

**AMENDED AND RESTATED BYLAWS  
OF  
BEND VISITOR & CONVENTION BUREAU, INC.**  
an Oregon nonprofit corporation

The Board of Directors amend and restate the Bylaws of Bend Visitor & Convention Bureau, Inc., as amended, in its entirety by the adoption of these Amended and Restated Bylaws of Bend Visitor & Convention Bureau, Inc., dated August 18, 2022 (the “Effective Date”).

1. PURPOSE; REGISTERED AGENT/OFFICE

1.1 Purpose. Bend Visitor & Convention Bureau, Inc., an Oregon nonprofit corporation (“Corporation”), may engage in any lawful activity unless a more limited purpose is set forth in the Articles of Incorporation.

1.2 Primary Purpose. Corporation’s primary purpose includes, without limitation, providing tourism promotion services, such as marketing and promotion, tourism-related grant program management, and tourism facilities stewardship. Without otherwise limiting the generality of the immediately preceding sentence, Corporation is an economic development organization whose primary function is to create an effective mix of marketing, sales, and service programs designed to produce a positive economic impact of visitor/convention spending in the community. Developing and implementing these programs results in enhancing the community’s livability by providing year-round employment.

1.3 General Powers. Unless the Articles of Incorporation provide otherwise, Corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its affairs.

1.4 Registered Agent. Corporation must continuously maintain in the State of Oregon a registered agent, who must be (a) an individual who resides in the State of Oregon, (b) a corporation, a domestic business corporation, domestic limited liability company, or domestic professional corporation with an office in the State of Oregon, or (c) a foreign corporation, foreign business corporation, foreign limited liability company, or foreign professional corporation authorized to transact business in the State of Oregon with an office in the State of Oregon.

1.5 Registered Office. Corporation must continuously maintain a registered office in the State of Oregon, which registered office must be the residence or office address of Corporation’s registered agent.

2. BOARD OF DIRECTORS

2.1 General Duties. All corporate powers will be exercised by or under the authority of, and the affairs of Corporation managed under the direction of, Corporation’s board of directors (the “Board of Directors”), subject to any limitations set forth in the Articles of Incorporation, these Bylaws, and except as provided in Section 2.2.

2.2 Delegation of Powers. The Articles of Incorporation may authorize a person or persons, or the manner of designating a person or persons, authorized to exercise some or all of the powers

which would otherwise be exercised by the Board of Directors. To the extent so authorized, any such person(s) will have the duties and responsibilities of the directors, and the directors will be relieved to that extent from such duties and responsibilities.

2.3 Qualifications of Directors. All directors must be individuals. It is the intent of the Corporation that no one industry (e.g., restaurant industry, attractions, lodging, recreation, retail, etc.) represent a majority of the positions on the Board of Directors. The Articles of Incorporation or these Bylaws may prescribe additional qualifications for directors.

2.4 Number of Directors. Corporation will have a variable-range size Board of Directors. The minimum number of directors will be eight (8) and the maximum number of directors will be twelve (12). The number of directors may be fixed or changed periodically, within the minimum and maximum, by the Board of Directors. The executive director will serve as an ex-officio, non-voting member of the Board of Directors during the length of his or her employment.

2.5 Election of Directors. All directors, except the initial directors, will be elected by the Board of Directors.

2.6 Terms of Directors; Staggered Terms for Directors. The term of each director will be three years. Directors may be elected to serve successive terms of three years (or until their successors are duly elected) not to exceed a total of nine consecutive years; provided, however, a director may be elected to serve additional terms one year after the expiration of the director's third consecutive term. In the event of death, resignation, or removal of a board member, the board of directors may elect a successor to fill the unexpired term as soon as possible. A decrease in the number of directors or term of office does not shorten an incumbent director's term. Except as provided in the Articles of Incorporation or these Bylaws, the term of a director filling a vacancy in the office of an elected director expires at the next election of directors. Despite the expiration of a director's term, the director continues to serve until the director's successor is elected and qualifies or until there is a decrease in the number of directors. The Articles of Incorporation or these Bylaws may provide for staggering the terms of directors by dividing the total number of directors into groups. The terms of office of the several groups need not be uniform.

