



**VISIT PALMDALE BOARD MEETING
DOUBLETREE BY HILTON
300 WEST PALMDALE BOULEVARD
PALMDALE CA, 93551
MONDAY, FEBRUARY 26, 2024
11:30 AM**

www.visitpalmdale.org/board-meetings-and-agendas/

WELCOME

How to Submit Public Comments:

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Meeting materials are available at the Visit Palmdale office located at 38250 Sierra Highway, Palmdale CA and Doubletree by Hilton located at 300 West Palmdale Boulevard, Palmdale CA.

- 1. CALL TO ORDER**
- 2. PLEDGE OF ALLEGIANCE**
- 3. ROLL CALL**

4. PUBLIC COMMENTS

Now is the time for public participation on Agenda Items 5 through 9. Each speaker is allotted two minutes in total for the entirety of the above sections.

5. APPROVAL OF MINUTES

5.1 October 17, 2023

6. TREASURER'S REPORT

7. AMENDMENT TO THE VISIT PALMDALE BYLAWS

8. AMENDMENT TO THE VISIT PALMDALE FINANCE POLICY

9. VISIT PALMDALE EVENTS

9.1 High Desert Beer and Wine Festival

10. PUBLIC COMMENTS (NON-AGENDIZED ITEMS)

Now is the time for public participation on items not listed on the agenda. Each speaker is allotted two minutes in total.

11. STAFF COMMUNICATIONS

12. BOARD MEMBER COMMUNICATIONS

**13. ADJOURNMENT TO THE VISIT PALMDALE BOARD MEETING OF
MAY 9, 2024, AT 11:30 AM**



VISIT PALMDALE BOARD MEETING
COURTYARD BY MARRIOTT
530 WEST RANCHO VISTA BOULEVARD
PALMDALE CA, 93551
TUESDAY, OCTOBER 17, 2023
11:30 AM

www.cityofpalmdale.org/visitpalmdale

WELCOME

1. **CALL TO ORDER**

Chair Austin Bishop called the meeting to order at 11:48am.

2. **PLEDGE OF ALLEGIANCE**

Chair Bishop led the Pledge of Allegiance.

3. **ROLL CALL**

Chair Austin Bishop, Vice Chair Randy Miranda, Treasurer Luis Garibay, Director Michelle Marquez, Director Tracy Baldyga, Director Christian Barrow.

Present: Chair Bishop, Vice Chair Miranda, Treasurer Garibay, Director Marquez, Director Barrow.

Absent: Director Baldyga.

Treasurer Garibay made a motion to excuse Director Baldyga, seconded by Vice Chair Miranda.
Vote: Motion carried 5-0.

Yes: Chair Bishop, Vice Chair Miranda, Treasurer Garibay, Director Marquez, Director Barrow.

4. **SELECTION OF DIRECTORS**

Hotels participating in the Palmdale Tourism Improvement District selected two hotel representatives prior to the Board meeting.

5. **ADMINISTRATION OF OATH TO NEWLY SELECTED BOARD MEMBERS**

This item was removed from the agenda. The oath was administered to newly selected Board members prior to the Board meeting.

6. **SELECTION OF OFFICES (all office positions)**

Treasurer Garibay made a motion to nominate Austin Bishop to continue as Chair and Randy Miranda to continue as Vice Chair, seconded by Director Marquez.

Vote: Motion carried 5-0.

Yes: Chair Bishop, Vice Chair Miranda, Treasurer Garibay, Director Marquez, Director Barrow.

Chair Bishop made a motion to nominate Luis Garibay to continue as Treasurer, seconded by Vice Chair Miranda.

Vote: Motion carried 5-0.

Yes: Chair Bishop, Vice Chair Miranda, Treasurer Garibay, Director Marquez, Director Barrow.

Treasurer Garibay made a motion to nominate Christian Barrow as Secretary, seconded by Chair Bishop.

Vote: Motion carried 5-0.

Yes: Chair Bishop, Vice Chair Miranda, Treasurer Garibay, Director Marquez, Secretary Barrow.

7. APPROVAL OF MINUTES

Vice Chair Miranda made a motion to approve the minutes for the Visit Palmdale Meeting of June 13, 2023, seconded by Treasurer Garibay.

Vote: Motion carried 5-0.

