

BYLAWS

OF

NORTH LAKE TAHOE RESORT ASSOCIATION, INC., a California Nonprofit Public Benefit Corporation

ARTICLE I

General

Section 1. NAME. This organization is incorporated under the laws of the State of California and shall be known as the North Lake Tahoe Resort Association, Inc. (the "corporation"). The corporate seal of the corporation shall include the full name and shall be inscribed there on the words: "Incorporated March 4, 1996, California."

Section 2. PURPOSE. The purpose of the corporation is to promote, enhance, re-invigorate, coordinate, and direct tourism for the economic betterment of the North Lake Tahoe Region. Additionally, the corporation may operate as a Chamber of Commerce and Visitor and Convention Bureau.

Section 3. BUSINESS OFFICES. The principal office of the corporation in the State of California shall be located in the County of Placer. The corporation may have such other office(s), either within or without the State of California, as the Board of Directors ("Board") may determine or as the affairs of the corporation may require from time to time.

Section 4. REGISTERED OFFICE. The corporation shall have and continuously maintain in the State of California a registered office address and registered agent whose office is identical with such registered office, as required by the California Nonprofit Corporation Law. The registered office may be, but need not be, identical with the principal office in the State of California, and the address of the registered office may be changed from time to time by the Board.

Section 5. LIMITATIONS. The corporation shall observe all local, state, and federal laws that apply to a non-profit organization as defined in Section 501(c)(4) of the Internal Revenue Code.

ARTICLE II
Membership and Definitions

Section 1. CLASSES OF MEMBERS. Members in the Association shall consist of the following classes of Membership:

- At-Large
- Large Lodging
- General
- Property Management/Real Estate
- Recreation
- Restaurant
- Retail
- Ski Area
- Small Lodging
- Associate
- Affiliate

Section 2. QUALIFICATIONS OF FULL MEMBERSHIP. Each Business licensed with offices/locations in and doing business in the North Lake Tahoe Resort membership area, by and through a person or entity who or that is an owner or a Membership application by the Board and on timely payment of such dues and fees shall refer only to voting Members of the Corporation.

Section 3. DEFINITIONS.

- a. North Tahoe Resort membership area or North Tahoe area shall refer to (a) the geographic area that is east of a directly north to south line that intersects with the Rainbow Lodge Building (located on Interstate 80 west of Soda Springs), west of the California/Nevada border, south of the Placer County/Nevada County border, north of a directly east to west line that intersects the westernmost point of Emerald Bay (of Lake Tahoe, on Highway 89 south); (b) the Town of Truckee; and (c) the area in the state of Nevada that is within the Tahoe Basin and north of a directly east to west line that intersects the southernmost point of the Sand Harbor Nevada State Park.
- b. At-Large Membership shall refer to any Full Member of the corporation who or which has voting privileges.

- c. General Membership shall refer to any Full Member of the corporation who or that does not qualify for a membership class as defined in Sections 3.d. through 3.j., inclusive.
- d. Large Lodging Membership shall mean single hotel properties with over 100 rooms in the North Tahoe area described above.
- e. Property Management/Real Estate Membership shall mean persons who have businesses that manage, rent or sell properties in the North Tahoe area described above.
- f. Recreation Membership shall mean businesses selling recreational services in the North Tahoe area described above, excluding Ski Areas with no other form of recreational activities.
- g. Restaurant Membership shall mean businesses selling restaurant/food and beverage services in the North Tahoe area described above.
- h. Retail Membership shall mean businesses selling retail items in the North Tahoe area described above.
- i. Ski Area Membership shall mean anyone doing business as a downhill ski, snowboard, cross-country ski or similar snow sport, located in the North Tahoe area described above.
- j. Small Lodging Membership shall mean hotel/motel properties with 100 or less room in the North Tahoe area described above.
- k. Associate Membership shall mean any individual or entity (including without limitation, government, nonprofit, public utilities districts and special districts), regardless of business affiliation, residing or with principal offices or districts within the North Tahoe area. Associate Members shall have full participation in the Association including voting rights, but no Associate Member or its representative shall be eligible to serve as an elected director or officer of the corporation.
- l. Affiliate Membership shall mean any individual, or entity who or that does not qualify for Full or Associate Membership, but who has an interest in the affairs of this Association (corporation). Affiliate Members shall not have a vote. Affiliate Members may be eligible to be included in collateral

material and other membership benefits as established by Resort Association Board policy.

