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FRESNO COUNTY ZOO AUTHORITY

BYLAWS

Amended December 9, 2015

Approved by
Fresno County Board of Supervisors
January 26, 2016

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Amendments Adopted December 9, 2015

INTRODUCTION

The Resolution creating the Authority (hereinafter "Resolution") was adopted by the Fresno County Board of Supervisors on July 13, 2004. The Board of Supervisors, sitting as the Authority Board, then adopted Ordinance No 2004-1 on July 27, 2004 (hereinafter "Ordinance"). This Ordinance, providing for a transactions and use tax of 0.1% for a period of ten years commencing on April 1, 2005, and including an expenditure plan for the use of the tax revenue was approved by the electorate on November 2, 2004, and was extended for another 10 years on November 4, 2014.

These Bylaws, adopted June 24, 2015, repeat and supplement the provisions of a subsequent Fresno County Board of Supervisors Resolution changing membership requirements (No. 08-024, January 15, 2008), Zoo Authority Ordinance No 2004-1, and Extension Ordinance 2014-01.

I. AUTHORITY BOARD

A. Members

The initial Authority Board was the Board of Supervisors. A seven-member appointed Authority Board replacing the Board of Supervisors held its first meeting on April 28, 2005, and is comprised as follows:

1. Five qualified electors, who shall be appointed by the Board of Supervisors. Each member of the Board of Supervisors shall nominate one person. Each Authority Board member appointed under this provision shall serve for a term coterminous with the term of the nominating member of the Board of Supervisors. These members may not hold any other public office which pays a salary or per diem, but may hold another public office which is not incompatible with serving on the Authority Board and which provides only reimbursement of expenses.
2. One qualified elector, who shall be selected for his or her expertise in zoo matters, shall be appointed by the Board of Supervisors. This member shall be nominated by the Chair of the Board of Supervisors, and shall serve for a term coterminous with the term of the nominating supervisor as Chair.
3. The seventh member of the Authority Board shall be the Mayor of the City of Fresno.

4. Vacancies in the appointed positions shall be filled by the Board of Supervisors as provided above. Appointed members may resign by submitting a resignation in writing to the Board of Supervisors.

B. Organization

The Authority Board (hereinafter "Board") shall adopt policies to govern its activities. Such policies shall include, but not be limited to, the following:

1. The Authority Board shall establish the date, time and place for its regular meetings. The date, hour, and location of regular meetings shall be fixed by resolution of the Authority Board. The Authority shall meet a minimum of four times per year. Special meetings and adjourned meetings may be held as required or permitted by law.
2. A chair and vice-chair shall be elected at the first meeting of each calendar year. If neither is present or able to act, the members present shall elect a chair pro tem, who shall serve only until the chair or vice-chair is present and able to act. The Administrator shall serve as the Secretary.
3. The Board shall set its meeting schedule as far in advance as possible.
4. The Brown Act (Gov. Code, § 54950 et seq.) shall govern meetings of the Board.
5. Four Board members shall constitute a quorum, provided that no action shall be taken without the affirmative vote of at least three Board members.
6. The Board shall keep minutes of its proceedings and records of its activities and actions.
7. Robert's Rules of Order shall govern the proceedings of the Board in its transaction of business unless otherwise provided herein or by general law. Unless otherwise specified by the Board, the current edition of *Robert's Rules of Order Newly Revised* shall be used by the Board.
8. No proxy or substitute may vote in place of an appointed Board member.
9. The Mayor of the City of Fresno may appoint a member of the Fresno City Council to serve as the Mayor's alternate. The Mayor shall designate the alternate in writing. The designation shall

become effective upon receipt of the notification by the Administrator.

10. In accordance with Fresno County Ordinance Code chapter 2.68, any member of the Board who is absent from the number of consecutive meetings specified in the chapter, according to the schedule of meetings adopted as required above, shall be deemed to have resigned his or her membership. The Administrator shall give prompt written notice to any member who will be deemed to have resigned upon the occurrence of one additional unexcused absence. The notice shall contain a statement advising the member of the absences and the consequences thereof, together with a copy of the ordinance code chapter. This provision may not be removed from the bylaws.
11. The Chair may make or second motions and shall have a vote on all questions. The Chair shall not be required to relinquish the chair in order to participate in discussions.

C. Compensation

Members of the Board shall not be paid a salary nor shall they be entitled to per diem for attending Board meetings.

II. POWERS AND DUTIES

A. Powers

The Board may:

1. Adopt ordinances, resolutions, policies and procedures to implement the Resolution and Ordinance;
2. Enter into contracts to accomplish the purposes of the Authority;
3. Perform duties prescribed hereunder; and
4. Take all steps necessary to implement the Resolution and Ordinance, including hiring or contracting with appropriate staff, if necessary.

B. Duties

The Board shall oversee the general administration of the funds and of the implementation of the Resolution and Ordinance, including but not limited to:

1. Requiring the Fresno Chaffee Zoo Corporation (hereinafter "Corporation") to enter into appropriate contracts to expend the tax proceeds as provided in the Ordinance.
2. Employing the services of an auditor to oversee the State Board of Equalization's records if desired, and, if deemed necessary, employing the services of an auditor or other professionals to audit and/or report on the activities of the Corporation regarding the expenditure of Authority funds and the progress of approved projects.