Yes: Chair Bishop, Vice Chair Miranda, Treasurer Garibay, Director Marquez, Secretary Barrow.

No public comment for this item.

8. TREASURER'S REPORT

Treasurer Garibay stated the current balance is \$795,963.14. Revenue exceeded budget projections. The two biggest costs were for Other General and Admin Expenses, as the budget in this category did not initially take into account reimbursement to the City for costs associated with staffing, and for Website Management, which was utilized to get the website up and running.

Chair Bishop stated he would like to see more on the AV Film partnership. Chair Bishop asked for more clarification on the website management item.

Treasurer Garibay stated the additional costs were associated with the contract with Simpleview, which is the consultant creating the website, and the initial underestimating of the costs of creating and launching a website. In addition to the contract with Simpleview, items like photography, writing, and marketing were needed for website creation.

Public Comments:

Don Hoperich asked if the expenditures are for the total year to date or part of the year?

Chair Bishop stated there's one report for the whole year and one quarterly report for June through September.

Don Hoperich questioned what he thinks is a discrepancy in the budget report.

Executive Director Taggart explained the change in the fiscal year from July 1 to June 30, to November 1 to October 30 and some of the numbers dropping off and some of the numbers carrying over, which might be why Mr. Hoperich indicated there was a discrepancy.

Motion: None necessary. Receive and file Treasurer's Report.

9. CIVITAS PALMDALE TOURISM IMPROVEMENT DISTRICT RENEWAL PROPOSAL AND AGREEMENT

Executive Director Taggart presented the Palmdale Tourism Improvement District Renewal Proposal and Agreement. Executive Director Taggart stated the total amount for the renewal that

Civitas is proposing is \$31,200, and she is seeking approval from the Visit Palmdale Board to proceed with the renewal process.

Chair Bishop stated to please inform Civitas that we want to be very aggressive next year.

Public Comments:

Don Hoperich stated that it's premature to renew the contract now when the current contract is still good for three years.

Treasurer Garibay made a motion to renew the agreement with Civitas, seconded by Vice Chair Miranda.

Vote: Motion carried 5-0.

Yes: Chair Bishop, Vice Chair Miranda, Treasurer Garibay, Director Marquez, Secretary Barrow.

10. **FY 2023-2024 BUDGET**

Treasurer Garibay stated the budget was created with a conservative look on what revenues would be, while also reflecting the needs and wants of the community. Under Sales, Marketing and Communications, more budget was allocated since the website will be completed. The budget forecasts more involvement in Conventions and Trade Shows to bring more business to Palmdale and creation of a Visitor's Guide. The budget for the AV Film Partnership category was also increased. For Sports Tourism, staff is anticipating becoming a direct sponsor. For the High Desert Beer and Wine Festival, the budget reflects more investment in entertainment and the customer experience.

Secretary Barrow asked about the effectiveness of visitor's guides.

Treasurer Garibay stated it will be digitally available online with some hard copies printed as well.

Secretary Barrow spoke about the need to ramp up social media outreach and build the Visit Palmdale brand.

Vice Chair Miranda made a motion to pass the FY 2023-2024 Budget, seconded by Secretary Barrow.

Vote: Motion carried 5-0.

Yes: Chair Bishop, Vice Chair Miranda, Treasurer Garibay, Director Marquez, Director Barrow.

11. **PUBLIC COMMENTS (NON-AGENDIZED ITEMS)**

Don Hoperich submitted handouts to the Board members and commented on the use of funds from the PTID.

Chair Bishop stated he has full confidence in staff carrying out the intent and direction from the Board.

David Garibay and Ruben Galindo representing ServePro informed the Board members of services that ServePro provides, to clean and maintain the inside and outside of their properties.

Don Hoperich stated that a tracking mechanism is needed to track where overnight stay dollars are being spent.

12. **STAFF COMMUNICATIONS**

Executive Director Taggart indicated that she had no further communications for the Board.

13. **BOARD MEMBER COMMUNICATIONS**

Director Michelle Marquez resigned from her position on the Board and thanked the group.

14. **ADJOURNMENT**

Chair Bishop adjourned the meeting at 12:51pm.

CERTIFICATE OF SECRETARY

I, Christian Barrow, certify as follows:

1. I am the duly elected and acting Secretary of Visit Palmdale, a California Nonprofit Mutual Benefit Corporation; and,
2. That the minutes of the Board Meeting accurately reflect discussions held by the Board of Directors on October 17, 2023.

A handwritten signature in black ink, appearing to read 'C. Barrow', is written over a horizontal line.

Secretary

Treasurer's Report (Q1: November 2023 - January 2024)

	Q1 Actuals	FY 23/24 Budget	Balance
Revenues			
PTBID	\$ 180,283.73	\$ 1,035,000.00	\$ 854,716.27
Visitor's Guide	\$ -	\$ 5,000.00	\$ 5,000.00
High Desert Beer and Wine Festival	\$ -	\$ 75,000.00	\$ 75,000.00
Total Revenue	\$ 180,283.73	\$ 1,115,000.00	\$ 934,716.27
OPERATING EXPENSES			
Administration			
Dues & Subscriptions	\$ 489.00	\$ 10,000.00	\$ 9,511.00
Insurance - General Liability	\$ -	\$ 6,000.00	\$ 6,000.00
Legal & Professional Fees	\$ 546.00	\$ 10,000.00	\$ 9,454.00
Administrative Expenses and Reimbursements	\$ 991.27	\$ 95,000.00	\$ 94,008.73
Total Administration	\$ 2,026.27	\$ 121,000.00	\$ 118,973.73
Sales, Marketing, and Communications			
General Marketing and Promotions	\$ 4,055.73	\$ 80,000.00	\$ 75,944.27
Contracted Services	\$ 800.00	\$ 45,000.00	\$ 44,200.00
Tradeshows/Conventions	\$ -	\$ 40,000.00	\$ 40,000.00
Website	\$ 5,000.00	\$ 40,000.00	\$ 35,000.00
Visitor Guide / Magazine	\$ -	\$ 80,000.00	\$ 80,000.00
Graphic Design	\$ 135.00	\$ 30,000.00	\$ 29,865.00
Customer Experience Initiatives	\$ -	\$ 100,000.00	\$ 100,000.00
Regional Marketing & Events	\$ 1,660.37	\$ 40,000.00	\$ 38,339.63
Photography	\$ 771.75	\$ 35,000.00	\$ 34,228.25
AV Film Partnership	\$ -	\$ 42,000.00	\$ 42,000.00
Sports Tourism Partnerships	\$ 4,944.75	\$ 45,000.00	\$ 40,055.25
Aerospace Partnerships	\$ 2,000.00	\$ 45,000.00	\$ 43,000.00
High Desert Beer & Wine Festival	\$ 12,700.00	\$ 200,000.00	\$ 187,300.00
New Events & Local Programs	\$ -	\$ 60,000.00	\$ 60,000.00
Total Sales, Marketing, and Communications	\$ 32,067.60	\$ 882,000.00	\$ 849,932.40
Destination Development			
Infrastructure Development	\$ -	\$ 50,000.00	\$ 50,000.00
Total Destination Development	\$ -	\$ 50,000.00	\$ 50,000.00
Contingency / Renewal			
Contingency	\$ -	\$ 22,000.00	\$ 22,000.00
TBID Renewal	\$ 18,720.00	\$ 40,000.00	\$ 21,280.00
Total Contingency Renewal	\$ 18,720.00	\$ 62,000.00	\$ 43,280.00
TOTAL REVENUE	\$ 180,283.73		
TOTAL EXPENSES	\$ 52,813.87		
NET INCOME	\$ 127,469.86		
Update			
Balance	\$ 1,260,147.57		
Total Q1 Revenues	\$ 180,283.73		
Total Q1 Expenses	\$ 52,813.87		
Remaining Balance	\$ 1,387,617.43		

**BYLAWS OF VISIT PALMDALE
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION**

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is Visit Palmdale ("Corporation"). The principal office for the transaction of the affairs and activities of this corporation shall be located in the City of Palmdale. The Board of Directors may change the location of the principal office.

ARTICLE II - PURPOSE

The purpose of this corporation shall be to promote Palmdale tourism and improve the tourism business environment through the development and operation of a tourism improvement district and other programs and initiatives.

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 Palmdale 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 §7332(a).