2.7 Resignation of Directors. A director may resign at any time by delivering written notice to the Board of Directors, the presiding officer of the Board of Directors, the executive director, or secretary. A resignation is effective when the written notice is effective under Section 9, unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

2.8 Removal of Directors. A director may be removed with or without cause, unless the Articles of Incorporation or these Bylaws provide that directors may be removed only for cause, by the vote of not less than two-thirds of the directors then in office (or such greater number as is set forth in the Articles of Incorporation or these Bylaws); provided, however, if at the beginning of a director's term on the board of directors, the Articles of Incorporation or these Bylaws provide that the director may be removed for reasons set forth in the Articles of Incorporation or these Bylaws, the board of directors may remove the director for such reasons. Without otherwise limiting the generality of the immediately preceding, a director's absence from more than two consecutive meetings during the fiscal year is grounds for removal under this Section 2.8.

2.9 Vacancy on Board of Directors. Unless the Articles of Incorporation or these Bylaws provide otherwise, if a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, (a) the Board of Directors may fill the vacancy, or (b) if the directors remaining in office constitute fewer than a quorum of the Board of Directors, the Board of Directors may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under Section 2.7, or otherwise, may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs. A director appointed to fill a vacancy will serve only until the expiration of the three-year term and then must be reelected by the Board of Directors in accordance with these Bylaws.

2.10 Compensation of the Board of Directors. The Board of Directors may receive a monthly stipend.

2.11 Executive Director. The Board of Directors may employ an executive director to serve as the chief executive officer of the Corporation whose duties and responsibilities will be those described in these Bylaws, any employment agreement, and as customarily performed by a chief executive officer. Without otherwise limiting the generality of the immediately preceding sentence, the executive director will perform such duties as assigned by the Board of Directors from time to time. The executive director will be charged with proposing to the Board of Directors and, after approval by the Board of Directors, implementing an annual marketing plan and budget. The executive director shall have the authority for supervision of all employees including all personnel actions and employee compensation within the annual budget as approved by the Board. The executive director will serve as a non-voting member of the Board of Directors and all committees; provided, however, the executive director will not count for quorum purposes. Unless the Board of Directors votes otherwise, the executive director (or his or her designee) will serve as the secretary and keep all necessary records to manage the affairs of Corporation to promote the objectives for which it was organized. In the executive director's absence, all such duties will be performed by a member of the staff appointed for that purpose. The executive director is accountable to the full Board, not to individual directors, or committees of the Board of Directors. This does not prevent full interaction between the executive director and directors and committees. The action of the executive director must be in harmony with the wishes of the Board as a whole. The executive director will execute and oversee all contracts, mortgages, bonds, or other instruments in accordance with action plans and expenditures budgeted and approved by the Board of Directors. The executive director may act to encumber Corporation only by direction of the Board of Directors.

### 3. MEETINGS; ACTIONS OF THE BOARD OF DIRECTORS

3.1 Regular and Special Meetings. If the time and place of a director's meeting is fixed by these Bylaws or is regularly scheduled by the Board of Directors, the meeting is a regular meeting. The Board of Directors will meet not less than once per quarter at the times and locations determined by the chairperson and/or executive director. Except as provided otherwise, all other meetings are special meetings. The Board of Directors will hold regular or special meetings in or out of the State of Oregon.

3.2 Form of Participation in Regular and Special Meetings. Unless the Articles of Incorporation or these Bylaws provide otherwise, the Board of Directors may permit any directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which either of the following occurs: (a) all directors participating may simultaneously hear or read each other's communications during the meeting; or (b) all communications

during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors; provided, however, if any meeting is conducted under this Section 3.2(a) or (b), all participating directors must be informed that a meeting is taking place at which official business may be transacted and a director participating in the meeting by this means is deemed to be present in person at the meeting.

### 3.3 Action Without Meeting.

3.3.1 Unless the Articles of Incorporation or these Bylaws provide otherwise, action required or permitted by the Oregon Nonprofit Corporation Act to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 3.3.1 is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent signed under this Section 3.3.1 has the effect of a meeting vote and may be described as such in any document. For purposes of this Section 3.3, “electronic” has the meaning ascribed to that term in ORS 84.004; “electronic signature” has the meaning ascribed to that term in ORS 84.004; “sign” includes an electronic signature; “written” includes a communication that is transmitted or received by electronic means.

