

# Bylaws of the South Coast Cactus & Succulent Society

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## 1. Name

This association shall be known as “The South Coast Cactus and Succulent Society”, hereafter referred to as the “Society”.

## 2. Purposes and Objectives

- 2.1. Promote an interest in and appreciation of cacti and other succulents.
- 2.2. Sponsor programs that educate members and the community on propagation, cultivation, conservation, identification, and exhibition of cacti and succulents.
- 2.3. Provide an opportunity for members to interact socially for their mutual benefit and enjoyment.

## 3. Financial

- 3.1. The Board shall review and approve the Financial Report prepared by the Treasurer on a yearly basis.
- 3.2. The Society shall never carry a negative balance in its accounts.
- 3.3. The President shall, with Board approval, appoint an Auditor yearly to audit the Treasurer’s records and report results at a General Membership meeting.
- 3.4. Membership dues shall be assessed annually, with an amount set by the Board.
- 3.5. The Society shall obtain and retain 501(c)3 status.
- 3.6. Internal Revenue Service Code 501(c)(3) Exemption Requirements:
  - 3.6.1. No part of the net earnings of the Society shall be used or distributed for the benefit of its members, trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments or donations in furtherance of the purposes set forth in the Purposes and Objectives in section 2 above. Distributions, in the case of dissolution, can only be made to other 501(c)(3) exempt organizations.

- 3.6.2. No activity of the Society shall attempt to influence legislation, or any political campaign for public office.
- 3.6.3. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **4. Memberships**

- 4.1. Individual memberships are available to adults 18 years of age and over.
- 4.2. Membership entitles the member to attend General Membership meetings and other Society events, to vote, and to receive Society publications.
- 4.3. Honorary Lifetime Membership is defined as a free individual membership with full member benefits. This membership may be offered to any longstanding officer or chair by a vote of the Board.
- 4.4. Membership may be terminated for non-payment of dues or for conduct that adversely affects the Society's reputation or for conduct that is contrary to the Society's objectives.
- 4.5. Members are responsible for keeping the Membership Committee apprised of changes to their contact information. Members are expected to read the Newsletter and actively participate in Society activities.
- 4.6. The membership year starts in January when yearly dues are payable. Dues will not be prorated.

#### **5. Board of Directors**

- 5.1. The Board of Directors, hereafter called the "Board" are Society members comprised of the Officers, Standing Committee Chairs, Liaisons and up to three elected At-large Society members.
- 5.2. The President shall be the Board Chair.
- 5.3. The term of office for Board members is one year, starting January 1, to coincide with the Membership and Fiscal Year.
- 5.4. The Board shall meet at least once a year and as needed.
- 5.5. Board meetings shall have a published agenda, distributed before the meeting.
- 5.6. Members holding more than one Board position are entitled to only one vote.
- 5.7. Board meetings may be attended by the General Membership.
- 5.8. The Board shall approve Presidential nominations of members to Chair positions of the Standing Committees and Liaisons.
- 5.9. The Board shall approve all major disbursement of funds.

#### **6. Affiliation in other Organizations**

- 6.1. The Society is an affiliate of the Cactus and Succulent Society of America (CSSA) and shall renew its affiliation each year. A Liaison shall be appointed by the President and approved by the Board, to inform the Society of CSSA activities.
- 6.2. The Society is a member of the California Garden Clubs, Inc. (CGCI) because of fiscal benefits accrued to the Society and coinciding goals and objectives. A Liaison shall be

appointed by the President and approved by the Board, to inform the Society of CGCI activities.

## **7. Officer Duties and Responsibilities**

7.1. The elected officers of the Society include the President, Vice President, Secretary, and the Treasurer.

### **7.2. The President shall:**

7.2.1. Promote the general welfare of the Society.

7.2.2. Convene, determine the order of business, and preside at General Membership and Board meetings.

7.2.3. Be an *ex-officio* member of any of the Standing Committees.

7.2.4. Appoint, remove or replace Standing Committee Chairs and Liaisons, subject to Board approval.

7.2.5. Advise each Chair and Liaison of their duties.

7.2.6. Authorize payment of approved bills and co-sign checks.

7.2.7. Be prepared to turn over all records to the next President and assist in the transition.

### **7.3. The Vice-President shall:**

7.3.1. Assume the duties of the President in his/her absence.

7.3.2. Accept other duties as determined by the Board.

### **7.4. The Secretary shall:**

7.4.1. Record minutes of Board and General Membership meetings.

7.4.2. Submit a copy of the draft minutes of the General Membership meetings for publication on the website for review before the next scheduled General Membership meeting, where they shall be subject to approval.

7.4.3. Send a copy of the draft Board Minutes to Board members for review and comment before the next scheduled Board meeting, where they shall be subject to approval.

7.4.4. Save electronic copies of all approved minutes of Board and General Membership meetings.

7.4.5. Be prepared to turn over all records to the next Secretary and assist in the transition.

### **7.5. The Treasurer shall:**

7.5.1. Establish and maintain a checking account at a F.D.I.C. or F.S.D.I.C. insured bank. Ensure the President has signed a signature card and direct the bank to remove invalid signature cards. The ATM card associated with this account shall be for deposit only.

7.5.2. Ensure bills and other financial obligations are promptly paid. Co-sign checks with the President and expeditiously mail or deliver checks or payment to the payee. Cash payments are not permitted.

