two weeks' written notice of the proposed amendment shall have been provided to all Directors.
Approved effective the 12th day of October 2016.

Chair: Omar Beasley

Vice-Chair: George Habel

Secretary/Treasurer: Terrence Holt