Bylaws of
Fresno/Clovis Convention & Visitors Bureau
A California Nonprofit Mutual Benefit Corporation

ARTICLE I
NAME AND PRINCIPAL OFFICE

Section 1: Name and Corporate Seal. The name of the corporation is Fresno/Clovis Convention & Visitors Bureau (Corporation). 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."

Section 2: Principal Office. The principal office for the transaction of the affairs and activities of this Corporation shall be located in the County of Fresno. The Board of Directors may change the location of the principal office.

ARTICLE II
PURPOSE

Section 1: Organization Purpose. The purpose of this Corporation shall be 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:

A. 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;
B. To strive for continued organizational excellence and strengthen the organizational financial position;
C. 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;
D. 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;
E. To provide for the eligibility of members in accordance. with the provisions as set forth in these bylaws of the Corporation; and
F. To maintain such necessary offices and facilities as shall be necessary or appropriate for the purposes of the Corporation.

Section 2: Owners' Association. This Corporation shall serve as the owner's association for Fresno/Clovis Tourism Business Improvement District (FCTBID). Further, the Corporation is a private entity and may not be considered a public entity for any purpose, nor may its Directors or staff be considered to be public officials for any purpose.

ARTICLE III
LIMITATIONS

Section 1: Assets. This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends of its Directors and is organized solely for nonprofit purposes. No part of the profits or net income of this Corporation shall ever inure to the benefit of any Director, officer or to any individual. Upon the dissolution or winding up of the Corporation, after payment of, or provision for payment of, all debts and liabilities of this Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has been formed to provide benefits or services for the Fresno/Clovis area and which has established its tax exempt status under §501(c) of the Internal Revenue Code. If no such corporation as described above is in existence at the time of dissolution, then the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which has established its tax-exempt status under §501(c) of the Internal Revenue Code.

Section 2: Construction. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE IV
MEMBERS

Section 1: Definitions. This Corporation shall have no members within the meaning of the California Nonprofit Corporation Law, pursuant to Corporation Code §5056.

Section 2: Non-Voting Members. The Corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of non-voting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

ARTICLE V
DIRECTORS

Section 1: Number. The Corporation shall have no less than seven (7) and no more than twenty-one (21) Directors. The Board shall include both Public and Non-Public directors. Non-Public Directors shall include Lodging Directors and Hospitality Directors. Each Director shall have one (1) vote. A reduction in the number of Directors shall not result in any Director's being removed before his or her term of office expires.

Section 2: Tenure. Each Director of the Corporation shall serve for a term of three (3) years commencing on the first day of January following his or her election. Non-Public Directors shall not serve for more than two (2) full consecutive terms, unless 2/3 of the Board of Directors then in office vote to allow a Director to serve a third consecutive term.

There shall be no limit to the number of consecutive terms that a Public Director may serve. The Mayor of the City of Fresno and the appointed member of the Fresno County Board of Supervisors, or their designated representatives, shall serve only during the Mayor's or the appointed Supervisor's term of office.

Section 3: Initial Appointment. The initial members of the Board of Directors shall be appointed by the incorporator of the Corporation.

Section 4: Criteria. The Board shall include Public and Non-Public Directors. Non-Public Directors shall include Lodging Directors and Hospitality Directors.

Public Directors:

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 shall consist of a member of the Fresno County Board of Supervisors or Chief Administrative Officer (CAO) or a person designated by that Supervisor or CAO to serve in his/her stead.
C. One (1) Director shall consist of the City Manager of the City of Clovis or a person designated by the City Manager to serve in his/her stead.
D. One (1) Director shall consist of a member of the Fresno City Council or a person designated by that Councilmember to serve in his/her stead.

Non-Public Directors:

Lodging Directors:

E. At all times, at least 2/3 of the entire Board of Directors must be Lodging Directors, meaning an owner or general manager of a business in the lodging industry (e.g hotels and/or motels).

