

**BYLAWS OF THE SAN FRANCISCO ORCHID SOCIETY**  
**March 11, 2012**

**ARTICLE I - GENERAL PROVISIONS**

- Section 1. The name of this corporation is San Francisco Orchid Society, Inc., abbreviated SFOS.
- Section 2. The principal office for the transaction of the activities and affairs of the corporation is located at the San Francisco County Fair Building, Golden Gate Park, 9th Avenue & Lincoln Way, in the City and County of San Francisco, California. The Board of Directors (Board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.
- Section 3. This corporation is organized and operated exclusively for scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.
- Section 4. Within the context of the general purposes stated above, this corporation shall promote the conservation, preservation of habitat, dissemination of knowledge, information and instruction concerning the culture of orchids, their hybridization, display, arrangement, and exhibition, and related subjects by oral exchange, in writing, by publication, by exhibition, advertisements and any other medium or method, and to promote the exchange of information and research regarding all aspects of orchid culture not only for the education and benefit of the members of the corporation but for all members of the public who are interested in orchids and their culture, hybridization, display, arrangement, and exhibition.
- Section 5. In furtherance of the above purposes, the corporation shall have the power to do all other acts necessary or expedient for the administration of the affairs and attainment of the foregoing purposes of the corporation and to exercise all of the powers granted to non profit corporations organized under the above cited code provisions. The foregoing clauses defining the purposes for which this corporation is formed shall be construed both as objects and powers and the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the powers of this corporation.

## **ARTICLE II – MEMBERSHIP**

- Section 1. Any person, organization, or firm interested in orchids shall be eligible for membership in this corporation.
- Section 2. Membership in this corporation shall be granted to any eligible person or entity filing with the Secretary an application for membership together with the payment of dues.
- Section 3. Members shall have the right to vote, as set forth in these bylaws, on the election of directors and officers, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation and on the disposition of all or substantially all of the corporation's assets. Members in good standing shall be entitled to be nominated, and to serve if elected or appointed to any position, and to participate in all activities of the Society, provided that the member's dues are paid for the current year. In addition, members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.
- Section 4. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, members, or individuals.

## **ARTICLE III – DUES**

- Section 1. Dues for the calendar year shall be payable annually in advance on January 1 in an amount as shall be set by the Board of Directors.
- Section 2. In their first calendar year of membership, new members joining prior to July 1 shall be subject to dues for the entire calendar year; new members joining subsequently to June 30 shall be subject to dues for that year in an amount equal to one-half of the full annual dues.
- Section 3. Those members who have paid the required dues in accordance with these bylaws and who are not suspended shall be members in good standing.
- Section 4. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution of an entity.
- Section 5. The Board may provide for life memberships and set the dues thereof at its discretion.

## **ARTICLE IV - TERMINATION AND SUSPENSION OF MEMBERSHIP**

- Section 1. A membership shall terminate on the occurrence of any of the following events:
- a. Resignation of the member. Any member may resign at any time. No cancellation or refund of dues shall be made to any member who may resign.
  - b. Expiration of the period of membership.
  - c. Failure of the member to pay dues as set by the Board within 30 days after they become due and payable.
- Section 2. A member may be expelled or suspended pursuant to the provisions of Article IV, Section 3 of these bylaws, based on the good faith determination by the Board that

the member has failed to observe the rules of conduct of the corporation or has engaged in conduct materially and seriously detrimental to the purposes and interests of the corporation.

- Section 3. If grounds appear to exist for expulsion or suspension of a member under Sections 1 and 2 of this article, the procedure set forth below shall be followed:
- a. The member shall be given 15 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown in the corporation's records.
  - b. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board.
  - c. Following the hearing, the Board shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, by a vote of at least six members, shall be final.
  - d. Any action challenging an expulsion or suspension of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion or suspension.

