

∞ BYLAWS ∞

ESCROW ASSOCIATES  
OF  
SAN GABRIEL VALLEY

REVISED JULY 2014

# TABLE OF CONTENTS

ARTICLE I	NAME	PAGE 1
ARTICLE II	OBJECTIVES	PAGE 1
ARTICLE III	LOCATION	PAGE 1
ARTICLE IV	MEMBERSHIP AND REGULATIONS	PAGE 2
ARTICLE V	MEETINGS	PAGE 3
ARTICLE VI	FINANCE	PAGE 4
ARTICLE VII	OFFICERS AND DIRECTORS	PAGE 4
ARTICLE VIII	BOARD OF DIRECTORS	PAGE 6
ARTICLE IX	COMMITTEES	PAGE 7
ARTICLE X	CEA DIRECTORS AND AEA DELEGATES	PAGE 8
ARTICLE XI	ELECTIONS	PAGE 9
ARTICLE XII	AMENDMENTS	PAGE 9
ARTICLE XIII	MISCELLANEOUS	PAGE 10

**BYLAWS**  
of the  
**Escrow Associates of San Gabriel Valley**  
Revised July 2014

**ARTICLE I**  
**Name**

The name of this Association shall be Escrow Associates of San Gabriel Valley, a non-profit, California corporation, hereinafter referred to as the Association.

**ARTICLE II**  
**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 provide a common meeting place open to all members and guests.
- C. The Association shall present to its members such ethics, practices and procedures in order to best promote the stature of the escrow profession to the general public.
- D. The Association shall maintain membership in the California Escrow Association and the American Escrow Association
- E. The Association shall endeavor to promote and foster good fellowship among members of the Association, and the institutions they represent, and provide opportunity for self-improvement of its members.

**ARTICLE III**  
**Location**

The principal place of business of the Association shall be established by the Board of Directors.

**ARTICLE IV**  
**Membership and Regulations**

Section 1. There shall be five (5) categories of Membership, which shall be called Active Member, Affiliate/Associate Member, Intern Member and Inactive Member. The applications for membership shall be submitted to the membership committee and/or CEA headquarters.

**Individual Active Member** – Individual Active members shall be a person currently in the escrow settlement profession with a Regional membership or a person formerly in the escrow settlement profession, with a Regional membership, who currently holds a CEA Professional Designation. This category shall allow for full voting privileges at the Regional level, in the California Escrow Association and the American Escrow Association. They are eligible to hold office and sit on the Board of Directors.

**Individual Associate Member** – An Individual Associate membership shall be available to those individuals in allied fields not engaged in the practice of escrow. This category allows for Regional membership and membership in the American Escrow Association, but has no voting rights in the California Escrow Association. They are eligible to sit on the Board of Directors, but not eligible to hold an office.

**Individual Support Staff Member** – An Individual Support Staff Member shall be a person that participates in the escrow or settlement process as a secretary, assistant, or any other position that is clerical and/or 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 provides for no voting rights in the California Escrow Association and no membership in the American Escrow Association. This category allows for Regional membership. They are eligible to sit on the Board of Directors and hold an office.

**Inactive Members** are those past active members who are no longer engaged in their profession, as described on Article IV, Section 1(A), either permanently or temporarily. An Inactive Member shall not be entitled to vote or hold office, but may serve on any special committee or committees. Inactive Members are members of the California Escrow Association but not the American Escrow Association. There are no voting rights with the California Escrow Association.

**Dual Membership:** A Dual Membership is defined as a member of the California Escrow Association, in any category, but not with a Regional Membership with the Escrow Associates of San Gabriel Valley. Dual Membership provides for no voting rights in the Escrow Associates of San Gabriel Valley and no membership in the American Escrow Association. The purpose of this Dual Membership is for those that are already a member in the California Escrow Association and would like to receive the member discount for dinner meetings and access to our newsletter. Dual Membership is based on a calendar year, on an individual basis, and is non-transferable. The dues amount to be charged shall be determined by the board of directors annually.

## Section 2. Regulation of Membership.

The California Escrow Association's Board of Directors shall fix the amount of the annual dues for all current members.

- A. Any member whose dues remain unpaid for any calendar year after the fifteenth day of February, shall be dropped from the membership of the Association. Membership may be reinstated by action of the Board of Directors upon payment of dues and assessments, as the Board may direct. A lapse of membership for a twelve-month period shall require a new application.
- B. All applications for membership in the Association shall be made in writing on forms prescribed by the Board of Directors, containing the applicant's full name and the name and address of his/her employer and must be accompanied with the first year's annual dues. These applications shall be submitted to the membership committee and/or CEA headquarters. Membership shall be effective immediately upon receipt of all required applications and dues and approval by a quorum of the Board of Directors.
- C. Membership shall be voluntary and any Active, Affiliate/Associate, Intern or Inactive Member may withdraw at any time; paid dues will not be refunded.

## **ARTICLE V**

### **Meetings**

Section 1. Regular meetings shall be held at such times and places as shall be determined by the Board of Directors. Meeting notices shall be sent to the membership at least one week prior to the monthly meeting by print or electronic notice.

Section 2. Special meetings of the general membership may be called by the President, with the approval of the majority of the Board of Directors. Upon receipt of such written request, the Secretary shall cause a call to be sent to each member, by print or electronic notice, at least two (2) weeks prior to the meeting. The call shall include a statement of the purpose, the date, the time, and location of the meeting. The business transacted at such meeting shall not be limited by such statement.

Section 3. A majority of the Active, Affiliate/Associate and Intern members, in good standing, present at any regular or special meeting shall constitute a quorum.

Section 4. The Board of Directors shall hold regular meetings at such times and places as determined by the Board.

Section 5. Special meetings of the Board of Directors shall be held at such times or places upon the call of the President, or upon request of not less than twenty-five percent (25%) of the Directors. Upon receipt of such call or written request, the Secretary shall cause a call to be sent to each Officer and Director, by print or electronic notice, at least two (2) weeks prior to the meeting. The call shall include a statement of the purpose, the date, the time, and location of the meeting. The business transacted at such meeting shall not be limited by such statement.

Section 6. A majority of the Board of Directors shall constitute a quorum.

## **ARTICLE VI**

### **Finance**

Section 1. The revenue of the Association shall be derived from:

- A. dues, which shall include any regular or special assessments for education and legislative programs;
- B. the sale of merchandise;
- C. seminars and conferences;
- D. investment of funds; and
- E. other sources as may be determined by the Board of Directors.

Section 2. Annual dues for members shall be determined by the California Escrow Association.

Section 3. A budget outlining the anticipated income and expenditures shall be adopted by the Board of Directors within the first 45 days of each fiscal year. Said budget shall become the financial policy of the Association for the ensuing fiscal year.

Section 4. Pursuant to the directives of the Board of Directors, the Treasurer shall establish

and maintain accounts for the funds of the Association as may be deemed appropriate or necessary by the Board of Directors to carry out the business of the Association.

Section 5. The Bank account of Escrow Associates of San Gabriel Valley shall require two signatures on all checks written against the account, as follows: The President, President Elect and/or Vice President, and Treasurer, Secretary and Site and Reservation Director.

## **ARTICLE VII Officers and Directors**

Section 1. The officers of the Association shall be the President, the President-Elect, the Vice President, the Secretary, and the Treasurer.

Section 2. The President shall serve as the Chief Executive Officer of the Association, whose principal duties are as follows:

- A. Preside at the meetings of the Association and the Board of Directors.
- B. Represent the Association and act in its name, subject only to its declared policy.
- C. Be an ex-officio member of all committees of the Association except the Nominating Committee.
- D. Appoint Committee chairs, and together with Committee chairs, appoint sub-committee chairs and approve members of all committees.
- E. Represent the Association at all regular meetings of the California Escrow Association.

Section 3. The President-Elect shall automatically succeed to the office of the President of the Association and shall serve as President for a term of one (1) year, commencing January 1 and continuing until the last day of that year. The President-Elect shall assume the duties of the President in the event of death, resignation, removal, inability to act or in the absence of the President. The President-Elect shall also perform such other duties as usually pertain to the office of the President-Elect, or as may be assigned by the President or the Board of Directors.

Section 4. The Vice President shall assume the duties of the President in the event of death, resignation, removal, inability to act or in the absence of the President and the President-Elect. The Vice President shall also perform such other duties as usually pertain to the office of the Vice President, or as may be assigned by the President or the Board of Directors.

Section 5. 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, or other duties as may be assigned by the President or the Board of Directors.

