

BREVARD COUNTY ORCHID SOCIETY, Inc.

BY-LAWS

ARTICLE I. NAME:

Section 1. The name of this corporation shall be the Brevard County Orchid Society, Incorporated (BCOS), a not-for-profit organization.

ARTICLE II. OBJECT:

Section 1. The purposes of this society, as a scientific, agricultural, and horticultural not-for-profit corporation, are: to promote and aid in the development, improvement, preservation, cultivation, and hybridization of all orchids; to conduct or cause to be conducted scientific research for the improvement, development or preservation of orchids and to support a higher degree of efficiency in the growing thereof; to collect information relating to the growing and development of orchids; to disseminate information concerning the culture, hybridization or development of orchids by means of exhibitions, lectures and publications or otherwise; to assist those engaged in the growing of orchids by such research and dissemination, to make awards for excellence in the development or culture of orchids and/or the goals of the society, to increase public interest in the growing of orchids, and generally to foster the knowledge, production, use and appreciation of orchids.

ARTICLE III. MEMBERSHIP/DUES:

Section 1. Any person in sympathy with the interests of this society is eligible for membership.

Section 2. A member in good standing is defined as a member who is not delinquent in the payment of dues. All dues will become payable on the first day of January of each year and any member who has not paid his/her dues will be considered as delinquent after the third Tuesday in February of each year.

Section 3. Life membership in the Society, when nominated and approved by the Board of Directors, can be granted to any member who has demonstrated a continued interest in orchids and dedication to the BCOS over many years of service.

Section 4. Any member, whose membership is considered by the Board of Directors to be detrimental to the good of the Society, may be removed from the Society by a vote of the Board of Directors at any Board meeting called by the President. Dues, pro-rated at the appropriate amount per month, will be refunded. At least two-thirds (2/3) of the members of the Board of Directors shall constitute a quorum under this Section and two-thirds (2/3) of this quorum must vote for removal.

ARTICLE IV. MEETINGS:

Section 1. Twenty-five per-cent (25%) of the membership shall constitute a quorum for conducting official business.

Section 2.

a. The Board of Directors will meet at the call of the President (or Vice President, if acting on behalf of the President). Board meetings will be open to members of the Society. Members may present issues for the Board to consider, but they cannot vote on any issue before the Board.

b. At least seven (7) members of the Board of Directors shall constitute a quorum.

Section 3.

a. The regular meeting of this Society shall be held monthly or at a frequency and location as determined by the Board of Directors.

b. The meeting of the Board of Directors shall be at a frequency and location as determined by the President (normally once per month).

ARTICLE V. OFFICERS:

Section 1. The officers of this Society shall be a President, a Vice President, Secretary, Treasurer and Editor. These officers shall be elected annually at the November general membership meeting for a term of one year with installation at the December meeting. In case an office is not filled at the election, the incumbent shall serve until a successor is elected by the membership and installed by the Board of Directors.

Section 2. The Board of Directors shall consist of the Officers of the Society, the Immediate Past President, and six (6) Trustees. Each year, two Trustees shall be elected for three-year terms and shall be installed as Trustees with the Officers of the Society.

Section 3. A Nominating Committee, consisting of at least three (3) members appointed by the President, shall develop a slate of candidates for all Officers and any Trustees as needed. The Nominating Committee shall report the slate of candidates at the regular October meeting. Additional nominations may be made from the floor at the October and November meetings. Candidates for each office will be voted upon by the membership at the November meeting. The two candidates for positions of Trustees receiving the most votes will be the elected Trustees. If a vacancy is not filled at the election, the incumbent shall serve until a successor is elected by the membership and installed by the Board of Directors.

Section 4. Elected officers and Trustees may not hold more than one elective office simultaneously.

ARTICLE VI. DUTIES OF OFFICERS:

Section 1. The President shall have overall responsibility for providing leadership and managing the day-to-day operations of the Society according to the guidance established by the Board of Directors. The President shall be the primary interface to the public. He/she shall preside at all Board meetings and shall be responsible for running the General Membership meetings. The President shall appoint chairpersons of committees, and shall nominate candidates to fill vacant offices, both subject to approval by the Board of Directors. The President shall be an ex-officio member of all committees, except the Nominating Committee. Note that the Chairperson of the Nominating Committee does not require Board approval. He/she shall perform all other duties pertaining to this office.

Section 2. The Vice President shall perform all the duties of the President in the absence of the President; or at the President's request, shall preside over the meetings of the members.

Section 3. The Secretary shall keep an accurate record of all Board meetings and provide meeting Minutes for review and approval by the Board. The Secretary shall also hold the Surety bond, in accordance with Article VI, Section 4. The Secretary shall handle all correspondence of the Society, including but not limited to, sending out correspondence from the Board of Directors, assist the Show/Fair Committee as required, and shall perform other such duties as directed by the Board of Directors.

