

**The
Original City Association
of Tuscaloosa, Alabama**

Bylaws and Standing Rules, Policies & Procedures

October 1, 2007

ORIGINAL CITY ASSOCIATION OF TUSCALOOSA
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BYLAWS OF THE
Original City Association of Tuscaloosa

ARTICLE I – NAME

Section 1.01. The name of this organization shall be the Original City Association of Tuscaloosa, hereinafter sometimes referred to as the “OCA”.

ARTICLE II – PURPOSE

Section 2.01. The purpose of the OCA shall be to work to develop an awareness and appreciation of the historical and cultural heritage of the original neighborhoods of the City of Tuscaloosa, Alabama. The objectives are as follows:

- A. Seek to educate all citizens of the county in the benefits and pleasures of our original neighborhoods.
- B. Collect, organize and catalog information and materials related to the original neighborhoods.
- C. Encourage and participate in the quality of life preservation of the original neighborhoods of the City and promote the quality of life and enjoyment of these neighborhoods.
- D. Seek to involve local governments, educational institutions, the Tuscaloosa County Preservation Society, the Historic Commissions, and other organizations in specific projects promoting the purpose.

ARTICLE III – MEMBERSHIP

Section 3.01. Membership in the OCA is open to anyone. A household in an original neighborhood as designated by these bylaws which is current in payment of membership dues established by the OCA shall constitute a single voting member. Honorary membership is a title that may be conferred upon any person, with the approval of the Board of Directors, who should receive special recognition for valued service in the preservation of the original associations. Honorary membership is non-voting.

ARTICLE IV – DUES

Section 4.01. The Board of Directors shall have the authority to fix the amount of membership dues for membership presently defined as the neighborhoods of:

Queen City
Seventh Street
Sixteenth Avenue
College Park
Guildswood

Alaca Place
Audubon Place
Dearing Place
Pinehurst
Thirteenth Street

Oakwood Court
University Circle
Caplewood
Monnish Drive
Sherwood Drive

and such other neighborhoods as may be designated by the Board of Directors of the OCA from time to time. These officers shall also constitute the OCA Executive Committee.

ARTICLE V – OFFICERS

Section 5.01. Personnel/Eligibility

- A. The officers of this Association shall be a President, the immediate past President, a Vice President, a Secretary, and a Treasurer.
- B. To be qualified to serve as an officer of the Association, a candidate must have served as a member of the Board of Directors for one (1) of the past three (3) years immediately preceding his/her nomination and must be a household member in good standing of the OCA.

Section 5.02. Nomination

- A. Nominations for officers shall be read by the Nominating Committee at the October meeting of the Board of Directors.

Section 5.03. Election

- A. Officers shall be elected at the Annual Meeting by a majority vote of those households present and in good standing.

Section 5.04. Term of Office

- A. Officers shall be elected for a term of one year or until such time as their successor shall be elected or appointed. Officers shall take office on the 1st board meeting immediately following the Annual Meeting.

Section 5.05. Duties of the Officers

- A. President. The president shall be the chief executive officer of the OCA and, subject to the direction of the Board of Directors, shall in general supervise

and control all of the affairs and business of the OCA. The president shall preside over the Annual Meeting of the OCA, Board, and Executive Committee meetings. The president shall be a member ex-officio of all standing committees except the Nominating Committee and may appoint such other committees or task forces necessary to carry out the programs of the OCA. The president in general shall perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the Board of Directors.

