

**BYLAWS
OF
EPIPHYLLUM SOCIETY OF AMERICA.
a California nonprofit public benefit corporation**

**ARTICLE I
NAME**

Section 1. NAME. The name of this Corporation is EPIPHYLLUM SOCIETY OF AMERICA. (“*Corporation*”).

**ARTICLE II
OFFICE**

Section 1. PRINCIPAL OFFICE. The principal office for the transaction of the activities and affairs of this Corporation (“*Principal Executive Office*”) is located at 13674 Geranium Street, Chino California 91710-5080. The Board of Directors may change the Principal Executive Office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 2. SUBORDINATE OFFICES. The Board of Directors may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

**ARTICLE III
OBJECTIVES AND PURPOSES**

Section 1. SPECIFIC PURPOSE. The specific purposes of the Epiphyllum Society of America are to promote interest, education, and cultivation of epiphytic cactus species and hybrids; conduct exhibitions and promote exchange of ideas and encourage correct nomenclature usage and perform duties of the International Registration Authority.

Section 2. EXEMPT PURPOSE. This Corporation is organized and will be operated exclusively for charitable purposes within the meaning of Internal Revenue Code Section 501(c)(3) or the corresponding provisions of any later federal tax laws. This Corporation shall not be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to any members thereof or to any private shareholder, as defined in Internal Revenue Code Section 501(c)(3). 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 this Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or the corresponding provisions of any later federal tax laws, or (b) by a corporation, contributions to which are deductible under Internal Revenue Code Section 170(c)(2) or the corresponding provisions of any later federal tax laws.

**ARTICLE IV
NONPARTISAN ACTIVITIES**

Section 1. NONPARTISAN CORPORATION. This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit, and nonpartisan. No substantial part of the activities of this Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and this Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. This Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

**ARTICLE V
DEDICATION OF ASSETS**

Section 1. DEDICATION. The properties and assets of this 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 director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

**ARTICLE VI
MEMBERS**

Section 1. MEMBERS. Membership is open to all who are interested in the culture and propagation of epiphytic cactus species and their hybrids. The Society and its members shall not discriminate against any individuals for reasons of race, national origin, color, religion, gender, age, veteran status, sexual orientation, or ability status; with the exception of voting privileges and office holding, which are reserved for residents of the United States of America.

**ARTICLE VII
DIRECTORS**

Section 1. DIRECTORS' POWERS. The Board of Directors shall have the following powers:

(a) General Corporate Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of this Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific Powers. Without prejudice to these general powers, and subject to these same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of this Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.

(ii) Change the Principal Executive Office in the State of California from one location to another; cause this Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; designate any place within or outside the State of California for the holding of any meetings, including annual meetings and special meetings; determine the method of nomination of directors; and elect directors.

(iii) Adopt, make and use a corporate seal; and alter the form of the seal and certificate.

(iv) Borrow money and incur indebtedness on behalf of this Corporation and cause to be executed and delivered for this Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2. NUMBER OF DIRECTORS. The Board of Directors shall consist of at least three (3) but no more than eight (8) directors unless changed by amendment of these Bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors. Until changed by the Board of Directors by resolution, the initial number of directors shall be eight (8). Directors elected in accordance with Article VII hereof shall constitute the "**Board of Directors.**"

Section 3. ELECTION AND TERM OF OFFICE OF DIRECTORS. The original Incorporator shall appoint three (3) to eight (8) directors to serve initial one (1)-year terms. Thereafter, directors shall be elected at a special meeting held for that purpose. With the approval of the Board of Directors, directors may serve additional, consecutive one (1)-year terms. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Election shall be by a majority of the directors then in office.

Section 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No more than forty-nine percent (49%) of the persons serving on the Board of Directors may be "interested persons." An interested person is (1) any person compensated by this Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this section will not affect the validity or enforceability of transactions entered into by this Corporation.

Section 5. VACANCIES.

(a) Events Causing Vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:

(i) The death, resignation, or removal of any director;

(ii) The increase of the authorized number of directors; or

(iii) The declaration of resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by a order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 and following of the California Nonprofit Corporation Law.