3.3.2 Unless the Articles of Incorporation or these Bylaws provide otherwise, action required or permitted by the Oregon Nonprofit Corporation Act to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by use of electronic mail or other electronic means. Action taken under this Section 3.3.2 must be taken subject to and in accordance with these Bylaws and the Oregon Nonprofit Corporation Act. Prior to taking action under this Section 3.3.2, Corporation will send each director an announcement that will include, without limitation, a description of the matter on which the Board of Directors will take action and a deadline of not less than 48 hours after the time Corporation sent the announcement in which a director may record the director’s vote. An affirmative vote of the majority of the directors then in office at the time the Board of Directors takes an action by means of electronic mail or by other electronic means is an act of the Board of Directors, unless the Articles of Incorporation or these Bylaws require an affirmative vote of a greater number of directors. Action under this Section 3.3.2 has the effect of a meeting vote and the Corporation may describe the action as a meeting vote in any document. Corporation will maintain a record of an electronic mail address for each director. Action taken under this Section 3.3.2 is effective when on the deadline specified in the electronic mail announcement, unless the announcement specifies a different effective date or time.

3.4 Call and Notice of Meetings. Unless the Articles of Incorporation, these Bylaws, or the Oregon Nonprofit Corporation Act provide otherwise, regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Unless the Articles of Incorporation or these Bylaws provide for a longer or shorter period, special meetings of the Board of Directors must be preceded by at least forty-eight hours’ and not more than thirty days’ notice to each director of the date, time, and place of the meeting. Unless the Oregon Nonprofit Corporation Act provides otherwise, the notice need not describe the purpose of the special meeting unless required by the Articles of Incorporation or these Bylaws. Unless the Articles of Incorporation or these Bylaws provide otherwise, the presiding officer of the Board of Directors, the chairperson, or twenty percent (20%) of the directors then in office may call and give notice of a meeting of the Board of Directors. All

notices of meetings of the Board of Directors may be given in person, by postal mail, by fax, by telephone, and/or by email.

3.5 Waiver of Notice. A director may at any time waive any notice required by the Oregon Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws. Except as provided in this Section 3.5, the waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which notice is waived, and must be filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

3.6 Quorum of the Board of Directors. Unless the Articles of Incorporation or these Bylaws require a greater number or a lesser number as authorized under this Section 3.6, a quorum of the Board of Directors consists of a majority of the number of directors prescribed, or if no number is prescribed, a majority of the number of directors in office immediately before the meeting begins. The Articles of Incorporation or these Bylaws may authorize a quorum of the Board of Directors to consist of no fewer than one-third of the prescribed number of directors determined under the immediately preceding sentence.

3.7 Voting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present when the act is taken is the act of the Board of Directors, unless the Articles of Incorporation or these Bylaws require the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting. A director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (a) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting, (b) the director's dissent or abstention from the action taken is entered in the minutes of the meeting, or (c) the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

3.8 Committees. Unless the Articles of Incorporation or these Bylaws provide otherwise, the Board of Directors may create one or more committees of the Board of Directors which exercise the authority of the Board of Directors and appoint directors to serve on them or designate the method of selecting committee members. Each committee must consist of two or more directors, who serve at the pleasure of the Board of Directors.

3.9 Creation of Committees. The creation of a committee and appointment of directors to the committee or designation of a method of selecting committee members must be approved by the greater of (a) a majority of all the directors in office when the action is taken, or (b) the number of directors required by the Articles of Incorporation or these Bylaws to take action under Section 3.7. The provisions of Sections 3.1-3.7 governing meetings, action without meetings, notice, waiver of notice, quorum, and voting requirements of the Board of Directors apply to committees and their members.