Section 4. The Treasurer shall have charge of all moneys of the Society and shall deposit these funds in the name of the Brevard County Orchid Society, Inc. in any bank that the Treasurer selects. The Treasurer shall make a report at each meeting of the Board of Directors. The Treasurer shall obtain a bond for officers of the new Board prior to the December installation at the Society's expense. The bond shall cover all officers of the society. The value of the bond shall be specified by the Standing Rules. The Treasurer shall be authorized to pay regularly occurring Society debts as previously approved by the Board of Directors.

Section 5. The Board of Directors is the highest authority in the corporation. It shall govern the organization by policies and objectives that are formulated in cooperation with the President. Examples of Board responsibility include, but are not limited to, fiscal accountability by approving 1) all activities that incur financial obligations, 2) all activities that have potential legal ramifications, and 3) all activities that have potential insurance ramifications. All standing committees shall be responsible to the Board of Directors. The Board of Directors shall have the authority to create or abolish any Ad hoc committees; delegate to such committees powers and functions as it may deem proper; approve/abolish any expenditures for these committees, and update the Standing Rules, as necessary, to reflect these Committees, expenditures and/or changes. Said committees shall be responsible to the Board of Directors.

Section 6. The Trustees are the elected interface between the membership and the Board. The primary responsibility of a Trustee is to represent the various interests of the General Membership at the Board Meetings and to vote on every motion before the Board with those interests in mind. Other responsibilities include those that are outlined in Section 5 (above) and may also include special assignments requested by the Board or the President that are not in conflict with other duties defined in these By-Laws.

Section 7.

a. During the months of October and November the President, with the assistance of the Treasurer, shall prepare a proposed Annual Operating Budget for the next fiscal year. The fiscal year for the Annual Operating Budget shall be January 1st through December 31st.

b. The proposed Annual Operating Budget shall be sent to the Board of Directors prior to the December Board Meeting. At that meeting the Board will review and make any appropriate changes to the proposed Annual Operating Budget and approve the Operating Budget for the next fiscal year. Approval of the Operating Budget, and any subsequent adjustments to it during the year, requires that a quorum of at least two-thirds of the Board members be present and that at least two-thirds of that quorum vote for acceptance.

c. The Board will conduct a quarterly review of the Operating Budget to determine the future financial condition of the Society and take any additional budgetary action that may be necessary or appropriate.

Section 8. Any officer or member of the Board of Directors (except for the Past President), who is not in attendance for three (3) consecutive Board meetings without due cause, will be requested by letter to attend the next Board meeting and show acceptable cause why he or she should not be replaced. If just cause is not shown, the office will be declared vacant upon vote of two-thirds (2/3) of the Board of Directors at which a quorum is present (the Board member in question cannot participate in this vote).

Section 9. All records maintained by Officers of the Society are property of the Brevard County Orchid Society, Inc. and shall be turned over to their successors at installation.

ARTICLE VII. STANDING COMMITTEES:

Section 1. The **Membership/Publicity Committee**, which shall consist of a Chairperson appointed by the President, and additional members, as required. It is charged with the duty of maintaining and increasing Society membership. The duty of this committee shall be to plan and carry out publicity in various media; thereby, advancing the activities of the Society.

Section 2. The **Program Committee** shall consist of a Chairperson appointed by the President, and additional members, as required. It is the duty of the Program Committee to arrange and present programs, which carry out the expressed objectives of this Society.

Section 3. The **Library Committee** shall consist of a Chairperson appointed by the President, and additional members when required by the Chairperson. The Committee shall maintain the BCOS Library and video collection. The Committee will have an annual budget as determined by the Board of Directors and established by the BCOS Standing Rules, for the purchase of such books, publications, and videos that are in keeping with the objectives of this Society. Purchases will be recommended by the Librarian, approved by the Board of Directors, and purchased by the Treasurer. If the Committee selects some of the above media for disposal, they shall present their recommendations to the Board of Directors for a determination prior to disposal of any item.

Section 4. The **Awards Committee** shall be an optional committee at the discretion of the Board and shall be composed of qualified members of the Society who are AOS judges, AOS Student judges, and/or Society Student judges who have successfully completed one year of training, judges from other Societies, and quality Society judges who have been designated BCOS judges by the Awards Committee. The Committee members shall select a Chairperson from among themselves. The Awards Committee shall create and maintain a system of awards for the BCOS for the purpose of stimulating interest in the growing and exhibiting of fine plants by the Society's members. Any rules and regulations as published by this Committee are subject to approval of the Board. This Committee is also responsible for conducting training courses for themselves, Student judges, and the general membership.

Section 5. The **Auditing Committee** shall consist of a Chairperson and one or more members appointed by the President and approved by the Board of Directors. The Treasurer cannot be a member of this committee, however, the Treasurer shall assist the committee in its audit. The duty of this committee shall be to perform an annual audit of the financial records of this Society. The audit shall be completed and provided to the Board of Directors no later than the December Board of Directors meeting.

