



ALLIED ARTS ASSOCIATION OF CAMBRIA

California Public Benefit Corporation

BYLAWS REVISION – OCTOBER 2021

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. The corporation shall have a seal consisting of the corporate name inscribed in a circle.

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 of 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 On or before October 31, each year, a meeting of the Association membership shall be called for the election of Officers and Directors. Their terms shall begin with the next regular meeting of the Board of Directors. Ten percent (10%) of the total members shall constitute a quorum at all members meetings. Other meetings of the members may be called from time to time 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.

Section 2: Board of Directors Regular meetings of the Board shall be held on the third Thursday of the month at the office of the corporation, unless the Board determines otherwise. 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 total 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 or the Directors present will preside. Robert's Rules of Order shall govern the conduct of the meetings.

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.

Section 2: Qualification, Election and Terms Any member of the Association may serve as an Officer thereof. Officers shall be elected annually by the members as provided in these bylaws. Each Officer shall hold office for one (1) year following election, or 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 available at all times 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 have no paid employees and that no Officer, Director, or member shall receive any compensation. However, in the instance where no volunteer is able and willing to perform needed services or work, the performance thereof may be contracted for upon the express, 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 and Terms of Office The Board shall have thirteen (13) voting Directors comprised of the following: The four Officers, upon their election, shall automatically become members of the Board, the remaining nine (9) voting Directors shall be elected by the Directors at the annual meeting designated for the election of Officers and Directors. One of these shall be the Gallery Director, one the Theatre Director, one the Film Director, and one the Community and Learning Director. Five (5) shall be Directors-at-Large. One or more non-voting Emeritus Member(s)-at-Large, so designated by the incumbent Board of Directors, shall complete the Board. Emeritus Directors shall not be subject to the one-year term. A non-voting advisor may also be elected. The term of office of the voting Directors shall expire with the Board election at the next annual meeting of the Association membership as provided in Article 5 hereof.

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.

Section 5: Duties of Branch Directors The Branch Director shall serve on the steering committee of the respective Branch and serve as the liaison between the Board of Directors as a whole and the specific Branch. This includes presenting on behalf of the steering committee that Branch'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, technology, marketing, and facility management.

ARTICLE 9 STAFF and COMMITTEES Section 1: Temporary 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, as well as committees and chairpersons thereof, 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.

Section 2: Standing Committees There shall be three Standing Steering Committees: the Gallery Committee, the Theatre Committee, and the Film Committee. Each Steering Committee shall include the Branch Director for that branch. Each Committee, via the respective Director, shall submit an annual budget and calendar of events for the year for approval by the Board of Directors.

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 There shall be a review of the books, records and business of the corporation by a California licensed CPA at least every three (3) years. Special reviews and audits may also be called at any time by the Board. The books and records shall be available to the Officers and Directors at all times, and to members upon ten days notice to the Secretary.

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 for the various offices 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 Officers and Directors of the corporation shall be held at an annual meeting as provided in Article 5 hereof.

Section 3: Voting Election of Officers and Directors shall be by written ballot unless the Officer presiding at the meeting asks for and receives, a unanimous voice vote for the candidate, a slate of candidates, or approval of amendment to the bylaws, as the case may be. 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.

Section 4: Taking Office Elected Officers and Directors shall take office at the next regular meeting of the Board of Directors following the Board election.

ARTICLE 14 DISSOLUTION of the CORPORATION The corporation may be dissolved only as provided by the laws of the state of California. 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 These bylaws may be amended, or repealed and new bylaws adopted, by vote of a two thirds (2/3) majority of a quorum of the members present

at a member meeting, provided, however, that at least ten (10) days prior notice of the time, place and intention to amend or repeal the bylaws shall have been e-mailed to all Officers, Directors and members of the Association.

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 (amendment to the official bylaws) of said corporation as duly adopted at a meeting held on TBD. (Being submitted for vote of adoption by the General Membership on October 28, 2021.)