

GREATER PALM SPRINGS CONVENTION & VISITORS BUREAU

AND

GREATER PALM SPRINGS CONVENTION & VISITORS BUREAU
TOURISM BUSINESS IMPROVEMENT DISTRICT

JPA EXECUTIVE COMMITTEE

AMENDED AND RESTATED BYLAWS

Adopted May 21, 2021
Resolution No. JPA 2021-003
(Supersedes all prior Bylaws)

Section 1. Purposes.

(a) Greater Palm Springs Convention & Visitors Bureau

(1) The JPA Executive Committee shall serve as the governing body of the Greater Palm Springs Convention & Visitors Bureau (“CVB”), which is a Joint Powers Authority (“JPA”) established by the Joint Powers Agreement, created pursuant to the Joint Exercise of Powers Act, as set forth in Section 6500, et seq. of the California Government Code, by and between cities of Cathedral City, Desert Hot Springs, Indian Wells, Indio, La Quinta, Palm Desert, Palm Springs and Rancho Mirage, each an independent municipal corporation located in the County of Riverside, State of California, and the County of Riverside, a political subdivision of the State of California.

(2) The purpose of the CVB is to encourage, promote, and to do such other things as might be necessary to enhance, to the greatest extent possible, all aspects of the hospitality, convention and tourism industry in the Coachella Valley and to attract visitors from national and international markets, all to the benefit of the CVB Members and their constituents.

(b) Greater Palm Springs Convention & Visitors Bureau Tourism Business Improvement District

(1) The JPA Executive Committee also serves as the governing body of the Greater Palm Springs Convention & Visitors Bureau Tourism Business Improvement District Assessment (“TBID”) which was formed pursuant to the Property and Business Improvement District Law of 1994, Streets and Highways Code Sections 36600 et seq. which covers all of the lands located within the jurisdictional boundaries of the cities of Cathedral City, Desert Hot Springs, Indian Wells, Indio, La Quinta, Palm Desert, Palm Springs and Rancho Mirage and the unincorporated area of Riverside County, situated within the jurisdictional boundaries of the CVB. Commencing on July 1, 2021, the CVB TBID shall provide for an annual

assessment of three-percent (3%) of hotels' gross short-term room rental revenue and one-percent (1%) of vacation rentals' gross short-term rental revenue.

(2) The purpose of the CVB TBID is to administer marketing and visitor programs to promote the assessed businesses as tourism visitor destinations and to fund projects, programs and activities which provide special and specific benefits to the assessed businesses, such as but not limited to the generation of increased room night sales, which will not be provided to those non-assessed businesses located within the jurisdictional boundaries of the CVB TBID.

Section 2. Membership.

The membership of the JPA Executive Committee shall consist of: (i) a duly elected or appointed council member of each city CVB Member; and (ii) a member of the Riverside County Board of Supervisors.

Section 3. Primary and Alternate JPA Executive Committee Member.

The legislative bodies of each CVB Member shall appoint a primary JPA Executive Committee member and an alternate who shall serve on the JPA Executive Committee in the absence of the designated primary JPA Executive Committee member. The County of Riverside shall appoint one elected official as the designated delegate of the JPA Executive Committee and either a second elected official or a senior staff member as the alternate voting delegate. Each city member should notify the CVB in writing of the name of the voting alternate delegate.

Section 4. Terms.

The terms of each primary JPA Executive Committee member and alternate shall be determined by their respective legislative bodies at the time of their appointment.

Section 5. Removal.

A JPA Executive Committee member may be removed at any time by his/her legislative body.

Section 6. Oath or Affirmation.

Any person appointed to serve as a JPA member shall take the oath or affirmation of office as required by the Constitution of the State of California prior to formally and officially assuming his or her position as a member of the JPA Executive Committee.

Section 7. Authorized Voters.

Only those members of the JPA Executive Committee whose agencies pay their CVB Member Contributions, as set forth in the most current version of the JPA Agreement, shall be entitled to vote.

Section 8. Voting.

Each JPA Executive Committee member shall have one vote, unless otherwise disqualified from voting.

Section 9. Roll Call Votes.

The minutes of each JPA Executive Committee meeting shall reflect how each member of the JPA Executive Committee voted on each item on the agenda.

Section 10. Officers.

The officers of the JPA Executive Committee shall consist of a Chair and Vice Chair.

Section 11. Duties of Officers.

The duties of the officers of the JPA Executive Committee shall be as follows:

(a) Chair

- (1) The Chair shall serve as the presiding officer at all JPA Executive Committee meetings.
- (2) The Chair shall sign all JPA Executive Committee resolutions, ordinances and other appropriate documents as determined by the JPA Executive Committee, the President/CEO and/or General Legal Counsel.

(b) Vice Chair

- (1) The Vice Chair shall assume the duties of the Chair in the Chair's absence.

Section 12. Election of Officers.

