AMENDED AND RESTATED BY-LAWS OF LAKE HAVASU TOURISM BUREAU, INC. DBA GO LAKE HAVASU A NONPROFIT CORPORATION

These Amended and Restated By-Laws (referred to as the "By-Laws") govern the affairs of the LAKE HAVASU TOURISM BUREAU, INC. DBA GO LAKE HAVASU a non-profit corporation (hereinafter referred to as the "Corporation" or "GLH") created under Section 351.101 (c) of the Tax Code, Title 3, Chapter 351, Subchapter B, et seq., as amended (hereinafter referred to as the "Act").

ARTICLE I

These By-Laws constitute the code of rules adopted by LAKE HAVASU TOURISM BUREAU, INC., DBA GO LAKE HAVASU, for the regulation and management of its affairs. The Corporation's principal office is located at 314 LONDON BRIDGE ROAD, LAKE HAVASU CITY, AZ 86403

ARTICLE II
PURPOSE

Go Lake Havasu exists to drive overnight visitation and economic impact through strategic tourism marketing, destination promotion, and event activation that elevates Lake Havasu City as a premier travel destination.

GLH, shall be the primary brand advocate for Lake Havasu City by bringing groups together, through unity and representation, to leverage community assets and activities for the maximum benefit of the hospitality and the meeting, conference, and event industries of Lake Havasu City.

ARTICLE III
BOARD OF DIRECTORS

1) LIMITATION OF METHODS

The Board of Directors ("**Board**") of the Corporation is vested with the management of the business and affairs of the Corporation. This organization shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

2) QUALIFICATIONS

a) Employees of the Corporation, other than the ED, are ineligible to serve on the Board.
b) The Board shall consider an individual's experience, accomplishments, and educational background in electing and appointing Directors to the Board to ensure that the interests and concerns of the community relating to the Corporation's purpose are considered.
c) Each Director shall have at least one (1) of the following qualifications:
    i. Experience in management or in an executive capacity.
    ii. Experience in evaluation of financial and business records and projections.
    iii. Education, training, or experience useful to the Corporation's purposes.

3) NUMBER OF DIRECTORS

The Board will consist of a minimum of nine (9) Directors and a maximum of fifteen (15) voting members, plus seven (7) Ex-officio non-voting members.

4) COMPOSITION OF THE BOARD

a) GLH shall not unlawfully discriminate against prospective Directors.
b) **Directors**: When nominating individuals for Board service, the Board should strive for broad representation from the tourism and hospitality industry, including:

i. Resort, Hotel, Motel, and Vacation Rentals (key driver of bed tax revenue)
ii. Outdoor recreation and adventure tourism
iii. Destination marketing and media specialists
iv. Food & Beverage Industry (key driver of bar tax revenue)

c) **Lake Havasu City Directors**: The Board shall include one (1) City-designated seat. The Lake Havasu City Council shall appoint one (1) City Council Representative to serve as a voting Director. The Lake Havasu City Manager (**"City Manager"**) or other City-designated person may serve as a non-voting ex-officio member of the Board.

d) **Ex-officio/Non-voting Directors**:
i. Chamber of Commerce Executive Director
ii. GLH ED
iii. Hospitality Association Executive Director
iv. Marine Association President/Executive Director
v. Partnership for Economic Development Executive Director
vi. State Parks Executive Director; and
vii. City Manager or another City-designated person.

e) Except as otherwise set forth in this Article III, all Directors shall be elected by the GLH Board.

5) **TERM OF DIRECTORS**

Directors shall serve terms of three (3) years and may serve no more than three (3) consecutive terms. All Directors wishing to serve an additional term (i.e., second and third) must, by March of the final year of a term (at least 60 days prior to the May Board meeting), submit a nomination form to the Nominating Committee. Upon approval by the Committee, the nomination shall be subject to approval by a majority vote of the Board. After serving three (3) consecutive terms, a Director must vacate the position for a minimum of one (1) year before being eligible for re-election.

6) **NOMINATING COMMITTEE & ELECTION OF DIRECTORS**

Elections for Directors filling expired terms shall be held at the meeting prior to the final meeting of the fiscal year in May.

