

BYLAWS OF SAN ANTONIO CACTUS AND XEROPHYTE SOCIETY, INC.

The San Antonio Cactus and Xerophyte Society, Inc. (the "Society") is incorporated under the laws of the State of Texas with the mission to promote the study, propagation, and public awareness of cacti and other succulent plants.

ARTICLE I - OFFICES

1. REGISTERED OFFICE AND AGENT

The registered office and registered agent of the Society shall be as set forth in the Society's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Executive Board, upon making the appropriate filing with the Secretary of State.

2. PRINCIPAL OFFICE

The principal office of the Society shall be at 2826 Burning Hill St., San Antonio, Texas 78247, provided that the Executive Board shall have the power to change the location of the principal office.

ARTICLE II – MEMBERS

1. CLASSES OF MEMBERS

The Society shall have four classes of members: Active, Family, Life and Honorary. Members must meet the following qualifications for membership: Applying for membership in the Society by meeting such qualifications, completing such forms, and paying such membership fee or fees (if applicable) as shall from time to time be designated by the Executive Board.

A. An active member must pay membership fees as set by the Board.

B. The status of lifetime member may be granted by the Society to any active member having twenty (20) or more years of active membership. The granting of lifetime membership shall require a majority vote of the members attending the annual meeting. Nominations for lifetime membership must be submitted to the Board in writing on or before September 1. Lifetime members will be exempt from payment of any membership fees.

C. Family membership requires payment of the family membership fees as set by the Board, and shall confer membership on all adult family members living in the same household. However, each family membership shall carry at most two votes, with the remaining family members being non-voting members.

D. The title of "Honorary Member" will be granted to individuals whom the Society chooses to honor for distinguished service at the local, state or national level. Honorary members will be non-voting members. Honorary Membership is granted by vote of the Executive Board.

2. TERMINATION OF MEMBERSHIP

The Executive Board, by affirmative vote of sixty-seven percent (67.00%) of the Executive Board, may suspend or expel a member for cause after an appropriate hearing.

3. RESIGNATION

Any member may resign by filing a written resignation with the Secretary.

4.REINSTATEMENT

Upon written request signed by a former member and filed with the Secretary, the Executive Board may, by the affirmative vote of fifty-one percent (51.00%) of the Executive Board, reinstate such former member to membership upon such terms as the Executive Board may deem appropriate.

5.TRANSFER OF MEMBERSHIP

Membership in this Society is not transferable or assignable.

6.PLACE OF MEETING

The Executive Board may designate any place, within the State of Texas, as the place of meeting for any regular meeting or for any special meeting called by the Executive Board.

7.REGULAR MEETINGS

The regular meetings of members shall be held on the date and time set by the Executive Board.

Failure to hold the regular meetings at the designated time shall not work a dissolution of the Society. In the event the Executive Board fails to call the regular meetings at the designated time, any member may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the Society. If a regular meeting of members is not called within sixty (60) days following such demand, any member may compel the holding of such regular meeting by legal action directed against the Executive Board.

8.NOTICE OF MEMBERS' MEETING

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten

(10) nor more than sixty (60) days before the date of the meeting, either personally, by facsimile transmission, electronic mail, or by first class mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Society, with postage thereon paid. If transmitted by facsimile, notice is deemed to be given on successful transmission of the facsimile.

9. SPECIAL MEMBER'S MEETINGS

Special meetings of the members may be called by the Executive Board.

Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the members.

10.VOTING OF MEMBERS

Active and Lifetime members shall be entitled to one (1) vote and Family members shall be entitled to one (1) vote each with a maximum of two (2) votes per registered family on each matter submitted to a vote of the members.

The vote of the majority of the votes by the members present at a meeting shall be the act of the members meeting, unless a greater percentage vote is otherwise required in these Bylaws.

Any vote may be taken by voice or show of hands unless a member entitled to vote objects, in which case written ballots shall be used.

11. QUORUM OF MEMBERS

The active, lifetime and family members present at a meeting for which all members have been given proper notice shall constitute a quorum. Once a quorum is present at a meeting of members, the members represented in person at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person to vote shall not affect the presence of a quorum at the meeting.

12. FIXING RECORD DATES FOR DETERMINING MEMBERS ENTITLED TO VOTE AND NOTICE

The record date for determining the members entitled to notice of a members' meeting and for determining the members entitled to vote at a members' meeting shall be the close of business on the business day preceding the date on which notice is given.

13. VOTING LISTS

After fixing a record date for the notice of a meeting, the Society shall prepare an alphabetical list of the names of all the voting members who are entitled to notice of the meeting.