(b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the Chair of the Board of Directors or the Secretary, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No director may resign when this Corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(d) Removal. Any director may be removed, with or without cause, by the vote of majority of the Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as required herein. Any vacancy caused by removal of a director shall be filled as provided in Section 3 of this Article. Any director who does not attend three (3) successive board meetings will automatically be removed from the Board of Directors without board resolution unless:

(i) The director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting. If such leave is granted, the number of directors will be reduced by one in determining whether a quorum is or is not present;

(ii) The director suffers from an illness or disability which prevents him or her from attending meetings and the Board of Directors by resolution waives the automatic removal procedure of this subsection; or

(iii) The Board of Directors by resolution of the majority agrees to reinstate the director who has missed three (3) meetings.

Section 6. PLACE OF MEETINGS; MEETINGS BY TELEPHONE. Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, regular meetings shall be held at the Principal Executive Office of this Corporation. Special meetings of the Board of Directors shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the Principal Executive Office of this Corporation. Notwithstanding the above provisions of this Section 6 of this Article VII, a regular or special meeting of the Board of Directors may be held at any place before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference, by telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 7. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least once each year at the time and place fixed by the directors.

Section 8. SPECIAL MEETINGS.

(a) Authority to Call. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board of Directors, the Vice Chair of the Board of Directors, the Secretary or any two (2) directors.

(b) Notice.

(i) Manner of Giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery; (b) by first-class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by electronic mail or fax if the director provides an electronic mail address or fax number.

(ii) Time Requirements. Notices sent by first-class mail should be deposited into a United States mail box at least five (5) days before the time set for the meeting. Notices given by personal delivery, telephone, electronic mail, or fax should be delivered, telephoned, or transmitted at least forty-eight (48) hours before the time set for the meeting.

(iii) Notice Contents. The notice shall state the time and place for the meeting. In the notice of any Special Board Meeting, the nature of the business or proposed act shall be stated. No business shall be transacted at such Special Meeting unless so stated in the notice.

Section 9. QUORUM. A majority of the directors then holding office shall constitute a quorum, except to adjourn as provided in Section 11 of this Article VII. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the

California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Each member of the Board of Directors shall be entitled to cast one vote on any motion or resolution presented.

Section 10. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with this Corporation's records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

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

Section 12. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case written notice of the time and place shall be given before the time of the adjourned meeting to the directors who were present at the time of the adjournment.

Section 13. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent in writing to that action. Such written consent may be provided in the form of electronic communication as permitted by Sections 5079 of the California Nonprofit Corporation Law, including, but not limited to written consent via electronic mail. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 14. FEES AND COMPENSATION OF DIRECTORS. Directors shall receive no compensation for their services as directors. The Board of Directors may, by a two-thirds (2/3) affirmative vote, authorize the reimbursement of any director who has incurred an expense on behalf of this Corporation.

ARTICLE VIII COMMITTEES

Section 1. COMMITTEES OF DIRECTORS. The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board of Directors. Any committee, to the extent provided in the resolution of the Board of Directors, shall have all the authority of the Board of Directors, except that no committee, regardless of the Board of Directors' resolution, may:

- (a) Take any final action on matters which, under the Nonprofit Corporation Law of California, also requires approval of the Board of Directors;
- (b) Fill vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors;
- (c) Fix compensation of the Board of Directors for serving on the Board of Directors or on any committee;
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (f) Appoint any other committees of the Board of Directors or the members of these committees; and
- (g) Approve any transaction (1) to which this Corporation is a party and one (1) or more directors have a material financial interest; or (2) between this Corporation and one (1) or more of its directors or between this Corporation or any person in which one (1) or more of its directors have a material financial interest.

Section 2. MEETINGS AND ACTION OF COMMITTEES. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article VII of these Bylaws, concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. 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 of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE IX OFFICERS

Section 1. OFFICERS. The officers of this Corporation shall be Chair of the Board of Directors (who will also serve as President and Chief Executive Officer) Secretary, and Chief Financial Officer/Treasurer. This Corporation may also have, at the discretion of the Board of Directors, one (1) or more vice presidents, one (1) or more assistant secretaries, one (1) or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IX. Any number of offices may be held by the same person, except that the Secretary or Chief Financial Officer/Treasurer may not serve concurrently as the Chair.

