

ORANGE COUNTY ORCHID SOCIETY, INC. Bylaws
(Revised March 2022)

ARTICLE I

SECTION 1. - The name of this corporation shall be the ORANGE COUNTY ORCHID SOCIETY, INCORPORATED, (OCOS) and shall in these Bylaws be referred to as the "Society". It shall not have any capital stock.

SECTION 2. - The purposes for which this corporation is formed are to foster and encourage the culture, growing, hybridization, preservation, and perpetuation of native and hybrid orchids of every variety; the dissemination by exhibitions, lectures, and publications thereon, and all other methods or means, of useful information concerning orchids and the extension of knowledge, education, production, use and love of these exotic flowers.

SECTION 3. The fiscal year of the OCOS shall be from June 1 to May 31.

ARTICLE II –MEMBERSHIP

SECTION 1. - Membership in the Society shall be composed of four categories:

a: Regular, **b:** Associate, **c:** Honorary, and **d:** Life.

SECTION 2. - Eligibility for each category of membership shall be as follows:

a. Regular Membership shall be granted upon payment of dues as set forth in ARTICLE III. Regular Members have the rights to vote and hold office and shall receive the Society's newsletter and other official publications.

b. Associate Membership(s) shall be granted to any adult member(s) of any Regular or Life Member upon payment of dues. Associate Members have the rights to vote and to hold office but shall not receive the Society's newsletter nor other official publications.

c. Honorary Membership may be granted to any adult by a two-thirds vote of the Board of Directors to a person who has performed the Society a service in respect to any or all the purposes for which this corporation was formed. The term of an Honorary Membership shall be set by the Board of Directors. Honorary Members are not required to pay dues and shall not be entitled to vote but shall receive the Society's newsletter and other official publications. There shall not be in excess of ten Honorary Members at any one time.

d. Life Membership may be granted by a two-thirds vote of the Board of Directors to a person who has performed an outstanding service in respect to any or all the purposes for which this corporation was formed. Life Members 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 and other official publications.

ARTICLE III - YEARLY DUES

SECTION 1. - Dues of the Society shall be set by the Board and set forth in the OCOS Standard Operating Procedures (SOP) for a Regular Family Membership. Said Memberships shall be valid from June 1 to May 31. Each new member will be provided with a Society Membership Directory, Bylaws, and Plant Judging Rules, and may purchase a Badge from the Membership Chair.

ARTICLE IV – MEETINGS

Any meeting of the Society may, for lack of a majority of the total Membership, or for other cause, be adjourned by a majority of those members present at the meeting.

SECTION 1. - Regular Meetings - Regular Meetings of the Society shall be held on the third Wednesday of each month unless the meeting date is changed temporarily by the Board of Directors. The Membership must be notified in writing of such a change, at least thirty days prior to the effective date of that change.

SECTION 2. - Annual Meetings - The Annual Meeting of the Society shall be held during the month of May in lieu of the regular monthly meeting, at a location within Orange County, California, and at an hour fixed by the Board. If for any cause the Annual Meeting is not called, a Regular Meeting in lieu thereof, may be called by a majority vote of the Board. Written notice of the Annual Meeting shall be given to the Membership at least thirty days prior to such meeting.

SECTION 3. - Board of Directors' Meetings - A quorum consisting of seven Board Members must be present to hold any Board of Directors Meeting.

a. Regular meetings of the Board of Directors shall be held at least every sixty days. The location and time of such meetings shall be specified by a majority vote of the Board and published in the Society's newsletter.

b. A regular meeting of the Board of Directors may be adjourned for lack of a quorum or other cause, to a definite location and time, not to exceed thirty days thereafter. Board Members shall receive two weeks written notice of such a meeting from the Corporation Secretary.

c. Special meetings of the Board of Directors may be called by the President, who will designate time, location, and topic of said meeting.

ARTICLE V – OFFICERS

The **Officers** of the Society shall consist of a President, First Vice President, Second Vice-President, Corporation Secretary, Membership Secretary, and a Treasurer.

SECTION 1. - These Officers shall be elected annually by the Membership and shall serve from June 1 to May 31. The Officers shall be installed at the Annual Meeting of the Society, or if the Annual Meeting is not held, the Officers shall be installed at the regular meeting in May.

SECTION 2. - All the aforementioned officers shall have the same status as Directors of the Society and shall be entitled to vote during Board Meetings the same as elected Directors. They shall be considered a part of the Board of Directors quorum.

SECTION 3. - All candidates shall be members in good standing for a minimum of one year prior to election to office unless otherwise approved by the Board.

President - The office of President shall not be held by the same person for more than two consecutive terms. At the end of a term served, the outgoing President shall become an Ex officio Director on the following year's Board, or for the next two years should the new president serve two consecutive terms, having the same status of an elected Director.

3.1 The duties of the **President** shall be:

- a. To preside over all Regular, Annual, and called Meetings of the Society.
- b. To preside over all Meetings of the Board of Directors.
- c. To appoint Committees in accordance with the Bylaws.
- d. To sign, with the Corporation Secretary, all written contracts, and obligations of the Society, unless otherwise provided for by a vote of the Board of Directors.
- e. To furnish, if so desired by the Board of Directors, a Position Bond paid for by the Society.

