

ORANGE COUNTY TOLE AND DECORATIVE PAINTERS, INC.

BYLAWS

Adopted, April 14, 2023

ARTICLE I NAME

The name of this not-for-profit organization shall be the **ORANGE COUNTY TOLE AND DECORATIVE PAINTERS, INC.** and referred to herein as **OCTDP**.

ARTICLE II PURPOSE AND MOTTO

1. The purpose of **OCTDP** shall be to stimulate interest in the appreciation of the art of Tole and Decorative Painting. This club's motto shall be "Sharing and Caring."

ARTICLE III MEMBERSHIP

1. Membership in **OCTDP** is open to persons, who in accepting membership, thereby agree to be bound in all things not contrary to our bylaws.
2. This shall include all persons interested in Tole and Decorative Painting and who are interested in supporting OCTDP. This member shall have voting and office holding privileges on condition of attending 3 meetings and /or paint ins in the previous year.
3. Non-member guests are welcome to visit one **General Business Meeting** annually. Non-members are welcome to a maximum of two paint-ins per year at a higher fee.

ARTICLE IV DUES

1. Membership dues shall be determined by vote of the membership.
2. Membership dues shall be paid annually on a calendar year basis.
3. The amount of dues shall be stated in the Standing Rules.

ARTICLE V MEETINGS

1. **General Business Meetings** of **OCTDP** shall be held as stated in the **STANDING RULES**.
2. The **OCTDP Board** shall have the authority to change dates of meetings and set places and times for meetings provided sufficient notice is given to members.

3. A quorum shall consist of not less than 1/5 of the Membership. If a quorum is not present at a **General Business Meeting** wherein a vote must be taken, the vote shall be ratified at the next **General Business Meeting** or electronic vote where a quorum is present.

ARTICLE VI OFFICERS AND ELECTIONS

1. The elected officers of **OCTDP** shall be President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, and Treasurer.
2. All officers are responsible to attend **OCTDP Board** and **General Business Meetings**.
3. Each officer shall serve a two-year term with no more than two terms.
4. The Nominating Committee shall be formed in August. There shall be provisions for nominations from the floor for each office. Elections shall take place in October at a **General Business Meeting** and a majority vote is required to elect. A written ballot is required if more than one person is running for the same position.
5. New elected officers will be included/invited to attend November & December Meetings.
6. Installation of officers shall take place at the December meeting. Officers shall assume their duties January 1st.
7. Vacancies in office shall be filled by majority vote of the **OCTDP Board**, or at its discretion, by vote of the membership.
8. A one (1) year active membership and/or by board approval is needed to serve on the board.

ARTICLE VII DUTIES OF ELECTED OFFICERS

Note: All board members are responsible to attend **OCTDP Board** and **General Business Meetings**.

1. The **President** shall preside over meetings of the members and shall be an ex-officio member of all committees except the nominating committee; shall be authorized to sign checks in the absence of the Treasurer; and shall perform such other duties as usually pertain to the office. The President shall be responsible to see that all the required reports, correspondence, and tax forms are completed and sent to the **OCTDP Board**; also coordinate facility rental agreement. The President is not required to fund a holiday board party.
2. The **First Vice President** shall serve as the **Programs Coordinator**; recruit teachers for paint-ins; classroom setup; attend and supervise all paint-ins; preside in the absence of the President; appoint Programs Assistant with approval of President; will present to the **OCTDP Board** a copy of teacher submission letter and contract for board review; and will not be charged to attend monthly paint-ins if funds are available. Chair may give their assistant the free class if she does not attend.

3. The **Second Vice President** shall serve as the **OCTDP Fundraising Coordinator**; conduct monthly and annual fundraising activities at functions and receive donations. Duties to include overseeing silent auctions, creating bid sheets, collects same and remits all funds raised within 30 days.
4. The **Third Vice-President** shall serve as the **Membership Coordinator**; responsible to recruit new members; work on membership retention; collect dues; maintain and print current membership roster; print membership directory including bylaws and send electronic directory to members outside of the area. Computer and computer skills needed.
5. The **Secretary** shall record minutes of all **General and OCTDP Board Meetings**. These **OCTDP Board** minutes are the property of **OCTDP** as a record of activities. The Secretary shall also be responsible for sending copies of the minutes to **OCTDP** President and Board Members
6. The **Treasurer** shall be responsible for all monies of **OCTDP**; shall keep an accurate record of receipts and expenditures; shall oversee the finances of all committees; shall pay all bills within the approved budget or upon approval of the **OCTDP Board**; shall be responsible for filing all tax reports with optional assistance of Accountant and conduct yearly audits; shall be a signatory on all bank accounts; shall receive all monies and documents from all officers and chairmen within thirty (30) days of receipt of invoice or bill; shall present a report at all **General Business and OCTDP Board Meetings**; and shall be responsible for a year-end report. Computer and computer skills needed.