Hospitality Directors:

F. One (1) Director may include a representative of the Fresno Convention & Entertainment Center.
G. One (1) Director may include a representative of the Fresno Yosemite International Airport.
H. All other Directors may be owners or general managers of businesses in the hospitality industry including restaurants, entertainment, attractions, National Parks and transportation (airline, motor coach, and car rental companies).

Section 5: Nomination of Directors and Annual Election. Directors shall be elected by the Board. A list of nominees shall be presented to the Executive Committee. Upon approval of the Executive Committee, the list of nominees shall be brought forward at the following Board Meeting for final vote of approval. Election of Directors may take place at the annual meeting of the Corporation.

Section 6: Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation law, the provisions of the FCTBID Management District Plan, and any other applicable laws, and subject to any limitations of the Articles of Incorporation and these Bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board.

Section 7: Specific Powers. Without prejudice to the general powers set forth in Article V, Section 6 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

A. Change the principal office or the principal business office in the City of Fresno from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in the City of Fresno for holding any meeting of the Board.
B. Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.
C. To approve the long-range course of the Corporation's vision, values and strategic direction;
D. 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;
E. To approve the budget, business plan, marketing plan and performance goals of the Corporation;
F. 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;
G. To establish salary ranges for the CEO of the Corporation;
H. To select, evaluate and remove all appointed officers of the Corporation and to prescribe their powers and duties;
I. 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;
J. To direct CEO to develop and implement a stakeholder orientation program to educate new and existing stakeholders about Corporation policies and marketing efforts.

Section 8: Occurrence of Vacancies. A vacancy or vacancies on the Board shall occur in the event of:

A. The death, removal or resignation of any Director; or
B. The declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or

found by final order or judgment of any court to have breached a duty arising under Corporations Code §7230-7238, the FCTBID Management District Plan, or other applicable laws; or

C. An increase in the authorized number of Directors; or
D. The failure of an election to elect the number of Directors required to be elected in that election; or
E. A Director missing three (3) meetings in a row or fails to attend two thirds (2/3) of the scheduled Board meetings during any calendar year without leave granted by the Chair, may be removed upon recommendation by the Executive Committee and CEO; or
F. A Director no longer meeting the criteria in Section 4 of this Article.

Section 9: Filling Vacancies. Vacancies in Non-Public seats on the Board may be filled by approval of the Board, or if the number of Directors then in office is less than a quorum, by either:

A. The affirmative vote of a majority of Directors then in office at a meeting held according to the notice provisions of these Bylaws and the Ralph M. Brown Act; or
B. A sole remaining Director.

Section 10: Resignation of Directors. Any Director may resign by giving written notice to the Chair of the Board, if any, or to the Secretary-Treasurer of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Directors' resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Section 11: Removal of Directors. Any Director may be removed, with or without cause, by the vote of the majority of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting is given as provided in Article VI.

Section 12: Compensation and Reimbursement. Directors shall serve as volunteers and shall not be compensated. Directors may be reimbursed for expenses, as the Board may establish by resolution to be just and reasonable to the Corporation at the time that the resolution is adopted.

Section 13: Advisors. The Board may designate individuals to serve as advisors to the Board. Advisors will receive notice of meetings in the same manner as Directors, but will not be considered Directors for any purpose including voting. Advisors shall serve for such terms as determined by the Board and may be removed by the Board at any time.

Section 14: Contracts with Directors. A mere common Directorship does not constitute a material financial interest within the meaning of this Section. No contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any domestic or foreign corporation, firm or association in which one or more of the Corporation's Directors has a material financial interest, is either void or voidable because such Director or Directors or such other corporation, business corporation, firm or association are parties or because such Director or Directors are present at the meeting of the Board or a Committee thereof which authorizes, approves or ratifies the contract or transaction if:

A. The material facts as to the transaction and as to such Director's interest are fully disclosed or known to the Board of Directors and such contract or transaction is approved by the Board of Directors in good faith, with any membership owned by any interested Director not being entitled to vote thereon;
B. The material facts as to the transaction and as to such Director's interest are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the interested Director or Directors and the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified; or
C. As to contracts or transactions not approved as provided in A or B above, the person asserting the validity of the contract or transaction sustains the burden of proving that the contract or transaction was just and reasonable as to the Corporation at the time it was authorized, approved, or ratified.

