

BYLAWS

for the regulation, except
as otherwise provided by statute or
its Articles of Incorporation
of

SAN MATEO COUNTY CONVENTION AND VISITORS BUREAU
a California nonprofit mutual benefit corporation

ARTICLE I. PURPOSE

Section 1. Purpose. The specific and primary purposes are to advertise, publicize, promote, and to initiate, sponsor, and carry out plans, policies, and activities that will tend to further the prosperity and development of the convention and visitor activities in San Mateo County, California, and to engage in all lawful activities and operations usually and normally engaged in by a convention and visitors bureau;

The general purposes and powers are:

- (1) To buy, lease, rent, or otherwise acquire, hold, or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed in trust, pledge, encumber, transfer or trust, or otherwise dispose of any and all kinds of property whether real, personal, or mixed and to receive property by devise or bequest;
- (2) To borrow money and to contract debts, to issue bonds, notes, and other evidences of indebtedness, and to secure them by any or all of the property of this corporation, or to issue them unsecured.

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- (3) To enter into, make, perform and carry out contracts of every kind for any lawful purpose and without limit on amount with any person, firm, or corporation; and
- (4) To have and to exercise all the powers conferred by the California General Nonprofit Corporation Law on nonprofit corporations, as that law is now in effect or may at any time hereafter be amended.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth above and nothing contained in the forgoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members as such, except on dissolution or winding up.

ARTICLE II. OFFICES

Section 1. Principal Office. The Corporation's principal office shall be fixed and located within the County of San Mateo as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

ARTICLE III. MEMBERSHIP

Section 1. Members. The corporation has no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.

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Section 2. Associates.

- (a) Nothing in this Article III shall be construed as limiting the right of the corporation to refer to persons associated with it as “members” who shall be persons adjudged by the Board to have a community of interest with the objectives of this corporation and/or who contribute annually to the corporation in response to a membership solicitation even though such persons are not members, and no such reference shall constitute any one a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation’s Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.
- (b) In furtherance of Subsection (a) above, there shall be a nonmember class, herein called “associates” who shall be any person or entity engaged in a lawful business and who contributes funds or other property to the corporation.

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- (i) Membership Privileges. Associates and all other nonmembers shall not be eligible to vote and may not hold office.
- (ii) Dues. Each associate in good standing must pay, within the time and on the conditions set by the Board, the initiation fee and annual dues in amounts to be fixed from time to time by the Board. The dues and fees shall be equal for all associates of each class, but the Board may, at its discretion, set different fees and dues for each class. Any associates who shall be in arrears in the payment of any installment of fees, periodic dues or assessments for more than sixty (60) days after their due date shall not be considered an associate in good standing.
- (iii) Transfer of Associates. An associate may not transfer his or her membership to another person.

ARTICLE IV. DIRECTORS

Section 1. Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a

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management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the other officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, and fix their compensation.
- (b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with law, the Articles, or these Bylaws, as they may deem best.
- (c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- (d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgage, pledges, hypothecations, or other evidences of debt and securities therefor.

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Section 2. Number of Directors. *The authorized number of directors shall be the same as the number of directors on the Advisory Board of the San Mateo County Tourism Business Improvement District.*

Section 3. Designation of Directors; Term of Office; Voting.

(a) The directors of this corporation shall be all of the authorized members of the Advisory Board of the San Mateo County Tourism Business Improvement District. The terms of office for directors of this corporation shall coincide with the terms of office of the members of the Advisory Board of the San Mateo County Tourism Business Improvement District. Any director who ceases to be a member of the Advisory Board of the San Mateo County Tourism Business Improvement District shall likewise and at the same time cease being a member of the Board of this corporation. It is the intent of these bylaws that the membership of the Advisory Board of the San Mateo County Tourism Business Improvement District and the membership of this corporation shall be identical at all times.

(b) Each director of this corporation shall be allowed one vote, and no more than one vote, on the Board.

Section 4. Vacancies.

