

Bylaws of the Dahlia Society of California, Inc.

ARTICLE I. NAME

Section 1. The name of this corporation is: Dahlia Society of California, Inc.

Section 2. The headquarters of the Society shall be in the city and county of San Francisco, State of California. The address shall read Dahlia Society of California, SF County Fair Building, 9th Avenue at Lincoln Way, GGP, San Francisco, CA 94122.

ARTICLE II. PURPOSE

Section 1. Purposes for which this corporation is formed are:

Clause 1. To engage in the social and recreational activities of a garden club. The activities may include but are not limited to the growing, showing and judging of dahlias as well as the exchange of knowledge among dahlia growers.

Clause 2. To stimulate interest in and to promote the culture of the dahlia.

Clause 3. To act as a Participating Society of the American Dahlia Society, Incorporated, "ADS".

Clause 4. To act as a Member Society of the Pacific Southwest Dahlia Conference

Clause 5. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law of the State of California.

Clause 6. The corporation will limit its activities or exercise of any powers that are not in furtherance of the specific purpose of this corporation.

ARTICLE III. MEMBERSHIP

Section 1. Basis for Membership

Clause 1. Membership shall be limited to dahlia enthusiasts provided they have made payment of annual dues and work together in a spirit of helpfulness and cooperation.

Clause 2. Membership shall become active by payment of annual dues.

Section 2. Categories of Membership

Clause 1. Individual Membership: one person who has made payment of annual dues.

Clause 2. Family Membership: any combination of persons living at the same address who have made payment of annual dues.

Section 3. Voting Rights

Clause 1. Persons eighteen years of age or older who have paid the annual dues shall have one vote each.

Section 4. Terminating Membership

Clause 1. Any member shall be terminated for non-payment of dues.

Clause 2. Any member may be dropped for cause by a vote of three fourths of secret ballots cast by the Board of Directors provided that said member shall be given full opportunity for a hearing on his own behalf.

ARTICLE IV. DUES

Section 1. The annual dues of this Society shall be determined by the Board of Directors and payable at the beginning of each calendar year.

Section 2. Members whose dues remain unpaid by January 15th of the New Year shall be notified of the fact and if the dues remain unpaid after the February general meeting of the New Year, such members shall be stricken from the rolls of the Society.

Section 3. Memberships beginning after August 1st shall extend through the following year.

ARTICLE V. MEETINGS AND ELECTIONS

Section 1. The regular general meeting shall be held on the second Tuesday of each month.

Section 2. Roberts Rules of Order, Revised, shall be the parliamentary guide for the proceedings at all meetings of the Society.

Section 3. A quorum shall be the members at a general meeting.

Section 4. The annual meeting of the Society, for the election of Officers and Directors by secret ballot, shall be held in November.

Section 5. The Nominating Committee shall consist of 3 members, one appointed by the President and the other 2 shall be elected by the Members at the regular September meeting. They shall report their recommendations of Officers and Directors at the regular October meeting. Other nominations may be made from the floor by any member in good standing. The Committee shall receive the consent of the candidates recommended before submitting names to the membership.

Section 6. The Members shall have the right to nominate candidates for Office from the floor at the November meeting other than those recommended by the Nominating Committee.

Section 7. There shall be no votes by proxy permitted at any meeting.

ARTICLE VI. ORDER OF BUSINESS

Section 1. At the general meetings, the order of business shall be as follows:

- Clause 1. Call to order**
- Clause 2. Reading of minutes of previous meeting**
- Clause 3. Treasurer's report**
- Clause 4. Reading of the bills**
- Clause 5. Communications**
- Clause 6. Reports of committees**
- Clause 7. Unfinished business**
- Clause 8. New and miscellaneous business**
- Clause 9. Literary or social program**
- Clause 10. Adjournment**

Section 2. The new business of the Annual Meeting shall include the election of Officers and Directors.

ARTICLE VII. OFFICERS

Section 1. The President shall have general supervision of the affairs of the Society. He shall preside at the general meetings of the Society. He shall preside at the meetings of the Board of Directors. He shall have a vote at any meeting for the purpose of breaking a tie vote. He shall appoint all committees. Written contracts of the Society are to be signed by the President.

Section 2. The First and Second Vice Presidents, in the absence of the President, shall succeed to the duties and responsibilities of the next higher vacant office.

Section 3. The Recording Secretary shall record all the minutes of the meetings of the Society and the Board of Directors. He shall keep all minutes in a volume and index same. All records shall be the property of the Society.

Section 4. The Corresponding Secretary shall give notice of all meetings of the Society and the Board of Directors, and in form as prescribed by the Board of Directors.

Section 5. The Treasurer shall be the custodian of all the funds of the Society which shall be deposited in a bank account in the name of the Society.

Section 6. The nomination and election of Officers and Directors shall be held at the November annual meeting.

Section 7. Nominees for any office shall be present at the time of nomination or have previously indicated an acceptance of the nomination.

