



THE CYCAD SOCIETY, INC.



Bylaws

ARTICLE I: NAME

The name of the corporation shall be the Cycad Society, Inc., and shall be referred to hereinafter as “the Cycad Society” or “TCS”. The Cycad Society is a registered non-profit corporation in the State of Louisiana (Registration Number: 04910920N).

ARTICLE II: OBJECTIVES

The objectives of the Cycad Society are as follows:

1. To conserve, and promote the conservation of, existing populations of cycads;
2. To educate its members and the public as to the conservation challenges, scarcity, and possibility of extinction of this ancient group of plants;
3. To promote research, field trips, botanical exploration, and horticultural interest in cycads;
4. To coordinate and cooperate with other local, regional, national, and/or international organizations for the benefit of cycads;
5. To consider as chapters organizations that adhere to the requirements for TCS chapter status, as set forth in Article VII of these bylaws;
6. To operate a seedbank of cycad seeds for the immediate benefit of TCS members, and, ideally, for the ultimate benefit of natural cycad populations by reducing collecting pressures;
7. To promote the responsible, legal, and ethical collection and distribution of cycads seeds and plants worldwide; and
8. To assist the Cycad Specialist Group of the World Conservation Union’s (IUCN) Species Survival Commission (SSC) regarding the objective treatment of cycad species, plants, seeds, and parts with respect to the Convention on International Trade of Endangered Species (CITES).

ARTICLE III: MEMBERS

Section I—Member Privileges

Any person interested in cycads may become a member of the Cycad Society (hereinafter referred to as “members”) by payment of the appropriate dues. Members in good standing are considered those whose dues are paid and who are not involved in legal action against another member or director, and are not considered, as determined by 2/3 majority of the board of directors, to be detrimental to the society. All members in good standing are granted the following privileges:

Members have the right to elect directors;

Members have the right to vote on such matters as changes to the bylaws, changes to the articles of incorporation, and as the law requires for such an organization;

Members may run for director positions;

Members may attend annual meetings and/or board meetings;

Members shall receive the *Cycad Newsletter*; and

Members may purchase seeds from the Cycad Society Seedbank (Note: The extent of the latter privilege is subject to local, national, and international laws pertaining to the shipment of certain cycad seeds outside the U.S.).

Section II—Voting

- A. **Notice of Vote:** Written notice of upcoming votes and items to be voted on by the members shall be mailed or e-mailed at least thirty (30) days before such vote to each member at such address or addresses as appear on the books of the Cycad Society.
- B. **Voting Procedures:** Voting may take place either at any annual meeting or special meeting of the members, or by written ballot without a meeting of TCS, as deemed necessary from time to time by the board of directors.

Section III—Liability and Lapsed Dues

- A. **Liability:** If a member threatens or actually takes any kind of legal action against another TCS member or director, such legal action shall not involve the Cycad Society as an entity in any way. Such threatened or actual legal action must be reported to the board immediately to prevent potential or actual conflicts of interest among the membership (or the board of directors, if a director is involved).
- B. **Lapsed Dues:** Members shall be liable for any dues or assessments, and there shall be no assessments, other than by voluntary requests to the membership. The sole consequence of any failure to pay dues shall be automatic termination of membership within ninety (90) days after the dues lapse, but subject to automatic reinstatement upon payment.

Section IV—Termination of Membership

- A. **Expulsion:** The board, by the affirmative vote of two-thirds (2/3) of its members, may recommend the expulsion of a member for cause after a hearing at which the member shall have an opportunity to be heard. For purposes of these bylaws, the act of a member which is materially detrimental to the purposes of the Cycad Society, including failure to adhere to any code of ethics adopted by the board, shall constitute grounds for expulsion from membership. The member shall receive at least thirty (30) days written notice of the charges and of the time and place of the hearing. Any recommendation for expulsion shall be submitted to the members for acceptance or rejection by a two-thirds (2/3) vote of the members entitled to vote present at a meeting at which a quorum exists. Notwithstanding the forgoing, the membership of any member shall be automatically terminated for non-payment of dues or assessments as provided in Section III.
- B. **Resignation:** Any member may resign by giving notice to any officer or director, but such resignation shall not relieve the member resigning of the obligation to pay any accrued and unpaid dues, assessments or other charges.
- C. **Reinstatement:** Upon written request signed by a former member, the board of directors may, by the affirmative vote of two-thirds (2/3) of the directors, reinstate such a former member to membership upon such terms as the board of directors may deem appropriate.

