# CENTRAL ARIZONA CACTUS AND SUCCULENT SOCIETY
# AMENDED AND RESTATED BYLAWS
## As adopted on January 27, 2026

These Amended and Restated Bylaws supersede and take the place of Central Arizona Cactus and Succulent Society's existing Bylaws and any amendments or restatements thereof, all pursuant to the Arizona Nonprofit Corporation Act, Sections 10-3101 through 10-11702 of the Arizona Revised Statutes ("ANCA").

## ARTICLE I
## NAME; OFFICES; AGENT

Section 1. Name. The name of this corporation is "Central Arizona Cactus and Succulent Society" (the "Society"). The character of the business is a society for the conservation, appreciation, and education of cactus and succulents.

Section 2. Registered Agent. The Society's known place of business may be the address of its statutory agent. The identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporation Act (the "ANCA").

## ARTICLE II
## USE OF FUNDS RESTRICTIONS

Section 1. Internal Revenue Code.

(a) Notwithstanding any other provision of these Bylaws, the Society shall carry on only activities permitted to a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code.

(b) No part of the net earnings of the Society shall benefit or be distributed to any of its Members or Board Members, except that the Society shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

(c) No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in any political campaign on the behalf of or opposition to any candidate for public office.

## ARTICLE III
## MEMBERS

Section 1. Qualifications. The Society's Members shall actively support the Society's goals and objectives, have other such qualifications as set forth below, and as the Board may prescribe by resolution or amendment to these Bylaws. Members shall be referred to individually as a "Member" and collectively as the "Members."

Section 2. Classes of Members: The Society shall have three (3) classes of Members as follows:

(a) Active Members. Active Members shall be any individual not delinquent in paying their dues.

(b) Lifetime Members. Lifetime Members shall be any individual having purchased a lifetime membership in the amount prescribed by the Society's Board from time to time and shall be exempted from paying dues.

(c) Honorary Lifetime Members. Honorary Lifetime Members shall be a Member who provided exemplary service and dedication to the Society, as determined by the Board from time to time. In addition to the privileges for Members, the Honorary Lifetime Members shall be exempted from paying dues.

Section 3. Dues. The Board of Directors may fix or adjust the dues and donations applicable to Active Members and Lifetime Members without amending these Bylaws. Honorary Lifetime Members shall not pay dues.

Section 4. Membership Year. The annual membership period is January 1 through December 31 irrespective of when in the calendar year dues are paid. Membership becomes active upon payment of the dues.

Section 5. Transfer of Membership. A Member may not transfer their membership or any right arising therefrom.

Section 6. Membership Privileges.

(a) Eligibility to Hold Office. Members shall be eligible to hold an office or become a Board Member within the Society after a minimum of one (1) year of membership.

(b) Voting. Each Member not delinquent in paying dues shall be entitled to vote annually for the Board Members and Officers by electronic ballot in an annual election. Board Members and Officers shall be elected to a specified position and elected by a majority of the votes cast. Records of each annual election are stored in the Society's online databases.

(c) Online Voting. The Society may allow for online voting by delivering a written ballot through an online voting system that does the following: (a) authenticates the Member's identity; (b) authenticates the validity of each electronic vote to ensure that the vote is not altered in transit; (c) transmits a receipt to each Member who casts an electronic vote; and (d) stores electronic votes for recount, inspection, and review purposes. If the Society conducts electronic voting, it must also provide a reasonable procedure by which a Member may obtain and cast a ballot through some other form of delivery including United States mail delivery. Ten percent (10%) of the Members in good standing shall constitute a quorum for online voting.

(d) Other Privileges. Members may participate in the Society's activities and various programs and access publications as may be designated by the Board from time to time.

Section 7. Termination, Suspension, or Expulsion of a Member. A Member's membership may be terminated, suspended, or a Member may be expelled by the Board of Directors upon:

(a) the Member's written resignation delivered to the Membership Chair.

(b) the death of the Member.

(c) good cause and the affirmative vote of a majority (66%) of the Board Member then in office. The Board shall provide written notice to the Member at least fifteen (15) days before the meeting where the expulsion, suspension, or termination will be voted on and the reasons, therefore. The Board shall provide the Member an opportunity to be heard, orally or in writing, at least five (5) days before the effective date of the expulsion, suspension, or termination. Any written notice that is mailed shall be sent to the last address of the Member shown on the Society's records.

