

# BY-LAWS OF THE CACTUS & SUCCULENT SOCIETY OF SAN JOSE

A not-for-profit organization \*

Adopted by the Society - 1969

First revision - May 1972

Second revision - January 1990

Third revision - November 1992

Fourth Revision - December 2021 Tentatively approved by the Board pending Membership approval

## Article I. NAME

The name of the Society shall be: The Cactus and Succulent Society of San Jose (hereafter referred to as CSSSJ).

## Article II. PURPOSE

The Mission of the CSSSJ is to cultivate the knowledge and preservation of cacti and other succulent plants, including their culture, propagation, and conservation within the club community and the public at large.

In support of this Mission, the club engages in the following:

- Maintain a club newsletter
- Hold monthly meetings
- Support organizations and/or individuals whose goals include the conservation of cacti and succulents in their native habitats whenever possible.
- Remain an Affiliate Society of the Cactus and Succulent Society of America, Inc.

Note: \* This club is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the club and no part of its net earnings shall inure to the benefit of any private individual. This club shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other club activity except in furtherance of the purposes stated above for which the club is organized.

## Article III. OFFICES

The principal business mailing address of the Society shall be determined and published by the Board. All official mailings should be forwarded to the appropriate Board member.

## Article IV. MEMBERSHIP

Classes of Members: The Society shall have four classes of members, as follows:

- Regular Members
- Life Members
- Fellows

Regular Members: Any person who has an interest in furthering the purposes of the Society may become a Regular Member upon payment of annual dues of a reasonable amount as set for each type by the Board of Directors. There are two types of Regular members:

- Individuals (one person)
- Household (all members of a single household)

Life Members: Life memberships are honorary members who are nominated by either Regular members or by a member of the Board of Directors and voted on by the Society or the Board of Directors, at the Board's discretion, with a majority vote. Life members shall not pay any dues, but they maintain all benefits and responsibilities of a Regular Member.

Fellows: Persons, who have attained national or international eminence in the scientific or cultivational study of cacti or other succulent plants, may be honored by the election to Fellowship in the Society. Fellows shall be elected for life by a two-thirds majority vote of the Board of Directors. The number of Fellows shall be restricted to fifteen at any one time and calendar year. Fellows shall not pay any dues but they maintain all benefits and responsibilities of a Regular Member in support of the Society.

## Article V. OFFICERS

The presiding order of Officers of the Society shall be: President, Vice-President, Secretary, Treasurer, Membership Chair, and CSSA Affiliate Representative (if not already performed by one of the aforementioned Officers).

Duties of the Officers shall include:

The President shall:

- Preside at regular meetings of the Society, including the Annual Meeting, typically in November
- Appoint special committees and ad hoc committees as required
- Serve as official spokesperson for the club

- Appoint the Chairpersons of all Standing Committees, subject to confirmation by the Board
- Sign or countersign the withdrawal of the funds of the club
- Perform such other duties as the Board may authorize

The Vice-President shall:

- Preside at regular meetings and/or meetings of the Board of Directors in the absence of the President
- Undertake the duties of President in all regards when the President is ill, has resigned, or is unavailable
- Sign or countersign the withdrawal of the funds of the club
- Perform such other duties as the Board may authorize

The Secretary shall:

- Act not only as Secretary of the Society but also as Secretary of the Board of Directors
- Take the minutes of the regular meetings and of the meetings of the Board of Directors
- Minutes of regular meetings should include the number of attendees, presenter and topic, announcements to the membership, and any other significant issues or concerns
- Keep the separate minute books of the Society up to date and in such order that past minutes can be consulted at any meeting
- Send a copy of the minutes of Board of Directors meetings to the Board within a week after each such meeting
- Attend to the regular correspondence of the Society and of the Board as directed by the Board
- Notify all members if and when a Special Meeting is called
- Notify Board members of Board meetings
- Correspond with members as directed by the Board

The Treasurer shall:

- Receive and keep all of the Society's funds, depositing them in a repository approved by the Board of Directors
- Keep full and adequate records of all receipts and disbursements
- Make a Treasurer's report at all meetings of the Board, with a copy for the Secretary
- At the Annual Meeting in November, provide a detailed report on the Society's finances
- Pay out funds on order of the President and the Board of Directors
- Prepare and file tax returns quarterly
- Prepare the books for an auditing committee appointed by the Board prior to each annual meeting of the club

The Membership Chair shall:

- Collect annual member dues
- Maintain the membership list
- Provide the membership list for newsletter distribution
- Coordinate printing and distribution of the roster to all members
- Transfer all dues received to the Treasurer or deposit funds directly as authorized by the Board
- Create name badges as requested by members

Affiliate Representative shall:

- Handle all regular business and correspondence between the Society and the Cactus and Succulent Society of America, Inc.

Associate Directors shall:

- Regularly attend meetings of the Board

## Article VI. BOARD OF DIRECTORS

The Board of Directors shall consist of Regular, Life or Fellow Members of the Society, as follows: President, Vice-President, Secretary, Treasurer, Membership Chair, Affiliate Representative, an available and interested Past President of the Society, and Associate Directors.

Officers shall be elected by the membership; Associate Directors shall be elected either by the membership or by the Board.

Duties of the Board shall be:

- Approve expenditures over \$100
- Manage the affairs of the Club
- Elect any vacant officer positions that occur at a time window outside of the normal election process
- Appoint a nominating committee for Board elections
- Appoint special committees and ad hoc committees as needed

Board meetings shall normally be held on the first Sunday of every month at a time preceding the regular club meeting. Any changes to the normal schedule must be made as detailed in the CSSSJ Policies and Procedures document.

The agenda for each board meeting shall be posted at least 72 hours prior to the meeting through a means that is available to all board members. Aside from closed sessions, Board meetings are open to all members. Each agenda will be posted on the website 72 hours prior to the meeting.

In lieu of in-person meetings, virtual board meetings may be held as necessary. Virtual board meetings shall be held through a means readily available and accessible to all board members.

If an emergency arises and a decision must be made between meetings, the board member bringing the proposal must provide all board members with all the information needed to make a decision through a method that all board members have access to, as determined in advance through a policy set by the board. Once the proposal has been reviewed and any questions addressed, then a vote may be cast using a method that allows for a secret vote as set up by the board in the Policies and Procedures.

Regular Club meetings shall normally be held on the first Sunday of every month. Any changes to the normal schedule must be made as detailed in the CSSSJ Policies and Procedures document. Regular club meetings shall be held through a means readily available and accessible to all club members.

## Article VII. NOMINATION AND ELECTION OF OFFICERS AND BOARD MEMBERS

All Officers and Board Members shall hold office for two calendar years with the term beginning January 1 of the year following the election. The President and Vice-President shall serve for not more than two consecutive terms; they must then either hold no other elected position in the Society for at least two years, or hold a different elected position in the Society. The Secretary, Treasurer, and Membership Secretary shall not be limited to the number of terms they may serve.

At the September meeting of the year in which elections are held, the President shall appoint a Nominating Committee of three voting Members, not more than one of which may be a current officer of the Society. The Nominating Committee shall select a slate of consenting nominees, one for each office and for each of the positions of Director-at-Large. The Nominating Committee shall present its slate of candidates at the October Meeting.

Any group of five voting Members may present different nominees for any or all of the offices or positions to be voted on. Any such slate of nominees must be presented in writing, signed by at least five voting Members, at the Annual Meeting in November.

Elections shall be held at the regular Annual meeting of each year. If no slate of nominees other than that of the Nominating Committee is laid before the Society, the entire slate may be elected by acclamation. Each case in which there is a nominee other than that of the Nominating Committee, there shall be a separate election either by show of hands, paper ballot, or an appropriate electronic form submission by the Members present. In each such case, the candidate who has the largest number of votes shall be considered to be elected.

Newly elected Officers and Board Members assume their duties on the first day of January following the Annual election.

## Article VIII. REMOVAL OF MEMBERS OR OFFICERS

The Society reserves the right to exclude from Regular or other Membership any person whose conduct is deemed contrary to the best interests of the Society or the Society's purposes. If such a person is already a member, they shall have the right to be heard by and defend themselves before the Board of Directors, who shall thereafter vote by secret ballot on their

expulsion from the Society. A two-thirds vote of the Board shall be required for expulsion. A proposal for expulsion shall be made in writing to the Board signed by at least five members, and the Board shall not act to expel anyone without such proposal.

Officers or Associate Directors whose conduct while holding office is deemed to be contrary to the best interests of the Society may be impeached and removed from office. The procedure for impeachment shall be as follows: (a) Proposal to the Board of Directors made in writing, giving details of offending act or acts, and signed by at least ten members; (b) Consideration by the Board of Directors except the accused person, who shall be given opportunity to be heard and defend themselves before them; (c) A majority vote of the Board members, other than the accused, for removal from office, failing which the proceedings shall be dropped; (d) If a majority vote for removal from office occurs in the Board, the case is then to be brought up before the membership at the next regular meeting of the Society, where the Board's action shall be read and the accused person again given opportunity to defend themselves. Thereafter, a majority vote of the members present by any of the voting options as noted above shall decide the issue.

## Article IX. MEETINGS AND QUORUMS

Regular meetings of this Society shall normally be held on the first Sunday of every month, at such place and at such precise time as shall be determined from time to time by the Board of Directors. At the Annual Meeting, elections shall be held to fill offices and positions for the following calendar year. For regular meetings of the Society, a quorum shall consist of fifteen members.

Scheduled meetings will be posted in the newsletter and on the website for as many meeting dates as are known in advance. Meeting topics will be added as soon as they are known. If a meeting needs to be rescheduled, postponed, or canceled, this should be done by a vote of a quorum of the Board of Directors at least a month in advance or at the Board meeting preceding the Regular meeting.

Meetings of the Board of Directors shall be held prior to each regular member meeting barring an agreement at least 30 days in advance by the Board of Directors. Hours and places for Board meetings shall be those of most convenience to the majority of the Board members. For meetings of the Board of Directors, one member greater than half shall constitute a quorum.

Special Meetings of the members of the Society may be called by action of the Board of Directors.

A Member of the Society may attend any Board of Directors meetings other than closed sessions.

## Article X. STANDING COMMITTEES

There shall be the following Standing Committees appointed annually by the Board as appropriate:

- (a) Hospitality (report 1 month prior to each major event)
- (b) Plant Procurement and Distribution (report 2 months prior to each major distribution)
- (c) Shows (report monthly beginning 3 months prior to each major event)
- (d) Publicity (report 1 month prior to each major event)
- (e) Nominating Committee (formed in August to begin the process with slate determined by Oct 30th).

and as Committees-of-One,

- (e) Archivist-Historian (as needed)
- (f) Property Custodian (as needed)
- (g) Librarian (as needed)
- (h) Program (monthly)

Reports to the Board may be made in person or through email to the President or Vice President to be read at the board meeting.

## Article XI. AMENDMENT OF BY-LAWS

These Bylaws may be amended, altered, or repealed by the affirmative vote of a majority of the full Board of Directors at any regular or special meeting of the Board of Directors.

Amendment of by-laws shall be made in the following manner:

1. The proposed changes must be approved and recommended by a majority vote of the Board members at a regular meeting of the Board. The date and approving Board members' names must be appended to the revision history.
2. The proposed changes approved by the Board must be transmitted to the membership at least one month prior to a regular monthly meeting where the Bylaws will be voted on for approval.
3. At the scheduled regular monthly meeting of the Society, the changes may be approved by a two-thirds majority vote of the Members present at that regular meeting. The date of Member approval shall be appended to the revision history.