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| <b>article.</b> | <b>proposed update of CCSS bylaws (draft as of 2018-09-06)</b>  |
| <b>section</b>  | <b><u>additions shown by underline</u>, <del>deletions by strikethrough</del></b>   |
|                 | [table of contents omitted]   |
|                 | <b>By-laws of the Colorado Cactus and Succulent Society</b>   |
| preamble        | Pursuant to the Certificate of Incorporation of the Colorado Cactus and Succulent Society (CCSS), the following By-Laws for the regulation and governing of the Society are adopted effective as set forth in Section 10.01 hereof.   |
|                 | <b>Article I<br/>Name and Office of the Organization</b>  |
| 1.01            | Name.<br>This corporation shall be known as the Colorado Cactus and Succulent Society, a Colorado non-profit corporation (hereafter referred to as CCSS). CCSS shall be an affiliate of the Cactus and Succulent Society of America, Inc. (CSSA).   |
| 1.02            | Offices.<br>CCSS may have one or more offices at such place or places within the State of Colorado as the Board of Directors (hereafter referred to as the "Board") may determine from time to time.  |
| 1.03            | Registered Office.<br>The address of the registered office of CCSS is set forth in the Articles of Incorporation. The address may be changed by filing a statement of change with the Secretary of State of Colorado. as provided in the Colorado Non-Profit Corporation Act.   |
|                 | <b>Article II<br/>Membership and Dues</b>   |
| 2.01            | Membership.<br>Membership in CCSS shall be available to those individuals, and <del>families</del> <u>households</u> , that have an interest and are supportive of the purposes and activities of CCSS and have paid current annual dues. Membership in CCSS shall be available without regard to race, color, creed, religion, national origin, <u>sexual orientation</u> or age. <del>The Secretary shall keep</del> <u>The Board shall assign the duty of keeping</u> a list <del>or</del> of such members. <del>Family Household membership includes spouse and provides full voting rights for both</del> <u>two people</u> .                                |
| 2.02            | Voting Rights.<br>Each Member shall be entitled to one vote on each matter submitted to a vote of the Members. A complete list of the Members in good standing entitled to vote, arranged in alphabetical order, <del>showing the address and telephone number of each Member, shall be prepared by the Secretary, and</del> shall be subject to inspection by any Member in good standing. At any meeting of the Members, a Member entitled to vote may vote by proxy executed in writing by the Member or duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. |
| 2.03            | Dues.<br><del>Annual dues shall be paid not later than November 30 of each year.</del> <u>The Board of Directors may set the term of memberships, and may set grace periods for when an unpaid membership is considered delinquent.</u> Changes in annual dues shall be proposed by the Board and published in the CCSS Newsletter. Any change must be approved by a majority vote of the members present at the next regular meeting immediately following publication.  |
| 2.04            | Member in Good Standing.<br>As used in these Bylaws, a Member in Good Standing is one that conforms to the principals of the Society and is not delinquent in payment of annual dues.   |
|                 | <b>Article III<br/>Society Meetings</b>   |

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| 3.01                        | Annual Meetings.<br>An annual meeting of the Members of CCSS shall be held during the last quarter of the calendar year, at such time and place as may be designated by the Board of Directors. It will be specified in the notice that the meeting is for the purpose of electing Officers (Directors) and of transacting such business as may properly be brought before the meeting. If the election of Officers shall not be held on the day designated herein for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members of CCSS as soon thereafter as may be convenient. At such meeting the Members may elect the Officers and transact other business with the same force and effect as at an annual meeting duly called and held. |
| 3.02                        | Special Meetings.<br>Special Meetings of Members of CCSS shall be called by the President, the Board, or not less than one- tenth of the Members having voting rights. The meeting will be held at such time and place as may be designated in the notice of said meeting, upon the call of the Board or of the President.   |