(d) the dissolution of the Society.

Section 8. Reinstatement of Membership. A former Member, who was terminated, suspended, or expelled, may apply by written request to the Society's Secretary for reinstatement of his or her membership. The Board of Directors may reinstate any membership by a seventy-five percent (75%) super-majority vote of the Board Members then in office, on the terms and conditions determined by the Board from time to time.

## ARTICLE IV

## BOARD OF DIRECTORS

Section 1. General Powers. The Society shall have powers to the full extent allowed by the ANCA. The Society's affairs shall be exercised and managed by the Board directly, or if delegated, under the Board's ultimate direction. The Society's Board of Directors shall be referred to herein as the "Board" or the "Board of Directors", individually as a "Board Member", and collectively as the "Board Members."

Section 2. Board Composition. The Board of Directors is composed of the Board Members and four Officers, each elected to their specified position by the membership. Each Board Member shall be entitled to one (1) vote.

Section 3. Code of Conduct.

(a) The Board shall act in good faith and in the best interests of the Society as a whole and the membership, and shall be consistent with the Bylaws and policies of the Society at all times. Board Members shall not use personal agendas and their positions to benefit themselves, their families or their businesses.

(b) The Board shall act as a unified body. The Board Members will support the decisions of the majority of the Board regardless of the position the individual Board Member holds. No Board Member may degrade decisions of a majority of the Board, either verbally or in writing.

(c) Board Members shall maintain confidentiality of any personal information about members of the Society and shall maintain the confidentiality as deemed by the Board of all legal, contractual, financial, proprietary, personnel, and matters involving the Society.

(d) No individual member of the Board shall be authorized to speak or act on behalf of the Board unless specifically authorized to do so in writing by the Board. This includes in-person conversations and responding to emails and posting on social media for any Society matters. Each Board Member acknowledges that they are only one Board Member and will explain that to anyone asking about Board business as opposed to speaking on behalf of the Board.

Section 4. Number and Qualifications of Officers and Board Members.

(a) Number. The number on the Board of Directors shall be determined by the Board from time to time but in no event shall there be less than 9 or no more than sixteen (16). No amendment to these Bylaws shall reduce the number on the Board to less than the number required by the ANCA which at the time of adoption of these Bylaws is one (1).

(b) Qualifications. Each Board Member shall be a person of experience and good reputation in the community who will actively support the Society's goals and objectives and who is willing to contribute his or her time and effort to achieve such goals and objectives set by the Board. Board Members shall have other such qualifications as the Board may prescribe. Members need not be residents of the State of Arizona.

Section 5. Election. Board Members shall be elected by vote of the Members. Candidates receiving the highest number of votes in each election shall be elected to their designated position on the Board of Directors.

Section 6. Term of Office. The term of office for each Member-at-Large shall be two (2) years on a staggered basis, with half the Board of Directors being elected each year. The two year term spans from January 1 through two (2) years to December 31.

Section 7. Resignation. A Board Member may resign at any time from an elected position by filing a written resignation with the Society's President or Secretary. Resignation from an elected position is the relinquishing of the position, including the associated seat on the Board of Directors. Any such resignation shall take effect at the time specified therein; and the acceptance of such resignation shall not be necessary to make it effective. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. The effective date submitted by the resignee must fall within a reasonable timeframe accepted by a majority of the Board Members.

Failure of a Board Member to attend three (3) consecutive Board meetings shall be deemed as a resignation by that Board Member.

Section 8. Removal. An Officer or Board Member may be removed from office with good cause by the vote of a 66% majority of the Board whenever in its judgment is in the best interests of the Society at a regular Board meeting or at any special meeting called for that purpose.

Section 9. Vacancies. In the event a vacancy occurs in the Board from any cause, the Board may fill the position at any regular Board meeting, at any special meeting called for the purpose of electing a Board Member, or an email vote provided the position is filled by the Board for the unexpired portion of the term.

Section 10. Compensation. Officers and Board Members shall not receive compensation for serving. Board Members may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board.