ARTICLE III - EXECUTIVE BOARD

1. EXECUTIVE BOARD

The powers of the Society shall be exercised by or under the authority of, and the business and affairs of the Society shall be managed under the direction of the Executive Board of the Society. The Executive Board shall include the President, Vice-Presidents, Treasurer, Secretaries, and the Directors, together with any other officer positions created by the Executive Board.

2. NUMBER OF DIRECTORS

The number of directors shall be three (3) provided that the number may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by the Executive Board, provided that the number of directors may not be decreased to fewer than three (3). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent director.

3. NUMBER OF OFFICERS

The officers of a Society shall consist of a President, First Vice-President, Second Vice-President, Third Vice-President, Recording Secretary, Publicity Secretary, and Treasurer and such other officers and assistant officers as may be deemed necessary. New offices may be

created and filled at any meeting of the Executive Board. Any two or more offices may be held by the same person, except the offices of president and secretary.

4.ELECTION OF OFFICERS AND DIRECTORS

At each November meeting of the members, the members shall elect the officers of the Society and two directors, with the third director being the acting President from the previous year. An officer or director shall hold office until the next annual election of officers and directors and until said officer or director's successor shall have been elected, appointed, or designated and qualified.

A nominating committee of three (3) members shall be appointed by the President on or before August 1. The nominating committee will present a slate of proposed officer candidates to the President before the September board meeting. The nominating committee will present the slate of officers at the September meeting, at which time any nominations by the general membership will be called for. Nominations must be made by the October meeting to be included on the ballot for voting. This slate, including nominations from the general membership at the October meeting, will be published to all members in the November newsletter, and voted upon at the November meeting. All positions for which there is only a single candidate will be elected by acclamation. Voting ballots will be prepared for positions for which there are multiple candidates. Members are to mark their choice of candidates and return their "voting ballot" to the Recording Secretary. The Recording Secretary will count the ballots and report the outcome of the election to the presiding President. Installation of the officers will be at the November meeting. The term of office is from January 1 through December 31.

5.REMOVAL OF DIRECTORS OR OFFICERS, VACANCIES

Any director or officer elected or appointed may be removed by the Executive Board whenever in their judgment the best interests of the Society will be served thereby. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Board for the unexpired portion of the term. Members of the Executive Board missing three consecutive meetings without legitimate reason can be voted off of the Executive Board at the fourth meeting by a majority vote of the members of the Executive Board in attendance at that meeting.

6.POWERS OF DIRECTORS AND OFFICERS

Each director and officer shall have the duties and powers specifically set forth herein and such duties and powers as the Executive Board shall from time to time designate. All directors and officers shall perform their duties subject to the directions and under the supervision of the Executive Board.

7.PRESIDENT

The President shall be the chief executive officer of the Society and shall preside at all meetings of all directors and members. Such officer shall see that all orders and resolutions of the board are carried out.

8.FIRST VICE-PRESIDENT

The First Vice-President, shall preside over those who are selected to participate in monthly club programs. This officer shall also perform duties designated by the President. The First Vice- President shall make reservations annually with the San Antonio Garden Center, blocking

off the third Wednesday of every month during that year, for the holding of the Society's regular meetings. The First Vice-President shall also present payment, if any, and a thank you card to speakers after programs. He or she shall preside over the meetings in the absence of the President.

9. SECOND VICE-PRESIDENT

The Second Vice-President shall serve as membership chairman, the duties of which include the greeting of all guests and new members, the obtaining of these individuals' names and addresses and reporting of this information to the Recording Secretary during the social hour. The Second Vice-President shall present to each new member an informational packet containing a membership list, a copy of the bylaws, and Rules for Field Trips. This officer will also introduce all guests and new members, and if needed, shall assume the duties of the First Vice-President in that officer's absence.

10. THIRD VICE-PRESIDENT

The Third Vice-President shall be in charge of arranging all field trips and greenhouse tours. When Field trips are planned, this officer's duties will include contacting the property owner, making reservations for a given date, and collection of appreciation fees from the members planning to attend. Additionally, this officer will be responsible to presenting appreciation fees to the property owner prior to the field trip, together with a thank you card. This office will also assume the duties of the Second Vice-President in that officer's absence.

11. RECORDING SECRETARY

The Recording Secretary shall attend all meetings of the Executive Board and all meetings of the members and shall record all votes and the minutes of all proceedings, and report from previous minutes of prior meetings. The Secretary shall give notice of all meetings of the members and all meetings of the Executive Board and shall perform such other duties as may be prescribed by

the Executive Board. The Recording Secretary will respond to and administer all of the Society's correspondence not specified within the duties of the Publicity Secretary. The Recording Secretary will also send appropriate cards to members who are ill, hospitalized, or who have suffered a loss in their families.

In the absence of the Recording Secretary, the minutes of all meetings of the board and members shall be recorded by such person as shall be designated by the President or by the Executive Board.

