

BYLAWS
MONTEREY BAY AREA CACTUS & SUCCULENT SOCIETY

Article I: NAME

The name of the organization is “The Monterey Bay Area Cactus and Succulent Society

Article II: PURPOSE

The purpose of this Society is education. The Society...

1. Promotes a friendly exchange of ideas and information about the study, collection, culture and propagation of cacti and succulents;
2. Conducts activities such as programs, field trips, and speakers, and maintains a library;
3. Fosters scientific study of cacti and succulent by supporting grants and special projects by qualified investigators.

Article III: OFFICIAL ADDRESS

The designated office and address of this Society will be the residence of the president.

Article IV: MEMBERS

Section A: Classes of membership

1. CHARTER MEMBERS: Individuals who through their monetary support established this Society.
2. REGULAR MEMBERS: Individuals who have an interest in furthering the purposes of the Society.
3. HONORARY MEMBER: Individuals so designated by a two-thirds by the general membership.
4. STUDENT MEMBERS: Any person who is enrolled as a full-time student at any school or college, and has an interest in furthering the purposes of the Society.
5. SPECIAL MEMBERS: Individuals so designated by the Board.
6. FAMILY MEMBERS: Individuals who are the spouse or other relative(s) of a regular or charter member, and who have an interest in furthering the purposes of the Society.
7. LIFE MEMBERS: Members who are designated by a vote of the membership as having made a significant contribution to the Society and its purposes.

Section B: Dues:

1. The Board will set dues.
2. Dues for Charter Members and Family Members will be less than those for other members.
3. Dues are payable annually by January 1st.

Section C: Privilege and Obligation of Membership

1. All members except Honorary and Special Members shall be eligible to vote and hold office.
2. All members are eligible to participate in all club activities, and will be encouraged to participate in regular and special meetings of the membership, board meetings, shows, fairs and plant sales.
3. Members will be encouraged to purchase nametags and wear them at all club functions.

Article V: BOARD OF DIRECTORS

Section A: Members of the Board of Directors.

The Board of Directors shall include ten officers: president, vice-president, secretary, treasurer, membership chair, affiliate representative, three directors-at-large, and immediate past president (ex officio).

Section B: Duties of Officers

1. **PRESIDENT** presides at all regular and special meetings of the membership and meetings of the board, and appoints special committees as required
2. **VICE PRESIDENT** presides at meetings in the absence of the president and undertakes the duties of president in all respects when the president is ill, has resigned or is otherwise unavailable.
3. **SECRETARY** keeps the minutes of regular and board meetings and attends to the correspondence of the Society.
4. **TREASURER** receives and keeps all the Society's funds and keeps full and adequate records of all receipts and disbursements, assists the membership chair in collecting annual dues.
5. **MEMBERSHIP CHAIR** collects all dues, compiles an annual list of current members, and distributes the membership list to all members
6. **AFFILIATE REPRESENTATIVE** maintains contact with Cactus and Succulent Society of America (CSSA) and the California Garden Clubs, Inc., and reports pertinent information to the board and the general membership.
7. **DIRECTORS-AT-LARGE** (three) attend board meetings and represent the views of the general membership.
8. **IMMEDIATE PAST PRESIDENT** may be called upon by the President or Board to offer knowledge gained from previous experience,

Section C: Order of Officers

The presiding order of officers of the Society shall be President, Vice President, Secretary, Treasurer, Membership Chair, Affiliate Representative, Immediate Past President, and Directors-at-Large (3).

ARTICLE VI: ELECTION AND TERMS OF OFFICERS

Section A: Term of Office

1. All officers serve for terms of two years.
2. The President of the Society may be elected to that office for no more than two consecutive terms.

Section B: Nominating Committee

1. During the September meeting of the general membership, the president shall appoint a member of the Society to chair a nominating committee. During the same meeting, the members shall nominate and elect two additional members of the nominating committee.
2. The Nominating Committee shall select a slate of consenting nominees for positions as officers of the Society, for publication in the November newsletter and presentation at the regular November meeting.
3. During that same meeting, any member may nominate additional consenting persons for positions as officers of the Society.

Section C: Election and Installation of Officers

1. An election will be held at the regular November meeting in odd numbered years.
2. Newly elected officers will be installed at the following December meeting and will assume their duties on the following January 1st.

Section E: Filling a Vacancy in an Office

In the event of a vacancy in an officer position, the board of directors will appoint a member to serve in that position for the remainder of the term.

ARTICLE VII: MEETINGS

Section A: Regular meetings of this Society will be held monthly at a time and place designated by the board.

Section B: Special meetings of the members of the Society may be called by action of the Board.

Section C: Board Meetings will be held monthly at a time and location determined by the Board.

Section D: For general and special meetings of the members, a quorum of twenty-five percent of the current membership will be required to transact business.

Section E: For meetings of the board of directors, a quorum of fifty percent of the officers will be required to transact business.

Section F: It is the intention of this Society that all proceedings be fair and open.

Section G: Any dispute over procedure shall be resolved by consulting the bylaws, followed by reference to the most recent available edition of Robert's Rules of Order.

ARTICLE VIII: AMENDMENTS OF THE BY-LAWS

These by-laws can be amended at any regular meeting of the Society by a two-thirds vote of the members in attendance, provided that the amendment has been submitted in writing at the previous meeting, and printed in the previous newsletter.

Article IX: COMPLIANCE WITH INTERNAL REVENUE CODE SECTION 501(c)(3)

Section A: The Society is organized exclusively for charitable, 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 B: No part of the net earnings of the Society shall inure to the benefit of, or be distributable to 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 and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section C: No substantial part of the activities of the Society 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 D: Notwithstanding any other provision of these articles, the Society 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 E: Upon the dissolution of the Society, 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 Society 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.

The general membership of the Monterey Bay Area Cactus & Succulent Society approved these amended by-laws on July 20, 2014.

Certified by:

Name & Title: Manson Waters, President

Date: