

**AMENDED AND RESTATED BYLAWS  
OF  
CAMBRIA CHAMBER OF COMMERCE**

**Last Amended July 17, 2007**

**BYLAWS for the  
CAMBRIA CHAMBER OF COMMERCE November 26, 2024  
(A California Nonprofit Mutual Benefit Corporation)**

**These By-Laws shall take the place of any and all previous By-Laws and  
all amendments thereto which hereby are annulled and set aside.**

**ARTICLE I  
NAME**

**Section I.01** The name of the organization is Cambria Chamber of Commerce (the "Corporation").

**ARTICLE II  
OFFICES**

**Section II.01** The principal office of the Corporation shall be located at such place within the State of California as shall be fixed from time to time by resolution of the Board of Directors (the "**Board**"), and if no place is fixed by the Board, such place as shall be fixed by the President. The Corporation may also have such other offices within the State of California as the Board may from time to time determine or the business of the Corporation may require.

**ARTICLE III  
PURPOSE**

**Section III.01** The purposes of the Corporation shall be to advance the general welfare and prosperity of and to encourage tourism and commerce to the Cambria area so that its citizens and all areas of its business community shall prosper.

The Corporation shall be non-partisan and non-sectarian and shall not take part in nor lend its influence or facilities directly or indirectly to the nomination, election or appointment of any candidate for public office.

## **ARTICLE IV MEMBERS**

**Section IV.01 Membership.** Membership in the Corporation shall be open to any person, business, association, corporation, partnership, or estate that agrees to support the Corporation's purposes and that meets the requirements. Each person or entity may hold only one membership and may not hold fractional memberships. Membership entitles each member to the rights set forth in this Article IV but does not grant any ownership rights in or distribution rights from the Corporation. No member may transfer a membership and all rights of membership cease upon the member's death or dissolution.

**Section IV.02 Requirements for Membership.** To be a member of the Corporation, an individual must pay the membership fees, assessments, and any other consideration as determined by the Board. Other qualifications or criteria for membership may be required as determined by the Board from time to time.

**Section IV.03 Membership Dues.** Membership dues shall be set at such rate or rates deemed reasonable by the Board from time to time. (See Policies and Procedures manual "Membership Dues" for formula and payment requirements).

**Section IV.04 Annual and Regular Meetings.** The annual meeting of the members shall be held each year at a time and place fixed by the Board, at which meeting the members shall elect the directors and transact such other business as may come before the meeting. Regular meetings of the members shall be held at such times and places as may be fixed by the Board from time to time by resolution or as specified in the notice of the meeting.

**Section IV.05 Special Meetings.** Special meetings of the members shall be held whenever called by resolution of the Board, by the Executive Director or the President, or by a written demand to the Secretary.

**Section IV.06 Place of Meetings.** Member meetings may be held at any place within or without the State of California that is designated in the notice of the meeting. If no place is stated in the notice or if there is no notice, meetings shall be held at the principal executive office of the Corporation.

### **Section IV.07 Notice of Meetings.**

(a) **Notice Required.** Written notice of the place, date, and time of any member meeting where members are required or permitted to take action shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at such meeting. The Secretary, upon receiving written demand or resolution for a special meeting, shall cause such notice to be given to the members entitled to vote. If the Secretary fails to do so within twenty (20) days of receiving such written demand or resolution, the persons entitled to call the meeting may give such notice.

(b) **Delivery of Notice.** Notice shall be given to each member at his or her address or contact information as it appears on the records of the Corporation or at the address given by the member to the corporation for purposes of notice by one of the following methods:

(i) First-class mail, with prepaid postage thereon, or certified mail;

(ii) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages;

(iii) Personal delivery of oral or written notice, including by courier service; or

(iv) Facsimile transmission, email, or other electronic means, if the member has consented to accept notices in this manner, except that notice by electronic transmission shall not be given if:

(a) the Corporation is unable to deliver two consecutive notices to the member by that means; or

(b) the inability to so deliver the notices to the member becomes known to the secretary, any assistant secretary, the transfer agent, or other person responsible for the giving of the notice.

(v) By electronic means, notwithstanding the foregoing Sections (b)(i)-(iv), if the Board determines that it is necessary or appropriate because of an emergency, as defined in Section 7140(m)(5) of the California Nonprofit Corporation Law.

Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. If a member's address or contact information does not appear on the books of the Corporation or is not given, notice shall be given when addressed to the member at the Corporation's principal office or by publication at least once in a newspaper of general circulation in the county in which the principal office is located.

(c) **Timing of Notice.** Notice shall be given to each member at least ten (10) days but not more than ninety (90) days before the time set for the meeting.

(d) **Content of Notice.** The notice shall state:

(i) The place, date, and time of the meeting;

(ii) The means of electronic transmission by and to the Corporation or other means of remote communication, if any, by which members may participate in the meeting;

(iii) In the case of a special meeting, the general nature of the business to be transacted;

(iv) In the case of a regular meeting, those matters which the board, at the time the notice is given, intends to present for action by the members; and

(v) If directors are to be elected at the meeting, the names of all those who are nominees at the time the notice is given to members.

#### **Section IV.08 Quorum and Action of the Members.**

(a) At all member meetings, one-third (1/3) of the members present in person or by proxy shall constitute a quorum for the transaction of business.

(b) Any act approved by a majority of the voting power represented at the meeting at which a quorum is present, entitled to vote, and voting on any matter is the act of the members, unless the California Nonprofit Corporation Law, the Articles of Incorporation of the Corporation (the “**Articles of Incorporation**”), or these bylaws require a greater number.

(c) A meeting at which a quorum is initially present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members who constitute the required quorum for the meeting, or such greater number as required by the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws.

#### **Section IV.09 Adjournment of Meeting.**

(a) In the absence of a quorum, any member meeting may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted, except as provided in Section 4.09(c). No meeting may be adjourned for more than 45 days.

(b) Notice need not be given of the adjourned meeting if the time and place thereof (or the means of electronic transmission by and to the Corporation or other means of remote communication, by which members may participate) are announced at the meeting at which the adjournment is taken. If after the adjournment a new record date is fixed for notice or voting, notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

(c) At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting.

**Section IV.10 Voting.** Each member shall be entitled to one (1) vote on each matter submitted to a member vote. The record date for determining the members entitled to vote at a

member meeting shall be fixed by the Board in advance of the meeting. If no record date is fixed, members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the member meeting.

**Section IV.11 Action Without a Meeting by Ballot.**

(a) Any action which may be taken at any regular or special meeting of the members may be taken without a meeting if the Corporation distributes a written ballot to every member entitled to vote on the matter.

(b) If approved by the Board, the ballot and any related material may be sent by the Corporation by electronic transmission to all members who have provided an unrevoked consent to use those means of transmission for communication. Responses may be returned to the Corporation by electronic transmission.

(c) All solicitations of ballots shall:

(i) indicate the number of responses needed to meet the quorum requirement;

(ii) state the percentage of approvals necessary to pass the measure submitted with respect to ballots other than for the election of directors; and

(iii) specify the time by which the ballot must be received in order to be counted.

(d) The written ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation.

(e) Approval by written ballot pursuant to this Section 4.12 shall be valid only when:

(i) the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and

(ii) the number of approvals cast by ballot equals or exceeds the number of votes required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

**Section IV.12 Meeting by Remote Communication.** A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication if authorized by the Board in its sole discretion. The member shall be deemed present in person or by proxy at the meeting if the following apply:

(a) The Corporation implements reasonable measures to provide members in person or by proxy a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings.

(b) If any member votes or other action taken at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation.

(c) The Corporation verifies that each person participating remotely is a member or proxy holder.

#### **Section IV.13 Expulsion, Suspension, or Termination.**

(a) **Cause for Expulsion, Suspension, or Termination.** A member may be expelled or suspended or a member's membership rights may be terminated if the Board, in good faith and according to a fair and reasonable procedure, determines that either:

(i) The member fails to pay any required membership fees, assessments, or other considerations in a timely fashion after notice of the same.

(ii) The member's conduct or act violates the purpose and mission of the Corporation, these Bylaws, or the Corporation's policies.

(b) **Notice Requirements.** The Board shall provide written notice to the member of the member's expulsion, suspension, or termination and the reasons thereof. The notice shall be given fifteen (15) days before the effective date of such expulsion, suspension, or termination. Notice may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the member shown on the Corporation's records.

(c) **Member Hearing.** Any member who receives notice of such member's expulsion, suspension, or termination shall have the opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the expulsion, suspension, or determination. Such hearing shall be before the Board or any other such person or committee authorized to decide that the expulsion, suspension, or termination not take place.

(d) **Member Obligations.** Expulsion, suspension, or termination shall not relieve the affected member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees incurred before the expulsion, suspension, or termination, or arising from contract or otherwise.

**Section IV.14 Resignation.** A member may resign from membership at any time upon written notice to the Board. These bylaws shall not relieve the resigning member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees,

or arising from contract or otherwise. These bylaws shall not diminish any right of the Corporation to enforce any such obligation or obtain damages for its breach. A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed. There will be no refunds of membership dues if the resigning member leaves before the end of their membership year.

## **BOARD OF DIRECTORS**

### **Section IV.15 Powers.**

(a) Subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and herein, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

(b) The Board may delegate the management of the Corporation's activities to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**Section IV.16 Number.** The authorized number of directors of the Corporation shall be not less than seven (7) nor more than nine (9); provided that the minimum number or maximum number, or both, may be increased or decreased from time to time by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board (as defined in the bylaws) and the approval of the members. No decrease shall shorten the term of any director then in office. The exact number of authorized directors shall be seven (7) until changed, in accordance with the bylaws of the Corporation, as amended from time to time, by a resolution amending such exact number, duly adopted by the Board and approved by the members.

**Section IV.17 Entire Board.** As used in these bylaws, the term "**Entire Board**" shall mean the total number of directors then in office.

**Section IV.18 Qualifications.** Each director shall be a natural person at least 21 years of age. No paid employee of the Corporation shall be a director. Two people from the same company shall not serve as directors at the same time.

### **Section IV.19 Election and Term of Office.**

(a) **Election.** Directors shall be elected to the Board at each annual meeting of the members.

(b) **Term of Office.** Each director shall serve for two (2) year terms and until the election and qualification of a successor, or until such director's death, resignation, or removal. Directors may be elected to serve a maximum of three (3) consecutive terms.

**Section IV.20 Created Directorships and Vacancies.** Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next annual meeting and until such director's successor is elected and qualified.

**Section IV.21 Removal.**

(a) Any director may be removed at any time without cause by approval of the members, or with cause by a majority of the directors present at a board meeting where there is a quorum. For purposes of this Section, cause exists if the director has been declared of unsound mind by a final order of court, is convicted of a felony, is found by final order or judgment of any court to have breached a duty under Article 3 of the California Nonprofit Corporation Law governing standards of conduct, fails to attend three (3) consecutive Board meetings, or fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office.

(b) No reduction of the authorized number of directors shall have the effect by itself of removing any director before the expiration of the director's term of office.

**Section IV.22 Resignation.** Any director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Corporation, except if such resignation would leave the Corporation without a duly elected director. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

**Section IV.23 Annual and Regular Meetings.** The Board shall hold an annual meeting, at a time and place fixed by the Board, at which meeting the Board shall appoint officers and transact any other business as shall come before the meeting. Regular meetings of the Board shall be held at such times and places as may be fixed by the Board from time to time by resolution or as specified in the notice of the meeting.

**Section IV.24 Special Meetings.** Special meetings of the Board may be held at any time upon the call of the President, the Vice President, the Secretary, the Treasurer, the Executive Director, or any two (2) directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

**Section IV.25 Place of Meetings.** Meetings of the Board may be held at any place within or without the State of California that is designated in the notice of the meeting. If no place is stated in the notice or if there is no notice, meetings shall be held at the principal executive office of the Corporation unless another place has been designated by a resolution duly adopted by the Board.

**Section IV.26 Notice of Meetings.**



(a) **Notice Required.** Notice of any special meeting, and of any regular meeting if the time and place are not so fixed by Board resolution, shall be given to each director.

(b) **Delivery of Notice.** Notices will be given to each director by one of the following methods:

(i) First-class mail, with prepaid postage thereon;

(ii) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages;

(iii) Facsimile transmission, email, or other electronic means, if the director has consented to accept notices in this manner; or

(iv) Personal delivery of oral or written notice, including by courier service.

