

Bylaws
Central Arizona Cactus and Succulent Society
November 2013

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Article I: Offices, Corporate Seal and Purpose

1. Principal Office. The Central Arizona Cactus and Succulent Society shall maintain its principal office in Maricopa County, Arizona.
2. Corporate Seal. A corporate seal is not required to validate any document executed by or for the Central Arizona Cactus and Succulent Society, hereafter referred to as the Society: but if a seal is adopted, it shall take the form of a circle inscribed with the Society's name around the circumference and "Incorporated 1990" in the center.
3. Purpose. The purpose of the Society shall be: (a) to learn how to grow and study cacti, other succulents and associated xerophytes, (b) to foster, disseminate and advance the knowledge and propagation of cacti and other succulents, (c) to promote interest in those plants among the members and the public at large, (d) to support conservation programs which protect cacti and other succulent plants and their habitats, (e) to support the Desert Botanical Garden of Phoenix, Arizona, and other organizations of similar purpose, (f) to hold public meetings for study, to which anyone interested in these plants is invited, and (g) to provide the opportunity and place to exhibit plants.

Article II: Restrictions on Use of Funds

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 intervene in any political campaign on the behalf of or opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Society shall carry on only activities permitted to a Society exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code.

No part of the net earnings of the Society shall benefit of, or be distributed to any of its members or officers, except that the Society shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

Article III: Members

1. Members. There shall be two classes of members: Active Members and Life-Time Members.
2. Active Members. Active Members shall consist of those who have paid the dues as prescribed by the Board of Directors, hereafter referred to as the Board.
3. Life-Time Members. Life-Time Members shall consist of two categories. Those the Board has designated as 'Honorary' for outstanding service to the Society and those who have purchased life-time memberships for an amount determined by the Board. Life-Time members shall be exempt from paying future dues.
4. Members in Good Standing. Members in good standing are those whose dues are current or are Life-Time Members. All members in good standing shall enjoy the powers and privileges conferred by these bylaws, have the right to vote, hold office and receive all publications and notices of the Society.
5. Fiscal Year. The fiscal year shall begin on January 1 and end on December 31.
6. Dues. The annual dues of the Society shall be determined by the Board.

Article IV: Officers of the Society

1. Designation of Titles. The Officers shall be a President, Vice President(s), Secretary and Treasurer. Except for the offices of President and Secretary, a director may hold more than one office. Officers shall automatically be members of the Board.
2. Terms of Office. Officers shall be elected to serve a term of one fiscal year. No person shall be elected to serve more than three consecutive terms in the office of President.
3. President. The President shall preside at all meetings of the members and the Board. The President shall sign all deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of the Society, and shall act as operating and administrative head of the Society, subject to policies established by the Board. The President shall appoint members of all committees and shall be an ex officio member of all committees except the Nomination and Elections Committee.
4. Vice Presidents. There shall be as many Vice Presidents as shall be determined by the Board, and they shall perform such duties as may be assigned to them. If more than one Vice President is named, one shall be designated First Vice President, who shall have all the powers and perform all the duties of the President in case of the absence of the President. In case of a permanent absence or inability of the President to act, the Vice President shall complete the term.
5. Secretary. The Secretary shall keep the minutes of all Board and membership meetings, shall have charge of the records of the Society except the books of account, and, in general, shall perform all the duties incident to the office of Secretary of a Society and such other duties as may be assigned.
6. Treasurer. The Treasurer shall have general custody of all the funds and securities of the Society and shall deposit funds of the Society in such bank or banks as the Board may designate. The Treasurer shall keep books of account, and shall render financial statement to the President, Directors, and members as directed by the Board. The Treasurer shall have charge of the preparation and filing of such reports, financial statements and returns as may be required by law. The Treasurer shall keep a record of members and the tabulation of their dues.
7. Attendance. Any Officer who fails to attend three consecutive board meetings without a

- valid reason as determined by the Board shall be asked to resign from office.
8. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board.

Article V: Board of Directors

1. The Board shall constitute of no more than sixteen directors plus the officers. The sixteen directors shall include two groups – the officers and the directors-at-large.
2. Terms of Office. Directors-At-Large Terms of Office. The directors-at-large shall be elected to serve two years and shall be elected on a staggered basis, with approximately half the directors-at-large being elected each year. No person shall be elected to serve more than three consecutive terms as a director-at-large.
3. Attendance. Any Director who fails to attend three consecutive board meetings without valid reason shall be asked to resign.
4. Vacancies. The Board is empowered to fill any vacancy. The Director so chosen shall complete the term of office of the vacant position.
5. Powers. The business affairs of the Society shall be managed by its Board of Directors, which shall exercise all prerogatives of the Society and take such actions which are appropriate to the administration of the Society.

Article VI: Election of Officers and Directors-at-Large

1. Nomination and Elections Committee. Each year the President shall appoint a Nomination and Elections Committee of three-to-five members. Two members shall be Board Members. The members shall elect one person to serve as chair.
2. Nominations and Elections. The Committee shall submit a slate of nominees, one or more for each Office and vacant Director-At-Large position to the Board and the CACSS membership in advance of the November meeting.
3. Eligibility. All Members are eligible to hold office and to vote.
4. Voting. Officers and Directors-At-Large of the Society shall be elected by a majority of the votes cast.
5. Assuming Office. Officers and Directors-At-Large duly elected shall assume office on the first day of the fiscal year.

Article VII: Meetings

1. Meetings of the Board of Directors. The Board shall meet regularly.
2. Special Meeting of the Board of Directors. A special meeting may be called by the President or the Secretary on ten days' notice to each Director, either in person, electronic notification, mail or phone.
3. Quorum. A majority of the membership of the Board shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the Board.
4. Regular Meetings of the Society. Regular meetings shall be held at such time and place as may be determined by the Board for the presentation of programs of interest to the

- members and for the transaction of business.
5. Special Meetings of the Society. Special meetings, for any purpose, may be called by the President or by a majority of the Board, or at the request, in writing, of a majority of members entitled to vote.
 6. Order of Business. The order of business at all Board and Society meetings shall be determined by the President.

Article VIII: Affiliations

1. The Society shall be affiliated with the Cactus and Succulent Society of America, Inc. The Treasurer shall pay the affiliate dues each year. The Society may, by a majority vote of the membership, affiliate with any other group whose stated purpose is to further the interests and purposes of the Society set forth in these Bylaws.

Article IX: Dissolution

Procedure to Dissolve. Upon dissolution of the Corporation, 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 public purposes. Any such assets not disposed of shall be disposed of by the Ninth District Court exclusively for such purposes or such organization or organizations, as the Court shall determine, which are organized and operated.

Article X: Repeal, Alteration or Amendment

These Bylaws may be altered or amended, in whole or in part, any time, by the Board, subject to the approval of the general membership.

Signed,

Wayne Whipple, President

Lois Schneberger, Secretary

Revision Date and Signed: 11/2013

These Bylaws, as represented above and dated December 2013, supersede those dated December 4, 1994, previously filed with the State of Arizona. The Bylaws reflect revisions to Article V, number 1 and 3, Article VI, number 2 and 4.