ARTICLE VI
MEETINGS

Section 1: Annual Meeting. The annual meeting of the Corporation shall be held at a date, time, and place to be determined by the Board. At the annual meeting, Directors and officers shall be elected and other business may be transacted, subject to the provisions of these Bylaws. Notice of the annual meeting shall be posted at least seventy-two hours prior to the meeting in a publicly accessible location and on the Corporation's website, in accordance with the requirements of the Ralph M. Brown Act. Each notice shall state the general business to be transacted, and the day, time and place of the meeting.

Section 2: Board of Directors Regular Meetings. The Board shall meet monthly, or at least six (6) times per year, on dates agreed upon by the Board. Notice of regular meetings shall be posted at least seventy-two hours prior to the meeting in a publicly accessible location, and on the Corporation's website, if any, in accordance with the requirements of the Ralph M. Brown Act. Each such notice shall state the general business to be transacted, and the day, time and place of the meeting. Business may be transacted at any regular meeting of the Board in accordance with the requirements of the Ralph M. Brown Act. 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.

Section 3: Board of Directors Special Meetings. Special meetings of the Board may be called by the Chair of the Board, the Executive Committee, or a majority of the Directors then in office. Notice of special meetings shall be given to each Director stating the time, place, and business to be discussed at least twenty-four hours before the time of the meeting specified in the notice. Notice shall be delivered to the Board personally or by any other means pursuant to Government Code §54956. Notice shall also be posted at least twenty-four hours prior to the meeting in a publicly accessible location, and on the Corporation's website, if any, in accordance with the requirements of the Ralph M. Brown Act.

Section 4: Notice of Meetings. Notice of all meetings will be given in accordance with the provisions of the Ralph M. Brown Act, Government Code §54950 et. seq. The noticing provisions in these Bylaws shall be subject to any amendments of the Ralph M. Brown Act. 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.

Section 5: Place of Meetings. All meetings of the Corporation shall be held at such location in the FCTBID as may be determined by the Board.

Section 6: Telephonic Appearance. Teleconferencing, as authorized by Ralph M. Brown Act, may be used for all purposes in connection with meetings. All votes taken during a teleconferenced meeting shall be by roll call. If teleconferencing is used, the Board shall conduct teleconference meetings in a manner that protects the statutory and constitutional rights of the parties or the public appearing before the Board, and adhere to all statutory requirements.

Section 7: Quorum. At any meeting of the Board, a majority of the Directors of the Board then in office shall constitute a quorum. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present. There shall be no voting by proxies or voting by absentia.

ARTICLE VII
OFFICERS

Section 1: Offices Held. The officers of the Corporation shall be a Chair, a Vice Chair, and a Secretary-Treasurer, and such other officers as the Board may from time to time designate. All officers shall be Directors. Pursuant to Corporations Code §7213, any number of offices may be held by the same person.

Section 2: Election of Officers. The officers of this Corporation shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract. Individuals eligible to be officers must have served at least one (1) year as a Director of the Corporation at any time prior to their service as an officer.

Section 3: Term. All officers shall be elected for a term of one (1) year or until their successors are elected and qualified. No officer shall serve more than two (2) consecutive terms.

Section 4: Removal of Officers. Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause.