| 3.03                        | Notice and Purpose of Meeting.<br>Notice of the time and place and, in the case of a Special Meeting the purpose thereof. shall be given by the President, or a Vice President, or the Secretary either personally, or by mail, or by any lawful means of communication not less than three (3) days nor more than thirty (30) days before the meeting to each member in good standing of CCSS. If mailed, such notice shall be sent to each Member at his address as it appears on the records of CCSS. All meetings shall be governed by "Roberts Rules of Order".   |
| 3.04                        | Regular (Educational) Meetings.<br>Regular meetings of CCSS shall normally be [text was missing] <u>held on the second third</u> Tuesday of each Month, at <u>an available room at</u> Denver Botanic Gardens Classroom C, unless changed by the Board and the Membership is notified.   |
| 3.05                        | Quorum.<br>A quorum at all meetings of Members of CCSS shall consist of 20 percent of Members in good standing, present in person or by proxy, except as otherwise provided by law or the Certificate of Incorporation. In the absence of a quorum at any meeting or any adjournment thereof , a majority of the Members in good standing present in person or by proxy may adjourn such meeting from time to time. At such adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.  |
| 3.06                        | Organization.<br>Meetings of Members of CCSS shall be presided over by the President, or if he/she is not present by the 1st Vice President, or if the neither the President nor any Vice-President is present, by a <del>chairman</del> <u>chair</u> chosen at the meeting. The Secretary of CCSS or in his/her absence a designated substitute, shall act as secretary at each meeting.  |
|                             | <b>Article IV<br/>Board of Directors</b>   |
| 4.01                        | Election.<br>Directors shall be Members in good standing of CCSS. Members of the Board of Directors shall be elected at <del>the an</del> Annual Meeting of CCSS and shall hold a term of <del>one year</del> <u>two years, except that certain positions may be designated by the Board to have a term of one year in order to maintain staggered terms.</u> Each director; however shall hold office until his/her successor shall have been elected and shall qualify. or until his/her death, resignation, or removal. A member of the board may serve a maximum of three consecutive terms in one office plus the unexpired term of a previous Board member.  |
| 4.02                        | Number.<br>The number of Directors shall be not less than five (5) nor more than nine (9).   |
| 4.03                        | Vacancies.<br>The Board of Directors may at any meeting fill any vacancy in its membership.  |

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| 4.04                        | <p>Meetings.</p> <p>The Board of Directors shall in each year hold an organizational meeting <del>on the same day as</del> <u>within 30 days of</u> the Annual Meeting of the Corporation and three regular meetings on such hours and days as the Board may <del>from time to time</del> determine. Special Meetings shall be held at the call of the President or upon the request of three members of the Board of Directors. The Secretary shall give at least three days notice of all meetings to all Directors. Attendance by Directors to all meetings is expected. A Director who has more than three consecutive unexcused absences shall be subject to removal by action of the Board. <u>The Board of Directors of may conduct email votes in accordance with Colorado Statutes. C.R.S. 7-127-107. Action without meetings.</u></p>   |
| 4.05                        | <p>Quorum.</p> <p>The presence of two-thirds of the entire Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board, and the act of a majority (51 percent) of such quorum, shall be deemed the act of the Board. Any meeting where less than a quorum is present, the President shall set a new date and instruct the Secretary to advise the Board. In the absence of the President, at such meeting where less than a quorum is present, a representative of those present shall advise the President that a quorum was not present.</p>   |
| 4.06                        | <p>Powers.</p> <p>The operations of CCSS shall be managed by its Board of Directors. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board may exercise all powers of the Corporation and do all such lawful acts as are not by statute or by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the Membership. Without prejudice to the general powers conferred by the foregoing, and other powers conferred by statute, by the Certificate of Incorporation and by these By-Laws, it is hereby expressly declared that the Board of Directors shall have the following powers:</p>  |
