

**BYLAWS**  
**OF**  
**FRESNO'S CHAFFEE ZOO CORPORATION**  
**A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION**

*Bylaws adopted – December 1, 2005*  
*Amended – July 6, 2006*  
*Amended – February 7, 2008*  
*Reviewed (No changes) – December 10, 2010*  
*Amended – February 16, 2012*  
*Amended – July 28, 2014*

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**ARTICLE ONE: PURPOSE**

**Section 1.1:** The purpose of Fresno's Chaffee Zoo Corporation (hereinafter referred to as the "Corporation") is set forth in Article II of this Corporation's Articles of Incorporation filed with the California Secretary of State on March 2, 2005, and includes ensuring the continuity of the Fresno Chaffee Zoo by determining its mission, setting policies for and overseeing its operation and ensuring that it has adequate resources.

**ARTICLE TWO: OFFICES**

**Section 2.1:** **Principal Office.** The principal office for the transaction of business of the Corporation is hereby fixed and located at 894 West Belmont Avenue, City of Fresno, County of Fresno, and State of California. The Board of Directors is hereby granted full power and authority to change the principal office from one location to another.

**Section 2.2:** **Other Offices.** Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

**ARTICLE THREE: MEMBERSHIP**

**Section 3.1:** **Members Prohibited.** The Corporation shall not have any members.

**Section 3.2:** **Effect of Prohibition.** Any action that would otherwise require approval by a majority of all members or approval by the members shall only require approval by the Board of Directors. All rights that would otherwise vest in members under the Nonprofit Public Benefit Corporation Law shall vest in the Directors.

**ARTICLE FOUR: DIRECTORS**

**Section 4.1:** **Powers.** Subject to limitations of the Articles of Incorporation, of these Bylaws and of the California Corporations Code, all corporate powers shall be exercised by or under the authority of, and the business affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers, to-wit:

- a. To select and remove the agents of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or these Bylaws.

- b. To conduct, manage and control the affairs and business of the Corporation and to make these rules and regulations that are not inconsistent with law, the Articles of Incorporation or these Bylaws, as the Board may deem best.
- c. To change the principal office for the transaction of the business of the Corporation from one location to another as provided in Section 2.1; to fix and locate from time to time one or more subsidiary offices of the Corporation, as provided in Section 2.2; and to adopt, make and use a corporate seal, and to alter the form of such seal from time to time, as in the Board's judgment they may deem best, provided such seal shall at all times comply with the provisions of law.
- d. To approve an annual operating budget and capital expenditure budget, to borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered, in the name of the Corporation, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities.
- e. Pursuant to authority granted in the Bylaws, to appoint committees and to delegate to these committees powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except the power to adopt, amend or repeal Bylaws or Articles, and except as set forth in Section 6.5(a).
- f. To authorize and establish auxiliary organizations, volunteer organizations and guilds with Bylaws approved by the Board of Directors, to function within the Fresno Chaffee Zoo and to allow these organizations and guilds to use the name of the Corporation under the terms and conditions as the Board deems appropriate.
- g. To approve any action that, under the California Corporations Code, would require the approval by a majority of statutory members or approval by statutory members.

**Section 4.2:** **Number and Qualification of Directors.** Subject to Section 4.4 and any limitations set forth in the California Corporations Code, the authorized number of Directors of the Corporation shall be not less than nine (9) and not more than fifteen (15) until changed by amendment of the Articles of Incorporation, by a resolution duly adopted amending this Section 4.2 of these Bylaws. Directors shall be nominated and elected pursuant to Sections 4.4 and 4.5 of these Bylaws.