Section 5: Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 6: Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by these Bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

Section 7: Responsibilities of 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 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 8: Responsibilities of 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 9: Responsibilities of 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. They 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. The Secretary-Treasurer of the Corporation shall have the following responsibilities:

A. The Secretary-Treasurer shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and any action taken and the vote or abstention on that action of each Director present for the action.
B. The Secretary-Treasurer shall keep or cause to be kept, at the Corporation's principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.
C. The Secretary-Treasurer shall keep or cause to be kept, at the Corporation's principal office or at a place determined by resolution of the Board, a record of the Corporation's Directors, showing each Director's name, address, and business represented.
D. The Secretary-Treasurer shall give, or cause to be given, notice of all meetings that these Bylaws require to be given. The Secretary-Treasurer shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

E. The Secretary-Treasurer shall maintain, or cause to be maintained, the Corporation's records in accordance with the requirements of the California Public Records Act, Government Code §7920.000 et seq.

Section 10: Loans. The Corporation shall not loan any money or property to, or guarantee the obligation of, any Director or officer of the Corporation. The Corporation may advance money to a Director or officer for reasonable business expenses, provided that the Director or officer is entitled to reimbursement.

ARTICLE VIII
COMMITTEES

Section 1: Establishment. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors and no one who is not a Director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following:

A. Fill vacancies on the Board or any committee of the Board;
B. Fix compensation of the Directors for serving on the Board or any committee;
C. Amend or repeal Bylaws or adopt new Bylaws;
D. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
E. Create any other committees of the Board or appoint the members of committees of the Board; or
F. Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected; or
G. With respect to any assets held in charitable trust, approve any contract or transaction between this Corporation and one or more of its Directors or between this Corporation and an entity in which one or more of its Directors have a material financial interest, subject to the approval provisions of Corporations Code §5233(d)(3).

Section 2: Executive Committee. The Executive Committee shall consist of the Chair, the Vice Chair of this Corporation, the immediate past Chair of the Corporation, the Secretary-Treasurer of the Corporation, the Mayor of the City of Fresno or his/her designee serving on the Board, and such additional member or members as may be appointed by the Board 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 Bylaws. The Executive Committee may hold meetings at such place or places within the boundaries of the FCTBID and at such times upon such notice as it may in its discretion determine. Three (3) members of the Executive Committee shall constitute a quorum for the purpose of making a decision or recommendation.

Section 3: Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of committees and calling of special meetings of committees may be set either by Board resolution, or if none, by resolution of the committee. Notice of committee meetings will be given in accordance with the provisions of the Ralph M. Brown Act. Minutes of each meeting shall be kept and shall be filed with the corporate records, and in accordance with the provisions of the California Public Records Act. The Board may adopt rules for governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

Section 4: Advisory Committees. The Board may establish one or more advisory committees. The members of any advisory committee may consist of directors or non-directors. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory committees shall be subject to the supervision and control of the Board.

ARTICLE IX
DUTIES, NON-LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1: 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 (1) and (2) of this Section 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 7237(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.

Section 3: Insurance. This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted 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.

ARTICLE X
RECORDS

Section 1: Maintenance. This Corporation shall keep all of the following records, either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two:

A. Adequate and correct books and records of account; and
B. Minutes of the proceedings of its Board and committees.

Section 2: Inspection by Directors. Every Director shall have the absolute right, at any reasonable time, to inspect the Corporation's books, records, and documents of every kind, and to inspect the physical properties of the Corporation. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

Section 3: Articles and Bylaws. This Corporation shall keep, at its principal office, the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date, that shall be open to inspection by Directors at all reasonable times during office hours.

Section 4: Annual Reports. The Secretary-Treasurer of the Corporation shall prepare and submit, or cause to be prepared and submitted, the following annual reports. The Treasurer shall keep, or cause to be kept, copies of all annual reports with the Corporation's records. The two reports may be combined into one all-inclusive document.

A. FCTBID Annual Report. The FCTBID annual report will be prepared and submitted in accordance with the provisions of Streets and Highways Code §36650 and the FCTBID Management District Plan.
B. Corporation Annual Report. The Corporation annual report shall be prepared within 120 days after the end of the Corporation's fiscal year. This section shall not apply if the Corporation receives less than $10,000 in gross revenues or receipts during the fiscal year. The report shall contain the following information in appropriate detail:
    1. A balance sheet as of the end of the fiscal year, an income statement, and statement of cashflows for the fiscal year, accompanied by an independent

accountant's report, or if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the Corporation's books and records;
2. A statement of the place where the names and addresses of current Directors are located; and
3. Any other information required by these Bylaws or the Board.

Section 5: Annual Statement. As part of the annual report, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail, deliver or send by electronic transmission to its Directors a statement of any transaction or indemnification of the kinds in subparagraph B below within 120 days after the end of the Corporation's fiscal year.

A. The statement shall include:
   1. A brief description of the transaction;
   2. The names of interested persons involved and their relationship to the Corporation;
   3. The nature of interested persons in the transaction;
   4. The amount of the interested persons' interest, except that in a partnership in which such person is a partner, only the partnership interest need be stated.

B. Transactions included in the statement shall be those transactions:
   1. To which the Corporation or its subsidiary was a party;
   2. Which involved more than $50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than $50,000; and
   3. In which either of the following interested persons had a direct or indirect material financial interest (a mere common Directorship is not a material financial interest):
      a. Any Director or officer of the Corporation;
      b. Any holder of more than 10 percent of the voting power of the Corporation.

ARTICLE XI
OPERATIONS AND ADMINISTRATION

Section 1: Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Section 2: President/CEO. The Board may employ a President/CEO of the Corporation. The President/CEO shall:

A. Serve as the executive officer of the Corporation;
B. Be charged with the general supervision and management of the Corporation's affairs and staff;
C. Approve and execute contracts and effect purchases of supplies and materials and services for the Corporation, provided that:
   1. 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; and

D. Manage and direct all activities of the Corporation in accordance with these bylaws and policies enacted by the Board;
E. Advise the Board, including but not limited to development and recommendation of a marketing plan and annual budget for the Corporation;
F. Attend all meetings of the Board of Directors, the Executive Committee, and all other committees as a non-voting advisor;
G. Act as the Corporation's agent for service of process; and
H. Such other duties as may be prescribed by the Board.

Section 3: Funds. All funds of the Corporation shall be deposited in such banks, trust companies, or other reliable depositories as the Board from time to time may determine. All checks, drafts, endorsements, notes and evidence of indebtedness of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as the Board may determine from time to time. Endorsements for deposits to the credit of the corporation shall be made in such manner as the Board may determine from time to time.

Section 4: Contracts. The Chair, President/CEO or any other officer or agent specifically authorized by the Board may, in the name of and on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board. Unless otherwise stipulated in these bylaws, without the express and specific authorization of the Board, no officer or agent may enter into any contract or execution or deliver any instrument in the name of or on behalf of the Corporation.

Section 5: Brown Act Compliance. To the extent that the Corporation is subject to the open meeting requirements of the Ralph M. Brown Act, then the Board will comply with the provisions of Government Code §54950 through and including §54961. To the extent that any provisions of these Bylaws are inconsistent with the Ralph M. Brown Act, the provisions of said Act shall prevail. In the event the Corporation is not required to comply with the Brown Act, then the Board will not endeavor to meet the requirements of the Brown Act.

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
AMENDMENT

Except as otherwise provided herein, and subject to the power of Directors to amend or repeal the Bylaws, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of a majority of the Directors present at any regular or special meeting, a quorum being assembled, provided that written notice of such meeting, setting forth in detail the proposed revision(s) and explanation(s) therefore, be given not less than 7 days prior to such meeting.

CERTIFICATE OF SECRETARY-TREASURER

I, Shawn Miller, certify as follows:

1. I am the duly elected and acting Secretary/Treasurer of Fresno/Clovis Convention & Visitors Bureau, a California Nonprofit Mutual Benefit Corporation;
2. That these Bylaws, consisting of 13 pages, inclusive, are the Bylaws of the Corporation as adopted by the Board of Directors on APRIL 22, 2026;
3. That these Bylaws have not been amended or modified since that date.

Shawn Miller, Secretary/Treasurer