



Central Coast State Parks Association

Board of Directors Policies and Governance

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EIN # 51-0198869



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Thank you for your interest in a Board position with the Central Coast State Parks Association (CCSPA). Below you will find the policies and governance that guide our organization.

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CODE OF ETHICAL STANDARDS

The Central Coast State Parks Association Board of Directors and Staff believe that ethical behavior fosters the development and growth of the organization and enhances philanthropy and volunteerism. As an organization, the staff and Board of Directors have adopted and agree to abide (and ensure, to the best of their ability, that all members of their staff and board abide by the Central Coast State Parks Association Policies and Governance Standards set forth in this document.

PUBLIC TRUST, TRANSPARENCY & CONFLICTS OF INTEREST

CCSPA Board Directors and Staff shall:

- not engage in activities that harm the organization, its donors, supporters, constituents and partners including California State Parks and staff.
- not engage in activities that conflict with their fiduciary, ethical and legal obligations to CCSPA or California State Parks.
- effectively disclose all potential and actual conflicts of interest; such disclosure does not preclude or imply ethical impropriety.
- not exploit any relationship with a donor, prospect, volunteer, client or employee for their own personal benefit or the benefit of organizations or businesses outside of CCSPA.
- comply with all applicable local, state, provincial and federal civil and criminal laws.
- recognize their individual boundaries of professional competence.
- present and supply products and/or services honestly and without misrepresentation.
- establish the nature and purpose of any contractual relationship at the outset and be responsive and available to parties before, during and after any sale of materials and/or services.
- never knowingly infringe the intellectual property rights of other parties.
- protect the confidentiality of all privileged information relating to the provider/client relationships.
- never disparage competitors untruthfully.

SOLICITATION & STEWARDSHIP OF PHILANTHROPIC FUNDS

CCSPA Board Directors and Staff shall:

- ensure that all solicitation and communication materials are accurate and correctly reflect CCSPA's mission and use of solicited funds.
- ensure that donors receive informed, accurate and ethical advice about the value and tax implications of contributions.
- ensure that contributions are used in accordance with donors' intentions.
- ensure proper stewardship of all revenue sources, including timely reports on the use and management of such funds.
- obtain explicit consent by donors before altering the conditions of financial transactions.



CODE OF ETHICAL STANDARDS

COMPENSATION, BONUSES & FINDER'S FEES

CCSPA Board Directors and Staff shall:

- not accept compensation or enter into a contract that is based on a percentage of contributions; nor shall
- members accept finder's fees or contingent fees.
- be permitted to accept performance-based compensation, such as bonuses, only if such bonuses
- are in accord with prevailing practices within the CCSPA Employee Performance and HR plans and are not based on a
- percentage of contributions.
- neither offer nor accept payments or special considerations for the purpose of influencing the selection of products or services.
- not pay finder's fees, commissions or percentage compensation based on contributions.
- meet the legal requirements for the disbursement of funds if they receive funds on behalf of a donor or client.

DIVERSITY AND DISCRIMINATION POLICY

The Central Coast State Parks Association's Board of Directors aims to be composed of persons representing the diversity of the San Luis Obispo County community, taking into account race, gender, economic status, age, sexual identity and other factors.

CCSPA will not discriminate in its personnel practices or provision of its services. All persons will be treated equitably regardless of race, gender, economic status, age, sexual identity and other factors.

POLICY FOR BOARD REVIEW OF FORM 990

Central Coast State Parks Association (CCSPA) is committed to appropriate fiscal oversight by the CCSPA's Board of Directors. As such, CCSPA works to ensure the highest standards in review of its Internal Revenue Service Form 990.

Each year, prior to the submission of the organization's Form 990 to the Internal Revenue Service, each voting member of the Board of Directors shall be provided with a copy of the final Form 990 as completed by a Certified Public Accountant who has been previously selected and approved by the Board. Board members shall be provided with at least five business days to review the Form and will have an opportunity to raise questions, make suggestions, and address any potential problems or concerns with the entire governing body.

The Form 990 will be submitted upon its approval by the Board of Directors.



CONFLICT OF INTEREST POLICY

This policy applies to board members, staff and certain volunteers of the Central Coast State Parks Association (CCSPA). A volunteer is covered under this policy if that person has been granted significant independent decision making authority with respect to financial or other resources of the organization. Persons covered under this policy are hereinafter referred to as “interested parties.”