**Section 4.3: Eligibility Requirements for Directors.** To be eligible to be elected to the Board of Directors, a candidate shall: (a) exemplify basic qualities of honesty, integrity, justice, and sound moral character; (b) be committed to uphold the purposes, philosophy, and general policy of the Corporation as stated in the Articles of Incorporation and these Bylaws; and (c) have the willingness and ability to devote necessary time to the Board of Director activities and be able to apply experience and expertise to Board of Director decisions, objectively and realistically. Each Board Director shall provide a completed FPP Economic Disclosure Statement Form 770. Further, in electing Directors, the Board of Directors may take into account: (a) geographic diversification as may be in the best interests of the Fresno Chaffee Zoo, with respect to the Fresno Chaffee Zoo service area; (b) occupational diversification in order to provide the breadth of experience required in the composition of the Board of Directors; (c) the prospective Director's prior working relationship or association with the Fresno Chaffee Zoo; and (d) any other factors that the Board of Directors may deem appropriate.

**Section 4.4: Nominations for Board Membership.** Any Director may nominate a person as a prospective Director by submitting the person's name and any other information, such as the reasons for Director's nomination, to the Nominating Committee. The Nominating Committee may meet to discuss the nomination, and may make a recommendation to the Board to consider the person. The board is then authorized to take any action to determine the person's qualifications, interest, and ability to serve on the Board. If the Board is satisfied that the nominee is qualified, and has the interest and ability to serve on the Board, it may take action to elect the nominee.

**Section 4.5: Election and Term of Office.** The annual organizational meeting of the Board of Directors shall be held in January of each year at the time of the regular January monthly meeting. The term of office to which a Director is elected shall be for a period of three (3) years. There shall be a three (3)-term consecutive limit including the initial term for each Director. The terms of the Directors shall be staggered so that the terms of one-third ( $\frac{1}{3}$ ) of the total number of Directors shall expire each year. Directors to be elected shall be elected at the annual organizational meeting. Before assuming full membership on the Board of Directors, newly elected Directors shall participate in an orientation program where they will be provided information relating to the governing body responsibilities and the Corporation's quality assessment and improvement program.

**Section 4.6: Vacancies.** Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office for the remainder of the unexpired term and until his or her successor is elected at an annual, regular, or special meeting of the Directors.



A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of death, incapacity, resignation or removal of any Director, or if an authorized number of Directors is not elected at the annual organizational meeting. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board shall have the power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

***Section 4.7: Place or Meeting.*** Regular meetings of the Board of Directors shall be held at any place within the County of Fresno in the State of California that has been designated in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held either at a place so designated or at the principal office of the Corporation.

***Section 4.8: Purpose of Annual Organizational Meeting.*** The purpose of the annual organizational meeting of the Board of Directors shall be the election of Directors, election of officers and the transaction of other business.

***Section 4.9: Regular Meetings.***

- a. As a matter of sound policy, and not as a legal necessity, any action or meetings of the Corporation, including but not limited to Board of Directors meetings, shall be held consistent with the tenants of the Ralph M. Brown Act (the "Brown Act") which is found in California Government Code sections 54950 and following. All meetings of the Board shall be open to the public unless such meeting would be exempt from public participation as defined within the Brown Act. All references to the Brown Act are to that Act as it now exists or may be amended from time to time.
- b. Where the mandatory provisions of the California Non-Profit Public Benefit Corporation law, as that law now exists, or as it may be amended from time to time, conflict with the Brown Act, then those mandatory provisions shall prevail over the Brown Act.
- c. Regular meetings of the Board of Directors shall be held not less frequently than four (4) times per calendar year at such time as the Board of Directors shall from time to time determine.

