

APPROVED: 30 August 2010

Amendment 1: 26 October 2011

Amendment 2: 24 September 2014

**Bylaws of the
Old Orcutt Merchants Association**

Orcutt, Calif. 93455

Article 1: General

Section 1. Name

The name of this organization will be Old Orcutt Merchants Association.

Section 2. Purpose

The purpose of this organization is to promote and improve the business environment in **Old Orcutt**.

Section 3. Eligibility Based on Territory

Businesses and professionals with offices within the postal zip code 93455.

Businesses outside this district are eligible for a sponsoring membership.

Article II: Membership

Section 1: Types of Membership

All Memberships have an anniversary of October 1st, a multiyear option can be offered by the Board of Directors, renewable on October 1st of each year

Full Membership: Option available to active businesses. Voting rights, hold office, and all OLD ORCUTT MERCHANTS ASSOCIATION membership feature benefits including online presence, advertising, free participation in OLD ORCUTT MERCHANTS ASSOCIATION promotional programs, and public relations opportunities.

Sponsoring Membership: No voting rights, cannot hold office, select OLD ORCUTT MERCHANTS ASSOCIATION membership feature benefits including online presence, free participation in OLD ORCUTT MERCHANTS ASSOCIATION promotional programs, and public relations opportunities.

Select Complimentary Membership: Complimentary memberships are at the discretion of the membership. Complimentary members are subject to these bylaws. No voting rights, cannot hold office, limited online presence or public relations opportunities.

Section 2: Dues

The amount of membership dues will be set by recommendation of the officers and a vote of the general membership for Full and Sponsoring Memberships. Select Complimentary Memberships have no member dues.

Section 3. Billing

Memberships

have an anniversary of October 1st, a multiyear option can be offered by the Board of Directors, renewable on October 1st of each year

Dues are billed annually, due 30 days from the billing date for Full and Sponsoring Memberships.

Section 4. Multiple Locations and Multiple Businesses

Members with multiple businesses or locations, may include additional businesses and locations in the directory of members, but have one vote per paid Membership.

Section 5. Member Suspension and Expulsion

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Any member may be suspended or expelled at a general meeting of the association, upon recommendation of the officers, for reasons they deem good and proper by a $\frac{3}{4}$ vote of the quorum present. Before any member is expelled, written notice of the charges against them and of the time and place of the meeting of the officers, at which the same are to be considered, will be mailed to them. The notice will be sent to the address as it appears in the records of the association at least ten (10) days before each meeting. The member will be given an opportunity to respond to such charges.

Section 6. Vision, Etiquette, and Standards

In order to support a creative, positive, welcoming environment that focuses on Old Orcutt Merchants Association mission statement and goals, Old Orcutt Merchants Association membership carries a high standard of professionalism, mutual consideration and courtesy, community, and fairness. Old Orcutt Merchants Association meetings, committees, communications, and events support a safe environment where no person will feel oppressed, alienated, bullied, excluded, humiliated, de-energized, or belittled by any other person. Old Orcutt Merchants Association members listen actively and maintain an honest respect for each others' ideas, perspectives, and contributions, and express concerns, responses, compliments, and questions to member(s) directly and in a kind manner to create an atmosphere of mutual support and benefit.

Article III: Officers

Section 1. Officers

The officers of the association will be a president, vice president, secretary, treasurer, and past president. (an acting past president will be elected as part of the initial board)

Section 2. Terms

Each officer will serve, without compensation, for a term of one year beginning on the day after the August election. No elected officer may succeed himself or herself for more than two terms.

Section 3. Election of Officers

Nominating Committee: A nominating committee of three (3) full members will be appointed by the president at least thirty (30) days prior to August 30th. The committee shall include the name of the current vice president as a nominee for president. Following the report of the nominating committee at the August meeting, an opportunity will be given for nominations from the floor. All officer candidates must be full members in good standing with dues current and paid in full and with active businesses. The officers will be chosen by a majority of members throughout the month of September. Officers will be elected for a period of one (1) year. Election of officers will be by secret ballot unless all positions are not contested. New Officers will be announced at the August Old Orcutt Merchants Association meeting.

New Officers terms will begin one day after August meeting.

Section 4. Officer Voting

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Member votes can be mailed anonymously to the Old Orcutt Merchants

Association, delivered in person or e-mailed to the current Old Orcutt Merchants Association president. The president will hold all delivered or email votes in confidence.

Section 5. Duties of Officers

1. President: The president will preside over meetings. The president will sign the records thereof and further duties as will be required of her or him by the membership. The president will have the authority to appoint such special committees as deemed necessary.

2. Vice President: The vice president shall perform all the duties of the president in case of absence of the president until the office of president is filled by an election.

The vice president will have the authority to appoint such special committees as deemed necessary. The vice president will serve as membership chair, which includes the duties of recruiting new members, encouraging current members to renew, addressing member feedback, questions, and concerns, and following up on past due membership fees.

3. Secretary: The secretary will keep the minutes of all general membership meetings, distribute them to all members in a timely fashion, and keep meeting minutes on record. The secretary will keep a copy of the association bylaws both on-paper and in a universally accepted and accessible software medium in digital form.

