

AMENDED & RESTATED
BYLAWS
of the
CENTRAL COAST STATE PARKS ASSOCIATION

June 8,2021

ARTICLE I: GENERAL

SECTION 1. NAME

The name of this corporation shall be the Central Coast State Parks Association, hereafter referred to as CCSPA.

SECTION 2. GENERAL PURPOSE

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") for public and charitable purposes.

SECTION 3. MISSION STATEMENT

The Central Coast State Parks Association, in partnership with California State Parks, promotes public awareness and stewardship of our natural resources and cultural heritage, now, and for future generations. As a non-profit organization, CCSPA supports interpretation, education, and volunteer efforts in local state parks.

SECTION 4. OBJECTIVES

Consistent with the stated purposes set forth in the Articles of Incorporation, the objectives of the corporation shall be:

- A. To encourage and promote an appreciation and understanding of the natural and cultural history within the San Luis Obispo Coast District and Oceano Dunes District of California State Parks;
- B. To support the state parks of the San Luis Obispo Coast District and Oceano Dunes District in programs of interpretation, public education, and resource conservation;
- C. To assist San Luis Obispo Coast District and Oceano Dunes District interpretive sites with publicity, outreach, and to expand interpretive activities available at those sites;
- D. To acquire, produce, and make available to park visitors, by sale or free distribution, state parks approved interpretive and educational literature and any other materials approved by state parks;
- E. To engage in fundraising activities.

SECTION 5. PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation (principal executive office) is located at 202 Tank Farm Road, Suite H2, San Luis Obispo, County of San Luis Obispo, California.

SECTION 6. OTHER OFFICES

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE II: MEMBERSHIPS

Section 1. Members

The Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law.

Section 2. Non-Voting Members

The Board may adopt policies and procedures for the admission of associate members, or other designated members who shall have no voting rights in the Corporation. Such associates or other members are not “members” of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law.

Section 3. Membership Categories

The Board of Directors shall establish by resolution membership categories for non-voting associate members.

SECTION 4. MEMBERSHIP BENEFITS. The Board of Directors shall set the membership category dues and benefits for each membership category of non-voting associate members by resolution.

ARTICLE III: BOARD OF DIRECTORS

SECTION 1. DUTIES

The Board of Directors (hereafter “Board”) shall manage the affairs of CCSPA.

SECTION 2. GENERAL POWERS

- A. Subject to the provisions of the California Law and any limitations in the articles of incorporation or these bylaws, the Board will formulate the policies of the corporation and will direct activities through the chair, provided that all the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.
- B. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:
 - 1) the corporation and prescribe any powers and duties for them that are consistent with the law, with the articles of incorporation, the partnership agreement with California State Parks, and with these bylaws.
 - 2) Change the principal executive office or the principal business office from one location to another; conduct business within or outside the county; and designate any place within San Luis Obispo County for holding of any meetings.
 - 3) Borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporation’s purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

SECTION 3. QUALIFICATIONS AND NUMBER OF DIRECTORS

- A. The elected members of the Board of Directors (hereinafter “directors”) shall be associate members of CCSPA.
- B. The number of elected directors shall be fixed from time to time by the Board and shall not be fewer than 3 nor more than 11. The number of authorized directors is the number of elected directors at any given time.
- C. Up to 20% of the Board members may be Junior Board Members with full responsibility and voting authority. A Junior Board Member shall be a community college or college student who has an interest in California State Parks and is willing to serve as an active member of the board by contributing time and talents to further the success of CCSPA.
- D. Cooperating Association Liaisons (CALs) from the Coastal Sector of the San Luis Obispo Coast District and Oceano Dunes District of California State Parks are advisors to the Board, but they are not members of the CCSPA Board.

SECTION 4. NOMINATIONS AND ELECTION OF DIRECTORS

- A. The Board shall seek qualified candidates to serve as directors.
- B. A qualified candidate is a person who is a supporter of California State Parks, endorses the mission statement of CCSPA, and is willing to serve as an active member of the board by contributing time and talents to further the success of CCSPA
 - 1) No more than three (3) of qualified candidates can reside outside San Luis Obispo County but must have a residence within California.
- C. Any current CCSPA director may request a qualified candidate be nominated as a director provided that the consent of the candidate has been secured in advance.
- D. Any proposed candidate for the Board shall meet with CCSPA Executive Director to who will discuss Board expectations and provide information about CCSPA. The candidate shall also fill out and submit an application packet.
- E. Any Director can nominate a candidate to the Board at a regular board meeting or special board meeting called for that purpose; provided that in either case the action has been placed on the board meeting agenda.
- F. The Board shall take final action on the nomination at the next regular board meeting following the board meeting at which the nomination is made or may vote electronically after the next regular board meeting.
- G. A majority vote is needed to elect or re-elect a board member.
- H. The Board shall develop procedures for the timing, election, and re-election of board members and may utilize online apps for voting.