- B. Vice President. The vice president shall assist the President in the discharge of his/her duties, and in the absence of the President, assume full responsibility of the office. Upon resignation or removal of the president, he shall succeed to that office. The president-elect shall perform such other functions and duties as may be prescribed from time to time by the President or the Board of Directors.
- C. Chairman. The immediate past president shall serve as Chairman and shall assist the President in the discharge of his/her duties and shall preside in the absence of both the President and Vice President. The Chairman shall, in general, perform all functions and duties incident to the office of Chairman and such other tasks as may be assigned by the President or the Board of Directors.
- D. Secretary.
 - (1) The secretary shall record minutes of the proceedings of the meetings of the OCA, including General Membership Meetings, Board Meetings, and Executive Committee Meetings. The secretary shall provide the President and the Executive Committee with copies of the minutes of these meetings and maintain copies of the minutes on file.
 - (2) The secretary shall conduct any correspondence of the OCA as directed by the President or the Board of Directors. The secretary shall maintain accurate membership lists, shall be the custodian of the original organizational documents, and see that members of the Board of Directors have current copies of the Bylaws and any Resolutions that have been adopted.
- E. Treasurer.
 - (1) The treasurer shall be the custodian of the funds of this Association.

The treasurer shall authorize payments in accordance with the budget which has been approved by the Board of Directors. Expenses not provided for in the budget shall be incurred and paid only upon authorization of the Board of Directors or the Executive Committee.

- (2) The treasurer shall keep full and accurate accounts and shall present financial statements at the regular meetings of the OCA and the Board of Directors.
- (3) The treasurer shall receive and give receipts for all moneys due and payable to the OCA and deposit all moneys in the OCA's name in banks or other depositories authorized by the Board of Directors and in general perform all other tasks from time to time assigned by the president or the Board of Directors.
- (4) In October of each year, at the annual meeting, the treasurer shall have all the books and financial records reconciled and present a receipt and expenditure report review by the Board of Directors and distribution to the membership.

Section 5.06. Vacancies in any elected office shall be filled by the Board of Directors from a slate submitted by the Nominating Committee. The person filling a vacancy in office shall serve the remainder of the unexpired term.

ARTICLE VI – MEMBERSHIP MEETINGS

Section 6.01. Annual Meeting

- A. A general membership meeting of this Association shall be held in October of each year and shall be known as the Annual Meeting.

Section 6.02. Special Meetings

- A. Special meetings of the general membership may be called by the President or upon majority vote of the Board of Directors and shall be called upon the written request of one-fourth (1/4) of the member households of the OCA in good standing.

Section 6.03. Membership Quorum

- A. A quorum shall consist of thirty (30) member households in good standing

present as the Annual Meetings and at specially called membership meetings.

ARTICLE VII – BOARD OF DIRECTORS

Section 7.01. Number, Term, and Eligibility

- A. The Board of Directors shall consist of the officers of the OCA and the president or other officer elected by each original city neighborhood or if no person shall be designated to so serve then such member of the OCA residing in such neighborhood as selected by a majority of the Executive Committee. To qualify for election or appointment as a director, one must be a member in good standing in the OCA.
- B. In addition to the Board members, a member of the City of Tuscaloosa Historic Commission designated by the Board of Directors, the student government president or designee of The University of Alabama, the member of the City of Tuscaloosa Board of Education and the member of the City Council serving the OCA neighborhoods may each serve on the Board as ex-officio voting members.
- C. A Board member who misses three (3) consecutive regularly called meetings of the Board shall automatically cease to be a member of the Board and such vacancy shall be filled by another member of such neighborhood by the Executive Committee.

Section 7.02. Duties

- A. The business and affairs of the OCA shall be under the management and control of the Board of Directors.
- B. The Board of Directors shall consider proposals and make decisions relating to funds, property, programs, and official positions of the OCA. It shall present to the general membership at the Annual Meeting an annual report and a financial statement through the month immediately preceding the Annual Meeting.
- C. The Board of Directors shall have the power to interpret the Bylaws. The Board of Directors shall have the power to amend the Bylaws in accordance with Article XII hereof.
- D. The Board is empowered to appoint and terminate such professional staff as

it deems in the best interests of the OCA.

Section 7.03. Vacancies

- A. Vacancies on the Board of Directors shall be filled by the Executive Committee with the approval of the Board of Directors. Persons so appointed shall serve until the expiration of the original term.