A Nominating Committee, which shall be appointed by the Chair, shall be responsible for developing a list of candidates. The Nominating Committee shall solicit qualified candidates. The Nominating Committee shall provide the Chair with the list of qualified candidates prior to the May meeting. The Chair shall put forth each candidate's name to the Board for a vote.

The election of Directors shall be by majority vote of the Board attending the meeting. When a re-appointment or replacement is made, the re- appointment or replacement Director shall serve the remainder of the vacancy's unexpired term (i.e., the new term does not begin on the date of the election). The seating of newly elected Board members shall be at the next regular meeting and shall be participating members thereafter. Retiring directors shall continue to serve until June 30th.

7) **RESIGNATION**

Any Director may resign at any time by delivering written notice to the Secretary or Chair of the Board. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

8) **REMOVAL**

Any Director may be removed for acts or omissions that breach the Director's fiduciary duties to the Corporation, violate these By-laws or any policy promulgated hereunder, and/or damage the Corporation, by a two-thirds majority of the entire Board at a regular or special meeting called for that purpose. Any Director under consideration for removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

Any Director that misses three consecutive meetings without good cause will be considered to have resigned, effective at the conclusion of the third meeting. At the next meeting of the Board at which a quorum is present, the Board, by majority vote, may reinstate the Director.

9) **VACANCIES**

Vacancies shall be filled by majority vote of the remaining members of the Board and the Director filling the vacancy shall serve for the remainder of the term that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant Director position. Vacancies filled with more than one-half of an unexpired term remaining shall be considered a full term for the purpose of determining further Board eligibility. Vacancies filled with less than one-half of the unexpired term remaining shall not be considered a full term for the purpose of determining further Board eligibility.

10) **COMPENSATION**

Directors shall not receive any salaries or other compensation for their services, but by the resolution of the Board may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, provided a majority of disinterested Directors approve the reimbursement. The Corporation shall not loan money or property to or guarantee the obligation of any Director or any entity in which a director has a financial or personal interest as defined in the Corporation's Conflict of Interest Policy.

11) **DISCLOSURE OF CONFLICTS OF INTEREST**

Directors, officers, employees, and volunteers must identify and disclose any Conflict of Interest they may have. For the purpose of these By-Laws "Conflict of Interest" means situations where, in the judgment of the Board: (a) The outside interests or activities of a director, officer, employee, or volunteer interfere or compete with GLH's interests; (b) The stake of a director, officer, employee, or volunteer in a transaction or arrangement is such that it reduces the likelihood that such person's influence can be exercised impartially in the best interests of GLH; or (c) A director, officer, employee, or volunteer has divided loyalties. The guidelines, procedures, and disclosure requirements are more fully set forth in the Corporation's Conflict of Interest Policy.

12) **DONATION**

The Board may accept on behalf of the Corporation any contribution, donation, bequest, or devise for the general purposes or for any special purposes of the Corporation, in accordance with the Corporations Donation/Gifts Policy.

13) **EX-OFFICIO MEMBERS**

A majority of the Board may appoint ex-officio members of the Board. Ex-officio members of the Board serve at the pleasure of the Board and are not subject to term limits. This type of membership shall consist of partners with an interest or impact in the branding, marketing, and sales of GLH and its region. Ex-officio members are non-voting members and his or her participation shall not count towards a quorum.

14) **ORIENTATION**

All new members of the Board must participate in an orientation program outlining their respective duties prior to assuming those duties. The ED will be responsible for facilitating orientation.

15) **POLICY MANUAL**

The Board in cooperation with the ED is responsible for formulating the GLH Policy Manual, which must be reviewed annually and revised, if deemed necessary by the Board. The Policy Manual must include, in addition to other policies and procedures as may be adopted by the Board:

a) **Conflicts of Interest Policy**, which must include annual disclosures by Directors and Officers.
b) **Disbursements/Financial Policy**, which must outline the general procedures and thresholds applicable to GLH's financial transactions.
c) **Donation/Gifts Policy**, which must outline the general parameters and procedures for accepting donations/gifts.
d) **Whistleblower Policy**, which must provide employees, Directors, Officers, volunteers, vendors, and stakeholders with a process for reporting suspected misconduct, financial irregularities, harassment, retaliation, conflicts of interest, or violations of law or policy.

