

BYLAWS OF ORANGE COUNTY ESCROW ASSOCIATION

ARTICLE I NAME, LOCATION AND OBJECTIVE

Section 1: NAME

- a) The name of this Association shall be: ORANGE COUNTY ESCROW ASSOCIATION, a non-profit California Corporation, and hereinafter referred to as the “Association” or “OCEA”.

Section 2: LOCATION

- a) The Association shall provide a common meeting place open to all escrow people.

Section 3: OBJECTIVES

- a) The Association is established to promote the education of its membership and to encourage a closer relationship between members of the escrow profession.
- b) The Association shall maintain ethics and promote the dignity of the Escrow Practitioner in accordance with the Code of Ethics adopted by the California Escrow Association.
- c) The Association shall foster to its membership such ethics as shall best promote the stature of the escrow profession in the opinion of the general public.
- d) The Association shall maintain membership in the California Escrow Association, hereinafter referred to as “CEA”.

ARTICLE II MEMBERSHIP AND VOTING

Section 1: QUALIFICATION OF MEMBERSHIP

- a) **INDIVIDUAL ACTIVE MEMBERSHIP:** An Individual Active Members shall be a person in the escrow profession and/or any escrow related field as accepted by the Regional Association Board of Directors, and such membership is not transferable. An Individual Active Member shall be entitled to vote for new members of the Board of Directors at such time as the elections are held for said office.

- b) **INDIVIDUAL ASSOCIATE MEMBERSHIP:** An Individual Associate Member shall be a person in allied fields not engaged in the practice of escrow and as accepted by the Regional Association Board of Directors. Such membership is not transferable. An Individual Associate Member is a non-voting member of CEA and is not a member of AEA. An Associate Member shall not be entitled to hold office or vote in Regional General Elections, but may serve on any committee.
- c) **INTERN MEMBERSHIP:** An individual Intern Membership may hold Intern Membership be granted to an individual only (1) one time period for a period not to exceed two (2) consecutive years, and is only will be available to an any individual who participates in the escrow or settlement process as a secretary, assistant or any other clerical position and/or entry level position. Such membership is not transferable. This class of membership is not available to a previous CEA member, an escrow officer, or any other person in a management or supervisory position. An Intern Member is a non-voting Member of the Association and CEA and is not a member of AEA. An Intern Member shall not be entitled to serve on the Board of Directors of the Association, but may serve on any committee.
- d) **REGIONAL ONLY MEMBERSHIP:** Any individual may hold Regional Only Membership, provided said member is currently a member of the California Escrow Association through membership in another Regional Association. Said member shall not be entitled to vote or serve on the OCEA Board of Directors.
- e) **REGIONAL PAST PRESIDENTS:** All Regional Past Presidents shall be lifetime honorary OCEA members and shall be exempt from payment of the Regional portion of the dues.
- f) **INACTIVE MEMBERSHIP:** An Inactive Member shall be any Individual Active Member who is no longer engaged in the escrow profession, either permanently or temporarily. An Inactive Member shall not be entitled to vote nor serve on the OCEA Board of Directors, but may serve on any special committee or committees. If said Member holds a CEA Professional Designation, upon request to be transferred to inactive status, said member will continue to hold said designation, so long as the requirements for Inactive Status continuing education requirements and payment of dues are met.
- g) Membership in any classification rests upon the approval of the Membership Committee and the affirmative vote of the majority of the Board of Directors approving applicant.
- h) Term of membership shall be for the calendar year, or balance thereof, for which the proper dues have been paid.

- i) After acceptance into membership, any member may maintain membership by payment of annual dues as assessed, provided they continue to meet membership requirements.
- j) The membership for any renewing member shall lapse if dues are not paid by February 1 of the current year. Should the individual wish to reinstate membership during the current year, the following requirements must be met:
 - i. Pay current year's dues owing plus penalties
 - ii. Meet all other membership requirements
- k) In the event any individual fails to reinstate in the current year, that individual must process an application as a new member.

Section 2: **REGULATION OF MEMBERSHIP**

- a) The Board of Directors shall be empowered to set the amount of the annual dues for all membership categories.
- b) The rejection of any application for membership by the committee shall be subject to the final ruling of the Board of Directors.
- c) Any member whose dues remain unpaid after February 1 of any calendar year shall be dropped from the membership of the Association.
- d) The Membership Committee shall process all applications for the new members and the reinstatement of old members, and shall have advisory capabilities necessary to assist the Board of Directors in governing the membership of the Association.
- e) Pursuant to Article Four of the Articles of Incorporation, the members of this organization shall have no property rights or interest in the assets of this corporation, and all moneys or other property received, whether by way of dues, initiation fees, contributions, or otherwise, shall be expended for the upkeep and advancement of the purpose of this organization. In the event of the dissolution or winding up of the affairs of the corporation, the directors, or persons in charge of the liquidation, after paying or adequately providing for the debts or obligations of the corporation, shall dispose of any remaining assets by gift or the same to some recognized and established charitable institution, such as any charity recognized by the United States Treasury Department, Bureau of Internal Revenue, as one to which donations may be made and deducted for income tax purposes.

