



The Calaveras Visitors Bureau is Calaveras County's core tourism promotion organization dedicated to creating long term and sustainable economic growth for the region and its partners through innovative tourism programs, promotions and partnerships.

ARTICLES OF INCORPORATION & BYLAWS AND POLICIES AND PROCEDURES

Revision 5 – July 2024

**Main Office:
PO Box 637,
753 South Main St.,
Angels Camp, CA 95222
209/736-0049**

**Satellite Office:
202 Main Street
Murphys, CA 95247**

Article I – Name and Principal Office

The name of the corporation is The Calaveras Visitors Bureau (“the Corporation”). The principal office for the transaction of the affairs and activities of this Corporation shall be located in Calaveras County. The Board of Directors may change the location of the principal office.

Article II – Purpose

The specific purpose of this Corporation is to operate as a professional association within the meaning of Section 23701E of the California Revenue and Taxation Code; to promote tourism in Calaveras County; to serve as a liaison with city, county and state government on behalf of the tourism industry in Calaveras County; to maintain high standards and ethics, and to provide education in matters relating to the tourism industry.

Article III – Limitations

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 to its Directors 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 to any individual. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes, and which has established its tax-exempt status under Internal Revenue Code either section 501(c)3 or 501(c)6.

Article IV – Members

The CVB under the current leadership eliminated the partner/ membership program. The portion of T.O.T. (Transient Occupancy Tax) the funding CVB receives from the City and County, should be used to represent all tourism-related businesses and travel concerns.

Article V – Board of Directors - 2023/2024

Section 1: Number

The Corporation shall have thirteen (13) Directors. Each Director shall have one vote, except for the two government-designated directors who do not vote. A reduction in the number of Directors shall not result in the removal of any Director before his or her term of office expires.

Section 2: Tenure

Each Director of the Corporation shall serve for a term of two (2) years. Terms shall be staggered so that a portion of the Directors are each year. Directors may serve up to two (2) consecutive two (2) year terms. After serving two (2) terms, a Director may again be elected or designated after a period of one (1) year from the end of the prior terms.

Section 3: Criteria

Among the thirteen (13) Directors, two (2) Directors shall be designated by specific entities and eleven (11) Directors shall represent the Calaveras County tourism industry:

- One (1) Director shall be designated by the Calaveras County Board of Supervisors. The individual designated shall not be an elected member of the Board of Supervisors and will not be a voting director.
- One (1) Director shall be designated by the Angels Camp City Council. The individual designated shall not be an elected member of the City Council and will not be a voting director.
- Eleven (11) Directors shall be representatives of the following tourism sectors: lodging, attractions, wine/agriculture, restaurant, retail, and recreation. Reasonable efforts shall be made to ensure representation from each tourism sector and from each Calaveras County Supervisorial District.

Section 4: Director Election

Non-designated Directors shall be elected by the Board on an annual basis.

Section 5: Powers

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation law and any other applicable laws, and subject to any limitations of the Articles of Incorporation and these Bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board.

Section 6: Specific Powers

Without prejudice to the general powers set forth in Article V, Section 5 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

1. Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them to act in good faith for the benefit of the Calaveras Visitors Bureau.
2. Change the principal office or the principal business office in the County of Calaveras from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in the County of Calaveras for holding any meeting of the Board.
3. Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

Section 7: Occurrence of Vacancies

A vacancy or vacancies on the Board shall occur in the event of:

1. The death, removal, or resignation of any Director; or
2. The declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty arising under the California Nonprofit Public Benefit Corporation Law or other applicable laws; or
3. An increase in the authorized number of Directors; or
4. A Director is no longer meeting the requirements of Section 3 above; or
5. The failure of a Director to attend more than three (3) consecutive unexcused meetings and an affirmative vote of the Board to remove the Director; or
6. The failure of an election to elect the number of Directors required to be elected in that election.

Section 8: Filling Vacancies

A Director appointed to fill a vacancy shall serve the remainder of the term of the Director they were selected to replace. Vacancies on the Board may be filled by approval of the Board, or if the number of Directors in office is less than a quorum. The Board is responsible for filling all vacancies.

Section 9: Resignation of Directors

Except as provided below, any Director may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Directors' resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no Director may resign if the Corporation is left without a duly elected or designated Director.

Section 10: Removal of Directors

Any Director may be removed, with or without cause, by the vote of the majority of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal question are given as provided in Article VI.

Section 11: Compensation & 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.

Section 12: Advisors

The Board may designate individuals to serve as advisors to the Board. Advisors will receive notice of meetings in the same manner as Directors but will not be considered Directors for any purposes including voting. Advisors shall serve without compensation for such terms as determined by the Board and may be removed by the Board at any time.

Article VI – Meetings

Section 1: Annual Meetings

The annual meeting of the Corporation shall be held at such time as the Board may fix from time to time. At the annual meeting, Directors and officers shall discuss the goals for the next year and update the strategic plan. Other business may be transacted, subject to the provisions of these Bylaws. Notice of the annual meeting shall be in accordance with Section 4.