II. Conflict of Interest

A conflict of interest may exist when the interests or concerns of an interested party may be seen as competing with the interests or concerns of the organization. There are a variety of situations which raise conflict of interest concerns including, but not limited to, the following:

- Financial Interests - A conflict may exist where an interested party, or a relative or business associate of an interested party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by the organization. Examples include situations where:
 - a. CCSPA contracts to purchase or lease goods, services, or properties from an interested party, or a relative, or business associate of an interested party;
 - b. CCSPA purchases an ownership interest in or invests in a business entity owned by an interested party, or by a relative or business associate of an interested party;
 - c. CCSPA offers employment to an interested party, or a relative, or business associate of an interested party, other than a person who is already employed by the organization;
 - d. an interested party, or a relative or business associate of an interested party, is provided with a gift, gratuity or favor, of a substantial nature, from a person or entity which does business, or seeks to do business, with CCSPA;
 - e. an interested party, or a relative or business associate of an interested party, is gratuitously provided use of the facilities, property, or services of CCSPA.
- Other Interests - A conflict may also exist where an interested party, or a relative or business associate of an interested party, obtains a non-financial benefit or advantage that he would not have obtained absent his/her relationship with CCSPA, or where his/her duty or responsibility owed to CCSPA conflicts with a duty or responsibility owed to some other organization. Examples include where:
 - an interested party seeks to obtain preferential treatment by CCSPA for himself, or relative, or business associate;



CONFLICT OF INTEREST POLICY (CON'T)

- an interested party seeks to make use of confidential information obtained from CCSPA for his own benefit, or for the benefit of a relative, business associate, or other organization;
- an interested party seeks to take advantage of an opportunity, or enable a relative, business associate or other organization to take advantage of an opportunity, which s/he has reason to believe would be of interest to CCSPA

III. Disclosure of Actual or Potential Conflicts of Interest

An interested party is under a continuing obligation to disclose any actual or potential conflict of interest as soon as it is known, or reasonably should be known. An interested party shall complete a questionnaire to fully and completely disclose the material facts about any actual or potential conflicts of interest. The disclosure statement shall be completed upon his/her association with CCSPA, and shall be updated annually thereafter. An additional disclosure statement shall be filed at such time as an actual or potential conflict arises.

For board members, the disclosure statements shall be provided to the President of the Board, or in the case of the President's disclosure statement shall be provided to the Secretary of the Board. Copies shall also be provided to the CEO of the organization.

In the case of staff or volunteers with significant decision-making authority, the disclosure statements shall be provided to the CEO of CCSPA, or in the case of the CEO's disclosure statement shall be provided to the President of the Board. The Secretary of the board of directors shall file copies of all disclosure statements with the official corporate records of the organization.

IV. Procedures for Review of Actual or Potential Conflicts - Generally

Whenever there is reason to believe that an actual or potential conflict of interest exists between CCSPA and an interested party, the Board of Directors shall determine the appropriate organizational response. This shall include, but not necessarily be limited to, invoking the procedures described in Section IV, below, with respect to a specific proposed action or transaction.

Where the actual or potential conflict involves an employee of the organization other than the CEO, the CEO shall, in the first instance, be responsible for reviewing the matter and may take appropriate action as necessary to protect the interests of the organization. The CEO shall report to the President the results of any review and the action taken. The President, in consultation with the board of directors, shall determine if any further board review or action is required.



CONFLICT OF INTEREST POLICY (CON'T)

V. Procedures for Addressing Conflicts of Interest - Specific Transactions

Where an actual or potential conflict exists between the interests of CCSPA and an interested party with respect to a specific proposed action or transaction, CCSPA shall refrain from the proposed action or transaction until such time as the proposed action or transaction has been approved by the disinterested members of the board of directors of the organization. The following procedures shall apply:

- An interested party who has an actual or potential conflict of interest with respect to a proposed action or transaction of the corporation shall not participate in any way in, or be present during, the deliberations and decision making of the organization with respect to such action or transaction.
- The interested party may, upon request, be available to answer questions or provide material factual information about the proposed action or transaction.
- The disinterested members of the board of directors may approve the proposed action or transaction upon finding that it is in the best interests of the corporation.
- The board shall consider whether the terms of the proposed transaction are fair and reasonable to the organization and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a party or entity that is not an interested party.
- Approval by the disinterested members of the board of directors shall be by vote of a majority of directors in attendance at a meeting at which a quorum is present. An interested party shall neither be counted for purposes of determining whether a quorum is present nor for purposes of determining what constitutes a majority vote of directors in attendance.
- The minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

VI. Violations of Conflict of Interest Policy

If the board of directors has reason to believe that an interested party has failed to disclose an actual or potential conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the interested party and making such further investigation as may be warranted in the circumstances, the board determines that the interested party has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.