Section 3: **MEMBERSHIP PRIVILEGES**

- a) All members of the Association shall be entitled to attend open and regular meetings of this Association.

- b) The membership privileges shall be subject to the provisions and limitations of the Bylaws of the Association, and the enforcement thereof by the Board of Directors, and the interpretation of the Board of Directors.
- c) All Individual Active Members of the Association shall be entitled to vote for members of the Board of Directors at such time as the elections are held for said office.
- d) All Individual Active Members present at any regular or special meeting of the Association shall be entitled to vote on any matter brought before the general membership for a vote.

Section 4: **REGULAR AND SPECIAL MEETINGS**

- a) The general membership meetings of the Association shall be held at such date, time and location as the Board of Directors shall direct. A notice shall be provided to each member prior to each meeting.
- b) Ten (10) percent of the Individual Active Members in good standing shall constitute a quorum for any purpose at any regular general or special membership meeting, and a majority vote of fifty-one (51%) of said members present shall be sufficient to pass any matter brought before said meeting. The Board of Directors and Officers shall be counted as regular members when establishing a quorum.
- c) The meeting of the Board of Directors shall be held at the time and place selected by the President.
- d) Special meetings of the Board of Directors may be called by the President upon written notification to Board of Directors a minimum of seven (7) days prior to said meeting except for meetings of the Board of Directors that immediately precede or follow general membership meetings which may be called without written notification.
- e) Fifty-one percent (51%) of the Board of Directors shall constitute a quorum at any regular or special Board of Directors meeting. A majority vote of the Board Members present shall be sufficient to pass any matter brought before the Board except in the amending of the Bylaws.

ARTICLE III BOARD OF DIRECTORS

Section 1: **QUALIFICATIONS AND NUMBER**

- a) Any Individual Active Member of this Association in good standing, as of the date of nomination or appointment, shall be qualified to serve as a Director.

- b) The number of Directors of the Association shall be a minimum of twelve (12) members, nine (9) of which shall be three (3) year terms, and the remaining balance shall be one (1) year terms.
- c) All Past Presidents of the Association shall serve as Honorary Directors in an advisory capacity, without vote, after their term on the Board of Directors has expired, unless currently elected or appointed as a Director.

Section 2: **TERM OF OFFICE AND METHOD OF ELECTION**

- a) Nine Directors shall serve a three (3) term and the remaining balance of Directors shall serve a one (1) year term.
- b) Each year there shall be at least three (3) three year Directors and the remaining balance of one (1) year Directors elected and the terms of all the Directors shall be established so that a minimum of six offices expire each year.
- c) Elections shall be conducted by the Nominating Committee.
- d) The Nominating Committee shall name the candidates who have previously advised they will be available to stand for position of Director.
- e) At a general membership meeting, prior to elections, the Nominating Committee will accept, from the floor, nominations to fill available positions. Nominations must be made by Individual Active Members then present. Said nominees shall indicate their willingness to serve in writing and deliver same to the Sergeant at Arms prior to the end of the general membership meeting at which the nominations are made.
- f) Upon the completion of nominations, the Nominating Committee shall mail to each Individual Active Member in good standing, a complete ballot and shall establish a time and date of its return so that the results shall be made known at the next general membership meeting of the Association. Said offices shall be filled by the nominees receiving the plurality of the votes cast. In the event there are no nominations from the floor, the Secretary may be instructed to cast a unanimous ballot for each nominee as set forth on the slate presented by the Chairman of the Nominating Committee.
- g) In the event any Director resigns or is unable to serve because of death or inability to act, the Board of Directors, at their option, may name a successor to said Directorship or hold election for a new Director for the balance of the term.