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 seven (7) 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, with staggered term expirations as described within these Bylaws. After filling of a vacant position as outlined within these Bylaws, the appointed Director shall carry out the remainder of the duties and term for the Director which was replaced.

Section 3: Initial Appointment. The initial members of the Board of Directors shall be appointed by the incorporator of the corporation. The initial Directors shall serve for staggered terms of one, two or three years. At the first duly constituted meeting of the Board of Directors, the initial Board members shall draw lots to determine their individual terms.

Section 4: Criteria. Among the seven (7) Directors:

- A. A majority of the Directors shall be owners or owner representatives of four (4) lodging businesses paying the Palmdale Tourism Improvement District (PTID) assessment, of which at least one (1) Director shall be an owner or owner representative of a lodging business with 100 rooms or less, under 90 rooms.
- B. Two (2) Directors shall be appointed by the Mayor of the City of Palmdale subject to the approval of the City Council, one (1) shall be from the Palmdale City Council and one (1) shall be a City staff representative of the City of Palmdale.
- C. At least one (1) Director shall be a representative of the non-lodging hospitality or tourism sector in Palmdale to be appointed by the Mayor of the City of Palmdale subject to the approval of the City Council

Section 5: Annual Election. Election of Directors shall take place at the annual meeting of the corporation. Directors shall be elected by the Board.

Section 6: Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation law, the provisions of the PTID 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. Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.
- B. Change the principal office or the principal business office in the City of Palmdale 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 Palmdale for holding any meeting of the Board.

- C. 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.

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 §7238, the PTID 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. The failure of a Director to maintain good standing; or
- F. The failure of a Director to attend two or more consecutive Board meetings in a row and an affirmative vote by the remaining Directors to remove the absent Director; or
- G. A Director no longer meeting the criteria in Section 4 of this Article.

Section 9: Filling Vacancies. Vacancies 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 Chairperson or the Secretary 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 and of the removal questions are 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 such time in the third quarter of the fiscal year as the Board may fix from time to time. 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 ~~twice per year~~ quarterly 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.

Section 3: Board of Directors Special Meetings. Special meetings of the Board may be called by the Chairperson of the Board or any three Directors. 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.

Section 5: Place of Meetings. All meetings of the corporation shall be held at such location within the boundaries of the PTID as may be determined by the Board.

Section 6: Telephonic Appearance. Teleconferencing, as authorized by §54953 of the 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 post the agenda at all teleconference locations and conduct teleconference meetings in a manner that protects the statutory and constitutional rights of the parties or the public appearing before the Board. Each teleconference location shall be identified in the notice and agenda of the meeting, and each teleconference location shall be accessible to the public. During the teleconference, at least a quorum of the members of the Board shall participate from locations within the boundaries of PTID. The agenda shall provide an opportunity for members of the public to address the legislative body directly pursuant to §54954.3 at each teleconference location.

Section 7: Quorum. At any meeting of the Board, majority of the Directors of the Board 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 Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and such other officers as the Board may from time to time designate. All officers shall be Directors. 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.

Section 3: Term. All officers shall be elected for a term of one (1) year or until their successors are elected and qualified.

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 Chairperson. The Chairperson shall preside at all meetings and have such other powers and duties as the Board or these Bylaws may require.

Section 8: Responsibilities of Vice Chairperson. The Vice Chairperson shall assume the duties of the Chairperson in his or her absence and have such other powers and duties as the Board or these Bylaws may require.

Section 9: Responsibilities of Secretary. The Secretary of the corporation shall have the following responsibilities:

- A. The Secretary 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 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 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 shall give, or cause to be given, notice of all meetings that these Bylaws require to be given. The Secretary 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 shall maintain, or cause to be maintained, the Corporation's records in accordance with the requirements of the California Public Records Act, Government Code §6250 et seq.

Section 10: Responsibilities of Treasurer. The Treasurer of the corporation shall have the following responsibilities:

- A. The Treasurer 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 Treasurer 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 PTID Management District Plan, or by

the Board. The books of account shall be open to inspection by any Director at all reasonable times.

- B. The Treasurer 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 the Corporation's funds as the Board may order; shall render to the Board, when requested, an account of all transactions as Treasurer 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.

Section 11: 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: 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 3: 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 - INDEMNIFICATION AND INSURANCE

Section 1: Indemnification.

