

**By-Laws
Of
The Orchid Society of Southern California**

ARTICLE I

NAME

The name of this organization shall be the Orchid Society of Southern California, Incorporated, hereinafter called the Society.

ARTICLE II

PURPOSE

The purpose of the Society shall be to foster and encourage the education of its members with respect to the culture, growing, hybridization, preservation and perpetuation of native and hybrid orchids of every variety.

ARTICLE III

MEMBERSHIP

Section 1.

The Society shall have a membership consisting of those persons, whether citizens of the United States or of any foreign countries who have shown a special interest in orchids by work, studies, writing, or otherwise, and who have applied for membership, and who have paid their annual dues and have been accepted as members by the Board of Directors.

Section 2. Obligations of Membership

Members shall pay annual dues in the amount designated by the Board of Directors at its October meeting. This payment shall cover all members of one household. The one year term of membership shall coincide with the calendar year so that renewal of membership will be necessary on January 1st. Those people applying for membership after November 1st shall have a term of membership that includes the following year; they will not be asked to renew in January. Members joining on or after July 1st but before November 1st will pay one half of the annual dues payment.

Section 3. Honorary Membership; The Golden Circle Honorary Board

Honorary Membership may be granted to members who have demonstrated extraordinary dedication to the aims and success of the Society over an extended period of time. The Board of Directors may recognize such outstanding service with a two-thirds vote. The Honoree becomes a member of the Golden Circle Honorary Board. Honorees are not required to pay dues and shall be entitled to all the rights of a regular member and shall receive the Society's newsletter. Honorees shall be invited to attend Board Meetings when space permits and shall receive the Minutes from Board Meetings. Furthermore, members of the Golden Circle Honorary Board are encouraged to offer advice and direction to the Executive Committee at all times.

ARTICLE IV

OFFICERS

Section 1. Personnel

The Officers of the Society shall be a President, First Vice-President, Second Vice-President, Recording Secretary, Membership Secretary, and a Treasurer.

Section 2. Nomination and Election

The Officers shall be elected and installed at the December General Meeting. No officer shall be elected to the same office for more than two (2) consecutive terms which are equal to a total of four years.

The Nominating Committee shall prepare a slate of candidates nominating one person for each office. At the regular October General Meeting the slate shall be read to the membership. The slate of proposed officers shall be published in the November Bulletin of the Society. The slate shall again be read at the November General Meeting of the Society at which time nominations may be made from the floor if the nominator has the consent of the nominee, in writing if nominee is absent. Election shall be held at the December General Meeting. The slate and additional nominees shall be read. Officers may be elected by the adoption of the slate presented by the Nominating Committee. If there is more than one candidate for an office, election shall be by ballot and a plurality shall elect.

Section 3. Term of Office

The term of office shall be two administrative years which shall be from the election and installation at the December General Meeting through the election and installation at the December General Meeting two years later.

Section 4. Duties

A. President. The President shall preside at all meetings of the Society, Executive Committee, and Board of Directors. The President shall sign with the Recording Secretary all contracts and obligations authorized by the Society or Board of Directors.

The President shall be an ex-officio non-voting member of all committees of the Society, except nominating.

B. First Vice-President. The First Vice-President shall assume the duties of the office in the absence of the President. The primary responsibility of the First Vice-President is to arrange the programs of the Society.

C. Second Vice-President. The Second Vice-President shall assume the duties of the office in the absence of the First Vice-President and that of the President following the First-Vice President. The primary responsibility of the Second Vice-President is to plan and supervise specified activities of the Society.

D. Recording Secretary. The Recording Secretary shall keep all records and minutes of the Society, except membership and financial records. The Secretary shall be the custodian of the corporate seal and sign with the President all contracts and obligations authorized by the Board of Directors.

E. Membership Secretary. The Membership Secretary shall receive all applications for membership and refer the same to the Board of Directors; notify all members regarding payment of dues; shall collect dues and submit to the Treasurer the money and a list of paid members.

The Membership Secretary shall maintain a record of all active members and cause to be printed a roster of active members. Said roster may contain other authorized material and shall be made available to the membership.

F. Treasurer. The Treasurer shall be the custodian of the funds of the Society and shall be responsible for accounting of all monies. A financial statement shall be presented in writing at the meetings of the Board of Directors. The Treasurer shall authorize payments in accordance with the Budget of the Society. The Treasurer shall sign all checks of the Society and with an officer designated by the Board of Directors, shall conduct such other business as may be necessary. A budget for the administrative year, such year beginning on January 1, shall be presented for review and approval to the Board of Directors at its second quarterly meeting (April).

