

Lompoc Valley Botanic and Horticultural Society

Lompoc Valley, Santa Barbara County, California

Constitution

ARTICLE I

NAME

The name of this organization is the Lompoc Valley Botanic and Horticultural Society (hereinafter referred to as "the Society" or "LVBHS").

ARTICLE II

PURPOSES

The purposes of the Society are:

- (1) to collect, preserve, protect and study plants native to California, especially those native to and cultivated in the Lompoc Valley, Santa Barbara and San Luis Obispo Counties
- (2) to promote, develop and increase public awareness of the Burton Mesa Chaparral Garden at Allan Hancock Community College, Lompoc Campus
- (3) to seek to broaden horticultural and gardening interest in the Lompoc Valley
- (4) to cooperate with the City of Lompoc in the development and maintenance of drought tolerant gardens on public properties; and
- (5) to cooperate with other organizations and individuals with like purposes.

Notwithstanding any of the above statements of purposes and powers, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the Society.

ARTICLE III

MEMBERSHIP

Membership in the Society shall be open to all interested persons and organizations.

ARTICLE IV

OFFICERS AND EXECUTIVE COMMITTEE

Officers of the Society shall be the president, the vice president, the secretary, the treasurer and the immediate past president. The term of office for each officer shall be one year. These officers shall comprise the Executive Committee

ARTICLE V

BOARD OF DIRECTORS

The Board of Directors shall consist of the Executive Committee, the Chairs of the Standing Committees, and up to three persons selected from the membership by the Executive Committee to serve as At-Large Representatives.

ARTICLE VI

MEETINGS

Membership meetings shall be held at least four times each year. Special meetings may be called by the President with the approval of a majority of the Executive Committee. Those members present at a membership meeting shall constitute a quorum.

ARTICLE VII

COMMITTEES

Standing committees shall be:

- (1) Botanic (natural plant)
- (2) Horticultural
- (3) Membership
- (4) Education
- (5) Communications (newsletter, publications, publicity, social media & website).
- (6) Ad Hoc committees may be appointed by the Board of Directors.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Society shall be from January 1 to December 31.

ARTICLE IX

NONPROFIT STATUS AND DISBURSEMENT OF FUNDS ON DISSOLUTION

The LVBHS does not contemplate pecuniary gain or profit to its members and is organized for nonprofit purposes. The property of the Society is irrevocably dedicated to social welfare purposes and no part of the net income or assets of the Society shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Society, any assets remaining after payment, or provision for payment, of all debts and liabilities of the Society shall be distributed to a nonprofit fund, foundation or organization which is organized and operated exclusively for social welfare purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X

AMENDMENTS

This Constitution and/or By-Laws may be amended by a ten (10) day written notice of the proposed changes to the membership. Written notice can be by mail, in the newsletter, by e-mail or a combination thereof so long as all members in good standing have been noticed. An amendment passes after notice has been given and if a majority of those voting by a written and/or e-mailed ballot respond affirmatively. Votes are to be counted at the next regular meeting or a special meeting called for the purpose of counting ballots.

By-Laws

1. **Use of Name** - No member shall make a statement in the name of the Society without prior approval of the majority of the Executive Committee, unless the Society has previously taken a position on the issue about which the statement is made.
2. **Membership** - General Members - an individual, household, or organization who pays annual dues. Current Life Members of the Society shall be entitled to all Society rights and privileges. Paid life members and twenty-five-year honorary life members are exempt from the payment of Society dues, but they may pay dues as an option.
3. **Dues** - Dues shall be established each November by the Board of Directors and shall be paid in January of each year.
4. **Use of Funds** - No member can commit funds of the Society without the prior approval of the Board of Directors.
5. **Roles and Responsibilities**
 - A. **Officers**
 - (1) **President** - shall perform such duties as shall be ordinarily incident to the office of President; shall preside at all meetings of the Board of Directors, of the Executive Committee, and of the general membership; may call special meetings of the Executive Committee and the Board of Directors; shall recommend to the Board of Directors persons to fill vacancies on the Executive Committee and the Board of Directors; and shall act as liaison between the Society and other organizations, both public and private, including the City of Lompoc.
 - (2) **Vice-President** - shall assist the President in the discharge of his/her duties; shall be responsible for programs; and shall perform such duties as shall be ordinarily incident to the office of Vice-President.
 - (3) **Secretary** - shall keep minutes of all membership, Board of Directors meetings, and Executive Committee meetings, and shall attend to all correspondence.
 - (4) **Treasurer** - shall receive all monies due to the organization from any source whatsoever, including membership dues; shall keep correct accounts of all monies received and contributions made; shall review all routine expenditures of less than ~~\$100.00~~ (\$200.00) prior to their encumbrance; and shall pay all bills. Shall file all tax forms necessary for annual tax reporting. Shall prepare each year a full and complete statement of all the transactions of the office, showing the amounts received from any source whatsoever, the amounts disbursed and for what purpose, and the balance on hand, and shall submit the same to the Board of Directors at the last meeting of each year.
 - B. **Standing Committees**
 - (1) **Botanic** (natural plant) - shall coordinate the Society's activities at the Burton Mesa Chaparral Garden.

