Bylaws of
Trinity Tourism Development
A California Nonprofit Mutual Benefit Corporation

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of the corporation is Trinity Tourism Development (Corporation). The principal office for the transaction of the affairs and activities of this corporation shall be located in the County of Trinity. The Board of Directors may change the location of the principal office.

ARTICLE II
PURPOSE

Section 1. Organization Purpose. The purpose of this Corporation shall be to improve business conditions and the business environment for tourism businesses in the County of Trinity through the operation of the Trinity County Tourism Business Improvement District (TCTBID) and other initiatives.

Section 2. Owners' Association. This Corporation shall serve as the owner's association for the TCTBID. Further, the Corporation is a private entity and may not be considered a public entity for any purpose, nor may its Directors or staff be considered to be public officials for any purpose.

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 of 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, 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 been formed to provide benefits or services for Trinity County and which has established its tax exempt status under §501(c) 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 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 IV
MEMBERS

Section 1: Definitions. This Corporation shall have no members within the meaning of the California Nonprofit Corporation Law, pursuant to Corporation Code §5056.

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 V
DIRECTORS

Section 1: Number. The Corporation shall have nine (9) Directors. Each Director shall have one vote. A reduction in the number of Directors shall not result in any Director's being removed before his or her term of office expires.

Section 2: Tenure. Each Director of the Corporation shall serve for a three (3) year term.

Section 3: Initial Appointment. The initial members of the Board of Directors shall be appointed by the incorporator of the Corporation. The initial Directors shall serve for staggered terms of one, two or three years. At the first duly constituted meeting of the Board of Directors, the initial Directors shall draw lots to determine their individual terms.

Section 4: Criteria. Among the nine (9) Directors, all must be the owners or authorized representatives of assessed lodging businesses within the TCTBID. "Authorized representative" shall mean an individual who has been duly appointed in writing to act on behalf of and with the authority of the owner of an assessed lodging business within the TCTBID. Of the nine (9) Directors:

A. At least one (1) Director shall be an owner or authorized representative of an assessed lodging business located within the boundaries of Trinity County Supervisorial District No. 1.
B. At least one (1) Director shall be an owner or authorized representative of an assessed lodging business located within the boundaries of Trinity County Supervisorial District No. 2.
C. At least one (1) Director shall be an owner or authorized representative of an assessed lodging business located within the boundaries of Trinity County Supervisorial District No. 3.
D. At least one (1) Director shall be an owner or authorized representative of an assessed lodging business located within the boundaries of Trinity County Supervisorial District No. 4.
E. At least one (1) Director shall be an owner or authorized representative of an assessed lodging business located within the boundaries of Trinity County Supervisorial District No. 5.

Section 5: Annual Election. Election of Directors shall take place at the annual meeting of the Corporation. Directors shall be elected by the Board.

Section 6: Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation law, the provisions of the TCTBID Management District Plan, 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 7: Specific Powers. Without prejudice to the general powers set forth in Article V, Section 6 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

A. 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 security for faithful service.
B. Change the principal office or the principal business office in the County of Trinity 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 Trinity for holding any meeting of the Board.
C. 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 8: Occurrence of Vacancies. A vacancy or vacancies on the Board shall occur in the event of:

A. The death, removal or resignation of any Director; or
B. 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 Corporations Code §7230-7238, the TCTBID Management District Plan, or other applicable laws; or
C. An increase in the authorized number of Directors; or
D. The failure of an election to elect the number of Directors required to be elected in that election; or
E. A Director missing two meetings in a row and an affirmative vote by the remaining Directors to remove the absent Director; or
F. A Director no longer meeting the criteria in Section 4 of this Article.

Section 9: Filling Vacancies. Vacancies on the Board may be filled by approval of the Board, or if the number of Directors then in office is less than a quorum, by either:

A. The affirmative vote of a majority of Directors then in office at a meeting held according to the notice provisions of these Bylaws and the Ralph M. Brown Act; or
B. A sole remaining Director.

Section 10: Resignation of Directors. Any Director may resign by giving written notice to the Chairman of the Board, if any, or to 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.