Such notice shall be addressed or delivered to each director at his or her address or contact information as it appears on the records of the Corporation. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon.

(c) **Timing of Notice.** Notice must be given to each director at least five (5) days before the time set for the meeting.

(d) **Content of Notice.** Notice shall state the time and place where the meeting is to be held. The notice need not specify the purpose of the meeting unless required elsewhere by these bylaws.

**Section IV.27 Quorum and Action of the Board.** The presence of a majority of the Entire Board shall constitute a quorum for the transaction of business. Any act approved by a majority of the directors present at a duly held meeting at which a quorum is present is the act of the Board, unless the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws require a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors leaving less than a quorum, if any action is approved by at least a majority of the directors who constitute the required quorum for the meeting, or such greater number as required by the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws.

**Section IV.28 Meeting by Remote Communication.** Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, electronic video screen communication, or electronic transmission by and to the Corporation. Participation by conference telephone or electronic video screen communication constitutes presence in person if all directors participating in the meeting can hear one another. Participation by electronic transmission by and to the Corporation (other than conference telephone or electronic video screen communication) constitutes presence in person if

each participating director can communicate concurrently with all other participating directors, each director has the means to participate in all matters before the Board, including the ability to propose or object to a specific action proposed to be taken, and the transmission creates a record that is capable of retention, retrieval, and review, and may thereafter be rendered into clearly legible tangible form.

**Section IV.29 Adjournment of Meeting.** A majority of the directors present, whether or not a quorum is present, may adjourn the meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place shall be given before the adjourned meeting to each director not present at the time of the adjournment.

**Section IV.30 Action Without a Meeting.** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all of the directors or committee members consent to the action in writing and the number of directors or committee members then serving constitutes a quorum. For purposes of this Section only, "all of the directors or committee members" shall not include any interested director as defined in Section 5233 of the California Nonprofit Corporation Law for directors of nonprofit public benefit corporations. The written consent shall be filed with the minutes of the proceedings of the Board or committee. The action by written consent shall have the same force and effect as a unanimous vote of the directors or committee members.

**Section IV.31 Compensation.** The Corporation shall not pay compensation to directors for services rendered to the Corporation as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation.

## **ARTICLE V COMMITTEES**

**Section V.01 Executive Committee and Other Committees of the Board.** The Board, by resolution adopted by a majority of the Entire Board, may designate one or more committees, including an executive committee, each consisting of two (2) or more directors, to serve at the pleasure of the Board and to exercise the authority of the Board to the extent provided in the resolution establishing the committee, except that no such committee shall have authority to:

- (a) Approve any action for which the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws require approval by the Entire Board.
- (b) Fill vacancies on the Board or in any committee which has the authority of the Board.
- (c) Amend or repeal the bylaws or adopt new bylaws.
- (d) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable.

- (e) Appoint committees of the Board or the members thereof.
- (f) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (g) Approve any self-dealing transaction.

The designation of a committee of the Board and the delegation thereto of authority shall not operate to relieve the Board or any member thereof of any responsibility imposed by law.

**Section V.02 Quorum and Action by Committee.** Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and the other committees of the Board shall be subject at all times to the direction of the Board.

**Section V.03 Alternate Members.** The Board, by vote of a majority of the Entire Board, may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

**Section V.04 Nonprofit Integrity Act.** In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall:

- (a) Prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public account (the "CPA") in conformity with generally accepted auditing standards;
- (b) Make the audit available to the Attorney General and to the public within nine (9) months after the close of the fiscal year to which the statements relate;
- (c) Make the audited financial statements available to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and
- (d) Appoint an Audit Committee.

**Section V.05 Audit Committee.** The Audit Committee, whether standing or appointed by the Board from time to time, shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the President or Chief Executive Officer, or the Treasurer or Chief Financial Officer. If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall:

- (a) Make recommendations to the Board on the retention and termination of the CPA;
- (b) Negotiate the CPA's compensation, on behalf of the Board;
- (c) Confer with the CPA to satisfy the Audit Committee members that the financial affairs of the Corporation are in order;
- (d) Review and determine whether to accept the audit; and
- (e) Approve non-audit services by the CPA and ensure such services conform to the standards for auditor independence set forth in the United States Comptroller General's Yellow Book or as prescribed by the Attorney General.