7.5.3. Receive and deposit all income in the Society account at the earliest convenience.

7.5.4. Keep a record of income and expenditures that is separate from the bank monthly statement.

7.5.5. Communicate with the Membership Chair when dues are paid by members.

7.5.6. Meet with the Auditor at a mutually agreeable date and time, allowing access to financial records.

### 7.5.7. Reports

- 7.5.7.1. State the latest account balance and the difference from the previous year at General Membership meetings.
- 7.5.7.2. Prepare an Annual Financial Report showing the initial balance, receipts and disbursements by major category, and the final balance covering the preceding fiscal year. A copy of the Report shall be provided to all Board members. The Treasurer shall retain copies of past reports so that trends may be analyzed. Prepare a show/sale financial report to be attached to the Annual report.
- 7.5.7.3. File a Form 990-N(e) with the Internal Revenue Service electronically each year as required to confirm non-profit status.
- 7.5.7.4. Submit a quarterly filing with the Franchise Tax Board of California and pay any taxes due.
- 7.5.7.5. Be prepared to turn over all records to the next Treasurer. Assist in transferring bank accounts.

## 8. Committees

- 8.1. Standing Committees of the Society are the Show & Sale, Programs, Membership, Finance, and Communications.
- 8.2. Committee Chairs shall:
  - 8.2.1. Recruit committee members to accomplish required tasks.
  - 8.2.2. Operate within financial constraints, as approved by the Board annually.
  - 8.2.3. Report on committee activities.
  - 8.2.4. Participate in Board meetings.
  - 8.2.5. Maintain Operational Procedures and other guidance for the proper function of the position.
  - 8.2.6. Maintain any electronic records necessary for the proper function of the position.

## 9. Meetings

- 9.1. General Membership meetings are *usually* held the second Sunday of each month, starting at 1:30 PM, at the South Coast Botanic Garden (SCBG). Advance notice of these meetings and any changes shall be published in the Society's Newsletter and website, time permitting.
- 9.2. A quorum at General Membership meetings is twenty-five percent of the total membership. A quorum at Board meetings is 51%.
- 9.3. A majority of those attending General Membership and Board meetings is sufficient to approve an item of business.
- 9.4. The President votes only to break ties.

## 10. Elections

- 10.1. The President shall appoint two non-Board members to a Nominating Committee, subject to Board approval, at the September General Membership meeting. The Committee shall find members to serve in the Officer positions for the coming year.
- 10.2. At the October General Membership meeting, members may nominate additional candidates from the floor.

- 10.3. The Nominating Committee shall prepare a ballot if more than one candidate is nominated for a position and publish the list of candidates in the November Newsletter.
- 10.4. Elections shall be held at the November General Membership meeting by acclamation if there is only one candidate for each position or by ballot if there are more than one candidate for a position. A majority vote of the active members present is sufficient to elect the candidates.
- 10.5. The term of office for Officers and At-large Board members is one year. There are no term limits.
- 10.6. Officers and At-large Board members shall be installed at the December General Membership meeting.
- 10.7. In the event a nominee cannot be found, the incumbent shall hold the position until a replacement can be installed.
- 10.8. Officers and At-large Board members who cannot complete their term of office shall notify the President who shall schedule a Board of Directors meeting to choose a replacement.
- 10.9. The President, with Board approval, shall notify any Officer or At-large Board member failing to complete his or her assigned duties or attend scheduled meetings for an extended period that their resignation shall be accepted.

## **11. Dissolution**

- 11.1. A motion to dissolve the Society must be made at a General Membership meeting. If the motion passes, the President shall publish a notice and ballot in the Newsletter. The notice shall provide a reason for dissolution, a Treasurer's report, and a specific dissolution date. Members will bring their ballots to the next General Membership meeting or mail them to the President before the next meeting.
- 11.2. At the next General Membership meeting, the President shall appoint two members to count the ballots. It requires a two-thirds majority of those members who return their ballots to dissolve the Society.
- 11.3. If the motion is approved, the President and Treasurer shall disperse any remaining assets. After payment or provision for payment of debts and liabilities, any remaining assets and equipment shall be distributed to the Cactus and Succulent Society of America (a 501(c)(3) non-profit organization). Affiliated organizations shall be notified.

## **12. Changing the Bylaws**

- 12.1. Any member may propose a change to the Bylaws by submitting the proposed change in writing to the President.
- 12.2. The proposal shall be reviewed to ensure it doesn't conflict with existing articles and by the Board for comment. It will be returned to the submitter if changes are required.
- 12.3. Following Board approval, the proposed Bylaws or changes shall be published on the website.
- 12.4. At the next regularly scheduled General Membership meeting following publication, the change is approved if two-thirds of those present approve.
- 12.5. In the event that strict adherence to a Bylaw creates a conflict of interest or the appearance of one, the Board will have the authority to approve a temporary variance to a Bylaw. This variance will then be reported to the General Membership via the Newsletter and at the next scheduled General Membership meeting.

### **13. Standing Rules**

- 13.1. Standing Rules define administrative details rather than parliamentary procedure. Motions adopted over the course of time that are related to policy and administration are collectively Standing Rules.
- 13.2. Standing Rules are short simple rules that are applicable to the entire Society and Membership.
- 13.3. Changes, additions, and/or deletions of Standing Rules may be proposed by any member of the Board or proposed to the Board by any Society member at a General Membership meeting. A majority vote of all members of the Board shall be required to adopt a Standing Rule.

### **14. Operating Procedures**

- 14.1. Operational Procedures provide detailed and specific guidance for complex Society activities.
- 14.2. Officers, Standing Committee Chairs, and Liaisons are responsible for creating and maintaining Operational Procedures that relate to their responsibilities, subject to Board approval. Guidance for Ad Hoc and Special committees is the responsibility of the President unless specifically assigned to the Chair, but the guidance is also subject to Board approval.

### **15. Officer Certification**

This is to certify that the elected Officers of this Society duly approved these Bylaws.

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Maria Capaldo, President

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M.A.Bjarkman, Vice President

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Bernard Johnson, Treasurer

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Debra Bushweit Galliani, Secretary

Amended and Approved ( \_\_\_\_\_ )