

BY-LAWS OF THE ORINDA ASSOCIATION
(As amended January 1, 2018)

Purpose

The Orinda Association (hereafter "Association") is a non-profit corporation dedicated to maintaining and improving the quality of life in Orinda, encouraging awareness, dialogue, and discussion among Orinda residents on issues of importance to the community, ~~providing liaisons between The Association membership and agencies,~~ and mobilizing volunteer efforts enhancing the beauty, maintaining the character, and improving the security of Orinda, and operating under Section 501 (c) (3) of the Internal Revenue Code.

II
MEMBERS AND DUES

A. There shall be 4 categories of membership in the Association:

1. ~~Family General~~
2. Senior
3. ~~Silver Membership Business~~
4. ~~Gold Membership Non-profit organization~~

B. Any person, business or non-profit organization eligible for membership may become a member by the payment of an annual membership fee in such an amount as may be established by the Board of Directors. The Board may establish different membership fees for different categories.

C. The fiscal year for a member begins upon payment of dues.

III
DIRECTORS

A. The Board of Directors of the Association shall consist of a minimum of seven (7) members thereof, elected by the Board as hereinafter set forth.

B. ~~Residents and non-residents~~ of Orinda are eligible to serve on the Board, ~~provided that a majority of the board shall be Orinda residents. and, for the purpose of giving adequate representation on the Board of Directors to all geographical areas within the City of Orinda, the Board of Directors has divided Orinda into nine (9) districts, and shall endeavor to recruit and elect Board members from each of the districts.~~

Election

- C. ~~Except as may be provided herein the contrary,~~ **New** directors shall be nominated and elected **by the Board by a majority vote. Directors shall serve for a minimum term of two years. Directors may serve for as many years as they desire, subject to paragraphs (D) and (E) below.** ~~for staggered regular terms of three years (so that the regular terms of one third shall expire each calendar year.).~~
- D. **Board members are expected to make good faith efforts to attend all board meetings. However, unforeseen circumstances arise, and thus Board members are encouraged to advise the President in advance if they are unable to attend meetings. Board members must attend a minimum of eight meetings (or two thirds of the meetings) in a calendar year to remain on the Board. This provision will be enforced by the President in his or her discretion.** ~~Board members shall advise the President if they choose to resign from the board. Board. Not later than January 10 of each year, the Board shall solicit~~ **expire at the close of the current year. nominations of at least one member of the Association for each directorship, which will**
- E. ~~Nominations may be filed with the Secretary thereof until a motion is made to close nominations at the regular February meeting of the Board of Directors.~~
- F. ~~The names of all persons nominated shall be furnished to the Secretary of the Corporation, who shall proceed to cause the names of all persons properly nominated to be included in an election as directed by the Board pursuant to paragraph G through J hereof.~~
- G. ~~In any case, where more than one person has been nominated for a single directorship, the Board shall conduct an election. The election shall take place at the February Board Meeting.~~
- H. ~~The candidate who receives the greatest number of votes of all candidates nominated for a single directorship shall be declared elected a director for a term commencing March 1, and until the selection of his/her successor. In the event of a tie vote, a vote of a majority of the Board at the election meeting, a regular meeting or a special meeting called for that purpose should determine the winner.~~
- I. ~~The Board from among the eligible members of the Association shall fill any vacancy occurring on the Board of Directors, and any director so selected shall hold office for the remainder of the calendar year in which he/she is elected.~~
- J. ~~In the event a director moves his residence out of Orinda a new director shall be elected to serve the remainder of the term at the next regular meeting.~~
- K. ~~A director may be elected to serve two consecutive full terms. A director appointed or elected to fill an unexposed term may be nominated for an additional two terms.~~
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~~L. The failure of any Board Member to attend two (2) consecutive Board Meetings or to attend at least nine (9) Meetings each calendar year shall constitute the Director's resignation from the Board.~~

Powers and Duties

M. The Board of Directors of the Association shall have the following powers and duties:

1. All ordinary corporate powers except as herein specifically limited.
2. To call special meetings of the directors or the members.
3. To appoint and remove all officers and employees of the Association. A 2/3 majority of the vote of the Board is required.
4. To keep or cause to be kept complete records of all proceedings of the Association and of the members.
5. To keep or cause to be kept complete financial records relative to all Association affairs.
6. To supervise all officers and employees of the Association.
7. To appoint, maintain and supervise all committees of the Association.
8. To speak in the name of the Association on any matter properly within the purpose of the Association.
9. To publicize the activities of the Association.