Section 2. ELECTION OF OFFICERS. The officers of this Corporation, except those appointed in accordance with the provisions of Section 3 of this Article IX, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

Section 3. SUBORDINATE OFFICERS. The Board of Directors may appoint, and may authorize the Chair, or another officer, to appoint any other officers that the business of this Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

Section 4. REMOVAL OF OFFICERS. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board of Directors, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 5. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this Corporation under any contract to which the officer is a party.

Section 6. VACANCIES IN OFFICES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

Section 7. RESPONSIBILITIES OF OFFICERS.

(a) Chair. The Chair of the Board of Directors shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and officers of this Corporation. The Chair shall preside at all meetings of the Board of Directors. The Chair shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

(b) Secretary. The Secretary shall attend to the following:

(i) 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 meetings and actions of directors and committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meeting, and the proceedings of such meetings.

(ii) Notice, Seal, and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given. The Secretary shall keep the seal of this Corporation, if any, in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(c) Chief Financial Officer/Treasurer. The Chief Financial Officer/Treasurer shall attend to the following:

(i) Books of Account. The Chief Financial Officer/Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of this Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The book of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables. The Chief Financial Officer/Treasurer shall deposit all money and other valuables in the name and to the credit of this Corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of this Corporation as may be ordered by the Board of Directors; shall render to the Chair and the directors, whenever they request it, an account of all his transactions as Chief Financial Officer and of the financial condition of this Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(iii) Bond. If required by the Board of Directors, the Chief Financial Officer/Treasurer shall give this Corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of that office and for restoration to this Corporation of all its books, papers, vouchers, money, and other property of every kind in the possession of the Chief Financial Officer/Treasurer or under the control of the

Chief Financial Officer/Treasurer on the Chief Financial Officer/Treasurer's death, resignation, retirement, or removal from office.

ARTICLE X
**INDEMNIFICATION OF DIRECTORS,
OFFICERS, EMPLOYEES, AND OTHER AGENTS**

Section 1. INDEMNIFICATION. This Corporation shall, to the maximum extent permitted by California law, have power to indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonable incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of this Corporation, and shall have power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by the law. For purposes of this Article, an "agent" of this Corporation includes 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 Corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a Corporation which was a predecessor corporation of this Corporation or of another enterprise serving at the request of such predecessor corporation.

ARTICLE XI
RECORDS AND REPORTS

Section 1. MAINTENANCE OF CORPORATE RECORDS. This Corporation shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Minutes in written form of the proceedings of its Board of Directors, and committees of the Board of Directors.

All such records shall be kept at this Corporation's Principal Executive Office.

Section 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. This Corporation shall keep at its Principal Executive Office the original or a copy of the Articles and Bylaws, as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 3. INSPECTION BY DIRECTORS. 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 this Corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 4. ANNUAL REPORT. Not less than one hundred and twenty (120) days after the close of this Corporation's fiscal year, the Board of Directors shall cause an annual

report to be prepared. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year; and (2) any information concerning certain transactions and indemnifications required by Corporations Code section 6322. The annual report shall be accompanied by any report thereon of independent accountants, or if there is not such a report, the certificate of any authorized officer of this Corporation that such statements were prepared without audit from the books and records of this Corporation.

ARTICLE XII CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the “*California Nonprofit Corporation Law*” (i.e., California Corporations Code section 5000 et seq.) shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both this Corporation and a natural person.

ARTICLE XIII AMENDMENTS

The Board of Directors may adopt, amend, or repeal Bylaws.

If any provision of these Bylaws requires the vote of a larger proportion of the directors than otherwise required by law, such provisions may not be altered, amended, or repealed except by vote of such larger number of directors.

[*end of Bylaws*]

CERTIFICATE OF SECRETARY

I, Mary Beardsley the undersigned, certify that I am the presently elected and acting Secretary of Epiphyllum Society of America, a California nonprofit public benefit corporation, and the above Bylaws, consisting of eleven (11) pages, are the Bylaws of this Corporation as adopted at a meeting of the Board of Directors held on April ____, 2014.

DATED: April ____, 2014

Mary Beardsley, Secretary