

TUCSON CACTUS AND SUCCULENT SOCIETY, INC.
BY-LAWS
Revised April 3, 2014

Article I. NAME

The name of this Corporation shall be the Tucson Cactus and Succulent Society.

Article II. OBJECTIVES

The objectives of this Corporation shall be to function continuously in the study and protection of cacti and other succulents.

Article III. MEMBERSHIP

Sec. 1. Eligibility. Those persons who subscribe to the objectives of the Corporation as stated in the by-laws and have paid membership dues as prescribed by the Board of Directors, may become members of the Tucson Cactus and Succulent Society.

Sec. 2. Member in Good standing. A member in good standing shall be one whose dues are current.

Sec. 3. Categories. There shall be the following membership categories: life, family, general and student.

Sec. 4. Life-Time Honorary Membership. Life-time honorary membership may be designated by the Board of Directors.

Sec. 5. Dues. Dues shall be on a one-year basis, beginning 1 January. Persons joining after 1 September shall be deemed to have paid for the following year. (standing rule of order for details)

Article IV. OFFICERS

Sec. 1. Number and term of office. There shall be a President, Vice-President, Secretary and Treasurer who shall be elected by the membership (Article VI, Sec. 2) to hold office for two (2) years. There shall be an Affiliate Representative who shall be elected by the membership (Article VI, Sec. 2) to hold office for two (2) years beginning in even years. In the event of a vacancy, it shall be filled for the unexpired term by majority vote of the Board of Directors at its next meeting.

Sec. 2. President. The President shall call and preside at all meetings of the Board of Directors and general meetings of the membership. S/He shall exercise authority and assume responsibility specified in the Articles of Incorporation and by-laws of the Corporation

Sec. 3. Vice-President. The Vice-President shall assume all duties of the President during absence of the President.

Sec. 4. Secretary. The Secretary shall record and retain minutes of all meetings of the Board of Directors and the general meetings of the membership. In addition, the Secretary shall prepare and send out announcements of meetings and all official correspondence.

Sec. 5. Treasurer. The Treasurer shall maintain records of all receipts and disbursements of the Corporation and shall conduct all financial business for the Corporation as directed by the President and/or authorized by the Board of Directors.

Sec 6. Affiliate Representative. The Affiliate Representative shall be the Tucson Cactus and Succulent Society representative to the Cactus and Succulent Society of America, Inc. and shall be responsible to keep the CSSA informed of TCSS events and activities and keep TCSS appraised of CSSA activities.

Sec. 7. Eligibility. Any member in good standing shall be eligible to hold office.

Article V. BOARD OF DIRECTORS.

Sec. 1. Membership and Terms of Office. The Board of Directors shall consist of immediate past President, President, Vice-President, Secretary, Treasurer, Affiliate Representative, and no less than three (3) or more than twelve (12) Directors. Each individual shall have one vote. Vacancies on the Board shall be filled each year in accordance with need and Directors shall hold office for three (3) years.

Sec. 2. Eligibility. Any member in good standing shall be eligible for election to the Board of Directors.

Sec. 3. Duties. The Board of Directors shall conduct the affairs of the Corporation and shall exercise all authority and assume all responsibility specified in the by-laws and the Articles of Incorporation. The Board of Directors at its pleasure shall establish and maintain a business office in accordance with need. The Board of Directors shall fill any vacancies occurring among the Officers or Directors. Any Officer or Director appointed by the Board of Directors shall hold office until the membership elects a successor at the next Annual Meeting. The Board of Directors shall approve rules governing the showing, sale and exhibition of plants by members in shows and exhibits sponsored by the Corporation.

Sec. 4. Editor. The Editor shall be appointed by the President with approval of the Board of Directors. The Editor shall be responsible for publications as directed by the Board of Directors. The Editor shall be an ex-officio, non-voting member of the Board of Directors.

Article VI. ELECTION OF OFFICERS AND DIRECTORS.

Sec. 1. Nominations Committee. The Nominations Committee of no less than three (3) persons shall be elected by the Board of Directors and shall report its nomination to the membership at the meeting preceding the Annual Meeting.

Sec. 2. Elections. Elections of officers and Directors shall be by ballot, the balloting being continued until the offices are filled.

Sec. 3. Voter Eligibility. Any member in good standing shall be eligible to vote.

Sec. 4. Possession of Office. An officer-elect or director-elect shall take possession of that office January 1 or at the next regularly scheduled meeting of the Corporation.

Article VII. MEETINGS.

Sec. 1. Membership. A membership meeting shall be held monthly at the call of the President.

Sec. 2. Board of Directors. The Board of Directors shall meet monthly at the call of the President. Other meetings of the Board of Directors may be called by the President or a majority of the Directors.

Sec. 3. Annual Meeting. The Annual Meeting for election of Officers and Directors shall be held in December at the call of the President.

Sec. 4. Quorum. At any regular membership meeting, Board of Directors meeting, or special meeting, a quorum shall consist of a simple majority of Officers and Board members.

Article VIII. COMMITTEES.

Sec. 1. Standing Committees. Committees and their respective chairperson shall be appointed by the President and approved by the Board of Directors as necessary.

Sec. 2. Other Committees. Other committees and their respective chairperson shall be appointed by the President and approved by the Board of Directors as necessary except for the Nominations Committee (see Article VI, Sec. 1).

Article IX. EXPENDITURES OF CORPORATE FUNDS.

Sec. 1. Obligations. Corporate funds when in excess of Five Hundred Dollars (\$500.00) shall not be obligated or expended except as approved by the Board of Directors. Additional funds may be requested by Committee Chairpersons for approval by the Board of Directors. The Cactus Rescue Program and the Hospitality Committees are exempted from these conditions.

Sec. 2. Fiscal Policy. The Board of Directors shall control and direct the fiscal policy of the Corporation.

Article X. AUDITING

The Board of Directors shall have the option to have the financial procedures of the Corporation reviewed. Such review shall be conducted by a Committee of three (3) members appointed by the President or by a professional accountant approved by the Board of Directors. The report of the review will be submitted to the Board of Directors as soon after the close of the calendar year as possible. The Board of Directors will take action necessary to assure that the Corporation funds are properly protected and maintained. The reviewed report and action taken by the Board of Directors will be presented to the membership at the first monthly meeting following the release of the report by the Board of Directors.

Article XI. PARLIAMENTARY AUTHORITY.

The rules contained in the latest edition of Robert's Rules of Order, Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the by-laws or the Special Rules of order of this Corporation.

Article XII. AMENDING THE BY-LAWS.

These by-laws may be amended by a three-quarter (3/4) vote of the members in good standing at a monthly or annual meeting following the issuance of a notice at least thirty (30) days prior to the meeting stating the purpose of the intended meeting.