Section 6. The **Events Committee** shall consist of a Chairperson (or Chairpersons) appointed by the President and approved by the Board of Directors, and additional members, as required, appointed by the Chairperson. The duties of this committee are to plan, organize, and manage any Events of the Society (except for any Show or Fair).

Section 7. The **Show/Fair Committee** shall consist of a Chairperson (or Chairpersons) appointed by the President and approved by the Board of Directors, and additional members, as required, appointed by the Chairperson. The duties of this committee are to plan, organize, and manage any Society Show or Fair.

Section 8. The **Exhibit Committee** shall be an optional committee at the discretion of the Board and shall consist of a Chairperson appointed by the President and approved by the Board of Directors, and additional members, as required, appointed by the Chairperson. The duties of this Committee are to plan, organize, put in and remove exhibits at shows in which the Society elects to participate with a Society exhibit.

Section 9. The **Publications Committee** shall consist of an Editor elected by the membership, and additional members, as required, appointed by the Editor. The duties of this committee are to plan, organize, publish, and disseminate a monthly newsletter and produce and distribute an annual report to the membership as directed by the Board of Directors.

Section 10. The **Historian** shall be appointed by the President. The duties of the Historian are to keep an accurate and complete record of all Society activities; including photography of events, such as shows, special meetings and activities.

Section 11. The **Sunshine Committee** Chairperson shall be appointed by the President. The duties of the Sunshine Committee are to act as the Society's representative to send sympathy cards for members who have lengthy illnesses at home or who are hospitalized, and to provide Society recognition for deceased members or their immediate family, as defined by the Standing Rules of the Society.

Section 12. The **By-Laws Committee** shall consist of a Chairperson appointed by the President and approved by the Board of Directors, and additional members, as required, appointed by the Chairperson. The duties of this committee are to review and recommend any needed changes of the Society's By-Laws and Standing Rules to the Board of Directors for approval and presentation to the membership at large for ratification according to Article VIII, Section 1 and 2 of the By-Laws.

ARTICLE VIII. AMENDMENTS:

Section 1. The By-Laws of this corporation may be made, altered or rescinded from time to time in whole or in part at a meeting of the Society at which a quorum is present, by a two-thirds (2/3) vote of the members present at such meeting. Proposed amendments to the By-Laws, from the By-Laws Committee, must be approved by a 2/3rds vote of the Board members present at any Board Meeting, at which a quorum of at least 2/3rds of the Board members is present, before any changes proposed by the Board can be presented to the membership for ratification. Notice of proposed amendments will be given at a regular monthly meeting of the Society and published or distributed in the Society newsletter during the month preceding the voting.

Section 2. The Standing Rules of this Society shall be reviewed annually by the By-Laws Committee, who will make recommendations to the Board of Directors for any required changes. Changes to the Standing Rules must be approved by a 2/3rds vote of the Board members present at any Board meeting, at which a quorum of at least 2/3rds of the Board members is present, before the changes can be incorporated.

ARTICLE IX. PROPERTY:

Section 1. For the purpose of this article, property is defined as all assets of this corporation, both real and personal, tangible and intangible.

Section 2. Disposal of specific property, under guidelines established by the Standing Rules, must be approved by a 2/3rds vote of the Board of Directors at a Board Meeting.

Section 3. The Officers of the Society are responsible for the accountability of all property. Physical custody is not necessary but the location must be known at all times.

ARTICLE X. DISSOLUTION:

Section 1. Dissolution of the Society shall require a recommendation by the Board of Directors to the membership:

a. The recommendation shall require a quorum of at least two-thirds of the Board members and that at least two-thirds of that quorum must vote for dissolution.

b. Members shall be notified in writing of the proposal not less than fifteen (15) days preceding the next regular meeting.

c. The proposal of dissolution shall be approved by a two-thirds (2/3) majority of the members present in a regular meeting at which there is a quorum; acceptance shall constitute permanent dissolution of the society.

Section 2. Should this corporation be dissolved, all property shall be converted to cash in a manner recommended by the Board of Directors and approved by the membership and all cash assets of the Not-for-Profit Corporation shall be donated to a Non-Profit (or Not-for Profit) Organization, preferably with similar interests as expressed in these By-Laws, Article II, Object, which defines the purposes of the Corporation. The donation could include, but is not restricted to, the American Orchid Society, The Orchid Digest, or a Botanical Garden.

ARTICLE XI. RULES OF ORDER:

Section 1. Standing Rules for the better conduct of this Society, which are not in conflict with these By-Laws, shall be established and maintained in accordance with Article VIII, Section 2.

Section 2. Robert's Rules of Order, Revised, shall be used as a guideline for the conduct of procedures in this Society not otherwise specified or in conflict with the Rules of Incorporation and/or these By-Laws.