ARTICLE IV
COMMITTEES

1) **STANDING COMMITTEES OF THE BOARD**

a) **Executive Committee**. The Officers of the Board and the Corporation's ED, as an ex-officio member, shall constitute the Executive Committee. The Executive Committee shall act for and on behalf of the Board when the Board is not in session but shall be accountable to the Board for its actions. The Executive Committee may exercise all the powers and authority of the Board between meetings except the following: (i) to alter or amend the Articles of Incorporation or these By-Laws; (ii) to approve any action requiring, under the laws of the State of Arizona, the approval of the full Board; (iii) to remove a Board member or fill vacancies on the Board; (iv) to hire, or discharge the ED; (v) to obligate GLH to new debt in excess of an amount set by the Board and detailed in the policies and procedure manual; or (vi) to sell/acquire a major asset. All actions taken by the Executive Committee must be presented to the Board at the next Board meeting. The Executive Committee shall be composed of the Chair, Vice Chair, Secretary (Ex Officio), and Immediate Past Chair. The Board may also appoint two (2) at-large members to the Executive Committee if desired.

The Executive Committee shall operate pursuant to the By-Laws of GLH, including but not limited to provisions governing notice of meetings and waiver of notice, quorum requirements to act at a meeting and by written consent and related matters. The Executive Committee shall maintain the minutes of its meetings and report its findings/action to the Board after each committee meeting but not later than the next Board meeting. The Executive Committee shall set the agenda for each meeting of the Board.

b) **Other Standing Committees:**

i) By-laws Committee
ii) Nominating Committee
iii) Event Committee
iv) Marketing Committee
v) Personnel Committee

With the exception of the Event and Marketing Committees, Membership on a standing committee is limited to Directors. The Chair, with the approval of the Board, shall appoint all members of standing committees and committee chairs except in the case of the Executive Committee, which shall be constituted as set forth in Section IV.1(a).

2) **ADVISORY COMMITTEES**

The Board may create advisory committees for the purpose of carrying out the mission of the Corporation. Membership of any advisory committee must include no less than a supermajority of non-Board members. The ED, with the approval of the Board, may establish advisory committees as needed when additional counsel from the Corporation's stakeholders is desired. The committee chair must be a Director.

3) **AD HOC COMMITTEES**

The Board may create ad hoc committees designed to analyze and research issues for the Board. Such ad hoc committees may be created and dissolved at the discretion of the Board. The Chair, with the approval of the Board, shall appoint all members of ad hoc committees and chairs of the committee. Ad hoc committee members need not be Directors, but the committee chair must be a Director.

4) **COMMITTEE PROCEDURES**

All committee requirements and procedures not set forth in these By-laws are set forth in the Corporation's Policy Manual, which may include both general procedures for committees and committee-specific procedures. No committee, other than the Executive Committee, may take any action to bind the Corporation unless expressly authorized in writing to do so by the Board.

ARTICLE V
BOARD MEETINGS

1) **MEETING OF DIRECTORS**

a) The Board shall annually set regular meeting dates and times at such place or places and time in the corporate city limits as the Board may determine; provided, however, in the absence of any such determination by the Board or in the event of a conflict, the Chair shall select a reasonable place in which to hold the meeting.
b) The Board shall meet no less than six times a year.
c) The annual meeting of the Board shall be held on a date and time determined by the Chair.
d) The Chair, in consultation with the Vice Chair and ED may call a special meeting of the Board.
e) A majority of the Board may call a special meeting of the Board.
f) Directors shall be expected to regularly attend all Board meetings. Special consideration can be granted for absences for a good cause.
g) Any Director may request an item be placed on the agenda by delivering the same in writing to the ED no later than ten (10) days prior to the date of the Board meeting.
h) The public is invited and encouraged to attend GLH Board meetings. A "Call to the Public" will be added to the agenda.
i) The agenda will be posted on the GLH website.
j) The agenda will be provided to Lake Havasu City Muncipal Government for posting to ensure contractual arrangements with the City are made.
k) GLH reserves the right to enter into Executive Session to discuss matters of a confidential or privileged nature, including but not limited to legal advice, proprietary or personnel matters, contract negotiations, or as otherwise permitted by law.