- d. At least 72 hours before a regular meeting, the Chief Executive Officer, or his or her designee, shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. A brief general description of an item generally need not exceed 20 words. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public. For purposes of describing closed session items, the agenda may describe closed sessions as set forth in California Government Code section 54954.5. If requested, the agenda shall be made available in appropriate alternative formats to persons with a disability, as required by Section 202 of the Americans with Disabilities Act of] 990 (42 U.S.C. Sec. 12132), and the federal rules and regulations adopted in implementation thereof. The agenda shall include information regarding how, to whom, and when a request for disability related modification or accommodation, including auxiliary aids or services may be made by a person with a disability who requires a modification or accommodation in order to participate in the public meeting.
- e. No action or discussion shall be undertaken on any item not appearing on the posted agenda, except that Directors or Corporation staff may briefly respond to statements made or questions posed by persons exercising their public testimony rights under the Brown Act. In addition, on their own initiative or in response to questions posed by the public, a Director or Corporation staff may ask a question for clarification, make a brief announcement, or make a brief report on his or her own activities. Furthermore, a Director, or the Board of Directors itself, subject to rules or procedures of the Board, may provide a reference to staff or other resources for factual information, request staff to report back to the Board at a subsequent meeting concerning any matter, or take action to direct staff to place a matter of business on a future agenda.
- f. Notwithstanding subdivision (d), the Board of Directors may take action on items of business not appearing on the posted agenda under any of the conditions stated in this subsection (f). Before discussing any item pursuant to this subsection, the Board of Directors shall publicly identify the item.
  1. Upon a determination by a majority vote of the Board of Directors that an emergency situation exists, as defined in Section 54956.5 of the Brown Act.

2. Upon a determination by a 2/3 vote of the members of the Board of Directors present at the meeting, or, if less than 2/3 of the members are present, a unanimous vote of those members present, that there is a need to take immediate action and that the need for action came to the attention of the Corporation after the agenda was posted as specified in subdivision (d).
  3. The item was posted pursuant to subdivision (d) for a prior meeting of the Board of Directors occurring not more than 5 calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.
- g. Every agenda for regular meetings shall provide an opportunity for members of the public to directly address the Board of Directors on any item of interest to the public, before or during the Board of Directors' consideration of the item, that is within the subject matter jurisdiction of the Board of Directors, provided that no action shall be taken on any item not appearing on the agenda unless the action is otherwise authorized by the Brown Act. However, the agenda need not provide an opportunity for members of the public to address the Board of Directors on any item that has already been considered by a committee, composed exclusively of members of the Board of Directors, at a public meeting wherein all interested members of the public were afforded the opportunity to address the committee on the item, before or during the committee's consideration of the item, unless the item has been substantially changed since the committee heard the item, as determined by the Board of Directors. Every notice for a special meeting shall provide an opportunity for members of the public to directly address the Board of Directors concerning any item that has been described in the notice for the meeting before or during consideration of that item.
  - h. The Board of Directors may adopt reasonable regulations to ensure that the intent of subsection (g) is carried out, including, but not limited to, regulations limiting the total amount of time allocated for public testimony on particular issues and for each individual speaker.
  - i. The Board of Directors shall not prohibit public criticism of the policies, procedures, programs, or services of the Corporation, or of the acts or omissions of the Board of Directors. Nothing in this subdivision shall confer any privilege or protection for expression beyond that otherwise provided by law.

**Section 4.10: Special Meetings.** Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairperson of the Board or by a majority of the Directors, by delivering written notice to each Director and to each local newspaper of general circulation and radio or television station provided the newspaper, radio or television station has requested notice in writing. The notice shall be delivered personally or by any other means and shall be received at least 24 hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed. No other business shall be considered at these meetings by the Board of Directors. The written notice may be dispensed with as to any Director who at or before the time the meeting convenes files with the Secretary of the Board of Directors a written waiver of notice. The waiver may be given by facsimile, e-mail, or other electronic means. The written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes. The call and notice shall be posted at least 24 hours before the special meeting in a location that is freely accessible to members of the public.

**Section 4.11: Notice of Meetings.** All meetings of the Board of Directors shall be called, noticed, held, and conducted in accordance with the Brown Act. In addition, notice of all meetings shall be posted on the Zoo's website advising the public of the dates, times, and places of the meetings, and the general purposes of the meetings, and inviting members of the public to attend the meetings. The inability of the Corporation to post a notice on the Zoo's website due to technical problems shall not affect the Corporation's right to conduct meetings.

**Section 4.12: Public Attendance at Meetings.** All meetings of the Board of Directors shall be open and public, and all persons shall be permitted to attend any meeting of the Board of Directors, except as otherwise provided in the Brown Act. Consistent with the Brown Act, members of the public have the right and are encouraged to attend all meetings of the Board of Directors and to ask questions and offer comments, subject to any reasonable limitations imposed by the Board of Directors at the meetings in order to facilitate the orderly conduct of the meetings.