| 4.06<br>(cont'd)            | <ol style="list-style-type: none"> <li>1. From time to time to make and change rules and regulations, not inconsistent with these By-Laws, for the management of CCSS business and affairs.</li> <li>2. To appoint and at their discretion remove or suspend such subordinate officers, agents or employees as they think fit, and to determine their duties, and to fix, and from time to time to change, their salaries or emoluments, and to require security in such instances and in such amounts as they think fit.</li> <li>3. To select such depositories as it shall deem proper for the funds of CCSS and determine who shall be authorized on CCSS behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.</li> <li>4. To invest funds of CCSS in such property, real, personal, or otherwise, or stocks, bonds, or other securities as in its discretion it may deem desirable.</li> <li>5. To delegate any powers of the Board in the course of the current business of CCSS to any standing or special committee, or to any officer or agent of CCSS with such powers, including the power to sub-delegate, and upon such terms as they think fit.</li> <li>6. To admit applicants to membership and to suspend members and to declare forfeiture of members and declare forfeiture of membership by ballot. Subject to Sec. 2.04.</li> <li>7. To make, alter, and amend rules for the conduct of the members of CCSS and for the governing and proceeding of the Board.</li> </ol> |

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| 4.06<br>(cont'd)            | <p>8. <del>To amend these By-Laws,</del> <u>To propose amendments to these By-Laws subject to approval by two-thirds vote of the membership as per article 9.01 and</u> subject to the provisions of the Certificate of Incorporation. The fundamental and basic purposes of CCSS, as expressed in the Certificate of Incorporation, shall not be amended or changed.</p> <p>9. To fix and enforce penal ties for the violation of the By-Laws and rules .</p> <p>10. To be absolute judges of the disability of any officers and to remove any Officer or Director from office by a two-thirds vote of the entire Board.</p> <p>11. To indemnify any Director or Officer or subordinate agent or employee from any legal action resulting from the authorized performance of that individual's or group's duties.</p>   |
|                             | <p><u>12. To prepare a budget for the upcoming calendar year, to be approved by majority vote of the Board and published in summary before the Annual Meeting. Amendments to the budget and expenditures outside the budget (see 5.05) above a threshold per board policy require a majority vote of the members present at any regular meeting.</u></p>   |
| 4.07                        | <p>Remuneration.<br/>Members of the Board of Directors shall not receive any salary or other compensation for their services as Directors. The Board shall not permit any part of the investment earnings or capitol to inure to the benefit of any Member or other private individual.</p>  |
| 4.08                        | <p>Ethics.<br/>The President of the Board of Directors shall advise Board members and officers of their positive duty to make full disclosure to the Board of any financial interest which they may have in matters under consideration by the Board. The minutes of the Board shall record this fact and any member's disclosure of an interest shall be referred in the minutes. The interested Board member shall not be present during nor participate in any discussion or vote involving a possible conflict of interest. The minutes shall reflect that the Board member was not present and did not participate nor vote upon the matter being considered.</p>   |
|                             | <p><b>Article V<br/>Officers</b></p>   |
| 5.01                        | <p>Number.<br/>The Officers of CCSS who shall be elected by the membership, shall be a President, who shall also be Chief Executive Officer, three Vice Presidents, a Secretary, a Treasurer, and such other offices as the Board shall deem necessary. All Officers are members of the Board of Directors. Elected Officers may succeed themselves in the same office <del>two more years for</del> <u>up to three full terms. If no replacement can be found for one of the Vice Presidents or the Treasurer, and such board member(s) is (are) performing satisfactorily, he/she/they may serve until such time as a replacement is found.</u> No instrument required to be signed by more than one officer (such as checks drawn against CCSS bank account) may be signed by one person in more than one capacity.</p>   |