## **ARTICLE V – MEETINGS**

- Section 1. Regular monthly meetings of SFOS members shall be held at such time and place as shall be designated by the Board. No business requiring a vote by members shall be transacted at a meeting unless members have been notified in the newsletter or in writing in advance of the proposed business to be transacted at the meeting.
- Section 2. The Election Meeting of the corporation shall be held in May of each year at such time and place in the City and County of San Francisco as shall be designated by the Board. The Election Meeting shall be held in conjunction with the regular meeting.
- Section 3. Notice of business to be transacted at the next regular monthly meeting may be given by the Board or by the President or by 10 percent or more of the membership.
- Section 4. Notice of the Election Meeting, each regular monthly meeting, and any other meetings shall be prepared and mailed by the Secretary or designated assistants to each member at his or her last known address at least ten but no more than 60 days prior to the date of such meeting. The notice shall state the date, time, and place of such meeting. The notice of any special meeting shall also state the purpose of such special meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at any meeting.
- Section 5. An affidavit of the mailing of any notice of any members' meeting may be executed by the secretary, assistant secretary, or any agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

- Section 6. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
- a. Removing a director without cause.
  - b. Filling vacancies on the Board.
  - c. Amending the articles of incorporation.
  - d. Electing to wind up and dissolve the corporation
- Section 7. At any members' meeting of the SFOS, fifty members shall constitute a quorum for the transaction of business.
- Section 8. Subject to Section 7 of this Article, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.
- Section 9. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

## **ARTICLE VI – VOTING**

- Section 1. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall be members in good standing as of the date of the commencement of the meeting.
- Section 2. Voting may be by voice or ballot.
- Section 3. Members holding individual, organization, and business memberships shall be entitled to cast one vote on each matter submitted to a vote of the members. Household memberships of more than one individual shall be entitled to cast a total of two votes on each matter submitted to a vote of the members.
- Section 4. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law or by the articles of incorporation.
- Section 5. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each member entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting.

The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters in Section 6 of Article V of these bylaws the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 7. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing.

## **ARTICLE VII – OFFICERS**

- Section 1. The Officers of this Society shall be:
- a. A President, Vice President, Chief Financial Officer, and Secretary, all of whom shall be elected by the members annually.
  - b. Such other Officers as may be deemed necessary by the Board of Directors, which Officers shall be appointed by the President.

## **ARTICLE VIII - BOARD OF DIRECTORS**

- Section 1. There shall be a Board of Directors consisting of eleven members selected as follows:
- a. The President, the Vice President, the Chief Financial Officer, The Show Chair, the Membership Chair, and the Secretary as ex-officio Directors.
  - b. The most recent ex-President consenting to serve as a non-elective Director.
  - c. Four Directors other than the aforementioned Officers and ex-President, who shall be elected by the members annually.

Section 2. Full authority necessary for the operation of the Society and the management of its affairs and activities shall be vested in the Board of Directors.

Section 3. The Board of Directors shall meet monthly at a time and place designated by the President. At such meetings a majority of the actual number of filled positions on the Board of Directors shall constitute a quorum.

Section 4. At their May meeting the retiring Board of Directors shall meet with the newly elected Board of Directors to ensure an orderly transition of duties.

Section 5. Any Officer or Director may be removed from office by a vote of five members of the Board of Directors to do so when, in their judgment, such Officer or Director shall have failed to perform duties adequately or shall have become unable to do so.

- Section 6. The Board shall adopt a budget for the coming fiscal year not later than its May meeting.
- Section 7. Without the approval of the members, the Board may not adopt, amend, or repeal any bylaws that would:
- a. Increase or extend the term of any Director.
  - b. Allow any Director to hold office by designation or selection rather than by election of the members.
  - c. Increase the quorum for members' meetings.

## **ARTICLE IX - DUTIES OF OFFICERS**

- Section 1. The President shall be the chief executive Officer of this Society, shall preside at all meetings of the Society and of the Board of Directors, shall appoint and be an ex-officio member of all Committees, shall approve all bills before payment, and shall exercise general supervision over the affairs and activities of the Society.
- Section 2. The Vice President shall assume the duties of the President during the absence of that Officer, and shall perform other duties as may be requested by the Board of Directors.
- Section 3. The Secretary shall attend to the following:
- a. Book of minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all business meetings and actions of the SFOS and its Board of Directors.
  - b. Notices and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the members of the Board of Directors required by the bylaws to be given. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.
- Section 4. Chief Financial Officer. The Chief Financial Officer shall attend to the following:
- a. Books of account. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including monthly accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, fund balances, and other matters customarily included in financial statements. The books of account shall be open to inspection by any member upon reasonable notice.
  - b. Deposit and disbursement of money and valuables. The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the President and Directors, at each Board meeting, an account of all his or her transactions as Chief Financial Officer and of the financial condition of the corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.
  - c. Bond. If required by the Board of Directors, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties

specified by the Board for faithful performance of the duties of his or her office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, or removal from office. Should such bond be required, the corporation shall bear the cost of obtaining such bond from a bonding agency.

- d. Budget. The Chief Financial Officer shall submit to the Board for its approval a proposed budget for the coming fiscal year not later than the April Board meeting.

Section 5. Membership Chairperson. The Membership Chairperson shall keep, or cause to be kept, at such place as determined by resolution of the Board of Directors, a record of the corporation's members, showing the names of all members, their addresses, and the class of membership held by each.

Section 6. The Show Chairperson(s), under the general and budgetary supervision of the Board of Directors, shall plan and mount an annual public educational show of orchids and related items that emphasize the culture, botany, display and use, and the breeding and horticulture of orchids. This shall include the selection of assistants, preparation of a budget and show schedule, arrangement of physical facilities and security, and cleanup after the show. To this end the Show Chairperson(s) shall appoint such subcommittees as may be necessary.

Section 7. Other Officers who may be appointed shall perform such duties as may be directed by the Board of Directors.

Section 8. Any tax returns, financial statements, affidavits, or other documents required by law shall be prepared, executed, and filed by the Officers specified by law.

Section 9. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable

#### **ARTICLE X - MAINTENANCE OF CORPORATE RECORDS**

- Section 1. The corporation shall keep:
- a. Adequate and correct books of records of account.
  - b. Written minutes of proceedings of its members, Board, and committees of the Board or membership.
  - c. A record of each member's name, address, and class of membership.

Section 2. The corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during normal business hours.

#### **ARTICLE XI – ELECTIONS**

Section 1. Nomination by Committee: The chair of the Board, or the President if there is no chair, shall appoint a committee to select qualified candidates to the Board at least

120 days before the date of any election of directors. The Nominating Committee shall make its report at least 90 days before the date of the election, and the Secretary shall forward to each member, with the notice of the meeting required by these bylaws, a list of all candidates nominated by the committee under this section.

- Section 2. Solicitation of Votes: The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.
- Section 3. Use of Corporate Funds: No corporate funds may be expended to support a nominee for Director after more people have been nominated for Director than can be elected.
- Section 4. In the notice of the Election Meeting of the Society, which will be held in May, the Secretary shall include the names of the nominees with the respective names of the positions for which they have been nominated, specifying these to be the nominees of the Nominating Committee. The Nominating Committee's designation of the most recent ex-President willing and able to serve as a non-elected director shall also be included in the notice.
- Section 5. The Election Meeting:
- a. Election of Officers: At the Election Meeting the Nominating Committee shall read its report, after which nominations shall be open for additional nominations for President, Vice President, Secretary, Chief Financial Officer and the four directorships. After nominations have been closed, a separate written ballot shall be taken to fill each of these offices, or, if there is no objection, vote may be taken by a show of hands for each office or for the entire slate. A majority of votes cast shall elect.
  - b. Other Nominations: At the Election Meeting nominations will be accepted from the floor prior to the voting. Any member present at the meeting in person or by proxy may place names in nomination. It is the responsibility of the Officer presiding at the meeting to ensure that the individual making such floor nomination is a voting member in good standing and that the proposed nominee is a qualified candidate.
- Section 6. The elected Officers and Directors shall serve for a term of one year, commencing with their installation at the June meeting of the Society and ending with the installation of their successors.
- Section 7. Appointed Officers shall serve from the date of their appointment until their successors have been appointed, at which time they shall promptly deliver to their successors all Society records and properties that have been in their possession or custody.
- Section 8. No President, Vice President, Secretary, Chief Financial Officer or Director shall serve in the same capacity for more than five consecutive terms.
- Section 9. Vacancies occurring in any Office or Directorship shall be filled for the unexpired term through appointment by the Board of Directors.



## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

Section 1. Where no specification has been made to the contrary in these bylaws of this Society, the parliamentary authority shall be Robert's "Rules of Order," latest edition.

## **ARTICLE XIII - AMENDMENTS**

Section 1. Any proposed amendment to the bylaws must be submitted in writing to the Board of Directors and signed by no less than 15 members of this Society. Such a proposed amendment must be presented to be read at a regular monthly meeting of this Society.

Section 2. Within 25 days after such presentation of a proposed amendment, the Secretary shall mail to each member at his last known address notification of the proposed amendment.

Section 3. At the next regular monthly meeting of this Society following presentation of the proposed amendment, it shall be read prior to the taking of a vote thereon. The proposed amendment shall be adopted if approved by ballot, or, if there is no objection, by a show of hands by two-thirds of the members present and voting.

## **ARTICLE XIV - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

Section 1. Definitions: For the purpose of this Article:

- A. "Agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation.
- b. "Proceedings" means any threatened, pending, or contemplated action or proceeding, whether civil, criminal, administrative or investigative.
- C. "Expenses" includes, without limitation, all attorney's fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his or her position or relationship as agent and all attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. Successful defense by agent: To the extent that an agent of this corporation has been successful on the merits in the defense of any proceedings referred to in this Article or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 3. Actions brought by person other than the SFOS: Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action brought by or in the right of this corporation to procure a judgment in its favor, or an action brought by the Attorney General or a person granted relator

status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. Action brought by or on behalf of the corporation:

- a. Claims settled out of court: If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceedings, unless it is settled with the approval of the Attorney General.
- b. Claims and suits awarded against agent: This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
  - i. The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and
  - ii. Upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. Determination of agent's good faith conduct: The indemnification granted to an agent in Section 3 and 4 above is conditioned on the following:

- a. Required standard of conduct: The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of this corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.
- b. Manner of Determination of Good-Faith Conduct and Approval of Indemnity: On written request to the Board by any person seeking indemnification under Section 5238 (b) or Section 5238 (c) of the California Corporations Code, the Board shall promptly determine under Section 5238 (e) whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met, and if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents formation of a quorum of Directors who are not parties to the proceeding, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether the applicable standard of conduct set forth in

Section 5238 (b) and Section 5238 (c) has been met, and if so, the members present at the meeting in person or by proxy shall authorize indemnification.

- Section 6. Limitations: No indemnification or advance shall be made under this Article, except as provided in Sections 3 and 4 in any circumstance when it appears:
- a. That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts paid, which prohibits or otherwise limits indemnification; or
  - b. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Advance of expenses. Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this article.

Section 8. Contractual rights of non-Directors and non-Officers. Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and Officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law, on behalf of its Officers, Directors, employees, and other agents and against any liability except self-dealing asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officers, Directors, employee's, or agent's status as such, whether or not the corporation would have the power to indemnify the agent against that liability under the provisions of this article.

#### **ARTICLE XV: DISSOLUTION OF THE CORPORATION**

Section 1. On the winding up and dissolution of the corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of the corporation shall be distributed to such organizations organized and operated exclusively for the scientific and educational purpose of disseminating information about the culture of orchids, their habitat, their hybridization, display, arrangement, exhibition, and related subjects, which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U. S. internal revenue law, and which has established its tax-exempt status under Section 23701 (d) of the California Revenue & Taxation Code, or the corresponding section of any future California revenue and taxation code.

Section 2. The designation in this Article XV is irrevocable.

#### **CERTIFICATION:**

I certify that I am the duly appointed and acting Secretary of the San Francisco Orchid Society, a California public benefit non-profit corporation, that the above bylaws, consisting of 12 pages, are the bylaws of this corporation as adopted by the members on October 15, 1996, amended on February 3, 2009, and on January 3, 2012, that they have not been amended or modified again since that date.

Original signed by Kay Klumb  
Executed on March 11, 2012, at San Francisco, California