Section 4. TERMINATION OF MEMBERSHIP.

- a. The Board, by majority vote, shall terminate the Membership of any Member who becomes ineligible for Membership, shall suspend any Member who is in default in payment of dues, fees or assessments for the period of thirty (30) days after the date such dues become payable and shall expel any Member who shall be in default in payment of dues, fees or assessments for the period of ninety (90) days after the date such dues become payable. A Member shall be suspended or expelled for cause, pursuant to Section 6 of this Article II, based upon the good faith determination by the Board that the Member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose Membership is suspended shall not be a Member during the period suspension.
- b. Appeal. Any Member terminated under the provisions of this Section 3 of Article II may appeal the action of the Board by requesting a Special Action at the next meeting of the Membership.

Section 5. RESIGNATION. Any Member may resign by filing a written resignation with the Secretary of the corporation, but such resignation shall not relieve the Member resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

Section 6. REINSTATEMENT. Upon written request signed by a former Member and filed with the Secretary, the Board may, by the affirmative vote of two-thirds (2/3) of the directors eligible to vote, reinstate such former Member to Membership upon such terms as the Board may deem appropriate.

Section 7. PROCEDURE FOR EXPULSION OR SUSPENSION. If grounds appear to exist for expulsion or suspension of a Member for cause under Section 3 of Article II, the following procedure shall be followed:

- a. The member shall be given fifteen (15) days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the Member's last address as shown on the corporation's records.

- b. The Member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held or the written statement considered by the Board.
- c. The Board shall decide whether or not the Member should be suspended, expelled or sanctioned, which action shall be taken only by affirmative vote of two-thirds (2/3) of the directors eligible to vote. The decision of the Board shall be final.

Section 8. TRANSFER OF MEMBERSHIPS. No rights or obligations arising from Membership shall be transferred or assigned. Should a business become unrepresented as a Member due to the failure of the person formerly representing that business to be qualified for Membership, a new person or entity may apply for Membership represent that business.

ARTICLE III

Meetings of the Membership

Section 1. ANNUAL MEETING. An annual meeting of the Members shall be held in or around North Tahoe, in California, on the first Wednesday in October each year, the time and place to be designated by the Board. Notice of the annual meeting, reports of the affairs of the corporation shall be considered, and proper business may be transacted that is within the powers of the Members. Failure to hold the annual meeting at the designated time shall not result in a forfeiture or dissolution of the corporation. Each annual meeting shall take place no later than 15 months after the preceding annual meeting or the incorporation of the Association.

Section 2. SPECIAL MEETINGS. A Special Meeting of the Members for any lawful purpose may be called at any time by the Board, the Chair, or any three (3) or more Board Members, or by five percent (5%) or more of the Members. A Special Meeting called by any person other than the Board shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chair or any Vice Chair or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the Members entitled to vote, in accordance with Section 5 of this Article III, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35) but not more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, filing, or affected the time at which a meeting of the Members may be held when the meeting is called by the Board. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a Special Meeting.

Section 3. RECORD DATE. The Board shall set a record date for the purpose of determining voting rights of the Membership at the Annual Meeting and/or any additional or Special Meeting or special questions to come before the Membership as is more than sixty (60) days before the date of the meeting is held or on which the first written ballot is mailed or solicited in the case of action by written ballot.

Section 4. NO PROXIES. Voting by proxy shall not be allowed at any meeting of the Members, or in a vote by written ballot.

Section 5.

- a. NOTICE OF MEETINGS. Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with this Section 5 of Article III, to each Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (a) for a Special Meeting, the general nature of the business to be transacted, and no other business may be transacted, or (b) for the Annual Meeting, those matters that the Board, at the time notice is given, intends to present for action by the Members, but except as provided in Section 5.b., below, any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.
- b. NOTICE OF CERTAIN AGENDA ITEMS. Approval by the Members of the any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals;
 - (i) Removing a Director without cause;
 - (ii) Filing vacancies on the Board;
 - (iii) Amending the Articles of Incorporation; or
 - (iv) Electing to wind up and dissolve the corporation.
- c. MANNER OF GIVING NOTICE. Notice of any meeting of Members shall be in writing and shall be given at least ten (10) but not more than sixty (60) days before the meeting date. The notice shall be given either personally or by first class, registered, or certified mail, or by other means of written communication, charges

prepaid, and shall be addressed to each Member entitled to vote, at the address of that Member appearing on the books of the corporation or at the address given by the Member to corporation for purposes of notice. If no address appears on the corporation's books and no address has been given, notice shall be deemed to have been given either:

- (i) Notice is sent to that Member by first class mail or telegraphic or written communication to the corporation's principal office; or
- (ii) Notice is published at least once in a newspaper of general circulation in the county in which the principal office is located. An affidavit of the mailing of any notice of any Members' meeting, or of the giving of such notice by other means, may be executed by the Secretary or an assistant secretary of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

Section 6. VOTING. Each Membership, as defined by these Bylaws, shall be entitled to one vote. Any voting Member whose dues are not fully paid shall not be eligible to vote. Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any Member at the meeting before the voting begins.

Section 7. ACTION BY WRITTEN BALLOT WITHOUT A MEETING. Any action, including without limitation election of directors, that may be taken at any meeting of the Members may be taken without a meeting by complying with the following provisions of this Article III, Section 7:

- a. SOLICITATION OF WRITTEN BALLOTS. The corporation shall distribute one (1) written ballot to each Member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 5 of this Article III. All solicitations of votes by written ballot shall:
 - (i) Indicate the number of responses needed to meet the quorum requirement;
 - (ii) With respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures;
 - (iii) Specify the time by which the ballot must be received in order to be counted; and

- (iv) Each ballot so distributed shall (1) set forth the proposed action; (2) provide the Members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time to return the ballot to the corporation. If the corporation has one hundred (100) or more Members, any written ballot distributed to ten (10) or more Members shall provide, subject to reasonable specified conditions, that if the solicited Member specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, a written ballot that a Member marks “withhold”, or otherwise in a manner indicating that authority to vote is withheld, shall not be voted either for against the election of a director.
- b. NUMBER OF VOTES AND APPROVALS REQUIRED. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
- c. WRITTEN REVOCATION. A written ballot may not be revoked.
- d. FILING. All written ballots shall be filed with the Secretary and maintained in the corporate records for at least three (3) years.

Section 8. QUORUM. Ten percent (10%) of the voting power of the Members shall constitute a Quorum for the transaction of business at any meeting of Members, provided, however, that if any regular or annual meeting is actually attended in person by less than one-third (1/3) of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under the first and second sentences of Section 5.c. of Article III, above. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

Section 9. ADJOURNMENT AND NOTICE ADJOURNED MEETINGS. Any Members’ meeting, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the Members represented at the meeting. No meeting may be adjourned for more than forty-five (45)

days. When a Members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting when adjournment is taken. If after adjournment, a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Section 10. **ORDINARY ACTION.** Ordinary action of the Association shall mean any action of the Association that is not a Special Action. If a quorum is present, the affirmative of a majority of the voting power of Members represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members on any Ordinary Action proposal, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation law, by the Articles of incorporation or these Bylaws. Any matter that the Board determines is of question only to one or more, but less than all, of the class(es) of Membership, may be acted upon by affirmative vote of a majority of the voting power of only the classes of Membership which are affected by that action, as determined by the Board.

Section 11. **SPECIAL ACTION.** Special Action of the Association shall mean any action of the Association designated as such in the Articles of Incorporation or these Bylaws. Special Action shall require the affirmative vote of at least two-thirds (2/3) of the voting power of Members represented at the meeting, entitled to vote and voting on any Special Action matter, unless the vote of a great number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation, or by the Articles of Incorporation or these Bylaws.

ARTICLE IV
Board

Section 1. **GENERAL POWERS.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the Members, 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 2. **NUMBER.** The authorized number of elected directors of the corporation shall be eleven (11). The authorized number of elected directors may be modified by a majority vote of the Membership.

Section 3. **COMPOSITION OF BOARD.** The Board shall be elected and composed, unless modified by the Board in accordance with and pursuant to these Bylaws, as follows:

One (1) At-Large

One (1)	General
One (1)	Large Lodging
One (1)	Property Management/Real Estate
One (1)	Recreation
One (1)	Restaurant
One (1)	Retail
One (1)	Ski Area
One (1)	Small Lodging
One (1)	Placer County Board of Supervisors Appointee
One (1)	Placer County Executive Appointee

Each of the above-described eleven (11) directors shall be voting members of the Board. The At-Large elected director shall be a full voting Member and reside within the North Lake Tahoe Resort Association membership area as defined in Article II, Section 3, subsection (a) of these Bylaws or be an owner or manager of an active, current Member business licensed in both the state of California and County of Placer, or the designated agent of that Member. The General elected director shall hold a state of California professional or business license.

