CAMBRIA CENTER FOR THE ARTS

ALLIED ARTS ASSOCIATION OF CAMBRIA

California Public Benefit Corporation

AMENDED AND RESTATED BYLAWS
October 28, 2026

ARTICLE 1
NAME

The name of the corporation shall be "Allied Arts Association of Cambria" doing business as (DBA) Cambria Center for the Arts, referred to herein as the "corporation" or the “Association" located at 1350 Main Street, Cambria, County of San Luis Obispo, State of California.

ARTICLE 2
PURPOSE

The purpose for which this corporation has been organized is to encourage and promote the visual and performing arts in this community through exhibits, classes, programs, workshops, performances, concerts, films, and, by working to establish a center for all the arts in this region.

ARTICLE 3
MEMBERS

Membership shall be open to everyone who completes the application for membership and who pays the annual dues, regardless of race, creed, gender, or national origin, but may be refused or terminated for cause by a two-thirds *(2/3*) majority vote of the Board of Directors.

ARTICLE 4
CALENDAR AND FISCAL YEAR

The calendar year of this corporation shall be from January 1 through December 31, which shall also be its fiscal year.

ARTICLE 5
MEETINGS

Section 1: Members During the month of October each year, a meeting of the Association Membership shall be called for the election of Directors. Their terms shall begin on January 1, following election. Ten percent (10%) of the total members shall constitute a quorum at all members 'meetings. Other meetings of the members may be called as authorized by the Board. At least ten days prior, written notice of the time and place and purpose of the meeting shall be e-mailed or phoned to all Officers, Directors, and members.

Section 2: Board of Directors: Regular meetings of the Board shall be held once a month, as determined by the Board. Special meetings may be called as deemed necessary, by the President or any two Directors, provided that, as to such special meeting and any regular meeting whose date, time, or place shall have been changed, the Directors shall be given three (3) days prior notice thereof by the Secretary, or, in his/her absence, the President. Attendance by a majority of the Directors shall constitute a quorum at the meeting. Decisions of the Board shall require the concurrence of a majority of the Directors present at the meeting.

Section 3: Conduct: The President shall preside at the meetings. In his/her absence, the Vice President will preside. In the absence of both, a Chair chosen by the majority of the Directors present will preside. Robert's Rules of Order shall govern the conduct of the meetings.

Section 4: Notice of Meetings: Written or printed notice, stating the place, date and time of each annual or special meeting of the members, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each member entitled to vote thereat not less than ten (10) nor more than thirty (30) days before the date of the meeting. Whenever under the provisions of the statutes, the Articles of Incorporation or these by-laws notice is required to be given to any member, director or any committee designated by the board of directors, it shall not be construed to require personal delivery and such notice may be given in writing by depositing it in the United States mail or by electronic transmission consented to by the member to whom the notice is given. Such notice shall be deemed to be given either (i) at the time when it is deposited in the United States mail; (or (ii) with respect to electronic transmission, upon receipt when directed to the member's or director's electronic mail address as it appears on the records of the corporation, or, if no such electronic mail address appears or is given, when directed to such member or director at any other electronic address provided by the member or director for such purpose.

ARTICLE 6
OFFICERS

Section 1: Number: The Officers of the corporation shall be the President, Vice President, Secretary, and Treasurer. However, the corporation may function with fewer Officers when the Board deems it necessary. The Officers also comprise the Executive Committee, whose duties are defined through policies adopted by the Board.

Section 2: Qualification, Election, and Terms: The officers shall be elected, with their consent, at the next scheduled Board of Directors meeting following the Annual Meeting of Members, with the effective date of such terms beginning on January 1st of each year. Each person holding an officer position of the Corporation (including the President, Secretary, and Treasurer) must be a member of the Board of Directors at the time of their election or appointment and throughout their term of office. If an officer ceases to be a director, their term as an officer shall automatically terminate. Each Officer shall hold office for one (1) year following election unless he/she sooner resigns or is removed from office for cause by a two-thirds *(2/*3) majority vote of the Board.

Section 3: Vacancies: The Board shall fill a vacancy in any office, for any reason, for the unexpired term. Resignation of an Officer shall be by written notice to the Board.

Section 4: Duties of President: The President shall be the principal Executive Officer of the corporation and shall in general supervise and control the business and affairs of the Association, and preside at all Board and member meetings. The President may sign, together with any Officer authorized by the Board, deeds, mortgages, bonds, contracts, and other instruments which the Board has authorized to be executed, except when the Board has authorized the execution to be by an Officer or agent other than the President. In general, the President shall perform all duties incident to that office as well as such other duties as may be prescribed by the Board.

Section 5: Duties of Vice President: In the absence of the President, the duties of that office shall be performed by the Vice President, who, when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice President shall have such other powers and duties as may be prescribed by the Board.

Section 6: Duties of Treasurer: The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and supervise the corporate accounting. The Treasurer, or the Treasurer's agent, shall receive and give receipts for monies paid to the corporation, and deposit such funds in the name of the corporation in such banks, trust companies, or other depositories as provided in these bylaws. In general, the Treasurer shall perform all the duties incident to that office and such other duties as may be prescribed by the Board.

Section 7: Duties of Secretary: The Secretary shall keep the minutes of the meetings of the Board and of the members in one or more books provided for that purpose, which books shall constitute part of the corporate records and be always available for review by Officers and Directors. The Secretary shall be the custodian of the corporate seal and records and see that the seal is affixed to all documents executed on behalf of the corporation under its seal in accordance with the bylaws. In general, the Secretary shall perform all the duties of that office and such other duties as may be prescribed by the Board.

ARTICLE 7
EMPLOYMENT AND COMPENSATION

It is the policy of this corporation that it shall strictly limit paid employees and that no Officer or Director shall receive any compensation. However, in instances where no volunteer is able and willing to perform needed services or work, the performance thereof may be completed by a part-time employee or independent contractor upon the express and prior approval of the Board in each and every instance.

ARTICLE 8
BOARD OF DIRECTORS

Section 1: Duties: The Board of Directors (herein also referred to as the "Board") shall establish objectives, policies, and plans to effectuate the purposes of the corporation and shall see that the corporation's condition and activities are in accordance therewith.

Section 2: Composition, Qualification, Election, and Terms of Office: Any member of the Association may serve as a Director thereof. The Board shall have no fewer than ten and no more than nineteen Directors, comprised of at least the following: Program Directors, as defined and designated by the Board, and at least five voting Directors-at-Large. Officers of the Corporation shall be elected annually from among the Directors. However, the corporation may function with fewer Directors when the Board deems it necessary. One or more non-voting Emeritus Member(s)-at-Large, if so designated by the incumbent Board of Directors for a specific term, shall complete the Board. A non-voting advisor may also be elected. Each Director shall hold office for two (2) years following election, unless he/she sooner resigns or is removed from office for cause by a two-thirds (2/3) majority vote of the Board, with no fewer than five (5) and no more than ten (10) positions being voted upon in each election.

Section 3: Quorum: A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 4: Vacancy: Any vacancy occurring on the Board shall be filled by appointment, by a Board majority, for the unexpired term. Resignation by a Board member shall be accepted by submission of a written notice.

Section 5: Duties of Program Directors: The Board may define and designate by adopted resolution and policy Program Directors who are responsible for programs that align with the purpose and mission of the corporation. The Program Director shall chair the steering committee of the respective Program and serve as the liaison between the Board of Directors as a whole and the specific Program. This includes presenting on behalf of the steering committee that Program’s proposed annual budget and calendar of events.

Section 6: Duties of Directors at Large: Each Director at Large shall take a leadership role in one or more key areas of the corporation. These areas are defined by the Board and may vary from time to time based on the needs of the Corporation and the skills and backgrounds of the Directors. Sample areas might include membership and outreach, development, finance, technology, marketing, and facility management.

ARTICLE 9
STAFF AND COMMITTEES

Section 1: Staff and Committees: The President, with the concurrence of the Board, or the Board, in the event the President's office is vacant, may establish staff positions, programs, committees, and chairpersons thereof, as may from time to time be designated by resolution of the Board of Directors, and as deemed necessary to accomplish the purpose of the corporation. Such staff and committees shall serve until they are discontinued or removed by the President with the concurrence of the Board, or by the Board where the President's office is vacant. The Board of Directors shall determine the authority of these committees. However, if the authority is not specified in the resolution approving the committee, the committee shall act only in an advisory capacity to the Board. All Committees shall adhere to Section 5212 of the CA Non-Profit Public Benefit Corporation Law.

Section 2: Other Committees: The President, with the concurrence of the Board, or the Board, in the event the President's office is vacant, may establish other committees, and chairpersons thereof, as may from time to time be designated by resolution of the Board of Directors, and as deemed necessary to accomplish the purpose of the corporation. Such other committees shall serve until they are discontinued or removed by the President with the concurrence of the Board, or by the Board where the President's office is vacant. Such other committees also may consist of persons who are not also members of the Board. Such other committees shall act only in an advisory capacity to the Board. All Committees shall adhere to Section 5212 of the California Non-Profit Public Benefit Corporation Law.

Section 3: Committees List: The Secretary shall maintain a list of all committees and members, which shall be attached to these Bylaws as Exhibit 'A**.** Exhibit A shall be amended from time to time to to reflect the addition of deletion of a Committee or a change in the Committee Members.

ARTICLE 10
INSURANCE, REVIEWS AND AUDITS, and LIABILITIES

Section 1: Insurance: Under the direction and supervision of the Treasurer, the corporation shall procure and maintain such insurance as the Board directs, covering its property, legal liabilities, and the legal liabilities of Officers, Directors, and members, acting on behalf of and under the authority of, the Association.

Section 2: Reviews and Audits: Upon authorization by the Board, the Corporation will conduct an audit when deemed necessary or required.

Section 3: Liabilities: No Officer, Director, or member shall be liable personally for the debts, liabilities, or other obligations of the Association. To the extent that a person who is, or was, an Officer, Director, member, or agent of the Association has been successful in the defense of any proceedings at law against such person because such person is, or was, acting on behalf of the Association, such person shall be indemnified for reasonable expenses actually incurred by such person in respect to such proceedings. However, if in such proceedings, a judgment is entered against such person or such person settles any claims made, indemnification for expenses shall only be to the extent permitted by California law governing California Nonprofit Public Benefit Corporations.

ARTICLE 11
CONTRACTS AND FUNDS

Section 1: Contracts: Subject to the provisions of Article 7 of these bylaws, the Board may authorize any Officer, or member of the Association acting in its behalf, in addition to the Officers otherwise authorized, to enter into any contract or execute and deliver any instrument in the name, and on behalf of, the Association. Such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, and Orders: All checks, drafts, and orders for the payment of monies, notes, and other evidence of indebtedness issued in the name of the corporation shall be signed by such Officer(s) or agent(s) of the corporation, and in such manner as determined by the Board. In the absence of such resolution by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President.

Section 3: Funds: All funds of the Association shall be deposited in its name in such banks, trust companies, or other depositories as the Treasurer may select with the approval of the Board. Such depositories shall be those whose funds are insured by an agency of the U.S. government in such manner as will ensure the safety of the Association's deposits.

ARTICLE 12
BOOKS AND RECORDS

The Association shall maintain correct and complete books and records of account and of its business and affairs and minutes of meetings of the Board of Directors and meetings of members for the election of Officers and Directors and for amendment of bylaws.

ARTICLE 13
ELECTIONS

Section 1: Nominating Committee: A nominating committee, appointed in accordance with Article 9, shall suggest nominees as Directors for election. Such nominations shall not abrogate the right of any member to nominate any member, or members, for election. Nominations shall be closed thirty (30) days prior to the election.

Section 2: Schedule of Election: The election of Directors of the corporation shall be held at an annual meeting as provided in Article 5 hereof.

Section 3: Voting: Election of Directors shall be by written ballot unless the Officer presiding at the meeting asks for and receives a unanimous voice vote for the candidate or a slate of candidates. One dissenting vote shall require written ballots to be cast. No vote cast shall be valid unless the person voting is physically present at the meeting. The concurrence of a majority of a quorum of the members present at the meeting shall constitute the election of a candidate or slate of candidates. The Board also may implement a process for electronic and/or proxy voting should on-site voting become infeasible.

Section 4: Taking Office: Directors shall take office on January 1, following the Board election the previous October**.** Officers will take office immediately upon election by the Board of Directors at its January meeting, as provided in Article 6, Section 2 hereof.

ARTICLE 14
DISSOLUTION OF THE CORPORATION

The corporation may be dissolved only as provided by the laws of the state of California governing nonprofit corporations. Upon dissolution, and after payment of all debts and liabilities of the corporation, the assets remaining shall be donated by the Board to an organization, which, in the opinion of the Board, has a purpose most similar to that of this Association, and which is charitable in character and exempt from taxation by the state and federal government.

ARTICLE 15
AMENDMENTS OF BY-LAWS

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws may be amended or repealed and new bylaws adopted by vote of the Board of Directors. These bylaws may not be amended to include any provision that conflicts with the requirements of Sections 5150 - 5151 of the California Non-Profit Public Benefit Corporation Law regarding Member approval or with the corporation's Articles of Incorporation.

SECRETARY CERTIFICATION

I, the undersigned, do hereby certify that:

1) I am the duly elected Secretary of Allied Arts Association of Cambria, DBA Cambria Center for the Arts, a California corporation; and

2) The foregoing constitutes the official bylaws of said corporation as duly adopted at General Membership Meeting held on October 28, 2026.

____

Lucas Pierce

Secretary