

BY-LAWS OF DESERT HORTICULTURAL SOCIETY OF THE COACHELLA VALLEY, A NOT-FOR-PROFIT ORGANIZATION

ARTICLE I ORGANIZATION

1. The name of the organization shall be Desert Horticultural Society of the Coachella Valley (DHSCV).
2. The organization shall have a logo, which shall be in the following form:



3. The organization may by a vote of a majority of membership in attendance of a regularly scheduled meeting change its name.

ARTICLE II PURPOSE AND MISSION

The purpose for which this organization has been organized is to promote the use of desert appropriate plants in an attractive, environmentally sustainable landscape in the Coachella Valley.

ARTICLE III MEETINGS

1. The annual membership meeting of this organization shall be held in January each and every year set by Board of Directors with two weeks notice to the membership.
2. The Secretary shall cause to be communicated to every member in good standing at the e-mail address as it appears in the membership list a notice telling the time and place of such annual meeting. A notice shall also be listed on the DHSCV website.
3. Regular meetings of this organization shall be held at locations specified by the Board.
4. The presence of not less than 5 (five) active members shall constitute a quorum and shall be necessary to conduct the business of this organization.
5. The President may call special meetings of this organization when s/he deems it for the best interest of the organization. Notices of such meeting shall be e-mailed to all members at their addresses as they appear in the membership list at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and who called it.

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At the request of 4 (four) active members of the Board of Directors or 10 (ten) active members of the organization, the President shall cause a special meeting to be called but such request must be made at least ten (10) days before the requested scheduled date.

ARTICLE IV VOTING

1. The election of officers may take place only at the Annual Membership meeting in January of each year.
2. The Board of Directors will recommend to the membership a slate of Officers. Nominations from the floor will be requested. To be eligible for election as an Officer, an individual must be a member of the Desert Horticultural Society of the Coachella Valley for at least one year. The Board may by unanimous vote waive this eligibility requirement.
3. At all meetings, all votes may be by voice. However, for election of officers, if there are additional office nominees other than the Board's recommended slate, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.
4. At any regular or special meeting, a question (except for By-Laws or Officer Elections) may be voted upon in the manner and style provided for election of officers.

ARTICLE V BOARD OF DIRECTORS

1. A Board of Directors consisting of elected officers and appointed committee chairs shall manage the business of this organization.
2. The officers to be chosen for the ensuing year shall be chosen at the annual meeting of this organization.
3. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its Chair after due notice to all the officers of such meeting.
4. A majority of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held on the date specified by the President.
5. Each director shall have one vote. Directors must be present to vote and proxy voting is prohibited.

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6. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
7. Officer vacancies shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.
8. The President of the organization by virtue of her/his office shall be Chair of the Board of Directors.
9. An officer may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any officer. The Board of Directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE VI OFFICERS

1. The Officers of the organization shall be: President, Vice President, Secretary and Treasurer.
2. The President shall preside at all membership meetings.
 - a. S/he shall present at each annual meeting of the organization a verbal accounting of the work of the organization.
 - b. S/he shall appoint all committees, temporary or permanent.
 - c. S/he shall see all books, reports and certificates required by law are properly kept or filed.
 - d. S/he shall be one of the officers who may sign the checks of the organization.
 - e. S/he shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
3. Presidential Succession
 - a. If the President is unable to exercise the President's duties, the Vice President shall become acting President of the organization with all the rights, privileges and powers as if the Vice President had been the duly elected President.
 - b. If the President and Vice President are unable to perform the President's duties, then the Secretary will serve as acting President.
 - c. If the President, Vice President and Secretary are unable to perform the President's duties, then the Treasurer will serve as acting President.
 - d. If the President, Vice President, Secretary, and Treasurer are unable to perform the President's duties, then the Officers shall have the authority to fill the President's Office on an interim acting basis.

