

## **PURPOSE (MISSION) OF THE CHINLE CACTUS AND SUCCULENT SOCIETY**

The purpose of the Chinle Cactus and Succulent Society is to promote knowledge, enjoyment, cultivation, and conservation of cacti and other succulent plants among its members, other individuals and organizations throughout West-Central Colorado.

## **BY-LAWS OF THE CHINLE CACTUS AND SUCCULENT SOCIETY**

The following By-laws are for the regulation and governance of the Chinle Cactus and Succulent Society.

### Article I

#### Name and Office of the Organization

Sec. 1.01     Name

The organization shall be officially known as the Chinle Cactus and Succulent Society.

Sec. 1.02     Offices

The Chinle Cactus and Succulent Society may have one or more offices (mailing addresses) as determined by the Board of Directors.

### Article II

#### Membership and Dues

Sec. 2.01     Membership

Membership shall be available to those individuals and families that have paid the current annual dues to the Chinle Cactus and Succulent Society.

Family memberships include membership and voting rights for two members.

Sec. 2.02     Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members of the Chinle Cactus and Succulent Society.

Sec. 2.03 Dues

Annual dues shall be paid no later than March 1st of each year.

Changes in annual dues of the Chinle Cactus and Succulent Society shall be proposed by the Board of Directors and published in the newsletter prior to the meeting at which the vote is to be taken. Approval of any proposed changes to the annual dues requires a simple majority of the members present at the Chinle Cactus and Succulent Society regular membership meeting immediately following publication in the newsletter.

Sec. 2.04 Member in Good Standing

A member in good standing is one who conforms to the By-laws of the Chinle Cactus and Succulent Society and is not delinquent in payment of the annual dues.

Article III

Meetings

Sec. 3.01 Annual Meetings

The regular December Membership Meeting of the Chinle Cactus and Succulent Society shall be considered the Annual Meeting for purposes of electing officers.

Sec. 3.02 Special Meetings

Special meetings of the general membership of the Chinle Cactus and Succulent Society may be called by the President, the Board of Directors, or by at least twenty percent (20%) of the members in good standing.

Sec. 3.03 Notice and Purpose of Meetings

A written notice of any special meeting shall be provided to the general membership of the Chinle Cactus and Succulent Society at least 15 days prior to any such meeting. The notice shall contain details about the date, time, location, and general subject matter to be addressed.

Written notice of all general membership meetings shall be contained in the Society's newsletter or in other written communication. Such notification shall be sent to all members at least 7 days prior to the meeting and shall contain details about the date, time, location, and general subject matter to be addressed.

Sec. 3.04 Scheduled Meetings

Advance notification of date, time and location of all monthly programs, meetings, special activities and field trips will be sent to each member in good standing

via the most expedient method, (regular mail, e-mail or telephone).

Sec. 3.05 Quorum

A quorum at any meeting of the Chinle Cactus and Succulent Society requiring a vote of the general membership shall consist of at least twenty percent (20%) of the members in good standing.

Sec. 3.06 Organization

The President shall normally preside over all meetings of the Chinle Cactus and Succulent Society. In the President's absence, the chain of authority shall be: first, the Vice President; second, the Secretary; third, the Treasurer; fourth, the Member-at-Large; and fifth, a chairperson chosen at the meeting. The Secretary or a designated substitute shall maintain a written record of all meetings.

Article IV  
Board of Directors

Sec. 4.01 Membership

The Board of Directors of the Chinle Cactus and Succulent Society shall consist of the President, Vice President,, Secretary, Treasurer, Member-at-Large. Program Chair, Garden Committee Chair and Newsletter Editor. In addition, the immediate past president shall be a member of the Board.

Sec. 4.02 Vacancies

The Board of Directors of the Chinle Cactus and Succulent Society may at any meeting appoint a member in good standing to fill any vacancy on the Board of Directors.

Sec. 4.03 Meetings

The Board of Directors of the Chinle Cactus and Succulent Society shall meet as often as necessary to ensure the smooth operation of the Society. Meetings shall normally be held at the call of the President, but may be called at the request of three or more members of the Board of Directors. All Board members shall be notified at least seven days in advance of all Board meetings.

Sec. 4.04 Quorum

A quorum at any Board of Directors meeting for the Chinle Cactus and Succulent Society shall consist of a simple majority of Board members.

Sec. 4.05 Powers

The operations of the Chinle Cactus and Succulent Society shall be managed by the Board of Directors. The Board of Directors shall have the following powers:

1. To make and change rules and procedures which are consistent with these By-laws for the routine operation and management of the Society.
2. To select an appropriate depository for the funds of the Chinle Cactus and Succulent Society and who shall be authorized to conduct the necessary financial functions of the Chinle Cactus and Succulent Society.
3. To delegate any powers of the Board of Directors as deemed appropriate.
4. To approve applicants to membership and to suspend members, subject to Sec. 2.04
5. To make, alter and amend standards of conduct for members of the Society and for the governing procedures of the Board.

Sec. 4.06 Remuneration

Members of the Board of Directors shall not receive any salary or other compensation for their services as directors. The Board may, depending upon the availability of funds, authorize reimbursement of actual expenses incurred by individual members for activities directly related to the activities of the Society.

Sec. 4.07 Ethics

Ethical behavior is expected of all Board members.

