

**AMENDED AND RESTATED BYLAWS
OF THE
OAKLAND CONVENTION AND VISITORS BUREAU
A California Nonprofit Mutual Benefit Corporation**

February 25, 2022

**ARTICLE 1
Purpose**

This Corporation is formed for the specific purpose of attracting conventions, trade shows, groups and individual travelers to, and promoting the common business interests of, the City of Oakland's accommodation, restaurant, tourist, hospitality, entertainment, cultural, commercial and other facilities appropriate to visitors and travelers in order to generate increased spending in and patronage of the Oakland business community at large. The Corporation is not organized for profit and no part of its net earnings inures to the benefit of any private shareholder or individual.

**ARTICLE 2
Office and Name**

2.1 Principal Office.

The principal office for the transaction of the activities and affairs of the Corporation is hereby fixed and located at 481 Water Street, Oakland, CA 94607. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another within the City of Oakland. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Article, or this Article may be amended to state the new location.

2.2 Other Offices.

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

2.3 Name.

The Corporation may use the name "Visit Oakland" for all purposes and shall file whatever documents are required to make this use official and proper.

**ARTICLE 3
Membership**

3.1 Members.

This Corporation shall have no members within the meaning of Corporations Code section 7332(a) other than the Directors of the Corporation, as set forth in Article V of the Corporation's Articles of Incorporation.

The Board 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.

3.2 Liabilities and Property Rights of Directors.

No individual serving on the Board of Directors, now or hereafter, shall be personally liable to the Corporation's creditors for an indebtedness or liability, and any and all creditors shall look only to the assets of the Corporation for payment.

ARTICLE 4 Board of Directors

4.1 Number of Directors.

The Board of Directors shall consist of not less than thirteen (13) Directors, and not more than a total number of Directors equal to twice the number of Directors who are Hotelier Members. The exact number of Directors shall be established by resolution of the Board of Directors.

4.2 Qualification of Directors

At least 50% of the members of the Board of Directors will consist of representatives of hotels in Oakland ("Hotelier Members"). The remaining Directors will consist of individuals who individually or whose business has (i) a demonstrated interest in and connection with convention and tourism activities in Oakland, and (ii) a commitment to the purposes of this organization. Such businesses may be restaurant, hospitality, entertainment, and/or cultural businesses and organizations in Oakland.

A Hotelier Member of the Board of Directors must serve in a management role for the hotel the Director represents. If any Director ceases to be affiliated with the business with which the Director was affiliated at the beginning of the Director's Term, the affected Director shall be automatically removed from the Board. The Board may appoint the departing Director's replacement, if qualified, to the Board of Directors, or may appoint another individual to fill the vacancy, pursuant to Section 4.4.

Representatives from the three beneficiaries of Measure C funds, the Oakland Museum, Chabot Space and Science Center and the Oakland Zoo shall also be appointed as Directors. These three positions shall not be counted when applying the requirement that 50% of the Directors be Hotelier Members.

4.3 Election and Term of Office.

The term of each Director of this Corporation ("Term") shall be three years, (unless filling a vacant seat, in which case the Director will serve to the end of the assigned term). The Terms of Directors shall be divided, so that approximately one third of the Directors' Terms expire each year. Terms shall commence on July 1. Directors shall be elected by the Board at the Board meeting held in June of each year and shall take office on July 1. Directors may be re-elected to multiple three-year terms. Directors who are newly elected to the Board and have not served within the previous three years shall participate in an orientation meeting conducted by the Chair and the President/CEO and any other staff designated by the President/CEO.

4.4 Vacancies.

Any vacancy or vacancies in the Board of Directors resulting from death, incapacity, resignation, expiration of term of office, removal, increase in the number of Directors, or otherwise specified in section 4.2, shall be filled by appointment or election as provided in Section 4.3. Each Director appointed to fill a vacancy shall hold office for the remainder of the term for which the Director was appointed to fill, and until a successor has been appointed. Any Director who misses three (3) Board meetings in a fiscal year, which are unexcused, may be automatically removed from the Board.

