

**OLD TOWNE PRESERVATION ASSOCIATION
BY LAWS**

**ARTICLE I
NAME**

Section 1.

The name of this organization is the Old Towne Preservation Association.

**ARTICLE II
PURPOSE AND GENERAL POWERS**

Section 1.

The purpose of the Old Towne Preservation Association is to preserve and enhance the unique Old Towne area of the City of Orange, California through education, communication and community involvement.

Section 2.

The Old Towne Preservation Association shall not be organized for profit, and no part of the net income may be used for the benefit of any member or private individual.

Section 3.

The Old Towne Preservation Association shall operate in accordance with the Articles of Incorporation dated June 16, 1987.

**ARTICLE III
MEMBERSHIP**

Section 1.

Annual membership is open to any person who subscribes to the purpose of the Old Towne Preservation Association and who remits dues during the fiscal year. Each member listed shall have one vote at any membership meeting during the fiscal year for which such payment was made.

Section 2.

Other types of membership may be established by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1.

Manner of selection. The Board of Directors of the Association shall be elected at the Annual Meeting. The Directors shall consist of the Officers of the Association, the Past President and the Standing committee Chairpersons. A nominating Committee shall make a slate of nominees for election to the Board of Directors. The slate of nominees will be presented to the membership at the Annual Meeting.

Section 2.

Election of Officers. At the conclusion of the Annual Meeting, the Directors shall meet to elect the Officers of the Association for the ensuing year. Directors shall take office at the next meeting of the Board.

Section 3.

Qualifications. No person shall be elected or appointed unless that person is a voting member.

Section 4.

Vacancies. Any vacancy occurring on the Board may be filled until the next election by appointment by a majority vote of the remaining members of the Board.

Section 5.

Powers and Duties. The Board, as representatives of the general membership, shall have full charge of the property, business and affairs of the Association, with full power and authority to conduct same. It shall plan and direct the work necessary to carry out the aims of the organization. The Board shall create and designate such special advisory positions and committees as it may deem necessary. The Directors shall use their best efforts to carry out, in good faith, the Purpose and General Powers of the Association.

Section 6.

Meetings. There shall be a minimum of six (6) meetings of the Board annually. The President may call special meetings of the Board at any time, or shall call a special meeting upon the written request of five members of the Board. A majority of Board members shall constitute a quorum.

Section 7.

Conflicts of Interest: Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall: fully disclose the nature of the interest; and 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 OTPA to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE V OFFICERS

Section 1.

Enumeration and Tenure. The Officers of the Association shall be a President, an Executive Vice-President, a Treasurer and a Recording Secretary. An officer may be re-elected for an additional term or terms.

Section 2.

The President (a) shall preside at all meetings of the Association and of the Board; (b) may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes; (c) shall be ex-officio, a member of all committees, except the Nominating Committee; (d) shall have the usual powers of supervision and management as may pertain to the office of the President; and, (e) perform other duties as may be designated by the Board.

Section 3.

The Executive Vice President shall, in the absence of the President, possess all the powers and perform all the duties of that office.

Section 4.

The Treasurer shall, (1) receive all monies collected; (b) be custodial of the monies and deposit them in a bank designated by the Board, and disburse same only on order of the Board; (c) present statements to the Board at the regular meetings; and present an annual report to the membership; and, (d) maintain all government records as required.

Section 5.

The Recording Secretary shall keep the minutes of the meeting of the Board and of the Annual Business Meeting.

**ARTICLE VI
ORGANIZATIONAL COMMITTEES**

Section 1.

Manner of Selection. Organizational Committee Chairpersons shall be selected from the Board of Directors. These Chairpersons shall appoint co-chairpersons and committee members.

**ARTICLE VII
FINANCIAL ADMINISTRATION**

Section 1.

Fiscal Year. The fiscal year shall be the calendar year.

Section 2.

Dues. Annual membership dues shall be kept current. The amount of dues shall be established by the Board.

~~Section 3.~~

~~Budget. The budget for the ensuing year shall be submitted by the Board at the Annual Business Meeting, for adoption by the membership.~~

Section 3.

Budget. The Board will convene in January of each year, at a time prior to the Annual Business meeting, to consider a budget for the ensuing year. The budget will be proposed by the various committee chairs. Adoption of the budget recommendation will be based on a vote of the majority of Board members present.

~~Section 4~~

~~Budget Committee. A Budget Committee shall be appointed by the Board at least three months prior to the Annual Meeting. The budget, as proposed by the Board, shall be available at the Annual Meeting.~~

Section 4.

Budget Approval. The budget will be presented to the general membership for approval at the Annual Business Meeting. A copy of the current budget will be available to any member of the association in good standing upon request to any Officer of the Board.

**ARTICLE VIII
MEMBERSHIP MEETINGS**

Section 1.

There shall be at least four (4) meetings of the general membership each year. Time and place shall be determined by the Board.

Section 2.

Annual Business Meeting. An Annual Business Meeting shall be held in January and this meeting shall:

- a) elect a Board of Directors,
- b) adopt an adequate budget,
- c) transact such other business as may properly come before it.

**ARTICLE IX
NOMINATIONS AND ELECTIONS**

Section 1.

Nominating Committee. The Nominating Committee shall consist of three (3) members, appointed by the Board, not later than ~~November~~ September. The Chairperson and one member shall be from the Board. One member shall be from the general membership.

Section 2.

Report of the Nominating Committee. ~~and Nomination from the floor.~~ The report of the Nominating Committee for nominations for election to the Board of directors shall be sent to all voting members one month before the date of the Annual Meeting. The slate of nominees shall be recommended to the membership. ~~Immediately following the presentation of the Nominating Committee, nominations may be made from the floor by any voting member, providing the consent of the nominee has been secured in advance.~~

Section 3.

Elections. The election shall be by ballot. A majority vote by those present and qualified to vote shall constitute an election. Absentee or proxy voting shall not be permitted. ~~If there are no nominations from the floor,~~ a unanimous ballot is acceptable.

**ARTICLE X
PARLIAMENTARY AUTHORITY**

Section 1.

Parliamentary Authority. The rules contained in Roberts Rules of Order Revised shall govern the organization in all cases to which they are applicable and which are not inconsistent with these Bylaws.

**ARTICLE XI
AMENDMENTS**

Section 1.

Revision or Amendment. Revision or amendment to these Bylaws shall be made by a committee as appointed by the Board of Directors. Recommendations to revise or amend the Bylaws shall be made by the Board of Directors, prior to submission to the membership.

Section 2.

These Bylaws may be amended by a two-thirds vote of the voting members present at any membership meeting providing that the amendments were submitted to the membership at least one month in advance of the meeting.

Submitted for Revision
Bylaws Committee

12/2/2016

Patrick McDermott – Member at Large

Prior Revision (01/23/2016)

Bob Hitchcock – Member at Large; Chapman University Liason

Tony Trabucco – Vice President

11/30/2015

Prior Revisions (7/10/97)

Jim Owens

Fred Gillett

Betty Murrill, Chairperson