Section 7.04. Meetings

- A. The Board of Directors shall meet monthly.
- B. Special meetings of the Board may be called by the President and shall be called upon the written request of three (3) members of the Board of Directors. The Secretary shall provide three (3) days' advance notice of special meetings.
- C. All meetings of the Board are open to the General Membership; provided, the Board upon two-thirds (2/3) affirmative vote may close a Board meeting.

Section 7.05. Quorum

- A. The presence of six (6) members of the Board at a meeting shall constitute a quorum. If a quorum is present when the meeting is convened, the directors present may continue to conduct business, taking action by affirmative vote of a majority of the quorum, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum present.
- B. Votes cast by proxy shall not be counted.

ARTICLE VIII - EXECUTIVE COMMITTEE

Section 8.01. Membership

- A. There shall be an Executive Committee, composed of the President, Chairman, Vice President, Secretary, and Treasurer which shall have the powers of the Board of Directors between meetings. The actions of the Executive Committee shall be submitted to the Board for ratification at its next meeting.

Section 8.02. Quorum

- A. A majority (3) of the members of the Executive Committee present at a meeting shall constitute a quorum. Meetings of the Executive Committee may be conducted telephonically.

ARTICLE IX – COMMITTEES

Section 9.01. Standing Committees

- A. The Standing Committees shall include the Executive Committee and the following:
 - 1. Long Range Planning Committee
 - 2. Nominating Committee
 - 3. University Relations Committee
 - 4. Social Committee
 - 5. Communications Committee
- B. To serve on a Standing Committee a person must be a household member in good standing in the OCA.
- C. The composition and responsibilities of each Standing Committee, as established by the Board of Directors, shall be set forth in the OCA's Standing Rules.

Section 9.02. Special Committees

- A. Special committees or task forces may be appointed from time to time by the President with the approval of the Board of Directors. In appointing a special committee or task force, the President shall designate each committee's responsibilities and the term of each committee's appointment.

ARTICLE X – FISCAL POLICIES

Section 10.01. Fiscal Year

- A. The fiscal year shall be from October 1 to September 30.

Section 10.02. Accounts and Audits

- A. The books and accounts of this Association shall be kept in accordance with generally accepted accounting principals and shall be examined and reviewed by the Board of Directors during the month of October of each year. At the end of the fiscal year, a copy of the review and supporting records report shall be made available for review by any OCA member.

Section 10.03. Bonding

- A. A blanket fidelity bond may be required in an amount deemed adequate by the Board of Directors to cover OCA staff and officers.

Section 10.04. Dissolution

- A. In the event of the dissolution of the OCA, its assets will be distributed to such charitable, preservation oriented or educational organizations in the community which are exempt for Federal Income Tax purposes as the Board of Directors shall determine.

ARTICLE XI – ELECTIONS

Section 11.01. Elections at Annual Meeting

- A. Election of OCA Officers shall be at the Annual Meeting.

Section 11.02. Nominations

- A. The Nominating Committee's report shall be transmitted to members of the Board of Directors at least five (5) days prior to the September Board meeting. Nominations for each office shall be read by the Nominating Committee at the September meeting of the Board of Directors. The nominees for each elected position shall be presented to the general membership at the Annual Meeting.

- B. The action of the Nominating committee shall not prevent any member of the OCA from submitting nominations for any elected position, but all such independent nominations must be received by the Secretary at least ten (10) days prior to the date fixed for the Annual Meeting.

Section 11.03. Voting

- A. To vote at the Annual Meeting, a household member must be present. Votes cast by proxy shall not be counted.
- B. All votes cast at the Annual Meeting for persons other than those nominated in accordance with Section 11.02 shall not be counted.
- C. If there is more than one nominee for an elected position, the vote for that position shall be by secret ballot.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Section 12.01. Robert’s Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws.

