

August 24, 2016

BY-LAWS
OF
FRESNO/CLOVIS CONVENTION & VISITORS BUREAU

ARTICLE I

NAME

The name of the Corporation shall be Fresno/Clovis Convention & Visitors Bureau (herein referred to as the "Corporation".)

ARTICLE II

OBJECTIVES AND PURPOSES

The objectives and purposes of this Corporation are to cause the cooperation of the various commercial and other business interests in order to promote the general welfare and prosperity of the County of Fresno, State of California, by presenting its advantages as a site for meetings, conventions and trade shows and as a destination for leisure travel by soliciting and servicing such business and encouraging hospitality for the Fresno/Clovis Region visitors; and pursuant to such objectives and purposes:

(1) to promote the Fresno/Clovis Region to all travel markets. In partnership with the hospitality industry, the Corporation generates increased visitor spending, local tax receipts and job development;

(2) to strive for continued organizational excellence and strengthen the organizational financial position;

(3) to strengthen our organizational position in the community by developing partnerships and merging resources from private business, government agencies, nonprofit organizations and individuals into a cohesive, community-wide effort to market the Fresno/Clovis Region as a visitor destination;

(4) to employ all the necessary means and agencies to carry out the foregoing powers, including the power to collect, borrow and disburse monies for said purposes;

(5) to provide for the eligibility of members in accordance with the provisions as set forth in the By-laws of the Corporation; and

(6) to maintain such necessary offices and facilities as shall be necessary or appropriate for the purposes of the Corporation.

ARTICLE III SEAL

The Corporation shall have a corporate seal, which shall be circular in form and shall contain the following inscription:

"FRESNO/CLOVIS CONVENTION & VISITORS BUREAU"
and in the inner circle the words "Incorporated 1987, California."

ARTICLE IV CORPORATE POWERS

The corporate powers, business and affairs of the Corporation shall be exercised, conducted and controlled by a Board of Directors (the "Board") who shall be elected or appointed in accordance with Article VIII, Section 4 below.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS

The Corporation shall maintain its principal office in the County of Fresno, and State of California and may have other offices and transact business at such other place as the Board of Directors may from time to time appoint.

ARTICLE VI
MEMBERSHIP

Section I: Eligibility

Any person, firm, Corporation or organization subscribing to the general purposes and objectives of the Corporation shall be eligible for membership upon payment of membership dues and any prescribed fees.

There shall be three classifications of membership: lodging, (Fresno & Clovis), regular, and public. A lodging member shall be all lodging businesses (e.g. hotel, motels and inns) with more than twenty rooms located within the boundaries of the cities of Fresno and Clovis. A regular member shall be a person, firm, corporation or organization who chooses to partner with the Corporation by either paying membership dues or by agreeing to provide goods and services to the Corporation. A public member is the Mayor of the City of Fresno, and one or more persons who are serving a current term on the Fresno City Council, on the Council of any of the other incorporated city in Fresno County, and/or on the Fresno County Board of Supervisors. A lodging, regular, and public member shall be entitled to all membership privileges and rights as described in these By-laws.

Each member firm, corporation or organization shall designate in writing a partner, officer or employee to be its voting representative authorized to exercise its rights and responsibilities of membership in the Corporation. A public member may designate a City official or employee to exercise his or her rights as a member.

Section 2: Application for Membership

An application for membership shall include a binding affirmation by the applicant that he will abide by these By-laws and all other rules duly declared by the Corporation or its agents, shall be signed by the applicant, shall designate an address for the sending of notices as required by these By-laws (which address may be changed from time to time by written notice to the Corporation), and shall be accompanied by one year's dues in advance.

Section 3: Dues, Fees and Assessments

Dues, fees and assessments to be paid by members, the method of computation thereof, the dates on which they shall be payable and the method of payment, shall be fixed by the Board of Directors of the Corporation. The Membership Committee shall have the right to recommend changes in the above from time to time. There shall be no dues for public members.

Section 4: Failure to Pay Obligations

A member who fails to pay his/her dues or other obligations to the Corporation within ninety (90) days after the same become due and payable shall be delinquent and shall not be a member in good standing. Such member shall be and remain suspended as a member of the Corporation until his delinquency is corrected. A suspended member, during the period of such suspension, shall have no right to vote or to enjoy any of the privileges of the Corporation. Public members shall be considered members in good standing entitled to enjoy the privileges of the Corporation and to serve on the Board of Directors of the Corporation.

