

**BYLAWS OF
THE OLD ESCONDIDO NEIGHBORHOOD GROUP, INC.**

Also known as the Old Escondido Historic District
A California nonprofit public benefit corporation

**ARTICLE I
ORGANIZATION NAME**

The name of this organization shall be THE OLD ESCONDIDO NEIGHBORHOOD GROUP INC., also doing business as THE OLD ESCONDIDO HISTORIC DISTRICT, hereinafter referred to as the OEHD.

**ARTICLE II
PHYSICAL DESCRIPTION**

The boundaries of Old Escondido Neighborhood are Fifth Avenue on the north, Chestnut Street on the east, Thirteenth Avenue on the south and South Escondido Boulevard on the west, excluding properties fronting on Escondido Boulevard, and including north side of Fifth Avenue from Juniper to Date. For more detailed boundaries see map attached to the ordinance codified in this article. (Ord. No. 91-58, § 1, 12-18-91) A map attesting to the physical boundaries as designated by the aforementioned ordinance is attached to these BYLAWS.

**ARTICLE III
OBJECTIVES AND PURPOSES**

The objectives of the OEHD shall be:

1. To protect, preserve and promote the Historic Early Residential Area of Escondido, California.
2. To foster community improvement and property maintenance within the OEHD
3. To encourage the restoration of properties in the area
4. To support the community by fostering civic pride, promoting communications between and among residents, and promoting the spirit of neighborliness and goodwill
5. To encourage and support, but not sponsor, political activity and legislation for the preservation, restoration, and improvement of the area.
6. To increase the safety of the area for the residents and their property as well as visitors to the neighborhood by discouraging crime and encouraging traffic safety.
7. To protect and enhance the value of properties located in the OEHD by supporting strict enforcement of building and zoning codes.

The aforementioned objectives are enhanced and further supported by the Escondido City Code, which states: "It is the purpose and intent of the Old Escondido Neighborhood historic district to:

- (a.) Preserve the single-family residential character of the neighborhood;
- (b.) Preserve the historic/cultural resources of the neighborhood;
- (c.) Emphasize orientation towards pedestrian activities in the area"

**ARTICLE IV
MEMBERSHIP**

Section 1 Membership Requirements

Individuals of majority age (18 years) who own real property and/or who reside in the OEHD are considered members in good standing of the OEHD and eligible to vote on issues before the OEHD.

Any person who is a member of the Board of Directors at the time that these revised Bylaws are instituted is exempt from the requirement of owning real property and/or residing within the OEHD and therefore is also considered a member in good standing of the OEHD and eligible to vote on issues before the OEHD for as long as he or she so desires.

Section 2 Associate Memberships

Individuals who neither own property in OEHD nor reside therein are eligible for Associate Memberships in OEHD at an annual cost determined by the Board of Directors. While Associate Members do not have voice or voting rights, they are entitled to receive the quarterly newsletter and other benefits as designated by the Board of Directors.

Section 3 Honorary Members

The Board of Directors, by majority vote, may designate individuals as Honorary Members. Honorary Members do not have voice or voting rights but are entitled to receive the quarterly newsletter and other benefits as designated by the Board of Directors.

ARTICLE V MANAGEMENT

Section 1 The Board of Directors

The Board of Directors shall consist of the elected officers and five (5) directors.

The Ex-Officio President is the immediate past president of the Board, who thereby becomes eligible to serve in an advisory capacity to the Board, as long as that individual remains a Member in Good Standing. The Ex-Officio President shall have voice but no vote on formal Board actions and shall not be counted for purposes of determining the Board quorum.

Section 2 Eligibility for Office

Members of the Board of Directors shall be members in good standing of the OEHD, eighteen (18) years of age or older, residing within the boundaries of the OEHD a minimum of six (6) months of the year. In order to be considered for nomination to either the position of President or Treasurer, a candidate shall have served for at least one term as a Member of the Board or be approved by a 2/3 vote of the OEHD Board of Directors.

The officers and members of the Board shall serve without compensation, but shall be reimbursed for any reasonable expenditure incurred in the discharge of their OEHD duties.