**Section V.06 Advisory Committees.** The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees may, but need not, 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 VI OFFICERS**

**Section VI.01 Officers.** The officers of the Corporation shall consist of at least a President, a Vice President, a Secretary, and a Treasurer. All officers shall be chosen by the Board from the current Board of Directors.

**Section VI.02 Election, Term of Office, and Qualifications.** The officers of the Corporation shall be elected by a majority vote of the Board at the annual meeting of the Board, and each officer shall serve at the pleasure of the board for a one (1) year term, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board choosing an officer, no officer need be a director. All officers shall be subject to the supervision and direction of the Board.

**Section VI.03 Removal.** Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the directors present at a duly held meeting at which a quorum is present, subject to the rights, if any, of an officer under any contract of employment.

**Section VI.04 Resignation.** Any officer may resign at any time by giving thirty (30) days written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary

to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

**Section VI.05 Vacancies.** A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board at the next regular or special meeting of the Board.

**Section VI.06 President.** The President shall preside at all meetings of the Board. They shall have the general powers and duties of supervision and management of the Corporation which usually pertain to his or her office and shall perform all such other duties as are properly required of him or her by the Board. The President shall, in addition, be the Chief Elected Officer with the power to hire, supervise, and fire all of the Corporation's employees, subject to the terms of any employment contract.

**Section VI.07 Vice President.** Each Vice President may be designated by such title as the Board may determine, and each such Vice President in such order of seniority as may be determined by the Board, shall, in the absence or disability of the President perform the duties and exercise the powers of the President. Each Vice President also shall have such other powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board.

**Section VI.08 Secretary.** The Secretary shall have the following powers and duties, and such other powers and duties as usually pertain to his or her office or as are properly required of him or her by the Board:

(a) **Articles and Bylaws.** The Secretary shall keep or cause to be kept the original or a copy of the Corporation's articles of incorporation and these bylaws, as amended, at its principal office in the State of California.

(b) **Minutes and Resolutions.** The Secretary shall record, certify, and keep, or cause to be kept, the original or a copy of the minutes of all meetings and resolutions of the Board and its committees, and all meetings and ballots of the members. The minutes may also be kept in a form that is readily convertible into a clearly legible tangible form.

(c) **Notices and Reports.** On behalf of the Secretary, the Executive Director shall give and serve all notices and reports as required by law and these bylaws.

(d) **Corporate Seal.** The Secretary shall keep the corporate seal, if any, to sign such instruments as require the seal and his or her signature.

(e) **Inspection.** The Secretary shall exhibit at all reasonable times the Corporation's Articles of Incorporation, bylaws, and minute book to any director and member upon written demand at the office of the Corporation. This exhibit shall be at the office of the Chamber.

**Section VI.09 Treasurer.** The Treasurer shall have the following powers and duties, and such other powers and duties as usually pertain to his or her office or as are properly required of him or her by the Board:

(a) **Books of Account.** On behalf of the Treasurer, the corporation staff shall have the custody of all the funds and securities of the Corporation and shall keep and maintain full and accurate accounts of all deposits, disbursements, properties, and business transactions of the Corporation.

(b) **Deposits and Disbursements.** On behalf of the Treasurer, the corporation staff shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in the depositories designated by the Board and shall disburse the funds of the Corporation as may be ordered by the Board.

(c) **Financial Report.** On behalf of the Treasurer, the bookkeeper and Executive Director shall render to the President and any of the directors of the Corporation, at the annual meeting of the Board and upon request, an account of his or her transactions as Treasurer and of the financial condition of the Corporation.

(d) **Inspection.** The Corporation's books of account and records shall be open to inspection at all reasonable times to the President and any of the directors of the Corporation upon request at the office of the Corporation.

**Section VI.10 Additional Officers.** The Board may from time to time appoint such additional officers as it shall deem necessary. To the fullest extent allowed by law, the Board may prescribe each additional officer his or her respective title, term of office, authority, and duties.

**Section VI.11 Compensation.** In accordance with these bylaws, no officer who is also a director of the Corporation shall receive a salary. The salaries of any officers of the Corporation who are not directors shall be fixed from time to time by the Board or by such committee to which the Board has delegated such authority. The salaries of all officers shall be just and reasonable and given in return for services actually rendered for the Corporation. A board member may be an independent contractor to do professional work for the Chamber at the direction of the board. This work will be separate from board duties and obligations.

