

BYLAWS OF ORANGE COUNTY ESCROW ASSOCIATION

TABLE OF CONTENTS

ARTICLE I: Name and Purpose

Section 1	Name	Page 1
Section 2	Purpose	Page 1

ARTICLE II: Membership and Voting

Section 1	Qualification of Membership	Page 1
Section 2	Regulation of Membership	Page 2
Section 3	Membership Privileges	Page 2
Section 4	Meetings of the General Membership	Page 3

ARTICLE III: Board of Directors

Section 1	Qualifications and Number	Page 3
Section 2	Term of Office & Method of Election	Page 3
Section 3	Duties and Powers	Page 4
Section 4	Regular and Special Meetings	Page 5

ARTICLE IV: Officers

Section 1	Qualifications and Number	Page 5
Section 2	Term of Office and Method of Election	Page 5
Section 3	Duties and Powers	Page 6

ARTICLE V: CEA Directors

Section 1	Qualifications	Page 8
Section 2	Term of Office and Method of Selection	Page 8
Section 3	Duties and Powers	Page 8

ARTICLE VI: Amendment to Bylaws

Section 1	Amendments to Membership Classification	Page 9
Section 2	Amendments Other Than To Membership Classification	Page 9

ARTICLE VII: Disclaimer

Page 9

ARTICLE VIII: Parliamentary Authority

Page 9

ARTICLE IX: General Provisions

Section 1	Property Rights or Interest	Page 9
Section 2	Dissolution	Page 10
Section 3	Delivery	Page 10
Section 4	Fiscal Year	Page 10
Section 5	Contracts	Page 10

ARTICLE I NAME AND PURPOSE

Section 1: NAME

The name of this Association shall be: ORANGE COUNTY ESCROW ASSOCIATION, a non-profit 501c(3) California Corporation, and hereinafter referred to as "OCEA".

Section 2: PURPOSE

- a) The primary purpose of OCEA is to foster, promote, and improve escrow services to the public in general and the standards, procedures, and technique for rendering same, thereby elevating the status of, and increasing the economic and social benefits of and to, the escrow industry as a whole; and also, by all lawful and desirable means, to develop a better understanding and cooperative relationship with related industries and professions.
- b) OCEA shall do any and all things necessary, convenient, proper or suitable for, or in connection with, or incidental to the accomplishment of any of the purposes or objectives as set forth herein and in general do any and all things and exercise any and all powers which may now or hereafter be lawful for OCEA to do or exercise under the laws of the State of California, or any other laws that may now or hereafter be applicable to OCEA.
- c) OCEA shall be a regional association of 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 membership will be granted to a person currently in the escrow settlement profession or a person formerly in the escrow settlement profession who currently holds a CEA Professional Designation.
- b) INDIVIDUAL INTERN MEMBERSHIP: An Individual Intern membership will be granted to an individual who participates in the escrow or settlement process as a secretary, assistant, or any other position that is clerical and/or at an entry level. This category of membership is not available to an escrow officer or any other person in a management or supervisory position. This category of membership will be granted one time for a period not to exceed two consecutive years.

- c) INDIVIDUAL ASSOCIATE MEMBERSHIP: An Individual Associate membership will be granted to those individuals in allied fields not engaged in the escrow settlement profession.
- d) REGIONAL ONLY MEMBERSHIP: A Regional Only membership will be granted to those individuals who are currently a member of CEA through membership in another regional association.
- e) PAST PRESIDENTS: All past Presidents of OCEA shall be lifetime honorary OCEA members.
- f) INACTIVE MEMBERSHIP: Inactive members will be those past Individual Active members who are no longer engaged in the escrow settlement profession.
- g) All classifications of membership, as described herein, are non- transferrable.
- h) Term of each membership shall be for the calendar year, or balance thereof, for which the proper dues have been paid.
- i) Payment of dues, as shall from time to time be established by CEA and/or OCEA, shall be a condition precedent to membership herein.