The financial records of the Society shall be submitted for examination by an Audit Committee appointed by the President at the October Board Meeting. The report of the Audit Committee shall be made at the December meeting.

Section 5. Vacancies

A vacancy in any office shall be filled by the Board of Directors from a slate submitted by the Nominating Committee.

ARTICLE V

MEETINGS

The Annual meeting shall be held on the second Monday in the month of December. General Meetings shall be held on the second Monday of each month at a place designated by the Board of Directors except that the Annual Awards Banquet may be held on a different day and stand in lieu of that month's General Meeting. The same exception applies to the annual, summer Barbecue/Picnic.

ARTICLE VI

EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers. They shall have the power of the Board of Directors between meetings. The actions of the Executive Committee must be submitted for ratification or repudiation by the Board of Directors at its next meeting. Three (3) Officers shall constitute a Quorum.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Personnel

The Board of Directors shall consist of the Officers of the Society, the duly elected Directors, Committee Chairs, and those designated at the Board of Directors meeting in January. Committee Chairs may include Librarian, Bulletin Editor, Publicity Chair, Hospitality Chair, and Ribbon Judging Chair. The Chairs shall be elected every two years in the same manner and at the same time as the election of Officers is held. Chairs may keep their positions indefinitely.

Section 2. Powers

The Board of Directors shall have general charge and control of the affairs and funds of the Society. It shall be responsible for the programs and activities instituted by or sponsored by the Society.

Section 3. Meetings

The Board of Directors shall hold regular quarterly meetings: January, April, July, and October. Notice of these meetings shall be in writing or by phone call to all members prior to the meeting. Any Officer or Director who fails to attend two (2) consecutive regular meetings of the Board of Directors may be replaced at the discretion of the Board of Directors.

Section 4. Quorum

A majority of the membership of the Board of Directors shall constitute a quorum. If a quorum is not present, the meeting shall be adjourned for a period not to exceed fifteen (15) days.

Section 5. Vacancies

Vacancies on the Board of Directors may be filled by the President with the approval of the Executive Committee. Persons so appointed shall serve until the expiration of the original term.

ARTICLE VIII

NOMINATING COMMITTEE

The Nominating Committee shall include five (5) members, two of whom shall be members of the Board of Directors and three (3) from the membership. Two alternates will also serve. At the first meeting of the Committee, the members will elect a chair.

The Board of Directors will elect the Nominating Committee at or before its meeting in July.

All nominations shall have prior consent of the candidate.

ARTICLE IX

DIRECTORS

The number of Directors of the Society may be increased or decreased by the adoption of an amendment to the By-Laws.

Elected Directors shall number nine (9) and shall serve for a term of three (3) years. A minimum of one (1) year must have passed before a person having served a term as Director is again eligible for nomination for the Office of Director. Three (3) Directors shall be elected each year in the same manner as the election of Officers is held.

ARTICLE X

AMENDMENTS

These By-Laws may be adopted, amended, or repealed by a two-thirds (2/3) vote of the members at a General Meeting after the proposal has been made available in writing at the prior General Meeting of the Society.

ARTICLE XI

PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters or procedures not specifically covered by the By-Laws or by specific rules of procedure adopted by the Society.

ARTICLE XII

STANDING RULES

In order to comply with the specific provisions of the Society's by-Laws the Board of Directors may from time to time establish Standing Rules which shall have the same force and effect as the By-Laws. Standing Rules may be amended or rescinded by a two-thirds vote of the Board of Directors without previous notice or by a majority vote with such notice.

1. Second Vice-President

- A. Stock the Opportunity Table with orchid plants and/or orchid-related paraphernalia by purchases or donation.
- B. Supervise the distribution of the contents of the Opportunity Table.
- C. Organize and execute an annual fund-raising auction of donated plants and supplies.
- D. Organize and execute the annual summer barbecue/picnic.

2. The out-going President is a Director ex-officio with voting privileges for two (2) years immediately following the expiration of active term of office.

3. The First and Second Vice-Presidents may carry out their duties through committees or as individuals.

(Updated October, 2002 by Daniel Dickey and subsequently approved by both the Board of Directors and the general membership)

(Section 2 updated March, 2003 to allow half-year dues payment by Ted Augustyn and subsequently approved by both the Board of Directors and the general membership)