

VISIT GREATER PALM SPRINGS
BOARD OF DIRECTORS
AMENDED AND RESTATED BYLAWS

ADOPTED JUNE 29, 2023

RESOLUTION NO. BOD 2023-003

(Supersedes all prior Bylaws)

Section 1. Purposes

a. Visit Greater Palm Springs ("Visit GPS")

The Board of Directors' purpose is to advise the JPA Executive Committee on issues pertaining to Visit GPS in order to jointly 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 industries in the Coachella Valley and to attract visitors to the area from a world-wide market, all to the benefit of the member organizations and their constituents while improving the quality of life for local residents.

b. The Greater Palm Springs Tourism Business Improvement District ("District") was formed pursuant to the Property and Business Improvement District Law of 1994, Streets and Highways Code Sections 36600 et seq. Commencing on July 1, 2021, the District 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.

The Board of Directors' other purpose 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 District.

Section 2. Membership

a. Number

The Board of Directors shall consist of a maximum of thirty-eight (38) members, which shall include two members of the JPA Executive Committee selected by the JPA Executive Committee, both of whom shall serve as “non-voting” ex-officio members of the Board of Directors. A minimum of 14 (members) will represent the District Hotels and a minimum of five (5) members shall represent the vacation rental industry on the Board of Directors. The number of directors may be adjusted by a majority vote of the Board of Directors.

b. Eligibility

Directors shall either: (i) own a business that is associated with the widespread hospitality, tourism or general business community within the jurisdictional territory of the District and Visit GPS, or (ii) serve in an executive position in such a business or any related private or public organization.

c. Appointment

Directors shall be nominated by an ad hoc nominating subcommittee appointed by the Chair of the Board of Directors, subject to the approval of the Board of Directors.

d. Term

Each Director shall serve without compensation and be appointed for a term of three (3) years, subject to a three (3) term maximum, unless waived by a majority vote of the Board of Directors.

e. Voting

Each Director shall have one vote.

f. Suspension or Removal

A Director may be suspended or removed by a majority of the Board of Directors for any of the following reasons:

- (1) Failure to fulfill an obligation or duty as a Director;
- (2) Failure to attend 50 percent of the scheduled regular meetings of the Board of Directors in one (1) calendar year, unless excused by a majority of the directors; or
- (3) Conviction of a felony or a crime of moral turpitude.

g. Duties

The duties of the Board of Directors shall include the following:

- (1) Develop an annual budget for Visit GPS for submission to the JPA Executive Committee for its consideration and approval.
- (2) Develop measurable performance criteria to evaluate Visit GPS performance (to include room nights booked, lead generation, cooperative advertising, partnership involvement and other appropriate indicators).
- (3) Meet periodically with the President/CEO and staff of Visit GPS and assist the President/CEO with the administration of Visit GPS as may be requested by the President/CEO.
- (4) Review and submit financial reports of Visit GPS for distribution to the JPA Executive Committee.
- (5) Authorize adjustments to expenditures within budget activities (i.e., marketing program, sales program, advertising program).
- (6) Advise the JPA Executive Committee on critical policy and budgetary matters.
- (7) Conduct Board of Directors meetings in accordance with the Brown Act and all other applicable laws and procedures.
- (8) Comply with all applicable provisions of the Political Reform Act and applicable regulations of the Fair Political Practices Commission.
- (9) Four (4) members of the Board of Directors, appointed by Chair of the Board of Directors, shall attend all JPA Executive Committee meetings, including closed sessions.
- (10) Certain Directors, as may be designated by the Chair of the Board of Directors, shall conduct the performance evaluation of the Visit GPS President/CEO, as may be required from time to time, and make any recommendations it may have to the Board of Directors, including without limitation any recommended amendments to the Visit GPS President/CEO's employment agreement.

h. Emeritus status

There shall be a category of Board membership known as Board Members Emeritus who are nominated and elected by the Board of Directors.

(1) A Board Member Emeritus:

(a) shall be selected from those members of the Board of Directors who have served as a past chair on the Board of Directors;

(b) shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board meetings, to participate in meetings of the committees in which they serve, and are encouraged to attend all other events conducted by the organization;

(c) shall not be (i) subject to any attendance policy counted in determining if a quorum is present at a meeting, (ii) entitled to hold office, or (iii) entitled to vote at any Board meeting.

(2) Election as a Board Member Emeritus shall be annually, with the recommendation of the nominating subcommittee, the Executive Committee of the Board will consider potential candidates and may nominate one or more individuals for a Board Emeritus position. The Executive Committee will present the nomination(s) along with supporting statements to the Board of Directors for its consideration. A simple majority vote of Directors at a meeting at which a quorum is present is sufficient to approve an appointment.