Section 5: Termination of Membership

A membership may be terminated for activity that the Membership Committee, with approval of the Board of Directors, deems detrimental to or inconsistent with the interest of the Corporation, including conviction of a felony in a court of law or failure to pay dues or other obligations within a reasonable time, not less than ninety (90) days after said dues or obligations become due and payable.

If the Membership Committee determines that termination is warranted, the member to be terminated shall be given fifteen (15) days notice of the intended termination by first class mail, postage prepaid, addressed to the member at his last address shown on the records of the Corporation. The notice shall state the reasons for termination and shall also state that the member has an opportunity to submit a written statement why the termination should not take place, which statement must be received not less than five (5) days before the effective date of the termination.

The Membership Committee shall consider the member's statement, if any, and may order that the termination shall not take place, or recommend to the Board of Directors that it shall take place as stated in the notice to the member. No member so terminated shall be entitled to the refund of any dues, fees or assessments previously paid to the Corporation.

Section 6: Transfer of Membership and Property Rights of Members

Membership in this Corporation is not transferable or assignable. No member or Director shall possess any property right in or to the property of the Corporation. In the event the Corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for the debts and obligations of the Corporation, the Directors shall dispose of the remaining property in accordance with the Corporation's purposes described in Article II of the Articles of Incorporation. In no event shall any earnings or other property of the Corporation be distributed to ~~or inure to~~ the benefit of any member, former member, Director, or officer of the Corporation, or other private individual, either directly or indirectly.

Section 7: Resignation

A member of this Corporation may resign by filing with the Secretary-Treasurer his or her resignation in writing duly executed. Resignations shall be effective as of the date that the same are filed with the Secretary-Treasurer or such subsequent date as is designated by the resigning member, and the membership of the said member shall terminate and cease as of said date, subject, however, to the liability for the payment of any dues, assessments or other charges theretofore accrued and unpaid in accordance with California law prevailing at the time that the said resignation becomes effective.

At such time as said resignation becomes effective, all rights and other interests of said member in the Corporation and all dues, fees or assessments previously paid by the member shall immediately revert to and become vested in the Corporation. Said member shall be subject to no other liability other than that in this section provided for.

ARTICLE VII MEETING OF MEMBERS

Section 1: Annual Meeting of Members

The annual meeting of members of this Corporation shall be held at a date, time and place to be determined by the Board of Directors.

Section 2: Special Meetings of Members

Special meetings of members may be called (i) by the Board of Directors, (ii) by the Executive Committee, (iii) by the Chair of the Board, or (iv) by written request of five (5) percent or more of the members entitled to vote delivered in person sent electronically by facsimile or e-mail or mailed by first class mail addressed to the Chair or Secretary-Treasurer at the principal office of the Corporation. Each meeting call or request shall state the general nature of the business proposed to be transacted at the meeting. A special meeting shall be scheduled by the Board of Directors or by the Executive Committee on a date not less than thirty-five (35) nor more than ninety (90) days after the receipt of the call or request.

Section 3: Notices of Meetings of Members

Notices of all meetings of members shall be delivered to each member personally by e-mail or facsimile, or mailed by first class mail, not less than twenty (20) days before the meeting. Notice by mail is given at the time it is deposited in the United States mail. Notice of regular meetings may be included in a newsletter or similar publication regularly sent to all members. All notices of meetings shall be addressed to each member then in good standing at the address of the member appearing on the books of the Corporation or given by the member to the Corporation for the purpose of notice. If there is not any such address, notice shall be addressed to the member at the principal office of the Corporation or by publication at least

once in a newspaper of general circulation in the county in which the principal office is located. Each such notice shall specify the place, date and time of the meeting and shall describe generally the business to be transacted at that meeting.

In addition to the notices prescribed above, an agenda for each regular meeting must be posted at least seventy two (72) hours in advance of the meeting date, and an agenda for each special meeting shall be posted at least forty eight (48) hours in advance of the meeting date. Each such agenda must be posted at a location that is freely accessible to the public, and shall set forth a brief general description of each item of business to be transacted or discussed at the meeting. Upon written request, the agenda must also be mailed to any person requesting same as provided in the Ralph M. Brown Act, (Title 5, Division 2, Chapter 9 commencing with section 54950 of the California Government Code). No action or discussion may occur with respect to any item not appearing on the agenda of a regular or special meeting.