**Section 4.13: Quorum.** A majority of the number of Directors then in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors then in office shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of one or more Directors, if any action taken is approved by at least a majority of the Directors then in attendance. Meetings of the Board of Directors shall be conducted in accordance with such procedures as may from time to time be established by the Chairperson of the Board of Directors consistent with rules of reason and minutes of all meetings shall be taken and kept.



Subject to compliance with the Brown Act, Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment. Participation in a meeting pursuant to this subdivision constitutes presence in person at the meeting.

**Section 4.14:** **Removal for Failure to Attend Meetings.** Any Director absent for two (2) regular meetings of the Board of Directors in a calendar year without prior approval from the Board Chair shall be deemed to have resigned.

**Section 4.15:** **Removal.** A Director may be removed from the Board, either with or without cause, by a majority vote of all other Directors at the time in office at any regular or special meeting of the Board. A Director may be removed from the Board without cause only upon the Director being given advanced written notice of the proposed removal, which notice must be given not less than 72 hours before the posting of the agenda for the meeting of the Board at which the proposed removal will be discussed and considered. A notice of dismissal for cause must include a statement of reasons for the proposed removal from the Board and provide for an opportunity for the Director to address the Board on the matter before the Board may vote on the proposed removal.

**Section 4.16:** **Advisors to the Board.** The CEO/Director and Docent Council President currently serve as honorary members of the Board. They will continue to serve as honorary members of the Board until the Board reaches at least nine members, exclusive of the CEO/Director and Docent Council President. At that point, the CEO/Director and Docent Council President will serve as Advisors to the Board. As Advisors, these individuals are expected and encouraged to attend Board and committee meetings, and to fully participate, providing their input on all issues that come before the Board. Advisors may be included in closed session meetings as appropriate to assist in discussions between the Corporation and its legal counsel.

## ARTICLE FIVE: OFFICERS

**Section 5.1:** **Officers of the Board.** The officers of the Board of Directors shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. All officers of the Board of Directors shall be members of the Board of Directors. One person may not hold more than one of the offices.

**Section 5.2:** **Election.** The officers of the Board of Directors as specified in Section 5.1 shall be elected pursuant to the following:

- a. The Chairperson, Vice-Chairperson, Secretary, and Treasurer shall be elected every year by the Board of Directors at the annual organizational meeting, and each officer so elected shall hold office for one year or until he or she shall resign or shall be removed or otherwise become disqualified to serve. Any officer of the Board of Directors may be re-elected to office, one or more times.
- b. When a Board office has become vacant for any reason, the Board may hold a special election at any Board meeting to fill the vacant office on an interim basis until the next annual organizational meeting.

**Section 5.3:** **Other Board Officers.** The Board of Directors may appoint at its discretion one or more assistant secretaries or treasurers, who may or may not be a member of the Board of Directors; and each of whom shall not be an elected officer of the Board, but shall serve for such time and have such duties as are specified by the Board appointment, and may be removed by the Board at any time.

**Section 5.4:** **Chief Executive Officer.** The Corporation shall also have a Chief Executive Officer who shall be appointed as such by the Board of Directors, and whose selection, authorities and duties are specified in Article Seven of these Bylaws. The Chief Executive Officer shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business of the corporation and of the administrative officers and employees of the Corporation. The Chief Executive Officer or the person designated by the Chief Executive Officer in his or her absence shall be an Advisor to the Board of Directors and of all of the standing committees, and shall have the general powers and duties of management usually vested in the office of Chief Executive Officer of a Corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

**Section 5.5:** **Removal and Resignation.** Any Board Officer may be removed from his or her office, either with or without cause, by a majority of the Directors at that time in office at any regular or special meeting of the Board of Directors. The Board of Directors shall follow California Government Code section 54957 when considering any evaluation, discipline, or dismissal, or to hear complaints or charges brought against a Board Officer.