SECTION 5. DIRECTORS TERM OF OFFICE

- A. The term of office of a director shall be for two years beginning with the date of the first board meeting after election to office.
- B. A Junior Board member shall serve a one-year term beginning with the date of the first meeting attended as a board member.
- C. The secretary shall keep a list of dates of the terms of each director.
- D. Directors elected to fill vacancies shall hold office until expiration of the term for which their predecessor was elected.
- E. Directors may serve for a maximum of three consecutive terms, a total of six years. After serving three consecutive terms followed by one term off the board (2 years), a Director may be re-elected to the board for up to three consecutive terms. A Junior Board member may serve for up to four consecutive terms.

SECTION 6. VACANCIES

A vacancy or vacancies on the Board shall exist if one of the following occur:

- A. The end of a term of office for a director.
- B. The death of a director.
- C. The resignation of a director which shall be effective by giving written notice to the chair of the Board or the secretary of the Board, unless the notice specifies a later time for the resignation to become effective. The Board retains the right to change the effective date of the resignation to an earlier date even if the director has indicated a later date. The Board may elect a successor to take office when the resignation becomes effective. The resignation of a director cannot be accepted when the corporation would then be left without a duly elected director or directors in charge of its affairs.
- D. Directors may be removed from their position:

- 1) The Board may remove, without prior arrangement any director for failure to attend three board meetings by a 2/3 vote of authorized board members.
 - 2) A 2/3 vote of the authorized Board is needed to remove a director.
 - 3) A 2/3 vote of the authorized Board is needed to increase the authorized number Directors.
- E. The declaration by resolution of the Board of a vacancy of the office of a director who has been declared of unsound mind by an order of the court or convicted of a felony or has been found by final order of judgment of any court to have breached a duty under Sections 5130 and following of the California Nonprofit Public Benefit Corporation Law.
 - F. Vacancies in authorized positions on the board may be filled for the remainder of the unexpired term by the majority approval of the remaining directors.
 - G. No reduction of the authorized number of directors may have the effect of removing any director before that director's term of office expires.

SECTION 7. COMPENSATION FOR DIRECTORS

Directors and members of committees of the Board shall serve without compensation, but they may receive reimbursement of expenses as determined by policy of the Board.

SECTION 8. CONFLICT OF INTEREST

The Board shall sign a conflict of interest policy annually, or in the case of a new board member, before the first board meeting following the director's election.

- A. Whenever a director or officer has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE IV: BOARD MEETINGS

SECTION 1. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at times and places fixed by the Board. Such regular meetings may be held without notice, except as required in Article XII.

- A. Board Meetings shall be open to the public unless otherwise designated by the chair of the Board.
- B. The Board may organize, install officers, and transact other business at any regular meeting.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the chair of the Board or any two directors.

- A. If special meetings are held, notice must be given four days in advance by first-class mail, electronic mail or 48 hours in advance in person or by telephone.
- B. A director need not be given notice if:
- C. The director has signed a waiver of notice, given written consent to holding the meeting, or voted to approve the minutes thereof (whether before or after the meeting);
- D. The director attends the meeting without protesting the lack of such notice either before or when such meeting commences.

- E. The notice or waiver of notice does not need to specify the purpose of a regular or special meeting of the Board.
- F. All waivers, consents and approvals must be filed in the corporate records or be included in the minutes of the meeting.

SECTION 3. QUORUM AND VOTING

A quorum for all Board Meetings shall consist of not less than 50% of the then authorized directors, except as set forth in Article V, Section 3. Each director shall be entitled to cast one vote. Voting may be carried out at a meeting, or electronically either by email or an online app.

SECTION 4. BOARD ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting if all directors, individually or collectively, consent in writing via first class mail or electronic mail to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such a written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 5. MEETINGS BY TELEPHONE OR TELECONFERENCE

Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

SECTION 6. PARLIAMENTARY AUTHORITY

The Board shall develop policies and procedures to give parliamentary authority to conduct meetings. Any situation not covered by such policies and procedures shall be covered by Robert's Rules of Order.

ARTICLE V: OFFICERS OF THE BOARD

SECTION 1. PRINCIPAL OFFICERS

The Principal Officers of the corporation shall be: a chair, a vice-chair, a secretary, and a treasurer. The Board shall develop and adopt a policy governing the nomination, election, voting procedures and term of office for the principal officers.

SECTION 2. OTHER OFFICERS

The Board of Directors may appoint other officers, agents and employees by resolution as it shall deem necessary and desirable. They shall hold the office for such terms and have such authority and perform such duties as shall be determined by the Board.

SECTION 3. REMOVAL OF OFFICERS

Any Officer may be removed by a majority vote of the Board, at any regular or special meeting of the Board where there is at least two-thirds of the authorized Board members present. Removal as an officer under this section shall not automatically constitute removal as a director under Article III, Section 6B.

SECTION 4. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the Board. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. The resignation of any officer will not affect that person's status as a Director, unless so requested by the person.