3.10 Committee Authority. Except as provided in this Section 3.10, if and only to the extent specified in the Articles of Incorporation, these Bylaws, or by the Board of Directors, each committee of the Board of Directors may exercise the authority of the Board of Directors; provided, however, a

committee of the Board of Directors may not (a) authorize distributions, (b) approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of Corporation's assets, (c) elect, appoint, or remove directors or fill vacancies on the Board of Directors or on any of its committees, or (d) adopt, amend, or repeal the Articles of Incorporation or these Bylaws. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in Section 4.1.

3.11 Executive Committee. The executive committee will consist of the chairperson, vice-chair, and treasurer. In addition to such other duties or functions prescribed by the Board of Directors from time to time, the executive committee will review the executive director's performance and the members of the executive committee will also serve as corporate signatories. As vacancies occur on the Board of Directors, the executive committee and executive director will serve as the nominating committee. The nominating committee will conduct interviews with candidates and present qualified candidates to the Board of Directors.

#### 4. STANDARDS OF CONDUCT

4.1 General Standards for Directors. A director must discharge the duties of a director, including, without limitation, the director's duties of a committee, (a) in good faith, (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (c) in a manner the director reasonably believes to be in the best interests of Corporation. In discharging the duties of a director, a director is entitled to rely on information, opinions, reports, or statements (including financial statements and other financial data) if prepared or presented by (x) one or more officers or employees of Corporation whom the director reasonably believes to be reliable and competent in the matters presented, (y) legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence, or (z) a committee of the Board of Directors of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence. A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 4.1 unwarranted. A director is not liable to Corporation for any action taken or not taken as a director if the director acted in compliance with this Section 4.1. A director will not be deemed to be a trustee with respect to Corporation or with respect to any property held or administered by Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

4.2 Director Conflict of Interest. A conflict of interest transaction is a transaction with Corporation in which a director of Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable for the basis of imposing liability on the director if the transaction is fair to Corporation at the time it was entered into or is approved in accordance with Section 4.3. For the purposes of this Section 4.2 and Section 4.3, a director of Corporation has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction, or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors.

4.3 Approval of Conflict of Interest Transaction. A transaction in which a director has a conflict of interest may be approved in advance (a) by the vote of the Board of Directors or a committee of the Board of Directors if the material facts of the transaction and the director's interest were

disclosed or known to the Board of Directors or a committee of the Board of Directors, (b) by obtaining the approval of the Attorney General of the State of Oregon, or (c) by obtaining the approval of the circuit court in an action in which the Attorney General of the State of Oregon is joined as a party. For purposes of this Section 4.3, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the Board of Directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this Section 4.3 by a single director. If a majority of the directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section 4.3. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under Section 4.3(a) if the transaction is otherwise approved as provided in this Section 4.3. For purposes of Section 4.3(b), a conflict of interest transaction is authorized, approved, or ratified by the members if it receives a majority of the votes entitled to be counted under this Section 4.3. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in this Section 4.3 may be counted in a vote of members to determine whether to authorize, approve, or ratify a conflict of interest transaction under Section 4.3(b). A majority of the members, whether or not present, that are entitled to be counted in a vote on the transaction under this Section 4.3 constitutes a quorum for the purpose of taking action under this Section 4.3.

4.4 Loans to or Guarantees for Directors and Officers. Corporation may not make a loan, guarantee an obligation, or modify a preexisting loan or guarantee to or for the benefit of a director or officer of Corporation, except as stated in this Section 4.4. Unless prohibited by the Articles of Incorporation or these Bylaws, Corporation may make a loan, guarantee an obligation, or modify a preexisting loan or guarantee to or for the benefit of a director or officer as part of a recruitment package, for a total period not to exceed three (3) years, provided that (a) approval of the loan, guarantee, or modification is obtained in the manner provided in Section 4.3 for approval of issues involving director conflicts of interest, and (c) twenty (20) or more days before the loan, guarantee, or modification is to become binding on Corporation, written notice has been given to the Attorney General of the State of Oregon of the proposed recruitment package for the director or officer, including identification of the amount and character of all items of compensation and a separate statement of the amount and terms of any such loan, guarantee, or modification.