Section 6. The Treasurer shall have charge, custody, and be responsible for all the funds and securities of the Association. The Treasurer shall be responsible for presenting the annual budget, filing tax returns on or before April 15 (May 15<sup>th</sup>), or as required by the Internal Revenue Service and/or the State of California, and perform any other duties as may be assigned by the President or the Board of Directors.

Section 7. Directors shall serve on the Board of Directors of the Association and shall perform such duties as may be assigned by the President or the Board of Directors.

Section 8. All officers and directors shall serve without compensation for their services.

Section 9. All Officers and the Board of Directors shall be elected at a general membership meeting with the affirmative vote of two-thirds (2/3) of the voting members present. The term of office for all Officers and Directors shall commence January 1 of the ensuing year and shall continue until their successors are elected or appointed, unless removed for cause at any meeting of the Board of Directors by the affirmative vote of three-fourths (3/4) of the voting membership of the Board of Directors. Should any member of the Board of Directors have two (2) unexcused absences from Board meetings or general membership meetings, that member may be removed from the Board of Directors, at the discretion of the Board. No officer may serve more than three (3) consecutive terms in the same elected position.

Section 10. In the event any office or directorship becomes vacant, the Board of Directors shall appoint one of its members to the vacant office for the remainder of the term.

## **ARTICLE VIII**

### **Board of Directors**

Section 1. The Board of Directors shall consist of the President, the President-Elect, the Vice President, the Secretary, the Treasurer, and up to five (5) Directors at Large. The number of Directors of the Association shall be ten (10), including elected Officers. Associate members, not to exceed two (2) in number, may be elected to serve as a Director of the Association.

Section 2. The Board of Directors shall have the general charge of the affairs of the Association and shall delegate such powers and adopt such rules and regulations not inconsistent with these Bylaws and the Articles of Incorporation, and Standing Rules. The Board of Directors shall have charge of all assets of the Association and shall have sole authority for the expenditures of said assets.

Section 3. The Board of Directors shall:

- A. establish the duties of all committees, elect California Escrow Association Directors and American Escrow Association Delegates, and fill any vacancies that may occur on the Board of Directors;
- B. establish major administrative policies governing the affairs of the Association;
- C. devise and implement measures for the growth and development of the Association, consistent with its purposes;
- D. determine the method of auditing the records of the Association; and
- E. establish committees not otherwise provided, as necessary.

Section 4. No member shall hold more than one office at a time, and each Officer and Director shall serve for one calendar year, except for the California Escrow Association Directors in accordance with the guidelines set forth by that Association.

## **ARTICLE IX**

### **Committees**

#### Section 1. Appointment of Committees

- A. The Incoming President shall appoint the Chair of all committees with the exception of the Audit Committee. The committees shall be formed by January 1.
- B. The Outgoing President shall appoint the members of the Audit Committee as provided for in Section 2(B) of this Article.
- C. Special and/or Ad Hoc Committees may be created as the need arises during the fiscal year by the President, subject to ratification by the Board of Directors.

#### Section 2. The Standing Committees of the Association shall be as follows:

A. A Nominating Committee of three (3) members shall be appointed by the President, one of whom shall serve as Chairman.

1. The Nominating Committee shall nominate no more than two (2) candidates for each of the offices of President-Elect, Vice President, Secretary, and Treasurer, and up to five (5) Directors at Large.
2. The Nominating Committee Chair shall submit the recommendations of the Nominating Committee, together with a consent to serve from each nominee to the Board of Directors at least forty-five (45) days prior to the election.

B. An Audit Committee of three (3) members shall be appointed by the outgoing President prior to the end of the fiscal year of the Association.

1. Within the first forty five (45) days of the new calendar year, this committee shall audit the accounts, assets and liabilities of the Association, as of December 31 of the previous calendar year, and submit a written report of its findings and recommendations to the Board of Directors.
2. The Board of Directors may, at any time, without notice, instruct the Audit Committee to conduct additional audits or partial audits as may be deemed necessary or proper.
3. Any audit shall be conducted in accordance with accepted auditing standards.
4. Nothing in this section shall preclude the audit being conducted by a Certified Public Accountant, who shall be retained by the Committee, upon prior approval of the Board of Directors.

C. The Awards Committee shall promote and maintain the records necessary for the Education, Newsletter and Community Spirit Awards submission to the California Escrow Association pursuant to the CEA guidelines. And it shall perform such duties as may be assigned by the Board of Directors.