## ARTICLE V

## OFFICERS

Section 1. Officers. The Society's principal officers shall be a President, Vice President(s), a Secretary, and a Treasurer, each of whom shall be elected by electronic ballot of the membership. The Board may elect assistant officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one office; provided, however, the same individual may not simultaneously hold the office of President and Secretary.

Section 2. The President. The President shall be the principal executive officer of the Society and, subject to the oversight of the Board of Directors, and shall in general supervise and control all of the Society's day-to-day business and affairs. The President shall, when present, preside at all Board meetings and all meetings of the members. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such corporate agents and committee chairs as he or she shall deem necessary, to prescribe their powers, duties, and to delegate authority to them. Such agents and committees shall hold office at the Board's discretion. The President shall be an ex officio member of all committees except for the Nomination and Election Committee. The President shall sign all deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of the Society, and shall act as operating and administrative head of the Society, subject to approval and policies established by the Board. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 3. Vice President(s). In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Executive Vice President, or if one shall not have been designated, the Vice President with longest service in that office) shall perform the President's duties, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as the Board of Directors or the President may assign from time to time to have charge and supervision of designated portions of the Society's affairs.

Section 4. The Secretary. The Secretary shall: (a) ensure that the minutes of the Board of Directors' meetings are kept in an online storage system provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the ANCA; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5. The Treasurer. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Society, and for moneys due and payable to the Society from any source, including the deposit of moneys in the name of the Society in banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws and as the Board may designate; (b) shall keep books of account, shall render financial statement to the President, Board Members, and Members as directed by the Board and required by law; (c) shall have charge of the preparation and filing of such reports, financial statements and returns as may be required by law. and (d) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and shall have the power to perform all the duties of the office to which such person is so appointed to be assistant unless restricted by the Board of Directors.

Section 7. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 8. Term of Office. Officers' terms are one year from January 1 to December 31. An officer may serve more than one year by being on the ballot for the election each year. The Officers have no limit of the number of consecutive terms they serve.

Section 9. Removal. An Officer may be removed from office for good cause and by the vote of a majority (66%) of the Board whenever in its judgment is in the best interests of the Society at a regular Board meeting or at any special meeting called for that purpose.

Section 10. Vacancies. In the event a vacancy occurs in any office from any cause, the Board may fill the position at any regular Board meeting, at any special meeting called for the purpose of electing an Officer, or an email vote provided the position is filled by the Board for the unexpired portion of the term.

Section 11. Compensation. Officers shall not receive compensation for serving but may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board.

## ARTICLE VI

## BOARD MEETINGS

Section 1. Annual Meeting. The Annual Board and Committee Meeting (the "Annual Meeting") shall be held each year at such time and place as the Board determines, for the purpose of transacting such business as may come before the meeting including reviewing the annual committee and budget plans. The Annual Meeting is a regular Board Meeting for purposes of the ANCA.

Section 2. Other Regular Meetings. In addition to the Annual Board and Committee Meeting, the Board will provide for regular or stated Board meetings, to be held at a fixed time and place, and such meetings shall be held at the stated time and place without other notice.

Section 3. Meetings by Communications Technology. Any or all Board Members may participate in regular, special meetings or in committee meetings using the telephone or any other means of communication by which all participating Board Members may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 4. Quorum. Each Board Member is entitled to one (1) vote. A majority (51%) of the number of Board Members then in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Board Members. If less than a quorum is present when a meeting is convened, a majority (51%) of the Board Members present may adjourn the meeting.

Section 5. Email Voting. For issues that cannot wait until the next Board meeting, an email vote may be taken. A quorum (51%) of the Board Members must cast a vote for the measure to pass. Abstentions are acceptable and any vote not received within the voting window will be considered an abstention.

Section 6. Order of Business. The order of business for all Board and Society meetings shall be determined by the President with input from all Board Members and Committee Chairs.

Section 7. Special Meetings. Special Board meetings may be held at any time and place for any purpose or purposes, on call of the President or Secretary, and shall be called on the email confirmation of a majority (51%) of the Board Members then in office.

Section 8. Notice. Notice of the date, time, and place of any special meeting shall be delivered to each Board Member with as much advanced notice as possible given the circumstance. The purpose of and the business to be transacted at any special Board meeting need not be specified in the notice. Notice given by email is effective when directed to an email address shown on the Society's current records.