Section 4: Quorum

Members in good standing entitled to exercise at least ten (10) percent of the voting power of the membership of this Corporation represented in person or by the designated voting representative of member in good standing shall constitute a quorum for any and all purposes, including the election of Directors, except where a super majority is otherwise required by these By-laws. Those members present at any duly called meeting at which a quorum is present may adjourn the meeting to another date and place certain in the event the withdrawal of members reduces the number of members present to less than a quorum.

Section 5: Adjourned Meeting: Notice

Whenever a meeting of members is duly noticed and convened, but is thereafter adjourned because the number of members present is reduced to less than a quorum, the Corporation may transact any business at the adjourned meeting that might have been transacted at the original meeting without further notice or the posting of a new agenda; provided, however, that if the time and place of the adjourned meeting was not announced at the adjournment of the original meeting or if the adjournment is for more than forty-five (45) days, a notice of the adjourned meeting shall be given to

all members entitled to vote at that meeting in accordance with the provisions of Section 3 of this Article pertaining to notice of an original meeting.

Section 6: Voting

At any meeting of the members, each lodging, regular, or public member in good standing, in person or by its designated voting representative, shall be entitled to one vote, provided and except that no member shall be entitled to vote at any meeting of the members unless all dues due and payable by the member to and including the last day of the month immediately preceding any such meeting shall have been fully paid.

Section 7: No Cumulative Voting

Cumulative voting is not permissible.

Section 8: Action by Written Ballot

(a) Any action that may be taken at any annual regular meeting or special meeting of members may be taken without a meeting, if a written ballot is distributed to every member entitled to vote on the matter on the day that the first written ballot is mailed or solicited. Such distribution of written ballots shall be in the manner provided for giving notice of a meeting of members. The written ballot shall:

- (1) set forth the proposed action,
- (2) provide an opportunity to specify approval or disapproval of any proposal,
- (3) provide a reasonable time within which to return the ballot to the Corporation,
- (4) indicate the number of responses needed to meet the quorum requirement,
- (5) state the percentage of approvals necessary to pass the measure submitted, and

(6) specify the time by which the ballot must be received by the Corporation to be counted.

(b) A matter shall be approved by written ballot if the number of votes cast by written ballot received within the time period specified equals or exceeds the quorum required to be present at a meeting called to consider the proposed action and the number of approvals received equals or exceeds the number of votes which is required for approval at such a meeting. Any written ballots shall be filed with the Secretary of the Corporation and maintained in the records of the Corporation. The result of the written ballot shall be stated in the Corporation's next mailing to members.

ARTICLE VIII BOARD OF DIRECTORS

Section I: Powers of the Board

The Board of Directors shall have the power:

(a) to approve the long range course of the Corporation's vision, values and strategic direction;

(b) to conduct meetings and control the affairs and business and establish policy for the Corporation and to make rules not inconsistent with the laws of the State of California for the guidance of the officers and management of the affairs of the Corporation;

(c) to approve the budget, business plan, marketing plan and performance goals of the Corporation;

(d) to approve all capital expenditures of \$50,000.00 or more, expenditures of \$25,000.00 or more for building renovation or leasing, and expenditures of \$10,000.00 or more for major repairs;

(e) to establish salary ranges for the CEO of the Corporation;

(f) to select, evaluate and remove all appointed officers of the Corporation and to prescribe their powers and duties;

(g) to accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation;

(h) to direct CEO to develop and implement a member orientation program to educate new and existing members about Corporation policies and marketing efforts.

Section 2: Number of Directors

The Board of Directors shall consist of not less than seven (7) nor more than twenty one (21) directors consisting of the following:

(a) One (1) Director shall consist of the Mayor of the City of Fresno or a person designated by the Mayor to act in his/her stead;

(b) One (1) Director, consisting of a member of the Fresno County Board of Supervisors or a person designated by that Supervisor to serve in his/her stead, may be elected to represent the County of Fresno;

(c) One (1) Director, consisting of the City Manager of the City of Clovis or a person designated by the City Manager to serve in his/her stead, may be elected to represent the City of Clovis;

(d) Additional Directors (the "Non-Governmental Directors") may be elected from the membership to represent business and industry. These Directors should reflect a proportionate representation of the businesses impacted by the visitor and convention trade and represent a fair and just division of City and Countywide interests. To insure proportionate representation, two-thirds (2/3) of Directors will be from the lodging (hotel/motel) industry, with the remaining from the hospitality industry including restaurants, entertainment, attractions, National Parks and transportation (airline, motor coach, and car rental companies). All Directors elected to represent the lodging industry, and all Directors elected to represent the hospitality industry, shall be an owner, or general manager of a lodging or hospitality business.

