

**BYLAWS OF**  
**Redding Tourism Marketing Group, Inc.**  
*A California Nonprofit Corporation*

**ARTICLE I**

**NAME, OFFICE AND PURPOSES**

The name of this corporation is and shall be the Redding Tourism Marketing Group, Inc. (hereinafter referred to as the "Corporation").

The principal office of the Corporation shall be located in the City of Redding and County of Shasta. The principal office and additional offices may be located in such other places as may be determined from time to time by the Board of Directors.

The purposes of the Corporation shall be to improve and promote the economic well-being of Redding through the creation and operation of a hotel business improvement district and related activities.

**ARTICLE II**

**DISSOLUTION**

**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 members 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 member thereof, 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 established its tax-exempt status under section 501(c)(6) 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  
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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 III

#### MEMBERS

##### Section 1. Membership and Voting Rights.

The corporation shall have no members within the meaning of the California Nonprofit Corporation Law, pursuant to Corporation Code §7332(a). Any references herein to "members" are to the Board of Directors. Each Director shall be entitled to one vote.

##### 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 IV

#### BOARD OF DIRECTORS

##### Section 1. General Powers.

Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of California, the affairs of the corporation shall be managed, and all corporate powers shall be exercised by, or under the direction of, a Board of Directors.

##### Section 2. Number, Tenure, and Qualifications.

The corporation shall have up to sixteen (16) Directors. Up to eight (8) Directors shall be chosen from those lodging properties contributing at least four percent (4%) of the Redding Tourism Business Improvement District assessment (TBID Assessment). In the event any of those properties choose to not have a representative serve as a member of the Board, the total number from the group of larger properties shall be reduced by that number of properties opting out of representation on the Board. This will establish the number of Board members selected from the smaller property group by authorizing an equal number of Board members from December 16, 2022

those properties contributing less than four percent (4%) of the TBID Assessment. Board members from this group will be selected by nomination from properties contributing less than four percent (4%) of the TBID Assessment. The City of Redding Tourism Officer shall serve as a city liaison and shall not have voting rights. The Board shall elect or appoint all Directors. Those Directors from the larger properties will be put forward by those properties for appointment on a non-expiring basis, unless they are no longer contributing at least four percent (4%) of the TBID Assessment. An equal number of Directors will be selected from the smaller properties for one-year terms and may serve as many terms as they are nominated for and confirmed by the smaller properties. The term for the smaller properties will be from July 1 to June 30 of each year. The Board may accept a resignation prior to filling that vacancy with a successor.

#### Section 3. Annual Meeting.

The annual meeting of the Board shall be held in June. 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 4. Regular Meetings.

Regular meetings of the Board shall be held quarterly on the 3<sup>rd</sup> Tuesday, at 10 a.m. in the months of September, January, March, and June and can be changed from time to time as deemed necessary with the requirement that they be held on a consistent basis and as close as possible to the original schedule at a location designated by the Board of Directors. Meetings shall be open to all Redding lodging properties. Pursuant to the State of California Streets and Highways Code Section 36614.5, all meetings shall comply with the notice provisions of the Ralph M. Brown Act. The noticing provisions in these Bylaws shall be subject to any amendments of the Ralph M. Brown Act.

#### Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the Chairperson, Vice Chairperson, the Secretary or the Treasurer, or a majority of the voting directors.

Section 5. Notice of Special Meetings.

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, subject to waiver of notice as provided in Article X of these Bylaws. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation or by any other means pursuant to Government Code §54956. The attendance of a director at any special meeting shall also constitute a waiver of notice of such meeting. Notwithstanding the forgoing, all meetings shall comply with the notice provisions of the Ralph M. Brown Act.

Section 6. Quorum.

At any meeting of the Board, majority of the Directors of the Board shall constitute a quorum. If a quorum is not present, the meeting shall be cancelled, or no official action taken. There shall be no voting by proxies or voting by absentia.

Section 7. Manner of Acting.

Action by the Board shall be by a majority of the Directors present at a meeting duly held at which a quorum has been established unless a greater number is required by law.

Section 8. Action Without a Meeting.

The Board of Directors shall not take action without a meeting.

Section 9. Participation in Meetings by Means of Teleconference.

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 the Redding Tourism Business Improvement District. 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 10. Vacancies.

(a) Events causing vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order of judgment of any court to have breached a duty under the California Nonprofit Corporation Law, the Redding Tourism Improvement District Management District Plan, or other applicable laws; (iii) the increase of the authorized number of directors; (iv) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

(b) A director elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected.

Section 11. Resignations.

Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chairperson, Vice Chairperson, the Secretary or the Treasurer, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Section 12. Compensation.

Directors shall not receive compensation for their services as members of the Board. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore or from receiving reimbursement for reasonable expenses, as may be fixed or determined by resolution of the Board.

Section 13. No Interest in Assets.

No director shall possess any property right in or to the property of the corporation. In the event the corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the directors shall dispose of the remaining property in accordance with the

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provisions of the Articles of Incorporation and these Bylaws.

Section 14. 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.

ARTICLE V

OFFICERS

Section 1. Officers.

The officers of the corporation shall be a Chairperson, Vice Chairperson, Secretary, Treasurer, past Chairperson, and such other officers as may be elected to offices created by the Board. Officers shall have powers and duties as specified herein and as may be additionally prescribed by the Board. No officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.

Section 2. Election and Term of Office.

The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of any officer shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been elected, unless otherwise removed. The Board of Directors will select a subcommittee of no less than three people and no more than five to act as a nominating committee to recruit new members when necessary.