The officers and members of the Board shall serve without compensation, but shall be reimbursed for any reasonable expenditure incurred in the discharge of their OEHD duties.

Section 3 General Powers and Responsibilities

The Board of Directors shall be responsible for and conduct the business of the OEHD for the benefit of the membership in fulfillment of the Purpose of the OEHD as stated in Article III.

Authority and responsibility for the operation of the OEHD is vested in the Board of Directors, who shall have the right, power, authority, and duty to manage the activities and affairs of the OEHD and to act for and on its behalf in accordance with it; Articles of Incorporation, these Bylaws, and applicable law, but may delegate to the OEHD's officers, to its agents, and to committees of the OEHD such rights, powers, duties, and authority as it sees fit, in addition to those specified in these Bylaws.

The Board of Directors shall have the power to make such rules and regulations as may be necessary or advisable for the orderly and efficient management of the OEHD's business and property, and from time to time, to amend such rules and regulations.

As it is considered to be a benefit to the OEHD to have Board Members in attendance at all Council, Historic Preservation Commission, and other significant meetings and civic gatherings, arrangements shall be made to ensure that such meetings are attended.

Section 4 Indemnification

Any member of a Board or of a committee formed by a Board shall be immune (indemnified) from civil liability and shall not be subject to suit directly or indirectly for any act or omission undertaken in good faith and within the scope of the member's official capacity unless any resultant damage or injury was caused by the willful, wanton, or grossly negligent conduct of such member.

Section 5 Term of Office

Officers and Directors will be elected for a term of two years. Every even year the positions of President and Secretary and two Directors shall be submitted for vote by the membership.

Every odd year the positions of Vice President and Treasurer and three Directors shall be submitted for vote by the membership. Officers may serve an unlimited number of terms, however no office shall be held consecutively.

No Officer shall hold more than one (1) office at a time.

Section 6 Duties

The President shall be responsible for the day to day management of the OEHD under the general policies approved by the Board of Directors and in general shall act as the chief executive officer. The President shall preside at all OEHD meetings, including meetings of the Board of Directors. The President may appoint committees, including chairpersons, as the Board may approve. The President shall be the spokesperson for the OEHD.

Additionally, the President (or designee) shall:

- Prepare agendas for all meetings and provide them to all board members at least 2 days prior to each meeting
- Run meetings in an efficient manner, using Robert's Rules of Order and appointing a Parliamentarian as available
- Present the State of the OEHD Report annually at a General Meeting
- Represent the OEHD before Boards and Commissions
- Communicate the Board's decisions to interested parties
- Prepare newsletter articles
- Ensure progress on pertinent issues
- Sign contracts on behalf of the OEHD as directed by a majority vote by the Board of Directors
- Have the authority to sign checks
- Vote on issues before the OEHD

The Vice President, in the absence of the President, shall perform the duties of the President, and perform such other duties as the Board may from time to time request. Additionally, the Vice President (or designee) shall:

- Facilitate meetings in president's absence
- Coordinate activities of committee chairpersons and serve as ex-officio member of all standing and special/ad-hoc committees
- Preside over and vote on issues before the Board of Representatives
- Represent the OEHD on the City of Escondido Historic Preservation Commission
- Vote on issues before the OEHD

The Secretary shall be responsible for maintaining the records of the OEHD and keeping the minutes of Board and General meetings for the membership and the Board of Directors. The Secretary will prepare all written communications of the OEHD, to insure compliance with all notarization and other legal requirements. The Secretary's duties shall include informing the membership of the dates, times, and locations of all OEHD meetings, including those conducted by the Board of Directors. Additionally, the Secretary (or designee) shall:

- Notify Board members of upcoming meetings and solicit agenda items
- Provide notice of historic preservation, community improvement, and other related organizations' meetings to the membership in a timely manner
- Be responsible for the newsletter

- Supervise the election process, including preparing ballots. Ballots will provide appropriate space for nominations to be made from the floor
- Collect and tabulate the votes cast in any election conducted by written ballot -- Such tabulation shall be open to observation by any Member in Good Standing.
- Announce the results of all elections at the election meeting, when possible, or as soon as possible thereafter
- Vote on issues before the Board of Directors