Section 3: **DUTIES AND POWERS**

- a) Annually, after the completion of elections for OCEA Directors, the Nominating Committee shall present a slate of nominees for the following one (1) year terms: President, President Elect, Vice President, Secretary and Treasurer.
- b) The Board of Directors and/or Officers shall conduct, manage and control all of the affairs and business of the Association and are empowered to make such rules and regulations which are consistent with these Bylaws and the Articles of Incorporation.
- c) The Board of Directors shall establish the date and time of the general membership meetings of the Association and shall provide for a notice to be provided to each member prior to the date of meeting.
- d) Any Director, due to two (2) absences from either board meetings and/or general membership meetings with or without cause, may be removed by the majority vote of the Board of Directors at any regularly scheduled meeting of the Board of Directors.
- e) The Board of Directors may declare vacant the office of a Director, who has been declared of unsound mind by a final order of court or convicted of a felony.

ARTICLE IV OFFICERS

Section 1: **QUALIFICATIONS AND NUMBER**

- a) The officers of this the Association shall be as follows: President, President Elect, Vice President, Secretary and Treasurer.
- b) Any Individual Active Member of this Association, duly elected as a Director, shall be qualified to serve as an Officer.
- c) Any Individual Active Member of this Association, duly elected as a Director, shall be qualified to serve as the President.

Section 2: **TERM OF OFFICE AND METHOD OF ELECTION**

- a) Each officer shall serve for the calendar year or until the succeeding members of the Board of Directors are elected and the officers for the succeeding calendar year are duly elected and installed.

- b) Election of officers of the Association shall be made by the Board of Directors.
- c) The election of officers shall be held at a Board of Directors meeting following the General Election, and the slate will be mailed to each Board member at least seven (7) days prior to the election meeting. The Chairman of the Nominating Committee shall also call for nominations from the floor. Such nominees must have presented written consent to the Secretary prior to their nomination. If there are multiple nominees for each office, the election shall be held by secret ballot.
- d) In the event any elected officer resigns or is unable to serve, the President may direct an election be held to cover the balance of the officer's term.

Section 3: **DUTIES AND POWERS**

a) **PRESIDENT**

- i. The President shall be the Chief Executive Officer of the Association, and shall preside at its general membership meetings and Board of Directors meetings; attend as many OCEA functions as possible and shall serve as a CEA Director while serving as President. The President shall represent the Association and act in its name, subject only to its declared policies, and shall be an ex-officio member of all committees, except the Nominating Committee, and shall perform all other duties usual to this office.
- ii. The President shall appoint the Chairman of the standing committees as set forth in the Standard Operating Procedures of the Association and shall appoint Chairmen to all other committees as may be designated by the Board of Directors and/or the President.
- iii. The President shall appoint a Parliamentarian and Sergeant at Arms.
- iv. The President shall make any other appointments as directed in these Bylaws and as directed in the Bylaws of the California Escrow Association and American Escrow Association as they affect this Association.

b) **PRESIDENT ELECT**

- i. The President Elect shall, perform the duties of the President in the event of his absence or disability. The President Elect shall and act as the representative of the President in such matters as may be

assigned and will assist the President in the administration of the Association as directed by the President. The President Elect shall serve as a CEA Additional Director in the event the Association may be entitled to an additional Director.

- ii. The President Elect shall succeed to the office of President, in the term immediately following the current term of office.
- iii. The President Elect is empowered to appoint the Chairmen of all committees within their portfolio as set forth in the Standard Operating Procedures of the Association.

c) VICE PRESIDENT

- i. The Vice President shall perform the duties of the President in the event of absence or disability of the President and President Elect, and perform any other duties as may be assigned by the President in the administration of the Association as directed.
- ii. The Vice President is empowered to appoint the Chairmen of all committees within their portfolio as set forth in the Standard Operating Procedures of the Association.

d) SECRETARY

- i. The Secretary shall keep the minutes and perform such other duties as are customary to the office including acting as Secretary for the Board of Directors.
- ii. The Secretary shall maintain attendance records for Directors' meetings and read same into minutes of the meetings.

e) TREASURER

- i. The Treasurer shall have charge and custody of and be responsible for all of the funds and securities of the Association. The Treasurer shall receive and give receipts for monies due and payable to the Association from any source whatsoever and deposit all monies in the name of the Association in such banks, trust companies or other depositories as shall be determined by resolution of the Board of Directors.
- ii. The Treasurer shall make disbursements pursuant to the order of the Board of Directors on checks or drafts requiring two (2) signatures consisting of the President, President Elect, Secretary or Treasurer, and shall perform all duties incidental to the office of

the Treasurer, including that The Treasurer shall act as Chairman of the Finance and Budget Committee and any such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

ARTICLE V
STATE DIRECTORS, CALIFORNIA ESCROW ASSOCIATION,
hereinafter "CEA"

Section 1: QUALIFICATIONS

- a) Any Individual Active Member of this Association in good standing shall be qualified to serve as a State Director on the Board of Directors of CEA; and if elected, shall attend the last meeting of the current year without vote and shall be seated as of January 1 of the next calendar year.

