



BYLAWS

FRESNO'S CHAFFEE ZOO CORPORATION,

A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION

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BYLAWS
FRESNO'S CHAFFEE ZOO CORPORATION,
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ARTICLE ONE: PURPOSE

Section 1.1: Purpose. The purpose of Fresno's Chaffee Zoo Corporation ("ZooCorp") is set forth in Article II of ZooCorp'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 zoo operations and ensuring that the zoo has adequate resources.

ARTICLE TWO: OFFICES

Section 2.1: Principal Office. The principal office for the transaction of ZooCorp business is hereby fixed and located at its Administrative Office at 1250 W. Olive Avenue, Fresno, CA 93729. The Board of Directors is 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 ZooCorp is qualified to do business.

ARTICLE THREE: MEMBERSHIP

Section 3.1: Members Prohibited. ZooCorp 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, including directing ZooCorp's business affairs, shall be exercised by or under the authority of, and 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:

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

- b. To conduct, manage and control ZooCorp’s affairs and business and to establish 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 from one location to another as provided in Section 2.1; to fix and locate from time to time one or more subsidiary offices 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 it 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, and to cause to be executed and delivered 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 those powers and authority of the Board of Directors in the management of ZooCorp’s business and affairs, except the power to adopt, amend or repeal Bylaws or Articles.
- 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 Fresno Chaffee Zoo 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 4.3 and any limitations set forth in the California Corporations Code, the authorized number of ZooCorp Directors shall be not less than nine (9) and not more than fifteen (15) until changed by amendment of the Articles of Incorporation. Directors shall be nominated and elected pursuant to Sections 4.4, 4.5 and 4.6 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 promote ZooCorp’s purposes, philosophy, and policies as stated in the Articles of Incorporation and these Bylaws; (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; and (d) participate and/or support ZooCorp’s fundraising efforts. Each Board Director shall file a statement of economic interests consistent with the requirements of the Political Reform Act (“PRA”) and ZooCorp’s Conflicts of

Interest Code. Further, in electing Directors, the Board of Directors may take into account: (a) Geographic diversification 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 the zoo and with ZooCorp; and (d) any other factors that the Board of Directors may deem appropriate.

Section 4.4: Nominations for Board Membership. By October, 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 and to invite the nominee to attend the last Board meeting of the year.

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. Directors are generally elected at the annual organizational meeting; however, they may be elected whenever a vacancy occurs, or when the Board deems it appropriate to add another Director to the Board. If a Director is elected at any time other than the annual organizational meeting, that Director's term will be two years plus the remainder of the year until the next annual organizational meeting.

The term of office to which a Director is elected at the annual organizational meeting shall be for a period of three (3) years. Except as provided, a Director elected at the annual organizational meeting may not serve more than three consecutive 3-year terms, which is a total of nine (9) years. A Director who has served three consecutive terms may ask the Board to serve an additional one-year term. The request will be granted if approved by all Directors in attendance at a regular meeting of the Board of Directors. The Board may renew a Director's request for a one-year term no more than three times, which means that no Director may serve on the Board of Directors more than 12 consecutive years. The renewal of the one-year terms requires approval by all Directors in attendance at a regular meeting of the Board of Directors.

ZooCorp's staff and other Board members will orient newly elected Directors, providing them information relating to the governing body responsibilities, the history of the zoo and ZooCorp, including its goals and objectives, its organization, and other matters relevant to the Directors' service.

Section 4.6: Vacancies. Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors, though less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office for a period of two years plus the remainder of the year until the next annual organizational meeting.

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 Fresno Chaffee Zoo. Special meetings of the Board may be held at a place designated in the agenda.

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, the election of Officers, receive committee reports, review the composition and responsibilities of committees, review expenditures and budgets, and transact other business.

Section 4.9: Regular Meetings.