2) **NOTICE OF BOARD MEETINGS**

Notice of the date, time, and place of regular meetings shall be given to each Board member by regular mail, telephone (including voice mail), or e-mail no less than five (5) days prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each Board member using the same methods but with no less than three days' notice prior to the meeting, with the exception of special meetings held to amend the Articles of Incorporation or By-Laws, for which a fifteen (15) -day written notice by mail or email shall be required specifying the proposed amendment. The public is invited to attend Board meetings.

3) **WAIVER OF NOTICE**

Attendance by a Director at any meeting of the Board for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

4) **QUORUM**

A majority of the incumbent Directors shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or by any provision of these By-Laws.

5) **ACTION WITHOUT A MEETING**

Any action required or permitted by the Board at a meeting may be taken without a meeting if all directors consent thereto in writing specifically setting forth such action taken. The action must be evidenced by unanimous written consent in email or signed by each director and included in the minutes filed with the corporate records.

6) **CONDUCT OF BUSINESS**

a) At the meetings of the Board, matters pertaining to the business of the Corporation shall be considered in accordance with the rules of procedure as from time to time may be prescribed by the Board.
b) At all meetings of the Board, the Chair shall preside and, in the absence of the Chair, in order of availability, the Vice Chair, or the Secretary shall exercise the powers of the Chair.

ARTICLE VI
OFFICERS

1) **ROSTER OF OFFICERS**

The Corporation shall have an Immediate Past Chair, Chair, Vice Chair, Secretary. The Corporation may have at the discretion of the Board such other Officers as may be appointed by the Directors. One person may hold two or more offices, except those serving as Immediate Past Chair, Chair or Vice Chair.

2) **ELECTION AND TERM OF OFFICERS**

a) **General Officer Terms**. All Officers, except the Chair, shall be elected to one-year terms and may serve no more than two (2) consecutive terms in the same office. Officers shall remain in office until their successors have been elected and qualified.
b) **Chair Term**. The Chair shall be elected to a one-year term and may serve no more than two (2) consecutive terms.
c) **Nomination and Election Process**.
    i) The Nominating Committee shall nominate candidates for Officer positions and present them to the Board annually.
    ii) Officer elections shall be held during the fourth quarter of the fiscal year, following the election of new Directors to fill expired terms, or as soon thereafter as practical.
    iii) Any Officer seeking a second consecutive term must submit a nomination form to the Nominating Committee. Upon Committee approval, the nomination shall be presented to the Board for election by majority vote of the Directors present; consecutive terms in an Officer position are not guaranteed.
d) **Executive Committee Composition and Succession**.

i) The Executive Committee shall consist of the Immediate Past Chair, Chair, Vice Chair, and the Secretary (ED, ex officio, non-voting).
ii) The individual elected as Vice Chair may serve a three-year succession term, including one year each as Vice Chair, Chair, and Immediate Past Chair, subject to compliance with Section VI.2(c) and Board approval.

e) **Executive Committee Eligibility**. To be eligible for election to the Chair or Vice Chair positions, a Director must have served a minimum of one (1) year on the Board.

3) **Chair**

a) The Chair will function as the principal Officer of the Corporation and will supervise and control the affairs of the Corporation and shall exercise such supervisory powers as may be approved by the Board.
b) The Chair will perform all duties incident to such office and such other duties as may be provided in these By-Laws or as may be prescribed from time to time by the Board.
c) The Chair shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board or these By-Laws.
d) The Chair, by duty of the office, has full signing ability at the financial institutions serving GLH.
e) The ED shall serve as advisor to the Chair and shall assemble information and data and cause special reports to be prepared as directed by the Chair of the Board.

4) **Vice Chair**

a) The Vice Chair shall act in place of the Chair in the event of the Chair's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.
b) The Vice Chair shall serve as the parliamentarian and advise the Chair on the proper conduct of meetings as required.
c) The Vice Chair, by duty of the office, has full signing ability at the financial institutions serving GLH.