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- e. If the Officers appoint an interim Acting President, the Officers shall notify the Board of Directors of such an appointment within 24 hours.
4. The Vice President shall succeed the President in the event of the President's inability to carry out the duties of President.
 - a. S/he shall serve as a counselor and advisor to the President, Officers and Board of Directors.
 - b. S/he shall fill in on a temporary basis should any other Officer require a temporary relief from their duties.
 - c. S/he, at the request of the President, shall serve as a spokesperson for the organization.
 - d. S/he may serve as the Chair of a Standing Committee.
5. The Secretary shall keep the minutes and records of the organization in appropriate books.
 - a. S/he shall file any certificate required by any statute, federal or state.
 - b. S/he shall give and serve all notices to members of this organization.
 - c. S/he shall be the official custodian of the records of this organization.
 - d. S/he may be one of the officers required to sign the checks of the organization.
 - e. S/he may present to the membership at any meeting any communication addressed to the Secretary of the organization.
 - f. S/he shall submit to the Board of Directors any communications, which shall be addressed to the Secretary of the organization.
 - g. S/he shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
6. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.
 - a. S/he shall deposit funds in a regular business bank or trust.
 - b. S/he must be one of the officers who shall sign checks of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
 - c. S/he shall render at stated periods as the Board of Directors may determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
 - d. S/he shall file annual tax returns on behalf of the organization, for the purpose of maintaining Non-Profit Status.
 - e. S/he shall exercise all duties incident to the office of Treasurer.

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7. Officers shall by virtue of their office be members of the Board of Directors.
8. No officer shall for reason of their office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE VII COMMITTEES

1. The Officers, in consultation with the balance of the Board of Directors, shall establish all Committees.
2. The Officers, in consultation with the Board of Directors, shall appoint the Standing Committee Chairs of this organization.
3. The Officers, in consultation with the Board of Directors, shall have the authority at any time to eliminate or combine Standing Committees, and to remove or change Standing Committee Chairs.
4. The Board of Directors may as they find appropriate establish temporary committees to carry out specific tasks for which the temporary committee chair is not appointed to the Board of Directors.

ARTICLE VIII MEMBERSHIP AND DUES

1. The fiscal year shall be from January 1 through December 31.
2. The dues of this organization shall be reasonably established and reviewed periodically by the Board of Directors, with the goal of promoting our Mission to everyone who is interested.
3. Membership in this organization shall be open to local professionals and residents from all backgrounds, united in a common interest to encourage and promote what many call 'desert landscaping' in the Coachella Valley.

ARTICLE IX REQUIREMENTS TO BE EXEMPT AS 501(c)(3) ORGANIZATION UNDER THE INTERNAL REVENUE CODE

1. Said organization is organized exclusively for charitable, educational, or scientific purposes including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private

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- persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
3. The Board of Directors may, when it determines such action to be fully in accord with the goals of the DHSCV—the promotion of the use of desert appropriate plants in an attractive, environmentally sustainable landscape in the Coachella Valley—authorize a Board Member to provide expert testimony in public hearings, provide written public commentary, or to make media appearances.
 4. Board members are not authorized to make public appearances or provide public statements on behalf of the DHSCV without first obtaining authorization from the Board of Directors. However, the President shall have the discretion, when s/he determines timing does not allow for a full meeting of the Board of Directors to authorize a Board member to make a public appearance or public statement on behalf of the DHSCV.
 5. Public policy advocacy, commentary, or the attempt to influence legislation must always be consistent with our goals, represent a minimal investment of the organization's time and resources and may not constitute a substantial part of the activities of the DHSCV.
 6. The Desert Horticultural Society of the Coachella Valley shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
 7. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 8. 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, 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.

ARTICLE X AMENDMENTS

1. The Board of Directors may propose changes to the By-Laws to the membership. The Secretary shall electronically notify members not less than 10 days prior to a scheduled or special meeting of any Board-proposed alterations, amendments, repeals or additions to the By-Laws.
2. A member may at any time request a change in the By-Laws. Member requested changes must be submitted to the Secretary not less than 30 days prior to a regularly scheduled or special meeting. The Board of Directors shall have the authority to support, oppose or take no position regarding a member's proposed By-Law change. The Secretary shall electronically notify members not less than 10 days prior to a scheduled or special meeting of any member-proposed alterations, amendments, repeals or additions to the By-Laws.
3. Upon proper notice, these By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 51% (fifty-one percent) of the members present at time of voting of a regularly scheduled or special meeting.

DATE PASSED _____

PRESIDENT _____

VICE PRESIDENT _____

SECRETARY _____

TREASURER _____