



## BYLAWS

# GATES CACTUS AND SUCCULENT SOCIETY

2008 (revised)

### ARTICLE I: NAME AND PURPOSE

1. NAME: This non-profit organization shall be known as The Gates Cactus and Succulent Society (hereafter called The Society).
2. PURPOSE:
  - a. To stimulate interest in cacti and other succulents and promote conservation through educational programs and public exhibits.

### ARTICLE II: MEMBERSHIP AND DUES

1. There shall be two classes of membership:
  - a. ACTIVE: Any person or organization interested in cacti and other succulent plants is eligible for membership.
  - b. HONORARY: Any member of The Society may nominate a person for Honorary membership. It will be conferred upon approval by a two-thirds vote of the Board of Directors (hereafter called The Board). A person who has given long and devoted service to The Society or one who has made outstanding contributions to the advancement of knowledge in cacti and other succulent plants is eligible for Honorary membership. Honorary members shall have all the rights and privileges of Active members but are not required to pay dues.
  - c. LIFETIME: Any person otherwise eligible for membership may purchase a "Lifetime Membership". The Lifetime Membership will apply to the individual recipient only.

2. DUES: Dues will be set by The Board. Payment of dues by family member makes all immediate members of that family eligible to be Active members. Dues are payable beginning October first. Anyone who has not paid their dues by March first, will be dropped from the roll. New members joining after October first will be paid up for the following year.

### **ARTICLE III: BOARD OF DIRECTORS**

1. The Board shall conduct the business of the Society. A majority of The Board shall constitute a quorum.
2. The Board shall consist of the officers, the immediate past President, and four Directors.
3. The Board shall meet monthly unless suspended by a two-thirds vote of The Board.
4. The Board shall fill any vacancies that may occur in the offices of The Society except that the Vice-President shall become President in the case of a vacancy in that office.
5. The positions of Newsletter Editor and 'Show and Sale Chair' shall be Board level positions. Persons occupying those positions are appointed by the new Board of Directors to serve two-year terms, coinciding with the officers' terms. The positions will have full Board of Directors rights and obligations.

### **ARTICLE IV: OFFICERS AND DUTIES**

1. OFFICERS: The officers of The Society shall be President, Vice-President Secretary/Recorder, and Treasurer.
2. DUTIES:
  - a. The President shall preside at all meetings of The Society and The Board: be an ex-officio member of all committees; be authorized to sign checks. The President shall appoint Standing Committees as may be needed to carry out the function of The Society on a continuing basis and such other committees as may be needed for special activities or for specific purposes.
  - b. The Vice-President shall preside at all meetings in the absence of the President; be authorized to sign checks; and be responsible for the physical arrangement of monthly and special meetings.
  - c. The Secretary/Recorder shall handle correspondence; keep minutes of business proceedings at all meetings of The Society and The Board; and make reports as directed by the President.

d. The Treasurer shall keep a record of all income and disbursements of The Society; establish an account in the name of The Society in a bank approved by The Board; upon recommendation of The Board open a savings account and/or purchase certificates of deposit in the name of the Society; be prepared to make a financial report at Board meetings and make such report available to the membership at monthly meetings; is authorized to issue and sign checks in payment of all legitimate bills presented; maintain a record of membership.

A mutually agreed upon procedure for the approval of expenditures and allocation of funds shall be established by the Treasurer and the President with the approval of The Board. Two signatures will be required on all checks.

After the last meeting of the year, the Treasurer shall prepare a written summary of The Society's finances for the year which shall be examined by an audit committee appointed by the President.

#### **ARTICLE V: NOMINATIONS AND ELECTIONS**

1. NOMINATIONS: The Board shall appoint a nominating committee prior to the October meeting. Their duties shall be to submit a list of acceptable nominees for each position becoming vacant. The list must be submitted to the Society at the November meeting. Nominations may be made from the floor with the consent of the nominee.
2. ELECTIONS: Elections shall be held at the November meeting. Newly elected Officers and Directors shall take office at the end of the December meeting.