| 5.02                        | <p>President: Powers and Duties.<br/>The President shall preside at all meetings of the Members of CCSS, the Board of Directors, and shall be ex-officio member of all committees, except the Nominating Committee. The President may designate <del>a Vice-President</del> <u>another officer</u> to act as presiding officer at any meeting in his/her absence. He/she shall have general and active management of the affairs and business of CCSS. He/she shall see that all orders and resolutions of the Board are carried into effect and shall freely consult the Board concerning the activities of CCSS. He/she shall have the power to sign alone, unless the Board shall specifically require an additional signature, in the name of CCSS all contracts authorized either generally or specifically by the Board. He/she shall report activities of CCSS to CSSA and shall advise CCSS of activities of CSSA at appropriate intervals. <del>He/she shall perform such other duties as shall from to time be assigned by the Board of Directors.</del></p> |

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| 5.03                        | <p>Vice Presidents.</p> <p>The Vice Presidents shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the President, the Vice Presidents, in order designated by the Board shall in general perform the duties of the President. The first Vice President shall also perform the duties of Program Chairman <u>Chair</u> to plan, schedule, and execute the monthly educational meetings. The Second Vice President shall perform the duties of Editor of the Newsletter, and shall publish and distribute the newsletter on a monthly basis. The Third Vice President shall also perform the duties of the Show and Sale Chairman <u>Chair</u>.</p>  |
| 5.04                        | <p>Secretary.</p> <p>The Secretary shall act as official secretary of all transactions of CCSS , and shall keep minutes of all regular and special meetings of the Membership, and Board of Directors, and shall provide a summary for inclusion in the monthly newsletter. He/she shall attend to giving and serving notices of CCSS and shall perform all duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors. <del>and shall perform such other duties as from time to time shall be assigned by the Board.</del></p>  |
| 5.05                        | <p>Treasurer.</p> <p>The Treasurer shall have custody of all funds and securities of CCSS which may come into his/her hands. He/she shall keep or cause to be kept full and accurate accounts of receipts and disbursements of CCSS and shall deposit all moneys and other valuable effects of the Corporation in the name and to the credit of CCSS in such banks or depositories as the Board of Directors may designate. He/she shall pay all obligations of CCSS. He/she shall render a statement of his/her accounts whenever required by the Board of Directors The Treasurer shall prepare annual financial report within sixty (60) days of the Annual Show and Sale, and shall make it available for review by the Members. He/she shall obtain the required State of Colorado Sales Tax License, and file appropriate reports as required to the respective taxing entities within the prescribed times. The Treasurer shall be responsible for preparing and filing returns and reports as required by state and federal authorities. He/ she Shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors, and he/she shall, when required, give such security for faithful performance of his/her duties as the Board may determine.</p>   |
| 5.06                        | <p>Member-at-Large.</p> <p>The Member-at-Large shall perform such duties as assign by the Board, for the benefit of the the Membership.</p>  |
| 5.07                        |  |
| 5.08                        | <p>Elections and Terms of Office.</p> <p>The Officers shall be elected by the membership at the CCSS Annual Meeting. <u>Members unable to attend the Annual Meeting may request written ballots from the Clerk of Elections.</u> <u>The president shall appoint a Clerk of Elections, who shall be a member not running for election, no later than two months prior to the Annual Meeting. Ballots must be received by the Clerk of Elections one week before the date of the Annual Meeting.</u> <del>and</del> <u>Officers shall assume office the first day of January and serve for a term of one-year <u>two years</u> or until their successors are elected, except as otherwise provided. In the event of death or inability of an Officer to serve (as determined by the Board) a successor shall be elected by the Board of Directors to serve until the next annual meeting or until his/her successor is elected and takes office. <u>A vote by two-thirds of the members to elect an officer whose limit of three full terms (up to six years) would otherwise have expired shall constitute an exemption from the term limit.</u> All Officers hold their position at the pleasure of the Membership and may be removed by the Members with cause <u>by a majority of the members present, provided there is a quorum.</u></u></p> |