ARTICLE IV: MEMBER MEETINGS

Section I—Annual Meeting

An annual meeting of the members of the Cycad Society (hereinafter referred to as “annual meeting”) shall be held as provided for in the articles of incorporation.

- A. **Date and Location:** The officers shall determine the date and location of the annual meeting.
- B. **Conduct:** The annual meeting shall be conducted according to *Robert’s Rules of Order*.
- C. **Notification:** Written notice of annual meetings stating the time and place shall be mailed or e-mailed at least thirty (30) days before such meeting to each member at such address or addresses as appear on the books of the Cycad Society.
- D. **Annual Reports:** At each annual meeting, the president, vice-president, secretary, treasurer, editor, seedbank coordinator, and chairs of any committees that the board may specify shall present their annual reports.

Section II—Special Meetings

Special meetings of the members, for any purpose(s), may be called by the president, by the majority of the board of directors, or by the secretary upon receipt of a petition signed by a majority of the members. Such request(s) shall state the purpose(s) of the proposed special meeting.

- A. **Notice of Special Meetings:** Written notice of a special meeting of members stating the time and place and object thereof shall be mailed or e-mailed at least thirty (30) days before such meeting to each member at such address or addresses as appear on the books of the Cycad Society.
- B. **Business Transactions at Special Meetings:** Business transacted at all special meetings shall be restricted to the items stated in the notice of said meeting.

ARTICLE V: DIRECTORS AND OFFICERS

Section I—Board of Directors

The board of directors of the Cycad Society (hereinafter referred to as “board of directors” or “board”) shall be charged with the management of all affairs of the Cycad Society, subject to the provisions of the articles of incorporation, and any and all amendments thereto, and to the bylaws.

- A. **Size of the Board:** The board of directors shall be composed of at least four (4) members and no more than fourteen (14) members. For a full board of fourteen (14) directors, twelve (12) of these positions are to be filled by TCS members by election, and two (2) of these positions will be appointed by the president and ratified by majority vote of the board of directors. The two appointed positions are to be held by the current editor and the current seedbank coordinator and they will have full voting privileges.
- B. **Terms of Office:** Directors shall serve four (4)-year terms, which shall be staggered such that one-half (1/2) of the board is re-elected every other year. Nominations and voting will take place in even-numbered years, and directors terms of office will begin on January 1 of next (odd-

numbered) year following the election. There shall be no limit on the number of terms that a member may hold a director position.

- C. **Quorum:** A majority of directors in good standing shall constitute a quorum for the transaction of business unless otherwise specified in the bylaws or Articles of Incorporation.
- D. **Compensation:** The board of directors will serve without compensation.
- E. **Removal:** The board, by the affirmative vote of two-thirds (2/3) of its members, may recommend the removal of a director from the board of directors for cause after a hearing at which the director shall have an opportunity to be heard. For purposes of these bylaws, the act of a director which is materially detrimental to the purposes of TCS, including failure to adhere to any code of ethics adopted by the board, shall constitute grounds for removal from the board of directors. The hearing and subsequent vote may be carried out by electronic means.
- F. **Vacancies:** Any vacancies of the board of directors may be filled by appointment of the president, with ratification by the board at the next regularly scheduled board meeting, or may be filled by the board of directors at the next regularly scheduled meeting of the board.
- G. **Liability:** No director shall be liable to the Cycad Society nor to any other director or third person outside of the organization for any acts or failures to act of TCS, the board, officers, or members, not even for their own negligence. If a director threatens or actually takes any kind of legal action against a fellow director or TCS member, such legal action shall not involve the Cycad Society as an entity in any way. Such threatened or actual legal action must be reported to the board immediately to prevent potential or actual conflicts of interest among the membership and/or the board of directors.

Section II—Officers

The offices of the Cycad Society (hereinafter referred to as “officers”) shall be president, vice-president, secretary, and treasurer. Officers shall be elected bi-annually, in odd-numbered years, from the membership of the current board of directors for a two (2)-year term. Newly elected officers shall begin their terms of office the day after the annual board meeting in which they are elected, except as outlined in Section II.D or Section II.F below.