Section 2: Board of Directors Meetings

The Board shall meet the second Wednesday of every month at 8:30am. The meeting date and time may be changed with a majority vote of the Directors.

Regular meetings shall be held at 753 South Main Street, Angels Camp, CA and via Zoom Video Conference or may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board.

The Board shall meet no less than 6 times per year.

Special meetings of the Board shall be held at any place within Calaveras County, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Special meetings of the Board may be called for any purpose by the President, the Executive Director, or any three (3) Directors.

Notwithstanding the above provisions, a regular or special meeting of the Board may be held at any place consented to in writing by all Directors, either before or after the meeting. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, so long as all of the following apply: (a) each Director participating in the meeting can communicate with all the other Directors concurrently; (b) each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and (c) the Corporation adopts and implements means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment, or other communications equipment is a director entitled to participate in the Board meeting; and (ii) all statements, questions, actions, or votes were made by that Director and not another person not permitted to participate as a Director. Participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting. Notice of meetings shall be in accordance with Section 4.

Section 3: Quorum

A majority of the Directors then in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to:

1. Approval of contracts or transactions in which a Director has a direct or indirect material financial interest,
2. Approval of certain transactions between corporations having common Directorships,
3. Creation of and appointment to committees of the Board, and
4. Indemnification of Directors

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

Section 4: Notice

Notice of any meeting of the Board shall be given to all Directors at least four (4) days in advance if given by first-class mail or at least forty-eight (48) hours in advance if given by notice delivered personally, by telephone, or by electronic transmission, provided that such notice may be waived by any Director as set forth in Section 5. Notice shall not be given by electronic transmission if the Corporation is unable to deliver two (2) consecutive notices to a Director by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving notice.

Section 5: Waiver of Notice

The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All 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 about lack of adequate notice.

Section 6: Action Without a Meeting

An action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent in writing to that action and if, subject to Corporations Code §5224(a), the number of Directors then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the Directors. For purposes of Corporations Code §5211(b) only, “all Directors” does not include an “interested Director” as defined in Corporations Code §5233(a) or a “common Director” as described in Corporations Code §5234(b) who abstains in writing from providing consent, when:

1. The facts described in Corporations Code §5233(d)(2) or (d)(3) are established or the provisions of Corporations Code §5233(a) are satisfied, as appropriate, at or before the execution of the written consent or consents;
2. Approval of certain transactions between corporations having common Directorships,
3. The establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the non-interested or noncommon Directors or in other records of the Corporation; and
4. The non-interested or noncommon Directors approve the action by a vote that is sufficient without counting the votes of the interested Directors or common Directors.

Article VII – Officers

Section 1: Offices Held

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time designate. All officers shall be Directors. Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as the President.

Section 2: Election of Officers

The officers of this Corporation shall be chosen annually by the Board & serve at the pleasure of the Board.

Section 3: Term

All officers shall be elected for a term of one (1) year or until their successors are elected and qualified.

Section 4: Removal of Officers

Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause.

Section 5: Resignation of Officers

Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 6: Vacancies in Office

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by these Bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

Section 7: Responsibilities of President

The President shall preside at all meetings and have such other powers and duties as the Board, or these Bylaws may require.

Section 8: Responsibilities of Vice President

The Vice President shall assume the duties of the President in his or her absence and have such other powers and duties as the Board or these Bylaws may require.

Section 9: Responsibilities of Secretary

The Secretary of the Corporation shall have the following responsibilities:

1. The Secretary shall keep or cause to be kept at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and any action taken and the vote or abstention on that action of each member present for the action.
2. 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.
3. The Secretary shall keep or cause to be kept at the Corporation's principal office or at a place determined by resolution of the Board, a record of the Corporation's directors, showing each director's name, address, and business represented.
4. The Secretary shall give, or cause to be given, notice of all meetings that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

5. 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.

Section 10: Responsibilities of Treasurer

The Treasurer of the Corporation shall have the following responsibilities:

1. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.
2. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; shall disburse the Corporation's funds as the Board may order; shall render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and have such other powers and perform such other duties as the Board or these Bylaws may require.

Section 11: Contracts with Directors

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

1. The material facts regarding that Director's financial interest in such contract or transaction or regarding such common Directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes or are known to all members of the Board prior to the Board's consideration of such contract or transaction.
2. Such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote(s) of the interested Director(s).
3. Before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
4. The Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

Section 12: Loans

The Corporation shall not loan any money or property to, or guarantee the obligation of, any Director or officer of the Corporation without the approval of the California Attorney General, provided, however, that the Corporation may advance money to a Director or officer for expenses reasonably anticipated to be

incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by the Corporation.

Article VIII – Committees

Section 1: Establishment

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. 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:

1. Fill vacancies on the Board or any committee of the Board;
2. Fix compensation of the Directors for serving on the Board or any committee;
3. Amend or repeal Bylaws or adopt new Bylaws;
4. Amend or repeal any resolution of the Board that by its express terms is not amendable or repealable;
5. Create any other committees of the Board or appoint the members of committees of the Board; or
6. Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected; or
7. Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Corporations Code §5233(d)(3).