Section 3: Term of Office

Each elected Director shall hold office for a term of three (3) years commencing on the first day of January following his or her election; provided that the Mayor of the City of Fresno and the appointed County Supervisor, or their designated representatives, shall serve only during the Mayor's or the appointed Supervisor's term of office. Persons appointed to fill mid-term vacancies on the Board shall only serve the balance of the unexpired term. No Director shall serve for more than two (2) full consecutive terms; provided that an appointment to fill a vacancy for less than one half (1/2) of another Director's term shall not count against this limitation or 2/3 Board vote to allow Director to serve 3rd 3 year term.

Section 4: Nomination and Election of Directors

The Nominating Committee will notify the Board of the names of those Non-Governmental Directors whose terms are about to expire, whether the incumbent is eligible to serve and wishes to serve a subsequent term, and the names of candidates nominated by the Committee to fill each of those positions, so long as that candidate satisfies the criteria set forth in Article VIII Section 2 for the seat to which he/she is nominated. Only persons who have given their consent to serve on the Board shall be nominated.

The list of nominees will be presented to the Executive Committee and if approved will be brought forward at the following Board Meeting for final vote of approval.

Section 5: Vacancies

A vacancy on the Board of Directors shall be deemed to exist in the case of death, resignation or removal of any Director or for any other cause provided for by in these By-laws. If a Director should fail to attend three (3) consecutive meetings of the Board or fails to attend two thirds (2/3) of the scheduled Board meetings during any calendar year without leave granted by the Board Chair, the Director shall automatically lose his or her seat on the Board. Vacancies in Non-Governmental seats on the Board may be filled by plurality of the remaining voting Directors. When one or more Directors shall give notice of his or her or their resignation to the Board of Directors effective at a future date, the Board shall have the power to fill the vacancy or vacancies to take effect when such resignation or resignations

shall become effective, and each Director so appointed shall hold office until his or her successor is duly elected and qualified.

Section 6: Compensation

Directors shall not receive any salary for their services.

Section 7: Meetings

(a) The Board of Directors shall meet monthly when feasible, but in no event less than six (6) times per year. An agenda for each regular meeting shall be posted seventy two (72) hours or more in advance of the meeting at a location that is available to the general public and mailed to any person requesting a copy thereof in accordance with the Ralph M. Brown Act.

(b) Special meetings of the Board of Directors may be called at any time at the request of the Chair, The Executive Committee or a majority of the Board of Directors. Notice of the time and place of any special meeting of the Board of Directors and describing the business to be transacted at the special meeting shall be given to each Director twenty four (24) hours or more in advance of the meeting date by electronic means, including facsimile transmission or e-mail, or by a writing delivered in person or by mail to the Director's address shown on the records of the Corporation. The agenda for the special meeting shall be posted twenty four (24) or more hours in advance of the meeting at a location that is available to the general public and mailed to any person requesting a copy thereof in accordance with the Ralph M. Brown Act.

(c) Emergency meetings may be called at any time by a majority of the Board of Directors without any notice or agenda in the manner set forth the Ralph M. Brown Act.

(d) No business may be transacted at a regular or special meeting other than that identified on the posted agenda unless the Board determines, by a two thirds (2/3) vote of the members present (but in no event less than a majority of the entire Board) that there is need for immediate action on some item of business that came to the attention of the Corporation after the agenda was posted.

(e) Any meeting, regular or special, may be held without the physical presence of some or all of the Directors, by conference telephone or electronic communications equipment, as long as all Directors participating in the meeting can hear or communicate with one another.

(f) The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a written consent to holding of the meeting or an approval of the minutes of 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.

(g) Each Director shall register his name and address with the Corporation and notices of meeting mailed, faxed, e-mailed or personally delivered to or telephoned to such Director at such address shall be valid notice thereof.

(h) Every act or decision taken or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. Those Directors present at any duly called meeting at which a quorum is present may adjourn the meeting to another date and place certain in the event the withdrawal of a Director reduces the number of Directors present to less than a quorum. The Board may transact any business at the adjourned meeting that might have been transacted at the original meeting without further notice or the posting of a new agenda for the adjourned meeting.

