

*Editor's Note: These bylaws reflect amendments approved by the membership of the Association on April 5 2016*

## **Bylaws of the Greater Oxford Civic Association**

### **ARTICLE I – OFFICERS**

#### **Section 1. Officers**

The officers of the Oxford Association shall consist of a President, one or two Vice Presidents (if two, a First Vice President and a Second Vice President), one or two Secretaries (if two, a Recording secretary and a Corresponding Secretary) and a Treasurer.

#### **Section 2. Election of Officers**

The President, Vice President or Vice Presidents, Secretary or Secretaries, and the Treasurer each shall be elected by a majority of the active members of the Association present at the Annual Meeting to serve for a term of one-year.

#### **Section 3. Replacement of the President**

In the event the office of the duly elected President becomes vacant, the Vice President or the First Vice President, if there are two Vice Presidents, shall fill the remaining term of the President.

#### **Section 4. Replacement of the Vice President, Secretary and Treasurer**

The Board, by majority vote of the members of the Board, shall elect one of the Board members to fill any vacated term of such offices; provided, however, that only one Vice-President must be filled and that only one- Secretary position must be filled.

### **ARTICLE II – DUTIES OF OFFICERS**

#### **Section 1. President**

It shall be the duty of the President to preside at all meetings of the Association and of the Board of Directors, to decide all questions of order, execute all contracts and agreements authorized by the Board of Directors, serve as Chairman of the Board of Directors, and perform such other duties as are incident to the office of President. He/she shall appoint all committees, with the approval of the Board of Directors and shall exercise the power and influence of the Association towards the ends for which it exists.

#### **Section 2. Vice President**

In the absence of the President, the Vice President or, if two, the First Vice President, shall perform

the duties of the President's office. He/she shall perform such other duties as may be assigned to him by the Board of Directors or the President, including acting as a political liaison to the community at large.

### **Section 3. Secretary**

The Secretary, or if two the Recording Secretary, shall keep the minutes of all regular and special meetings. The Secretary, or if two the Corresponding Secretary, shall conduct the correspondence and issue all notices of meetings. The Secretary or if two, the Recording Secretary, shall also serve as Secretary to the Board of Directors.

### **Section 4. Treasurer**

It shall be the duty of the Treasurer to collect all monies, belonging to the Association, maintain a detailed account of all transactions, showing receipts and expenditures during this tenure of office. All monies shall be deposited in a bank selected by the Board of Directors. All disbursements will be made by check signed by the Treasurer. The treasurer shall render a written report each month for receipts and disbursements showing the financial condition of the Association.

## **ARTICLE III – BOARD OF DIRECTORS**

### **Section 1. Size**

There shall be a Board of Directors (the Board), the authorized membership of which, including the officers but exclusive of the Immediate Past President or other members who shall serve ex-officers, shall be not less than twelve nor more than eighteen members who shall be elected at the Annual Meeting of the Association. Non-officer members of the Board shall serve for a term of three years with one third of the Board members being elected each year. The President shall have the power to appoint as many ex-officio members or advisors to the Board as he/she deems appropriate.

### **Section 2. Nominations**

Candidates shall be nominated and elected as prescribed by Article V of the By Laws.

### **Section 3. Replacement of Board Members**

In the event the replacement of a member of the Board of Directors becomes necessary, the replacement shall be nominated by the Board of Directors and elected by a majority vote at the next scheduled Board meeting.

### **Section 4. Duties**

The Board shall be the governing body of the Association. It shall hold meetings at such time and place as may be designated by the Chairman and shall conduct all business of the Association, authorizing all expenditures and controlling the finances of the Association. The Board is empowered to take necessary action to properly conserve and promote the general interests of the Association. At least 60% of the Board must be present to constitute a quorum for a meeting of the Board.

## **ARTICLE IV – MEETINGS**

### **Section 1. Regular Meetings**

One regular meeting of the Association will be held annually at such time as the Board of Directors determines such a meeting is appropriate. The Secretary, or if two the Corresponding Secretary, shall notify all members of the time and place of the meeting at least two weeks prior to the date of the meeting.

### **Section 2. Special Meetings**

Special meetings of the Association may be called by the Board or upon the written request of five active members, stating the purpose of the meeting, and no other business shall be considered except by unanimous consent. Notice of such special meeting shall be given to the Association members at least seven days before the date set.

### **Section 3. Directors Meetings**

The Board shall meet at least six times annually and more frequently at its discretion or as required herein, such as by Article V.

## **ARTICLE V – ELECTIONS**

### **Section 1. Nominating Committee**

At a Board meeting two months prior to the general annual meeting, a nominating committee, consisting of the current president, vice-president and three active board members shall be commissioned by a majority vote of the Board of Directors. Other officers are eligible to serve on the nominating committee if so elected by the Board of Directors.

### **Section 2. Nominations**

The nominating committee shall select names for each officer and shall determine whether there will be one or two Vice Presidents or Secretaries and shall notify the membership of the nominations at least two weeks prior to the Annual Meeting. After the nominating committee shall have made its report at the Annual Meeting and it has been accepted by the membership, the President shall call for nominations from the floor to fill any vacancies caused by declinations of those nominated in the report, and/or for additional nominations. Any active member shall have the right to place in nomination such active member as he may desire for any of the offices or Board positions. The nominations having been duly made, the Secretary, or if two Secretaries the Recording Secretary, shall, if more than one name is presented for the same office, distribute the necessary ballots for voting. Officers and other Board members shall be elected by a majority vote of active members present at the Annual Meeting. After election of the new Officers, the new President shall present his or her slate of Board members for election. If there is only one nomination for each office, the Secretary, or if two Secretaries, the

Recording Secretary, will present the nominations to the meeting for election by a voice vote. Officers shall be installed at the Annual Meeting. Board members shall be voted on individually unless the active members present vote to accept the Board nominations of a single slate with each active member having as many votes as there are Board members to be elected (cumulative voting shall not be allowed).

### **Section 3. Term of Office**

The term of each officer of this Association shall be for one year. Board members shall be elected to a three-year term. Officers and Board members are eligible for re-nomination and re-election.

### **Section 4. Removal from Office**

Any officer or Board member may be removed from office if he/she fails to conduct himself/herself in a manner that supports the goals and objectives of the Association. Removal of any individual may only be accomplished by a three-fourths majority vote of the Board of Directors. Any petition to remove a Board member or Officer must state the reason for removal and must have ten (10) signatures from active members of the Association. The Board may conduct a public hearing open to any active member within 30 days of receiving a removal petition, and shall vote on the petition within 60 days of its presentation. Members may vote by proxy.

## **ARTICLE VI – COMMITTEES**

The Board of Directors may commission any committees necessary to protect the interest of the Association. Each committee shall be chaired by an active Board member and may include any other persons as may be appropriate to accomplish the stated mission. Each committee shall have a specific mission. Once the committee's mission has been accomplished, the Board of Directors may, by majority vote, disband the committee. Powers of Committees No committee shall be empowered to enter into contracts or agreements or to obligate the Association for the payment of any monies or other things of value without specific approval of the Board.

## **ARTICLE VII – MISCELLANEOUS**

### **Section 1. Dues**

The dues for active membership in this Association shall be a rate established by a majority vote of the Board of Directors. Dues shall be established per family per calendar year.

### **Section 2. Calendar Year**

The Association shall operate on a calendar year basis, beginning January 1. and ending December 31.

## **ARTICLE VIII – AMENDMENTS**

These by-laws may be altered or amended by a two-thirds vote of the members present at the Annual meeting or a special meeting of the Association, provided all members have been notified at least fourteen days prior to the meeting.