4.5 Quorum.

A majority (50% plus one) of the seated number of Directors shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to any more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between Corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting; provided that this sentence shall not apply to a meeting that is governed by the Ralph M. Brown Act.

4.6 Powers of Directors.

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Law and any other applicable laws, and subject to any limitations set forth herein, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- (a) To prescribe such powers and duties for all the officers of the Corporation that are consistent with law, with the Articles of Incorporation and with the Bylaws.
- (b) To conduct, manage, and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation, and with these Bylaws, as they may deem in the best interest of the Corporation.
- (c) To change the principal office for the transaction of the business of the Corporation from one location to another within Oakland; to fix and locate from time to time one or more subordinate offices of the Corporation within or outside the State of California; to designate any place within the City of Oakland for the holding of any Directors' meetings and to adopt, make, and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of the law.

- (d) To borrow money and incur indebtedness on behalf of the Corporation, and to cause to be executed and delivered for the Corporation's purpose, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation or other evidence of debts and securities thereof.
- (e) To function through committees and to delegate to committees such of its power as it deems proper, to the full extent provided by law, except those powers enumerated in section 4.11.

4.7 Place and Conduct of Meetings.

Regular meetings of the Board of Directors shall be held at any place within the City of Oakland which has been designated from time to time by the President/CEO or the Chair. In the absence of such designation, Regular Meetings shall be held at the principal office of the Corporation. Special Meetings of the Board may be held either at a place designated in the notice of the meeting which may be in or outside the City of Oakland or the State of California or at the principal office. Meetings of the Board of Directors shall be governed by the Robert's Rules of Order, as amended from time to time.

Members of the Board may participate in a meeting through the use of conference telephone, electronic video screen communication, or electronic transmission so long as each director can communicate with all of the other directors concurrently, and each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation. Participation in a meeting pursuant to the previous sentence constitutes presence in person at such meeting. If a meeting of the Board is governed by the Ralph M. Brown Act, then the provisions of that Act shall govern participation by telephone and video conferencing.

4.8 Notice of Regular Meetings.

Notice of all Regular Meetings of the Board of Directors shall be given to each Director by mail, email with confirmation of delivery, facsimile or by other form of written communication, charges prepaid, addressed to the Director at the address shown upon the records of the Corporation, or if it is not so shown on such records, or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Such notice shall be mailed or otherwise delivered at least five days prior to time of the holding of the meeting.

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the Minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the Minutes of the meetings. Any waiver, consent, notice, approval or other written document required by or given pursuant to these Bylaws may be given by e-signatures and facsimile signatures, which shall be accepted as original signatures. This paragraph shall not apply to any meeting of the Directors that is governed by the Ralph M. Brown Act.

4.9 Special Meetings.

Special Meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair or by any three Directors.

Written notice of the time and place of Special Meetings shall be delivered personally to each Director or sent to each Director by mail, email with confirmation of delivery, facsimile or by other form of written communication, charges prepaid, addressed to the Director at the address shown upon the records of the Corporation, or if it is not so shown on such records, or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Such notice shall be mailed, emailed with confirmation of delivery, facsimile or by other form of written communication at least 72 hours prior to the time of the holding of the meeting.

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. Each such notice shall state the general business to be transacted, and the day, time and place of the meeting.

4.10 Adjournment.

In the absence of a quorum at any meeting of the Board of Directors, the majority of the Directors present may adjourn the meeting from time to time until the time fixed for the next Regular Meeting of the Board. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned.