The Treasurer shall receive and deposit in appropriate accounts all monies of the OEHD and maintain all financial records in electronic format as agreed upon by the Board. The Treasurer shall also disperse such funds as directed by resolution of the Board and report monthly to the Board of Directors and quarterly to the membership concerning the financial condition of the OEHD. Additionally, the Treasurer (or designee) shall:

- Prepare an annual budget
- Maintain a roster of dues paying members
- Prepare the annual income tax return as required by law
- Ensure that an annual audit is conducted of the OEHD's financial records
- Sign contracts on behalf of the OEHD as directed by a majority vote by the Board of Directors
- Have the authority to sign checks
- Vote on issues before the Board

Section 7 Board of Representatives [Subject to direction from members at 10-12-06 meeting)

The Board of Representatives shall be composed of one (1) member from each of the ten (10) areas or Zones comprising the OEHD. Zone Representatives shall be eighteen (18) years of age and members in good standing residing within the Zones that they represent. The means by which each zone representative is selected shall be determined by the members of each Zone.

Zone Representatives shall represent the members of their respective zones and shall:

- Prepare agendas based upon input from zone members including issues of immediate and future concern, providing them to their residents at least 2 days prior to each Zone meeting
- Lead Zone meetings to be held regularly, either monthly or quarterly or for special meetings as determined by the residents
- Communicate the issues and decisions that come before the Board of Directors to their residents
- Gather input from Zone residents
- Assist the Board of Directors in communicating urgent matters of concern to the OEHD among their residents

The Board of Representatives shall meet monthly or for special meetings at a time, date and location of their choosing. The Board of Representatives shall notify the OEHD Board of Directors of all meetings at least 2 days prior. The OEHD Vice President shall preside over

each Board of Representative meeting and will vote on issues before the Board of Representatives

The Board of Representatives shall choose a Secretary. The Secretary of the Board of Representatives shall be responsible for maintaining the records of the Board of Representatives and keeping the minutes of Board of Representative meetings. Additionally, the Secretary (or designee) shall:

- Notify both the Board of Representatives and the OEHD Board of Directors as well as members of upcoming meetings
- Solicit agenda items and prepare an agenda prior to each Board of Representative meeting
- Vote on issues before the Board of Representatives

Section 8 Honorary Board

There shall be an Honorary Board in order to help further the goals and purposes of the organization. Honorary Board membership may be granted by 2/3 vote of the Board of Directors to anyone who has served as a member of the Board of Directors, provided outstanding value to the OEHD, and/or acted in some other significant capacity.

Honorary Board Members do not have voting rights but are entitled to receive the quarterly newsletter and other benefits as designated by the Board of Directors.

Honorary Board Members may attend OEHD Board Meetings but shall have neither voice nor vote unless called upon by Board Members to provide information based on their specialized expertise.

The Honorary Board shall have neither official meetings nor fiduciary responsibilities. Honorary Board members shall receive the Quarterly Newsletter at no charge as well as other benefits that may be designated by the Board of Directors.

Article VI ELECTION, REMOVAL, REPLACEMENT OF OFFICERS

Section 1 Election of Officers and Board

The officers and directors of the OEHD shall be elected to office at the Annual Meeting and shall take office immediately upon the close of that meeting and shall hold office until their terms expire concomitantly with the Annual Meeting.

Nominations for the election held at the Annual Meeting will open during the second quarterly membership meeting preceding the Annual Meeting and will close at the end of the quarterly membership meeting immediately preceding the Annual Meeting.

In the event that no one has been nominated for one or more positions on the Board or that the person(s) nominated decline to run or that the person(s) nominated is/are not eligible to

hold office, names may be placed in nomination at the Annual Meeting for the position(s) for which there are no candidates.

The Board of Directors may nominate candidates for office at its discretion, but if it does decide to make nominations, it must do so only at the second quarterly membership meeting held preceding the Annual Meeting.