5) **Secretary**

a) The Secretary shall be the Go Lake Havasu ED.
b) The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws.
c) The Secretary shall keep the By-Laws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation.
d) The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board and shall keep copies of all minutes at the principal office of the Corporation.
e) The Secretary shall keep a record of the names and addresses of the Directors at the principal office of the Corporation.
f) The Secretary shall, with the approval of the Board, set up procedures for any elections held by the Corporation. The Secretary shall keep a record of all votes cast in such elections.
g) The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board at the principal office of the Corporation during regular business hours. The same records will also be posted on Go Lake Havasu's website to the extent such records are not privileged or confidential.
h) The Secretary shall see that all notices are duly given in accordance with these By-Laws or as required by law.
i) The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are kept and filed with copies maintained at the principal office.

j) In the case of the absence or disability of the Secretary or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice Chair shall perform the functions of the Secretary.

6) **Immediate Past Chair**

a) The Immediate Past Chair shall have a term coterminous with the Chair and shall serve at the pleasure of the Board.
b) In the absence of the Chair and the Vice Chair, the Immediate Past Chair shall assume the duties of the Chair.

ARTICLE VII
RULES OF PROCEDURE

Robert's Rules of Parliamentary Procedure shall serve as a framework for conducting meetings as applicable.

ARTICLE VIII
CORPORATE EMPLOYEES

1) **NUMBER**

The Corporation's Executive Director shall report to the Board. Unless otherwise directed, the ED shall attend all meetings of the Board. The ED shall not be entitled to voting privileges at any of the aforesaid meetings. All other employees of the Corporation shall report to the ED, who is hereby empowered to hire and fire employees, subject to Board oversight, as necessary to fulfill the objectives and purposes of the Corporation in accordance with the wishes of the Board.

2) **DISCHARGE OF THE ED**

The ED may be discharged, with or without cause, by a vote of a two-thirds majority of all voting Directors and in accordance with the terms of his or her employment contract, if any, with the Corporation. A replacement may then be appointed by a vote of the majority of all voting Directors. In the absence of the ED, the Board is granted full authority to oversee and manage all aspects of the organization.

3) **EXECUTIVE DIRECTOR**

a) The Board shall employ an Executive Director ("ED"), who shall be the chief executive of the Corporation and who shall serve at the will and pleasure of the Board.
b) The ED shall have responsibility for ENSURING THE Board's decisions are implemented, general day-to-day administration activities of the Corporation, and shall be responsible for managing all applicable administrative requirements set forth in the Articles of Incorporation, these By-Laws, the Act, and/or applicable law.
c) The ED may utilize GLH employees to assist in conducting his/her responsibilities but may not abdicate responsibility to another employee or volunteer.
d) The Board shall develop a job description for the ED position, a performance review schedule and criteria for review and shall review the performance of the ED based upon the schedule and criteria.
e) The ED shall be generally responsible, subject to Board and/or Personnel Committee oversight, for hiring, discharging, directing, supervising of all employees, and must do so in accordance with all GLH policies and applicable law.
f) The ED shall be responsible for preparing and submitting the reports to the City Manager required by GLH's contract with Lake Havasu City.
g) The ED shall be responsible for providing the Board with monthly written operational and financial reports.

h) In the absence of the ED, the Board shall assume all functions of the ED.

ARTICLE IX
OPERATIONS AND FISCAL MANAGEMENT

1) **EXECUTION OF DOCUMENTS**

Unless specifically authorized by the Board or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the Chair (or such other person designated by the Board), pursuant to the general authorization of the Board. All conveyances of land or mineral interests by deed shall be signed by the Chair or two other members of the Executive Committee and must be approved by the Board. A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one Officer.

2) **DISBURSEMENT OF FUNDS**

Upon approval of the budget, the ED is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Disbursement shall be by check with signatures of any two (2) of the following: Chair, Vice Chair, Immediate Past Chair, Secretary, and/or ED. Checks shall be issued in accordance with the financial policy(ies) adopted by the Board.