IV OFFICERS

- A. The officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors from time to time may determine. All officers must be members of the Association and the four primary officers above named must be members of the Board of Directors.
- B. **The Board shall elect its Officers at its December meeting each year. All Officers shall have a term of one year. If any Officer resigns his or her position during the calendar year, the Board shall vote to replace that Officer at its next regularly-scheduled meeting, or as soon as is practical.**
- C. ~~After the election of the Board of Directors is held in the month of February, the new Board shall be empowered to hold a meeting for the purpose of electing officers for the forthcoming year at or before the regular meeting in March. The immediate past president shall conduct the meeting until a new president is elected. All officers shall have a term of one calendar year. The term of each officer extends until a~~

~~successor takes office. Officers are eligible to succeed themselves once by re-election.~~

D. Each of the officers shall have the authority and the duties customarily associated with his/her office, together with such other authority and duties as shall be delegated to or placed upon him/her by the Board of Directors. Without limiting the generality of the foregoing:

1. The President shall preside over all meetings of the members and Directors; shall sign all contracts and other instruments which have been first approved by the Board; may call special meetings of the members or the Board, and, subject to the will of the directors, shall generally direct the affairs of the Association.
2. The Vice President shall have the powers delegated by the President or the Board, and in the absence or inability or refusal for the president to act, shall exercise all authority and perform all duties granted to the President by law or by these By-Laws.
3. The Secretary shall keep a record of all proceedings of the directors and of the members; shall serve all notices required by law, or by these By-Laws; and shall maintain the records of membership in the Association.
4. The Treasurer, **with assistance from the OA Staff**, shall ~~serve as the chairperson of the Finance committee,~~ keep complete financial records of the affairs of the Association, shall **regularly report to the Board on the financial condition of the Association, shall manage all funds of the Association, shall retain a CPA or other professional to prepare tax returns, and generally assist the Board on any financial matters of the Association.** ~~prepare and submit an annual budget and regular statement on the financial condition of the Association and shall receive and deposit in such bank or banks as the Board may direct all of the funds of the Association subject to withdrawal upon the signature or signatures of such officer or officers as the Board shall designate.~~

E. Vacancies in the ranks of officers shall be filled by appointment by the Board of Directors. In the absence, inability, or refusal of any officer to perform the functions of his/her office, the Board of Directors shall nominate and elect a successor to that office as soon as it is practical.

V
RECORDS

- A. The records of this corporation shall consist of its Articles of Incorporation, these By-Laws, complete minutes of all meetings of the members and directors, a roll of the members, statements reflecting the financial affairs of the corporation, and such other records as may be designated from time to time by the Board.
- B. All records shall be open to the inspection of any member of the Association at any and all reasonable times.

VI
MEETINGS

A. Meetings of the members.

- 1. Meetings of the members may be called by the Board of Directors, by the President or by the written request of at least twenty-five members. Notice of the time and place of any special meetings shall be published or mailed to members at least five days prior to the meeting. The notice of any special meeting shall contain a statement of the purposes of the meeting and the matters to be considered thereat, and the Board, President, or members shall have no authority to act on any matter not referred to in the notice.
- 2. Presence in person of one-third of the members of the Association shall constitute a quorum for the purpose of any meeting of the members, and, in the absence of a quorum, the meeting shall have no authority except to adjourn from day to day or until such time as may be deemed proper by the members present. Notice of the meeting shall be published in the Orinda News.

B. Meetings of the Directors.

- 1. Regular meetings of the Board of Directors shall be held without notice on the second Monday of each calendar month, at 7:30 p.m. or at such other time and place as may be selected by the Board at a regular or special meeting thereof. Meetings of the Board shall be open to all members, and, at the discretion of the Board, to members of the public.
- 2. Special meetings of the Board shall be held on the call of the President or any three directors. Notice of any special meeting shall be given to each director by telephone or mail at least three days prior to the date set for the meeting.
- 3. A majority of the members of the Board shall constitute a quorum for

the purpose of any directors' meeting and, if less than a quorum is present, the meeting shall have authority only to adjourn from day to day or until such time as the directors may deem proper.

VII COMMITTEES

- A. **There shall be two Standing Committees: Membership and Events. The Board may also appoint Ad Hoc Committees from time to time as it may deem necessary or appropriate.**

~~There shall be 2 types of committees: Standing Committees and Ad Hoc Committees. The duties of the Standing Committees are outlined in Paragraph E of this section. The Board may appoint Ad Hoc committees as from time to time it may deem necessary or advisable, and may delegate to any such committee such authority as in the opinion of the Board is appropriate and adequate to enable the committee to perform the functions directed.~~

- B. **The Membership Committee shall be responsible for encouraging the expansion of membership in the Association. There shall be at least one Board member that participates in the work of the Committee.**

~~Only the Board of Directors, or persons specially designated by the Board, shall speak for the Association on matters of public interest; except that when time or other circumstances prevent action by the Board, the Committee may advise the public agencies and others of the Committee's position, making it clear that the Board of the Association has not acted. Nothing herein shall restrict the right of any member, committee member, or Director of the Association, acting solely on his or her own behalf, to express his or her own views on any issue to any public agency or other person or body.~~

- C. **The Events Committee shall be responsible for planning, organizing and otherwise producing the Fourth of July parade and celebration in Orinda, the Volunteer of the Year/William Penn Mott, Jr. Awards dinner, and any other event of which the Association is a sponsor or significant beneficiary. At least one Board member shall participate in the work of the Committee.**

~~All ad hoc committees, regardless of the date of their appointment, shall terminate on April 1 of each calendar year, unless otherwise provided by the Board.~~