A DONOR BILL OF RIGHTS

The Central Coast State Parks Association has adopted the following Donor Bill of Rights.

DEVELOPED BY:



Association of Fundraising Professionals (AFP)



Association for Healthcare Philanthropy (AHP)



Council for Advancement and Support of Education (CASE)



Giving Institute: Leading Consultants to Non-Profits

PHILANTHROPY is based on voluntary action for the common good. It is a tradition of giving and sharing that is primary to the quality of life. To assure that philanthropy merits the respect and trust of the general public, and that donors and prospective donors can have full confidence in the not-for-profit organizations and causes they are asked to support, we declare that all donors have these rights:

I

To be informed of the organization’s mission, of the way the organization intends to use donated resources, and of its capacity to use donations effectively for their intended purposes.

II

To be informed of the identity of those serving on the organization’s governing board, and to expect the board to exercise prudent judgment in its stewardship responsibilities.

III

To have access to the organization’s most recent financial statements.

IV

To be assured their gifts will be used for the purposes for which they were given.

V

To receive appropriate acknowledgement and recognition.

VI

To be assured that information about their donations is handled with respect and with confidentiality to the extent provided by law.

VII

To expect that all relationships with individuals representing organizations of interest to the donor will be professional in nature.

VIII

To be informed whether those seeking donations are volunteers, employees of the organization or hired solicitors.

IX

To have the opportunity for their names to be deleted from mailing lists that an organization may intend to share.

X

To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.



POLICY ON PUBLIC POLICY

The Central Coast State Parks Association's Board of Directors will abide by the policy program defined by CA State Parks. Based on these guidelines, the CCSPA Board of Directors (or appropriate Public Policy Committee as identified by the Board) decides priority issues, and ranks such issues in order of importance. The priority issues serve to establish the public policy framework. The Board of Directors must approve the public policy framework.

All advocacy activities must be aligned with the current priority issues as defined in the above stated process.

In circumstances where immediate public policy attention is required, the Board Chair may make decisions on behalf of the entire Board of Directors on specific bills and issues.

Only the Chair, CEO or other board-designated CCSPA person may speak on behalf of CCSPA or take action on local, state, or federal public policy issues.

CCSPA is a nonprofit organization. As such, CCSPA does not support or oppose candidates for public office or political parties and only acts on issues related to the organization's mission and its current public policy framework.

ADVOCACY POLICY

The Central Coast State Parks Association (CCSPA) pursues public policy advocacy as part of its regular program activities in support of State Parks. We recognize, however, that as a leader in our field, we may be called upon by government officials, members of the media, and others to offer positions on policy issues affecting the nonprofit sector or to share knowledge and expertise relevant to ongoing policy deliberations. CCSPA is also called upon to sign on to formal and informal coalitions that advocate for the interests of our State Parks community.

The Executive Director may authorize participation in such activities when s/he determines such participation is consistent with the mission of CCSPA and that the interests of the local park entity are sufficiently clear. Where participation is warranted, the Executive Director will determine the nature and extent of participation, including the positions to be stated or information to be shared with approval of the board.



DOCUMENT RETENTION AND DESTRUCTION POLICY

After the retention period has run, deliberate consideration will be given to the type of information retained and methods of destruction of that data so that when it is appropriate to dispose of the data or documents, the correct method may be employed. For example, when highly sensitive information is maintained, a more secure destruction method (shredding) may be appropriate. In the case of highly sensitive information, CCSPA may use any of the following methods to ensure destruction, and safeguard privacy by ensuring that data cannot be recovered:

Hard Drives (typically found in DVRs, NVRs, personal computers, digital video recorders):

- Remove hard drive from equipment
- Puncture case completely piercing disk platter in at least two (2) places
- Recycle destroyed drive appropriately.

Magnetic Recording Tape Cassettes (typically found in VHS or VCR recorders)

- Remove tape cassette from equipment
- Degauss magnetic media
- Crush tape cassette
- Recycle destroyed tape and cassette appropriately.

CD-Roms (typically digital storage of printed materials now obsolete)

- Cut CDs into quarters.
- Recycle destroyed CD appropriately.