III. EXPENDITURES OF TAX REVENUES

A. Statutory Requirements

As required by Revenue and Taxation Code section 7286.43, the proceeds of the transactions and use tax collected under the Ordinance shall be used exclusively for zoos, zoological facilities, and related zoological purposes within this County.

B. General Expenditure Plan

1. The tax proceeds shall first be applied to reimburse Fresno County for the costs of the election for an extension of the tax held pursuant to Revenue and Taxation Code section 7286.43. Measure "Z" tax proceeds shall not be expended for campaign related activities.
2. Up to 2% of the tax proceeds shall be allocated for administrative costs of the Authority. This administrative allocation shall be made based upon budgeted estimates of administrative costs prior to any distribution of tax revenues in any fiscal year to the Corporation. "Administrative costs" shall mean actual expenses incurred by the Authority. Apportionment of any overhead and/or accounting of actual costs shall be accomplished in accordance with the standards and procedures found in Title 2 Code of Federal Regulations, Subtitle A, Chapter II, Part 225.
3. The remaining annual tax proceeds shall be distributed to the Corporation, as provided below.

C. Specific Expenditure Plan

1. The Corporation shall submit to the Authority its preliminary plans for Capital projects, as well as its plans for operations and

maintenance at the Fresno Chaffee Zoo (hereinafter "Zoo"). The plans shall be submitted on an annual basis, or on such a schedule as agreed to by the Authority and the Corporation, in such numbers and in such format as required by the Authority. "Capital Projects" shall meet the definition of the Measure Z Capital Projects Policy, adopted June 24, 2009. A minimum of two-thirds of the funds shall be for capital projects, and up to one-third of the funds shall be available for operations and maintenance.

2. The Authority may approve or disapprove the Corporation's plans. If the Authority disapproves the plans, the Authority shall be under no obligation to provide tax revenues to the Corporation until the plans are revised to the satisfaction of the Authority.
3. The Authority shall have no obligation to distribute funds to the CORPORATION unless the AUTHORITY is satisfied that the CORPORATION has appropriately spent funds already distributed. (Agreement between Authority and Corporation, dated December 21, 2005, as amended)
4. The Authority may, with appropriate notice, request that the Corporation send one or more representatives to any Authority Board meeting, and may consider the cooperation of the Corporation in this regard in future funding decisions.
5. When the Authority is satisfied that the plans of the Corporation comply with the Resolution and Ordinance, the Authority shall approve the plans and enter into appropriate contracts with the Corporation to provide funding on an appropriate schedule. The Authority generally shall not enter into contracts to provide funding directly to providers of goods and/or services to the Corporation, but may do so if the Corporation requests this direct contracting.
6. The Authority may restrict the funding it provides to the Corporation to correspond with an approved time schedule, or for any other reason within the discretion of the Authority.
7. The Authority may authorize multi-year capital projects and/or programs within the time period established for the tax.
8. The Authority may pledge future annual tax proceeds as security for loans to fund capital projects at the Fresno Chaffee Zoo.

D. Reports

1. The Corporation shall provide the Authority with annual use statements demonstrating the use of funds authorized by the Authority. This statement shall be made in a form acceptable to the Authority and shall be approved by a certified public accountant prior to its submission to the Authority. The Authority may also require the Corporation to provide independently audited statements or other reports on an annual or other basis at the entity's expense.
2. The Authority may request that status reports on the progress of projects and programs be submitted by the Corporation to the Authority for public discussion at any Authority meeting from time to time.
3. The Authority shall make an annual report to the Board of Supervisors regarding its proceedings and actions.

E. Prohibited Expenditures

The Authority shall require the Corporation to agree that no tax revenue shall be expended for the following ineligible activities:

1. Activities normally funded by a city or county through federal, state, and/or local revenues such as animal control, health care, criminal justice programs, and social service programs.
2. Programs not open and available on an equal basis to all residents of Fresno County.
3. Programs which promote religious or sectarian purposes.
4. Scholarships, grants, or other payments to individuals for educational purposes.
5. Except as herein allowed, programs of federal, state, or local governments or their subsidiaries.
6. Out-of-state travel expense.
7. Programs or policies that discriminate against any individual or group on the basis of race, sex, color, ethnicity, religious preference, or national origin in the operation of facilities or in membership policies.

IV. CONFLICT OF INTEREST POLICY

A. Adoption

The Authority Board shall by resolution adopt and amend a Conflict of Interest Code for the Authority as required by applicable law.

B. The Conflict of Interest Code

The Authority's Conflict of Interest Code shall be at a disclosure level greater than or equal to the standard established by the Fair Political Practices Commission.

C. Annual Conflict of Interest Affidavit

The Authority Board shall adopt an Annual Conflict of Interest Affidavit.

V. AMENDMENT OF BYLAWS

A. Approval by Authority Board

An amendment to these Bylaws may be proposed at any time. The amendment shall be presented to the Board at two regular meetings, with at least one week between meetings. At least five members of the Board must vote in favor of the amendment at each reading in order for it to be sent to second reading or approved. If the proposed amendment is altered at the first reading, the altered version shall be presented for first reading at the next regular meeting. Corrections of typographical or clerical errors are not alterations within the meaning of this section.

B. Adoption by Board of Supervisors

If the Board approves an amendment to the bylaws, the amendment shall be submitted to the Board of Supervisors. The amendment shall become effective immediately upon adoption by the Board of Supervisors.