(i) The Chair shall preside at all meetings of the Board of Directors and in his or her absence or inability to serve for any reason the Vice Chair shall preside. The Secretary-Treasurer will preside in the absence of both the Chair and Vice Chair. All meetings of the Board shall be governed by Robert's Rules of Order (revised) unless inconsistent with these By-laws or with rules adopted by the Board of Directors.

Section 8: Quorum

At any meeting of the Board of Directors, no less than forty percent (40%) of the voting members of the present Board shall constitute a quorum.

Section 9. Conflicts of Interest

(a) No member of the Corporation's Board of Directors shall make, participate in making, or in any way attempt to use his official position to influence the making of a Board decision in which he knows, or has reason to know, that he has a financial interest. A member of the Board of Directors has a financial interest in a decision if it is reasonably foreseeable that the decision will have a direct financial effect, distinguishable from its effect on the public at large or on the entertainment or hospitality industry generally, on the Director, on his or her family, or on any of the following:

- (1) Any business entity in which the Director has a direct or indirect investment worth \$2,000.00 or more or in which the Director serves as a director, officer, partner, trustee, employee, or holds a position of management;
- (2) Any real property in which the Director has a direct or indirect interest worth \$2,000.00 or more;
- (3) Any source of income of \$500.00 or more received by the Director within 12 months prior to the time when the decision is made.

(b) A Director who has a financial interest in a decision shall, immediately prior to the consideration by the Board of the matter, do all of the following:

- (1) publicly identify the financial interest that gives rise to the conflict of interest;
- (2) recuse himself or herself from discussing and voting on the matter;
and
- (3) leave the room until after the discussion vote, and *or* other disposition of the matter is concluded.

(c) The Director's absence from the discussion and abstention from the vote should be recorded in the minutes of the meeting. Approval of any action of the Board of Directors must be by a majority of disinterested members.

(d) In addition to the proscription against the participation by a Board member in a decision in which he or she has a financial interest, the Board shall at no time:

(1) provide gifts or rewards to any salaried, wage or contract employee of the City or County of Fresno or the City of Clovis,

(2) hire, employ, retain or in any way compensate employees of any organization that operates or maintains the Fresno City and County Convention Center.

(3) hire, employ or retain or in any way; compensate salaried or wage employees of the City or County of Fresno or the City of Clovis.

(4) acquire any assets for use by, or contribution to , the City or County of Fresno or the City of Clovis except as prescribed in Chapter 3, Article 1 of the Fresno Municipal Code.

ARTICLE IX OFFICERS AND DUTIES

Section 1: Elected Officers

The elected officers of the Corporation shall be a Chair, Vice Chair and a Secretary-Treasurer. All officers shall be members of the Board of Directors. Any member or designated voting representative of a member in good standing shall be eligible for nomination and election as an elective officer provided the person shall have served at least one (1) year as a member of the Board of Directors at any time prior to nomination for an elective term of office.

Section 2: Term of Office

Each elected officer shall take office on the first day of January following his or her election and shall serve for a term of one year and until a successor is duly elected. No elective officer shall be eligible to serve in the same office for more than two (2) consecutive years.

Section 3: Nomination and Election

The Nominating Committee shall nominate candidates for each elective office to be vacated on the ensuing December 31st. and notify the membership of its choices not less than sixty (60) days before the December Board Meeting. All persons nominated shall have given their prior consent to nomination and election.

The ballot shall indicate those candidates nominated by the Nominating Committee and those nominated by petition. The Nominating Committee shall conduct the election by mailed ballot in which each member in good standing on the date ballots are mailed shall have one vote to cast for each elective office. Multiple votes of each member may not be accumulated for a single nominee but must cast for different nominees. Candidates receiving the highest number of votes for each office shall be declared elected. If, however, no nominations are made by petition, no election is necessary and the Secretary-Treasurer shall cast a unanimous ballot for the candidates of the Nomination Committee.

Section 4: Removal

Any elected officer may be removed by a majority of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 5: Vacancies

A vacancy in any office because of death, resignation, removal disqualification; or otherwise, may be filled by the Board of Directors.