3) **BOOKS, RECORDS AND ACCOUNTS**

The Corporation will keep correct and complete financial records and will also keep minutes of the proceedings of the Board meetings and Committees. The books shall be kept with detailed accounts, in chronological order, or receipts, expenditures, and other transactions of the Corporation.

4) **INSPECTION OF BOOKS AND RECORDS**

All books and records of this Corporation may be inspected by a member of the public, or a director at any reasonable time on written demand or on the GLH website; however, GLH reserves the right to withhold from inspection privileged or confidential records, including but not limited personnel records, legal opinions, and other records protected by law.

5) **AMENDMENTS**

The Board may adopt amendments to the Articles of Incorporation by a vote of two-thirds of Directors present at a meeting where a quorum is present. The By-Laws may be amended at any time by a vote of two-thirds of the Directors at a meeting where a quorum is present.

6) **FISCAL YEAR**

The fiscal year of the Corporation shall be July 1 to June 30.

7) **BUDGET**

The ED shall compile a budget of estimated expense and revenues for the upcoming fiscal year and shall submit it to the Board for its review and at the regular May meeting. The budget may then be approved or ratified by the Board at the regular June meeting.

The Board must review the budget regularly, in no event less frequently than quarterly, throughout the fiscal year. The Board may revise and update the budget as deemed necessary in its sole discretion.

8) **AUDIT**

Funds for an audit and/or review will be budgeted by a qualified accounting firm in the annual budget each year and the Board will have the option to schedule these financial processes. Per the funding contract with Lake Havasu City, the City will reserve the right to inspect the financial books and records at any time.

9) **NOTICES**

Whenever, under provision of these By-laws, notice is required to be given to any Director or Officer, it shall not be construed to mean personal notice, but such notice shall be given in writing by mail as shown upon the books of the Corporation, via electronic mail, and/or posted on a designated web site to each Director or Officer at their address as they appear upon the books of the Corporation, or any other known address to such Director or Officer and such notice shall be deemed to be given at the time the same shall be thus mailed, sent or displayed on the designated website. Any Director or Officer may waive any notice required to be given under these By-Laws.

10) **SEVERABILITY**

In the event that any part of the provision of these By-Laws shall be adjudged unlawful or unenforceable under Arizona law, the remainder of the By-Laws shall nonetheless survive and remain in full force and effect.

11) **TRANSPARENCY**

a) **Open Communication**: We will strive to maintain clear and open lines of communication within our organization, ensuring that all relevant information is readily accessible to employees, management, and other stakeholders as appropriate.
b) **Disclosure of Information**: We will provide accurate and timely disclosure of information that may impact stakeholders, including but not limited to financial performance and governance practices.
c) **Accessibility**: We will make our policies, procedures, and decision-making processes accessible to those who are affected by them, and we will actively seek feedback from stakeholders to improve transparency and accountability.
d) **Compliance**: We will comply with all applicable laws, regulations, and industry standards related to transparency and disclosure.
e) **Confidentiality**: While we are committed to transparency, we also recognize the importance of protecting sensitive information and applicable privileges. We will respect confidentiality agreements and safeguards when handling proprietary or confidential information. All personnel matters shall be treated as confidential unless otherwise required by law.

ARTICLE X
INSURANCE FOR AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

1) **INSURANCE**

The Corporation shall maintain insurance coverage to the satisfaction of the City, as stated in the City Funding Agreement, and that satisfies all requirements of GLH, Arizona statutory or decisional law for Directors of a corporation that is exempt from federal tax under Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended so that the Corporation's Directors are not personally liable for damages that are the result of the acts or omissions of the Corporation's

Directors in providing services or performing duties on behalf of the Corporation. Nevertheless, the Director shall be liable for damages in any suit in which it is found that the Director acted with malice or gross negligence to the extent that judgment for damages exceeds the Corporation's insurance coverage.