Section 2: ESTABLISHMENT OF ANNUAL DUES

The Board of Directors is empowered to set the amount of the annual dues to be payable to OCEA for all membership categories. All past Presidents of OCEA will be exempt from payment of the annual dues payable to OCEA.

Section 3: MEMBERSHIP PRIVILEGES

- a) All members of OCEA shall be entitled to attend all meetings.
- b) The membership privileges shall be subject to the provisions and limitations of these Bylaws.
- c) All members in good standing, with the exception of Inactive Members, shall be entitled to vote for the Board of Directors.
- d) All members in good standing, with the exception of Inactive Members, are entitled to vote on any matter brought before the general membership.

- e) Ten percent (10%) of the members in good standing (with the exception of Inactive Members) shall constitute a quorum for any purpose at any meeting of the general membership, and a majority vote of fifty-one percent (51%) of members present shall be sufficient to pass any matter brought before the membership. The Board of Directors and Officers shall be counted when establishing a quorum.

Section 4: MEETINGS OF THE GENERAL MEMBERSHIP

The meetings of the general membership of OCEA shall be held at such date, time and location as the Board of Directors shall direct. A notice will be provided to each member prior to each meeting or as otherwise established by the Board of Directors.

ARTICLE III BOARD OF DIRECTORS

Section 1: QUALIFICATIONS AND NUMBER

- a) Any member in good standing, with the exception of Inactive Members, as of the date of nomination or appointment, shall be qualified to serve as a Director.
- b) The number of Directors of OCEA shall be a maximum of twelve (12).
- c) The number of Individual Associate Members that may be elected or appointed to serve on the Board of Directors shall not exceed forty-nine percent (49%) of the total number of Directors.
- d) All past Presidents of OCEA shall serve as honorary directors in an advisory capacity, without vote, unless currently elected or appointed as a Director.

Section 2: TERM OF OFFICE AND METHOD OF ELECTION

- a) Seventy-five percent (75%) of the total number of Directors shall serve three (3) year terms with the remaining Directors serving one (1) year terms. The terms of the Directors serving three (3) year terms are hereby established such that one-third (1/3) of said terms shall expire in each of three (3) consecutive years (i.e. 1/3 shall expire on December 31, 2012, 1/3 shall expire on December 31, 2013 and 1/3 shall expire on December 31, 2014). The term of all Directors shall run on a calendar year expiring on December 31st of the final year of the term.
- b) The President will appoint a chairperson to chair the Nominating Committee, which chairperson must previously have served as President of OCEA. The chairperson of the Nominating Committee is authorized to solicit no more than two (2) additional members to serve on the committee.

- c) The Nominating Committee shall prepare a slate of candidates in conformance with the requirements set forth in Section 1 above and will first fill any vacancies left by Directors who have resigned, died or been removed from office. Candidate(s) must have advised the Nominating Committee that he/she/they will be available to serve as a Director(s).
- d) At the meeting of the general membership at which elections are to be held, the chairperson of the Nominating Committee shall present the slate of Directors and will accept nominations from the floor to fill available positions. Nominations may be made by any member then present, with the exception of Inactive Members. Any nominee shall be required to indicate in writing his/her willingness to serve and deliver same to the Sergeant at Arms prior to the elections.
- e) Immediately following the completion of the nominations in accordance with Section 2d above, the chairperson of the Nominating Committee shall hold the elections by ballot. The available positions shall be filled by the nominees receiving the plurality of the votes cast.
- f) In the event there are no nominations from the floor, the Secretary shall be instructed to cast a unanimous ballot for each nominee as set forth in the slate as presented.
- g) In the event any Director resigns, dies, or is removed from office, the Board of Directors, at their option, may name a successor Director, may hold an election for a new Director for the balance of the term, or may declare the position vacant.