Balloting shall be by written secret ballot in the case of contested elections. Absentee voting and voting by proxy are prohibited.

In the election of Officers, the candidate receiving a simple majority of the votes cast shall be deemed elected to office. If no candidate receives a majority, then succeeding ballots will be taken until a candidate does receive a majority. In the election of the Directors, the five (5) candidates receiving the highest number of votes cast shall be deemed elected to the Board.

Following each contested election, the candidate(s) not elected to that office shall have the right to run for any other position on the Board of Directors not then voted upon simply by declaring that they wish to have their name(s) placed on the ballot.

In the event of a tie vote so that the number of candidates receiving the highest number of votes cannot be reduced to five (5), succeeding ballots shall be taken to break the tie. On the succeeding ballot(s) held to break the tie, the voting membership shall elect from between or among the tying candidates a sufficient number to complete the list of five (5) elected Directors. Each voting member shall be entitled to vote for only one candidate on each succeeding ballot.

Section 2 Vacancies

If a vacancy should occur on the Board of Directors, the remaining Board members, by affirmative vote of a majority thereof may elect an individual to fill said vacancy for the unexpired term at any meeting of the Board, and such Director shall serve until his or her successor has been duly elected and qualified.

Section 3 Conflicts of Interest

Board members shall report possible conflicts of interest to the Board of Directors. If the Board of Directors determines that a conflict of interest exists, the interested individual shall not vote on the matter presenting the conflict.

All members of the Board of Directors shall declare a conflict of interest if such Board member or such Board member's immediate family (spouse, parent or children) shall receive anything of real value (\$25.00 or more) from the action of the Board excluding such Board actions as improvement or maintenance of residential value, preservation of the historic designation, reduction of traffic flow or improvement of the attractiveness of the neighborhood or other such actions that are designed to improve the entire neighborhood area.

No member of the Board may sell or otherwise dispose of any real property or other things of value owned by the OEHD without a vote of the OEHD Board of Directors.

Section 4 Involuntary Removal

Any member of the OEHD Board of Directors can be involuntarily removed from the Board for cause, including but not limited to failure to attend three (3) consecutive meetings. The individual shall be deemed removed upon two-thirds (2/3) of the majority of the votes cast at a regular Board of Directors meeting or a Board of Directors meeting called for such purpose. The quorum for such a meeting shall be fifty percent (50%) of the members of the Board of Directors as defined by Article VII of the BYLAWS. The offending Board member has the right to be informed of the reason for his pending removal at least ten (10) days prior. An opportunity shall be provided for the offending member to speak in his/her own behalf at the meeting before the vote is to take place. A ten (10) days written notice shall be given to all members of the Board of Directors prior to such meeting.

Section 5 Resignation

Any officer may resign at any time by giving written notice to the OEHD, to the attention of the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Article VII MEETINGS

Section 1 Meetings of the Board of Directors

Regular meetings of the Board of Directors are to be held monthly on such dates and at such places as may be fixed by the Board. However, nothing shall preclude the members of the Board of Directors from meeting on an ad hoc basis. Special meetings of the Board shall be called by the President or may be called by the President upon the written request of a simple majority of the Directors.

Once the Board of Directors has determined its meeting schedule for the year, the schedule shall be published and/or made otherwise available in a timely manner to OEHD Members.

All meetings of the Board of Directors shall be open to the membership, who may attend without voice or vote.

The Official Minutes of all meetings shall be published and/or made otherwise available in a timely manner to OEHD Members.

Section 2 Notice of Meetings of the Board of Directors

The Secretary shall provide each member of the Board of Directors with written notice of the date, time, and place of all meetings at least ten (10) days prior to each regular meeting and five (5) days prior to each special meeting. Such notice may be waived by any member of the Board of Director either before or after the meeting. Attendance at any regular meeting or special meeting, excepting attendance for the purpose of objecting to the transaction of business because the meeting was not properly called or convened, shall constitute a waiver of notice of such meeting.