JPA Executive Committee officers shall be elected annually by the JPA Executive Committee, with the election taking place on or before December 31st of each year before the first JPA Executive Committee meeting in January, with the terms of office commencing January 1st.

Section 13. Officers Terms.

JPA Executive Committee officers' terms shall be one-year terms, but the officers may be elected to serve an additional one-year consecutive term by a majority vote of the JPA Executive Committee.

Section 14. Removal of Officers.

JPA Executive Committee officers serve at will and may be removed by a majority vote of the JPA Executive Committee at any time with or without cause.

Section 15. Meetings -- Applicable Laws and Regulations.

All JPA Executive Committee meetings shall be conducted, as applicable, in accordance with the applicable provisions of Section 36500, et seq. of the Streets and Highways Code (the "Parking and Business Improvement Area Law of 1994") and Sections 54950, et seq. of the Government Code (the "Brown Act") and any and all laws governing public meetings.

Section 16. Types of Meetings.

The JPA Executive Committee may hold and conduct the following meetings:

(a) Regular Meetings

Regular meetings will be held at least five (5) times per year, on the third or fourth Friday of the month, unless cancelled in advance, commencing at 8:30 a.m. at the CVB Boardroom located at 70-100 Highway 111, Rancho Mirage, California, or any other location officially noticed by the CVB, or as may otherwise be duly established by the JPA Executive Committee in accordance with applicable law.

(b) Special Meetings

Special meetings which may be called by the Chair or any two JPA Executive Committee members subject to the applicable provisions of the Brown Act.

(c) Emergency Meetings

Emergency Meetings may be called and held from time to time pursuant to the procedures set forth in the Brown Act.

(d) Adjourned Meetings

Any JPA Executive Committee regular meeting may be adjourned to a time and place specified in the order of adjournment pursuant to the procedures set forth in the Brown Act, and be treated as a regular meeting for all purposes.

Section 17. Cancellation of Meetings.

Any meeting of the JPA Executive Committee may be canceled in advance by a majority vote of the JPA Executive Committee or the anticipated lack of a quorum with a Notice of Cancellation being provided in the same manner as the notice of the meeting being cancelled, if time permits.

Section 18. Location of Meetings.

The JPA Executive Committee may, from time to time, meet at other locations within the territory of the CVB or CVB TBID, or any other location permitted by law, subject to providing public notice of the meeting location in accordance with the Brown Act.

Section 19. Quorum.

A majority of the JPA Executive Committee shall constitute a quorum, but a lesser number may adjourn a meeting.

Section 20. Order of Business.

The business of the JPA Executive Committee at its meeting shall generally be conducted in accordance with the order of business as listed on the agenda, and the Chair may, with the concurrence of a majority of the JPA Executive Committee present, reorder items on the agenda to accommodate the public or to address other concerns.

Section 21. Robert's Rules of Order.

Except as provided herein, other rules adopted by the JPA Executive Committee and applicable provisions of state law, the meeting procedures of the JPA Executive Committee will be governed by the latest revised edition of *Robert's Rules of Order*.

Section 22. Minutes.

The CVB President/CEO's Executive Administrative Assistant or designee shall prepare the minutes which shall be signed by the Secretary and recorded in the JPA Executive Committee's Minutes Book.

Section 23. Closed Sessions.

Members of the JPA Executive Committee may not reveal the nature of any discussions or decisions from a closed session unless required by law or unless a majority of the JPA Executive Committee authorizes the disclosure of the subject confidential closed session information.

Section 24. Absences.

The Executive Committee reserves the right to determine whether a JPA Executive Committee member's absence under the circumstances at a particular JPA Executive Committee meeting is excused.

Section 25. Subcommittees.

The Chair may appoint from time to time on as-needed basis subcommittees consisting solely of less than a quorum of the JPA Executive Committee with temporary subject matter jurisdiction over a particular matter, which shall be permitted to meet outside the context of a noticed public meeting as permitted by the Brown Act.

Section 26. Annual Budget.

The JPA Executive Committee shall review and consider the proposed Annual CVB Budget and/or any mid-budget year adjustments presented and recommended by the CVB Board of Directors and take final action on any such recommendations presented by the CVB Board of Directors in a timely manner.

Section 27. Waiver of Rules.

Any of the foregoing rules may be waived by majority vote of JPA Executive Committee members present at a JPA Executive Committee meeting when it is deemed that there is good cause to do so based upon the particular facts and circumstances involved.

Section 28. Amendment of Bylaws.

These Bylaws may be amended by a simple majority vote of the authorized voters of the JPA Executive Committee.

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Geoff Kors
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Geoff Kors, Chair

ATTEST:

DocuSigned by:
Revae Reynolds
161AB247E3FB457...

Revae Reynolds, Clerk

APPROVED AS TO FORM:

DocuSigned by:
Lena Wade
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Lena D. Wade, General Counsel