Section 3. Officers

a. Designated Elected Officers

The elected officers of the Board of Directors shall consist of a Chair, Vice Chair, Secretary and Treasurer.

b. Duties of Officers

(1) Chair

(i) The Chair shall serve as the presiding officer at all Board of Directors meetings.

(ii) The Chair or Vice Chair shall sign all Board of Directors resolutions and other appropriate documents as determined by the President/CEO and/or General Legal Counsel.

(iii) When necessary, the Chair shall be the official representative of the Board of Directors.

(2) Vice Chair

The Vice Chair shall assume the duties of the Chair in the Chair's absence.

(3) Secretary

- (i) The Secretary shall assist the Chair as necessary and in the absence of the Chair and Vice Chair, the Secretary shall assume the duties of the Chair.
- (ii) It shall be the duty of the Secretary to authenticate, by his/her signature, when necessary, all the acts, orders and proceedings of the Board of Directors.

(4) Treasurer

- (i) In the absence of the Chair, Vice Chair and Secretary, the Treasurer shall assume the duties of the Chair.
- (ii) It shall be the duty of the Treasurer to serve as the Chair of any Finance Subcommittee that may be established by the Chair at any time and to perform any other such duties assigned by the Board of Directors.

(c) Terms of Office

- (1) The term of each officer shall be two (2) years and no officer shall serve more than three consecutive terms in the office to which elected, unless waived by a majority of the Board of Directors.
- (2) Partial terms shall not be considered in determination of consecutive terms.

(d) Election of Officers

Officers shall be nominated by an ad hoc nominating subcommittee of the Board of Directors, and elected annually or as may be needed to fill a vacancy, with the election held on or before December 31st of each year, with the terms of office commencing on January 1st.

Section 4. Meetings

a. Applicable Laws and Regulations

All Board of Directors meetings shall be conducted in accordance with the applicable provisions of Streets and Highways Code sections 36600, et seq. (the "Parking and Business Improvement Area Law of 1994) and Government Code sections 54950, et seq. (the "Brown Act") and any and all laws governing public meetings.

b. Types of Meetings

1. Regular Meetings

Regular meetings will be held at least five (5) times per year, unless cancelled in advance. The meeting schedule shall be adopted by the Board of Directors, from time to time. The time and place of the meetings shall be stated in the agendas for said meetings. The Chair may alter the date of a regular meeting within five (5) days' written notice to the members of the Board of Directors and to any person who has filed a written request for such notice.

2. Special Meetings

Special meetings may be called by the Chair or any two officers.

c. Cancellation of Meetings

Any meeting of the Board of Directors may be canceled in advance by a majority vote of Board of Directors.

d. Location of Meetings

The Board of Directors may, from time to time, elect to meet at other locations within the territory of the District, subject to providing public notice of the change of location in accordance with the Brown Act.

e. Quorum

A majority of the Board of Directors shall constitute a quorum, but a lesser number may adjourn a meeting.

f. Presiding Officer

The Chair or substitute in the Chair's absence shall preside over all Board of Directors meetings.

g. Minutes

The Visit GPS President/CEO's Executive Administrative Assistant or designee shall prepare the minutes which shall be signed by the Secretary and recorded in the Board of Directors Minutes Book.

h. Order of Business

(1) The business of the Board of Directors at its meeting shall generally

be conducted in accordance with the order of business as listed on the agenda.

- (2) The Chair may, with the concurrence of a majority of the Board of Directors present, reorder items on the agenda to accommodate the public or to address other concerns.

- i Rules of Order

Except as provided herein, other rules adopted by the Board of Directors and applicable provisions of state law, the meeting procedures of the Board of Directors will be generally governed by the latest revised edition of *Rosenberg's Rules of Order*.

- j. Absences

The Board of Directors reserves the right to determine whether a Director's absence under the circumstances at a particular Board of Directors meeting is excused.

Section 5. Subcommittees

The Chair of the Board of Directors may appoint from time to time any ad hoc subcommittees consisting solely of less than a quorum of the Board of Directors with temporary subject matter jurisdiction over a particular matter, such as, but not limited to sales, marketing, partnership, and board development.

Section 6. Waiver of Rules

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

Section 7. Amendment of Bylaws

The Bylaws may be amended by a simple majority vote of the entire Board of Directors.

Rolf Hoehn, Chair
Visit Greater Palm Springs
Board of Directors

ATTEST:

Tom Scaramellino
Board Secretary

APPROVED AS TO FORM:

Lena D. Wade, General Counsel