

BY LAWS
OF
GREATER SHAVER LAKE CHAMBER OF COMMERCE
AND VISITORS BUREAU
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I
OFFICES

Section 1 Offices

The Board of Directions shall fix the location of the principal executive office of the corporation at any place within or outside the State of California. If the principal office is located outside of this State, and the corporation has one or more business offices in this State, the Board of Directors shall fix and designate a principal business office in the State of California.

ARTICLE II
MEMBERS

Section 1 Members

Any individual, association, corporation, institution, partnership, estate or society, resident in or doing business with businesses in the Eastern Fresno County region may request membership in the GSLCVB by paying the annual dues set up for their level of participation by the Board of Directors and by abiding by the By Laws of the Chamber.

Section 2 Dues

The membership dues shall be created and/or amended at the discretion of the Board of Directors. Members must pay these dues at least one year in advance and will then be given the privileges of membership.

Section 3 Membership Benefits

Members will receive placement in the GSLCVB website, a decal sticker for their place(s) of business, copies of the Eastern Fresno County Tourism brochure for distribution at their place(s) of business and privilege of placing business literature at the GSLCVB display area at the Museum of the Sierra.

Section 4 Resignation and Termination

A member may resign from the organization at any time. If their dues are paid in full, they will receive a pro-rated refund based upon the number of months left on their particular sign update.

A member may be terminated by a vote of the Board of Directors for conduct which, at the discretion of the Board of Directors, is unbecoming to a member or is not in accordance with the purposes of the GSLCVB. Such termination may be made after notice is given to the member at the member's address as shown by the records of the GSLCVB, and after a reasonable opportunity to be heard on the termination notice has been given to the member. A member may be terminated for non-payment of dues if those dues are not paid within 30 days of their receipt of payment request.

Section 5

No member shall use their membership in the GSLCVB to indicate any implied endorsement by the Chamber for the member, its products, services, or merchandise.

ARTICLE III

DIRECTORS

Section 1 Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised under the direction of the Board of Directors.

Section 2 Number and Qualifications of Directors

Up to ten (10) directors can be authorized, but there must be at least three (3), until changed by an amendment to the Articles of Incorporation or these By-Laws adopted by a majority vote of the Board. Board members must be residents of the region as described by zip codes 93602, 93605, 93634, 93651, 93664 and 93667. A member may also be an employee of a company doing business in the above-mentioned zip codes.

Section 3 Designation and Term of Office of Directors

Initial Directors shall be designated at the incorporation and thereafter by a majority vote of the Board. Each director shall hold office for two (2) years, and until a successor has been designated and qualified.

Section 4 Vacancies

Board of Directors vacancies may be filled by a vote of the remaining directors, a quorum, or by the sole remaining director. Each director so elected shall hold office until the next annual meeting of the members and until a successor has been elected.

Vacancies in the Board of Directors shall be deemed to exist in the event of the death, resignation, or removal of a director. The Board of Directors can vacate a director who has been declared of unsound mind by a court order, convicted of a felony, or if the authorized number of directors is increased.

Directors may resign effective on giving written notice to the president, the secretary, or the Board of Directors. Unless the notice specifies a later time for that resignation, it will become effective at the time that the notice is received by one of the above-named recipients.

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 5 Meeting Place

Board of Directors meetings may be held at a physical location or by Zoom online from time to time by resolution of the Board. Special meetings of the Board shall be held at any place or in any manner as decided by the Board. Email voting on all Board matters will be acceptable.

Section 6 Regular Meetings

Regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 7 Special Meetings

Special meetings of the Board of Directors for any purpose may be called at any time by the Executive Director, the president, the secretary or any two (2) directors. Notice of time and place shall be delivered via email, text message or by telephone to each director. In case the notice is delivered via email, text message or by telephone it must be at least forty-eight (48) hours before the proposed meeting time. Any oral notice by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice must specify the purpose of the meeting and that it will be a Zoom meeting.

Section 8 Quorum

A quorum for the transaction of business is required, except to adjourn. Every decision made by the majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Non-Profit Public Benefit Corporation Law, including, without limitation, those provisions relating to

(a) approval of contracts or transactions in which a director has a direct or indirect material financial interest,

(b) approval of certain transactions between corporations having common directorships,

(c) creation of and appointments to committees of the Board, and

(d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 9 Waiver of Notice

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement, the lack of notice to that director.

Section 10 Adjournment

Most of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 11 Action Without Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 12 Fees and Compensation

Directors and members of committees serve as volunteers without an expectation of compensation for their services. The Board of Directors can authorize repayment for out of pocket expenses authorized by that Board.

ARTICLE IV
COMMITTEES

Section 1 Director Committees

The Board of Directors may designate committees, each consisting of one (1) or more directors will to serve on said committee. The Board may designate one or more directors as alternative members of any committee, who may replace any absent member at any meeting of the committee. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to:

- (a) The approval of any action which, under the General Corporation Law of California, also requires member.
- (b) Filling vacancies on the Board of Directors or on any committee.
- (c) Fixing Director compensation for serving on the Board or a committee.
- (d) The amendment or repeal of By-Laws or the adoption of new By-Laws.
- (e) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repeatable; or
- (f) the appointment of any other committees of the Board of Directors or the members of these committees.

Section 2 Committee Actions and Meetings

Committee meetings and actions are governed by the provisions of Article III or By-Laws, Sections 5 (Place of Meetings), 6 (Regular Meetings), 7 (Special Meetings and Notice), 8 (Quorum), 9 (Waiver of Notice), 10 (Adjournment), 11 (Notice of Adjournment), and 12 (Action Without Meetings). The Board of Directors may adopt rules for the government of any committee not inconsistent with the provision of these By-Laws.