ARTICLE VIII APPOINTED OFFICERS

1. The appointed officers of **OCTDP** shall be those appointed for special duties as deemed necessary by the President, with existing board approval.
2. Each appointed officer may serve a term of two consecutive terms consisting of two years each unless approved by the Board for additional terms.

ARTICLE IX OCTDP BOARD

1. The **OCTDP Board** shall consist of all elected and appointed officers and have voting privileges. In the case of a tie, the **elected officers** will have final vote.
2. The duties of the **OCTDP** Board shall be:
 - a) To transact necessary business in the intervals between **OCTDP Meetings** and any other business that may be referred to it by **OCTDP**.
 - b) To prepare and submit an annual budget to **OCTDP BOARD** by March for approval. This budget is to be presented at the April General Business Meeting for approval.
 - c) To approve payment of any bills that does not fall within the limits of the approved budget.
 - d) The **OCTDP Board** cannot approve non-budgeted expenditures in excess of \$300 without approval of the general membership.

- e) The **OCTDP Board** shall meet monthly. Special meetings may be called by the President.
- f) If in the opinion of the **OCTDP Board**, an officer or chairperson is not fulfilling her obligation, she may be removed from her position with a 2/3 vote of the **OCTDP Board**.

ARTICLE X COMMITTEES

1. **Standing committees** may be created to promote the objectives and interests of the **OCTDP**. Members shall be appointed by the President with the approval of the **OCTDP Board**.

a) **Nominating Committee**: This committee shall consist of three Members, who shall prepare a slate for the election of officers

b) **Audit Committee**: This committee shall consist of three Members, not to include the Treasurer, who shall verify the accuracy of the **OCTDP** financial records annually, prior to the assumption of the new officers.

2. Special committees may be created at the discretion of the President with the approval of the **OCTDP Board**. The duties of any special committee shall be stated upon their appointment, and such committee shall cease to exist when their final report is accepted or adopted.

ARTICLE XI AMENDMENTS

1. The bylaws may be altered or changed by a 2/3 vote of the membership wherein a quorum is in attendance, provided that the proposed changes have been presented in writing to the members prior to the meeting at which voting takes place.

2. If at two successive meetings a quorum has not been present, voting to change the bylaws may be taken by an electronic vote.

ARTICLE XII PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall be the Parliamentary Authority for all matters not in conflict with **OCTDP** bylaws.

ARTICLE XIII DISSOLUTION

In the event of dissolution of **OCTDP**, all liabilities and obligations of **OCTDP** shall be paid, satisfied, and discharged or adequate provision made, therefore. Any remaining funds & assets as are in the treasury at the time shall be given to a like organization or given to another non-profit group as determined by a majority of the remaining members.

STANDING RULES

1. Membership dues shall be \$20 per year by December 31. A late fee of \$5 will be charged if renewal membership dues are received after December 31 for the next calendar year. The newsletter will be sent electronically to members. Members can pay (\$20 annually) for mailed copy of newsletters. New members joining after July 1st shall pay 1/2 the current dues.
2. The financial records of **OCTDP** shall be kept on a calendar basis.
3. **General Business Meetings** of **OCTDP** shall be held not less than four times annually, normally on the second Friday of the months of **January, April, July, and October**. Additional meetings may be called as deemed necessary by the **OCTDP Board**.
4. The President shall receive appropriate funds not to exceed \$500 for the purpose of attending a conference and/or convention, once per term providing funds are available. In return, the President, will arrange for a free zoom class for the benefit of the membership.
5. **Duties of additional Appointed Board Members:**
 - a) **Seminars Coordinator** - shall coordinate all activities involved in scheduling a seminar, i.e., inquiry letter, teacher selection, and teacher needs and requirements. **Seminar Coordinator** or member driving the teacher to/from the will be reimbursed for mileage at \$.50 per mile. A Member housing a seminar teacher will receive a free class each day they house the seminar teacher. **Seminar Coordinator** will present to the **OCTDP Board** a copy of the Teachers submission letter and contract for the **OCTDP Board** to review and must attend all seminars without cost.
 - b) **Seminar Assistant** - appointed by the Seminar Coordinator and approved by the President. Duties to include attending all seminars; accept registrations and monies for seminar activities and distribute instructions and patterns for the seminar. Will remit all monies to Treasurer within 30 days of receipt.
 - c) **Programs Assistant** - appointed by Programs Coordinator with approval of President. Duties: Attend all paint-ins; accept registrations and monies for all activities (except seminars); and distribute instructions and patterns for paint-ins. Remit monies to the Treasurer within 30 days of receipt.
 - d) **Holiday Party Chairman** - shall coordinate all activities of the Holiday Party, i.e., location, refreshments, decorations, games, **OCTDP** gifts and/or the gift exchange. Coordinator must attend without cost.
 - e) **Mystery Paint-In Chairman** - coordinate all activities of this special paint-in event. Coordinator must attend without cost.
 - f) **Hospitality** - shall welcome attendees, keep a guest book and be responsible for refreshments for all **OCTDP** functions unless otherwise specified.
 - g) **Charity** - shall coordinate **OCTDP's** charitable activities.

- h) **Newsletter Editor** - shall serve as editor of the "Tole Tattler" and be responsible for publication, distribution, collection, and billing of ads.
- i) **Corresponding Secretary** - shall send notes/cards to members who may be ill or immediate family who passed away. Any memorials will only be done for current members as funds are available.
- j) **Historian** - shall keep a pictorial history of **OCTDP's** activities updated using digital display.
- k) **Nominating** - shall head a committee to recruit new board members.
- l) **Orange County Fair** - shall coordinate activities to recruit new members and promote **OCTDP** activities associated with the Orange County Fair.
- m) **Parliamentarian** (usually the current past president) - shall serve as advisor to the **OCTDP Board** on policy and procedure, shall see that all meetings are properly conducted and maintain order.
- n) **Publicity** - shall publicize **OCTDP** activities to encourage interest in Tole and Decorative Painting and membership.
- o) **Decorative Painting Month** - shall coordinate all Decorative Painting Month activities.
- p) **Webmistress/E-mail Liaison** – develops and maintain website. Responds to e-mail inquiries regarding **OCTDP** related questions; sends group e-mails to members at the request of board members.

8. Monthly Paint-Ins

- a) Teacher fees/mileage shall be negotiated by the **OCTDP** Board.
- b) Fees for monthly paint-ins shall be \$20 for members and \$25 for non-members.
- c) Any cancellation or rescheduling of **OCTDP** paint-in dates shall be with the approval of **OCTDP Board**.
- d) Refund Policies for Paint-ins and Seminars - refunds are given when the class is full (30 students) AND there is a waiting list. If the class is NOT full, there will NOT be a refund if a student is unable to attend, however she will receive all class information. All re-sales of classes must go through Program Assistant or Seminar Assistant.

9. Lifetime Membership Award

a. Lifetime Membership Award Committee

- i. The Committee shall consist of a minimum of three and a maximum of five members. The **OCTDP** Secretary, a past recipient of the Lifetime Achievement Award and an **OCTDP General Member** shall serve on the Committee each year. The committee shall be selected after the nominations have been received.

- ii. **OCTDP Board Secretary:** the secretary shall chair the Committee. She will communicate with the past recipients and general members to find volunteers and the board will select.
- iii. **Lifetime Achievement Award Recipient(s):** the **OCTDP** Secretary shall contact the past recipients of the Lifetime Achievement Award to determine their willingness to serve on the Award Committee. If more than one past recipient is interested in serving on the committee, a maximum of three past recipients shall be selected randomly by the Board.
- iv. **OCTDP General Member:** volunteers from the membership who are willing to serve on the Award Committee will be asked to contact the President or the Secretary. An Award Committee member from the group of volunteers shall be selected at random by the Board.

b. Nominations

- i. All nominations shall be solicited, in writing, from **OCTDP** members during the month of September or October. The nominations received from the membership will be submitted to the Secretary. The Secretary will, in turn, confer with the specific Board Members to obtain accurate Service information for each nominee, such as **OCTDP** Board positions, years of service, **OCTDP** Committee support. Nominee shall be a member for a minimum of eight (8) years.
- ii. After nominations have been received and accurate historical information as to each nominee has been obtained, the Committee will be determined and meet to discuss the nominees.
- c. **Lifetime Achievement Award:** if presented, the award will be given once a year at the Annual Holiday Gathering in December. The Committee may elect not to present the Award in any particular year.
- d. **Presentation of Award:** A member of the Awards Committee will present the Lifetime Achievement Award to the recipient. The Award shall consist of The **OCTDP** Lifetime Achievement Award charm and Certificate. The presentation shall include a detailed synopsis of the recipient's achievements.
- e. **Confidentiality:** The Award Committee activities shall be conducted in a manner to avoid potential disappointment for those nominees that are not selected. The Committee members and the consulted Board Member shall not disclose the names of the nominees for any reason.
- f. **Additional benefit:** in appreciation for years of exceptional service, the Lifetime Achievement Award recipient is that future annual membership dues will be waived. This is so long as **OCTDP** is financially able to do so.

10. These STANDING RULES may be amended by a majority vote of the membership at any meeting wherein there is a quorum.