

BY-LAWS OF  
SOUTH COAST ORCHID SOCIETY, INC.

Revised November 1, 1959

ARTICLE I

NAME

The name of this corporation shall be SOUTH COAST ORCHID SOCIETY, INC. and shall in these by-laws be referred to as the "SOCIETY," and it shall not have any capital stock.

ARTICLE II

MEMBERSHIP

SECTION: I Membership in the Society shall be composed of two types.  
(a) Active members who pay dues and have the right to vote and hold office.  
(b) Honorary members who are not required to pay dues, and who have no voting powers and cannot hold office.

SECTION: II Proposal for membership in the Society shall be made to the membership committee which shall have the power to approve. Upon payment of dues, applicant shall become an ACTIVE member.

HONORARY MEMBERS: The Board of Directors by a two-thirds vote shall elect persons as HONORARY MEMBERS who have performed an outstanding service in respect to any or all of the fields for which this corporation is formed. There shall not be in excess of ten (10) living HONORARY MEMBERS at any one time.

LIFE MEMBERSHIP may be had by the payment in advance of dues for a period of twenty (20) years; such membership shall entitle the holder to the privilege of the Society without payment of dues for the remainder of the member's natural life. In the event of death, no refund will be made.

ARTICLE IV

DUES

Dues of the Society shall be \$4.00 per year unless so amended by the Board of Directors and a two-thirds vote of ACTIVE members of the Society at a meeting called for such action. Such meeting must be called by the notification to the membership in writing at least thirty (30) days prior to such meeting. Proration of dues shall be on July 1st - the last half of the year shall be \$2.00 for new members only - renewal of old members will not be prorated, unless by Board action.

## ARTICLE V

### MEETINGS

- SECTION: 1 MONTHLY MEETINGS - Regular meetings of the Society shall be held on the fourth (4th) Monday of each month unless changed by the Board of Directors, and the membership notified in writing at least 30 days prior to such change.
- SECTION: 2 ANNUAL MEETINGS - The annual meeting in each year of the Society shall be held in such place within the City Limits of Long Beach, California at 8 p.m. on the fourth (4th) Monday of December, and at such place as may be designated by the Board of Directors and written notice given to the membership at least 30 days prior to such meeting.

Any meeting of the Society may, for lack of majority of active members or other cause, be adjourned to some definite place and time, not exceeding sixty (60) days thereafter. If, for any cause, any annual meeting of the Society shall not be duly called or held, a meeting in lieu thereof may be called at any time and place within the limits named above by a majority of the Directors upon at least 10 days written notice to each Board of Director.

- SECTION: 3 BOARD OF DIRECTOR MEETINGS - Regular meetings of the Board of Directors shall be held every 90 days at such time and place as may be specified by a majority of the Directors upon at least two weeks written notice by the President to each member of the Board. Any meeting of the Directors may, for lack of quorum or other cause, be adjourned to some definite place and time, not exceeding sixty days thereafter; if, for any cause, any regular meeting of the Directors shall not be called or held, a meeting in lieu thereof may be called at any time and place by a majority of the Directors upon at least two weeks written notice to the Directors. At meetings of the Directors a quorum shall consist of seven members of the Board of Directors.

## ARTICLE VI

### OFFICERS

- SECTION: 1 The officers of the Society shall be a President, a First Vice-President, a Second Vice-President, a Corporation Secretary, a Membership Secretary, a Treasurer, all of whom shall be elected for a period of one year, to serve from January 1st to December 31st. The Office of President shall not be held by the same person for more than two consecutive terms. Formal Installation of Officers shall be made at the first meeting of the New Year.

SECTION: 2 Duties:

**PRESIDENT:** The President shall be the Chief Executive Officer of the Society and shall preside at all regular and called meetings and at all meetings of the Board of Directors. He shall appoint committees in accordance with the By-Laws and any other committees that he shall deem necessary as directed by the Board of Directors. He is responsible to the Board of Directors for the conduct of the Society. The President and Corporation Secretary shall sign all written contracts and obligations of the Society, unless otherwise provided by special vote of the Directors.

**FIRST VICE-PRESIDENT:** The Duties of the First Vice-President shall be: (1) In charge of the monthly program, including the securing of interesting speakers and qualified entertainment for the education of the membership. (2) In the absence of the President, or his inability for any cause to act; to perform the duties of the Office of President.

**SECOND VICE-PRESIDENT:** The duties of the Second Vice-President shall be: (1) In charge of the plant procurement and donations of plants for prizes. (2) In charge of the Novice Classes for the instruction of members. (3) In the absence of the President and First Vice-President or their inability for any cause to act; to perform the duties of the Office of President.

**CORPORATION SECRETARY:** (1) The Corporation Secretary shall keep an up-to-date permanent record of all meetings of the Board of Directors and the Society. (2) The Corporation Secretary will send out all notices of Directors' meetings. (3) The Corporation Secretary will conduct the Official Correspondence of the Society and will keep copies of the same, also to receive copies of all correspondence that Officers, or Committees have written. (4) The Corporation Secretary will have charge of all official documents, contracts and all other legal papers pertaining to the conduct of the business of the Society. (5) The Corporation Secretary shall sign and execute all written contracts and obligations of the Society together with the President, except and unless otherwise provided by special vote of the Board of Directors.