4. Treasurer: The treasurer will receive and be in charge of all monies and securities and will disburse and otherwise deal with the same as ordered by the officers. The treasurer will hold to a standard of responsiveness to the membership. The treasurer will keep accurate account of all monies received and disbursed and shall generally perform such duties as may be required by the membership.

5. Immediate Past President: The position shall be held by the president of the prior year. The immediate past president will advise the officers and will have one vote on all issues that require a vote.

6. Vacated Offices: In the case that both president and vice president are absent or unable to perform their duties, the officers may appoint a president pro temp.

7. Signing Authority: All officers will have signing authority on behalf of Old Orcutt Merchants Association and for financial accounts, unless an officer is precluded from doing so by conflict of interest, business constraints, and conditions. For single expenditures over \$500.00 two (2) signers will be required.

8. Post Office Box Key: The secretary and president will each be in possession of one post office box key.

9. Expiration of Term of Office: On the expiration of term of office, the officers will turn over all moneys, access to moneys, records, and property of the association. Upon expiration of terms, new signature cards and necessary authorities will be obtained.

Section 6. Vacancies

Officer vacancies may exist in the event of death, resignation, or expulsion. In case a position can not be filled at a normal election it is also considered a vacancy. The remaining officers may, by vote of the majority of their number, fill any

vacancy in an office, from the full membership roster, for the unexpired term. In filling a vacancy the two term limit is waived until the next election
Section 7. Board of Directors

The Board of Directors will consist of the officers plus directors at large. The board will have a minimum of seven members and a maximum of twelve members.

Article IV: Meetings

Section 1. General Membership Meetings

General membership meetings will be held the fourth week of each month, The Board of Directors can change the meeting date and time but must hold a meeting each month except the November/December meeting maybe combined. Each meeting will last no longer than one hour. These meetings are the time when the members are encouraged to give input and opinions to the officers on upcoming issues.

Section 2. Meeting Etiquette and Standards

To encourage meeting participation and efficiency, OLD ORCUTT MERCHANTS ASSOCIATION members are completely present and engaged in meetings, including respecting each speaker, avoiding side conversations, and silencing electronic devices.

Section 3. Quorum

Articles requiring a vote will be satisfied by a 2/3 affirmative vote by members present at a general membership meeting, which constitutes a quorum.

Section 4. Voting by Members

At any meeting of the members, each establishment shall be entitled to one vote either in person or in written form. In the case of businesses with multiple locations or owners with multiple businesses, one vote is allowed per membership dues paid. The membership may decide to open voting to all eligible members, present or not, with open voting for a period of 7 consecutive days after an issue is considered at the general meeting.

Section 5: Officers

The officers will meet and communicate as needed involving general business of the association. Officers may bring issues to the general membership for vote at their discretion, provided the majority of officers agree. Event chairs may be asked to give reports at these meetings at the discretion of the president who sets the agendas for officer meetings.

Section 6: Optional Meetings

The president may set optional membership meetings for ideas and brainstorming. The president will set the date, time, place, and agenda for any optional meetings.

Article V: Committees

Section 1: Appointment

The president may appoint a committee chair for promotions, government relations, membership, advertising, bylaws, and as needed.

Section 2: Progress Reporting

Member committees can form as needed. Committees will provide reports to the membership regularly or at the discretion of the president.

Section 3: Budgeting

Each committee is responsible for setting up a budget for each OLD ORCUTT MERCHANTS ASSOCIATION project or event as needed.

Section 4: County of Santa Barbara Event Permit Process

Each committee is responsible for completing and respecting the County of Santa Barbara event permit process.

Article VI: Events, Features, and Sponsorships

Article VII: Parliamentary Authority

The rules contained in the latest edition of *Roberts Rules of Order Revised* shall govern the association.

Article VIII: Amendments

Amendments may be made to these bylaws by presenting said amendment in writing at any general meeting of the association, but no action shall be taken thereon until the next general meeting. It shall require a 2/3 vote of the quorum present to adopt an amendment. Voting on bylaw amendments will be open to all eligible members, present or not, by opening voting for a period of 7 consecutive days after an amendment is considered at the general meeting.

Article IX: Endorsements

Old Orcutt Merchants Association will not endorse any candidates or issues on the ballot.

Article X: Reading of the Bylaws

These bylaws shall be reviewed by a bylaws committee, appointed by the president and reviewed by the general membership each year.

Copies of the bylaws will be distributed to each member and are available through the Old Orcutt Merchants Association secretary as needed. Old Orcutt Merchants Association bylaws will be posted on the Old Orcutt Merchants Association website.

Article XI: Donations

Any member seeking a donation of funds of the association for any purpose shall first submit the request to the officers, either in person or by letter.

Amendment 1 Add:

Article XII: Dissolution

Upon dissolution of the Old Orcutt Merchants Association, any remaining assets will be donated to a charitable or educational organization and will not be provided for any other purpose to any other organization. In all cases the state laws of California will govern the transaction.