The qualifications for the remaining seven (7) of the nine (9) elected directors are that each shall be the person representing a Full Member that is a business licensed in both the state of California and County of Placer, and is qualified for the membership class of the applicable Board seat as determined by the Board. One member may not hold more than one Board seat at a time, regardless of the number of Member classes for which that member may qualify.

The Board shall also include (2) non-voting, ex-officio members, one appointed by and to serve at the will of the Executive Director of the Tahoe Regional Planning Agency, and one to be the immediate Past President of the corporation who shall serve for the period of one (1) year following his or her term as President, provided that the Past President is not already serving as director, in which case there shall be only one ex-officio member of the Board member of the Board.

Section 4. TERM OF ELECTED DIRECTORS. Each elected director shall hold office for a term of three (3) years. Any elected director is eligible for re-election, except that no elected director shall serve more than two full consecutive terms.

Section 5. NOMINATION OF DIRECTORS TO BE ELECTED. The Board shall appoint an Election Committee composed of three (3) to seven (7) Members including at least one (1) Member of the Board and at least one (1) Member not currently serving on the Board. No member of the election committee can be a candidate for the election for which they are serving. The responsibilities of the Election Committee shall be:

- a. To solicit qualified candidates for nomination. To qualify, a candidate, excluding candidates for the General Board seats, must be an owner or manager of an active, current Member business licensed in both the state of California and County of Placer, and the designated agent of that Member, of the Membership class that he or she will represent.

To qualify, candidates for the At-Large Board seat must reside within the North Lake Tahoe Resort Association membership area as defined in Article II, Section 3, subsection (a) of these Bylaws or be an owner or manager of an active, current Member business licensed in both the state of California and County of Placer, or the designated agent of that Member.

- b. To prepare a slate of candidates. Any Member may nominate its representatives or other Members of their respective Membership class.
- c. To give notice of the election.
- d. To conduct the election.
- e. To appoint an impartial party as inspector of Election to tally the ballots and announce the results to the Board.
- f. A list of candidates will be given to the membership with the ballot.

Section 6. ELECTION OF DIRECTORS.

- a. Election of directors shall be by written ballot.
- b. The elections will occur based on the following schedule:

Notice of the Election	45 Days prior to the election date.
Filing Deadline	Received by 5 p.m., two business days before the November Board meeting
Final Tally	Tuesday 5 p.m. before the December Board Meeting
New Board Members Take Office	January Board Meeting

- c. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to Members the nominees’ qualifications and the reasons for the nominee’s candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all Members to choose among the nominees. Without Board authorization, no corporate funds may be expended to support a nominee for director

after more people have been nominated for director than can be elected to support a nominee for director after more people have been nominated for director than can be elected to a contested position.

- d. Staggered Elections: Three (3) seats shall be elected each year, for three (3) year term as follows:

Year A - Large Lodging, Restaurant, Retail

Year B - General, Small Lodging, Recreation

(General seats elections begin at Year B)

Year C - At Large, Property Management/Real Estate, Ski Area

- e. Special Elections: Should these Bylaws be amended to provide for additional Board Members and/or change of the composition of the Board, a special election of any director position affected by such changes shall be held by written ballot, or at a general or special meeting held in accordance with these Bylaws.

Section 7. VACANCY. Any elected director vacancy occurring on the Board shall be filled by the affirmative vote of a majority of the remaining directors at a meeting at which there is a quorum of directors present. A vacated seat must be filled by a Member from the same Membership class. A director elected in this manner to fill a vacancy shall serve until the next election of directors, at which time a director from the Membership class will be elected to fill the remainder of the unexpired term.

Section 8. RESIGNATION. Any director may resign at any time by mailing or delivering, or transmitting by facsimile, written notice of his/her resignation to their Chair or the Secretary of the corporation. Any such resignation shall be effective when the notice is given, unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly elected director or directors in charge of its affairs.

Section 9. REMOVAL BY BOARD. Any elected member of the Board may be removed by the affirmative vote of two-thirds of the directors entitled to vote, whenever in their judgment grounds for the removal of a director provided in California Corporations Code §5221 exist. Without limitation, it shall be cause for removal of a director if the director fails to attend three (3) consecutive Board of Directors regular meetings, as defined in Article V, Section 4.