Section 3 Quorum

For the transaction of business by the Board of Directors, a quorum shall consist of not less than one-half of the number of Directors. If any regular or special meeting is called at which there is not a quorum present for the transaction of business, the said meeting shall be adjourned to such a time that those Directors present shall determine. Notification of the adjourned meeting shall be given by the Secretary to the absent Directors at least five (5) days prior to said meeting.

A quorum for a general membership meeting shall consist of twenty-five (25) Members in Good Standing representing at least twelve (12) separate residential family properties, wherein no two (2) are owned by the same individual in addition to a quorum of the Board. Decisions shall be made be a majority vote of the Voting Members present except in special circumstance when a two-thirds (2/3) vote is required as determined by the Board of Directors.

Section 4 Voting.

Each member of the Board of Directors shall have one vote on each matter that comes before the Board. Issues subject to a vote by the Board of Directors shall be decided by a simple majority of those present except in special circumstances when a 2/3 vote is appropriate. Members of the Board shall have no power to grant proxies to or to otherwise cause others to represent or substitute for them.

Section 5 Ballot by Mail, either Postal or Electronic, or Telephone

Any urgent action normally required to be taken at a meeting of the Board of Directors may be taken by mail, either postal or electronic, or telephonic ballot without a meeting if each member of the Board is notified of such action and the majority agrees to such a vote. Any action so approved shall have the same effect as though taken at a meeting of the Directors. Results of the vote shall be relayed to all members of the Board of Directors within 24 hours and documented in the minutes of the next meeting.

Section 6 Meetings of the General Membership

An Annual Meeting for the election of officers and directors of the OEHD and for other business shall be held during the month of October. A timely notice of this meeting shall be sent to all members in the quarterly newsletter.

Regular meetings of the membership shall be held no less often than quarterly with the Annual Meeting qualifying as one meeting. Special membership meetings may be called by the President or upon request of a majority of the Board of Directors. A good faith attempt shall be made to notify all membership members of the meeting.

Section 7 Rules of Order

Roberts Rules of Order, latest edition, shall govern the Association's deliberations unless such rules are in conflict with the Association's Bylaws, or special rules of order. In the event of conflict, the Bylaws shall take precedence.

Article VIII COMMITTEES

It shall be the duty of the Board of Directors to establish, oversee, and disband Committees as the need arises to fulfill the purposes of the organization. The Chairpersons of such Committees shall be determined by a majority vote of the Board. No member or Committee shall contract for or incur any expense in the name of the organization without authorization from the Board of Directors.

Said Committees can be considered to address such issues as membership, community pride, neighborhood oversight, data maintenance, special projects, and publicity.

Each active Committee shall submit a report to the Board of Directors prior to the Annual Meeting.

Except as authorized by the Board of Directors, no Committee nor representative thereof shall have power to act on behalf of the Board, to incur expenses on behalf of the Board, or to make any commitment for the OEHD.

Article IX FINANCES

Section 1 Budget

The fiscal year shall begin on November 1 and end on October 31.

It shall be the responsibility of each Committee of the OEHD to prepare an itemized budget for said Committee's activity for the next fiscal year. Said budget shall be submitted to the Treasurer no later than forty-five (45) days prior to the Annual meeting.

The Treasurer shall review each Committee budget and shall make recommendations thereon to the Board of Directors no later than -the regular meeting of the Board of Directors immediately preceding the Annual meeting.

Upon submission by the Treasurer of the various Committee budgets and said Committees' recommendations thereon, and upon consideration of any other pertinent financial matters, the Board of Directors shall prepare a proposed budget for the OEHD for the next fiscal year at the first Board of directors meeting following the Annual Meeting.

The Board of Directors will have the authority to allocate and spend the funds in accordance with the approved budget. No additional expenditures may be made or expenses or indebtedness incurred on behalf of the OEHD unless authorized by the Board of Directors. The President and Treasurer shall each be approved to sign checks.

Section 2 Obligations of the OEHD

The Board of Directors shall approve all obligations of the OEHD proposed to be funded from the OEHD account(s) prior to any verbal or written commitment to expend funds of the OEHD. The Board may provide authority to the Treasurer to make expenditures under \$100 without prior Board approval to meet the purposes of the Association as defined by Article III. Such expenditure(s) shall be presented to the Board at the next Board meeting.