(a) Any director may resign effective upon giving written notice (effective upon the future date specified in the notice or, if no date is specified, effective upon giving

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the notice) to the Chairman of the Board, the President, or the Secretary. Any such resignation shall be deemed a resignation from both the Board of this Corporation and the Advisory Board of the San Mateo County Tourism Business Improvement District.

(b) A vacancy in the Board shall be deemed to exist upon the death of any director or upon the effective date of resignation of any director.

(c) The Board may declare vacant the office of a director who has been declared of unsound mind by a final order or judgment of a court of competent jurisdiction, convicted of a felony, or found by a final order or judgment of a court of competent jurisdiction to have breached any duty arising under Article 3 of Chapter 2 of Part 2 of the California Nonprofit Public Benefit Corporation Law. Prior to making any such declaration, the Board shall consult with the City Council of the City of Burlingame (which appoints the members of the Advisory Board of the San Mateo County Tourism Business Improvement District) or with the Council's designated representative.

(d) No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 5. Place of Meeting. Meetings of the Board shall be held at any place within or without the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

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Section 6. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. Annual meetings of the Board shall convene within 120 days of the end of the fiscal year at the place and date determined by the Board.

Section 7. Regular Meetings. Regular meetings of the Board shall be held on such dates and at such times as may be fixed by the Board.

Section 8. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, the President, the Chair-Elect, any Vice Chair, or any five directors. Special meetings of the Board shall be held upon ten (10) days' notice by first-class mail or 24 hours' notice given personally or by telephone, fax or electronic media, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be

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deemed to have been given at the time it is communicated, in person or by telephone or electronic media to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 9. Quorum. A quorum shall be considered present when seven (7) voting members of the board of directors are present. Except in the case of proposed bylaw amendments, Article IX shall prevail.

Section 10. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 11. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as hereinafter provided. If the meeting is adjourned for more than 48 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

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Section 12. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.

Section 13. Fees and Compensation. Directors and members of committees shall receive no compensation for their services, but shall receive such reimbursement for expenses, as may be fixed or determined by the Board.

Section 14. Committees. The Board may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board.

A. Executive Committee

The Executive Committee shall be the dominant committee of the San Mateo County Convention and Visitors Bureau and shall review all recommendations submitted by other committees and / or task forces prior to presentation to the full Board of Directors. The Executive Committee is comprised of all officers elected by the full Board of Directors and shall be empowered to conduct the business of the Board between regular Board meetings.

Chair: Chairman of the Board

B. Personnel Committee

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Conduct the annual performance review of the President/CEO and
conduct an annual survey of the staff and bureau operations.

Chair: Chairman of the Board

Section 15. Attendance. The appointing body of any Board of Directors member who
misses three, unexcused regular Board meetings within a twelve month period,
shall be informed of the absences.

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ARTICLE V. OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chairman of the Board, a Chairman of the Board-Elect, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, a President, one or more Vice Chairs one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article V. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the or Chairman of the Board.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article V. shall be chosen annually, and shall serve at the pleasure of the Board according to the procedure below and shall hold office until their respective successors shall be elected.

~~(a)~~ Nominating Committee. In August of each year, the Chairman of the Board shall appoint a nominating committee of five voting Board members to select candidates for officers of the Board. The nominating committee will present a slate of candidates for officers to

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be elected at the October Board of Directors meeting. Additional candidates for officers may be nominated by individual directors after the nominating committee has presented a slate of officer candidates and before a vote is taken to elect officers. If the election of officers is to be by mailed ballot, the secretary will be responsible for the preparation of ballots to be mailed with a return, self-addressed envelope, to all Board members eligible to vote, no later than thirty days before the election date. Space shall be provided on the ballots for write-in candidates. Completed ballots shall be returned so as to reach the Corporation no later than the day preceding the election day and if mailed, they must be postmarked by midnight, of the day before election day. Members of the nominating committee shall serve as Tellers of the election. They shall receive and tabulate the vote and shall make their report on the election to the Board as directed.

- (b) The terms of each office shall begin January 1st following the election, with an official installation ceremony at the annual membership meeting.