Section 10. REMOVAL BY VOTE OF MEMEBRS. Any elected director may be removed for any reason, with or without cause, upon the affirmative vote of a majority of all Members, if the corporation has fewer than fifty (50) Members, or by the affirmative vote of the majority of the

Members represented at a meeting, or on written ballot, at which a quorum is present, if the corporation has fifty (50) or more Members.

ARTICLE V
Duties of the Board

Section 1. Without limiting the general powers set forth in Section 1 of Article IV of these Bylaws, the directors shall have the specific powers and duties set forth in this Article V.

Section 2. BUDGET. The Board shall, prior to the beginning of each fiscal year, propose and tentatively adopt a budget, which shall also include all long-term or continuing commitments of the corporation made in connection with or contemplated under any previously approved budget. The Budget Committee will submit a draft budget to the Board for Tentative adoption. The Board will submit the portion of the budget funded by transient occupancy tax (TOT) to Placer County for approval, and shall adopt the budget in final form after receipt of such approval.

Section 3. ADDITIONAL REVENUES. The Board shall provide for additional means of funding the activities of the corporation through appropriate actions as may benefit the general funds and overall operations of the corporation.

Section 4. REGULAR MEETINGS. The Board shall meet on the first Wednesday of each consecutive month, or at intervals determined by resolution of the Board at a time and place designated by the Chair. Regularly scheduled meetings of the Board may be rescheduled by the Chair or by the Secretary by authority of the Chair. Delivery of meeting materials to the Board shall occur no fewer than five (5) calendar days prior to the regular meeting.

After consideration by the Chair of the reasons given by a Board member who has been absent from three (3) consecutive regular Board meetings, the Chair shall make a recommendation to the full Board and the Board will decide whether or not to remove a Board member under Article IV, Section 9 and, if the Board member is so removed, the Board will proceed to select a successor to fill such vacancy in accordance with Article IV, Section 7.

Section 5. SPECIAL MEETINGS. A special meeting of the Board shall be held upon four (4) days' notice by first class mail or forty-eight (48) hours' notice delivered personally, by telephone, facsimile, or electronic mail and may be called by the Chair, any Vice Chair or the Secretary, or any two (2) directors. Notice of a special meeting may not be given to any director who signs a waiver of notice or a written consent to holding the meeting or any approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior to thereto or at its commencement, the lack of notice of such director. All such waivers, consents and approvals shall be filled with the corporate records or made a part of the minutes of the meeting.

Section 6. QUORUM. At all meetings of the Board, the majority of the voting directors shall constitute a quorum. In the event that a quorum is not in attendance at any meeting, the meeting shall promptly be adjourned for a period of forty-eight (48) hours or until a quorum is present. 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. With the approval of a vote of the majority of directors present at any meeting, whether or not a quorum is present, members of the Board may participate in the meeting through use of conference telephone or similar communications equipment, so long as all members participating in such a meeting can hear one another. Participation in a meeting by telephone constitutes presence in person at such meeting.

The Chair will vote on all matters before the Board. If any vote ends in a tie, the issue shall not be approved.

Section 7. PROXY AND ASSIGNMENT. There shall be no voting by directors by proxy or assignment. Directors must be present at the meeting to place a vote.

Section 8. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws. Each voting director shall be entitled to one vote on each matter submitted to the Board.

Section 9. COMPENSATION. Directors shall not receive any salary or other compensation for services to the corporation as a director; provided that the Board may, by resolution adopted by a majority of the directors then entitled to vote, provide compensation in a fixed sum and reimbursement of expenses for attendance, which may be allowed for attendance at each regular or special meeting of the Board. Compensation shall be consistent with the nonprofit status of the organization and in compliance with all rules and regulations of the Internal Revenue Service.

Section 10. ADJOURNMENT. Any meeting of the Board may be adjourned by affirmative vote of a majority of the directors present. If at any time during the course of a meeting of directors, a quorum ceases to exist, the remaining directors shall immediately adjourn the meeting as provided for Section 6 of this Article V.