Section 11: 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 questions are given as provided in Article VI.

Section 12: 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.

Section 13: 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 purpose including voting. Advisors shall serve for such terms as determined by the Board and may be removed by the Board at any time.

Section 14: Contracts with Directors. A mere common Directorship does not constitute a material financial interest within the meaning of this Section. No contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any domestic or foreign corporation, firm or association in which one or more of the Corporation's Directors has a material financial interest, is either void or voidable because such Director or Directors or such other corporation, business corporation, firm or association are parties or because such Director or Directors are present at the meeting of the Board or a Committee thereof which authorizes, approves or ratifies the contract or transaction if:

A. The material facts as to the transaction and as to such Director's interest are fully disclosed or known to the Board of Directors and such contract or transaction is approved by the Board of Directors in good faith, with any membership owned by any interested Director not being entitled to vote thereon;
B. The material facts as to the transaction and as to such Director's interest are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the interested Director or Directors and the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified; or
C. As to contracts or transactions not approved as provided in A or B above, the person asserting the validity of the contract or transaction sustains the burden of proving that the contract or transaction was just and reasonable as to the Corporation at the time it was authorized, approved, or ratified.

ARTICLE VI
MEETINGS

Section 1: Annual Meeting. The annual meeting of the Corporation shall be held at such time in January as the Board may fix from time to time. 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 2: Board of Directors Regular Meetings. The Board shall meet monthly on dates agreed upon by the Board. Notice of regular meetings shall be posted at least seventy-two hours prior to the meeting in a publicly accessible location, and on the Corporation's website, if any, in accordance with the requirements of the Ralph M. Brown Act. Each such notice shall state the general business to be transacted, and the day, time and place of the meeting. Business may be transacted at any regular meeting of the Board in accordance with the requirements of the Ralph M. Brown Act.

Section 3: Board of Directors Special Meetings. Special meetings of the Board may be called by the Chairman of the Board or any three Directors. 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. Notice shall be delivered to the Board personally or by any other means pursuant to Government Code §54956. Notice shall also be posted at least twenty-four hours prior to the meeting in a publicly accessible location, and on the Corporation's website, if any, in accordance with the requirements of the Ralph M. Brown Act.

Section 4: Notice of Meetings. Notice of all meetings will be given in accordance with the provisions of the Ralph M. Brown Act, Government Code §54950 et. seq. The noticing provisions in these Bylaws shall be subject to any amendments of the Ralph M. Brown Act.

Section 5: Place of Meetings. All meetings of the Corporation shall be held at such location in the TCTBID as may be determined by the Board.

Section 6: Telephonic Appearance. Teleconferencing, as authorized by 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 conduct teleconference meetings in a manner that protects the statutory and constitutional rights of the parties or the public appearing before the Board, and adhere to all statutory requirements.

Section 7: Quorum. At any meeting of the Board, a majority of the Directors of the Board then in office shall constitute a quorum. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present. There shall be no voting by proxies or voting by absentia.

ARTICLE VII
OFFICERS

Section 1: Offices Held. The officers of the Corporation shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, and such other officers as the Board may from time to time designate. All officers shall be Directors. Pursuant to Corporations Code §7213, any number of offices may be held by the same person.

Section 2: Election of Officers. The officers of this Corporation shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

Section 3: Term. All officers shall be elected for a term of one (1) year or until their successors are elected and qualified. Officers may serve a maximum of three (3) consecutive one-year terms.

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, the 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 Chairman. The Chairman shall preside at all meetings and have such other powers and duties as the Board or these Bylaws may require. Additionally, the Chairman shall be authorized to sign checks, drafts, endorsements, notes and evidence of indebtedness of the Corporation issued by the Corporation.

Section 8: Responsibilities of Secretary. The Secretary of the Corporation shall have the following responsibilities:

A. 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 Director present for the action.
B. 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.