SECTION 5. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled for the remainder of the term by action of the Board.

SECTION 6. RESPONSIBILITIES OF OFFICERS

- A. CHAIR: The chair shall preside at meetings of the members and of the Board of Directors and exercise and perform such other powers and duties as may be assigned by the Board or prescribed by the bylaws. The chair shall, subject to the control of the Board, generally supervise, direct, and control the business and the officers of the corporation. The chair shall have the authority to execute all contracts binding the corporation, except as otherwise provided for in Sections C and D of Section 6 of this Article V.
- B. VICE-CHAIR: In the temporary absence or disability of the chair, the vice-chair shall perform all the duties of the chair, and when so acting, shall have all the powers of, and be subject to the restrictions upon, the chair.
- C. SECRETARY: (or designee duly authorized) shall also attend to the following:
 - 1) Book of Minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board may direct, a book of minutes of the proceedings and decisions of all meetings of members or of the Board, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at meetings of the Board.
 - 2) Notices, Seals and other duties. The secretary shall give or cause to be given, notice of all meetings of the members or of the Board. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board.
 - 3) The secretary shall maintain a list of all the directors and the beginning and ending date of their term of office. The secretary shall notify the Board at a regular meeting two months before the end of any director's term.
 - 4) The secretary shall maintain the policy manual for the corporation including the date of approval of each policy.
- D. TREASURER: The Treasurer shall attend to the following:
 - 1) Delegate Financial Tasks: The Treasurer may delegate any financial tasks to the Executive Director but retains oversight authority for such tasks.
 - 2) Books of account: The treasurer shall cause to be kept and maintain adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, funds, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.
 - 3) Deposit and disbursements of money and valuables: The treasurer shall cause to be deposited all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the monies of the corporation as may be ordered by the Board, shall render to the chair and the directors, whenever they request it, an account of transactions, and of the financial condition of

the corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board.

- 4) The treasurer shall make no disbursements of the association's monies, other than routine commercial resale purchases and payrolls, without authorization from the Board.
- 5) The Board may develop further policies regarding disbursement of funds, authorized check signatories, spending limitations, and other duties that will assist the treasurer and Board in their operation of CCSPA.
- 6) Government Reports: The treasurer is shall in coordination with the Executive Director oversee the preparation and filing all required governmental tax returns and reports.
- 7) Budgets: The treasurer shall in communication with the Executive Director oversee the preparation of the annual budget for submission to the Board for approval.
- 8) Board Meeting Reports: The Treasurer in coordination with the Executive Director will prepare and present monthly reports at each CCSPA Board meeting.
- 9) Yearly Financial Review: The Treasurer in coordination with the Finance Committee, will conduct a financial review of the corporation yearly and will report the findings of the review to the board.

ARTICLE VI: COMMITTEES OF THE BOARD

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

ARTICLE VII: INDEMNIFICATION

SECTION 1. RIGHT OF INDEMNIFICATION

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

SECTION 2. INSURANCE

The Corporation, to the extent permitted by applicable state and federal law, may purchase and maintain directors' and officers' liability insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, volunteer, or agent of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise.

ARTICLE VIII: GENERAL ACCOUNTING, RECORDS AND REPORTS

SECTION 1. FISCAL YEAR

The CCSPA Fiscal Year shall commence on January 1 and close on December 31 of each year.

SECTION 2. ANNUAL FINANCIAL REPORT

Not later than one hundred twenty (120) days after the close of the Corporation's fiscal year, the Board shall cause to have prepared and sent to the directors an annual report and an annual statement of transactions and indemnification including:

- A. The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year.
- B. The principal changes in assets and liabilities, including the trust funds, during the fiscal year.
- C. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- D. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- E. Any information required by the California Corporations Code Section 6322.

ARTICLE IX: NONDISCRIMINATION

The employees and persons served by this Corporation shall be selected and treated entirely on a nondiscriminatory basis with respect to race, color, religion, age, gender, gender identity, sexual preference, marital status, religion, national origin, or mental, physical or sensory handicaps.

ARTICLE X: GIFTS

No directors, officers, or employees of the Corporation may accept gifts from an interested person of more than \$50 in value without approval of the Board by a majority vote.

ARTICLE XI: CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

ARTICLE XII: AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed, and new bylaws adopted by a two-thirds vote the Board. Prior to the adoption of an amendment or new bylaws, each director shall be given notice at least seven-days before the date, time, and place of the meeting at which the proposed amendment or bylaws revision is to be considered. The meeting notice shall state that one of the purposes of the meeting is to consider a proposed amendment or revision to the bylaws and shall contain a copy of the proposed amendment.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently sitting Secretary of the Central Coast State Parks Association, a California Nonprofit Public Benefit Corporation, and the above bylaws consisting of 11 pages, are the bylaws of this corporation as adopted by the Board of Directors on

Secretary

Date