2) **INDEMNIFICATION**

The Corporation shall indemnify, defend and hold harmless each of its Directors and Officers or his or her estate against any and all expenses and liabilities, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding, civil, criminal, administrative, or investigative action, in which he is made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not a Director or Officer at the time such expenses and liabilities are imposed or incurred by him), except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for willful misconduct, gross neglect of duties or criminal acts in the performance of his duties as such Director or Officer. In the event of settlement of such action, suit or proceeding without adjudication, indemnity shall include reimbursement of amounts paid in settlement and expenses actually and necessarily incurred, including attorneys' fees, by such Director or Officer in connection therewith, but such indemnification shall be provided only if the Corporation is advised by its counsel that it is the opinion of such counsel that

a) Such settlement is for the best interest of the Corporation; and
b) The Director or Officer conducted him or herself in good faith and reasonably believed that this conduct was in the best interest of the Corporation and, with respect to a criminal proceeding, the Director or Officer had no reasonable cause to believe his action was unlawful. Such right of indemnification shall not be deemed exclusive of any other right, or right, to which the Director or Officer may be entitled under these By-laws, agreement or otherwise.
c) Any determination with respect to indemnity shall be made by resolution adopted by a majority of a quorum of the Board, excluding from such majority and quorum any directors who have incurred expenses, judgments or penalties in connection with such actions; and if there is no quorum of directors who are not so excluded, then by resolution adopted by majority of a committee of non-excluded directors and persons from the corporate membership, appointed by the Board (all directors being eligible to participate in such appointment).
d) Right to Reimburse Witness
Nothing in this section shall limit the Corporation's power to pay or reimburse expenses incurred by a Director or Officer in connection with his appearance as a witness in proceedings when he has not been named a defendant or respondent in the proceeding.
e) Judgment of Convictions
A judgment or conviction (whether based upon a plea of guilty or nolo contendere or its equivalent after trial) shall not be conclusive as to whether the person against whom judgment is rendered acted, or failed to act, or refused to act, willfully or, with gross negligence or with fraudulent or criminal intent with regard to the matter involved in the action.

ARTICLE XI
DISSOLUTION

1) **DISSOLUTION**

Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, all the assets of the Corporation then remaining in the hands or possession of the Corporation shall be distributed, transferred, conveyed, delivered, and paid over as follows:

a) Every liability and obligation of the Corporation shall be paid and discharged, or adequate provision of payment and discharge shall be made.

b) Assets held by the Corporation subject to legally valid requirements for their return, transfer, or conveyance on dissolution or forfeiture shall be disposed of in accordance with these requirements.
c) GLH shall use its funds only to accomplish the object and purposes specified in these by laws. Upon dissolution of GLH, any remaining transient rental tax funds and restaurant bar tax funds, and assets purchased with transient rental tax funds and restaurant and bar tax funds shall revert to the City, and other assets shall be lawfully disposed of.

ARTICLE XII
MISCELLANEOUS PROVISIONS

1) **PRINCIPAL OFFICE**

a) The principal office of the Corporation shall be located at 314 London Bridge Road, Lake Havasu City, Arizona.
b) The Corporation shall have and shall continually designate a registered agent at its Registered Office, as required by the Act.

2) **FIDELITY BONDS**

The Chair, Vice Chair, of the Board shall be given an official bond in the sum of not less than One Hundred Thousand and no/100 Dollars ($100,000). The bonds referred to in this section shall be considered for the faithful accounting of all monies and things of value coming into the hands of such Officers. The bonds shall be procured from a regularly accredited insurance company authorized to do business in the State. The Corporation shall pay the premiums. A copy of each Officer's bond shall be filed with the Secretary of State.

3) **LEGAL CONSTRUCTION**

These By-Laws shall be construed in accordance with the laws of the State of Arizona.

ARTICLE XIII
EFFECTIVE DATE AND APPROVAL

1) **EFFECTIVE DATE**

These By-Laws shall become effective upon the occurrence of the following events:
a) The adoption of these By-Laws by the Board.

I hereby certify that these Amended and Restated By-Laws were adopted by the Board of Directors of LAKE HAVASU TOURISM BUREAU, INC., DBA GO LAKE HAVASU at its regularly scheduled meeting held on

7-15-26.

Chair 7/15/26

Vice Chair 7/22/26

Secretary 7/22/26

July 2026 amendment copy