

BYLAWS
Of the
SOUTH COAST ORCHID SOCIETY, INC.

Preamble

The reason and purpose for the South Coast Orchid Society is to provide its members with a greater understanding and appreciation of orchids and encourage anyone interested in learning how to grow orchids to join and participate.

Article I
NAME AND PERIOD

The name of this corporation is the SOUTH COAST ORCHID SOCIETY, INC. It shall not have any capital stock and shall be referred to in these bylaws as the "Society." The Society shall operate on a Calendar Year basis.

Article II
MEMBERSHIP

Membership in the Society shall be composed of three types: Active, Life, and Honorary Members.

Active Members: Active Members are those who have paid dues for the current period, as specified in Article III. Active Members have the right to vote and hold office.

Life Members: A Life Membership can be purchased for the non-refundable sum of ten times (10x) the current annual dues specified in Article III. This membership shall entitle the holder to all of the privileges of an Active Member without any further payment of dues.

Honorary Members: This membership class is not required to pay dues. However, they will not have any voting powers and cannot hold office. The Executive Board, by a two-thirds vote, may elect as Honorary Members for life persons who have performed an outstanding service to the Society and/or the orchid community. There shall not be in excess of ten (10) living Honorary Members at any one time.

Article III
DUES

Dues of the Society shall be \$20.00 per calendar year per household unless so amended by the Executive Board and approved by a two-thirds vote of the Active Members of the Society present at a Monthly Meeting of the Society designated for such action. Such action is to be announced, in writing, to the membership at least thirty (30) days prior to this meeting. Dues shall be reduced to half the yearly amount for new members joining after the first day of July. Dues for renewals, for Active Members from the prior year, shall not be reduced.

Article IV
MEETINGS

Section 1: **Monthly Meetings** -- Regular meetings of the Society shall be held on the fourth (4th) Monday of each month except in December, when it shall be held on the third (3rd) Monday. Exceptions shall occur when the meeting date falls on a holiday or problems exist at the meeting site or by a majority vote of the Executive Board.

Section 2: **Executive Board Meetings** -- Executive Board meetings shall be held at least quarterly. The exact time and location shall be specified in a notice delivered by the Corporation Secretary to each Board member at least two weeks prior to the meeting. Any meeting of the Board may be postponed for lack of a quorum or other cause, and moved to other some place and time, not exceeding thirty (30) days thereafter. If for any cause, any regular meeting of the board shall not be called or held, a meeting in lieu thereof may be called at any time and place by a majority of the board members provided that at least two weeks written notice is given to all Executive Board members. A quorum shall consist of a simple majority of the Board.

Article V **OFFICERS**

Section 1: The **Officers of the Society** shall be: President, First Vice President, Second Vice President, Corporation Secretary, Membership Secretary, and Treasurer, each of whom shall be elected for a period of one year, to serve from the first day of January to the last day of December. The formal installation of Officers shall take place at the January Monthly Meeting.

Section 2: **Duties of the Officers**

President: The President shall be the Chief Executive Officer of the Society and shall preside at all Monthly Meetings and Executive Board Meetings of the Society. The President shall appoint committees with the majority sanction of the Board in accordance with the bylaws, and any other committees deemed necessary by the Executive Board. The President shall be responsible for the conduct of the Society. The President and Corporation Secretary shall sign all written contracts and obligations of the Society, unless otherwise directed by a majority of the Executive Board.

First Vice President: The duties of the First Vice President shall be: (1) to be in charge of the monthly program, including the securing of speakers for the education and entertainment of the membership; (2) to be in charge of the procurement of plants and donations of plants for prizes; (3) to perform the duties of the office of the Society President in the event of the absence, or the inability for any cause to act, by the President.

Second Vice President: The duties of the Second Vice President shall be: (1) to be in charge of the Culture Sessions for the instruction of members; (2) to be the director of promotion and advertising for the Society; (3) to perform the duties of the office of the Society President in the event of the absence, or the inability for any cause to act, by the President and First Vice President.

Corporation Secretary: The duties of the Corporation Secretary shall be: (1) to keep an up to date permanent record of all meetings of the Executive Board; (2) to send all notices of Executive Board meetings; (3) to be responsible for and to retain copies of the official correspondence of the Society including that of all Officers and Committee members; (4) to be in charge of all official documents, contracts, and all other legal papers pertaining to the conduct of the business of the Society; (5) to sign and execute with the President all written contracts and obligations of the Society, except when directed otherwise by a majority vote of the Executive Board.