The Chief Executive Officer may be removed, either with or without cause, by a majority of the Directors at that time in office, at any regular or special meeting of the Board of Directors. The Board of Directors shall follow California Government Code section 54957 when considering any evaluation, discipline, or dismissal, or to hear complaints or charges brought against the Chief Executive Officer.



Any officer may resign at any time by giving written notice to the Board of Directors or to the Chief Executive Officer or to the Secretary of the Corporation.

Any such resignation shall take effect at the date of the receipt of such notice or at any later time. The acceptance of such resignation by the Board shall not be necessary to make the resignation effective.

**Section 5.6:** **Vacancies.** A vacancy in any office because of death, removal, resignation, disqualification or any other cause shall be filled in the manner prescribed in Section 5.1, 5.2, and 5.3 of the Bylaws.

**Section 5.7:** **Chairperson.** The Chairperson shall preside at all meetings of the Board of Directors, and shall be an ex officio member of all committees.

**Section 5.8:** **Vice-Chairperson.** The Vice-Chairperson shall act as Chairperson in the absence of the Chairperson, and when so acting, shall have the power and authority of the Chairperson. The Vice-Chairperson will serve as the Nominating Committee Chair.

**Section 5.9:** **Secretary.** The Secretary shall cause to be kept a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Board of Directors meetings and their proceedings. The Secretary will serve as the Bylaws Review Committee Chair.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors, required by law or by these Bylaws to be given, shall keep, or cause to be kept, the seal of the Corporation, if any has been adopted by the Board of Directors, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws, including the power to provide certificates of the actions of the Board of Directors and to attest to the signatures of any of the authorized officers of the corporation.

**Section 5.10:** **Treasurer.** The Treasurer shall cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Director. The Treasurer shall Chair the Finance Committee.

The Treasurer shall render to the Chairperson and Directors, whenever they request it, an accounting of the financial condition of the corporation and have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

## ARTICLE SIX: COMMITTEES

**Section 6.1:** **Committees.** Committees of the Board of Directors shall be standing or special. Standing Committees shall be the Nominating Committee and Audit Committee and such other standing committees as the Board of Directors may designate. Chairpersons of the committees will report at annual, regular or special Board meetings. The Chairman of each committee schedules meetings or designate a regular meeting time. A majority of any committee can call for a committee meeting if desired.

**Section 6.2:** **Appointment and Composition of Standing Committees.** The Board of Directors shall elect the Chairperson and the members of the Standing Committees. Members of committees need not be members of the Board of Directors. The composition, and the responsibilities, of Standing Committees shall be reviewed and any changes will be made at the annual organizational meeting.

At all meetings of Standing Committees, a majority of members of the Committee shall constitute a quorum for the purpose of transacting business and making recommendations. Each member of a Standing Committee shall hold the position until he or she shall resign, or shall be removed by action of the Board of Directors, or otherwise disqualified to serve, or until the Board of Directors reconstitutes committee membership. Meetings of Standing Committees shall be held consistent with the Brown Act and minutes of all meetings shall be taken and kept. Any Board Director may request to join any committee he or she chooses.

**Section 6.3:** **Telephone Participation in Standing Meetings.** Subject to compliance with the Brown Act, Members of a Committee may participate in a meeting through use of conference telephone or similar communications equipment. Participation in a meeting pursuant to this subsection constitutes presence in person at such meeting.

**Section 6.4:** **Authority of Standing Committees.** Any Committee provided for in these Bylaws, or by resolution of the Board of Directors, shall have the powers provided for by these Bylaws, or in the resolution establishing the Committee.

**Section 6.5:** **Composition, Powers. and Duties of Standing Committees.**

- a. **The Finance Committee.** The Finance Committee shall consist of at least three (3) Board members, including one who serves as the Treasurer of the Corporation and who also chairs the Committee. It shall meet at least quarterly and it shall have general supervision over the funds under the control of the Board of Directors; make recommendations to the Board of Directors regarding the annual budget and all expenditures of the Corporation; and make such studies of and have such supervision over the financial affairs of the Corporation as may be required by the Board of Directors. This Committee shall also have general responsibility for

institutional planning and shall review and track the progress of administration in regards to implementation of the approved long and short-range plans.