Article V

Officers

Sec. 5.01 General

Officers of the Chinle Cactus and Succulent Society shall be elected by the general membership and include a President, Vice President, Secretary, Treasurer and Member-at-Large. The voting members of the Board of Directors consist of the elected officers, the immediate Past President, the Program Chairperson, the Newsletter Editor, the Garden Committee Chairperson, and up to three additional members as appointed by the President.

Sec. 5.02 President

The President shall preside at all meetings of the Chinle Cactus and Succulent Society and shall be ex-officio member of all committees, except the

nominating committee. The President shall provide general overall management of the affairs and business of the Society. The President will maintain liaison among the Society Board and the general membership and will ensure the objectives of the Society Board are achieved. The President may appoint additional members to the Board of Directors as needed in conformance with Sec. 5.01. The President also serves as the Immediate Past President for one year following completion of his term of office.

Sec. 5.03 Vice President

The Vice President shall, in the absence of the President, perform all of the duties of the President. The Vice President shall assist the President, the Board and other committee chairpersons as needed, as an integral part of the operations of the Society.

Sec. 5.04 Secretary

The Secretary shall act as the official secretary and recorder of all meetings and activities of the Society. The Secretary will also provide summaries of appropriate activities to the editors of the Society's Newsletter.

Sec. 5.05 Treasurer

The Treasurer shall be responsible for all funds and financial activities associated with the Chinle Cactus and Succulent Society. In addition, the Treasurer will maintain a current membership listing. The Treasurer shall keep full and accurate records of all financial transactions and activities and shall make such records available to the Board as required.

Sec. 5.06 Program Chairman

The Program Chairman, as a member of the Board of Directors, establishes a program schedule for the Society for the year and coordinates any arrangements necessary to provide quality, educational, and interesting programs for the Society.

Sec. 5.07 Newsletter Editor

The Newsletter Editor shall be responsible for preparing and distributing the Society's Newsletter and meeting notifications on the frequency prescribed by the Society's Board of Directors.

Sec. 5.08 Immediate Past President

The Immediate Past President shall assist the Board in maintaining continuity for the Society and perform other duties as assigned by the Board for the benefit of the Membership

Sec. 5.09 Member-at-Large

The Member-at-Large shall be responsible for maintaining liaison between and among the general Chinle Cactus and Succulent Society membership and the Chinle Cactus and Succulent Society Board. The Member-at-Large is the Chinle Cactus and Succulent Society Affiliate Representative to the Cactus and Succulent Society of America.

The Member-At-Large is the Historian for the Society, coordinates arrangements for the Annual Dinner Meeting, and coordinates publicity and marketing activities for the Society.

Sec. 5.10 Garden Committee Chairperson

The Chairperson of the Garden Committee is appointed by the President and serves as a member of the Board of Directors to provide coordination between the Board and the Garden Committee to ensure continuing management of the gardens entrusted to the Society's care.

Sec. 5.11 Society Webmaster

The Society Webmaster is appointed by the President for an indefinite term to manage the Society's website and any operations connected thereto.

Sec. 5.12 Elections and Terms of Office

Officers of the Chinle Cactus and Succulent Society must be members in good standing. The President, Vice President, Secretary, Treasurer and Member At Large (See Section 5.01) shall be elected at the December general membership meeting.

The term of office for all Officers shall be one year.

Article VI

Books

Sec. 6.01 Records (Books)

The Secretary shall maintain a complete set of minutes of all board, special and regular membership meetings of the Society.

The Treasurer shall maintain a complete set of financial records and also maintain a current membership and mailing list for the Society.

Article VII  
Committees

Sec. 7.01 Nominating Committee

Annually, in September, a nominating committee shall be appointed by the President of the Chinle Cactus and Succulent Society. The nominating committee shall provide the Board of Directors with a list of one or more nominees for each position on the Board of Directors. Potential nominees must give their approval to the nominating committee prior to being listed as a candidate.

The Newsletter Editor will ensure the list of nominees is presented to the general membership in the Newsletter preceding the December general membership meeting.

Sec. 7.02 Garden Committee

The Garden Committee is responsible for coordinating all activities associated with maintaining the gardens that are supported and sponsored by the Chinle Cactus and Succulent Society.

Sec. 7.03 Other Committees

Other committees and sub-committees may be appointed by the President as needed to facilitate activities of the Chinle Cactus and Succulent Society.

Article VIII  
Disposition of Assets upon Dissolution

Sec. 8.01 Disposition of Assets

Upon dissolution of the Chinle Cactus and Succulent Society, all property and assets remaining after the payment of all obligations will be given to a botanically-oriented non-profit organization in western Colorado.

Article IX  
Amendments

Sec. 9.01 Amendments to the By-laws

Amendments to these By-laws may be proposed in writing at any meeting of the Board of Directors of the Chinle Cactus and Succulent Society. The Board shall present the proposed amendment(s) in writing to the membership at least 30 days prior

to a vote at a general or special membership meeting. Approval of any amendment to the By-laws shall require at least twenty percent (20%) of the members in good standing.

Article X  
Effective Date

Sec. 10.01 Effective Date

The effective date of these By-laws for the Chinle Cactus and Succulent Society was February 5, 2009 and amended and approved by the Membership at the Regular Chinle Cactus and Succulent Society meeting on December 12, 2013.