- (2) **Horticultural** - shall be responsible for encouraging and supporting horticultural interests in the Lompoc Valley.
- (3) **Membership** - shall encourage the expansion of the membership of the Society and shall maintain membership records.
- (4) **Education** - shall make recommendations to the Board of Directors regarding contributions to educational institutions or individuals and shall act as liaison with such organizations and individuals.
- (5) **Communications** - shall be responsible for: the compilation, publication and distribution of the Society's newsletter; keeping records of the publications (books, videos, DVDs, pamphlets, etc.) of the Society, including, but not limited to, an accounting of the numbers and making recommendations as to when and/or if additional copies will need to be made; disseminating information on the Society's programs and activities using tools that generate publicity; implementing and maintaining all strategic social media communications such as the Society's website that promote the Society and increase its visibility.

C. Members At Large

- (1) Attend board meetings and serve as full voting board members without specific responsibilities.
- (2) Can be assigned tasks, join or chair a committee.

D. Duties of the Executive Committee - The Executive Committee consists of the President, the Vice President, the Secretary, the Treasurer and the immediate past President. The Executive Committee shall:

- (1) Act for the membership in case of emergency.
- (2) Respond to crisis situations without the approval of the Board of Directors or the entire membership.
- (3) Immediately advise the ~~Publicity~~ Communications Chair of any changes in officers and/or members of the Board of Directors

E. Duties of the Board of Directors - The Board of Directors consists of the Executive Committee, the Chairs of the Standing Committees, and At-Large Representatives. The Board of Directors shall:

- (1) Fill open positions as soon as possible: appoint chairs of the Standing committees and At-Large Representatives and advise the membership of the appointees
- (2) Establish other committees as needed
- (3) Determine annual dues
- (4) Approve non-routine expenditure of less than \$100.00
- (5) Present non-routine expenditures of over \$100.00 and other actions to the membership for a vote
- (6) Fill vacancies on the Executive Committee and the Board of Directors upon the recommendation of the President

- (7) Plan activities and make recommendations to the membership regarding Society business
- (8) Appoint an Ad Hoc Nominating Committee which will present a slate of officers at the first membership meeting of the following year.
6. **Elections** - All officers, except for the immediate past president, shall be elected from the slate presented by the Ad Hoc Nominating Committee and nominations from the floor at the first membership meeting each year. No one shall be nominated to serve as President who has not been a member for at least two years and who has not served on the Board of Directors or a standing committee. The officers shall assume office at the close of the meeting at which they are elected and shall serve for one year or until the election of their successors.
7. **Vacancies** - Any vacancy other than that of past-president occurring on the Board of Directors shall be filled by appointment by action of the Board of Directors upon recommendation of the President. In the event of a vacancy in the office of President, the Vice-President shall succeed to that office.
8. **Meetings**
- A. **Executive Committee** - meetings shall be held as required. Any member of the Executive Committee may call a meeting.
 - B. **Board of Directors** - meetings shall be held quarterly within one month of and prior to the membership meetings, and at such times and places as may be determined by the President. The President may call special meetings of the Board of Directors.
 - C. **Membership** - meetings shall be held at least four times each year.
 - D. **Action Without Meeting** - Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if two-thirds of the members of the Board consent to such action via phone or electronically. Such consent shall be ratified and filed with the minutes of the proceedings of the next regularly scheduled Board meeting. Such action by consent shall have the same force and effect as a majority vote of such Directors.
9. **Quorum**
- A. **Executive Committee Meetings** - Three of the four members of the Executive Committee shall constitute a quorum.
 - B. **Board of Directors Meetings** - One-half the number of directors plus one shall constitute a quorum.
 - C. **Membership Meetings** - Those voting members present at a membership meeting of the Society shall constitute a quorum.
10. **Article Amendment to the By-laws Requirements to be exempt as an Organization described in section 501(c)(3) of the Internal Revenue Code**
- A. 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.

- B. 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 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.
- C. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.
- D. 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 federal 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.
- E. 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, 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.

Date approved by vote of the membership: September 15, 2024