Section 2: TERM OF OFFICE AND METHOD OF SELECTION

The following guidelines shall apply to those person(s) who have/has been elected to represent the Orange County Escrow Association as CEA Directors:

- a) Two (2) CEA Directors for the first 100 voting members or fraction thereof shall represent the Orange County Escrow Association for a three (3) year term. Names of said CEA Directors shall be sent to the Executive Administrator of the California Escrow Association no later than the date prescribed in the Standing Rules of the California Escrow Association.
- b) The President of the Orange County Escrow Association shall serve as a CEA Director during his/her term of office unless otherwise serving as one of the three (3) year CEA Directors or one of the Additional CEA Directors. If the President is already serving as one of the three (3) year CEA Directors or as an Additional CEA Director, the Nominating Committee shall have the option of electing a one (1) year CEA Director to serve during the President's term of office, with such notification to be submitted to the Executive Administrator of the California Escrow Association no later than December 1 of the current year. In the event a President serving as one (1) year CEA Director during his/her Presidency is unable to serve as a CEA Director, his/her resignation must be submitted in writing to the Executive Administrator of the California Escrow Association. A replacement CEA Director cannot be elected to fill the unexpired term.
- c) After the first 100 voting members, based on the current active membership roster as of February 15, the Nominating Committee shall elect Additional CEA Directors to serve a one (1) year term, effective January 1 of the next calendar year. The names of the incoming Additional CEA Directors shall be sent to the Executive Administrator of the California Escrow Association no

later than the date prescribed in the Standing Rules of the California Escrow Association. Such Additional CEA Directors shall be elected in accordance with the following formula:

1. For each 100 members in good standing, or fraction thereof, one (1) Additional CEA Director (i.e., 101 to 200 – one (1) Additional CEA Director, 201 to 300 – one (1) Additional CEA Director).
 2. At the option of the Board of Directors, the Board of Directors has the right to elect Additional CEA Directors as provided in Paragraph c).1. of this Section.
- d) In the event any CEA Director is unable to serve his/her term of office as a CEA Director to the California Escrow Association, for any reason, a replacement CEA Director will be appointed by the Nominating Committee within thirty (30) calendar days to complete the unexpired term of said CEA Director.
 - e) An Additional CEA Director may be appointed if one of its elected/appointed CEA Directors is elected to the Executive Committee of the Board of Directors of the California Escrow Association.
 - f) The Board of Directors may declare vacant the office of a CEA Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or who has missed two (2) consecutive meetings of the California Escrow Association, with or without cause, by the majority vote of the Board of Directors.
 - g) Elections shall be conducted by the Nominating Committee. The method of election of a CEA Director shall be at the same time and procedure as the method of election of a Director to the Orange County Escrow Association.

Section 3: **DUTIES AND POWERS**

- a) Attend all scheduled CEA Board of Directors meetings and CEA Conference. Directors shall attend the CEA sessions as assigned by the OCEA President of the Association.
- b) CEA Directors shall report in writing, actions of CEA committees, immediately following each CEA Board of Directors meeting.
- c) CEA Directors are required to attend the Board of Directors meeting and general membership meeting of the Association immediately following CEA Board of Directors meetings and CEA conference.

- d) If a CEA Director does not perform duties as assigned, said CEA Director may be relieved of his duties upon a majority vote of the Board of Directors of the Association at any regularly scheduled Board meeting.
- e) CEA Directors shall have all duties and powers granted to the Board of Directors of the Association as set forth in these Bylaws.

ARTICLE VI AMENDMENT TO BYLAWS

Section 1: AMENDMENTS

Amendment to these Bylaws may be made only upon the completion of the following:

After consideration, study and recommendation by the Committee on Bylaws and corporate matters, an amendment to the Bylaws shall be mailed to all Directors at least one (1) week prior to the Board of Directors meeting and shall require a two-thirds (2/3) affirmative vote cast by the entire Board of Directors.

ARTICLE VII DISCLAIMER

On behalf of the Association, no opinion shall be expressed, or principles advocated, or theories or policies advanced by any Director, Officer, member or members, committee or chairman of any committee, for public circulation, unless the general membership and the Board of Directors shall have first endorsed same by a resolution properly presented and affirmatively voted.

ARTICLE VIII PARLIAMENTARY AUTHORITY

In all matters not covered by these Bylaws and the Articles of Incorporation, the procedure of all regular and special meetings of the Association shall be covered by Roberts Rules of Order Revised.