Section 3: DUTIES AND POWERS

- a) The Board of Directors is empowered to elect the officers of OCEA.
- b) The Board of Directors shall conduct, manage and control all of the affairs and business of OCEA 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 all meetings of the general membership and shall notify all members prior to the date of such meeting.
- d) Any Director, due to two (2) absences from either meetings of the Board of Directors and/or meetings of the general membership, with or without cause, may be removed by the majority vote 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 order of court or convicted of a felony.

Section 4: REGULAR AND SPECIAL MEETINGS

- a) The meetings of the Board of Directors shall be held at the time and place selected by the President.
- b) Special meetings of the Board of Directors may be called by the President upon written notification in accordance with these Bylaws, to the Board of Directors, a minimum of seven (7) calendar days prior to said meeting, except for meetings of the Board of Directors that immediately precede or follow meetings of the general membership which may be called without written notification.
- c) Fifty-one percent (51%) of the Directors shall constitute a quorum at any regular or special meeting of the Board of Directors. A majority vote of the Directors present shall be sufficient to pass any matter brought before the Board of Directors except in the amending of these Bylaws. The President shall have no vote on motions unless to break a tie.

ARTICLE IV OFFICERS

Section 1: QUALIFICATIONS AND NUMBER

- a) The number of officers of OCEA shall be four (4) and shall be comprised of President, Vice President, Secretary and Treasurer.
- b) Any Individual Active member of OCEA who has served on the Board of Directors for the preceding year will be eligible to serve as President.
- c) Any Individual Active member of OCEA duly elected as a Director shall be qualified to serve as Vice President, Secretary or Treasurer.

Section 2: TERM OF OFFICE AND METHOD OF ELECTION

- a) All Officers shall serve for the calendar year in which they are elected 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) The Nominating Committee shall prepare a slate of candidates in conformance with the requirements set forth in Section 1 above. Candidate(s) must have advised the Nominating Committee that he/she/ they are willing to serve as an Officer.

- c) The election of the Officers shall be held at a meeting of the Board of Directors following the election of Directors. The slate of officers shall be delivered to each Director at least seven (7) calendar days prior to the election meeting. At the meeting of the Board of Directors at which the election of Officers is to be held, the chairperson of the Nominating Committee shall call for nominations from the floor. Nominations may be made by any Director then present. Any nominee from the floor shall be required to indicate in writing his/her willingness to serve and deliver same to the Secretary prior to the election.
- d) Immediately following the completion of the nominations in accordance with Section 2c above, the chairperson of the Nominating Committee shall hold the elections by ballot. Said offices shall be filled by the nominees receiving the plurality of the votes cast.
- e) In the event there are no nominations from the floor, the Secretary shall be instructed to cast a unanimous ballot for each nominee as set forth on the slate as presented.
- f) In the event that the President or Secretary resigns, dies, or is removed from office, the Board of Directors shall hold an election to cover the balance of the officer's vacant term. In the event that the Vice-President or Treasurer resigns, dies, or is removed from office, the Board of Directors may direct an election to cover the balance of the officer's term or may declare the office vacant.

Section 3: DUTIES AND POWERS

- a) PRESIDENT:
 - i. The President shall be the Chief Executive Officer of OCEA and shall preside at the meetings of the general membership and Board of Directors, attend as many OCEA functions as possible and shall serve as a CEA Director. The President shall represent OCEA 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 Chairpersons of the committees reporting directly to the President as set forth in the Standing Rules of Operation of OCEA.
 - iii. The President may appoint a President's Advisor. If a President's Advisor is appointed, the President's Advisor shall serve as the Chairperson of the Nominating Committee and shall appoint the chairpersons of the committees reporting directly to the President's Advisor as set forth in the Standing Rules of Operation of OCEA.
 - iv. The President shall make any other appointments as directed in these Bylaws and as directed in the Bylaws of CEA and AEA as they affect OCEA.

b) VICE PRESIDENT:

- i. The Vice President shall perform the duties of the President in the event of his/her absence and perform any other duties as may be assigned by the President in the administration of OCEA as directed.
- ii. The Vice President shall, after review and approval by the President, appoint the Chairpersons of the committees reporting directly to the Vice President as set forth in the Standing Rules of Operation of OCEA.

c) 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 meetings of the Board of Directors and reflect the attendees in the minutes of the meetings.
- iii. The Secretary shall, after review and approval by the President, appoint the Chairpersons of the committees reporting directly to the Secretary as forth in the Standing Rules of Operation of OCEA.

d) TREASURER:

- i. The Treasurer shall have charge and custody of and be responsible for all of the funds and securities of OCEA. The Treasurer shall receive and give receipts for monies due and payable to OCEA from any source whatsoever and deposit all monies in the name of OCEA in such banks, 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, Vice President, 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.
- iii. The Treasurer shall, after review and approval by the President, appoint the Chairpersons of the committees reporting directly to the Treasurer as forth in the Standing Rules of Operation of OCEA.

ARTICLE V CEA DIRECTORS

Section 1: QUALIFICATIONS

Any Individual Active member of OCEA, in good standing, shall be qualified to serve as a CEA Director.

Section 2: TERM OF OFFICE AND METHOD OF SELECTION

The following guidelines shall apply to those person(s) who have been appointed to represent OCEA as CEA Directors:

- a) Two (2) CEA Directors shall represent OCEA for a three (3) year term.
- b) The President of OCEA shall serve as a CEA Director during his/her term of office unless otherwise already serving as a CEA Director. If the President is already serving as a CEA Director, a one (1) year CEA Director shall be appointed to serve during the President's term of office.
- c) Additional CEA Directors, as provided for in the CEA Bylaws, shall be appointed.
- d) CEA Directors shall be appointed by the Board of Directors.
- e) In the event any CEA Director is unable to complete his/her term of office, for any reason, a replacement CEA Director may be appointed by the Board of Directors to complete the unexpired term.
- 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 CEA Board of Directors.
- g) Any CEA Director may be removed, without cause, by the majority vote of the Board of Directors.
- h) Names of the CEA Directors shall be sent to CEA Headquarters no later than the date prescribed by CEA.

Section 3: DUTIES AND POWERS

- a) Attend all scheduled CEA Board of Directors meetings and serve on such committees as assigned by the OCEA President.
- b) Attend the OCEA Board of Directors meeting immediately following each CEA Board of Directors meeting, and provide a report or, in the alternative, provide a written report to the OCEA President.

ARTICLE VI AMENDMENT TO BYLAWS

Section 1: AMENDMENTS TO MEMBERSHIP CLASSIFICATIONS

Any amendment to these Bylaws that affects any classification of membership shall require a vote by the general membership which vote shall conform to the requirements set forth in Article II, Section 3e hereinabove.

Section 2: AMENDMENTS OTHER THAN TO MEMBERSHIP CLASSIFICATIONS

Except for an amendment to these Bylaws that affects any classification of membership, any amendment to these Bylaws shall require a two-thirds (2/3) affirmative vote cast by the entire Board of Directors. Any such proposed amendment to the Bylaws shall be delivered to all Directors at least one (1) week prior to the Board of Director's meeting at which the proposed amendment will be presented for vote.

ARTICLE VII DISCLAIMER

On behalf of OCEA, 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 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 the latest revision of Robert's Rules of Order.

ARTICLE IX GENERAL PROVISIONS

Section 1: PROPERTY RIGHTS OR INTEREST

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 monies 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.

Section 2: DISSOLUTION

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 of the same to a 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: DELIVERY

Any notice required to be delivered pursuant to these Bylaws shall be delivered by US First Class Mail, overnight delivery by nationally recognized carrier, electronic transmission, by personal delivery or by any other lawful means.

Section 4: FISCAL YEAR

The fiscal year of OCEA will be defined as January 1 through December 31

Section 5: CONTRACTS

Any agreement or contract between the Association and any other entity must be approved by the Board of Directors and signed by the President.