- A. To the fullest extent permitted by law, this corporation shall indemnify its Directors and officers, and may indemnify employees and other persons described in the Corporations Code, including persons formerly occupying such positions, 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 Corporations Code, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in the Corporations Code. "Expenses," as used in these Bylaws, shall have the same meaning as in the Corporations Code.
- B. On written request to the Board by any person seeking indemnification under the Corporations Code, the Board shall promptly decide under that code whether the applicable standard of conduct set forth has been met, and if so the Board shall authorize indemnification.
- C. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws 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 found that the person is entitled to be indemnified by the corporation for those expenses.

Section 2: 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 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. PTID Annual Report. The PTID annual report will be prepared and submitted in accordance with the provisions of Streets and Highways Code §36650 and the PTID 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 cash flows 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 November 1st and end on October 31st of each year.

Section 2: 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 3: Contracts. The Chairperson, 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. 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 4: 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.

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

I, Alyssa-Herrera **Christian Barrow**, certify as follows:

1. I am the duly elected and acting Secretary of Visit Palmdale, a California Nonprofit Mutual Benefit Corporation;
2. That these Bylaws, consisting of ~~12~~**13** pages, inclusive, are the Bylaws of the Corporation as adopted by the Board of Directors on February 8, 2022, ~~and as~~ amended by the Board of Directors on June 13, 2023, **and as further amended by the Board of Directors on February 26, 2024**; and,
3. That these Bylaws have not been amended or modified since the dates specified above.

Secretary



~~Administrative~~ Financial Policies and Procedures

Basic Policy Statement

Visit Palmdale is committed to responsible financial management. The entire organization including the board of directors and staff will work together to make certain that all financial matters of Visit Palmdale are addressed with care, integrity, and in the best interest of Visit Palmdale.

The policy and procedural guidelines contained in this policy are designed to:

1. Protect the assets of Visit Palmdale
2. Ensure the maintenance of accurate records of Visit Palmdale's financial activities.
3. Provide a framework of operating standards and behavioral expectations; and,
4. Ensure compliance with federal, state, and local legal and reporting requirements.

The Executive Director of Visit Palmdale has the responsibility for administering these policies and ensuring compliance with procedures that have been approved by the Board of Directors. Exceptions to written policies may only be made with the prior approval of the Board of Directors. Changes or amendments to these policies may be approved by the Board of Directors at any time.

Every Director and every administrator with financial related responsibility is expected to be familiar with and operate within the parameters of these policies and guidelines

Line of Authority

A System that Clearly Outlines Who Has the Authority and Responsibility for the Financial Assets of Visit Palmdale and Provides Guidelines for Handling and Controlling Their Accumulation and Consumption

Board of Directors have the authority to execute any policies it deems to be in the best interest of Visit Palmdale within the parameters of Visit Palmdale's articles of incorporation, bylaws, or Federal, State, and local law.

Executive Director has the authority as designated by the Board of Directors to make spending decisions within the parameters of the approved budget; create and amend operating procedures and controls; make decisions regarding the duties and accountabilities of personnel and consultants and enter into contractual agreements **under \$50,000**.

Financial Controls and Operating Procedures

Financial Reporting

A Process for Assessing the Financial Implications of Program and Operating Plans and Activities

- Annual budgets are prepared by the Executive Director, based on direction provided by the board.
- Budgets are reviewed and are adjusted as necessary to reflect changing conditions.
- Intuit QuickBooks is available and used to code receipts and disbursements to the proper accounts.
- Non-standard journal entries are discussed with Visit Palmdale's CPA to ensure proper accounting treatment.

Timely and Accurate Financial Information that is Understood and Used

- ~~Monthly~~ Financial Reports are prepared by ~~staff~~ the Executive Director in collaboration with the Treasurer.
- Financial Reports are provided to the Board of Directors at each Board meeting.
- Any budget variances of 10% or more are detailed for the above referenced reports.
- Bi-annual audits ~~may will~~ be conducted by an independent CPA as deemed necessary. Copies of these reports will be made available to the Board. ~~and PTID~~
- The Fiscal Period for Visit Palmdale shall be ~~November 1 through October 31~~ **November 1 through October 31** ~~July 1 through June 30~~

Safeguarding assets

- The Executive Director shall have primary responsibility for ensuring that proper Financial Management procedures are maintained and that the policies of the Board are carried out.
- The Board of Directors shall provide fiscal oversight in the safeguarding of the assets of Visit Palmdale and shall have primary responsibilities for ensuring that all internal and external financial reports fairly present its financial condition.
- A proper filing system will be maintained for all financial records.
- Actual income and expenditures will be compared to the budget on a monthly basis.
- Bank statements are promptly reconciled on a monthly basis.
- Appropriate insurance for all assets will be maintained.