Section 2: Ad Hoc Committees

Ad hoc committees may be created by the Board as needed for various projects, including, but not limited to, Board Development, Finance and Audit, Government and Film Commission.

Section 3: Marketing Committee

The marketing committee is responsible for developing a yearly promotional program for the Corporation and providing publicity releases for the Corporation. The committee shall be responsible for the development, construction, and maintenance of authorized exhibits. Copies of all new releases shall be sent to the Secretary of the Board.

Section 4: Advisory Committees

The Board may establish one or more advisory committees. The members of any advisory committee may consist of Directors or non-directors. Advisory committees may not exercise the authority of the

Board to make decisions on behalf of the Corporation but shall be limited to making recommendations to the Board or Board authorized representatives and to implementing Board decisions and policies. Advisory committees shall be subject to the supervision and control of the Board.

Section 5: Meetings & Actions of Committees

Meetings and actions of committees shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of committees and calling of special meetings of committees may be set either by Board resolution, or if none, by resolution of the committee. Notice of committee meetings will be given in accordance with Article VI Section 4. The Board may adopt rules for governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

Article IX – Indemnification and Insurance

Section 1: Indemnification

1. To the fullest extent permitted by law, this Corporation shall indemnify its Directors and officers, and may indemnify employees and other persons described in the Corporations Code, including persons formerly occupying such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in the Corporations Code, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in the Corporations Code. “Expenses,” as used in these Bylaws, shall have the same meaning as in the Corporations Code.
2. On written request to the Board by any person seeking indemnification under the Corporations Code, the Board shall promptly decide under that code whether the applicable standard of conduct set forth has been met, and if so, the Board shall authorize indemnification.
3. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

Section 1: Insurance

This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

Article X – Records

Section 1: Maintenance

This Corporation shall keep all of the following records, either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two:

1. Adequate and correct books and records of account; and
2. Minutes of the proceedings of its Board and committees.

Section 2: Inspection by Directors.

Every Director shall have the absolute right, at any reasonable time, to inspect the Corporation's books, records, and documents of every kind, and to inspect the physical properties of the Corporation. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

Section 3: Articles and Bylaws

This Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date, that shall be open to inspection at all reasonable times.

Section 4: Annual Report

The obligation for the CVB to fulfill all directives for end of Fiscal Year reports is covered in the signed agreements from both Calaveras County and the City of Angels. Please refer to each document separately for the parameters of delivery materials. Both contracts are attached at the end of this document as Exhibit A and Exhibit B.

Section 5: Annual Statement

In addition to the above-mentioned documents, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, prepare and mail, deliver or send by electronic transmission and furnish to its Directors a statement of any transaction or indemnification of the following kinds:

1. Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation.
2. Any transaction in (1) in which the Corporation was a party (b) in which an “interested person” had a direct or indirect material financial interest, and (c) that involved more than \$50,000 or was one of several transactions with the same interested person involving more than \$50,000. For this purpose, an “interested person” is either:
3. Any Director or officer of the Corporation (but mere common Directorship shall not be considered such an interest); or
4. Any holder of more than 10 percent (10%) of the voting power of the Corporation.
5. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner only the interest of the partnership need be stated.

Article XI – Operations and Administration

Section 1: Fiscal Year

The fiscal year of the corporation shall begin on July 1 and end on June 30 of each year.

Section 2: Executive Director

The Board shall employ an Executive Director of the Corporation. The Executive Director shall:

1. Serve as the executive officer of the Corporation.
2. Be charged with the general supervision and management of the Corporation's affairs and staff.
3. Advise the Board of Directors.
4. Attend all meetings of the Board and executive committee.
5. Serve as an advisor to all committees; and
6. Act as the Corporation's agent for service of process if requested by the Board.

Section 3: Funds

All funds of the Corporation shall be deposited in such banks, trust companies, or other reliable depositories as the Board from time to time may determine. All checks, drafts, endorsements, notes, and evidence of indebtedness of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as the Board may determine from time to time. Endorsements for deposits to the credit of the Corporation shall be made in such a manner as the Board may determine from time to time.

Section 4: Contracts

The President, Executive Director or any other officer or agent specifically authorized by the Board may, in the name of and on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by a majority of the full membership of the Board. Without the express and specific authorization of the Board, no officer or agent may enter into any contract or execution or deliver any instrument in the name of or on behalf of the Corporation.

Section 5: Audits

A professional financial review of the Corporation's finances will be conducted by Wheeler and Egger CPA's LLP, tax accountants and auditors located in Sonora, CA. The review shall cover all financial aspects of the Corporation and include inventories and equipment as well as verification of papers of incorporation, copyright and bylaws.

Article XII – Amendment

Except as otherwise provided herein, and subject to the power of Directors to amend or repeal the Bylaws, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of a majority of the Directors then in office, a quorum being assembled, provided that written notice of such meeting, setting forth in detail the proposed revision(s) and explanation(s) therefore, be given not less than 7 days prior to such meeting.