Section 8. The members shall have the right to nominate candidates from the floor at the November annual meeting.

Section 9. Those officers elected shall serve for a term of 12 months and those directors elected shall serve a term of twenty-four months. Their term of office shall begin January 1st.

Section 10. All paid members eighteen years of age and older are qualified to vote. A majority of those present and voting is required to elect the officers and the directors.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the President, First Vice President, Second Vice President, Corresponding Secretary, Recording Secretary, Treasurer, and eight Directors all elected from the floor.

Section 2. Meetings of the Board of Directors may be called by the President, on his own initiative or at the request of three members of the Board of Directors in writing and signed by said members and stating purposes thereof. If the President fails to call said meeting within 10 days of such request, the Corresponding Secretary upon notification shall forthwith do so.

Section 3. The Board of Directors shall have power to fill vacancies in its own number, provided that the officers and/or directors so selected shall serve until the next annual election.

Section 4. Nine members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 5. The Board of Directors shall have the power to remove from office any Officer or Director whom it shall deem guilty of malfeasance or misfeasance of office, provided that such removal shall be ordered by a minimum of a three fourths vote of the Board present and voting.

ARTICLE IX. FINANCE

Section 1. The fiscal year of the Society shall begin January 1st.

Section 2. No part of the corporation's net earnings may inure to the benefit of any person having a personal or private interest in the activities of the corporation.

Section 3. Income from any trade or business conducted by the Society will be directly related to the purposes or basis for the corporation's exemption.

Section 4. Solicitations for contributions must include a statement that payments to the corporation are not deductible as charitable contributions for federal income tax purposes. The statement must be included in the fund-raising solicitation and be conspicuous and easily recognizable.

Section 5. All payments or expenditures of monies of The Society shall be made only when authorized or approved by a majority vote of the Society at a regular meeting, except as otherwise provided in these by-laws.

Section 6. The President shall be authorized to spend up to \$100.00 per calendar month for expenses of an emergency nature.

Section 7. The accounts of the Treasurer shall be reviewed annually by three members appointed in August by the President. They shall report the result of the review at the October meeting. All records and books shall be the property of the Society.

Section 8. The funds of the Society shall be deposited in a bank account in the name of the Society.

Section 9. The withdrawal of the funds of the Society may be made by any one of the following officers: the Treasurer, the Corresponding Secretary.

ARTICLE X. RECORDS AND REPORTS

Section 1. Copies of the organization papers of the corporation, its bylaws and all amendments, thereto, results of nominations and elections, minutes of all meetings of the members and the board of directors, shall be contained in the minute books of this corporation, together with any other papers of important historical value. Duplicate copies of each of the forgoing shall be maintained at separate locations. The minutes of all meetings shall be approved by majority vote at the subsequent meeting.

Section 2. All books of account and other records of this corporation (with the exception of personal and private information), upon reasonable notice, shall be made available for inspection by any member entitled to vote.

Section 3. The Librarian shall be appointed by the President and shall be the custodian of the Society Library. All fees collected on the loan of the books shall be paid to the Treasurer at the close of each meeting of the Society, for which a receipt shall be taken. The Librarian may request funds for the purchase of literature.

ARTICLE XI. AMENDMENTS

Section 1. An amendment to these by-laws may be instituted provided that the proposed amendment shall be written, signed by at least five members, and then proposed at a general meeting.

Section 2. All members of the Society shall be notified by mailed copy of the proposed amendment not less than five days prior to the meeting at which the amendment shall be presented to the

members for vote. Member notification by using the monthly newsletter will satisfy the notification requirement.

Section 3. The proposed amendment shall be considered accepted at the aforementioned meeting by an affirmative vote of a majority of the members present and voting.

ARTICLE XII. RIGHTS ON DISSOLUTION

Section 1. In the event of dissolution of the corporation, and except as otherwise provided in these by-laws, all paid members may participate in a vote on the distribution of the assets of the corporation remaining after the payment of all indebtedness and costs of dissolution.

Section 2. Notice will be sent to all paid members about the date of the meeting and at that meeting it will be decided on the distribution of the assets of the corporation.

ARTICLE XIII. OTHER

Section 1. No member of the corporation shall be personally liable for the debts, liabilities, or obligations of the corporation.

Section 2. The Society, as a body, shall take no action, and make no recommendation, which may be or may appear to be detrimental to any person, class or group of its membership, or is not in accordance with the purpose and the aims of the Society as expressed in the by-laws.

Section 3. As used in these by-laws, the masculine, feminine or neuter gender and the singular or plural number, shall each be deemed to include the other whenever the context so indicates.

Certificate of Secretary

I, the undersigned, do hereby certify that I am the elected and acting Recording Secretary of the Dahlia Society of California, Inc., a California non-profit mutual benefit corporation, and that the foregoing bylaws of said corporation were adopted at the regular meeting of the members held on Oct. 9, 2007. .



Patricia Hunter, Recording Secretary