D. The Bylaws and Standing Rules Committee shall study, consider and recommend any additions, amendments and /or deletions to the Bylaws and Standing Rules of the Association. And it shall perform such duties as may be assigned by the Board of Directors.

E. The Education Committee shall study and make recommendations to implement the purpose of the Association as set form in Article II of these Bylaws. And it shall perform such



duties as may be assigned by the Board of Directors.

F. The Fund Raising Committee shall plan, create and carry out fund raising events. And it shall perform such duties as may be assigned by the Board of Directors.

G. The Membership Committee shall promote and solicit new members for the Association. And it shall perform such duties as may be assigned by the Board of Directors.

H. The Newsletter Committee shall be responsible for the production of the Association's newsletter. And it shall perform such duties as may be assigned by the Board of Directors.

I. The Professional Designation Committee shall promote, monitor and maintain the procedures to attain and maintain professional designations. And it shall perform such duties as may be assigned by the Board of Directors.

J. The Sites and Reservations Committee shall plan and coordinate the Association's meetings as well as receive and process meeting reservations. And it shall perform such duties as may be assigned by the Board of Directors.

K. The Website Committee shall maintain and update the website as directed by the Board of Directors. And it shall perform such duties as may be assigned by the Board of Directors.

**ARTICLE X**  
**California Escrow Association Directors**  
**and American Escrow Association Delegates**

Section 1. Any Active Member of this Association in good standing shall be qualified to serve as a Director of the California Escrow Association or a Delegate to the American Escrow Association.

Section 2. The Board of Directors shall elect the California Escrow Association Directors and the American Escrow Association Delegates in accordance with the guidelines set forth by each of those Associations.

A. If a Director or Delegate is unable to complete the required terms as set forth by the California Escrow Association or the American Escrow Association, the Board of Directors of the Association shall immediately appoint or elect another qualified person to complete the balance of the required term.

B. The President shall serve as a California Escrow Association Director during his/her term of office, unless already serving as one of the three (3) year Directors to the California Escrow Association. In such event, the Board of Directors shall elect a one (1) year Director to the California Escrow Association to serve during the President's term of office.

**ARTICLE XI**  
**Elections**

Section 1. The President, the President-Elect, the Vice President, the Secretary, the Treasurer and up to five (5) Directors at Large shall be elected annually at a time and place approved by the Board of Directors.

Section 2. Each person nominated shall be a member in good standing of the Association.

Section 3. The Nominating Committee Chair shall submit the recommendations of the Nominating Committee. Additional nominations of qualified candidates may also be made from the floor with the written consent of the persons so nominated.

Section 4. Voting may be by ballot or viva-voce. If ballots are used at the annual election they shall contain the names of candidates, as submitted by the Nominating Committee, listed in alphabetical order by office, with an equal number of blank spaces for use in the event of nominations from the floor. Elections shall be carried out by vote in person by those members present. A majority of all votes cast shall be required for the election of all officers and Directors.

Section 5. Immediately following each election the Chair of the Nominating Committee shall destroy all ballots. – *amended April 19, 2012*

## **ARTICLE XII Amendments to Bylaws**

Section 1. These Bylaws may be amended upon completion of the following:

- A. An affirmative two-thirds (2/3) vote by the Board of Directors; and
- B. At any regular or special meeting of the Association by a two-thirds (2/3) vote.
- C. All proposed amendments shall be mailed or sent electronically, at least thirty (30) days prior to the meeting, to each member.

Section 2. An amendment will take effect immediately upon its adoption, unless the motion to adopt specifies another effective date.

## **ARTICLE XIII Miscellaneous**

Section 1. No opinion shall be expressed nor principles advanced, nor theories or policies advanced by an Officer, Director, Committee or Committee Chair, or member(s), for public circulation, unless the Board of Directors shall have first endorsed same by a resolution properly presented and affirmatively voted.

Section 2. No member of the Association shall be personally liable to the Association's creditors for any indebtedness or liability, and any and all creditors shall look only to the Association for payment.

Section 3. Rules of Order

- A. The general procedure of the Association shall be in harmony with the principles set forth in "Robert's Rules of Order Newly Revised" which shall be the final authority as to parliamentary procedure insofar as it does not conflict with any provisions of these Bylaws.
- B. A parliamentarian may be appointed by the Presiding Officer at each meeting.