C. 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.
D. 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.

Section 9: Responsibilities of Treasurer. The Treasurer of the Corporation shall have the following responsibilities:

A. 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, by the TCTBID Management District Plan, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.
B. 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 Chairman 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 10: Loans. The Corporation shall not loan any money or property to, or guarantee the obligation of, any Director or officer of the Corporation. The Corporation may advance money to a Director or officer for reasonable business expenses, provided that the Director or officer is entitled to reimbursement.

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 and no one who is not a Director, 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:

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 §5233(d)(3).

Section 2: Meetings and 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 the provisions of the Ralph M. Brown Act. Minutes of each meeting shall be kept and shall be filed with the corporate records, and in accordance with the provisions of the California Public Records Act. 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.

Section 3: 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 the Board's authorized representatives and to implementing Board decisions and policies. Advisory committees shall be subject to the supervision and control of the Board.

ARTICLE IX
INDEMNIFICATION AND INSURANCE

Section 1: Indemnification.

A. 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.
B. 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.
C. 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 2: 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:

A. Adequate and correct books and records of account; and
B. 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 by Directors at all reasonable times during office hours.

Section 4: Annual Reports. The Treasurer of the Corporation shall prepare and submit, or cause to be prepared and submitted, the following annual reports. The Treasurer shall keep, or cause to be kept, copies of all annual reports with the Corporation's records. The two reports may be combined into one all-inclusive document.

A. TCTBID Annual Report. The TCTBID annual report will be prepared and submitted in accordance with the provisions of Streets and Highways Code §36650 and the TCTBID Management District Plan.
B. Corporation Annual Report. The Corporation annual report shall be prepared within 120 days after the end of the Corporation's fiscal year. This section shall not apply if the Corporation receives less than $10,000 in gross revenues or receipts during the fiscal year. The report shall contain the following information in appropriate detail:
    1. A balance sheet as of the end of the fiscal year, an income statement, and statement of cashflows for the fiscal year, accompanied by an independent accountant's report, or if none, by the certificate of an authorized officer of the Corporation that they were prepared without audit from the Corporation's books and records;
    2. A statement of the place where the names and addresses of current Directors are located; and

3. Any other information required by these Bylaws or the Board.

Section 5: Annual Statement. As part of the annual report, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail, deliver or send by electronic transmission to its Directors a statement of any transaction or indemnification of the kinds in subparagraph B below within 120 days after the end of the Corporation's fiscal year.

A. The statement shall include:
    1. A brief description of the transaction;
    2. The names of interested persons involved and their relationship to the Corporation;
    3. The nature of interested persons in the transaction;
    4. The amount of the interested persons' interest, except that in a partnership in which such person is a partner, only the partnership interest need be stated.

B. Transactions included in the statement shall be those transactions:
    1. To which the Corporation or its subsidiary was a party;
    2. Which involved more than $50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than $50,000; and
    3. In which either of the following interested persons had a direct or indirect material financial interest (a mere common Directorship is not a material financial interest):
        a. Any Director or officer of the Corporation;
        b. Any holder of more than 10 percent of the voting power of the Corporation.

ARTICLE XI
OPERATIONS AND ADMINISTRATION

Section 1: Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

Section 2: 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 manner as the Board may determine from time to time.

Section 3: Contracts. The Chairman 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 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 4: Brown Act Compliance. To the extent that the Corporation is subject to the open meeting requirements of the Ralph M. Brown Act, then the Board will comply with the provisions of Government Code §54950 through and including §54961. To the extent that any provisions of these Bylaws are inconsistent with the Ralph M. Brown Act, the provisions of said Act shall prevail. In the event the Corporation is not required to comply with the Brown Act, then the Board will not endeavor to meet the requirements of the Brown Act.

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 present at any regular or special meeting, 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.

CERTIFICATE OF SECRETARY

I, «Secretary_Name», certify as follows:

1. I am the duly elected and acting Secretary of Trinity Tourism Development, a California Nonprofit Mutual Benefit Corporation;
2. That these Bylaws, consisting of 12 pages, inclusive, are the Bylaws of the Corporation as adopted by the Board of Directors on _____, 2025;
3. That these Bylaws have not been amended or modified since that date.

_____

«Secretary_Name», Secretary