- b. **The Audit Committee.** The Committee shall consist of not less than three and no more than four members of the Board or persons who are not members of the Board; provided however, that no employee of the Corporation, including CEO and CFO, can serve on the Committee. With the exception of the chair of the Audit Committee, members of the Finance Committee may serve on the Audit Committee. Members of the Committee must have: (1) working knowledge of the organization's operating environment; (2) the ability to read and understand nonprofit financial statements, including a statement of financial position, statement of activities and changes in net assets, statement of cash flows, and key performance indicators; (3) the ability to understand key operational and financial risks and related controls and control process. At least one member, preferably the chair, should be literate in nonprofit financial reporting and control, including knowledge of tax and regulatory requirements, and should have past or current employment experience in finance or accounting experience or background. Committee appointments shall be made annually by the full Board upon recommendation of the nominating committee. The Committee shall meet at least two times per fiscal year (via face-to-face meetings, video conferencing or conference calls) or more frequently as circumstances dictate. One such meeting shall include separate sessions with the organization's management and independent auditors. The Committee shall maintain minutes of its meetings and report periodically to the Board on the results of Committee activities. The Committee may recommend changes in its composition, powers and duties. The Committee is responsible for recommending to the Board the retention and termination of the independent auditor. It is also authorized to negotiate the independent auditor's compensation on behalf of the Board. As part of its duties, the Committee will confer with the auditor to verify that the financial affairs of the Corporation are in order, to determine whether to accept the audit, to ensure that the non-audit services provided by the auditing firm conform to legal and industry standards, and to approve the non-audit services performed by the auditing firm.
- c. **The Nominating Committee.** The Nominating Committee shall consist of four (4) persons, one of whom is the Board Vice-Chairman and who also chairs the committee. The Committee shall meet at least semi-annually and oversee Board members terms, research and recommend to the Board candidates for Board vacancies. The Committee shall also initiate surveys on Board activities and member participation.



**Section 6.6: Special Committees.** Special committees may be appointed, from time to time, by the Board of Directors for such special tasks as circumstances warrant. The Board resolution establishing a special committee shall prescribe the composition, powers and responsibilities of the committee. A special committee shall limit its activities to the accomplishment of the task for which it is appointed, and shall have no power to act except as specifically confirmed by the Board of Directors. Upon completion of the task for which it is appointed, the special committee shall stand discharged, unless discharged sooner as determined by the Board of Directors. A Special Committee will be comprised of less than a majority of board members. It may also include non-board members. The responsibilities of a Special Committee are limited to providing advice and recommendations to the Board.

## **ARTICLE SEVEN: CHIEF EXECUTIVE OFFICER**

**Section 7.1: Appointment.** The Board of Directors shall select and employ a competent and experienced administrator who shall be designated as the Chief Executive Officer and who shall be its direct executive representative in the management of the Fresno Chaffee Zoo. The Chief Executive Officer shall select and employ employees and fix their compensation.

**Section 7.2: Authorities and Duties.** The Chief Executive Officer shall be given the necessary authority and held responsible for the administration of the Fresno Chaffee Zoo in all its activities and departments, subject only to such policies as may be adopted and such orders as may be issued by the Board of Directors. The Chief Executive Officer shall act as the "duly authorized representative" of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person for that specific purpose. Without prejudice to such general powers as above described, but subject to the same limitations, the authority and duties of the Chief Executive Officer are hereby expressly declared to include:

- a. To carry out all policies established by the Board of Directors, and to advise on the formation of those policies;
- b. To prepare and submit to the Board of Directors for approval a plan of organization of the personnel and others concerned with the operations of the Fresno Chaffee Zoo;
- c. To prepare an annual budget showing the expected receipts and expenditures as required by the Finance Committee;
- d. To select, employ, supervise and discharge all administrative officers and employees;
- e. To see that all properties are kept in good repair and operating condition;