Policies on spending

- The Executive Director has (a) expenditure approval ~~up~~ for items set by the annual operating budget as approved by the Board, and (b) single approval authority up to ~~\$2,499~~ **\$2,500**. **Payments \$2,500 and over must be approved by the Treasurer.**
- ~~Two signatures are required on all organizational checks over \$2,500.~~
- Payments made with credit or debit card are permissible and subject to the same requirements and limits as outlined in ~~this the~~ financial policies and procedures document.

Accounting Methods

It is the policy of Visit Palmdale to utilize the accrual basis of accounting for ~~monthly~~ financial statements that recognizes when the cash is received and expenses when payment has been made. The ~~bi-annual-audited~~ financial **reporting required by this financial policies and procedures document** ~~statement~~ will be done on the accrual basis of accounting.

Audits

~~A bi-annual-audit~~ **Audits** shall be conducted on all accounts of Visit Palmdale. ~~The audit~~ **Audits** shall be overseen by the Treasurer. The audit results shall be reported to Visit Palmdale Board of Directors.

It is the policy of Visit Palmdale to direct the Executive Director to distribute ~~provide~~ the audited financial statements to the Board of Directors and to lodging businesses **upon request and discuss Visit Palmdale finances with the Board in accordance with the financial reporting policies and procedures outlined within this document.**

Budgeting & Regular Financial Reporting

After approval of the budget by the Board of Directors, it shall be the responsibility of the Executive Director to supervise receipts and make disbursements within limits set by the budget. Variations in excess of 10% of the budgeted amounts shall require board approval **prior to disbursement.**

The organization's budget is prepared by the Executive Director subject to review and approval by the Board of Directors. The approved budget governs the expenditures of Visit Palmdale for the ensuing year.

The approved budget and all details concerning the receipt, disbursement and supervision of Visit Palmdale's funds shall be the responsibility of the Executive Director with oversight from the board of directors.

Check Signers

The check signing policy of Visit Palmdale shall be as follows: All checks **\$2,500 and over** require two signatures. **All checks \$2,499 and under require one signature.** Authorized signers for Visit Palmdale include the Chair, Vice-Chair, **Secretary** and the Treasurer.

~~The Executive Director is allowed to make any credit or debit card payment under \$2,500 that are approved in the budget. Payments over \$2,500 need to be approved by the treasurer.~~

Additionally, individuals involved with check preparation and bank reconciliations are prohibited from having check signing authority.

Contract Signing Authority

It is the policy of Visit Palmdale to grant authority to sign contracts to the Executive Director if the expense is included in the **approved** Visit Palmdale ~~approved~~ budget. Contracts must be reviewed and approved by Visit Palmdale Legal Counsel prior to approval. If the financial implication ~~https://open.spotify.com/playlist/37i9dQZF1DX4OzrY98111W?si=df1d8307e6ea409b~~ of signing a contract is not included in ~~the~~ Visit Palmdale's budget, **approval by the Board of Directors** ~~Board of Director's approval~~ is required before authority to sign the contract is granted.

Any agreement over **\$540,000**, even if included as part of the budget, requires legal counsel approval and signature from one board member.

Financial Reporting

The Executive Director shall ensure that financial statements ~~shall~~ be prepared **and presented to the Board of Directors.** **The financial statements shall** ~~within fifteen working days after the end of each month comparing~~ **compare** actual revenues and expenses with budgeted revenues and expenses. ~~The Executive Director is responsible for distribution of the Financial Reports to the Board. The following information reports and statement shall be provided:~~

- a) ~~Balance Sheet~~ Beginning and ending balance
- b) ~~Updated approved budget (Planned versus Actual)~~ Revenues and Expenses
- c) ~~Overview of Visit Palmdale monthly and YTD financials~~ Year-to-date Actuals in each budget category