Section 6: Chair

The Chair of the Board shall be the principal elective officer of the Corporation. He or she shall preside at all meetings of the members, the Board of Directors and the Executive Committee. The Chair shall appoint all committee members and the Chairpersons of all committees, subject to ratification by the Board of Directors.

Section 7: Vice Chair

In the absence of the Chair of the Board or in the event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

Section 8: Secretary-Treasurer

The Secretary-Treasurer shall be the chief financial officer of the Corporation and shall be responsible for review and oversight of all funds and securities of the Corporation together with the Chair of the Budget/Finance Committee. He/She shall perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him or her by the Chair, the Board of Directors or the Executive Committee. The Secretary-Treasurer shall perform the duties of the Chair in the absence of both the Chair and the Vice Chair.

Section 9: Appointed Officers.

(a) The Board of Directors may employ a salaried staff President/CEO whose terms and conditions of employment shall be specified by the Board. The President/CEO shall be the chief operating officer of the Corporation. He or she shall be responsible for all day to day management functions. The President/CEO shall:

- (1) manage and direct all activities of the Corporation in accordance with policies established by the Board of Directors
- (2) carry on the work of the Corporation,
- (3) hire, evaluate and fire employees,

(4) define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall, in his/her judgment be in the best interest of the Corporation.

(5) approve and execute contracts and effect purchases of supplies and materials and services for the Corporation, provided that:

(i) the President/CEO may only approve contracts or effect purchases for which monies are available in the budget approved by the Board to pay for same;

(ii) to avoid even the appearance of a conflict of interest, all contracts for goods or services in the amount of \$5,000.00 or more shall be awarded following the issuance of a request for proposal(s) to, or active consideration of, two or more vendors in order to provide a competitive opportunity and ensure that no corporate director or officer benefits from inside information, and

(iii) those contracts enumerated in Article VIII Section 1 (d) must be approved by the Board.

(6) develop and recommend to the Board a marketing plan and annual budget for the Corporation.

(7) attend all the meetings of the Board of Directors, the Executive Committee and all other committees, serving as ex-officio member, without a vote.

(b) The President/CEO shall also have such other duties as may be prescribed by the Board.

Section 10: Compensation

The compensation of the employees of the Corporation shall be determined and recommended by the President/CEO subject to approval by the Budget/Finance and Executive Committees in line with the approved budget.

ARTICLE X COMMITTEES

Section 1. Executive Committee

The Executive Committee shall consist of the Chair and the Vice Chair of this Corporation, the immediate past Chair of the Corporation, the Secretary/Treasurer of the Corporation, the Chair of the Finance Committee, the Mayor of the City of Fresno or his/her designee serving on the Board of Directors, and such additional member or members as may be appointed by the Board of Directors from time to time.

The Executive Committee shall be an advisor to the Board regarding all matters involving the administration of the Corporation or the conduct of its affairs and may exercise those other prerogatives set forth in these By-laws. The Executive Committee may hold meetings at such place or places and at such times upon such notice as it may in its discretion determine. Three members of the Executive Committee shall constitute a quorum for the purpose of making a decision or recommendation.

Section 2. Nominating Committee

The Nominating Committee shall consist of the Chair of the Board, the immediate past Chair of the Board, and three Directors selected by the Board.

Section 3: Standing Committees

The Board may appoint a standing committee for each of the following areas of activity:

- (a) Audit Committee
- (b) Budget/Finance Committee
- (c) Marketing/Business Plan Committee
- (d) Membership Development Committee
- (e) Management Succession, Personnel & Compensation Committee
- (f) Legislative Committee

The chair of each of these standing committees shall be a member of the Board of Directors and shall be selected by the Chair with the approval of the Board. Any member may serve on these committees at the invitation of either the committee chair or the Chair of the Board.

Each committee shall recommend to the Board of Directors, policies and programs to be adopted by this Corporation. Each committee may at its own discretion create sub-committees as it finds desirable.

The Audit Committee shall make its best effort to protect the Corporation's interest by reviewing the audit. The Audit Committee shall report to and be responsive to the Board's direction

Section 4: Special Committees

The Chair of the Board, with the approval of the Board, may appoint such other Ad Hoc committees or task forces as he or she deems necessary and which are not in conflict with other provisions of these By-laws.

Section 5. Committee Limits

Unless authorized by the By-Laws or the Board of Directors, no committee action can be final unless approved by the Board of Directors.

