

BY-LAWS
FRESNO CACTUS & SUCCULENT SOCIETY

ARTICLE I – NAME

The name of this club shall be Fresno Cactus & Succulent Society. The Fresno Cactus & Succulent Society shall be affiliated with the Cactus & Succulent Society of America.

ARTICLE II – PURPOSE

Section 1 The purpose of this club shall be the advancement of knowledge of cacti and other succulents among the membership and the general public. The club is dedicated to environmental protection, preservation and restoration of natural habitats and to the perpetuation and distribution of these fascinating and unique plants, many of which are threatened or endangered. This organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2 The club shall strive to foster good fellowship and establish cordial relations and provide support for other groups with compatible interests in horticulture.

Section 3 It shall be non-sectarian, non-partisan and non-profit.

ARTICLE III – NONPROFIT DECLARATION

The organization is a nonprofit public benefit organization and is not organized for the private gain of any one person.

ARTICLE IV – PROPERTY

The property of this organization is irrevocable dedicated to the purposes set forth in Article II above and no part of the net income or assets shall ever inure to the private benefit of any officer or private person.

ARTICLE V – DISSOLUTION

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 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 disposed of shall be disposed of by a court of competent jurisdiction in 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.

ARTICLE VI – MEMBERSHIP AND DUES

Section I Any person, family or organization interested in cacti and other succulents and who believe in the objectives set forth in Article II above is eligible for membership.

Section 2 There shall be three classes of membership, defined as:

- A. Active Active membership shall consist of individuals, families or organizations meeting the membership requirements set forth in the Standing Rules.
- B. Honorary Any person who performs some laudatory and exceptional service to this club and/or to the community may be elected as a one year Honorary Member upon a majority vote of the

membership. An Honorary Member shall not be eligible to hold office, nor have voting privileges, and shall not be liable for payment of dues.

C. Honorary Life An Honorary Life membership may be granted upon a majority vote of the members present at any regular meeting to any member who has performed outstanding services to this club. Such Honorary Life Member shall be eligible to hold office, shall retain all voting privileges, but shall not be liable for payment of dues.

(1) Any member may present a nomination to the Executive Board;

(2) The Executive Board shall evaluate the nominee's eligibility;

(3) The Executive Board will present the nomination, together with its recommendation, to the general membership by publication in the newsletter and for vote at the next general membership meeting.

Section 3 DUES – Annual dues shall be paid at a rate recommended by the Executive Board and confirmed by a majority vote of the members present at any meeting. Membership shall lapse if not renewed by the February meeting. Reinstatement to regular membership will only be made by full payment of annual dues to the Treasurer.

ARTICLE VII – EXECUTIVE BOARD

Section 1 The Executive Board shall be composed of elected officers and the immediate Past President as an ex-officio non-voting member. The Board shall have general supervision of the affairs of the club between regular meetings and shall report thereon at the next regular meeting.

Section 2 Six members of the Executive Board shall constitute a quorum.

ARTICLE VIII – OFFICERS

Section 1 The elective officers of this club shall include PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, AFFILIATE REPRESENTATIVE and six AT LARGE DIRECTORS. The term of office for the titled officers shall be one year. The At Large Directors shall be elected for two-year terms, which shall expire on alternate years.

Section 2 The PRESIDENT shall be the administrative officer of the club and shall preside over all general membership and Executive Board meetings. The President shall appoint the chairpersons of all Standing Committees as set forth in the Standing Rules, subject to the approval of the Executive Board. The President may also appoint special committee chairpersons for activities such as the Home and Garden Show. The President shall be an ex-officio member of all committees, except the Nominations and Elections Committee. The President shall have the authority to remove and replace any officer, board member, committee chairperson or committee member of inadequate performance of duties or excessive absence from meetings, with the advice and consent of the Executive Board.

The President, or appointed designee shall cosign all checks of the club with the Treasurer.

In the event of a tie vote on any matter pending before the Executive Board or the general membership, the President shall cast the deciding vote.

