

OLD TOWNE ORANGE, CA 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.

The purpose of the Old Towne Preservation Association is to protect, preserve and enhance the historic character of the Old Towne area and other properties which OTPA deems of historic significance 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, **unless by a majority vote of the board.**

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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 membership listed shall have one vote at any membership meeting.

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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 propose** 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.

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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.

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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 Old Towne Preservation Association 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** a Vice-President, a Treasurer and a **Recording** Secretary. An officer may be re-elected for an additional term or terms.

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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, **and prepare the annual income/expense budget.**

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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

The Treasurer shall, (1) receive all monies collected; (2) be custodian of the monies and deposit them in a bank(s) designated by the Board, and disburse same only on order of the Board, except the Treasurer may make any disbursement so long as the disbursement to any payee does not exceed \$1000; (3) present statements to the Board at the regular meetings; (4) present an annual report summary to the membership and, (5) 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.

The Secretary shall keep the minutes of the meeting of the Board and of the Annual Meeting, and archive the Association's documents, correspondence and other records along with an electronic format on the OTPA website.

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 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.....

Budget. The Vice President shall prepare and submit the following year's income and expense budget to the board for approval at its November meeting, and present summary highlights for approval at the Annual meeting. Adoption of the budget recommendation will be based on a vote of the majority of Board members present.

ARTICLE VIII MEMBERSHIP MEETINGS

Section 1.

There shall be at least four (4) **special events and/or** meetings of the general membership each year. Time, **program nature** and place shall be determined by the Board.

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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 **October September**. The Chairperson and one member shall be from the Board. One member shall be from the general membership.

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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 presented for approval to the Board at its November meeting, and shall be posted online and sent by email** to all voting members one month before the date of the Annual Meeting. The slate of nominees shall be recommended to the membership **for approval. 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.**

Report of the Nominating Committee. The report of the Nominating Committee for nominations for election to the Board of directors shall be presented for approval to the Board at its November meeting, and shall be posted online and sent by email to all voting members 30 days before the date of the Annual Meeting in January. The slate of nominees shall be recommended to the membership for approval.

Section 3.

Elections. The election shall be by **voice vote ballot**. A majority vote by those present and qualified to vote shall constitute an election. Absentee or proxy voting shall not be permitted. ~~[Delete the following sentence to be in sync with the prior paragraph] If there are no nominations from the floor, a unanimous ballot is acceptable.~~

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ARTICLE X PARLIAMENTARY AUTHORITY

Section 1.

Parliamentary Authority. The rules contained in Robert's 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.

ARTICLE XII

Section 1.

Should any one part of these Bylaws be construed to be illegal and/or unenforceable, such section shall be severable from the rest of these Bylaws. The remainder of the Bylaws shall be given full force and effect insofar as such is practicable.

Submitted for Revision by
2020 Board of Directors:
Sandy Quinn, President
Tony Trabucco, Vice President
Ted Albert, Treasurer
Diana Zdenek, Recording Secretary
Vickie Laughlin, Community Involvement Chair
Adam Feliz, Preservation Chair
Guy Hinrichs, Special Events/Meetings Chair

Prior Revision (08/29/16)
Patrick McDermott – Member at Large

Prior Revision (01/23/2016)
Bob Hitchcock – Member at Large; Chapman University Liaison
Tony Trabucco – Vice President