Section 3. Removal.

Subject to the rights, if any, of an officer under any contract of employment, any officer elected or appointed by the Board may be removed by the Board with or without cause, whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Resignation.

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

Section 5. Chairperson.

The Chairperson shall serve as the Chairperson of the Board of Directors. The Chairperson shall preside at all meetings of the corporation. He or she shall have general supervision, direction, and control of the business of the corporation.

Section 6. Vice Chairperson

The Vice Chairperson shall serve as the Vice Chairperson of the Board of Directors. In the absence of the Chairperson, the Vice Chairperson shall preside at meetings of the corporation.

Section 7. Secretary

The Secretary shall be responsible, or delegate responsibility to appointed staff, for the mailing of notices and see to the proper recording of proceedings of meetings of the corporation. 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, and a record of the Corporation's Directors, showing each Director's name, address, and business represented. 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. At the end of each fiscal year, the Secretary shall prepare, or cause to be prepared, an annual report which shall, if required by the Board, be reviewed by a certified public accountant. This annual report shall be presented to the Redding City Council at a regularly scheduled meeting no more than one hundred twenty (120) days after close of the corporation's fiscal year.

Section 8. Treasurer

The Treasurer shall be responsible, but not required to be the reporting party, for the corporation's funds and financial records. The Treasurer shall collect and report, or supervise collection and reporting, of all income and expenditures, shall establish proper accounting procedures for the handling of the corporation's funds.

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and shall be responsible for the keeping of the funds in such banks as approved by the Board. The Treasurer, or appointed managing staff members, shall report on the financial condition of the corporation at meetings of the Board and at other times when called upon by the Chairperson. At the expiration of the Treasurer's term of office, or upon removal, the Treasurer shall immediately deliver over to the person designated by the chairperson all books, money, and other property in his or her charge.

#### ARTICLE VI

#### COMMITTEES

##### Section 1. Committees.

The Board of Directors may, by resolution, establish and appoint a nomination committee or other committees as it deems necessary. 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
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§5233(d)(3).

## ARTICLE VII

### FISCAL YEAR

The fiscal year of this corporation shall be July 1 to June 30.

## ARTICLE VIII

### INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER CORPORATE AGENTS

The corporation shall, subject to the provisions of this Article VIII, to the extent allowed by applicable state and federal laws, indemnify, defend, and hold harmless its officers, directors, agents, and employees from and against any and all claims, liabilities, actions, proceedings, whether threatened, pending or completed, brought by reason of their respective position with or relationships to the corporation, including, without limitation, all reasonable attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this section.

#### Section 1. Definitions.

For the purposes of this Article VIII, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another trust, or other enterprise; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article VIII.

#### Section 2. Indemnification in Actions by Third Parties.

The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under section 5233 of the California Nonprofit Public Benefit Corporation Law), by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding had no reasonable cause to believe the conduct of such person was

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unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation.

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under section 5233 of the California Nonprofit Public Benefit Corporation Law, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses.

To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article VIII, or in defense of any claim, issue, or matter therein, the  
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agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations.

Except as provided in Section 4 of this Article VIII, any indemnification under this Article VIII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article VIII, by:

- (a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or
- (b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Section 6. Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this

Section 7. Other Indemnification.

No provision made by the corporation to indemnify its directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of the directors, an agreement, or otherwise, shall be valid unless consistent with this Article VIII. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article VIII, except as provided in Section 4 or 5(b), in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles, these Bylaws, a resolution of the directors, or an agreement in effect at the time of 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 indemnification; or
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(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance.

The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article VIII.

ARTICLE IX

BOOKS AND RECORDS

Section 1. Maintenance.

The corporation shall keep at its principal office correct and complete books and records of account, written minutes of the proceedings of its meetings, the original or a copy of the Articles and Bylaws as amended to date, and a record giving the names and addresses of all Directors.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the California Nonprofit Corporation Law or under the provisions of the Articles of Incorporation or by the Bylaws of the corporation, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, which is made a part of the minutes, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

ANNUAL REPORTS

Not later than ninety (90) days after the close of the corporation's fiscal year, the Board shall cause to be sent to the members a final annual report and an annual statement of transactions and indemnifications in accordance with applicable state law. The Redding Tourism Business Improvement District annual report will be prepared and submitted in accordance with the provisions of Streets and Highways Code §36650 and the RTBID December 16, 2022

Management District Plan.

## ARTICLE XII

### RULES OF ORDER

The rules contained in Robert's Rules of Order Newly Revised or as may be amended from time to time, shall govern the corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or then existing law, including, but not limited to, the Ralph M. Brown Act.

## ARTICLE XIII

### AMENDMENTS TO BYLAWS

New bylaws may be adopted, or these bylaws may be amended or repealed, by an affirmative majority vote of the Board of Directors at which a quorum is present. A copy of the proposed amendment or new bylaws shall be included in the notice of meeting given to each member of the Board of Directors.

### CERTIFICATE

I, Dave Creager, hereby certify:

That I am the duly elected and acting Secretary of the Redding Tourism Marketing Group, Inc., a California Nonprofit Corporation; and

That the foregoing Bylaws, consisting of 13 pages, including this one, constitute the Bylaws of said corporation, as duly adopted by the Board of Directors at a meeting held on December 20, 2022 at Redding, California.

IN WITNESS WHEREOF, I have hereunto set my hand this 12/20, 2022.



Dave Creager, Secretary  
Redding Tourism Marketing  
Group, Inc.

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