- a. As a matter of sound policy, and not as a legal necessity, any ZooCorp meetings, 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 §§ 54950 – 54959. 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. The Chief Executive Officer, or his or her designee, shall post an agenda in compliance with Government Code § 54954.2 which currently requires the posting of an agenda in a location freely accessible to members of the public and on ZooCorp's internet website at least 72 hours before a regular meeting. The notice should contain 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. The description generally need not exceed 20 words. The agenda shall specify the time and location of the regular meeting. For purposes of describing closed session items, the agenda may describe closed sessions as set forth in California Government Code § 54954.5. If requested, the agenda shall be made available in appropriate alternative formats to persons with a disability, as required by 42 U.S.C. § 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 ZooCorp 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 ZooCorp 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 Government Code § 54956.5.
 - 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 ZooCorp's attention 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 subsection (f). 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 ZooCorp services, 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 notice shall also be posted on the ZooCorp internet website. 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 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: Emergency Meetings. In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board of Directors may hold an emergency meeting without complying with the 24-hour notice requirement and/or the 24-hour posting requirement.

- a. An emergency situation includes both:

1. An emergency, which is a work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, as determined by a majority of the Board; and
 2. A dire emergency which is a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring the Board to provide one-hour notice before holding an emergency meeting may endanger the public health, safety, or both, as determined by a majority of the Board.
- b. The Chairperson of the Board or his/her designee shall provide 1-hour notice prior to the emergency meeting to each local newspaper of general circulation and radio or television station that has requested notice of special meetings. In the case of a dire emergency, notice shall be at or near the time that the Chairperson notifies members of the Board of the emergency meeting. Notice shall be given by telephone, unless telephone services are not functioning, and in that case, notice shall be provided as soon after the meeting as possible.
 - c. The Board may meet in closed session if agreed to by a two-thirds vote of the Directors present, or if less than two-thirds of the Directors are present, by unanimous vote of Directors present.
 - d. The minutes of an emergency meeting, a list of persons notified by the Chairperson or his/her designee, a copy of the rollcall vote, and any actions taken at the meeting shall be posted for 10 days in a public place as soon after the meeting as possible.

Section 4.12: 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. ZooCorp's inability to post a notice on the Zoo's website due to technical problems shall not affect ZooCorp's right to conduct meetings.

Section 4.13: 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 4.14: 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 4.15: Teleconferencing at Board Meetings. A board member may attend a board meeting remotely, via teleconferencing, under the following circumstances:

Just Cause. A Board member may attend via teleconference if (s)he notifies the Board at the earliest opportunity of the need to attend remotely due to: (a) A childcare or caregiving need of a child, parent, grandparent, grandchild, sibling, spouse, or domestic partner that requires the board member to participate remotely; (b) a contagious illness that prevents a Board member from attending in person; (c) a need due to a physical or mental disability; or (d) travelling while on official business for the Board. The Board member must provide a general description of the circumstances giving rise to the need to appear remotely. A Board member may use the just cause provision no more than twice within a calendar year.

Personal Emergency Circumstances. A Board member may attend remotely if (s)he makes a request to the board as soon as possible about his/her emergency circumstances. Emergency circumstances means a physical or family medical emergency that prevents in-person attendance. The Board member must generally describe the circumstances but does not need to disclose personal medical information. If the request does not allow sufficient time to place on the agenda the Board member's request, the Board may act at the beginning of the Board meeting. A majority of the Board must approve the request.

Requirements for Remote Attendance.

- A Board member attending remotely must participate through audio AND visual technology.
- A Board member may not request remote attendance for more than three consecutive months or more than twice per calendar year.
- If an audio or visual connection providing the public access to Board members is disrupted, no further action can be taken until the disruption is resolved.
- A Board member attending remotely must give notice if anyone over 18 is in the room with him/her, and that person's relationship to the Board member.
- At least a quorum of the members of the Board must attend the meeting in person from a single location identified on the agenda, open to the public and within Fresno County.

Section 4.16: 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 Chairperson shall be deemed to have resigned.

Section 4.17: 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 4.17: Advisors to the Board. The CEO/Director and Docent Council President serve as Advisors to the Board. The Board may, in its discretion, appoint additional Advisors to the Board or advisors to committees. As Advisors to the Board, 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 are not Directors and do not have any of the rights, privileges, powers or obligations of a Director. Advisors to the Board may be included in closed session meetings as appropriate to assist in discussions between ZooCorp 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: 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.

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 Board Secretary. 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 5.5: 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 5.6: Chairperson. The Chairperson shall preside at all meetings of the Board of Directors, and may be a member of any committee whether a standing or special committee.