Section 6: Committee Meetings

Unless otherwise provided by the Board of Directors, there shall be no specific quorum required for committee meetings. Any report or recommendation issued by a committee shall state the number of committee members present and voting thereon.

Each committee shall be governed by Roberts Rules of Order (revised) unless inconsistent with these By-laws or with the rules adopted by the Board of Directors.

ARTICLE XI
MISCELLANEOUS

Section 1: Indebtedness

The Corporation shall not incur obligations or indebtedness in any calendar year in excess of its anticipated revenues for the same calendar year, or funds available from cumulated reserves without approval of the Board of Directors.

Section 2: Maintenance and Inspection of Articles and By-laws

A copy of the Corporation's Articles of Incorporation, By-laws and Minutes, as amended to date, shall be maintained at the principal office of the Corporation and shall be open to inspection by any member at all reasonable times during office hours.

Section 3: Annual Report

Not later than one hundred twenty (120) days after the close of the calendar year the Corporation shall prepare an annual financial report containing:

- (1) a balance sheet as of the end of the calendar year,
- (2) an income statement for the calendar year,
- (3) a statement of changes in financial position for the calendar year,
- (4) a statement identifying any transaction with the Corporation in which any Director or officer, had a direct or indirect material financial interest in accordance with the requirements of Corporation Code 8322. The statement shall also describe any indemnifications or advances aggregating more than \$10,000.00 paid to any officer or Director in connection with defense of any legal proceeding.

(a) The report shall be accompanied by a report rendered by an independent accountant analyzing the fiscal activities of the Corporation during said period.

(b) A copy of the most recent annual financial report shall be promptly sent to any member who sends a written request for the report.

Section 4: Required Annual Filing with the Secretary of State

The Secretary-Treasurer or such other officer as the Board of Directors may designate shall file a required statement of officers and agent for service of process with the Secretary of State annually. The required statement shall be on the form prescribed by the Secretary of State.

ARTICLE XII AMENDMENTS

Section 1: Amendment of By-Laws by Members

Amendment to these By-laws may be made at any regular meeting of the membership, or at any special meetings of the members called for that purpose, or by written ballot as provided in Article VII, Section 10, by a majority vote of the members entitled to vote on said amendment and constituting at least ten (10) percent of the voting power of the membership.

Section 2: Amendment of By-laws by Board of Directors

The Board of Directors shall also have the power to amend the By-laws by a vote of two thirds (2/3) of the Board.

Section 3: Amendments of Articles

Amendments to the Articles of Incorporation of the Corporation may be adopted by a vote of two thirds (2/3) of the Board of Directors at a regular meeting of the Board or at a special meeting of the Board duly noticed and held for that purpose.

ARTICLE XIII
DUTIES, NON-LIABILITY AND INDEMNIFICATION OF DIRECTORS AND
OFFICERS

Section I: Duties and Non-Liability

(a) Each Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner the director believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(b) In performing his or her duties, each Director shall be entitled, so long as in any such case he or she acts in good faith after reasonable inquiry when the need for it is indicated by the circumstance and without knowledge that would cause such reliance to be unwarranted, to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) one or more officers or employees of the Corporation whom the Director believes to be reliable and competent in matter presented;

(2) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(3) a committee of the Board on which the Director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence.

(c) A person who performs the duties of Director in accordance with paragraphs (a) and (b) of this Section I shall have no liability based on any alleged failure to discharge the person's obligations as a Director.

Section 2: Indemnification

To the extent provided in California Corporations Code Section 237(d), as the same may be amended from time to time, the Corporation shall indemnify a corporate agent who has been successful on the merits in defending a proceeding described therein. In addition, the Corporation has the power to indemnify any person who is or was a Director, officer, employee, or other agent of this Corporation against expenses, judgments, fines, settlements, and other amounts (including without limitation legal costs and fees) actually and reasonably incurred in connection with any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, as provided in other portions of Section 7237 of the California Corporations Code, as amended from time first class mail or forty-eight (48) hours notice delivered in person or by telephone or telegraph at the director's address shown on the records of the Corporation.

APPROVAL AND EXECUTION

These By-Laws (i) amend and replace in their entirety all Fresno/Clovis Convention and Visitors Bureau By-Laws approved prior to this date, and (ii) have been approved and adopted upon the required 2/3 vote of the Fresno Convention and Visitors Bureau Board of Directors on August 24, 2016.

Chairman

Date

Secretary

Date