- A. **Duties:** The duties of the officers shall be as follows:
 1. **President:** The president shall be the chief executive officer of TCS. The president shall preside at all meetings of members and directors. The president shall have general and active management of the Cycad Society and shall see that all resolutions of the board are carried into effect. The president shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.
 2. **Vice-President:** The vice-president shall perform such duties as shall be assigned by the president or by the board of directors. In the absence of the president, the president’s duties shall devolve on the vice-president. In the absence of the secretary, the secretary’s duties shall devolve upon the vice-president.
 3. **Recording Secretary:** The recording secretary shall attend all annual meetings of the Cycad Society and of the board of directors, and keep minutes of the proceedings thereof. The recording secretary shall also make a report of same to the membership or to the board of directors at each meeting thereof and whenever requested to do so by the president or by the

board. The recording secretary shall oversee voting, nominations, and counting of votes, except when the recording secretary is up for re-election, in which case a director not up for re-election shall be appointed as the elections supervisor by the president. The recording secretary shall further be charged with the performance of such services on behalf of the Cycad Society as may, from time to time, be determined by the president or the board of directors.

4. **Corresponding Secretary:** The corresponding secretary shall be primarily responsible for welcoming new members and corresponding with new or existing members pertaining to any official TCS function, event, or member privilege. The corresponding secretary shall give, or cause to be given, notice of all annual member meetings and board meetings. The corresponding secretary shall further be charged with the performance of such services on behalf of the Cycad Society as may, from time to time, be determined by the president or the board of directors.
 5. **Treasurer:** The treasurer shall have charge of all funds of the Cycad Society and of its disbursements under the direction of the board of directors. The treasurer shall keep records of all monies received and paid out, shall prepare an annual report for each scheduled meeting of the directors and/or members and whenever requested to do so by the president or by the board, and shall submit a financial summary of the previous fiscal year to the members each year in a TCS publication or by mail.
- B. **Terms of Office:** Officers of the Cycad Society will serve two (2)-year terms. Officers will be elected during board meetings held in odd-numbered years and will begin serving their office the day after said meeting. There shall be no limit on the number of terms that a director may hold an office.
 - C. **Absence of Officer(s):** In the case of the absence of an officer, or for any reason that the board may deem sufficient, the board may delegate, for the time being, the duties of such officer to any other officer or director, provided a majority of the entire board concurs therein.
 - D. **Additional Officers/Agents:** The board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board, subject to the articles of incorporation, and any and all amendments thereto, and to the bylaws.
 - E. **Removal:** The board, by the affirmative vote of two-thirds (2/3) of its members, may recommend the removal of an officer from office for cause after a hearing at which the officer shall have an opportunity to be heard. For purposes of these bylaws, the act of an officer which is materially detrimental to the purposes of TCS, including failure to adhere to any code of ethics adopted by the board, shall constitute grounds for removal from office. The hearing and subsequent vote may be carried out by electronic means.
 - F. **Vacancies:** If an office becomes vacant for any reason, the vacancy may be filled by the president with ratification of the board at the next regularly scheduled meeting of the board of directors, or may be filled by the board of directors at the next regularly scheduled meeting of the board.

Section III—Board Meetings

The board of directors shall hold at least one board meeting per year. Board meetings may be called by the president or by a majority vote of the board of directors. The place, date, and time of such meetings shall be designated by the majority of the board or by the president. Board meetings may be held in

person or via electronic means. Business may be transacted between regular board meetings by special meetings, committee meetings (per the guidelines for committees set forth in Article VI of these bylaws), or by electronic means. The board of directors may use e-mail as a valid means for bringing up issues and voting on them, as long as a quorum is maintained in the discussion and any ensuing vote(s).

- A. **Special Meetings:** Special meetings of the board of directors may be called at any time by the president, or on the request, in writing to the president, of a majority of the board of directors. Business transacted at all special board meetings shall be restricted to the items stated in the notice.
- B. **Notice of Meetings:** No less than thirty (30) days prior to any board meeting or special board meeting, a notice of such meeting shall be mailed to each director at his/her last known address. Notification by phone, facsimile, or e-mail shall be considered acceptable, given that the directors acknowledge receipt of said notice prior to the meeting. The notice for any special meeting shall state the purpose(s) of the meeting.

ARTICLE VI: COMMITTEES

The president may appoint such committees as s/he deems necessary subject to the approval of the board of directors. Whenever the board of directors is not in session, the committees may act subject to ratification at the next regularly scheduled board meeting, or by e-mail provided a quorum is met, at which time the action(s) may be either approved or disapproved. The chairman of each committee shall make a written report to the board of directors at each annual board meeting or whenever requested by the president or by the board.

