

Bylaws of the San Diego Bromeliad Society

Article I: Name

The name of this non-profit organization shall be The San Diego Bromeliad Society (herein be referred to as the Society), an affiliate society of The Bromeliad Society, International, Incorporated (BSI) and the California Garden Club Association.

Article II: Objectives

To promote and maintain public and scientific interest in the research, development, preservation, conservation, propagation, and distribution of Bromeliaceae. To increase the knowledge of Bromeliaceae through exchange and dissemination of information.

To provide forums through which experiences in propagation, care, feeding, and other treatment of bromeliads may be reported, discussed, and published for the common good.

Article III: Membership

Membership shall be open to any person, institution or organization interested in the objectives of the Society. Admission will require the acceptance of an application duly made, in accordance with a procedure, which shall be established by the Board of Directors, herein referred to as the Board, of the Society. Each member shall have one vote in elections, proposed amendments to these Bylaws, and in other business requiring the vote of the members.

The classes of membership shall be:

- Individual
- Family
- Dual
- Junior
- Life Member *

Membership dues shall be recommended by the Board and approved by the general membership. Notification of changes in dues shall be published in the newsletter thirty (30) days prior to the effective day of the change. Membership dues shall be due and payable on January first of each year. Members joining during the year will be required to pay full membership dues. All members in good standing shall receive monthly meeting notices and any local Society publications. Junior members shall be 18 and under and pay 50% of the regular membership dues.

Article IV: Life Member

The classification of Life Member is established to recognize individuals whose distinguished contributions have advanced the objectives of the Society. Life Members shall be exempt from paying dues.

Any voting member may present written nominations for Life Member membership to the President who, with the other Officers, shall comprise a selection committee. That committee shall report its recommendations to the Board. A unanimous vote of the Board shall be required to elect nominees.

The President shall notify the individual of their election, inform them of their privileges and present the newly elected Life Member to the membership at the November meeting. The Secretary shall maintain a permanent record of all such elections.

Article V: Officers and Board of Directors

The direction and management of the business and affairs of this Society, and the control and disposition of its properties and funds, shall be vested in the Board. The Board shall consist of four elected Directors and the Officers. The Board shall be the legal representative of the Society. It shall have the power to expend the funds of the Society or to invest the same, and shall not incur indebtedness beyond the assets of the Society. It shall establish policies for the Society, its Officers and the several committees of the Board. The Board shall establish, and from time to time amend, as needed, the Rules of Operation which shall govern the orderly affairs of the Board.

The Board in its role of directing and managing the business affairs of the Society shall inform the general membership of its final decisions concerning said affairs.

The Officers of the Society shall be the:

- President
- Vice-President
- Secretary
- Treasurer
- Past President
- Newsletter Editor

These Officers shall be elected from and by the members of the Society. The term of the office shall be for one (1) year for the President and Vice-President. These Officers may serve for no more than two consecutive terms. The Treasurer, the Secretary, and the Newsletter Editor shall serve one-year terms and may be elected to continue service until the Board of Directors replaces them or until they request replacement. The immediate Past President shall be a member of the Board serving the term of the current president. The President shall only vote, when necessary, to break a tie vote among the Board of the Society.

The Board shall be comprised of the Officers and Directors of the Society.

The elected Directors of the Society shall be four (4) in number and divided into two (2) groups of two (2). They shall be elected by the members of the Society such that the term of one of the groups of two Directors expires each year. Two (2) Directors are elected on odd years, and two (2) Directors are elected on even years. The term of the Directors shall be for two (2) years and no Director shall serve for more than two (2) consecutive terms.

Every member of the Board shall be in good standing with the Society and it is recommended they be a member of BSI.

The terms of the Officers and Directors shall commence at midnight on December 31 of the year elected and terminate at midnight on December 31 of the year of expiration of their term of office.

The President shall appoint a Nomination Committee Chairperson. The Nominating Committee shall present the nominations for the Society Officers and Directors at the October General Meeting, and nominations will be accepted from the floor. The election shall be held at the November General Meeting and the newly elected Officers and Directors shall assume their respective duties at midnight December 31 of that year.

Election of Officers and Directors shall be by a majority vote of the members present at the November General Meeting. Voting shall be by show of hands. In the event that there is more than one candidate for a position on the Board a vote of the membership may be taken by ballot.

In case of vacancy in the office of the President, the Vice-President shall assume this office for the remainder of the term. In case the Vice-President cannot act, the Past President shall assume the office of the President. In case of vacancy in the offices of the Vice-President, Secretary, Treasurer or Newsletter Editor, the Board will appoint a member to fill the office for the remainder of the unexpired term. In case of a vacancy in the office of a Director, the Board shall designate a successor to serve for the remainder of the term.

A Board member who has two unexcused absences from attending Board Meetings, as determined by the President, shall be terminated from the Board and the Board will designate a successor who shall serve the remainder of the term.

Article VI: Duties of Officers & Directors

The President shall preside at all meetings, shall appoint the committee chairpersons selected from the Society members, shall be a member of all committees, except the nominating committee, notify the individuals of their Life Member election, inform them of their privileges and present the newly elected Life Member to the membership at the November meeting. The President shall arrange for a program at each meeting and may appoint a committee to assist in these duties and perform other duties as may be required. The President or

President's delegates shall attend all meetings of the San Diego Botanical Garden Foundation, Inc.

