

NCDS BYLAWS

Effective March 3, 2012

PREAMBLE

The Northern California Daffodil Society is a non-profit organization devoted to the culture, study, improvement, and enjoyment of daffodils, in fellowship and fun.

MEMBERSHIP

1. Any person interested in daffodils may apply for active membership in the Society and will become a member upon payment of dues.
2. Dues for active membership shall be set by the Board of Directors. Dues will be for the calendar year. Dues paid by new members after September 1 will be credited for the remainder of the calendar year and for the following calendar year as well. Any member in arrears with dues by more than eight months shall be dropped from the membership rolls after proper notification by the Membership Chairman.
3. Society dues are for a household; if dues are current, each person living at that address has full membership in the Society.

OFFICERS AND THEIR DUTIES

1. The Officers of this Society shall consist of a President, a Vice-President, a Secretary, a Treasurer, and a Membership Chairman.
2. All officers shall be active members in good standing of the Society.
3. The terms of the officers shall be for two years, beginning with their election at the Spring meeting in even-numbered years and ending with the Spring meeting two years later.
4. Vacancies during the term of office, other than that of the President, shall be filled immediately by appointment by the President with the approval of the Board of Directors.
5. If the office of the President becomes vacant, the Vice-President shall automatically become President, and a new Vice-President shall be appointed as per paragraph 4 above.
6. The President shall preside at all meetings of the Society and the Board of Directors. The President shall appoint, with the approval of the Board of Directors, all chairpersons of committees. The President shall have general superintendence of the affairs of the Society. The President shall have the authority to sign checks for the disbursement of funds in the absence of the Treasurer. The President shall also issue a Newsletter, including a meeting notice, prior to all regular meetings of the Society and on other special occasions as requested by the Board of Directors. The Newsletter shall be sent to all active members of the Society in time to be delivered at least four days prior to the meetings.
7. The Vice-President shall perform all duties of the President in his absence or inability. The Vice-President shall decide the location of the Spring Membership Meeting and the Fall meeting of the Board of Directors and make arrangements for these meetings.
8. The Secretary shall keep accurate minutes of the proceedings of the Society, conduct its correspondence, and make reports as may be required.
9. The Treasurer shall receive, pay out, and keep account of all money and securities of the Society. The Treasurer shall submit a written report of all receipts and disbursements during the fiscal year at the time of the regular Spring and Fall meetings of the Society.
10. The Membership Chairman shall keep up-to-date membership records, notify members who are

behind in dues, receive dues paid, and forward dues received to the Treasurer.

BOARD OF DIRECTORS

1. The Board of Directors shall consist of the Officers of the Society, Presidential appointees, the Society Website Administrator, the Show Chairman for each Society annual daffodil show, a Director-at-Large, and seven Regional Directors. There shall be a Regional Director to represent each of the following areas: San Francisco and coastal California south of San Francisco, coastal California north of San Francisco, East Bay Area, North Bay Area, California Valley, the Sierra, and Southern California.
2. Six members of the Board shall constitute a quorum.
3. The President shall preside at the meetings of the Board of Directors. In the President's absence and that of the Vice-President, the Board shall elect a presiding officer.
4. The Board of Directors shall conduct the business affairs of the Society and appropriate money as needed. A complete report of each Directors' meeting will be presented to the membership at the next scheduled meeting of the Society for their information and approval.
5. The Board of Directors shall meet not less than once each calendar year.

ELECTION OF OFFICERS

1. The Officers and Directors of the Society shall be elected at the regular Spring meeting in even-numbered years and shall assume office immediately following their election. They shall serve for a two-year period and are eligible for re-election.
2. A nominating Committee shall be appointed by the President prior to the regular Spring meeting during election years to nominate one candidate for each office. Nominations will be reported at the regular Spring meeting of an election year. Other nominations may be made from the floor at this meeting. Officers and Directors for the ensuing two years will then be elected by a majority vote of the active members present.

MEETINGS

1. There shall be one Spring Membership meeting and one Fall Board of Directors meeting. The precise dates of each will be determined seasonally. Special meetings may be called by the President, with the approval of the Board of Directors.
2. To conduct a special item of business, the President may contact the Board of Directors by telephone calls or poll them electronically online.

AMENDMENTS

1. Any proposed amendment or additions to the Bylaws must be posted in the Newsletter. Approval of the amendment or addition will require a two-thirds vote of the active members present at the next regular meeting of the Society.

DEDICATION

1. The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or termination of the corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

INCORPORATION STATEMENT

1. This corporation is organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
 2. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
 3. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including publishing or distribution of Statements) on behalf of any candidate for public office.
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