Section 9. Board Member Deadlock. In the event the Board votes are deadlocked, but only if so required by the written request of any Board Member delivered to the President, the Board shall, within thirty (30) days after receipt of such written request, appoint a mutually agreed upon neutral mediator to aid the Board in facilitating the decision-making process. If, after appointing the mediator, the deadlock persists for a period not to exceed sixty (60) days after the original deadlock vote, the Board shall, within ten (10) days thereafter, agree upon a neutral, qualified arbitrator who shall have the delegated authority to issue a decision on the issue, and such decision shall be binding on the Society and on each Board Member.

## ARTICLE VII

## CONFLICTS OF INTEREST; CODE OF CONDUCT

Section 1. Conflict of Interest Procedure. Each Board Member shall conduct him or herself in a manner consistent with the Society's Conflict of Interest Policy as may be amended by the Board from time to time.

Section 2. Disclosure of Conflicts. Each Board Member shall annually complete and sign the Society's Annual Conflict of Interest Disclosure Statement as may be amended by the Board from time to time.

Section 3. Code of Conduct. Each member of the Society shall conduct him or herself in a manner consistent with the Society's Code of Conduct. Each Board Member also shall conduct him or herself in a manner consistent for Board Members as stated in Article IV. Section 3 in these Bylaws and the Code of Conduct for Members, as may be amended by the Board from time to time.

## ARTICLE VIII

## MANDATORY INDEMNIFICATION

The Society shall, to the fullest extent permitted or required by ANCA §§ 10-3850 to 10-3858, inclusive, including any amendments thereto, indemnify its current and former Board Members, Officers, and agents against any and all Liabilities, and advance any and all reasonable Expenses. The Society may indemnify its authorized agents and committees, acting within the scope of their duties to the same extent as Board Members or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Board Members or Officers may be entitled under any written agreement, board resolution, the ANCA, Members, or otherwise. All capitalized terms used in this section and not otherwise defined herein shall have the meaning set forth in ANCA § 10-3850.

## ARTICLE IX

## MISCELLANEOUS

Section 1. Fiscal Year. The Society's fiscal year shall end on the last day of December in each year.

Section 2. Books and Records. The Society shall keep in its electronic storage system its current Articles of Incorporation and Bylaws; annual reports; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, records of the name and address of each Board Member; and such other records as may be necessary or advisable.

(a) Ownership of Records. All records created for CACSS purposes belong to CACSS and will reside in our electronic storage system.

(b) Membership Records. A membership record is maintained by class of membership, name and address for at least three (3) years. Without the consent of the Board of Directors, no person may obtain or use a membership list or any part of the membership list for any purpose unrelated to a member's interest as a member.

(c) Email Communications. All written communications to members shall become a maintained record for at least three (3) years.

(d) Board Records. All Board annual reports delivered to the commission, meeting minutes, and records of action will be retained for at least three (3) years. Tax filings and financial records will be retained for at least seven (7) years.

(e) Annual Report. The Treasurer shall provide in the March Board meeting the annual report for Board approval to be delivered to the Arizona Corporation Commission for filing.

(f) Section 3. Corporate Acts. The President shall have authority to sign, execute and acknowledge on the Society's behalf, all deeds, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Society's regular business which shall be authorized by Board resolution. Except as otherwise provided by the ANCA or directed by the Board, the President may authorize in writing any officer or agent of the Society to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Society's Secretary is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board.

Section 4. Loans. No money shall be borrowed on the Society's behalf, and no evidence of such indebtedness shall be issued in its name unless authorized by a Board resolution. Such authority may be general or confined to specific instances.

Section 5. Deposits. All the Society's funds, not otherwise employed, shall be deposited from time to time to the Society's credit in such banks, investment firms, or other depositories as the Board may select.

## Article X

## Dissolution

Procedure to Dissolve. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by the Ninth District Court exclusively for such purposes or such organization or organizations, as the Court shall determine, which are organized and operated.

## ARTICLE XI

## AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority (66%) of the Board of Directors then in office at any regular or special meeting thereof.

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Certified a true and correct copy of the Bylaws adopted on January 27, 2026, by Central Arizona Cactus and Succulent Society.