Section 3 The VICE PRESIDENT has the responsibility of Program Chairperson and shall preside at all meetings in the absence of the President and when so acting shall have the authority of the President. In the event of a vacancy in the office of President, the Vice President shall become the President and shall then appoint a successor Vice President, with the approval of the Executive Board.

Section 4 The Secretary shall record and maintain the minutes of all General Membership meetings of the club and of the Executive Board. The Minute Book and all other documents and materials in the custody of the Secretary shall be turned over to his or her successor when leaving office.

Section 5 The TREASURER shall have the care and custody of all monies and keep current and proper detailed record of income, disbursement and cash, and present a summary at all regular meetings. After the last meeting of the year he or she shall prepare a comprehensive written summary of the finances for the year which shall be examined by the Executive Board acting as an Audit Committee. The Treasurer shall produce any additional records that the Board may request while performing its audit.

The Treasurer shall also act as the chairperson of the Budget Committee. Rules for the Budget Committee are set forth in the Standing Rules.

Section 6 The AFFILIATE REPRESENTATIVE shall maintain contact between the club and the Cactus and Succulent Society of America, and shall report pertinent information to the Executive Board and the general membership.

Section 7 Each of the AT LARGE DIRECTORS is expected to participate fully in club functions by serving as a chairperson of one or more standing committees and/or as an active committee member of other standing committees. They shall act as direct liaison between the club and the Executive Board and shall strive to promote general membership input, and present that feedback to the Executive Board.

ARTICLE IX – NOMINATION AND ELECTIONS

Section 1 The President at the September general membership meeting shall appoint a Chairperson and two additional members of a Nominations and Elections Committee that have been approved by the Executive Board. Only one member of this committee may be a member of the Executive Board

The committee shall diligently solicit nominees for each office (at least one for each office) and announce their list of nominees at the October membership meeting. Each nominee will have accepted their nomination and acknowledged an understanding of the duties of the office for which they have been nominated. The nominations for office will be published in the newsletter prior to the November membership meeting.

Section 2 At the regular November membership meeting nominations may be made by members from the floor, providing the nominated member is present and consents to the nomination or, if absent, has given written consent to the nomination.

Section 3 Election of officers shall be conducted by secret ballot at the November regular meeting after all nominations from the floor are concluded. Any office for which there is a single candidate may be filled by an open vote of acclamation by the membership.

The Nominations and Elections Committee shall prepare and distribute a ballot for these offices that have not been filled by a vote of acclamation.

Individuals and organizations shall have one (1) vote each and family memberships shall be limited to two (2) votes. No proxy or absentee votes shall be allowed.

All ballots will be tallied by the Nominations and Elections Committee and the results will be announced prior to adjournment of the November membership meeting.

Section 4 The newly elected officers will be installed and assume their duties at the conclusion of the December membership meeting.

Section 5 All of the titled officers may succeed themselves if re-elected by the membership. The At Large Directors are limited to two consecutive terms.

ARTICLE X – RULES

Section 1 STANDING RULES cover matters not specifically set forth in these By-Laws and may be amended at any regular meeting by a majority vote of the members present. The rule changes shall be published in the newsletter and reaffirmed at the next regular membership meeting.

Section 2 The rules contained in these By-Laws shall govern the society in all cases to which they are applicable.

Section 3 Points not covered by these By-Laws or in the Standing Rules shall be governed by Robert's Rules of Order, revised. The complete and official text is available in the club library.

SECTION XI – LIABILITY

No member of the Society shall be personally liable to its creditors for any indebtedness or other liability of any nature. Creditors or claimants shall look only to the Society assets for payment.

SECTION XII – AMENDMENTS

These By-Laws may be amended at any regular membership meeting by a two-thirds vote of the members present, provided that the amendment(s) has (have) been submitted in writing to the Executive Board for review and recommendation and have been published together with the Board's recommendation in the club newsletter. The vote will be taken the month following publication.

Adopted _____