## 5. OFFICERS

5.1 Required Officers. Corporation must have a chairperson, secretary, vice-chair, and treasurer and will have such other officers as are elected or appointed by the Board of Directors or by any other person as may be authorized in the Articles of Incorporation or these Bylaws. The same individual may simultaneously hold more than one Corporation office. The term of each officer will be one year. Despite the expiration of an officer's term, the officer continues to serve until the officer's successor is elected or appointed. Officers may be elected for successive terms..

5.2 Duties and Authority of Officers. Each officer has the authority and will perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties and authority prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

5.3 Standards of Conduct for Officers. An officer must discharge the officer's duties (a) in good faith, (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (c) in a manner the officer reasonably believes to be in the best interests of Corporation. In discharging the duties of an officer, an officer is entitled to rely on information, opinions, reports, or statements (including financial statements and other financial data) if prepared or presented by (y) one or more officers or employees of Corporation whom the officer reasonably believes to be reliable and competent in the matters presented, or (z) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence. An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 5.3 unwarranted. An officer is not liable to Corporation for any action taken or not taken as an officer if the officer acted in compliance with this Section 5.3.

5.4 Resignation and Removal of Officers. An officer may resign at any time by delivering written notice to Corporation. A resignation is effective when the notice is effective under Section 9.2, unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board of Directors accepts the later effective date, the Board of Directors (or any other person authorized under the Articles of Incorporation or these Bylaws) may fill the pending vacancy before the effective date if the Board of Directors (or any other person) provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors. The Board of Directors (or any other person authorized under the Articles of Incorporation or these Bylaws to elect or appoint an officer) may remove any officer the Board of Directors (or any other person) is entitled to elect or appoint, at any time with or without cause.

5.5 Contract Rights of Officers. The appointment of an officer does not itself create contract rights. Removal or resignation of an officer does not affect the contract rights, if any, of Corporation or the officer.

5.6 Chairperson. The Board of Directors will appoint a chairperson of the Board of Directors at any time. The chairperson of the Board of Directors will preside at all meetings of the Board of Directors. The chairperson will supervise, direct, and control the long-term objectives and affairs of Corporation. The chairperson will also perform all duties commonly incident to the office of a president and other duties prescribed by the Board of Directors. The chairperson and the executive director will serve as the official spokespeople for Corporation. The roles of executive director and the chairperson are complementary, with the executive director seeing to the operation of Corporation and the achievement of the desired results, and the chairperson seeing to the health of the Board of Directors and achievement of Board responsibilities. In addition to such other duties prescribed by the Board of Directors from time to time, the chairperson will conduct an annual performance evaluation of the executive director and provide a confidential written report, which may include recommendations, for the Board of Director's consideration.

5.7 Vice-Chair. The Board of Directors will appoint a vice-chair. The vice-chair will perform the duties of the chairperson in the absence of the chairperson. The vice-chair will succeed the chairperson in the event of a vacancy.

5.8 Treasurer. The treasurer (or his or her designee) will (a) have general charge of, and be responsible for, all funds and securities of Corporation, (b) receive and give receipts for monies due and

payable to Corporation from any source and deposit the monies in the name of Corporation in banks, trust companies, or other depositories selected by the Board of Directors or an authorized officer, and (c) perform all duties commonly incident to the office of treasurer and other duties prescribed by the Board of Directors or an authorized officer.

5.9 Secretary. The secretary will be responsible to (a) prepare minutes of the directors' meetings and authenticate records of Corporation, (b) ensure that all notices by Corporation under the Oregon Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws are given, (c) keep and maintain the records of Corporation specified in Section 9.1, and (d) perform all duties commonly incident to the office of secretary and other duties prescribed by the Board of Directors or an authorized officer. Notwithstanding anything contained in these Bylaws to the contrary, the executive director may be appointed to serve as the secretary during the length of the executive director's employment with Corporation.

## 6. INDEMNIFICATION

6.1 Indemnification of Directors. Subject to Section 6.2 and Section 6.5, Corporation will indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if (a) the conduct of the individual was in good faith, (b) the individual reasonably believed that the individual's conduct was in the best interests of Corporation, or at least not opposed to its best interests, and (c) in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful. A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in, and beneficiaries of, the plan is conduct that satisfies the requirement of this Section 6.1. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section 6.1.