- D. ~~The chair of each standing committee shall be a Board member. The chair of each Ad Hoc Committee shall be appointed by the President subject to the approval of the Board. The President shall be an ex-officio member of each committee.~~

~~Ad Hoc Committee chairs may be removed, for any reason, upon recommendation of the President and the vote of a majority of the Board of Directors.~~

~~E. There shall be 6 standing committees of the Association. The chair of each committee shall be a member of the Board and each committee is entitled to one vote on the Board. The standing committees are as follows:-~~

- ~~1. The Orinda Volunteer Center Advisory Committee: This committee shall advise the Board and the staff on the operation of the Orinda Volunteer Center and provide guidance of the purpose and direction of the Volunteer Center's activities.-~~
- ~~2. Neighborhood Liaison Committee: This committee shall work closely with each of the neighborhood associations and/or residents for the purposes of promoting activities of interest to the neighborhoods including but not limited to crime prevention and public safety, promotion of Neighborhood Watch Program and Disaster Preparedness Program.-~~
- ~~3. Membership Committee: This committee shall be responsible for encouraging the expansion of membership in the Association.-~~
- ~~4. External Relations Committee: This committee shall liaison with the City of Orinda, Orinda School Boards, and any other government or public agency designated by the Board to promote the Association and causes important to Orinda.-~~
- ~~5. Events Committee: This committee shall plan, organize, and produce the annual Orinda Fourth of July parade and celebration, the annual Volunteer of the Year recognition dinner and any other such events as the Board deems appropriate.~~
- ~~6. Finance Committee: This committee shall oversee the finances of the Association, research available funding resources, solicit funds for Association activities via sponsorships and grant requests, and evaluate funding requests made to the Board of Directors for community projects.~~

~~F. The number of Ad Hoc committees of the Association shall be determined by the Board. The chair of each committee shall be a member of the Board or a member of the Association appointed by the President with concurrence from the Board. The Ad Hoc committee(s) are not entitled to a vote on the Board. The Ad Hoc committees may include:-~~

- ~~1. Publication Committee: This committee shall oversee the publication of an Orinda newspaper by the Association for the primary purpose of informing the Orinda community on topics of interest, and publicizing the activities of the Association, its members, and the Orinda community.-~~
- ~~2. Tree Planting/Landscaping Committee: This committee shall develop,-~~

~~coordinate, and and implement a tree planting and beautification program throughout Orinda.~~

~~G. The foregoing standing committees may appoint subcommittees and delegate thereto authority relative to the duties of the committee.—~~

~~H. The Board may fund any or all of these committees by annual assessments to the members, by allocating a portion of annual membership fees or otherwise. Committee requests for funding should be made in writing to the Board of Directors.—~~

~~I. There shall be assigned each year liaison responsibilities for Board members, or members of the Association recommended by the External Relations Committee and/or the President and approved by the Board, to attend various community agency meetings so as to identify and provide discussion of issues of importance to the citizens of Orinda. These liaisons will be monitored and coordinated by the External Relations Committee. Liaisons may be established with the following: City Council, School Board, Police Dept., Fire Dept., Parks & Recreation Commission, Planning Commission, Chamber of Commerce, Mayor's office, and others as needed.—~~

VIII PARLIAMETARY AUTHORITY

Roberts Rules of Order shall be the authority for following rules and procedures not covered by these By-Laws or other rules and procedures the Association may adopt.

IX AMENDMENTS

A. These By-Laws, or any part thereof, may be adopted, amended or repealed:

1. By the vote of written assent of a majority of the members; or
2. By the vote of the majority of those present at a meeting of the members; or
3. By affirmative vote of two-thirds of the Board of Directors; provided that amendment by this method shall not take effect until:
 - a. The substance of the amendment shall have been published or mailed to members of the Association, reasonable means have been provided for members to examine the full text of the amendments and to mail or otherwise indicate to the Board approval or disapproval of the amendment, within such reasonable time limit as shall be established by the Board, and
 - b. A majority of the members responding signify their approval of the amendment.

X
DISSOLUTION

In the event of the dissolution of the Association, the Board, at the date of such dissolution, shall have the power and authority, subject only to contractual restriction, to contribute all remaining assets of the corporation to such charitable or public enterprise as the Board, in its sole discretion, may see fit.

As Amended on or about January 1, 2018

Cindy Powell,
President

CERTIFICATE OF SECRETARY

1. That I am the duly elected and acting secretary of The ORINDA ASSOCIATION, an incorporated association; and
2. That the foregoing By-Laws constitute the amended By-Laws of said association as duly adopted pursuant to the unanimous vote of the Board and by a majority of members responding to notice duly made pursuant to Article IX(A)(3).

Executed this _____

Secretary

~~Comment About Elections and Appointments: Before a prospective Board member goes through the process of election or appointment he/she must receive a copy and read in full these By-laws and ask any questions or express any concerns beforehand. Especially in the event of resignation, he/she is to remain a member of the Board until he/she or the Board finds a replacement.~~