

Southern California Plumeria Society Bylaws

ARTICLE I

NAME

The name of the organization shall be:

“SOUTHERN CALIFORNIA PLUMERIA SOCIETY, INC.” (SCPS)

ARTICLE II

PURPOSE

The purpose of the *SCPS* is to encourage and further public and scientific interest, research, education and preservation of all species of the genus, PLUMERIA. The furtherance and encouragement of the said activities shall be for the benefit of the public alone.

ARTICLE III

MEMBERSHIP

Sec. 1) **ELIGIBILITY**: Subject to the provisions of Section 3 below, any person or entity interested in the purposes of SCPS may, upon application and payment of the prescribed dues, become a member with full rights and privileges. Membership is nontransferable, non-assessable and non-assignable.

Sec. 2) **CLASSES AND DUES**: Classes of membership and appropriate dues shall be as established by the Board of Directors.

Sec. 3) **TERMINATION OR REFUSAL**: Membership may be terminated or refused for cause by a two-thirds (2/3) vote of the Board of Directors after the opportunity of a hearing has been provided. When applicable, an equitable refund of membership dues shall be made.

Sec. 4) **NON-LIABILITY OF MEMBERS**: No member shall be personally liable for the debts, liabilities or obligations of the organization

ARTICLE IV

MEETINGS

Sec. 1) **ANNUAL**: An annual meeting of the membership of SCPS shall be held at a location and time established by the Board of Directors. The notice of the annual meeting shall be through the regular SCPS publications mailed at least thirty (30) days prior to the scheduled meeting. The business transacted at the annual meeting

shall be the election of Directors and such other items as may be brought before the meeting. The recommended slate of Directors and any proposed changes to the Bylaws or Articles of Incorporation shall be included in the meeting notice.

Sec. 2) SPECIAL: Special meetings of the membership of SCPS may be called by the President with the approval of the Board of Directors or by petition of three percent (3%) of the members. Notice of special meetings shall be through the regular SCPS publications mailed at least thirty (30) days prior to the special meeting or in an emergency by a special mailing at least fifteen (15) days prior. The notice shall include a detailed description of any subjects to be brought before the meeting.

Sec. 3) QUORUM: Five percent (5%) of the total membership shall constitute a quorum in attendance at any annual or special membership meeting. Absentee (including e-mail or fax), and Proxy voting will not be permitted.

ARTICLE V

BOARD OF DIRECTORS

Sec. 1) GENERAL: The government of SCPS, direction of its work and control of all its property and funds shall be vested in a Board of Directors consisting of nine (9) members.

Sec. 2) ELECTION OF DIRECTORS: One-third (1/3) of the Directors will be elected for three (3) year terms by the membership at each annual meeting. The notice of the meeting shall include a slate of candidates recommended by the Board of Directors and additional nominations will be solicited from the floor.

Sec. 3) VACANCIES: The Board of Directors may appoint an interim director to serve until the next Annual Meeting at which time, a director will be elected to fill the unexpired term.

Sec. 4) MEETINGS: Meetings of the Board of Directors shall be at the call of the President or upon the written request of a majority of board members.

Sec. 5) PAST PRESIDENTS: If not a current director, past presidents shall serve as active voting ex-officio members of the Board of Directors. The ex-officio members will not be counted in the determination of a quorum of the board.

Sec. 6) QUORUM: Five (5) Directors shall constitute a quorum for the conduct of business.

Sec. 7) ELECTION OF OFFICERS: Immediately following the Annual Membership Meeting, the new Board will assume its duties and with the outgoing President

presiding, will elect the officers for the ensuing year. The newly-elected officers will assume office immediately.

Sec. 8) **LIMITATION OF BOARD AUTHORITY:** The Board of Directors shall not have the authority to make contractual commitments on behalf of SCPS beyond a period of 3 years without the approval of 2/3 of the members in attendance at a legally constituted membership meeting.

Sec. 9) **MEETING ATTENDANCE:** A Director who has two (2) un-excused absences and/or a combination of 3 excused and un-excused absences in one fiscal year (August/July) may be considered to have voluntarily tendered his/her resignation.

Sec. 10) **CONTRIBUTIONS:** A Director (Board Member) must contribute pertinent information for the Society Journal - Plumeria World at least once during our fiscal year (August/July). They must also participate in person in a minimum of two (2) of the five (5) major events the Society sponsors.

ARTICLE VI

OFFICERS AND DUTIES

Sec. 1) **OFFICERS:** The officers of SCPS shall be President, Vice President, and Secretary-Treasurer. The Board of Directors may elect additional officers as it deems necessary. The President and Vice President must be Directors. All officers serve at the pleasure of the Board of Directors and are elected annually.

Sec. 2) **DUTIES OF PRESIDENT:** The President shall be the Chief Executive Officer of the Corporation and shall in general, subject to the oversight of the Board of Directors, supervise and control the affairs of the Corporation. The President shall perform all duties incident to the office and such other duties as may be required by law, the Articles of Incorporation, the Bylaws, or which may be prescribed by the Board of Directors.

Sec. 3) **DUTIES OF VICE PRESIDENT:** The Vice President, in the absence or disability of the President, shall have the authority to perform the duties of the President.

Sec. 4) **DUTIES OF SECRETARY-TREASURER:** The Secretary/Treasurer shall record the minutes of all meetings of the members, the Board of Directors, and the Executive Committee. The Secretary-Treasurer shall be the financial officer of the SCPS responsible for receiving, recording, investing, dispersing and reporting the funds of SCPS in accordance with the direction of the Board of Directors. The Secretary-Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Sec. 6) **EXECUTIVE COMMITTEE:** The President, Vice President, Secretary-Treasurer

shall constitute the Executive Committee to exercise such powers and duties as may be assigned it by the Board of Directors.

ARTICLE VII COMMITTEES

- Sec. 1) **NOMINATIONS:** Immediate Past President (Chair). All Chapter Chairs are members. Recommends candidates for Directors and Officers to the Board prior to the annual election.
- Sec. 2) **ANNUAL FINANCIAL AUDIT:** At the end of the fiscal year, the Board shall appoint a committee to audit the books and accounts of the SCPS. The duties of the audit committee shall be to compare the actual documents for receipts and disbursements to the records prepared by the Treasurer. They may do this by examining all documents for the year or by examining a representative sample. The committee shall render a report in writing to the Board disclosing its findings. The President shall make an announcement of the report at the Annual Meeting.

ARTICLE VIII CHAPTERS

- Sec. 1) **AUTHORIZATION:** Chapters of SCPS members may be chartered upon approval of the Board of Directors. Chapters may be designated as general interest for a geographical area, special interest for a geographical area or special interest organization-wide. Special interest chapters may be designated as “Sections.” A chapter charter will be issued to each chapter setting forth operational guidelines and the approved chapter name.
- Sec. 2) **OPERATING PROCEDURES:** The Board of Directors shall adopt rules and procedures for chapter operations on any matters it deems appropriate. Chapters shall be allowed maximum local autonomy consistent with these Bylaws, the Articles of Incorporation, and government laws and regulations. Chapters shall be supportive of SCPS and shall operate in accordance with the letter and spirit of the Articles of Incorporation and by the Bylaws.
- Sec. 3) **COMMITMENTS:** The chapter shall no authority to make any type of commitment on behalf of SCPS except when specifically authorized by the Board of Directors.
- Sec. 4) **REVOCAION OF CHAPTER CHARTERS:** A Chapter Charter may be revoked for cause after a hearing and a vote of 2/3 of the member of the Board of Directors.

ARTICLE IX
PARLIAMENTARY AUTHORITY

Robert's Rules of Order (Current Edition) shall govern all parliamentary activities except when in conflict with these Bylaws.

ARTICLE X
FISCAL YEAR

The Fiscal year of SCPS shall be concurrent with the calendar year.

ARTICLE XI
AMENDMENT OF BYLAWS

These Bylaws may be amended or revised by a two-thirds (2/3) vote of the members in attendance at any legally constituted membership meeting when proper notice has been given.

Original: 9/24/1999
Revision 1: 10/24/2004