Section 5.7: 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 5.8: Secretary. The Secretary shall cause minutes to be kept 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, special or emergency, and if special, how authorized, the notice thereof given, the names of those present at Board of Directors meetings and their proceedings. The Secretary shall also cause that the minutes be posted on ZooCorp's website. 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, ZooCorp's seal, 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 Board.

Section 5.9: Treasurer. The Treasurer shall cause to be kept and maintained adequate and correct accounts of the properties and business transactions. 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 ZooCorp's financial condition 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 Finance, Nominating and Audit Committees and such other standing committees as the Board of Directors may designate. Chairpersons of the committees may, with staff assistance, report at annual, regular or special Board meetings. The chairperson 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 Directors. However, the number of persons not serving as Directors can never equal or exceed the number of Directors on the committees. The composition, and the responsibilities, of standing committees shall be reviewed at the annual organizational meeting. Changes to the standing committees, including composition and responsibilities, may be made at any Board 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. However, no committee will consist of a majority of the Board.

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 audio, video or other conferencing 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, but less than a quorum of the Board, 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 Audit Committee shall consist of at least three (3) Board members, but less than a quorum of the Board. No employee of the Corporation, including CEO and CFO, can serve on the Audit 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. The Audit 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.

The Nominating Committee. The Nominating Committee shall consist of at least three (3) Board members, but less than a quorum of the Board. One of the Board members on the committee 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 Directors. It may also include non-Directors. 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 (“CEO”) and who shall be its direct executive representative in the management of the Fresno Chaffee Zoo. The CEO 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 ZooCorp’s business affairs, finances and operations. The CEO shall be an Advisor to the Board of Directors and of all of the standing committees. The CEO shall have the general powers and duties of management usually vested in the office of a Chief Executive Officer of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors, the Bylaws or any job description.

Section 7.2: Authorities and Duties. The CEO shall be given the necessary authority and held responsible for the administration of ZooCorp operations in all its activities and departments, subject to policies as may be adopted and orders as may be issued by the Board of Directors.

Section 7.3: Administrative Officers. The CEO may appoint such administrative officers as ZooCorp’s business may require. Irrespective of their designated title, such administrative officers shall not be officers of the Board of Directors or of ZooCorp, 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 CEO may, from time to time, determine and direct. Any administrative officer may be removed at any time, either with or without cause, by the CEO or by the Board of Directors.

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 ZooCorp and the Fresno Chaffee Zoo, in accordance with ZooCorp operational and safety guidelines. ZooCorp shall maintain the corporate records, books and documents in its principal office.

Members of the public shall also have the right to review all ZooCorp records that ZooCorp 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, ZooCorp 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. ZooCorp 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 ZooCorp, 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. The CEO and the CFO are 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 ZooCorp's behalf, 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 ZooCorp 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 are authorized to vote, represent and exercise on behalf of ZooCorp all rights incident to any and all shares of any other corporation or corporations standing in the name of ZooCorp. The authority granted to these officers to vote or represent on behalf of ZooCorp any and all shares held by ZooCorp 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 Government Code § 54953(c), 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 have been 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, ZooCorp shall indemnify its agents including Directors, officers and employees, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding including an action by or in the right of ZooCorp, by reason of the fact that such agent is or was a person described in that Section. For purposes of this Article Nine, the terms “agent,” “expenses” and “proceeding” have the meaning provided in Corporations Code §5238(a).

On written request to the Board of Directors by any person seeking indemnification under this Article, the Board shall promptly determine in accordance Corporations Code § 5238 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 ZooCorp before final disposition of the proceeding, on receipt by ZooCorp 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 ZooCorp 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 ZooCorp's own benefit;
- b. The proposed transaction is fair and reasonable as to ZooCorp; and
- c. ZooCorp 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 ZooCorp 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. ZooCorp entered into the transaction for its own benefit;
- c. The transaction was fair and reasonable as to ZooCorp at the time ZooCorp 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 ZooCorp 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: Notice of Income from Vendors. Any member of the Board of Directors who derives income from vendors, contractors or subcontractors of ZooCorp must disclose that fact prior to the Board discussing or voting on any issue related to that vendor, contractor or subcontractor. The Director must also recuse himself/herself from any discussion and decision related to that vendor, contractor or subcontractor.

Section 10.7: 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.