3.2 The duties of the **First Vice-President** shall be:

- a. To perform the duties of the Office of President if the President is absent or unable to act.
- b. To be responsible for all monthly programs; securing interesting speakers for the education and/or entertainment of the Membership.

c. To procure orchid plants for prizes either through purchase or by donation.

3.3 The duties of the **Second Vice-President** shall be:

a. To perform the duties of the Offices of President and/or First Vice-President if either one or both is (are) absent or unable to act.

b. To preside over the distribution of plants procured for prizes.

3.4 The duties of the **Corporation Secretary** shall be:

a. To keep an up-to-date permanent record of all meetings of the Board of Directors.

b. To send written notice of regular and adjourned Board of Directors Meetings to all Board Members, two weeks prior to the meeting date.

c. To be custodian of all official documents, contracts, and other legal papers pertaining to the conduction of Society business.

d. To sign and execute all contracts and obligations of the Society, unless otherwise provided for by a vote of the Board of Directors.

e. To conduct the official correspondence of the Society and keep copies of the same, and to receive copies of Officers' and Committees' correspondence.

3.5 The duties of the **Membership Secretary** shall be:

a. To keep up-to-date Records, including the names and addresses and telephone numbers and email addresses of all members.

b. To publish and distribute the Bylaws and Directory yearly to all Regular, Honorary, and Life Members.

c. To see that all members are notified by written notice that the dues for the following year are due and payable by May 31st of the upcoming year.

d. To receive all dues payments and to surrender said payment monies to the Treasurer within thirty days of their receipt.

e. To place timely orders for name badges purchased at the request of new members.

3.6. The duties of the **Treasurer** shall be:

a. To conduct all banking arrangements of the Society, including the establishment of checking and savings accounts.

b. To receive all monies belonging to the Society, including those collected by the Membership Secretary or any Committee, and deposit said monies within fourteen days of their receipt.

c. To pay all obligations of the Society promptly by a check, per ARTICLE VIII of the Bylaws.

d. To submit a written statement of bank accounts, credits, and expenditures to the Board of Directors at all regular Board Meetings. Proper vouchers shall be produced if so requested by any Board Member.

e. To have all books and accounts open to inspection by any Society Member or Auditor, at any reasonable time. The Treasurer's accounts for the preceding fiscal year shall be audited by an auditor selected by the Board of Directors. A report of the results shall be prepared, and copies made available to any member upon request.

f. To be custodian of an inventory list of all Society-owned property. Inventory of all Society property shall be taken each April.

g. To furnish, if so desired by the Board of Directors, a Position Bond paid for by the Society.

3.7. The duties of the **Immediate Past President** shall be:

a. To assist and advise the incoming President.

b. To act as Parliamentarian at Board and Regular Meetings.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1. - The Board of Directors (Board) shall consist of thirteen members:

a. Six of whom shall be the President, First Vice-President, Second Vice-President, Corporation Secretary, Membership Secretary, and the Treasurer of the Society - all serving as provided in ARTICLE V. All officers may succeed themselves for an unlimited number of terms, with the exception of the President as stated in ARTICLE V.

b. The Immediate Past President shall automatically become a Member of the Board, to serve for the period during which his successor shall remain in office. Such membership shall entitle the Past President to the same status as an elected Board Member.

c. The other six Board Members shall be Directors and shall be elected for terms of three years each; but the respective terms of these Directors shall be staggered so that two of their terms shall expire each year. A Director may serve two consecutive terms. If a Director with an unexpired term becomes an Officer or dies while in office, or resigns, or is removed from office for cause, another Society Member in good standing must be appointed by the President, with the approval of a majority vote of the Board of Directors, at the next regular Board Meeting to fill the remaining portion of the unexpired term

SECTION 2. - Cause for Removal

a. If an Officer or Director is unable or unwilling to attend three consecutive regular Board Meetings, that person may be removed from office by majority vote of the Board of Directors, and another member be elected as per the Bylaws.

b. Any Officer or Director may be removed or asked to resign through a majority vote of the Board of Directors, if in their judgment there is just cause. Written notice shall be sent to the Board Member in question two weeks prior to the Board Meeting where the removal will be voted upon. This written notice must state the grounds for removal as well as the location, date, and time of said meeting. The Board may still vote upon the removal issue even though the Board Member in question is not present.

SECTION 3. - Upon the receipt of a complaint, the Board shall endeavor to resolve the matter to the satisfaction of all parties concerned.

ARTICLE VII – ELECTIONS

SECTION 1. - Yearly Regular Election - Officers' positions and vacancies on the Board of Directors shall be filled by a yearly election to be held at the April Meeting. Candidates nominated as per the Bylaws shall be voted for by written or verbal ballot. In the event that there is only one nominee for each position, the Corporation Secretary may be instructed to cast a single ballot.

a. Nominating Committee - On or before the regular February Meeting of the Society, the President shall appoint (per ARTICLE IX of the Bylaws) a Nominating Committee. This Committee shall consist of at least three Society Members, with not more than two of its Members being on the Board. No member shall serve on the Committee for more than two consecutive years.

