

By-laws of the Pacific Bulb Society

ARTICLE I: NAME

This organization shall be known as the Pacific Bulb Society, hereinafter referred to as the Society.

ARTICLE II: PURPOSE

The Pacific Bulb Society is organized exclusively for educational, charitable, and scientific purposes. The Society shall work to share information concerning the botanical and horticultural properties of bulbs (bulbs, corms, tubers, and other geophytes). The Society shall provide opportunities to facilitate communication among people interested in bulbs; facilitate the exchange of geophyte plant material; and encourage educational, scientific, and conservation opportunities of these plants.

The Society is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. The Society shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary educational, charitable, and scientific purposes.

The Society shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation. In no event shall the Society engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III: ORGANIZATION

Section 1. The Society is a non-profit organization duly incorporated in the State of California as of 22 December 2014.

Section 2. The Society shall be governed by a Board of Directors, hereinafter referred to as the Board.

Section 3. Subject to limitations of the Articles of Incorporation and these By-laws, the activities of the Society shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management and activities of the Society to any person or persons, or management company, or committees however composed, provided that the activities and affairs of the Society shall be managed and all corporate powers shall be exercised under the Board's ultimate direction. Without limiting these general powers, but subject to the limitations just stated, the Board shall have the following powers in addition to the other powers enumerated in these By-laws.

- a. To select and remove all officers, agents, and employees of the Society; to prescribe qualifications, powers and duties for them that are not inconsistent with the law, the Articles or these By-laws; to fix their compensation; and to require from them security for faithful service;
- b. To conduct, manage, and control the affairs and activities of the Society and to make such rules and regulations therefore not inconsistent with law, the Articles or these By-laws, as they deem in the best interests of the Society;
- c. Participate with others in any partnership, joint venture, or other association, transaction, or arrangement of any kind whether or not such participation involves sharing or delegation of control with or to others;
- d. Adopt, amend, and repeal By-laws;
- e. Levy dues, assessments, and fees;
- f. Assume obligations, enter into contracts, incur liabilities, borrow or lend money or otherwise use its credit.

Section 4. This corporation has been formed under the California Nonprofit Public Benefit Corporation Law (the “Law”) for the educational, charitable, and scientific purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV: MEMBERSHIP & DUES

Section 1. The Society is not a “membership” organization, nor does it have members. Nothing shall limit the right of the Society to refer to persons or entities associated with it as “members,” even though those persons or entities are not members, and no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law.

Section 2. Membership in this association shall be open to all individuals in sympathy with its purposes, and to organizations and businesses when representation in the association is desired. The individual, organization, or business shall pay dues.

Section 3. The annual dues shall be as determined by the Board of Directors.

ARTICLE V: BOARD OF DIRECTORS

Section 1. The society shall be administered by a Board of Directors. The Board shall consist of members of the Society who are elected and appointed to serve as Directors on the Board.

Section 2. The Board shall determine policy, plan for activities, and manage regular business of the organization.

Section 3. The Board of Directors shall meet at least twice a year but may meet more often at the call of the President or by petition of three or more Board members.

Section 4. The Board may meet in person, or by any other conferencing method, such as teleconferencing or electronic methods that may be available. A majority of the members of the Board shall constitute a quorum for the transaction of business.

Section 5. The Board may conduct business outside regularly scheduled meetings using any method deemed suitable to the Board. If a policy decision is required outside of the normal Board meeting format, after a vote is called, the secretary shall record the results of the vote, and immediately report the results of the vote to the Board. These results shall be included in the minutes of the following Board meeting.

Section 6. Directors shall serve without compensation.

Section 7. Board meeting notices shall be distributed in a timely manner and ensure that Directors shall receive such notice no less than 48 hours in advance of the meeting.

Section 8. Meetings of the Board shall be presided over by the President or, if the President is absent, by the Vice President. The Secretary shall serve as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these By-laws, with the Articles, or with any provisions of law applicable to the Society.

Section 9. A majority of Directors then in office shall constitute a quorum for the transaction of business, except to adjourn as provided below.

Section 10. Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation, or these By-laws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 11. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

ARTICLE VI. DIRECTORS

Section 1. The Board shall be composed of between seven (7) and eleven (11) members, comprised of Elected Directors and Appointed Directors, the number to be established by Resolution.