USB/Flash drives (typically digital storage of printed materials now obsolete)

- Erase all contents.
- Empty contents of trash on whichever operating system was used to erase stored digital files.

Paper-based documentation (typically obsolete site plans, correspondence, reports)

- Remove document from active file.
- Cross-shred document.
- Recycle shredded waste as scrap paper.



DOCUMENT RETENTION AND DESTRUCTION POLICY (cont)

The purpose of this policy is to provide a system for complying with document retention laws, ensure that Central Coast State Parks Association (CCSPA) retains valuable documents, saves money, time and space, protects itself against allegations of selective document destruction, and provide for routine destruction of non-business, superfluous, and outdated documents.

Documents that should be retained and the period of retention are listed below. In general, documents that are not subject to a retention requirement should be kept only long enough to accomplish the task for which they were generated. The Board of Directors is responsible for designating an appropriate staff person to monitor the organization's compliance with the document retention schedule.

In July of each year, the appropriate staff person will submit a list of the documents that have been sent to storage or destroyed. The list will identify the documents with enough specificity that one outside the department could determine which documents were stored or destroyed. Lists of documents stored or destroyed will be kept by the Board of Directors in the corresponding annual Board Minutes binder.

Our organization has a legal duty to retain relevant documents which it knows or should have known are relevant to any legal action. Such documents also include those that could lead to discovery of admissible evidence. Accordingly, all document destruction is automatically suspended when a lawsuit, claim, or government investigation is pending, threatened or reasonably foreseeable. In such a case, paper document destruction, as well as electronic destruction must cease immediately. In the case of electronic destruction, the system administrator is responsible for ensuring that any automatic destruction program is disabled and reviewing all electronic systems that contain documents potentially relevant to the litigation or claim.

All documents, including electronic documents, that are no longer relevant to the organization's business, should be destroyed every 60 days. Do not retain drafts of any documents that have been finalized. Personal notes should not be kept after they are no longer needed.

In accordance with the nonprofit organization's policy, the following documents must be retained or destroyed as set forth in the schedule below. Board members and employees must review the schedule and any applicable documents in your possession on an annual basis to ensure compliance with this schedule.



MINIMUM RETENTION REQUIREMENT REFERENCE CHART

Document Type	Duration of Retention
FINANCIAL DOCUMENTS	
Accounts Payable Ledgers and Schedules	5 years
Audit reports	7 years
Bank reconciliations	5 Y and/or until all federal and state audit requirements have been met.
Bank Statements	5 years
Checks (for important payments and purchases)	5 years or 4 years after item purchased is no longer owned
Correspondence - customers/vendors	Depends on issue in correspondence and whether there is a contract; if potential litigation-3 years until threat of litigation has passed; if contract claim is possible, 4 years or until potential claim has dissipated
Depreciation schedules	While active + 3 years
Expenses and Purchases -Documentation can include: cash register tapes, account statements, canceled checks, invoices, credit card sales slips. Separate deductible expenses in the event organization pays unrelated business income tax.	5 years
Gross Receipts - amounts received from all sources. Documents that support gross receipts include: cash register tapes, bank deposit slips, receipt books, invoices, credit card charge slips, and Form 1099	5 years
Year-end financial statements	If Audit Report is generated by organization - 7 years; If no audit is conducted and Year-end financial report is used in place of audit- Permanently



MINIMUM RETENTION REQUIREMENT REFERENCE CHART

HUMAN RESOURCE DOCUMENTS	
<p>California state law allows a former employee one year from the date of the last discriminatory act to file an administrative complaint of discrimination with the California Department of Fair Employment and Housing, and only one (1) year from your Right to Sue Notice from that Department to file a discrimination, harassment or retaliation lawsuit. Claims for breach of contract, overtime wages unpaid and unpaid vacation time have varying statutes of limitation with the longest being 4 years. As such, almost all employment documents will be retained for 4 years from date of dismissal or resignation, with exceptions as noted below.</p>	
Applications for Employment and Résumés- For those who were not hired, unsolicited applications, and applications and resumes from employees no longer with CCSPA	4 years from date of receipt, dismissal or resignation.
EEO Claims	While active, plus three years.
EEO Reports	As long as current.
Employee Benefit Plans ERISA Records relating to Welfare and Pension Benefits	Records relating to ADEA-1 year after termination of plan. Records relating to payment of premiums while on FMLA leave- 3 years after final payment was made for premiums. Records relating to data mentioned in the Summary Plan Description-6 years after data and description were published to employees.
Employment Tax Records and Returns	4 years after the date the tax becomes due or is paid.
Employment Documents Relevant to Discrimination or other Statutory Claims	1 year after charge is resolved.
Employment Turn-downs - Rejection Letters	1 year after letter is sent.
FMLA Leave Documents	3 years after end of leave period.
I-9s	3 years from date of hire or 1 year after termination, whichever is later. These forms shall be kept separate from the employee's personnel file.
Interview Information and Reference Checking Notes	1 year after job is filled under ADA, ADEA, and Title VII; References-1 year after record is made.
Job Advertisements and Job Requests Made to Agencies	1 year after placement of advertisement or request for an employee.
Job Descriptions	2 years after record is made under Equal Pay Act.