4.11 Committees of the Board.

The Board of Directors, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, each consisting of at least two Directors, to serve at the pleasure of the Board of Directors. Appointments to committees of the Board of Directors shall be made by the Chair. The Chair shall be an ex-officio non-voting member of every Committee. The Chair may appoint one or more Directors as alternate members of any such committee, who may replace any absent member of such committee at a committee meeting. Any such committee whose voting members consist solely of Directors, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee other than the Executive Committee as provided in Section 4.14, regardless of Board resolution, may:

- (a) Approve of any action that also requires approval of the members (California Corporations Code Section 5034) or approval of a majority of all members (California Corporations Code Section 5033), regardless of whether the Corporation has members;
- (b) Fill vacancies on the Board of Directors or on any committee that has the authority of the Board of Directors;
- (c) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- (d) Fix compensation of the directors for serving on the Board or on any committee;

- (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the Board of Directors or appoint the members of committees of the Board of Directors; or
- (g) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, unless according to Section 7233(a) of the California Corporation Code, attached to these Bylaws as Exhibit A, the following facts are established:
 - (i) A committee or person authorized by the Board of Directors approved the transaction in a manner consistent with the standards set forth in paragraph (2) of Section 7233(a) of the California Corporations Code;
 - (ii) It was not reasonably practicable to obtain approval of the Board of Directors prior to entering the transaction; and
 - (iii) The Board of Directors, after determining in good faith that the conditions of subparagraphs (i) and (ii) of this paragraph were satisfied, ratified the transaction at the next meeting by a vote of the majority of the Board of Directors then in office without counting the vote of the interested member(s) of the Board of Directors.

4.12 Meetings and Action of the Committees.

Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board of Directors. Minutes of each meeting of any committee of the Board of Directors shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee, provided they are consistent with these Bylaws, or, in the absence of rules adopted by the Board of Directors, the committee may adopt such rules. The quorum for any committee shall consist of a majority of the members appointed to such committee. Meetings of committees shall be governed by Robert's Rules of Order, as amended from time to time.

4.13 Advisory Committees and Task Forces.

The Board of Directors or the Executive Committee may appoint advisory committees and task forces, which may include members who are not Directors, from time to time to advise the Corporation concerning projects to be funded, technologies to be explored, and conduct other activities supporting the purposes of the Corporation. All advisory committees and task forces, and their members, including members who are not Directors, shall be appointed by the Chair unless an alternate method of approval is stated in the action creating such advisory committee. Advisory committees and task forces 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 and task forces shall be subject to the supervision and control of the Board. Meetings of

advisory committees and task forces shall be governed by Robert's Rules of Order, as amended from time to time.

4.14 Executive Committee.

The Executive Committee shall consist of the officers of the Corporation, plus the Immediate Past Chair of the Corporation if willing and able to serve, plus, at the discretion of the Executive Committee, one additional Director chosen by the Executive Committee who shall fulfill such duties as may be prescribed by the Board or the Executive Committee. The President/CEO shall serve as an advisor to the Executive Committee. The Chair of the Board shall be Chair of the Executive Committee. The Executive Committee shall exercise the powers and authority of the Board of Directors when the Board of Directors is not in session, except the Executive Committee may not take any of the actions stated in Section 4.11 subsections (a) - (e) or (g). No member of the Executive Committee may be a vendor to or have a contract for goods or services with the Corporation; this exclusion shall not apply to provisions of goods or services normally billed by invoice without a contract, such as meals or hotel rooms and this exclusion may be waived or exceptions granted by a unanimous vote of the Executive Committee, not counting any affected member. The Executive Committee shall hire, fire, and supervise the President/CEO. The Executive Committee shall conduct a performance review of the President/CEO annually by the end of the 3rd quarter of the Corporation's Fiscal Year and recommend any salary increase for the President/CEO. Any compensation increase for the President/CEO must be approved by the full Board.

The presence of any three (3) voting members of the Executive Committee at any Executive Committee meeting shall constitute a quorum. The President/CEO shall serve as an advisor to the Executive Committee, at the pleasure of the Executive Committee. Except for Hotelier Directors, no member of the Executive Committee shall serve more than two consecutive two-year terms on the Executive Committee, but any Director may serve a partial term (if appointed previously to fill a vacant seat) before commencing a regular two-year term. Directors serving as Chair or Vice Chair are eligible to serve an additional year on the Board of Directors to complete their leadership role on the Board. A minimum of one-full year must pass before a Director is eligible for re-election to the Executive Committee.