Section 2. Elected Directors are selected through a nominating process and Appointed Directors are selected by the Board to serve in a Position of Responsibility in service to the Society.

Section 3. There is no limit on the number of terms a Director may serve on the Board.

Section 4. Elections will be held every two years in November of each odd numbered year for Elected Directors.

Section 5. A Nominating Committee appointed by the President and confirmed by the Board will propose candidates to the Board for Elected Directors.

Section 6. The Nominating Committee shall present its recommendations for Elected Directors to the full Board at least 15 days prior to the November meeting referenced in Article VI, Section 3.

Section 7. New Directors will be included in all communications of the Board immediately following their election or appointment.

Section 8. Appointed Directors will become members of the Board immediately upon confirmation of their appointment by the Board or on the date specified in the Board confirmation action.

Section 9. Directors shall be members of the organization and shall maintain full membership in the organization through their term of service.

Section 10. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors

Section 11. If a Director cannot or does not perform his or her responsibilities including attendance at Board meetings, the Board shall request that the president or vice president discuss the situation with the individual.

Section 12. The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

Section 13. The Board, by affirmative vote of a majority of the Directors then in office, may remove any Director without cause at any regular or special meeting; provided that the Director to be removed has been notified in writing in that such action would be considered at the meeting and provided a reasonable opportunity to participate in the meeting.

Section 14. Except as provided in this paragraph, any director may resign effective upon giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the corporation would then be left without a duly elected director in charge of its affairs.

Section 15. Vacancies on the Board may be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director.

Section 16. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

ARTICLE VII: OFFICERS

Section 1. The Officers shall be President, Vice President, Secretary, and Treasurer.

Section 2. Election of Officers will be held every two years in November of each odd numbered year.

Section 3. Officers shall be elected by the Board. The terms of office shall be two years with the term beginning January 1 of each even-numbered year

Section 4. The same person may hold no more than two director positions at once if one of those is an Officer position.

Section 5. Duties of Officers. In addition to the duties specified in this Article VII, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these By-laws, subject to control of the Board, and shall perform such additional duties as the Board shall from time to time assign. Specific duties of officers are:

- (a) The President shall preside at all meetings of the association, act as the chief executive officer, prepare agendas, and work with other board members to ensure that everything is working smoothly and all jobs are on schedule. The president may also sign checks in emergencies.
- (b) The Vice-President shall assist the President and act in the absence of the President.
- (c) The Secretary shall take minutes at all meetings, be responsible for correspondence as directed by the President and the Board, and maintain business files for the organization and a list of all policies approved by the Board.
- (d) The Treasurer shall be responsible for the financial records of the organization. This responsibility includes but is not limited to writing expense checks, depositing funds received, collecting fees owed, maintaining the PayPal account, maintaining a check register and preparing (or causing to be prepared) any tax or organizational forms required by the state or federal government. The treasurer will submit to the Board a year to date treasurer's report prior to each Board meeting. The treasurer shall prepare and submit an annual budget to the Board of Directors, using input from the other officers and board members where needed.

Section 6. If an officer cannot complete his/her term of office because of death, resignation, removal, disqualification, or any other cause, the President shall nominate a replacement to complete the term and the Board shall confirm that appointment.

Section 7. If an Officer cannot or does not perform his or her responsibilities including attendance at Board meetings, the Board shall request that the president or vice president discuss the situation with the individual.

Section 8. The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

Section 9. The Board, by affirmative vote of a majority of the Directors then in office, may remove any Officer without cause at any regular or special meeting; provided that the Officer to be removed has been notified in writing in that such action would be considered at the meeting and provided a reasonable opportunity to participate in the meeting.

Section 10. Any officer may resign at any time by giving written notice to the entire Board, the president, or the secretary of the Society. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE VIII. POSITIONS OF RESPONSIBILITY

Section 1. From time to time, the Board may establish by a simple majority vote positions of responsibility to serve the Society. The Board shall adopt by Resolution a description of each position, its duties and responsibilities, and whether or not it shall be an Appointed Director position on the Board.

Section 2. The President shall appoint and the Board shall confirm the appointment to these positions.

Section 3. The position shall be deemed filled immediately upon confirmation by the Board and vacated upon resignation by the designee.

Section 4. Examples of these positions include the list administrator, the bulb/seed exchange coordinator, the webmaster, the wiki administrator, and the newsletter editor.

