

Bylaws of the Central Coast Cactus and Succulent Society

Adopted 2/14/2006, Revised 6/10/2018

Article I - Name

The name of this organization is the *Central Coast Cactus and Succulent Society*. It is referred to here as the Society. Its acronym is CCCSS. Its newsletter is *On The Dry Side*.

Article II - Offices

The principal office for the transaction of business is located in San Luis Obispo County, California. The mailing address is the address of the Treasurer.

Article III - Objectives and Purpose

Section 1 Organization

The Society is a not-for-profit mutual benefit group and is not organized for the private gain of any person. It is non-commercial and non-partisan. It is an independent affiliate club of the Cactus & Succulent Society of America.

Section 2 Objectives

The objectives of the Society shall be: (1) to promote through educational, social, and scientific programs interest in cacti and other succulent plants; (2) to favor the protection of endangered and threatened species of cacti and other succulent plants.

Section 3 Purpose

The purposes of the Society shall be: (1) to serve as a medium of exchange of ideas and knowledge of cacti and other succulent plants; (2) to promote the gathering of members for social and charitable reasons; (3) to promote the protection of endangered and threatened species of cacti and other succulent plants.

Article IV - Membership and Dues

Section 1 Categories

There shall be three categories of paid membership: business, family, and single. Members of each category are encouraged to hold concurrent membership in the Cactus & Succulent Society of America.

Section 2 Business

Business memberships are available to commercial enterprises. This membership affords up to 2 votes in elections and other business (1 vote per person), and allows a free business-card sized advertisement in each of the newsletters published while the membership is in effect.

Section 3 Family

Family memberships include the spouses and other persons living within the same household. This membership affords up to 2 votes in elections and other business (1 vote per person). Voters must be 18 years of age or older.

Section 4 Single

Single memberships cover only a single person and affords the member, if 18 years of age or older, one vote in elections and other business.

Section 5 Dues

The amount of dues for memberships shall be determined by the Board of Directors, and ratified by the membership during a Monthly Membership Meeting. Dues are payable July 1st with the membership period being July 1st through June 30th. Dues are delinquent by the September Monthly Membership Meeting with the delinquent member being dropped from membership. New members joining between April 1st and June 30th shall have their dues applied to the next membership period.

Section 6 Application for Membership

Application for membership in the Society will be accepted at any time during the year.

Section 7 Honorary Memberships

Honorary Membership or Honorary Life Membership may be recommended by any member of the Society and conferred by a 2/3 vote of the Board of Directors. Honorary and Honorary Life Members shall have all rights and privileges of the Society and shall not be required to pay dues.

Honorary membership shall be for the current dues year, and may be granted for outstanding service to the Society, such as the presentation of a program at no charge to the Society.

Honorary Life membership may be granted for long and devoted service to the Society, or for outstanding contributions to the advancement of knowledge of, or protection of, cacti and succulent plants. Honorary Life Memberships shall be recorded in the Standing Rules Supplement.

Section 8 Removal

Removal of any member from the Society must be by a 2/3 majority of the Board of Directors and approved by a 2/3 majority of the membership at any Monthly Membership Meeting.

Article V - Officer Duties and Authority

Section 1 Officers

The officers of the Society shall be the President, Past President, Vice President, Secretary, Treasurer, Publicity Officer, Hospitality Officer, Membership Officer and one-to-three Members at Large. No officer may simultaneously hold more than one elective office.

Section 2 Eligibility

An officer must have been a member for at least six months.

Section 3 President

The President shall be the principal executive officer of the organization and shall, in general, supervise and control all of the Society's affairs, preside at Monthly Membership Meetings and Chair the Board of Directors Meetings.^[RHS1]

Section 4 Past President

The Past President shall be the previous President who was replaced by the current President. The person filling the Past President position shall remain in that position for as long as the current President remains in their position.

Section 5 Vice President

The Vice President shall, in the absence of the President, perform all duties incidental to the office of President.

The Vice President shall be responsible for arranging programs for the Monthly Membership Meetings, negotiating the speaker fees for same and maintaining a list of upcoming programs as far in advance as possible.

Section 6 Secretary

The Secretary shall keep minutes of both Monthly Membership Meetings and Board of Directors Meetings. The Secretary shall also keep an attendance roster for each meeting, and will coordinate correspondence with outside interests.

Section 7 Treasurer

The Treasurer shall be the sole recipient of dues and other funds for bank deposits, and shall be responsible for payments of all expenses incurred by the Society. The Treasurer will keep

accurate records of all receipts, disbursements, and account balances, and report upon the same as required.

The Treasurer is responsible for preparing any and all financial reports, filings or other required documents in a timely manner, to allow approval and finalization by the Board of Directors.

Section 8 Publicity Officer

The Publicity Officer shall be responsible for assuring that Society events, including Monthly Membership Meetings and the Show and Sale, are publicized to the public at large in such generally available forums as newspapers, magazines, social media, and radio.