4.15 Audit Committee.

The Audit Committee shall be appointed by the Chair and approved by the Board, and shall consist of at least three and not more than five Directors. The Audit Committee may also include non-Director, non-voting advisors, but may not include any members of staff, including the President/CEO and the CFO. If there is a Finance Committee, a majority of members of the Audit Committee may not concurrently serve as members of the Finance Committee. The Chair of the Audit Committee may not be a member of the Finance Committee. Members of the Audit Committee shall not receive any compensation from the Corporation in excess of the compensation, if any, received by members of the Board of Directors for service on the Board, and shall not have a material financial interest in any entity doing business with the Corporation.

Subject to the supervision of the Board of Directors, the Audit Committee shall have the following responsibilities:

- (a) Choose new auditors to recommend to the full Board when it is appropriate to choose a new auditor,
- (b) Confer with the auditor to satisfy committee members that the financial affairs of the Corporation are in order according to GAAP standards applicable to nonprofit organizations;
- (c) Review the audit and decide whether to accept it; and
- (d) Ensure that any non-audit services performed by the auditing firm conform to standards for auditor independence in the Yellow Book issued by the U.S. Comptroller General, and shall approve performance of non-auditing services by the auditing firm.

4.16 Ad Hoc Nominating Committee.

The Board may create an Ad Hoc Nominating Committee. The committee shall consist of three to five members of the Board appointed by the Chair. If available, the immediate past Chair of the Corporation shall serve as chair of the Ad Hoc Nominating Committee. The duty of the Nominating Committee shall be to nominate persons to serve as the Officers of the Corporation for election at the annual meeting of the Board and to nominate individuals to be elected as members of the Board of Directors. The Ad Hoc Nominating Committee will report on its nominations at the May or June meeting of the Board. The Ad Hoc Nominating Committee shall be dissolved upon completion of its work.

4.17 Intentionally Left Blank.

4.18 Removal.

Any Director may be removed from office, for cause, by the vote of the majority of the other Directors. "Cause" shall include, but is not limited to: demonstrated actions in opposition to the purposes of the Corporation, including breach of the conflict of interest rules of the Corporation, conviction of any crime or consistent unexcused absences from meetings of the Board.

4.19 Resignation.

Any Director may resign at any time by giving notice to the Chair or Secretary. The resignation shall take effect as of the date the notice is received or at any time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

4.20 Compensation.

The Directors shall receive no compensation for their services as Directors.

4.21 Conflict of Interest.

Neither Directors nor businesses in which one or more Directors has a material financial interest shall be prohibited from contracting with the Corporation. However, any contract between the Corporation and a Director or a business in which a Director has a material financial interest shall be governed by the provisions of Section 7233 of the California Corporations Code ("Self-dealing transactions") as it may be amended from time to time, any similar sections of state or federal law which may apply, the provisions of any applicable conflict of interest regulations of the Director's employer and the provisions of any applicable conflict of interest standards imposed by funding sources for the Corporation's activities. A

copy of Section 7233, as of the effective date of these Bylaws, is set forth in Exhibit A attached hereto.

ARTICLE 5

Officers

5.1 Officers.

The Officers of the Corporation shall be a Chair, one or more Vice Chairs, a Secretary, a Chief Financial Officer (CFO), the President/CEO and such other officers as the Board of Directors may appoint. When the duties do not conflict, one person may hold more than one these offices, except that the Secretary and the Chief Financial Officer may not serve concurrently as the Chair of the Board. In addition to the officers previously named, the Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties and receive such compensation (if any) as the Board of Directors may from time to time prescribe.