ARTICLE IX. COMMITTEES

Section 1. The President may establish standing or special committees, approved by Resolution with the consent of the Board.

Section 2. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article V of these By-laws, concerning meetings and actions of directors, with such changes in the context of those By-laws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules not inconsistent with the provisions of these By-laws for the government of any committee.

ARTICLE X. STANDARD OF CARE

Section 1. General. A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

Section 2. Loans. This corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the California Attorney General; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3. Conflict of Interest. The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable California and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

A) Definitions:

Unless otherwise defined, the terms used in this section have the following meanings:

1. "Interested Persons" - Any director, principal officer, or member of a committee with governing Board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.
2. "Financial Interest" - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
 - (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
 - (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

B) Procedures

1. Duty To Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors, who are considering the proposed transaction or arrangement.
2. Determining Whether A Conflict Of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
3. Procedure For Addressing The Conflict Of Interest. In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the Board shall take the following actions:

(a) An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The President of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

4. Violations Of The Conflict Of Interest Policy. If the Board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. Records And Procedures. The minutes of the Board and shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

6. Annual Statements. Each director, principal officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflict of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

ARTICLE XI. INDEMNIFICATION

To the fullest extent permitted by law, this corporation shall indemnify its "agents", as described in Section 5238(a) of the Law, including its directors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding, " as that term is used in said Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 8, Section 9.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the corporation before final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

The corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the corporation, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE XII. EXECUTION OF CORPORATE INSTRUMENTS

Section 1. The Board may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by the president and by the secretary. All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 2. No loans or advances shall be contracted on behalf of the corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board. Without the express and specific authorization of the Board, no officer or other agent of the corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

Section 3. All expenditures must be documented by appropriate invoices, receipts, written estimates or explanation for request of payment.

Section 4. The Board shall adopt by Resolution a policy establishing the threshold amount at which a check will require the signature of another officer in addition to the treasurer's signature.

ARTICLE XIII. RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and By-laws. The corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and By-laws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours. If a physical office is not designated, then all Directors will have access to the most updated versions of these documents through physical or electronic means.

Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. The corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. Maintenance and Inspection of Other Corporate Records. The corporation shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the president, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his or her term of office. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Section 4. Preparation of Annual Financial Statements. The corporation shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards, under supervision of the Audit Committee established by these By-laws. The corporation shall make these financial statements available to the California Attorney

General and members of the public for inspection no later than nine (9) months after the close of the fiscal year to which the statements relate.

Section 5. Reports. The Board shall cause an annual report to be sent to all directors, within 120 days after the end of the corporation's fiscal year, containing the following information:

- (a) The assets and liabilities, including the trust funds, of this corporation at the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during - the fiscal year;
- (c) The revenues or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) The expenses or disbursements of this corporation for both general and restricted purposes during the fiscal year; and
- (e) The information required by Section 6322 of the Law concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year. The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE XIV. FISCAL YEAR

The fiscal year for this corporation shall begin on January 1 and shall end on December 31.

ARTICLE XV. CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these By-laws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these By-laws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these By-laws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

ARTICLE XVI. AMENDMENTS AND REVISIONS

Section 1. These By-laws may be adopted, amended or repealed by a 2/3s vote of the Directors.

Section 2. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting is given in accordance with these By-laws,

unless such notice is waived in accordance with these By-laws. Proposed by-law amendments must be submitted to the Board either in writing or electronically 30 days before they will be voted on to provide adequate time for discussion.

Section 3. Members will be notified of by-law changes and any substantial changes will be reported to the appropriate authorities as needed.

ARTICLE XVII: LIMITATIONS AND DISSOLUTION

Section 1. The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this corporation. On liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Upon the dissolution or winding up of the Society, its 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 corporation which is organized and operated exclusively for educational, charitable, and scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

We, the undersigned, as directed by and representing, the Pacific Bulb Society Board of Directors do adopt the foregoing Bylaws, consisting of thirteen pages, as the Bylaws of this 501(c)3 corporation.

ADOPTED AND APPROVED by the Board of Directors on this ^{15th} --- day of April, 2023*.

Robin L. Hansen
Robin L. Hansen, President – Pacific Bulb Society, Inc.

Emil Friend
ATTEST: Emil Friend, Secretary – Pacific Bulb Society, Inc.

*Postdated due to loss of original dated and adopted by Pacific Society Board, Inc. November 12, 2019.