**MEMBERSHIP SECRETARY:** (1) The Membership Secretary shall keep all membership records. (2) The Membership Secretary shall notify all members (by invoice) that their dues are due and payable by the 15th of January each year. (3) The Membership Secretary will receive all dues and record same on the member card and issue a membership identification card. Life Members will receive a membership card each year so inscribed "LIFE MEMBER" by the Membership Secretary. (4) The Membership Secretary will compile a membership list by the 1st of April and such list will be sent to each member. (5) The Membership Secretary will be the custodian of the "Name Badges" and will bring such badges

to each regular meeting. (6) The Membership Secretary will turn over to the Treasurer all monies received by him for dues. He shall furnish a bond paid for by the Society.

TREASURER: (1) The Treasurer shall receive all money belonging to the Society and collected by the Membership Secretary or any committee. (2) He shall deposit the fund of the Society in such bank as may be designated from time to time by the Directors. (3) He shall submit a statement of his accounts at each quarterly meeting of the Board of Directors, and oftener if required. (4) He shall furnish a bond paid for by the Society. (5) He shall be the custodian of an inventory list of equipment owned by the Society. Such inventory shall be turned over to the new Treasurer each year as elected. (6) His books and accounts shall at all reasonable times be open to inspection by any ACTIVE MEMBER of the corporation. (7) The Treasurer's books shall be audited annually by an auditor selected by the Board of Directors. (8) The Treasurer and/or President signs all checks. (9) Annually, a financial statement of the Society shall be provided each active member.

## ARTICLE VII

### BOARD OF DIRECTORS

SECTION: 1 The number of Directors of this corporation may be increased or decreased by the adoption of an amendment to the By-Laws, but in no event to be less than six (6) elected members.

The Directors and Officers shall constitute the executive Committee and shall have general charge and direction of the Society and the care and management of the investment, reinvestment of all funds of the Society and shall consider and pass upon all questions of the appropriation of money, including the amounts to be appropriated for prizes and publications.

SECTION: 2 MEMBERSHIP TO THE BOARD OF DIRECTORS:  
(1) The outgoing President of the preceding year will hold membership on the Board of Directors for a period of one year following his term of office. Such membership entitles him to full voting power and the same status as an elected member of the Board of Directors. (2) The regular membership of the Board of Directors term shall be for three years. Two members terms of office will expire each year. (3) In the case of a removal from office of a Board member, for any reason, whether for cause or death; The President has the power to appoint a replacement to the unexpired term: Provided, however, that such replacement shall be voted in by at least two-thirds vote of the remaining Officers and Board Members.

SECTION: 3 CAUSE FOR REMOVAL:

- (1) The Board of Directors has the power to ask for the resignation of any Member, Officer, or Board Member for just Cause. Such Cause for removal must be given to the person sought to be removed, in writing at least two weeks prior to meeting called for such purpose. Such written notice must state the grounds for removal and the time and place for such meeting. Failure of the person sought to be removed, to be present, will not prevent the continuance of such meeting.
- (2) Such removal must have the vote of at least two-thirds of the Board of Directors and Officers.
- (3) If by neglect, lack of interest, or the inability of a Board Member to attend three consecutive Quarterly Board Meetings then the Board Member will be dropped and a new Board Member appointed to replace him, in accordance with the By-Laws.

ARTICLE VIII

NOMINATIONS

Before their regular 3rd quarterly meeting and on or before the 4th Monday in September in each year, the Directors shall nominate a Nomination Committee of five active members, with not more than two nominees being members of the Board of Directors, and it shall be the duty of the Nomination Committee to nominate one qualified and active member to the following offices: President, two Vice-Presidents, Corporation Secretary, Treasurer and Membership Secretary and to fill the vacancies on the Board of Directors. The Committee shall report their nominations at the regular October meeting, no action being taken at this time. The report shall be published in the Bulletin, and again read at the November regular meeting, at which time nominations may be made from the floor, provided the nominees are present or have given their written consent. The candidates so nominated, and not otherwise, shall be voted for at the annual meeting by written ballot.

ARTICLE IX

COMMITTEES & COMMITTEE CHAIRMEN

- SECTION: 1 The President has the power to appoint all committees with the majority sanction of the Board of Directors. Standing Committees of the Society are as follows:  
Program - Novice Class - Bulletin - Membership - Judging - By-Laws - Librarian - Cultivar and Nomenclature - Research - Parliamentarian - Orchid Digest Representatives - Orchid Show - Corsage Class - Annual Potluck - Annual Installation Dinner.

ARTICLE X

PROCEDURE

- SECTION: 1 Roberts Rules of Order shall govern all meetings unless inconsistent with the By-Laws.
- SECTION: 2 These By-Laws may be amended at any time, either by a resolution of the Board of Directors or by petition signed by ten (10) active members, and written approval by a majority vote of Active Members of the Society.
- SECTION: 3 Copies of these By-Laws may be made available to an Active Member on request.