#### **ARTICLE VI: TERMS OF OFFICE**

1. All Officers shall be elected for a term of two years. No Officer shall serve more than one term unless The Board approves an additional term.
2. All Directors shall be elected for a term of two years. Two Directors to be elected each year.

#### **ARTICLE VII: STANDING COMMITTEES**

1. The Standing Committees shall be Affiliate Representative, Annual Show, Conservation, Editor, History, Library, Orange Show, Plant Sales, Program, Publicity, and Refreshment.
2. All Committees shall have duties and responsibilities as defined by the President and

approved by The Board.

3. Reports shall be made by Committee Chairpersons as required by the President and the By-Laws of The Society.

### **ARTICLE VIII: BULLETIN**

1. A bulletin to be known as "The Open Gates" shall be published at a frequency to be determined by The Board.

### **ARTICLE IX: AWARD**

1. TITLE: HAZELLE NEWMAN ACHIEVEMENT AWARD

2. PURPOSE: To recognize a member (couple), who, in the opinion of the membership, has made significant contributions to the Society over a period of time. It could be to a person who is no longer active but who made significant contributions in the past.

3. THE PROCEDURE:

- a. Members of The Board will make nominations for the award at the September Board Meeting. The Board member making a nomination will enumerate the contributions this person has made to deserve being considered.

- b. The Board will submit no more than three (couples=one) members to be considered for the award.

- c. At the October Meeting of the Society, members will be permitted to make nominations for the award. Any member making a nomination must submit, in writing, a list of contributions to the Society made by the individual they nominate.

- d. The names of the nominees will be printed in the November and December Open Gates along with their contributions which led to their nomination.

- e. At the December meeting, the membership present will vote to choose the person to receive the award. The person with the most votes will receive the award.

- f. No person (couple) who has received the award may be nominated again.

## **ARTICLE X: MEETINGS**

1. Regular meetings of The Society shall be held on the first Wednesday of each month unless otherwise scheduled.
2. Special meetings may be scheduled by the President or The Board upon a one week written notice to the members.

## **ARTICLE XI: DISPOSITION OF ASSETS**

1. In the event The Society should disband, the assets shall be disposed of in accordance with the following guidelines:

a. The Library:

(1). The value of the books shall be determined by appraisals by two cactus and succulent book dealers. Thereafter, The board shall set minimum prices and the books will be auctioned to the members with the starting bid being the established minimum price. Remaining books shall be sold to others or a dealer. The Cactus and Succulent Journals shall be sold as a set of bound and unbound volumes.

(2). Any remaining books shall be offered to members at a reduced price negotiated by The board.

(3). The monies received from the sale shall be deposited in the bank account of The Society.

b. Cash:

(1). After all bills are paid, The Board shall allocate funds to one or more non-profit organizations such as those listed below. The Board may add other non-profit organizations to this list.

- (a). Anza Borrego Foundation
- (b). Cactus & Succulent Society Research Fund
- (c). San Bernardino County Museum Association

c. Miscellaneous:

(1). The remaining assets, trophies, scrapbooks, etc. shall be disposed of at the discretion of The Board.

(2). No member of The Society shall profit from the disposal of the assets of The Society.

## **ARTICLE XII: AMENDMENTS AND RULES**

1. **AMENDMENTS:** These By-Laws may be amended by a majority vote of the membership present at the meeting following the presentation of the proposed amendment(s). Proposed amendments may be presented to the members by publication in The Open Gates.

**Rules:** Robert's Rules of Order, Revised, shall govern all points not covered by these By-Laws.

## **ARTICLE XIII AMENDMENT TO THE BY-LAWS**

Requirement to be exempt as an Organization  
Described in section 501( c )(3) of the Internal Revenue Code

- 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.
- 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.
- 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 Society shall not participate in, or otherwise intervene in (including the publishing or distribution of statements) and political campaign on behalf of or in opposition to any candidate for office.
- 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.
- e. Upon 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 country in which the principal office of The Society is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized exclusively for such purposes.

Signed \_\_\_\_\_  
President Gates Cactus & Succulent Society

Date: \_\_\_\_\_