6.2 Limitation of Indemnification Obligations. Corporation may not indemnify a director under Section 6.1 (a) in connection with a proceeding by or in the right of Corporation in which the director was adjudged liable to Corporation, or (b) in connection with any other proceeding charging improper personal benefit to the director in which the director was adjudged liable on the basis that personal benefit was improperly received by the director. Indemnification permitted under Section 6.1 in connection with a proceeding by or in the right of Corporation is limited to reasonable expenses incurred in connection with the proceeding.

6.3 Mandatory Indemnification. Unless limited by the Articles of Incorporation, Corporation must indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of Corporation, against reasonable expenses incurred by the director in connection with the proceeding.

6.4 Advance for Expenses. Corporation will pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if (a) the director furnishes Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 6.1, and (b) the director furnishes Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct. The undertaking referenced in the immediately preceding sentence must be an unlimited general obligation of the

director but need not be secured and may be accepted without reference to financial ability to make repayment. Any authorization of payments under this Section 6.4 may be made by provision in the Articles of Incorporation or these Bylaws, by a resolution of the members, the Board of Directors, or by contract.

6.5 Determination and Authorization of Indemnification. Corporation may not indemnify a director under Section 6.1 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 6.1. A determination that indemnification of a director is permissible must be made (a) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding, (b) if a quorum cannot be obtained under Section 6.5(a), by a majority vote of a committee duly designated by the Board of Directors, consisting solely of two or more directors not at the time parties to the proceeding, (c) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in Section 6.5(a) or Section 6.5(b) or, if a quorum of the Board of Directors cannot be obtained under Section 6.5(a) and a committee cannot be designated under Section 6.5(b), the special legal counsel will be selected by majority vote of the full Board of Directors including directors who are parties to the proceeding, or (d) by the members, but directors who are at the time parties to the proceeding may not vote on the determination. Authorization of indemnification and evaluation as to reasonableness of expenses will be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses will be made by those entitled under Section 6.5(c) to select counsel. A director may not be indemnified until twenty (20) days after the effective date of written notice to the Attorney General of the State of Oregon of the proposed indemnification.

6.6 Indemnification of Officers, Employees, and Agents. Unless the Articles of Incorporation provide otherwise, (a) an officer of Corporation is entitled to mandatory indemnification under Section 6.3 to the same extent as a director, (b) Corporation may indemnify and advance expenses under this Section 6 to an officer of Corporation to the same extent as to a director, and (c) Corporation may indemnify and advance expenses under this Section 6 to an employee or agent of Corporation to the same extent as to a director.

6.7 Non-Exclusivity of Rights. The indemnification and provisions for advancement of expenses provided in Section 6.4 will not be deemed exclusive of any other rights to which directors, officers, employees, or agents may be entitled under the Articles of Incorporation or these Bylaws, any agreement, general or specific action of the Board of Directors or otherwise, and will continue as to a person who has ceased to be a director, officer, employee, or agent and will inure to the benefit of the heirs, executors, and administrators of such person.

6.8 Savings Provisions. The repeal of a provision of all or any part of this Section 6 does not affect (a) the operation of the provision or any action taken under it before its repeal, or (b) any ratification, right, remedy, privilege, obligation, or liability acquired, accrued, or incurred under the provision before its repeal.

6.9 Severability. If any provision of this Section 6 or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity does not affect other provisions or applications of this Section 6 that can be given effect without the invalid provision or application, and to this end the provisions of this Section 6 are severable.

6.10 Contract Right. All rights to indemnification under this Section 6 are contract rights that cannot be amended to retroactively reduce a director or officer's rights under Section 6.7.

6.11 Report to Members and Other Persons of Indemnification. If Corporation indemnifies or advances expenses to a director under Section 6.4 in connection with a proceeding by or in the right of Corporation, Corporation will report the indemnification or advance in writing to (a) the members with or before the notice of the next meeting of members, and (b) any person having the right to designate or appoint the director not later than ninety (90) days after the first indemnification or advance.

6.12 Definitions. For purposes of this Section 6, the following terms have the meanings assigned to them below:

"Director" means an individual who is or was a director of Corporation or an individual who, while a director of Corporation, is or was serving at Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. A director is considered to be serving an employee benefit plan at Corporation's request if the director's duties to Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.

"Expenses" include attorney fees and related costs and expenses.

"Liability" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses actually incurred with respect to a proceeding.

"Officer" means an individual who is or was an officer of Corporation or an individual who, while an officer of Corporation, is or was serving at Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. An officer is considered to be serving an employee benefit plan at Corporation's request if the officer's duties to Corporation also impose duties on or include services by the officer to the employee benefit plan or to participants in or beneficiaries of the plan. "Officer" includes, unless the context requires otherwise, the estate or personal representative of an officer.

"Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

"Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

## 7. AMENDMENT OF BYLAWS

7.1 Amendment by Directors and Members. The Board of Directors may amend or repeal these Bylaws from time to time.

7.2 Approval by Third Persons. The Articles of Incorporation may require an amendment to these Bylaws to be approved in writing by a specified person or persons other than the Board of Directors.

## 8. DISTRIBUTIONS; FINANCES

8.1 Prohibited Distributions. Except as authorized by Section 8.2, Corporation may not make any distributions.

8.2 Authorized Distributions. Unless prohibited by the Articles of Incorporation or these Bylaws, Corporation may make distributions upon dissolution in conformity with ORS 65.621 to ORS 65.674.

8.3 Fiscal Year; Budget. The fiscal year of Corporation will commence on the first day of July and continue until June 30. The executive director shall prepare and submit an annual budget and marketing plan for the coming fiscal year to the Board of Directors for review no later than May 1. No obligation or expense shall be incurred and no monies shall be appropriated for unbudgeted items without prior approval of the Board of Directors. Upon approval of the annual operating budget, the executive director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

## 9. RECORDS; NOTICE

9.1 Corporate Records. Corporation must keep as permanent records minutes of all meetings of the members and the Board of Directors, a record of all corporate action taken by the members and the Board of Directors without a meeting, and a record of all actions taken by committees of the Board of Directors in place of the Board of Directors on behalf of Corporation. Corporation must maintain appropriate accounting records. Corporation must maintain its records in written form or in another form capable of conversion into written form within a reasonable time. In addition, Corporation must keep a copy of the following records: (a) Articles or Restated Articles of Incorporation (and all amendments to them currently in effect); (b) Bylaws or Restated Bylaws (and all amendments to them currently in effect); (c) a list of the names and business or home addresses of the current directors and officers; (d) the last three annual financial statements, if any, which may be consolidated or combined statements of Corporation and one or more of its subsidiaries or affiliates, as appropriate, including a balance sheet and statement of operations, if any, for that year, which must be prepared on the basis of generally accepted accounting principles if financial statements are prepared for Corporation on that basis; (e) the last three accountant's reports if annual financial statements are reported upon by a public accountant; (f) the most recent annual report delivered to the Oregon Secretary of State; (g) resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of the members; (h) minutes of all meetings of the members and records of all actions approved by the members within the past three years; and (i) written communications required by the Oregon Nonprofit Corporation Act and those regarding general membership matters made to the members within the past three years.

9.2 Oral or Written Notice. Notice may be oral or written unless otherwise specified for a particular kind of notice. Oral notice is effective when communicated if communicated in a comprehensible manner. Unless otherwise provided in these Bylaws and/or the Oregon Nonprofit Corporation Act, written notice will be deemed to have been duly given (and is effective) if delivered (a)


personally, (b) by first class postage, or (c) via email. Electronic notice in writing is effective at the earlier of (y) when the notice is received, or (z) two days after the notice is sent, if the notice is correctly addressed.

10. CONFLICTS; DEFINITIONS

10.1 Conflicts. If any portion of these Bylaws conflict with any applicable federal, state, or local laws, regulations, or ordinances, the applicable federal, state, or local laws will control.

10.2 Definitions. All terms used in these Bylaws that are not defined herein will have the meaning defined in the Oregon Nonprofit Corporation Act.

These Amended and Restated Bylaws of Bend Visitor & Convention Bureau, Inc. were adopted and made effective by the members and Board of Directors on August 18, 2022.

 8-24-2022  
By: TODD MONTGOMERY  
Its: Chair