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| 5.09            | Duties.<br>Officers and employees not otherwise enumerated shall perform the duties and exercise powers usually incident to the offices or positions held by them respectively and/or such other duties as may be assigned by the Board of Directors or the President. <u>Each member of the Board of Directors may perform such duties as shall from to time be assigned by the Board of Directors, including duties that may be reassigned from the normal duties of any particular officers except that the neither duty of the President to sign contracts and obligate CCSS, nor the duties of the Treasurer with regard to management of funds and accounts shall be reassigned.</u>   |
|                 | <b>Article VI</b><br><b>Books</b>  |
| 6.01            | Books.<br>There shall be kept at the office of CCSS correct books of account of activities and transactions of CCSS including a minute book, which shall include a copy of these By-Laws, a copy of the Certificate of Incorporation, Articles of Incorporation, and a list of Members, minutes of all meetings of the Board of Directors.   |
|                 | <b>Article VII</b><br><b>Committees</b>  |
| 7.01            | Nominating Committee.<br>There shall <u>be a</u> Nominating Committee consisting of three members of CCSS who shall be appointed each year in September by the President with the approval of the Board. The Nominating Committee shall nominate Directors and Officers from <del>the individual members eligible for nomination.</del> The nominations shall be restricted to members of CCSS in good standing. All nominations shall be <del>in writing and shall be delivered to the Secretary to be published in the Newsletter no later than thirty days prior to the meeting preceding the Annual Meeting of CCSS.</del> Additional nominations of qualified persons, with consent of the nominee, may be accepted from the floor during the Annual Meeting. A majority vote of members present and proxys at the Annual Meeting shall determine all elective offices. |
| 7.02            | Show and Sale Committee.<br>The Third Vice President, <u>or another officer(s) or member(s) assigned by the Board,</u> is (are) the Show and Sale <del>Chairmen</del> <u>Chair(s)</u> to plan and conduct the annual Show and Sale. CCSS shall annually sponsor at least one plant show and sale. The proceeds shall be used to foster the purpose of CCSS. Shows shall be conducted In accordance with the current CSSA "Shows and Judging Manual". Vendors shall be approved by the Board. <del>The Show and Sale Chairman shall serve on a fiscal year basis, June 1 to May 31.</del>   |
| 7.03            | Other Committees. There shall be such other Committees and Sub-Committees of such number of members with such duties and responsibilities as may be designated by the President from time to time with the approval of the Board of Directors.   |
|                 | <b>Article VIII</b><br><b>Disposition of Property upon Dissolution</b>   |
| 8.01            | Upon dissolution of this organization, after paying or providing for payment of all of its obligations, any remaining assests of CCSS shall be paid to or distributed to and for the benefit of such non-profit and tax exempt educational or charitable institutions or organizations as the Board may designate.   |
|                 | <b>Article IX</b><br><b>Amendments</b>   |
| 9.01            | Amendments to these By-Laws may be proposed in writing at any regular or special meeting of the Board of Directors. The amendments shall be presented in writing to the general Membership one month prior to vote at the next meting. Approval must be by two-thirds of members present. Notice of intention to present By-Laws for amendment and adoption shall be contained in the notice of meeting.   |
|                 | <b>Article X</b><br><b>Effective Date</b>  |

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| 10.01               | Effective Date of these By-Laws is <del>March, 1990</del> <u>January 1, 2019</u> . These By-Laws supersede all prior By-laws of Colorado Cactus and Succulent Society (CCSS).  |
|                     | <b>Article XI</b><br><b>Miscellaneous</b>  |
| 11.01               | <del>[2000 Chinle Supplement to the 1990 bylaws]</del> <u>As the Chinle Chapter is now separately incorporated, these By-Laws recind the Supplement to the March 1990 By-Laws for the Chinle Chapter of of Colorado Cactus and Succulent Society.</u>  |
| 11.02               | <u>Sub-Chapters.</u><br><u>The Board of Directors may undertake the formation of Sub-Chapters in order to foster the development of CCSS activities in other areas of Colorado, subject to approval by a majority of the members at the next regular meeting.</u>  |
| 11.03               | <u>Sponsorships and Grants. The Board of Directors or the membership may fund sponsorship of grants for activities of members or organizations that further the purposes of CCSS.</u><br><u>Sponsorhips granted by the Board of \$1000 or more are subject to approval by a majority of the members at the next regular meeting.</u> |