Section 9 Hospitality Officer

The Hospitality Officer shall be responsible for obtaining refreshments for the Monthly Membership Meetings. The officer shall also coordinate with the Vice President to ensure that the needs of out of town speakers are attended to, such as meals and housing, as required.

Section 10 Membership Officer

The Membership Officer shall maintain a list of the Society's current members including membership date, type and status. Also, from this, to produce a roster of member contact information that can be distributed as needed. Members may choose to have their contact information excluded from this roster upon joining, or at any later time, by written notification to the Membership Officer.

Section 11 Member at Large

A Member at Large represents the general membership on issues of interest or concern, particularly those that arise outside of the standing committee structure.

A Member at Large shall conduct projects to further the goals of the Society or to develop services for the membership. A Member at Large may serve as chair of any ad hoc committees formed to develop these projects.

A Member at Large shall listen to membership and communicate their issues, needs and interests to the Board of Directors.

Article VI - Board of Directors

Section 1 Positions

The Board of Directors shall consist of the current officers.

Section 2 Chairperson

The President shall chair meetings of the Board of Directors.

Section 3 Term of Office

The Board of Directors will serve for a one-year period from July 1 through June 30.

Section 4 Responsibility

The Board of Directors is responsible for initiating and supervising all activities of the Society, setting policies consistent with the Objectives and Purpose of the Society, meeting all responsibilities as set forth in the bylaws, ensuring the financial health of the Society, and ensuring the long-term viability of the Society by pursuing activities which are of value and interest to the general membership.

Authority to elect the officers and approve changes to the bylaws is reserved for the general membership, but all other decisions may be made by the Board of Directors without confirmation by the general membership, with the exception that removal of a member must be approved by both the Board of Directors and the general membership in accordance with Article IV, Section 8.

Members of the Board of Directors are expected to attend all Board of Director meetings, as feasible.

Section 5 Replacement

Any vacant position of the Society's officers may be temporarily (up to 60 days) filled by appointment by the President. An appointment of longer than 60 days must have approval by a 2/3 majority vote of the remainder of the Board of Directors. The replacement shall serve for the balance of the replaced officer's term.

The person filling a vacant officer position must meet the same qualifications as set out in Article V Section 2.

Section 6 Non-Liability of Officers

The members of the Board of Directors shall not be personally liable for debts, liabilities, or other obligations of the Society.

Article VII – Meetings

Section 1 Types of Meetings

The regularly scheduled meetings of the Society consist of Monthly Membership Meetings and Board of Directors Meetings.

Section 2 Monthly Membership Meetings

The purpose of Monthly Membership Meeting is to focus, through pre-arranged programs, on satisfying the purposes and objectives stated in Article III, and to conduct such organizational business that cannot be properly or adequately handled at Board of Directors Meetings.

The Monthly Membership Meetings shall be pre-arranged and held at a regular time at a regularly scheduled location.

Section 3 Board of Directors Meetings

The Board of Directors Meetings shall be held monthly, for the purpose of planning and taking care of details which would otherwise lengthen or unnecessarily complicate the Monthly Membership Meetings. The Board of Directors Meetings shall be open to the general membership, and their time and location shall be made known in advance to the general membership.

A summary of the decisions made at Board of Directors Meetings shall be published in the Society's newsletter.

Section 4 Quorum

To be valid, all issues voted upon by either the general membership at a Monthly Membership Meeting, or by the Board of Directors, shall require a quorum be present.

A Monthly Membership Meeting must have at least a quarter of the current voting membership present to constitute a quorum. A Board of Directors Meeting must have at least two-thirds of the officers present (rounded upwards) to constitute a quorum.

Proxy votes are not acceptable and members must be present to vote at either type of meeting.

Article VIII – Finances

Section 1 Financial Calendar

The Society shall operate on a fiscal year beginning July1 and ending June 30 for all financial and other activities.

Section 2 Budget

The Board of Directors shall determine on an annual basis the Society's budget. The budget should treat areas of month-to-month recurring expenditures and income (i.e. newsletter, meeting rooms, etc.), as well as annual or irregular amounts (i.e. dues, taxes, equipment purchases, etc.) The annual budget should also include consideration of an adequate reserve fund to bridge unforeseen times of low or unusual earnings from activities, or unusual expenditures.

Special budgets for events such as the annual show and sale shall be prepared and approved in pro-forma fashion and treated as line item additions to the annual budget when the event is finalized.

At all times, the budget is required to be balanced, and the Society shall not incur any debt.

The budget shall be presented to the general membership each August. The budget year shall be July 1 through June 30.

Section 3 Expenditures

Expenditures not included in the budget may be considered during the year. Such items must be approved by the Board of Directors before any commitments may be entered or disbursements made.