Section 11. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board (not including any "interested director" as defined in California Corporations Code §5233) individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

Section 12. CONFLICT OF INTEREST. The Board shall adopt policies regarding conflicts of interest related to its own members and Officers of the Corporation. Such policies

shall be consistent with the standards of conduct set forth in California Nonprofit Corporation Code and shall ensure, without limitation full disclosure of financial interests and involvement in transactions where a conflict of interest is a possibility. Such policies shall impose upon each Director the responsibility to be alert to possible conflicts of interest of himself or other Directors and shall require that each Director declare his absence of conflict of interest annually on a declaration form provided for that purpose, or where a Director has a conflict of interest, require that such Director disqualify himself from the decision-making process involved.

Section 13. PRESIDENT AND CHIEF EXECUTIVE OFFICER. The President and Chief Executive Officer shall be the chief paid executive employee of the corporation. The Board shall retain a President and Chief Executive Officer who shall be responsible to the Board for the implementation of the policies and goals set by the Board. The President and Chief Executive Officer shall have the following authority and responsibilities, unless otherwise limited by a majority vote of the entire Board:

- a. Administration and supervision over all corporation staff employees;
- b. Administration and supervision over all corporation programs;
- c. The responsibility, unless otherwise directed by the Board, to attend all meetings of the Board and all corporation committees.

ARTICLE VI

Officers

Section 1. OFFICERS. The officers of the corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as the Board shall deem proper.

Section 2. ELECTION. The Board, at its first meeting after each time new board Members take office shall choose the officers and may, not inconsistent with the Bylaws, fix the powers and duties of any officer. Each officer so chosen shall hold office for one year or until his/her successor shall be chosen and shall qualify, unless he/she shall sooner resign or be removed as herein in these Bylaws provided.

Section 3. AGENTS. The Board may, except as otherwise required by law, authorize any officer or officers, agent or agents in the name of and on behalf of the corporation to sign checks, drafts, or other orders for the payment of money or notes or other evidences of indebtedness, to endorse for deposit, deposit to the credit of this corporation at any bank or trust company or banking institution in which the corporation may maintain an account, cash, checks, notes, drafts or other bankable securities or instruments and such authority may be general or confined to specific instances as the board may elect, but unless so authorized by the Board. Except as specifically authorized by the Board, no officer, agent or employee shall have power of authority to bind the corporation by contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 4. DUTIES OF THE OFFICERS. The duties of the officers shall be as follows:

- a. Chair. The Chair shall be the principal executive officer of the Board and shall (i) preside at all meetings of the Membership and the Board; (ii) be an ex officio member of all committees appointed by the Board; (iii) sign all deeds, notes, contracts or other instruments which the Board has authorized to be executed, except where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the corporation; (iv) perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time.
- b. Vice Chair. The Vice Chair shall assist the Chair and the Board and shall perform such duties as may be assigned to them by the Chair or by the Board. In the absence of the Chair of the Board, the Vice Chair designated by the Board shall have the powers and perform the duties of the Chair. If no such designation shall be made, the Vice Chair may exercise such powers and perform such duties.
- c. Secretary.
 - (i) 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, of committees of the Board and of Members meetings (minutes shall include the time and place that the meeting was held, whether the meeting was annual, regular or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of members present or represented at Members meetings);
 - (ii) See that all notices are duly given in accordance with the provisions of these Bylaws, the Articles of Incorporation, and as required by law;
 - (iii) Be custodian of the corporate records and of the seal of the corporation and affix the seal to all documents when authorized by the Board and keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and the Bylaws, as amended to date;

- (iv) Keep at its registered office or principal place of business within California a record containing the names and registered addresses of all Members; and
- (v) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board.

Assistant Secretaries, if any, shall have the duties and powers as given by the Secretary, Chair or the Board, all subject to supervision by the Secretary.

- d. Treasurer. The Treasurer shall (i) support the Chief Financial Officer in his or her duties; (ii) be a member of the Finance Committee; and (iii) perform all other duties incident to the office of the Treasurer and, upon request of the Board, shall make such reports as may be required at any time. The Treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the Board or the Chair. The Assistant Treasurers, if any, shall have the powers and duties given by the Treasurer, Chair or the Board, all subject to the supervision of the Treasurer.
- e. Executive Committee: With the annual approval of the full Board of Directors, the officers of the corporation, as defined above, shall serve as members of the Board Executive Committee. The purpose of the Executive Committee is to conduct Board business and implement Board policies and direction, as may be more efficiently handled by a committee of the Board. The full Board may delegate specific duties to the Executive Committee, as the full Board deems appropriate, through formal Board action.

Responsibilities that may be assigned by the full Board to the Executive Committee may include, but not necessarily limited to, representing Board policy directives and guiding the CEO in annual contract negotiations with Placer County. Annually, consistent with the adopted NLTRA Whistleblower Policy, the Executive Committee shall appoint one of its members to serve as the Compliance Officer, as defined in that policy.

Section 6. **LIABILITY OF DIRECTORS, OFFICERS, EMPLOYEES AND MEMBERS.** To the fullest extent permitted by law, the directors, officers, employees and Members of the Association shall not be liable for any of the Association's obligations, or for any act, or failure to act, of the Association. To the fullest extent permitted by law, the corporation shall indemnify its directors, officers, employees and other persons described in California Corporations Code §5238(a), including persons

formerly occupying any such position, 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 that §5238(a), 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 that section. "Expenses" as used in this Bylaw shall have the same meaning as in §5238(a) of the California Corporations Code.

On written request to the Board by any person seeking indemnification under §5238(a) or §5238(c) of the California Corporations Code, the Board shall promptly determine under §5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in §5238(b) or §5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of the Members. At that meeting, the Members shall determine under §5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in §5238(b) or §5238(c) has been met and, if so, the Members present at the meeting shall authorize indemnification.

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 the provisions of this Article IV, Section 6, in defending any covered proceeding 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 determined that the person is entitled to be indemnified by the corporation for those expenses.

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officers, directors, employees or agent's status as such.

The Board, or such individual(s) as may be designated by the Board, shall in the Board's discretion, provide for the bonding of the directors, officers, employees and/or Members of the Corporation in such amounts, types of bonds and circumstances as the Board may deem appropriate from time to time.

Section 7. **DIVIDEND PROHIBITED.** No dividend shall be paid and no part of the income or profit of this corporation shall be distributed to the corporation's Members, directors or officers. The corporation may reimburse its Members, directors or officers for out-of-pocket expenses they may incur for the benefit of the corporation, may confer benefits upon its Members in conformity with its purposes and, upon dissolution or final liquidation, may make distributions to its Members to the extent permitted by California and federal law without jeopardizing the tax exempt status of the corporation, and no

Such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income or profit.

Section 8. LOANS TO DIRECTORS AND OFFICERS PROHIBITED. No loans shall be made by the corporation to its directors or officers.

ARTICLE VII **Committees**

Section 1. COMMITTEES. The Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committee(s) as deemed necessary by the Board, or may authorize the Chair to make such appointment(s) to perform specific duties as requested by the Board. Any committee that is in power to act on the Board's behalf in any manner shall be composed of two (2) or more directors. The meetings and actions of such committees shall be governed by the provisions of these Bylaws concerning meetings and other Board actions. The exception is at the time for regular meetings of such committees, and for the calling of special meetings, the actions may be determined either by Board resolution and, if there is none, by resolution of the committee of the Board. The Board may adopt rules for the government of any committee, providing they are consistent with these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules. Minutes of each meeting of any committee of the Board shall be kept and filed with the corporate records. Any appointed committee shall be responsible only to the Board.

With the exception of the Finance Committee, the Board may add, delete, or alter the number of standing committees, and/or change the duties and the composition. Subcommittees may be appointed by the Board from time to time as needed for special purposes. Each NLTRA committee and subcommittee may include members of the NLTRA Board, Placer County, as well as community or "lay" members. The current identification and membership requirements of each committee/subcommittee, duties, and length of terms are defined and kept current in the North Lake Tahoe Resort Association Supplemental Operation Procedures and Policies document.

Section 2. FINANCE COMMITTEE. The Board shall select a Finance Committee. The duties of the Finance Committee shall be to advise the Board on any and all matters pertaining to the present and any future budgets, and all financial matters relating to the corporation.

Section 3. ELECTIONS COMMITTEE. At least sixty days prior to any election, the Board shall appoint an Election Committee composed of three (3) to seven Members including at least one Member of the Board and at least one (1) Member not currently serving on the Board. The responsibilities of the Election Committee are defined in Article IV, Section 5.

Section 4. REMOVAL OF COMMITTEE MEMBERS. Any Member serving on a committee appointed by the Chair or a majority vote of the Board may be removed by a majority vote of the Board whenever, in their best judgment, the best interest of the corporation is served by such removal.

Section 5. TERM OF OFFICE. Each Member of a committee shall continue as such until the term of office shall expire or until the responsibility of the committee is successfully terminated as determined by the Chair or by a majority vote of the Board.