ARTICLE V OFFICERS

Section 1 Officers

The officers of the corporation shall be a president (Chief Executive Officer), a secretary, and a treasurer (Chief Financial Officer). The Board of Directors may elect an Executive Director. In addition, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other offices as may be appointed in accordance with the provisions of Section 3 of this Article V. Any number of offices may be held by the same person.

Section 2 Officer Elections

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article V, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3 Officer Resignation or Removal

Any officer may resign at any time by giving written notice to the Board of Directors. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special Board of Director meeting.

Section 4 Officer Vacancies

A vacancy in any office because of death, resignation, removal, or any other cause shall be filled in the manner prescribed in these By-Laws for regular appointments to that office.

Section 5 President

The president shall be the chief executive officer of the corporation and subject to the Board of Directors control. The president has general supervision, direction, and control of the business and the officers of the corporation. He shall at all meetings of the Board of Directors. He shall have the general powers and duties of management usually vested in the office of president of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors in the By-Laws.

Section 6 Secretary

The secretary shall keep a book of all meetings minutes detailing director or committee actions, with the time and place of regular or special meetings, and, if special, how authorized, the notice given, the names of those present at directors or committee meetings, and the proceedings.

The secretary shall give notice of all meetings of the members and of the Board of Directors required by the By-Laws or by law to be given, and shall keep the seal of the corporation, of one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws.

Section 7 Treasurer

The treasurer (chief financial officer) shall keep and maintain adequate and correct books and records of accounts of business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, and memberships. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit all monies in the name and to the credit of the corporation with such deposits as may be designated by the Board of Directors. The treasurer shall disburse corporate funds as may be ordered by the Board of Directors, shall render to the president and directors, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the corporation and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws.

Section 8 Executive Director

The Executive Director is responsible for managing all day-to-day operations. This is a volunteer position. They must have an exceptional knowledge of the region and the business operations therein. They will be elected by the Board of Directors and report to the president.

Duties include marketing efforts, like social media and website management. They will answer the phone, check messages and return calls. They will periodically check the corporate mailbox in conjunction with the secretary. They will plan and prepare Board meetings (agenda) with the approval of the president. They must understand bookkeeping records, budget, general financial statements, and tax filing. They will work with the treasurer on financial matters. They will look into ways to raise funds.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS, AND OFFICERS

Section 1

The corporation shall, to the maximum extent permitted by law, indemnify its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the corporation. For purposes of this Section, an "agent" of the corporation includes any person who is or was a director, officer, or other agent of the corporation.

ARTICLE VI

RECORDS AND REPORTS

Section 1 Maintenance and Inspection of Corporate Records

The accounting books and records and minutes of proceedings of the Board of Directors and any committee or committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 2 Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney and the right to inspection includes the right to copy and make extracts of documents.

Section 3 Financial Statements

A copy of any annual financial statement and any income statement of the corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the corporation as of the end of each such period, that has been prepared by the corporation shall be kept on file in the principal executive office of the corporation for twelve. (12). months.

Section 4 Annual Statement of General Information

The corporation shall, commencing on July 1 and ending on June, file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the authorized number of directors, the names and business or residence addresses of all directors, the names and business or residence addresses of the president, secretary, and treasurer, the address of its principal executive office, and in general type of business constituting the principal business activity of the corporation, together with a designation of the agent of the corporation for the purpose of service of process, all in compliance with Section 1502 of the Corporations code of California. As part of the annual report, or as a separate document if no annual report is issued, the corporation shall annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:

- (1) Any transaction (i) in which the corporation was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000, or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is any director or officer of the corporation. The statement shall include a brief description of the transaction, names of

interested persons involved, relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(2) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation unless that indemnification has already been approved by the directors.

ARTICLE VII

GENERAL CORPORATE MATTERS

Section 1 Checks, Drafts, Evidence of Indebtedness

All checks, drafts, or other orders for payment or money, notes, or other evidence of indebtedness, "issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 2 Corporate Contracts and Instruments; How Executed

The Board of Directors, except as otherwise provided in these By-Laws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, 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 for any amount.

Section 3 Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California General Corporation Law shall govern the construction of these By-Laws. Without limiting the generality of this provision, the singular, and the term "person" includes both a corporation and a natural person.

ARTICLE VIII
AMENDMENTS

Section 1 Amendment by Members

New By-Laws may be adopted or amended or repealed by an approval of members eligible to vote.

Section 2 Amendment by Directors


Amendment of a By-Law changing the authorized number of directors may be adopted, amended, or repealed by the members eligible to vote.

CERTIFICATE OF ADOPTION OF BY-LAWS

This is to certify.

That I am the duly elected, qualified, and acting Secretary of the GSLCVB and that the above and foregoing By-Laws were adopted as the By-Laws of said corporation on the 24th day of April, 2024, by the persons appointed to act as the first directors of said corporation.

IN WITNESS WHEREOF, I have hereunto signed my name this 24th day of April, 2024.



Secretary

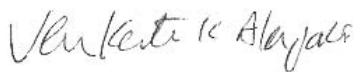
Robert Kenworthy, Secretary


Print Name

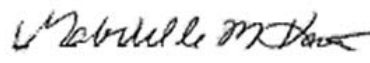
APPOINTMENT OF INITIAL DIRECTORS

OF GREATER SHAVER LAKE CHAMBER OF COMMERCE

The undersigned, being the incorporators of the GSLCVB, are named as the initial directors of that corporation, with full power to take whatever action is needed to perfect the formation of that corporation.


Venkat Alapati
President


Robert Kenworthy
Secretary


Gabrielle Kant
Treasurer