Section 4 Income

The annual dues of the membership are intended to be the primary funding for the activities of the Society. However, if the dues fall short in providing for a balanced budget, the Society may engage in activities designed to provide additional funds as necessary to pursue its Objectives and Purpose. At all times the precepts of Article III, Section 1 must be followed.

At times, vendors may be invited to conduct sales of plants or related products at Society events, including Monthly Membership Meetings, as a service to the Society. In such instances, the Society may ask that the vendor make a donation, as defined in the Standing Rules, to the Society.

Section 5 Financial Review

The Treasurer shall present a monthly summary of income, disbursements, and account balances at all Board of Directors meetings. After the last meeting of the fiscal year, the Treasurer shall prepare a written summary of the Society's finances for that year which shall be examined by the Board of Directors as a Review Committee.

Section 6 Financial Authority

Either the President or Treasurer may authorize any disbursement up to \$500.00

Any disbursement exceeding \$500.00 requires approval of the Board of Directors.

All disbursements require two (2) signatures, to include the Treasurer and one other authorized signatory, on checks or drafts for payment of same.

The Vice President shall have authority to commit speaker's fees to obtain programs or speakers for Monthly Membership Meetings. The amounts to be subject to Board of Directors guidelines as spelled out in the Standing Rules.

Section 7 Banking

The Society shall maintain banking arrangements required to manage its business and assets. These arrangements shall be under the control of the Board of Directors and managed directly by the Treasurer. Any signatories on any such accounts must be approved by the Board of Directors.

Section 8 Liability Insurance

If any of the activities of the Society invite the general public to participate, it shall be the responsibility of the Board of Directors to evaluate the need for Public Liability Insurance on behalf of the Society.

Article IX – Elections

Section 1 Elections

Elections of officers will be held at the April Monthly Membership Meeting.

Section 2 Nominees

The President shall appoint a nominating committee of three regular active members prior to the month of January. The committee to be chaired by the Past President. The nominating committee shall recommend a slate of officers and make these known to the Board of Directors. At the March Monthly Membership Meeting the President shall make the recommended slate known to the general membership.

Section 3 Nominations from the Floor

The President shall receive nominations from the floor for any elected position at either the March or April general membership meeting.

Section 4 Balloting

In the event there is more than one candidate for any elected position, closed balloting will take place for those positions.

Section 5 Terms of Office

Terms of office for all officer positions shall be one year, from July 1 to June 30. The person filling the Past President position shall remain in that position for as long as the current President remains in their position.

Section 6 Installation

Installation of officers will take place at the June Monthly Membership Meeting.

Article X – Committees

Section 1 Short Term

Short term (expected to be in existence less than one year) committees may be appointed by the President. Members of the committees must be members of the Society.

Section 2 Standing

Standing committees will be appointed by the Board of Directors. Members of the committees must be members of the Society. Examples of such committees are: Newsletter Editor, CSSA Representative, Show and Sale Committee and Librarian. Standing committees and their heads shall be recorded in the Standing Rules Supplement.

Section 3 Expenses

The Board of Directors may authorize any committee to expend funds from the Society's treasury for displays, materials, etc., as deemed necessary. The chairperson of such authorized committee shall submit a budget for approval by the Board.

Article XI – Property

Section 1 Inventory

The Board of Directors shall maintain an up-to-date inventory of the Society's property. They may delegate custody of the property to a responsible member. The custodian will cause the property to be properly maintained and made available to the general membership on an equitable basis.

Section 2 Acquisition

Property to be acquired may be approved exclusively by the Board of Directors.

Section 3 Disposal

The general membership shall be notified of any proposal or intention to dispose of the Society's property. Disposal shall be made in a fair and equitable manner.

Article XII - Procedure to Change Bylaws

Section 1 Changes

The Board of Directors shall periodically review the Bylaws and formulate changes as deemed necessary. Proposals to change the Bylaws will be submitted to the membership via the newsletter. The membership will vote on the proposed changes at the following Monthly Membership Meeting. If a quorum of members is present, and a majority of the attending membership approves the proposed amendment(s), said changes shall be incorporated into the Bylaws.

Article XIII - Affiliates

Section 1 Affiliates

The Society shall from time to time form affiliate relationships that further or enhance the purpose and objectives of the Society, or are beneficial to the management of the Society's affairs. These affiliations shall be evaluated and approved by the Board of Directors. Additional responsibilities arising from these affiliations shall be apportioned among officer's duties as defined, or by committees created for that purpose.

Article XIV - Parliamentary Authority

Section 1 Standing Rules

A list of Standing Rules will be maintained, as a supplement to the Bylaws. These rules will provide operational guidance for future officers and members covering rules, procedures, and policies.

Standing Rules arise from motions passed by members attending Monthly Membership Meetings or from motions passed by officers at Board of Directors Meetings.

Article XIV – Amendment to the Bylaws ***Requirements to be exempt as an Organization*** ***described in section 501(c)(3) of the Internal Revenue Code***

Section 1. Said organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 3. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. 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.

Section 5. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.