Section 6. TERMINATION OF COMMITTEE. By majority vote of the Board, a Committee formed under Section 1 of this Article VII, may be terminated when, in the opinion of the Board, there is no longer a purpose or function for the Committee.

ARTICLE VIII **Membership Dues**

Section 1. DUES. The fee structure and initiation fee (if any) for all Memberships shall be determined by the Board. Dues by Membership category and benefits of membership by Membership category shall be determined at the discretion of the Board. For a fee, all regular Members will be able to participate in additional benefits, as determined by Resort Association Board Policy.

Section 2. PAYMENT OF DUES. Dues shall be payable upon receipt of billing and shall be considered delinquent thirty (30) days after the date of assessment, or according to a payment schedule agreed upon by the Board. Members in arrears over 30 days shall lose Membership benefits and shall be removed from Membership if dues have not been paid within 90 days.

Section 3. DATE OF ASSESSMENT. The date of assessment of dues shall be determined by the Board.

Section 4. FISCAL YEAR. The fiscal year of the Corporation shall be July 1 to June 30.

Section 5. SPECIAL ASSESSMENT. Any special assessment of fees in addition to the annual payment of dues specified in this Article to be paid by Members may be determined by the Board only upon majority approval of the Membership class(es) upon whom the assessment is to be levied. When a special assessment will apply to the entire Membership, a majority approval of the Membership is required.

ARTICLE IX **Amendments and Dissolution**

Section 1. AMENDMENTS BY DIRECTORS. New Bylaws may be adopted, or these Bylaws may be amended or repealed from time to time by action of a two-thirds (2/3) majority vote of the Board, provided that notice of the proposed amendment shall be mailed to each Member of the Corporation not less than fourteen (14) days prior to such action. The Board may not adopt, amend or repeal any Bylaw if that action would materially and adversely affect the Members' rights as to voting or transfer. The Board may not, without the approval of the Members, specify or change any Bylaw provision that would:

- a. Fix or change the authorized number of directors (not including ex- officio, non-voting members of the Board);
- b. Fix or change the minimum or maximum number of directors; or
- c. Change from a fixed number of directors to a variable number of directors or vice versa.
- i. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.
- ii. Without the approval of the Members, the Board may not adopt, amend, or repeal any Bylaw that would:
- iii. Increase or extend the terms of directors;
- iv. 11. Allow any director to hold office by designation or selection rather than by election by the Members;
- v. Increase the quorum for Members' meeting;
- vi. Repeal, restrict, create, expand, or otherwise change proxy rights; or
- vii. Authorize cumulative voting.

Section 2. AMENDMENTS BY MEMBERS. New Bylaws may be adopted, or these Bylaws may be amended or repealed from time to time, by approval of the Members. Any provision of these Bylaws that requires the vote of a larger proportion of the Members than otherwise is required by law, may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which the director was elected.

Section 3. AMENDMENT TO THE ARTICLES OF INCORPORATION. Any amendment to the Articles of Incorporation shall be adopted only by approval of two-thirds of the voting power of the Board and a majority vote of all of the Members of the corporation, and if such amendment would materially and adversely affect the rights of a class of Membership as to voting and transfer in a manner different than such action affects another class, such amendment must also be approved by a majority vote of the class of Members affected.

Section 4. DISSOLUTION. Voluntary dissolution of the corporation shall be effected only in compliance with the provisions of California Corporations Code §6610 through §6617, inclusive, as such law may be amended or supplemented.

ARTICLE X Records and Reports

Section 1. MAINTENANCE AND INSPECTION OF RECORDS. Every Member and director shall have all rights of inspection of the corporation's books, records and documents as are provided for under applicable law. The Board shall cause an annual report to be sent to the Members and directors within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain, in appropriate detail, that information for the fiscal year required under the provisions of California Corporations Code §6321 and §6322, as such statutes may be amended and replaced.

Certificate of Chair

I certify that I am a duly elected and acting Chair of NORTH LAKE T A H O E RESORT ASSOCIATION, INC., a California nonprofit public benefit corporation, that the above Bylaws, consisting of twenty-one (21) pages, are the Bylaws of this corporation as adopted by the Board on March 6, 1996, as amended on December 3, 2002, on December 5, 2007, and now on June 1, 2011.

Executed on June 3, 2011, at Tahoe City, California

Chair, Board of Director