MINIMUM RETENTION REQUIREMENT REFERENCE CHART

OSHA and MOSH Logs	5Y years for OSHA Form 200, 300 and 301 and OSHA or MOSH 101; legally required medical exams and toxic exposure records for duration of the individual's employment, plus 30 Y.
Personal Medical Information Medical information includes all medical records, physical examinations, workers comp claims, drug and alcohol testing, medical forms requesting health information for insurance purposes.	No medically-related information will be kept in an employee's personnel file; all such information will be kept in a separate file. - 1 year after termination. OSH Act Records-See above. Medical Certifications: 3 years after certification is obtained.
Payroll Records and Summaries	3 years from the last date of entry. 4 years for FICA-related information. 4 years for FUTA-related information.
Personnel Files (terminated employees)- Should include employment application, discipline reports, evaluations, salary history, etc.	7 years.
Policies, Guidelines and Employee Handbooks	For as long as they are current and at least 3 years after they are outdated.
Recruiting Information- Advertisements, Job Postings, Interview information, Applications for employment when not hired.	2 years after record is made.
Retirement and Pension Records	During the time the Plan is active plus 6 years after discontinuance of the Plan. Other experts recommend keeping such documents permanently.
Timesheets	3 years from last date of entry. Other experts recommend keeping for 7 years.
Unemployment Insurance Documents- DLLR Forms, Quarterly Contribution Report and Employment Report	4 years.



MINIMUM RETENTION REQUIREMENT REFERENCE CHART

MISCELLANEOUS DOCUMENTS	
Contracts	4 years after contract term has expired.
Correspondence – general	3 years.
Correspondence – legal/important	Keep with legal issue file whether lawsuit, insurance claim, etc. then retain according to that retention requirement.
Grant Applications and Awards	Life of grant, plus 3Y after expiration of grant. <i>Confirm if grant has separate record-keeping requirements that CCSPA must adhere to.</i>
Insurance Records, Accident Reports, Claims	Workers Compensation Claims-10 years after close of matter. Long-term Disability-10 years after return to work, retirement, or death.
Insurance Policies (expired)	3 years if a claim is made. Permanently for an Occurrence policy.
Internal Audit Reports	5 years or until resolved + 5 years.
Inventories of Products, Materials, Supplies	Most recent two inventories and/or until all audit requirements have been met.
DOCUMENTS THAT MUST BE KEPT PERMANENTLY	
Charter (Articles of Incorporation)	Do not destroy
Bylaws and all Amendments	Do not destroy
Form 990 and any Schedules, 990-T Exempt Organization Income	Do not destroy
Tax Form	Do not destroy
IRS Determination Letter Granting Organization 501(c) Status	Do not destroy
1023 Application for Tax-Exempt Status and Supporting Documents	Do not destroy
Trademark Registrations and Copyrights	Life of trademark + 6 years
Patents, Related Papers	Life of patent + 6 years
Deeds, Mortgages, Notes and Leases.	Do not destroy
Combined Registration Application	Do not destroy



CONFIDENTIALITY POLICY

It is the policy of Central Coast State Parks Association (CCSPA) that board and committee members (trustees and committee members) of CCSPA will not disclose confidential information belonging to, or obtained through their affiliation with, CCSPA to any person, including their relatives, friends, and business and professional associates, unless CCSPA has authorized disclosure. This policy is not intended to prevent disclosure where disclosure is required by law.

Confidentiality is the preservation of privileged information. Board members (Trustees) and other volunteers are cautioned to demonstrate professionalism, good judgment, and care at all times in handling any information related to CCSPA to avoid unauthorized or improper disclosures of confidential information.