## **ARTICLE VII EXECUTION OF INSTRUMENTS; DEPOSITS**

**Section VII.01 Contracts and Instruments.** The Board may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness in the name of and on behalf of the Corporation. For any contract or instrument exceeding \$1,000.00, the Board must approve the contract or instrument by a

majority of the Board. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity. Except for payroll, only one signature is needed on checks below \$1,000.

**Section VII.02 Deposits.** The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

## **ARTICLE VIII INDEMNIFICATION AND INSURANCE**

**Section VIII.01 Definitions.** For purposes of this Article VIII, capitalized terms used herein shall have the meanings set forth in these bylaws:

(a) **"Agent"** means any person who (i) is or was a director, officer, employee, or other agent of the Corporation; (ii) is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; or (iii) was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation.

(b) **"Proceeding"** means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

(c) **"Expenses"** includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under this Article VIII or Section 7237(d) or 7237(e)(3) of the California Nonprofit Corporation Law.

(d) **"Third-Party Actions"** means any action or proceeding other than those:

(i) by or in the right of the Corporation to procure judgment in its favor;

(ii) brought under Section 5233 of the California Nonprofit Corporation Law (as made applicable pursuant to Section 7238) regarding self-dealing transactions; or

(iii) brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust.

**Section VIII.02 – Indemnification and E/O Insurance.** The Chamber will provide for indemnification and errors and omissions insurance by the Chamber of Commerce for any and all its Directors, against expense actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party by any reason of been Directors of the Chamber, except in relation to matters as to which Director shall be

adjusted in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

**Section VIII.03 Indemnification in Third-Party Actions.** The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any Agent of the Corporation made, or threatened to be made, a party to any Third-Party Action by reason of the fact that he or she was an Agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding, including reasonable attorneys' fees, if the Agent:

- (a) Acted in good faith.
- (b) In a manner the Agent reasonably believed to be in the best interests of the Corporation.
- (c) In the case of a criminal proceeding, had no reasonable cause to believe the Agent's conduct was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Agent did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the Agent had reasonable cause to believe that the Agent's conduct was unlawful.

**Section VIII.04 Indemnification in Other Actions.** The Corporation may indemnify any Agent who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Corporation Law (as made applicable pursuant to Section 7238) regarding self-dealing transactions, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, against expenses actually and reasonably incurred by the Agent in connection with the defense or settlement of the action if the Agent acted:

- (a) In good faith.
- (b) In a manner the Agent believed to be in the best interests of the Corporation.
- (c) With such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

**Section VIII.05 Limitation on Indemnification in Other Actions.** No indemnification shall be made:

- (a) In respect of any claim, issue, or matter as to which the Agent has been adjudged to be liable to the Corporation in the performance of the Agent's duty to the



Corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

**Section VIII.06 Mandatory Indemnification.** The Corporation shall indemnify any Agent against expenses actually and reasonably incurred where the Agent has been successful on the merits in defense of any proceeding of these bylaws, or in defense of any claim, issues, or matter therein.

**Section VIII.07 Insurance.** The Corporation may purchase and maintain insurance to indemnify any Agent against any liability asserted against or incurred by an Agent in that capacity or arising out of the Agent's status as an Agent, whether or not the Corporation would have the power to indemnify the Agent against that liability under Section 5238 of the California Nonprofit Corporation Law; provided, however, that the Corporation shall have no power to purchase and maintain insurance to indemnify any Agent for a violation of Section 5233 of the California Nonprofit Corporation Law.

**Section VIII.08 Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it shall be determined ultimately that the Agent is entitled to be indemnified as authorized in this Article IX or under Section 5238 of the California Nonprofit Corporation Law (as made applicable pursuant to Section 7238).

## **ARTICLE IX GENERAL PROVISIONS**

**Section IX.01 Governing Authority.** These amended and restated bylaws of the Corporation supersede and replace any and all previous bylaws approved by the members or the Board of Directors.