Section 3. Subordinate Officers. The Board may elect, and may empower the Chairman of the Board to 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

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perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Chairman of the Board. The Chairman of the Board, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board. In the absence of the Chairman of the Board, the succession of presiding officers at Board of Directors and executive committee meetings shall be as follows: The Chairman-Elect of

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the Board, the vice chair with the greatest seniority, followed by the Treasurer, Recording Secretary, and Corresponding Secretary.

Section 7: President. Subject to such powers, if any, as may be given by the Board to the President, if there is such an officer, the President is the General Manager and Chief Executive Officer of the corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and affairs of the corporation. The president and CEO shall be an ex-officio member of the Board, Executive Committee and all committees and task forces. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 8. Chairman-Elect of the Board. In the absence or disability of the Chairman of the Board, the Chairman-Elect of the Board shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Chairman-Elect shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 9. Vice Chairs. The Vice Chairs, if any, shall assist the Chairman of the Board and perform any duties as from time to time may be prescribed for them respectively by the Board.

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Section 10. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 11. Treasurer. The Treasurer is the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the Chairman of the Board and the directors, whenever they request it, an account of all transactions as Treasurer and of the

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financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE VI. OTHER PROVISIONS

Section 1. Endorsement of Documents: Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chairman of the Board, the President, the Chairman-Elect of the Board or any Vice Chairs and the Secretary, any Assistant Secretary, the Treasurer, or any Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person 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 or 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.

Section 2. Representation of Shares of Other Corporation. The Chairman of the Board or any other officer or officers authorized by the Board or the President are

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each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Bylaw Review in Even Numbered Years: Every even numbered year, the Chairman of the Board shall appoint a task force to review the bylaws for possible amendments.

**ARTICLE VII. INDEMNIFICATION OF DIRECTORS,
OFFICERS, EMPLOYEES, AND OTHER AGENTS**

Section 1. Definitions. For the purpose of this Article,

- (a) “agent” means any person who is or was a director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

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- (b) “processing” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative;
and
- (c) “expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. Successful Defense by Agent. To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him or her, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

Section 3. Actions Brought By Persons Other Than The Corporation. Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceedings other than an action brought by, or on behalf of, this corporation, of by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant

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director was or is engaging in self-dealing within the meaning of California Corporations Code, Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amount actually and reasonably incurred in connection with the proceedings.

Section 4. Action Brought By Or On Behalf Of The Corporation.

- (a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
- (b) Claims and suits awarded against agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of the corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

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- (i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and
- (ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. Determination of Agent's Good Faith Conduct. The indemnification granted to an agent in Section 3 and 4 above is conditioned on the following:

- (a) Required standard of conduct. The agent seeking reimbursement must be found, in manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of this corporation or that he or she had reasonable cause to

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believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i) the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

(ii) the affirmative vote of a majority of the votes represented and voting at a duly held meeting of members at which a quorum is present which affirmative votes also constitute a majority of the required quorum; or

(iii) the court in which the proceeding is or was pending.

Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

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Section 6. Limitations. No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 3 (b) (iii), in any circumstance when it appears:

- (a) That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnifications; or
- (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 8. Contractual Rights of Non-Directors And Non-Officers. Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

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Section 9. Insurance. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violation provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE VIII. CONSTRUCTION AND DEFINITION

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of the bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

ARTICLE IX. AMENDMENTS

These bylaws may be amended by the vote or written assent of the majority of the voting members of the Board of Directors or a majority of a quorum of the Board of Directors; provided, however, that an amendment to the Bylaws or to the Articles of Incorporation changing the number of directors or the composition of the Board of Directors may not be adopted without the vote or written assent of

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the members of this corporation entitled to exercise three-fourths (3/4) of the voting power at a meeting called for the purpose.

CERTIFICATE OF PRESIDENT AND CEO

I, the undersigned, certify that I am the President and CEO of the SAN MATEO COUNTY CONVENTION AND VISITORS BUREAU, a California not-for-profit mutual benefit corporation, and the above bylaws, consisting of 25 pages, are the bylaws of this corporation as adopted by written assent of the members as of March 22, 2001.

Anne H. LeClair

President and CEO