12. PUBLICITY SECRETARY

The Publicity Secretary shall perform all duties relating to informing the general public of the Society's goals, purpose, events, and activities. The Publicity Secretary shall maintain copies of all of the Society's correspondence and advertisements.

13. THE TREASURER

The Treasurer shall have the custody of the funds, monies, and financial accounts of the Society and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society and shall deposit all moneys and other valuable effects in the name and to the credit of the Society in such accounts or banks as may be designated by the Executive Board.

The Treasurer shall disburse the funds of the Society as may be ordered by the Executive Board in a prompt manner, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Society's books of account and shall give to the President and directors an account of all of the Treasurer's transactions and of the financial condition of the Society and exhibit the books, records and accounts to the President or directors at any time. The Treasurer will prepare and file any Internal Revenue Service, State Franchise, or other financial statements or forms required by law of the Society.

14.DIRECTORS

The Directors are to give the Executive Board and the Society the benefit of their expertise and knowledge on matters relating to the establishment of Society activities, items of policy and important decisions to be made. They have a vote at all meetings of the Executive Board and are to aid in determining the direction and goals of the Society. Each of the Directors, at the request of the President, will take charge of special projects and tasks that require a high degree of knowledge and leadership ability.

15.REGULAR MEETING OF EXECUTIVE BOARD

The Executive Board shall hold regular meetings at which they shall transact such business as shall come before the meeting. The time and place of the meetings of the Executive Board may be changed by resolution of the Executive Board. Chairs of Committees and members holding positions appointed by the Executive Board may be invited to attend the meetings of the Executive Board, but will not be entitled to vote as members of the Board.

16.SPECIAL MEETINGS OF EXECUTIVE BOARD

The Secretary shall call a special meeting of the Executive Board whenever requested to do so by the President or by two (2) or more directors. Such special meeting shall be held at the date and time specified in the notice of meeting. Members of the Executive Board must be given at least two (2) days notice of the time and place of any special meeting.

17.PLACE OF EXECUTIVE BOARD MEETINGS

All meetings of the Executive Board shall be held either at the principal office of the Society or at such other place, within the State of Texas, as shall be specified in the notice of meeting or executed waiver of notice.

18.QUORUM AND VOTING OF EXECUTIVE BOARD

A quorum for the transaction of business by the Executive Board shall be a majority of the number of elected Board Members fixed by these Bylaws. The act of the majority of the members of the Executive Board present in person at a meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law or the Certificate of Formation.

19.ACTION BY EXECUTIVE BOARD WITHOUT MEETING

Any action required by the Texas Business Organizations Code to be taken at a meeting of the Executive Board, or any action which may be taken at a meeting of the Executive Board or any committee, may be taken without a meeting if a consent in writing, by email, or verbally by telephone, setting forth the action to be taken, shall be signed by all the Executive Board entitled to vote with respect to the subject matter thereof, or all of the members of the

committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

20.COMMITTEES

The President, ratified by the Executive Board, by resolution adopted by a majority of the Executive Board Members in office, may designate and appoint one or more committees of members which perform tasks and manage shows and activities under the authority of the Executive Board. Such committees may be appointed by a majority of the Executive Board present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Society, and the President of the Society shall appoint the members thereof. Any member thereof may be removed by the President with the ratification of the Board whenever in their judgment the best interests of the Society shall be served by such removal.

Each member of a committee shall continue as such until the next annual meeting of the members of the Society and until a successor is appointed.

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Unless otherwise provided in the resolution of the Executive Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Executive Board.

ARTICLE IV - MISCELLANEOUS

1.WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the Society under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

2.GIFTS

The Executive Board may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

3.BOOKS AND RECORDS

The Society shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Executive Board, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A member of the Society, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or

attorney, at any reasonable time, for any proper purpose, the books and records of the Society relevant to that purpose, at the expense of the member.

4.FINANCIAL RECORDS AND ANNUAL REPORTS

The Society shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Society, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Society shall be kept at the registered office or principal office of the Society in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Society may charge for the reasonable expense of preparing a copy of a record or report.

5.FISCAL YEAR

The fiscal year of the Society shall be from January 1 to December 31 of each year.

6.APPOINTED POSITIONS

Society positions, which are non-voting positions, may be appointed by the Executive Board.

ARTICLE IX – CONSTRUCTION

1.PRONOUNS AND HEADINGS

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

2.INVALID PROVISIONS

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE X - AMENDMENT OF BYLAWS

The Membership may amend or repeal these Bylaws, or adopt new Bylaws, only on vote of a super majority (67%) of a quorum of the Society's membership at a regular meeting with at least thirty (30) days notice of the proposed change to the Membership. Changes to the Bylaws shall be reported to the Internal Revenue Service to the extent required by the Internal Revenue Code.