Section 3 Annual Dues

The amount of annual dues shall be determined by the Board of Directors. Such determination shall occur no more than once per year. Association dues shall be due on January 1 of each calendar year.

Section 4 Designated Donations

The Board of Directors may request and members, supporters or corporate entities may contribute, additional donations to cover costs associated with designated projects of the OEHD as determined by the Board of Directors in accordance with the purposes of the OEHD as defined by Article III.

Section 5 Dedication of Assets

The properties and assets of the OEHD are dedicated to the objectives and purposes stated in Article III. No part of the net earnings, properties, or assets of the OEHD, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Director of the OEHD.

In the event the OEHD is ever dissolved, the Board of Directors, after paying or making provision for the payment of all liabilities of the OEHD, shall dispose of all assets of the OEHD exclusively for the purposes of the OEHD in such a manner, or to such an organization or organizations organized and operated "exclusively" for cultural, educational, historical restoration, and civic purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine.

Any such assets not so alternatively disposed of and after all informal attempts having failed shall be disposed of by a court with competent jurisdiction exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized exclusively and operated exclusively for above said purposes. The decision to dissolve shall be made by a two-thirds (2/3) vote of the entire Board of Directors.

Article X MISCELLANEOUS

Section 1 Limits to the Corporation Activities

Notwithstanding any other provision of the Bylaws, the OEHD shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) Of by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

Section 2 Severability

If any provision of these Bylaws is or becomes void or unenforceable by force of operation of law, the other provisions shall remain valid and enforceable.

Section 3 Non-Discrimination

The Association shall not discriminate on account of race, creed, national origin, sex, age, or disability with respect to selection of Board members, employment of staff or in connection with any other activity of the Association.

Section 4 Inspection by Directors OR Members in Good Standing.

Every member in good standing of the OEHD shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the OEHD for a purpose reasonably related to such person's interest as a member of the OEHD. The inspection by a member may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 5 Execution of Contracts.

Any contract or other instrument in writing entered into by the OEHD, when signed by the President or Treasurer is not invalidated as to the OEHD by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other party to the contract or other instrument that the signing officers had no authority to execute same. Contracts or other instruments in writing made in the name of the OEHD which are authorized or ratified by the Board, or are done within the scope of authority, actual or apparent, conferred by the Board or within the agency power of the officer executing it, bind the OEHD.

Section 6 Construction and Definitions

Unless the context otherwise requires, the general provisions rules of construction and definitions contained in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

Section 7 Annual Statement of General Information

The OEHD shall, at the times required by law, file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the names and complete business or residence addresses of the President, Vice President, Secretary, and Treasurer, the street address of its principal office in this state, together with a designation of the agent of the OEHD for the purpose of service of process, all in compliance with the Corporation Code of California.

Section 8 Amendments to the Bylaws

Proposed amendments to the Bylaws shall be presented to the Board of Directors in writing. A proposed amendment shall be presented in such manner that the Board of Directors shall be afforded a reasonable time, in advance of a meeting, to consider the proposed amendment. The amendment shall be adopted by a two-thirds (2/3) majority vote of the voting Board members present.

OEHD members must be notified of the adopted amendment change(s) at the earliest opportunity by publication in the newsletter and/or other method.

WHEREFORE, the undersigned, being the incorporation of THE OLD ESCONDIDO NEIGHBORHOOD GROUP, INC., a California nonprofit public benefit Corporation, aka THE OLD ESCONDIDO HISTORIC DISTRICT hereby assents to the foregoing Bylaws, and adopts the same as the Bylaws of said Corporation

IN WITNESS WHEREOF, he undersigned has hereunto set his hand this day 28th of June 1987.

Margaret Moir, Incorporator

Revised September 2006
OEHD By-Law Committee
Carol Rea, Chairperson
Kevin Hall
Lynn Hall

Amended July 2015

Amended March 2017