ARTICLE XIII – AMENDMENTS

Section 13.01. These Bylaws may be amended by a two-thirds (2/3) vote of members present at any Board of Directors meeting at which a quorum is present, provided that the proposed amendment has been transmitted to each voting Board member at least two (2) weeks prior to the date of the meeting at which the proposed amendment will be considered.

Adopted and Amended by the Board of Directors of the Original City Association of Tuscaloosa this the 1st day of May, 2006.

STANDING RULES, POLICIES AND PROCEDURES

SECTION 1 – GENERAL

1.01. The OCA shall maintain Standing Rules as guidelines for the effective and efficient administration and conduct of the business and affairs of the OCA.

1.02. Amendments to the Standing Rules may be made by a majority vote of the Board of

Directors at which a quorum is present provided that notice of the proposed amendment is furnished to each Board member at least five (5) days prior to the meeting at which the proposed amendment will be considered.

SECTION 2 – MEMBERSHIP

2.01. Membership in the OCA is open to any household in one of the original city neighborhoods who has paid the dues established by the Board of Directors.

Regular Membership ----- \$ 25.00 per year

Life Membership ----- \$ 500.00 (one-time)

2.02. Membership renewals are due and payable on the first day of the fiscal year of the OCA.

2.03. To be a member in good standing in the OCA, one must be current in one’s payment of membership dues.

SECTION 3 – FINANCE

3.01. Budget Schedule

A. Itemized annual budget requests shall be submitted to the Executive Committee by August 25.

B. A tentative budget shall be submitted to the Board of Directors for approval at the September Board meeting, and such budget, if approved, shall be presented at the Annual Meeting for adoption by the general membership.

3.02. Expenditures

A. Each committee, to every reasonable extent, shall adhere to the budget unless otherwise authorized by the Executive Committee or Board of Directors.

B. Non-budgeted expenditures must be approved in advance by the Executive Committee or the Board of Directors.

SECTION 4 – COMMITTEES

4.01. Committees of the OCA shall consist of the Standing Committees specified in Section 9.01 of the Bylaws and such special committees or task forces as may be appointed from time to time by the President with the approval of the Board of Directors.

4.02. Unless otherwise specified in these Standing Rules or in the Bylaws, the incoming President shall recommend to the Board for approval the names of members for appointment to committees for the next fiscal year.

4.03. At each meeting of the Board the chairperson or a member of each committee shall make a report to the Board of its activities. If neither the chairperson or any other member of the committee can attend a Board meeting, then prior to the Board meeting date the chairperson shall furnish a committee report to either the President or the Secretary.

4.04. Standing Committees

A. Long Range Planning Committee

1. The Long Range Planning Committee shall be responsible for annually reviewing the long term goals, direction, and plans of the OCA and shall make known to the Board its findings and recommendations.
2. The Vice President shall serve as Chairperson.

B. Nominating Committee

1. The Nominating Committee shall be composed of three (3) Non-officer Board members and three (3) non-Board members from the general membership. Each person shall serve a two-year term. Each year the Nominating Committee shall submit the names of three nominees to this Committee for election at the Annual Meeting.
2. The Chair shall be selected by the Nominating Committee from its members.
3. Each year the Nominating Committee shall prepare a single slate of officers for election at the Annual Meeting as follows:
 - (a) Officers:

1. President
2. Vice President
3. Secretary
4. Treasurer

(b) Committee Members:

1. Three Nominating Committee candidates
4. The Nominating Committee's report shall be transmitted to the members of the Board of Directors at least five (5) days prior to the September Board meeting, and the Nominating Committee shall present the slate of nominees for the various officers and committees at the September Board Meeting.
5. The Nominating committee shall actively seek suggestions for nominees during the year and shall make recommendations to the Board for filling of vacancies in elected positions whenever they may occur.

- C. University Relations Committee
- D. Social Committee
- E. Communications Committee

Adopted by the Board of Directors of the Original City Association of Tuscaloosa January 12th, 2004.