**Section IX.02 Fiscal Year.** The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board.

**Section IX.03 Corporate Seal.** The corporate seal, if any, shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, Nonprofit Mutual Benefit Corporation, California." The seal may be used by causing it or a facsimile thereof

to be impressed or affixed or in any manner reproduced. Failure to affix the seal to corporate instruments shall not affect the validity of such instruments.

**Section IX.04 Books and Records.** The Corporation shall keep at the principal office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these bylaws as amended to date, all resolutions of the Board, and all minutes of meetings of the Board and committees thereof.

**Section IX.05 Annual Returns.** The Entire Board shall review the Corporation's annual filing with the Internal Revenue Service before it is filed.

**Section IX.06 Annual Report; Statements of Transactions and Indemnification.** The Board shall notify each member yearly of the member's right to receive a financial report pursuant to Section 8321 of the California Nonprofit Corporation Law. Except in any fiscal year that the Corporation receives less than ten thousand dollars (\$10,000) in gross revenues or receipts, upon written request of a member or director, the board shall promptly cause the most recent annual report to be sent to the requesting member or director. The annual report shall be prepared not later than 120 days after the close of the Corporation's fiscal year. If approved by a majority of the Board, the annual report and any accompanying material sent pursuant to this Section may be sent by electronic transmission by the Corporation. The report must be accompanied by either a report of an independent accountant or, if there is no such report, the certificate of Treasurer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall contain in appropriate detail the following:

- (a) A balance sheet as of the end of the fiscal year and an income statement and a statement of cash flows for that fiscal year.
- (b) A statement of the place where the names and addresses of the current members are located.
- (c) A statement describing any transaction during the previous fiscal year that involved more than fifty thousand dollars (\$50,000), or a series of transactions with the same person that in the aggregate involved more than fifty thousand dollars (\$50,000) and in which:
  - (i) The Corporation, its parent, or its subsidiary was a party; and
  - (ii) Any director or officer of the Corporation, its parent, or its subsidiary had a direct or indirect material financial interest (not including a mere common directorship).

The statement shall include:

- (i) The names of the directors or officers involved in such transactions;

- (ii) The person's relationship to the Corporation;
- (iii) The nature of the person's interest in the transaction; and
- (iv) Where practicable, the amount of such interest.

(b) A statement of the amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the Corporation pursuant to Section 7237 of the California Nonprofit Corporation Law.

**Section IX.07 Electronic Signatures.** Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

## **ARTICLE X AMENDMENTS**

### **Section X.01**

(a) The board may adopt, amend, or repeal bylaws by the affirmative vote of the Board except that:

(i) Such action may not materially and adversely affect the rights of the members as to voting and transfer without the approval of the members.

(ii) Where any corporate action requires a greater vote in these bylaws, any amendment or repeal of such provision must be approved by the same greater vote.

(iii) No amendment may extend the term of a director beyond that for which the director was elected.

(iv) Such action shall be authorized at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

(b) The members may adopt, amend, or repeal bylaws by the approval of the members.

## **ARTICLE XI NON-DISCRIMINATION**

**Section XI.01** In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture,

national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

**ARTICLE XII**  
**REFERENCE TO ARTICLES OF INCORPORATION**

**Section XII.01** References in these bylaws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically expected by these bylaws. In the event of a conflict between the Articles of Incorporation and these bylaws, the Articles of Incorporation shall govern.

*[SIGNATURE PAGE FOLLOWS]*

**CERTIFICATE OF SECRETARY  
OF  
CAMBRIA CHAMBER OF COMMERCE,  
A California Nonprofit Mutual Benefit Corporation**

The undersigned, Maira Arellano, hereby certifies that she is the duly elected and acting secretary of CAMBRIA CHAMBER OF COMMERCE, a California nonprofit mutual benefit corporation (the “**Corporation**”), and that the foregoing bylaws were adopted as the amended and restated bylaws of the corporation as of \_\_\_\_\_, 2024, and that the same do now constitute the bylaws of the Corporation.

**IN WITNESS WHEREOF**, the undersigned has executed this certificate on behalf of the Corporation as of this \_\_\_ day of \_\_\_\_\_, 2024.

CAMBRIA CHAMBER OF COMMERCE

By: \_\_\_\_\_

Name: Maira Arellano

Title: Secretary of Corporation