1. Candidates to the Board of Directors must be chosen from members in good standing of the Society.

2. It shall be the duty of the Nominating Committee to nominate a minimum of one qualified Society Member in good standing to each of the following offices: President, First Vice-President, Second Vice-President, Corporation Secretary, Membership Secretary and Treasurer.

3. They shall also nominate a minimum of one qualified Society Member in good standing per vacancy on the Board of Directors.

4. The Committee shall report these nominations at the Regular March Meeting, with no floor nominations allowed at this time. These nominations shall then be published in the Society's newsletter, which shall be distributed to the Membership before the regular April Meeting. The nominations shall then be read again at the regular April Meeting, at which time nominations from the floor will be accepted. The floor-nominated member in good standing must be present to give consent or must have supplied written consent.

b. Installation of Officers and Directors - Installation of Officers and Directors shall be held at the Annual Meeting in May. If no Annual Meeting is scheduled, Installation shall take place at the regular May Meeting.

ARTICLE VIII – EXPENDITURES

SECTION 1.

The expenditures of all Officers, Directors, and Committees must have prior approval of the Board of Directors except as noted below. The approval for normal, recurring, anticipated expenses of the Society will be through a budget approved by a majority of the Board of Directors at the next Board meeting of the new term. The budget will be prepared by the Treasurer, President, and First Vice-President, or, in the case that one of them is absent, the Corporate Secretary.

SECTION 2.

a. All obligations of the Society exceeding \$5.00 will be paid by check.

b. All checks up to and including \$500.00 will be signed by the President or the Treasurer, or in their absence either the First Vice President or the Corporate Secretary, as per the signature card on file with the bank.

c. All checks in excess of \$500.00 will require two signatures. The President and the Treasurer must sign, or in the absence of one or both of them, the First Vice-President and/or Corporate Secretary.

ARTICLE IX – COMMITTEES

SECTION 1. - The President shall have the power to appoint Standing Committees with the majority sanction of the Board of Directors. The President may appoint other committees as needed. Standing Committees of the Society are as follows:

COMMITTEE RECOMMENDED TIME SCHEDULE

1. **Activities-** Appointed within 30 days after the Annual Meeting.
2. **AOS Rep.-** Within 30 days at the Annual Meeting.
3. **Auction-** Within 90 days prior to the scheduled event.
4. **Audit-** Within 60 days prior to the end of elected term.
5. **Bylaws-** Appointed as required.
6. **Judging-** Within 30 days after the Annual Meeting.
7. **Membership Roster-** Within 30 days after the Annual Meeting.
8. **Nominating-** Refer to Article VII, Section 1.a.
9. **Orchid Digest Rep-** Within 30 days at the Annual Meeting.
10. **Refreshments-** Within 30 days after the Annual Meeting.
11. **Shows/Displays-** Within 90 days prior to the scheduled event
12. **Sunshine-** Within 30 days at the Annual Meeting.
13. **Website-** Within 30 days at the Annual Meeting.
14. **Newsletter-** Within 30 days at the Annual Meeting.
15. **Social Media-** Within 30 days at the Annual Meeting.

ARTICLE X - ARTICLES OF INCORPORATION AND BYLAWS

SECTION 1. - Amendments to the Articles of Incorporation - The Articles may be amended at any time by:

- a.** A resolution by the Board of Directors with the resolution being read to the Membership at the next regular Meeting of the Society.

b. The Amendment(s) shall be published in the next Society newsletter along with "Notice of the Intent to Vote" upon the Amendment(s) at the following regular Meeting of the Society.

c. At the next regular Meeting of the Society following publication, written or verbal balloting shall be carried out as per ARTICLE X, Section 1 of the Bylaws.

d. If the amendment carries, the Corporation Secretary shall be instructed to submit the amended Articles of Incorporation to the proper California State agency for approval.

e. If the amendment causes the Articles to become inconsistent with the Bylaws, the Bylaws shall be amended to reflect the new Articles.

f. Copies of the Articles of Incorporation shall be made available to any Society Member upon request.

SECTION 2. - Amendments to the Bylaws - Any Amendment to the Bylaws must be in accordance with the current Articles of Incorporation. If not, the Articles must first be amended before Bylaw amendment may proceed. If in accordance with the Articles, Bylaws may be amended at any time by using the following procedure:

a. A resolution of the Board of Directors with the resolution being read to the Membership at the next regular Meeting of the Society.

b. The amendment(s) shall be published in the next Society newsletter, along with notice of the intent to vote upon the amendment(s) at the following regular Meeting of the Society.

c. At the next regular Meeting of the Society following publication, verbal balloting shall be carried out as per ARTICLE X, Section 2 of the Bylaws.

d. If the amendment(s) carries, the Corporation Secretary shall be instructed to update the Society's official records.

e. A copy of the Bylaws shall be made available to any Society Member upon request.

SECTION 3. - Standing Rules - The Society shall adopt Standing Rules as required per the guidelines as set forth in **Roberts Rules of Order** ARTICLE XI, Section 68.