While board and committee members (trustees and committee members) are expected and encouraged to discuss the organization with one another and targeted publics, they shall not report opinions expressed in meetings, nor shall they report independently on committee action, or engage in any communication that has not been approved by the Executive Director or that would not be supported by board policy, procedures, or decisions.

At the end of the board or committee member's (trustee or committee member's) term or upon his/her retirement, resignation or removal from the Board of Directors (Board of Trustees) or committee, he/she shall return, at CCSPA's request, all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in his/her possession. It is expected that board and committee members (trustees and committee members), will not use trade secrets, client lists, or other confidential information acquired by virtue of being on the board or committee, even after they complete their service with CCSPA.



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:

1. 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;
2. 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;
3. 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;
4. 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;
5. To engage in fundraising activities.



AMENDED & RESTATED BYLAWS (CONT)

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.



AMENDED & RESTATED BYLAWS (CONT)

SECTION 2. GENERAL POWERS

1. 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.
2. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:
3. 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.
4. 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.
5. 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

1. The elected members of the Board of Directors (hereinafter "directors") shall be associate members of CCSPA.
2. 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.
3. 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.
4. 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.



AMENDED & RESTATED BYLAWS (CONT)

SECTION 4. NOMINATIONS AND ELECTION OF DIRECTORS

1. The Board shall seek qualified candidates to serve as directors.
2. 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
 - a. No more than three (3) of qualified candidates can reside outside San Luis Obispo County but must have a residence within California.
3. 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.
4. 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.
5. 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.
6. 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.
7. A majority vote is needed to elect or re-elect a board member.
8. 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

1. 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.
2. A Junior Board member shall serve a one-year term beginning with the date of the first meeting attended as a board member.
3. The secretary shall keep a list of dates of the terms of each director.
4. Directors elected to fill vacancies shall hold office until expiration of the term for which their predecessor was elected.
5. 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.



AMENDED & RESTATED BYLAWS (CONT)

SECTION 6. VACANCIES

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

1. The end of a term of office for a director.
2. The death of a director.
3. 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.
4. Directors may be removed from their position:
5. 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.
6. A $\frac{2}{3}$ vote of the authorized Board is needed to remove a director.
7. A $\frac{2}{3}$ vote of the authorized Board is needed to increase the authorized number Directors.
8. 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.
9. 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.
10. 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.



AMENDED & RESTATED BYLAWS (CONT)

1. 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.

1. Board Meetings shall be open to the public unless otherwise designated by the chair of the Board.
2. 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.

1. 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.
2. A director need not be given notice if:
3. 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);
4. The director attends the meeting without protesting the lack of such notice either before or when such meeting commences.
5. The notice or waiver of notice does not need to specify the purpose of a regular or special meeting of the Board.
6. All waivers, consents and approvals must be filed in the corporate records or be included in the minutes of the meeting.



AMENDED & RESTATED BYLAWS (CONT)

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.



AMENDED & RESTATED BYLAWS (CONT)

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

1. 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.



AMENDED & RESTATED BYLAWS (CONT)

1. 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.
2. SECRETARY: (or designee duly authorized) shall also attend to the following:
 - a. 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.
 - b. 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.
 - c. 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.
 - d. The secretary shall maintain the policy manual for the corporation including the date of approval of each policy.
1. TREASURER: The Treasurer shall attend to the following:
 - a. Delegate Financial Tasks: The Treasurer may delegate any financial tasks to the Executive Director but retains oversight authority for such tasks.
 - b. 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.
 - c. 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.



AMENDED & RESTATED BYLAWS (CONT)

- a. The treasurer shall make no disbursements of the association's monies, other than routine commercial resale purchases and payrolls, without authorization from the Board.
- b. 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.
- c. Government Reports: The treasurer is shall in coordination with the Executive Director oversee the preparation and filing all required governmental tax returns and reports.
- d. Budgets: The treasurer shall in communication with the Executive Director oversee the preparation of the annual budget for submission to the Board for approval.
- e. Board Meeting Reports: The Treasurer in coordination with the Executive Director will prepare and present monthly reports at each CCSPA Board meeting.
- f. 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.



AMENDED & RESTATED BYLAWS (CONT)

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 I. 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:

1. The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year.
2. The principal changes in assets and liabilities, including the trust funds, during the fiscal year.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
5. 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.



AMENDED & RESTATED BYLAWS (CONT)

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 of 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