ARTICLE VII: CHECKS

All checks, drafts, and notes of the Cycad Society shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

ARTICLE VIII: AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the entire board of directors at any board meeting or special meeting of the board called for that purpose, or by the affirmative vote of two-thirds (2/3) of the entire membership at an annual meeting or special meeting of the members called for that purpose. The board of directors may also use e-mail and/or other electronic means to propose, discuss, and vote on amendments to the bylaws, as long as two-thirds (2/3) of the entire board participates in the discussion(s) and any ensuing vote(s). Any amendments to the bylaws made and passed by electronic means must then be ratified by a two-thirds (2/3) vote of the directors in attendance at the next regularly scheduled board meeting.

ARTICLE IX: AFFILIATED CHAPTERS

Section I—Minimum Criteria for Chapter Status

Any society that has cycads as a primary interest, that adheres to similar objectives as the Cycad Society, whose membership includes a minimum of ten (10) members, and for which at least one (1) board member is a TCS member, may, with the approval of the board of directors of the Cycad Society, become a TCS affiliated society (hereinafter called a “chapter” of the Cycad Society).

Section II—Application for Chapter Status

Application for authority to create a chapter shall be made in writing to the secretary of the Cycad Society or a TCS chapter liaison appointed by the board of directors of the Cycad Society. The application will include a paper copy or electronic file written in English of the following:

- A list of all officers and directors of the proposed chapter;
- A list of all current members of the proposed chapter;
- A copy of the proposed chapter's bylaws, which should reflect the same goals and ideals as the Cycad Society, and should not break any laws;
- Other information that the Cycad Society may deem necessary to assure that the proposed chapter will fulfill these goals; and
- The name, mailing address, and e-mail address of the contact person for the proposed chapter.

The secretary or chapter liaison will submit such applications to the board of directors of the Cycad Society for their approval or disapproval. The decision to accept or reject the application shall be made by a quorum of the board of directors of the Cycad Society. The secretary or chapter liaison of the Cycad Society shall inform the contact person of the proposed chapter of the board's decision within thirty (30) days after receiving the application.

Section III—Chapter Updates

No later than January 20th of each year, each chapter shall furnish to the secretary or chapter liaison of the Cycad Society a paper or electronic file written in English of the following:

- A list of all board members and officers;
- A list of all members;
- A summation of its yearly activities; and
- A list of intended or proposed activities for the coming year.

Section IV—Chapter Powers

No chapter, or any officer, director, or member thereof, shall have power to act for the Cycad Society in any manner, as agent or otherwise, nor to bind the Cycad Society in any manner, financially or otherwise.

Section V—Chapter Use of the Name “The Cycad Society”

No chapter shall have any proprietary or other interest of any kind in the name “the Cycad Society.” The chapter may use the wording “affiliated with the Cycad Society” in connection with its name, or may use “the Cycad Society” as part of its name, such as “the Cycad Society of Florida.” The right to use “the Cycad Society” is under sole control of the Cycad Society, Inc., and permission for a chapter to use “the Cycad Society” may be withdrawn at any time by the board of directors of the Cycad Society.

Section VI—Chapter Tax Exempt Status

The board of directors of the chapter will have the sole responsibility for complying with any tax regulations or other laws (local, state, or federal) that may affect the chapter. A chapter may not use the tax exempt status of the Cycad Society, but must apply for its own tax exempt status to comply with local, state, or federal regulations.

Section VII—Chapter Membership Requirements in the Cycad Society

At least one member of the board of directors of a chapter is required to be a member of the Cycad Society. The remaining directors of the chapter as well as the chapter's members shall also be encouraged to become members of the Cycad Society. A chapter may, at its own discretion, require that all of its members be members of the Cycad Society.

Section VII—*The Cycad Newsletter*

The Cycad Society will furnish a complimentary copy of the *Cycad Newsletter* to the chapter for its own library.

Section VIII—Chapter Dissolution

The affiliation of a chapter with the Cycad Society may be dissolved by a majority vote of the entire board of directors of either the Cycad Society or the chapter. The dissolution shall be effective immediately after the vote passes. Notification of the dissolution must be given in writing to the affected chapter within seven (7) days.