5.2 Election.

The Board of Directors shall elect all Officers of the Corporation for terms of two years, or until their successors are elected and qualified. Each elected officer shall take office on July 1 following the officer's election. Officers are limited to two successive terms except that Operating Officers (including the President/CEO) may serve for longer than two years pursuant to a Resolution of the Board or any contract with an Operating Officer, and shall serve until replaced, terminated or has resigned.

5.3 Removal.

Any Officer may be removed from office, for cause, by the vote of the majority of the other Directors. "Cause" shall include, but is not limited to: demonstrated actions in opposition to the purposes of the Corporation, breach of the conflict of interest rules of the Corporation, conviction of any crime, and unexcused absences from three consecutive Board or Executive Committee Meetings, Regular or Special.

5.4 Resignation.

Any Officer may resign at any time by giving notice to the Secretary or Chair. The resignation shall take effect as of the date the notice is received or at any time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

5.5 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors. Those persons elected to fill unexpired terms as officers shall only serve for the balance of the unexpired term; such term shall not be included in the limited tenure for officers.

5.6 Chair.

The Chair shall preside at all meetings of the Board, and shall have such other powers and duties as may be prescribed from time to time by these Bylaws or by the Board of Directors.

5.7 Vice Chair(s).

In the absence or disability of the Chair, the ranking Vice Chair shall perform all of the duties of the Chair, and in so acting, shall have all the powers of the Chair. The Vice Chair(s) shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

5.8 Secretary.

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep any seal of the Corporation affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the minutes of the Corporation and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors. The Secretary through the President/CEO may delegate the conduct of these duties to a staff member of the Corporation.

5.9 Chief Financial Officer.

The Chief Financial Officer of the Corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The CFO shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, by the Oakland Tourism Business Improvement District Management District Plan, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times. The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; shall disburse or cause to be disbursed the Corporation's funds as the Board may order; shall render to the President/CEO and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and have such other powers and perform such other duties as the Board or these Bylaws may require. If there is a Finance Committee, the CFO shall serve as chair of the Finance Committee. The CFO through the President/CEO may delegate the conduct of these duties to a staff member of the Corporation.

5.10 President/CEO.

The President/CEO shall not be a Director. The President/CEO shall be the general manager of the Corporation and shall supervise, hire and fire the Corporation's employees, and directly control its activities and affairs. The President/CEO shall serve at the pleasure of and be hired, supervised and fired by the Executive Committee, as provided in Section 4.14, subject to any employment contract between the President/CEO and the Corporation.

ARTICLE 6

Indemnification and Insurance

6.1 Right of Indemnity.

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in the Section, and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section.

"Expenses" as used in these Bylaws shall have the same meaning as in Section 7237(a) of the California Corporations Code.

6.2 Approval of Indemnification.

On written request to the Board of Directors by any person seeking indemnification under Section 7237(b) or 7237(c) of the California Corporations Code, the Board of Directors shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board of Directors shall authorize indemnification.

6.3 Advancement of Expenses.

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Section 6.1 and 6.2 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

6.4 Insurance.

The 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, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's employee's or agent's status as such.

ARTICLE 7

Amendments of Bylaws

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the members of the Board of Directors at any Board meeting, provided that notice of such action has been sent to all Directors prior to such meeting.

ARTICLE 8

Records

8.1 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 financial records of account; and
- (b) Minutes of the proceedings of its Board and committees.

8.2 Inspection by Directors.

Every Director shall have the absolute right, at any reasonable time, to inspect the Corporation's minutes, financial 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 minutes, financial records, and documents of every kind that can be reasonably obtained.

8.3 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, which shall be open to inspection by Directors at all reasonable times during office hours.

8.4 Annual Reports.

The CFO shall prepare and submit, or cause to be prepared and submitted, the following annual reports. The CFO 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) OTBID Annual Report. The OTBID annual report will be prepared and submitted in accordance with the provisions of Streets and Highways Code §36650 and the OTBID Management District Plan.
- (b) The Corporation's Annual Report. The Corporation's annual report shall be prepared within 120 days after the end of the Corporation's fiscal year. The report shall contain the following information in appropriate detail:
 - 1) A balance sheet as of the end of the fiscal year, a statement of assets and liabilities, 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.