- f. To supervise all business and financial affairs such as the maintenance of financial transaction records, collections of accounts, and purchase and issuance of supplies in accordance with principles of prudent business management;
- g. To submit regularly to the Board of Directors or its authorized Committees, the financial activities of the Fresno Chaffee Zoo and to prepare and submit such special reports as may be required by the Board of Directors;
- h. To attend meetings of the Board of Directors and its Committees;
- i. To prepare a specific plan on an annual basis for the achievement of the Fresno Chaffee Zoo's long-range objectives and goals as adopted by the Board of Directors, and to periodically review and evaluate that plan, and to report to the Board of Directors on that plan's execution.
- j. To represent the Fresno Chaffee Zoo to the various segments of the public served by or related to the Fresno Zoo;
- k. To participate in local, state, and national professional and institutional associations dedicated to improving personal and institutional competence;
- l. To serve as a liaison officer and channel of communications for all official communications between the Board of Directors or any of its Committees with the staff of the Fresno Chaffee Zoo;
- m. To see that the Fresno Chaffee Zoo complies with applicable laws and regulations and to assure review of and prompt action on reports and recommendations of authorized planning, regulatory, and inspecting agencies;
- n. To provide information reasonably requested by the Fresno County Zoo Authority and as directed by the Board of Directors;
- o. To oversee broad-based marketing, promotion, and fundraising and development campaigns;
- p. To maintain a viable animal collection program appropriate to the Fresno Chaffee Zoo's facilities and climate;
- q. To establish a quality assessment and improvement plan designed to monitor and evaluate all zoo activities that may impact on the quality of patron services.

- r. To insure a process for requests by public groups or individuals desiring to entertain or participate in any special function or volunteer activity that affects the Fresno Chaffee Zoo and its patrons.
- s. To achieve and maintain accredited status awarded by the Association of Zoos and Aquariums;
- t. To perform any other duty that may be necessary in the best interest of the Fresno Chaffee Zoo; and
- u. To perform any other task as directed by the Board of Directors.

**Section 7.3:** *Administrative Officers.* The Chief Executive Officer may appoint such administrative officers as the business of the Corporation may require. Irrespective of their designated title, such administrative officers shall not be officers of the Board of Directors or of the Corporation, and shall not have the authority and duties usually vested in an officer of a corporation, but instead shall have only such authority and perform such duties as the Chief Executive Officer may, from time to time, determine and direct. Any administrative officer may be removed at any time, either with or without cause, by the Chief Executive Officer.

## ARTICLE EIGHT: MISCELLANEOUS

**Section 8.1:** *Inspection of Corporation Records.* Every Director shall have the absolute right, at any reasonable time, to inspect and copy all corporate books, records, and documents of every kind and to inspect the physical properties of the Corporation, in accordance with operational and safety guidelines of the Fresno Chaffee Zoo. The Corporation shall maintain the corporate records, books and documents in its principal office.

Members of the public shall also have the right to review all records of the Corporation that the Corporation provides to the Fresno County Zoo Authority related to the expenditure of Measure Z funds

As part of its effort to provide the public with access to Measure Z expenditures, the Corporation will also provide the names of successful contractors on construction projects, as well as the names of bidders on construction projects in excess of \$4 million. The Corporation will also provide a link on its website to documents it submits to the Fresno Zoo Authority.

**Section 8.2: Authorization to Sign.** All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board of Directors. Chief Executive Officer is so authorized by resolution of the Board of Directors.

**Section 8.3: Authority to Bind Corporation.** The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose in any amount.

**Section 8.4: Voting of Corporate Owned Stock.** The Chairperson and the Secretary or Assistant Secretary of the Corporation are authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this Corporation. The authority herein granted to these officers to vote or represent on behalf of this Corporation any and all shares held by the Corporation in any other corporation or corporations, may be exercised either by these officers in person or by any person authorized to do so by proxy or power of attorney duly executed by these officers.

**Section 8.5: Secret Ballots.** Pursuant to section 54953 (c) of the Brown Act, no action of the Board of Directors, or of any Committee of the Board, whether preliminary or final, may be taken by secret ballot.

**Section 8.6: Adoption of Bylaws or Articles.** These Bylaws and the Articles of Incorporation of the Corporation will be adopted by the affirmative vote of a majority of the authorized number of Directors on the Board of Directors.

**Section 8.7: Amendments of Bylaws or Articles.** These Bylaws and the Articles of Incorporation of this Corporation may be amended, repealed or new Bylaws or Articles adopted, by the affirmative vote of a majority of Directors in attendance at an annual, regular or special meeting of the Board of Directors, provided a quorum is present at the commencement of the meeting.

**Section 8.8: Bylaws Review.** These Bylaws shall be reviewed at least annually for the purpose of determining whether any amendments are necessary or appropriate. The review shall be pursuant to any procedures as may be established by the Board of Directors. The Bylaws Review Committee will generally begin its revision process in the second quarter of the year. The Secretary shall be chairman of the Bylaws Review Committee.



## ARTICLE NINE: INDEMNIFICATION OF OFFICERS

**Section 9.1: Indemnification.** To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238 of the California Corporations Code, including persons formerly occupying any 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 that Section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described in that Section. "Expenses," as used in this Bylaw, shall have the same meaning as in section 5238 of the California Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under this Article, the Board shall promptly determine in accordance with Section 5238 of the California Corporations Code whether the applicable standard of conduct set forth in that Section has been met and, if it has, the Board of Directors shall authorize indemnification.

To the fullest extent permitted by law and except as is otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under this Article of the Bylaws in defending any 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 amounts will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

All references to the California Corporations Code are to the Code as it now exists or as it may be amended from time to time.

## ARTICLE TEN: CONFLICTS OF INTEREST

**Section 10.1: Disqualifying Financial Interest.** Any member of the Board of Directors must obtain Board of Director approval pursuant to Section 10.2 or Section 10.3 and disqualify himself or herself from making, participating in the making of, or attempting to influence any decisions of the Board of Directors or a committee of the Board of Directors if it is reasonably foreseeable that the decision is one in which the Director has a material financial interest.

**Section 10.2: Prior Board Approval.** The Board of Directors may approve a proposed transaction in which a Director or Directors may have a material financial interest if after reasonable investigation and prior to consummating the transaction or any part thereof, with knowledge of the material facts concerning the transaction and the Director or Directors' interest in the transaction, the Board of Directors determines in good faith by vote of a majority of Directors then in office without counting the vote of the interested Director or Directors, that:

- a. The proposed transaction is for the Corporation's own benefit;
- b. The proposed transaction is fair and reasonable as to the Corporation; and
- c. The Corporation cannot obtain a more advantageous arrangement with reasonable efforts under the circumstances.

**Section 10.3: Board Ratification.** The Board of Directors may ratify a transaction entered into between the Corporation and a Director or Directors in which the Director or Directors had a material financial interest if at the next meeting of the Board of Directors, the Board of Directors determines in good faith by vote of a majority of Directors then in office without counting the vote of the interested Director or Directors, that:

- a. A committee or person authorized by the Board of Directors approved the transaction;
- b. The Corporation entered into the transaction for its own benefit;
- c. The transaction was fair and reasonable as to the corporation at the time the Corporation entered into the transaction; and
- d. It was not reasonably practicable to obtain approval of the Board of Directors prior to entering into the transaction.

**Section 10.4: Disqualifying Non-Financial Interest.** Any member of the Board of Directors must likewise disqualify himself or herself when there exists a personal non-financial interest that will prevent the member from applying disinterested skill and undivided loyalty to Corporation in making or participating in the making of decisions.

**Section 10.5: Procedure of Disqualification.** A Director required to disqualify himself or herself pursuant to Sections 10.1 or 10.4, above, shall (1) immediately disclose the interest, (2) withdraw from any participation in the matter, (3) refrain from attempting to influence any other Director, and (4) refrain from voting. The Director may be counted in determining whether a quorum is present.

**Section 10.6: No Invalidation of Action.** No action or decision of the Board of Directors or committee of the Board of Directors shall be invalid because of the participation therein by a Director or Directors in violation of this policy.