

**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, who have applied for membership, and who have paid their annual dues

**Section 2.  
Obligations of Membership**

Members shall pay annual dues which 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.

**ARTICLE IV  
OFFICERS**

**Section 1  
Officers**

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

**Section 2  
Term of Office**

The term of office shall be two consecutive years.

### **Section 3 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 and stock the raffle table.

#### **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 Second Vice-President is responsible for the yearly auction and recruiting members help.

#### **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; 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.

## **G. Out-going President**

The out-going President is a Director ex-officio with voting privileges for one (1) years immediately following the expiration of active term of office.

### **Section 4 Vacancies**

An interim vacancy in any office shall be filled by the Board of Directors. Interim 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 V MEETINGS**

The Annual meeting shall be held on the second Monday in the month of December.

## **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 Directors**

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 year in the same manner and at the same time as the election of Officers is held. Chairs may keep their positions indefinitely

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. Three (3) Directors shall be elected each year in the same manner as the election of Officers is held.

### **Section 2. Duties**

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, by phone call or electronically 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.

**ARTICLE VIII  
NOMINATING COMMITTEE**

**Section 1  
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.

**Section 2.  
Nomination and Election**

The Officers shall be elected and installed at the December Annual Meeting. 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. Officer 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.

**ARTICLE IX**

**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 X**

### **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 XI Golden Circle Membership**

### **Section 1**

The Golden Circle 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. Golden Circle members are not required to pay dues. Golden Circle members are encouraged to continue their service to 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.

## **ARTICLE XIII**

### **BY-LAW REVIEW**

These by-laws and standing rules shall be reviewed every 2 years for any additional revision to keep them current.

**Revised and approved by the board and membership, 2017**