

BYLAWS

Of the South Coast Cactus & Succulent Society

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1. Name

This association shall be known as The South Coast Cactus and Succulent Society, hereafter referred to as the “Club”.

2. Purposes and Objectives

- 2.1. Promote an interest in and appreciation of cacti and other succulents through community outreach activities.
- 2.2. Sponsor educational programs that educate members on propagation, cultivation, identification, and exhibiting their plants.
- 2.3. Provide an opportunity for members to interact socially to their mutual benefit and enjoyment.

3. Financial

- 3.1. The Board shall review and approve the Budget for the next fiscal year before June 30th.
- 3.2. The Board shall review and approve the Financial Report for the previous fiscal year before August 31st.
- 3.3. The Club shall never carry a negative balance in its accounts.
- 3.4. The President shall appoint an Audit Committee, subject to Board approval. The Audit Committee shall report at the August General Membership meeting.
- 3.5. Membership dues shall be assessed annually, an amount set by the Board, and approved by the membership.
- 3.6. The Club shall obtain and retain 501(c)3 status through the California Garden Clubs, Inc. (CGCI).
- 3.7. **Internal Revenue Service Code 501(c)(3) Exemption Requirements.**
 - 3.7.1. Said organization is organized exclusively for charitable, religious, 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.
 - 3.7.2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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.
 - 3.7.3. No substantial part of the activities of the organization 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.
 - 3.7.4. Notwithstanding any other provision of these articles, the organization 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.

- 3.7.5. 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 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 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.

4. Memberships

- 4.1. Individual memberships are available to adults over 18 years of age.
- 4.2. Memberships are available to all adults living at the same address.
- 4.3. Membership may be terminated for non-payment of dues, for conduct that adversely affects the Club reputation, or is contrary to the Club objectives.
- 4.4. Membership entitles the member to attend Club meetings and other Club events, to vote, and receive Club publications.
- 4.5. Members are responsible for keeping the Membership Committee apprised on changes to contact information. Members are expected to read the Newsletter to stay current with Club activities and actively participate in Club activities.

5. Affiliation in other Organizations.

- 5.1. The Club, in order to meet and use the meeting rooms and facilities at the South Coast Botanic Garden (SCBG), is required to be a member of the SCBG Foundation. That requires payment of annual dues that are set by Los Angeles County. Membership allows the club to meet and host shows and sales in SCBG facilities. The President or designee is responsible for ensuring the annual contract is renewed. The Board shall approve the contract.
- 5.2. The Club is an affiliate of the Cactus and Succulent Society of America (CSSA) and shall renew its affiliation each year. The President or designee is responsible for ensuring the CSSA is advised of any changes to Club information posted on the CSSA website and informing the Club of CSSA activities.
- 5.3. The Club has chosen to join the California Garden Clubs, Inc. (CGCI) because of benefits accrued to the Club and coinciding goals and objectives. As a CGCI member the Club is required to be a member of the Costa Verde District (CVD) of the CGCI. The President or designee is responsible for ensuring the Club is aware of CGCI and CVD activities that affect the Club, and informing CGCI through the CVD of Club activities.

6. Officer Duties and Responsibilities

- 6.1. The elected officers of the Club include the President, Vice President, Secretary, and the Treasurer.
- 6.2. **The President shall;**
 - 6.2.1. Promote the general welfare of the Club.
 - 6.2.2. Convene, determine the order of business, and preside at General Membership and Board meetings.
 - 6.2.3. Be an *ex-officio* member of any Standing Committees.
 - 6.2.4. Appoint Standing Committee Chairs and Liaisons, subject to Board confirmation.
 - 6.2.5. Advise each Chair and Liaison of his or her duties.
 - 6.2.6. Authorize payment of approved bills and co-sign checks.
 - 6.2.7. Attend or send a representative to meetings of the California Garden Clubs, Inc. (CGCI) and Costa Verde District, as necessary.
 - 6.2.8. Be prepared to turn over all records to the next President and assist in the transition.
- 6.3. **The Vice-President shall;**
 - 6.3.1. Assume the duties of the President in his/her absence.

6.3.2. Accept other duties as determined by the Board.

6.4. The Secretary shall;

6.4.1. Record minutes of Board and General Membership meetings.

6.4.2. Send a copy of the draft minutes by electronic means for review before the next scheduled regular meeting, where they shall be subject to approval. .

6.4.3. Send a copy of the draft Board Minutes to Board members for review, comment and approval.

6.4.4. When minutes are approved, and if appointed, provide a copy to the Historian for the Club's permanent records. These may be computer file records, however, a printed copy of the past twelve-month's minutes should be brought to each General membership and Board of Directors' meeting.

6.4.5. Be prepared to turn over all records to the next Secretary and assist in the transition.

6.4.6. If appointed, supervise the activities of the Club Historian and Librarian. If not appointed the Secretary will perform the duties.

6.4.6.1. The **Historian** finds a safe and secure space to store archived documents. Computer files are an acceptable method of storage. The Historian must be proactive in obtaining documents, including; Board and Regular meeting minutes, Club Newsletters, documents relating to the annual show and sale; and other club events. Photographs of members and the annual show and sale are encouraged.

6.4.6.2. The **Librarian** stores periodicals sent to the Club from other organizations, such as CSSA and CGCI, and the SCBG Foundation. In some cases, periodicals that are newsletters may need to be retained only one year.

6.5. The Treasurer shall;

6.5.1. Establish and maintain a checking account at a F.D.I.C. or F.S.D.I.C. insured bank. Ensure the President has signed a signature card and direct the bank to remove invalid signature cards.

6.5.2. Ensure bills and other financial obligations are promptly paid. Co-sign checks with the President and expeditiously mail or deliver checks or payment to the payee. Cash payments are not permitted.

6.5.3. Receive and deposit all income in the Club account at earliest convenience.

6.5.4. Keep a record of income and expenditures that is separate from the bank monthly statement.

6.5.5. After the June meeting, compare dues paid to the current Membership roster. Annotate which members have paid, which have not. Send the annotated list to the Membership Chair.

6.5.6. With input from the Board, prepare an annual budget to be approved before July 1.

6.5.7. Assist the Audit Committee by meeting with them at a mutually agreeable date and time and allowing them access to financial records.

6.5.8. Reports

6.5.8.1. State the latest account balance and the difference from the previous year at General Membership meetings.

6.5.8.2. Prepare an Annual Financial Report showing the initial balance, receipts and disbursements by major category, and the final balance covering the preceding fiscal year. A copy of the Report shall be provided to all Board members. The Treasurer shall retain copies of past reports so that trends may be analyzed. Assist the Show and Sale Chair in preparing a show/sale financial report for attachment to the Annual report.

6.5.8.3. Submit Internal Revenue Service reports as required to confirm non-profit status.

6.5.8.4. Be prepared to turn over all records to the next Treasurer. Assist in transferring bank accounts.

7. Board of Directors

- 7.1. A Board of Directors, hereafter called the “Board” shall include the Officers, Standing Committee Chairs, Liaisons and up to three At-large members.
- 7.2. The President shall be the Board Chair.
- 7.3. The term of office for Board members is one year to coincide with the Fiscal Year.
- 7.4. The Board shall meet after the Annual Show but before the June General meeting, and additionally as determined by the Chair.
- 7.5. Board meetings shall have a published agenda, distributed before the meeting.
- 7.6. Members holding more than one Board position are entitled to only one vote.
- 7.7. Board meetings may be attended by the general membership.
- 7.8. The Board shall confirm Presidential nominations of members to Chair positions of the Standing Committees and Liaisons.

8. Committees & Liaisons

- 8.1. Standing Committees of the Club are the Show & Sale, Programs, Membership, Finance, and Communications.
- 8.2. Only Club members may be Chairs or members of Committees. Committee Chairs are selected through open solicitations for volunteers then confirmed by the Board.
- 8.3. Committee Chairs shall;
 - 8.3.1. Recruit additional committee members to accomplish required tasked
 - 8.3.2. Operate within a budget, as approved by the Board annually.
 - 8.3.3. Report on committee activities.
 - 8.3.4. Participate in Board meetings.
 - 8.3.5. Maintain notebooks that contain Operational Procedures and other guidance for the proper function of the Committee.
- 8.4. **Show and Sale Committee Chair Additional Responsibilities**
 - 8.4.1. The Chair is responsible for all planning and supervision for the Club’s Annual Show and Sale, consistent with Board guidance to include;
 - 8.4.1.1. Recruit and provide guidance to Club members for specific show and sale related tasks not under the purview of other Committees.
 - 8.4.1.2. Provide guidance to the Chairs of other Committees for show related tasks.
- 8.5. **Programs Committee Chair Additional Responsibilities**
 - 8.5.1. Schedule programs for General meetings. Inform the membership of future programs.
 - 8.5.2. Obtain plants to be used as prizes.
 - 8.5.3. Manage the Mini-show scheduled at general meetings.
 - 8.5.4. Manage the Annual Plant contest.
- 8.6. **Membership Committee Chair Additional Responsibilities.**
 - 8.6.1. Ensure new members, guests and visitors are greeted at meetings and other Club sponsored events.
 - 8.6.2. Maintain the Membership Application form. Receive and process completed Membership applications.
 - 8.6.3. Maintain a membership roster.
 - 8.6.4. Ensure cards and token gifts are sent to members for special occasions.
 - 8.6.5. Ensure refreshments are provided at General meetings and meals for special events.

8.7. **Finance Committee Chair Additional Responsibilities.**

8.7.1. Suggest fund raising events and activities for Board approval.

8.8. **Communications Committee Chair Additional Responsibilities.**

8.8.1. Coordinate and ensure information provided to the public and members through public notices, the newsletter and website do not conflict and are accurate.

8.8.2. Recruit and coordinate a Publicist, Newsletter Editor, and Webmaster.

8.8.3. The Publicist shall inform the general public about Club Send General meeting and special event notices to local media, including newspapers; this includes advertising for the Club's annual Show and Sale.

8.8.4. The Newsletter Editor shall publish and distribute articles and announcements sent in by Club members. Material from the publications of other organizations may be used providing permission is obtained.

8.8.5. The Webmaster shall maintain the Club's website and suggest ways to improve the website.

8.9. **Liaison Positions.**

8.9.1. Liaison positions must be filled by members in good standing and should be members of the organization with which they liaison. They will be appointed by the President with Board approval and be members of the Board.

8.9.2. The **Cactus and Succulent Society of America (CSSA) Liaison** will function as an intermediary between the Club and the CSSA.

8.9.3. The **California Garden Club, Inc. (CGCI) Liaison** functions as an intermediary between the Club and the CGCI and the Costa Verde District of the CGCI.

8.10. **Other Committees**

8.10.1. **Nominating Committee.** The President shall appoint two non-Board members to a Nominating Committee, subject to Board approval, at the March meeting. The Committee shall find members to serve in the Officer positions for the coming year.

8.10.2. **Audit Committee.** Before the July meeting, the President shall ask two members who are not Board members to audit the Treasurer's records.

8.10.3. The Board may organize other **Ad Hoc Committees** with well-defined, usually short-term goals and missions.

9. **Meetings**

9.1. General membership meetings are held the second Sunday of each month, starting at 1:30 PM, at the South Coast Botanic Garden (SCBG.). Advance notice of these meetings and any changes shall be published in the Club's Newsletter and website, time permitting.

9.2. A quorum at General membership meetings is twenty-five percent of the total membership. A quorum at Board meetings is 51%.

9.3. A majority of those attending General Membership and Board meetings is sufficient to approve an item of business.

9.4. The President votes only to break ties.

10. **Elections**

10.1. A Nominating Committee shall be formed at the March General Membership meeting by asking for volunteers. Volunteers will be confirmed by a vote. Current Officers are not eligible.

10.2. The Nominating Committee shall select a Chair, who will be responsible for the nominating process.

10.3. The Nominating Committee shall publish their Officer recommendations in the May Newsletter.

10.4. At the May General Membership meeting members may nominate additional candidates from the floor.

10.5. The Nominating committee shall prepare a ballot if more than one candidate is nominated for a position and publish the list of candidates in the June newsletter.

- 10.6. Elections shall be held at the June general meeting by acclamation if there is only one candidate for each position or by ballot if there is more than one candidate for a position. A majority vote of the active members present is sufficient to elect the candidates.
- 10.7. The term of office for Officers is one fiscal year. There are no term limits.
- 10.8. Officers shall be installed at the June General meeting.
- 10.9. In the event a nominee cannot be found the incumbent shall hold the position until a replacement can be installed.
- 10.10. Officers who cannot complete their term of office should notify the President who shall schedule a Board of Directors meeting to choose a replacement.
- 10.11. The President, with Board approval, shall notify any Officer failing to complete his or her assigned duties or attend scheduled meetings for an extended period that their resignation shall be accepted.

11. Dissolution

- 11.1. A motion to dissolve the Club must be made at a General Membership meeting. If the motion passes, the President shall publish a notice and ballot in the Newsletter. The notice shall provide a reason for dissolution, a Treasurer's report, and a specific dissolution date. Members will bring their ballots to the next meeting or mail them to the President before the next meeting.
- 11.2. At the next meeting, the President shall appoint two members to count the ballots. It requires a two-thirds majority of those members who return their ballots to dissolve the club.
 - 11.2.1. If the motion is approved, the President and Treasurer shall disperse any remaining assets. After payment or provision for payment of debts and liabilities, any remaining assets shall be distributed to the South Coast Botanic Garden Foundation. Affiliated organizations shall be notified.
 - 11.2.2. If the motion is NOT approved, the President shall appoint a nominating committee for a new slate of officers.
- 11.3. Nothing in this section shall over rule IRS requirements as stipulated in Para. 2.4

12. Parliamentary Authority

- 12.1. A **Parliamentarian** shall be appointed by the President and be a voting member of the Board.
- 12.2. The Parliamentarian ensures meetings are run and conform to the guidance provided by the Club Bylaws and when the Bylaws do not address the issue, recommend a procedure using a published parliamentary guide.
- 12.3. The President has the final authority to determine the proper procedure and terminate any dispute.

13. Changing the Bylaws

- 13.1. Any member may propose a change to the Bylaws by submitting the proposed change in writing to the President.
- 13.2. The proposal shall be reviewed by the Parliamentarian to ensure it doesn't conflict with existing articles and by the Board for comment. It will be returned to the submitter if changes are required.
- 13.3. Following Board approval, the proposed change shall be published in the Newsletter.
- 13.4. At the next regularly scheduled General Membership meeting following publication, the change is approved if two-thirds of those present approve.
- 13.5. If passed, the President shall direct the Secretary to revise the existing By-laws and distribute.

14. Standing Rules

- 14.1. Standing Rules define administrative details rather than parliamentary procedure. Motions adopted over the course of time that are related to policy and administration are collectively Standing Rules.
- 14.2. Standing Rules are short simple rules that are applicable to the entire Club and Membership.

14.3. Changes, additions, and/or deletions of Standing Rules may be proposed by any member of the Board or proposed to the Board by any Club member at a regular meeting. A majority vote of all members of the Board shall be required to adopt a Standing Rule.

15. Operating Procedures

15.1. Operational Procedures provide detailed and specific guidance for complex Club activities.

15.2. Officers, Standing Committee Chairs, and Liaisons are responsible for creating and maintaining Operational Procedures that relate to their responsibilities, subject to Board approval. Guidance for Ad Hoc and Special committees is the responsibility of the President unless specifically assigned to the Chair, but the guidance is also subject to Board approval.

This is to certify that the elected Officers of this Club duly approved these By-laws.

Dale La Forest
President

Judy Unrine
Vice President

Bernard Johnson
Treasurer

Philip Johnston Ross
Secretary