In the absence of the President, the Vice-President shall preside at all business meetings of the Society. The Vice-President shall be in charge of purchasing or procuring plants for the opportunity table, raffles, auctions, and special events, and may delegate to a committee to assist in these activities.

The Secretary shall record, amend and archive the minutes of the meetings of the Society and of the Board. The Secretary shall record and submit a draft of all Board meeting minutes to each member of the Board for corrections and additions with approval required at the next Board meeting. The Secretary shall maintain a permanent file of the Society including the Life Members elections, the Bylaws, the Articles of Incorporation, pertinent extracts of the California code governing non-profit corporation, other essential documents affecting the Society and documents of archival interest. The Secretary shall maintain a file of all contracts and provide a copy of each to the Treasurer. The Secretary shall mail written notices and letters as required by the President or the Board and submit to the President all communications received. At the expiration of the Secretary's term of office all records shall be returned to the Society.

The Treasurer shall be authorized to issue and sign notes on the bank accounts of the Society and is required to maintain a permanent and accurate record of all income and expenses. The Treasurer shall ensure that all accounts are held jointly with two members of the Board, pay all bills on time as specified in the Rules of Operation, maintain current records at all times, maintain copies of all contracts entered into in the name of the Society and be able to present an accurate accounting of the financial status of the Society at each meeting or whenever called upon to do so at the request of the President or the Board. The Treasurer shall be prepared to submit the accounting books to the Society for audit at the end of the year, file reports with Internal Revenue Service and other tax agencies as required by law. At the expiration of the Treasurer's term of office all records shall be returned to the Society.

The Past President shall be a voting member of the Board, attend all Board meetings and act in the capacity of the President in the event that neither the President nor the Vice-President is able to preside over a General or Board meeting.

The Past President shall assume the office of President in case of a vacancy in the event the Vice-President cannot fill the vacancy.

The Newsletter Editor shall be responsible for the design, outlay and contents of The Bromeliad Blade. The Newsletter Editor shall produce an issue each month in both electronic and hard copy formats; distribute to all members in their desired format and maintain electronic and hard copies of each issue for inclusion within the archives of the Society.

The Directors may be appointed as a committee chairperson by the President.

Article VII: Committees

Committees shall be created as needed by the Board. The President shall appoint all committee chairpersons from the members of the Society. Removal of a committee chairperson shall be by the President with consent of a majority of the Board.

The chairperson shall appoint committee members from among the members of the Society, as needed, conduct that business of the committee, prepare and make presentations to the Board on the progress of the projects under their direction. All receipts must be submitted promptly to the Treasurer with an appropriate accounting of expenses.

Article VIII: Meetings

General Meetings shall be held each month, unless otherwise ordered by the Board.

Special Meetings may be called from time to time, as deemed necessary, by the President. A two-week notice shall be given to each member stating the time and place of the meeting.

The annual meeting shall be held at the General Meeting in November at which time elections of Officers and Directors shall take place.

Board Meetings shall be conducted by the President a minimum of four (4) times per year. The time and place of these meetings are to be announced at the General Meetings. Board Meetings are open to all members of the Society.

A quorum for General Meetings shall consist of one-fourth of all voting members to transact voting. If there is not a quorum present then a mail-in ballot may be conducted.

A quorum for Board Meetings shall consist of a majority of the members of the Board to transact business of the Board. If there is not a quorum present, then another Board meeting must be scheduled to conduct the business at hand.

Article IX: Fiscal Year

The fiscal year shall begin January 1 and end on December 31.

Article X: Parliamentary Authority

The Parliamentary authority for the Society shall be by Robert's Rules of Order, Revised concerning all matters not otherwise set forth in these Bylaws.

Article XI: Amendments to these Bylaws and Rules of Operation

Proposals to amend these Bylaws may be made by any Member in accordance with the following procedure.

Proposals to amend require the signature of at least ten (10) members of the Society and shall be published in the newsletter at least thirty (30) days before presentation to the members for vote. An affirmative vote of three-quarters (3/4) of the members present at the meeting will be necessary for an amendment or repeal of these Bylaws. Each amendment shall carry an effective date stated in the amendment.

The Board may adopt or change the Rules of Operation without previous notice by a majority vote at any regular meeting.

Article XII: Disposition of Assets

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.

Revised Bylaws unanimously approved by a vote of the Society present at the January 13, 2007 general meeting.

Revised Bylaws unanimously approved by a vote of the Society present at the January 9, 2010 general meeting.

Revised Bylaws unanimously approved by a vote of the Society present at the March 9, 2013 general meeting.

Revised Bylaws unanimously approved by a vote of the Society present at the November 14, 2015 general meeting.

Revised Bylaws unanimously approved by a vote of the Society present at the November 10, 2018 general meeting.

Article XII wording revised to IRS language on May 21, 2019.

Article VI wording revised on Jan. 30, 2022

By the authority vested in the Board of Directors of The San Diego Bromeliad Society these Bylaws are hereby approved.

President – Stephen Zolezzi _____ Date

Vice-President – Kerry Nelson _____ Date

Secretary – Debby Kennedy _____ Date

Treasurer – Ronee Kozlowski _____ Date

Past President – Morlane O'Donnell _____ Date

Newsletter Editor – Juliana Raposo _____ Date