

CASCADE CACTUS AND SUCCULENT SOCIETY BYLAWS - Revised 1/27/95

ARTICLE 1. NAME, PURPOSES AND REGISTERED OFFICE

- A. This organization's name shall be "The Cascade Cactus and Succulent Society."
- B. The purpose of the Society shall be to promote the study, cultivation and preservation of cacti and succulents and their ecology and natural history, while operating on a nonprofit basis.
- C. The principal place of business of this organization shall be the mailing address of the Secretary.
- D. This organization shall be affiliated with the Cactus and Succulent Society of America.

ARTICLE 2. MEMBERSHIP

- A. Membership shall be open to all persons who will adhere to the purposes of the Society.
- B. A person may apply for membership by filling out an Application for Membership and paying one year's dues to any member of the Board of Directors.
- C. Members shall be considered to be in good standing upon timely payment of dues and continued adherence to the purposes and Bylaws of the Society, or under other conditions as the Board determines. (Hereafter "Members" means "members in good standing.") A Member determined by the Board of Directors to have acted contrary to the interest of the Society may be expelled upon a vote of the Membership with a two-thirds majority of a Membership quorum voting for expulsion.
- D. The amount of dues, the date of payment of dues and all related policies are to be determined by the Board or its designate.
- E. Members shall receive timely notice of regular meetings, and, if they have requested of the President to be so informed, of Board meetings. Members shall receive a subscription to the Society's newsletter, *The Point*, use of the Society's Library, and the right to sell and trade plants at the meetings as well as any other privileges designated by the Board.

ARTICLE 3. OFFICERS

- A. The Officers of the Society shall be President, Vice-President/Program Chairman, Secretary and Treasurer. These officers shall be elected for one year by vote of the Membership at the September regular meeting and shall serve their term commencing with the first day of January. They are expected to spend this overlap coordinating with their predecessors. Additional duties, privileges and restrictions to those specified herein may be attached to any office by resolution of the Board.
- B. A vacancy in any office for any reason may be filled by an appointee chosen by the Board or its designate for the unexpired portion of the term. The Board may also create new offices, by resolution, as needed, and determine how they will be filled.
- C. The President shall be principal executive officer of the Society, and shall, subject to the control of the Board of Directors, supervise and control all of the business and affairs of the Society. When present, the President shall preside over all meetings. The President may not hold any other Society office concurrently with the Presidency.
- D. The Vice-President/Program Chairman, in the event of the President's absence, disability, or refusal or failure to act, shall perform the duties of the President, and when so acting, shall have all of the powers of and shall be subject to all of the restrictions upon the President, except the limitation on multiple offices. This Officer shall be responsible for the program at all regular meetings.
- E. The Secretary shall in general perform all duties incident to such office, particularly keeping the minutes at regular and Board meetings, tallying votes, and being custodian of the corporate records. The Secretary shall be the registered agent for the purpose of compliance with the applicable sections of the Revised Code of Washington.
- F. The Treasurer shall have custody of and responsibility for all funds and securities of the Society. The Treasurer shall make a report of the Society's finances upon timely request of any Officer or Director.

ARTICLE 4. ELECTION AND RECALL OF OFFICERS

- A. The president or Board shall appoint a three person Nominating Committee prior to any election meeting to secure a slate of candidates to be published in the newsletter(s) prior to the election. Nomination of any person shall require that person's consent. Nominations may be made to the Nominating Committee by any member prior to the publication of the newsletter issued prior to the election. Election shall be by majority vote of a Membership quorum at the election meeting. Mailed-in votes shall be accepted if received by the Secretary before the meeting.
- B. The Membership shall have the right to remove any Director or Officer by a recall vote. A petition for recall bearing the signatures of at least 25 percent of the Members shall be sufficient to require a recall

election, as shall a two-thirds vote of the Board. Such petition or resolution, stating the reasons for seeking the recall shall be filed with the Secretary. Within 15 days the Board of Directors shall set a date for the recall election. A simple majority of a Membership quorum shall prevail.

ARTICLE 5. BOARD OF DIRECTORS

- A. The Board of Directors shall consist of the President, Vice-President/Program Chairman, Secretary, Treasurer, past President, and such others as chosen by the Board or its designate.
- B. The business and affairs of the Society shall be managed by the Board of Directors. The Board's powers include the following: (1) to convene special meetings of the Membership; (2) to amend these Bylaws subject to ratification by the Membership; (3) to recommend removal of any member or Officer for the violation of the purposes of the Society or for malfeasance; (4) to create and change the duties, etc. of offices as needed; (5) to appoint Officers to vacant offices, or call special elections; (6) to delegate its powers, except as limited herein, to individuals or to the Membership at large; (7) to establish and change policies, rules and rates; (8) to establish and appoint members to committees.

ARTICLE 6. MEETINGS

- A. There shall be at least an annual meeting in September, to be held at a time and place selected by the Board of Directors or its designate. This meeting shall be the general meeting of the Membership with business to include, but not be limited to the election of Officers, consideration of the budget and consideration of any Bylaw amendments.
- B. Members shall receive, if practical, timely notice of regular and special meetings, and, if they have requested of the President to be so informed, of Board meetings. Board meetings are open to all Members, but not necessarily to the public; only Board members may vote. Regular meetings shall be open to the public.
- C. In an emergency, the President, in consultation with the Board of Directors, may cancel a meeting. All reasonable endeavors will be made to inform the Membership of a cancellation.
- D. Special meetings may be called by the President or by the Board or by written request of ten percent of the Members. The purpose of the meeting shall be stated in the call.
- E. The latest edition of ROBERT'S RULES OF ORDER shall govern all meetings.

ARTICLE 7. DEFINITIONS

- A. The fiscal year of the Society shall commence on the first day of January and shall accordingly end on the last day of December.
- B. At all meetings of the Membership, twelve or more Members or twenty-five percent or more of the Membership in attendance shall constitute a quorum for the transaction of Society business. At all meetings of the Board of Directors and at all meetings of all committees, a quorum shall be a majority of the members of the Board or of said committee. There will be only one vote per membership, whatever the category.

ARTICLE 8. AMENDMENTS

- A. The Bylaws and Articles of Incorporation may be amended, subject to ratification by the membership, by the Board of Directors by action of at least a two-thirds majority of a quorum present. All amendments shall first be proposed in writing at a meeting of the Board of Directors. Amendments so adopted shall be submitted to the Membership at or before the next meeting of the Membership. At the first meeting following the Members being informed, a two-thirds majority vote of at least a Membership quorum shall be required for ratification of the amendment. Mail votes must be received by the Secretary before the meeting to be counted.
- B. Amendments to these Bylaws or Articles of Incorporation may also be proposed by written petition of ten percent of the Membership. Said petition shall be submitted to the Secretary, and upon receipt, the Members of the Board of Directors shall be notified in writing in a timely manner. The notice shall contain the text of the proposed amendment. The adoption procedure for such amendment shall be that set forth in the preceding paragraph.

ARTICLE 9. NON DISCRIMINATION POLICY

- A. The Society does not and will not discriminate against any applicant for Membership on the basis of race, color, sex, national or ethnic origin, disability or age. This statement is included because of requirements of the U.S. Internal Revenue Service and must not be read as suggesting that a contrary policy would otherwise exist.