8.5 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 described 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 any 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 any Director had a direct or indirect material financial interest (a mere common Directorship is not a material financial interest).
- 4) In addition, the Annual Statement shall report the existence of a Directors and Officers Liability Policy, its limits and exclusions, and any claims or potential claims regarding such Policy. If at any time such policy lapses or is terminated, a report shall be made to the Board at the next meeting after any such event occurs.

Article 9

Operations and Administration

9.1 Execution of Documents

Except as otherwise provided in the Bylaws or required by Law, any instrument required or desired to be executed by the Corporation may be executed in its name by any two officers of the Corporation and when so executed shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other party that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board and, unless so authorized by the Board, no officer, agent or employee shall have any power of authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

9.2 Fiscal Year

The fiscal year of the Corporation shall begin on July 1 and end on June 30 of the following year.

9.3 Brown Act Compliance

To the extent that meetings of the Corporation are 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 §54963.

9.4 Emergency Powers

(a) Emergency.

- (i) The emergency bylaw provisions of this section are adopted in accordance with Corporations Code §7151(g). Notwithstanding anything to the contrary herein, this section applies solely during an Emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements of these bylaws:
- (ii) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;
- (iii) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
- (iv) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
- (v) A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.

(b) Emergency Actions.

During an emergency, the Board may

- (i) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;
- (ii) Relocate the principal office or authorize the officers to do so;
- (iii) Give notice to a director or directors in any practicable manner under the circumstances, including, but not limited to, by publication and radio, when notice of a meeting of the Board cannot be given to that director or directors in the manner prescribed by these bylaws; and
- (iv) Deem that one or more officers present at a Board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency the Board may not take any action that requires the vote of the members or otherwise is not in the corporation's ordinary course of business, unless the required vote of the members was obtained before the emergency. Any actions taken in good faith during an emergency under this section may not be used to impose liability on a director, officer, employee, or agent.

CERTIFICATE OF SECRETARY

(California Corporations Code §7215)

I certify that I am the Secretary of the Oakland Convention and Visitors Bureau, a California nonprofit mutual benefit corporation, that the above Amended and Restated Bylaws, consisting of 14 pages, including this Certificate, plus Exhibit A, are the Bylaws of this Corporation as adopted on February 25, 2022, and that they have not been amended or modified since that date.

Executed on February 25, 2022, at Oakland, California.



By: Peter dePaschalis

Its: Secretary

EXHIBIT A

California Corporations Code Section 7233:

(a) No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any domestic or foreign corporation, firm or association in which one or more of its 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:

(1) The material facts as to the transaction and as to such director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members (Section 5034) in good faith, with any membership owned by any interested director not being entitled to vote thereon;

(2) 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

(3) As to contracts or transactions not approved as provided in paragraph (1) or (2) of this subdivision, 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.

A mere common directorship does not constitute a material financial interest within the meaning of this subdivision. A director is not interested within the meaning of this subdivision in a resolution fixing the compensation of another director as a director, officer or employee of the corporation, notwithstanding the fact that the first director is also receiving compensation from the corporation.

(b) No contract or other transaction between a corporation and any corporation, business corporation or association of which one or more of its directors are directors is either void or voidable 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:

(1) The material facts as to the transaction and as to such director's other directorship 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 common director or directors or the contract or transaction is approved by the members (Section 5034) in good faith; or

(2) As to contracts or transactions not approved as provided in paragraph (1) of this subdivision, the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved or ratified.

This subdivision [(b)] does not apply to contracts or transactions covered by subdivision (a).

NOTE: "material financial interest" is not defined in the Corporations Code. However, it would include a business that is a significant source of income to the director (through a salary or other payments) or in which the director is an officer or owns more than a 10% interest.