Membership Secretary: The duties of the Membership Secretary shall be: (1) to keep all membership records; (2) to notify all members that their dues are payable by the 15th of January each year; (3) to be responsible for receiving and recording all dues; (4) to promptly turn over to the Treasurer all moneys received at the time of receipt or , if outside the monthly meeting, within seven days of receipt; (5) to compile an accurate membership list by the 1st of

April and make such list available to each member; (6) to be in charge of ordering and distributing name badges.

Treasurer: The duties of the Treasurer shall be: (1) to receive moneys collected on behalf of the Society; (2) to deposit the funds of the Society in a bank; (3) to submit a statement of all accounts at each meeting of the Executive Board; (4) to keep and make available upon request a list of the Society's physical assets; (5) to have available all books and accounts at all reasonable times for inspection by any Active Member of the Society; (6) to make the accounting records available, at any given time within the year, so they may be audited annually by an auditor appointed and approved by the Executive Board; (7) to have checks signed by the Treasurer, Corporation Secretary, and/or President; (8) to render invoices for services provided by the Society; (9) to receive all bills incurred by the Society, and pay such with Executive Board approval.

Article VI **DIRECTORS**

Section 1: **Number** -- The number of Directors of the Society may be changed by the adoption of an Amendment to these bylaws, but shall not be less than seven (7) members, including the Immediate Past President.

Section 2: **Immediate Past President** -- The outgoing President shall be a Director until his successor becomes the Immediate Past President. The Immediate Past President is entitled to full voting power and the same status as an elected Director.

Section 3: **Term of Elected Directors** -- The term of office for an elected Director shall be three (3) years. The term of office of two elected Directors shall expire each year.

Section 4: **Duties of Directors** -- The duties of the Directors shall be: (1) to assist the Officers in conducting the proper operation of the Society; (2) to be a member of the Executive Board and perform the duties thereof.

Article VII **EXECUTIVE BOARD**

Section 1: **Composition** -- The Directors and Officers shall comprise the Executive Board.

Section 2: **Duties** -- The Executive Board shall: (1) have the general charge and direction of the Society; (2) provide the care and management of the investment and reinvestment of all Society funds; and (3) shall consider and pass upon all questions of the appropriation of money, including amounts to be appropriated for prizes, publications, and committee expenses.

Section 3: **Removal by the Executive Board** -- The Executive Board has the power to ask for the removal of any member, Officer or Director, for just cause. An Executive Board Meeting shall be designated for such purpose, and the removal(s) shall be on the agenda. The person to be removed shall be notified of the Cause, in writing, at least two weeks prior to the meeting. The written notice shall state the grounds for removal and the time and place for the meeting to discuss this action. Failure of the accused person to attend this meeting will not prevent the meeting. A vote of the Executive Board at this meeting shall determine whether to remove, or not remove, that person. The removal must be approved by a two thirds vote of the Executive Board. An Executive Board Member shall be removed from office without further action if they fail to attend three (3) consecutive Executive Board Meetings.

Section 4: **Replacement of Officers and Directors:** In the event of a vacancy in the Executive Board, whether for cause, death, or resignation, the President has the power to

appoint a replacement to the remaining term, provided such replacement shall be approved by at least two thirds of the Executive Board.

Article VIII
NOMINATIONS AND ELECTIONS

Section 1: **Nominations** -- At the Executive Board Meeting on or before the Monthly Meeting in August in each year, the Executive Board shall appoint a Nomination Committee of five active members, with exactly two committee members being members of the Executive Board, one of which shall be appointed chair for the committee. It shall be the duty of the Nomination Committee to nominate an Active Member to each of the positions listed in Article V, Section 1, and to nominate two (2) Active Members for the open director positions. The Nomination Committee shall report these nominations during the September Monthly Meeting. The report shall be published in the October newsletter, and repeated at the October Monthly Meeting, at which time nominations may be made from the floor, provided such nominees are either present or have given their prior consent. The full slate of nominated members (by the committee or from the floor), will be published in the November and December newsletters.

Section 2: **Elections** -- Nominated candidates shall be presented to the membership for a verbal vote approval at the December Monthly Meeting. In the event there are multiple candidates for any Executive Board position, marked ballots shall be used in lieu of verbal vote approvals for that office. Election shall be accomplished by a plurality of Active Members present at the December Monthly Meeting.

Article IX
STANDING COMMITTEES

Standing Committees are those committees the Society has deemed necessary each year on a continuing basis. The responsibilities and activities of the standing committees of the Society shall be an attachment to the bylaws. They shall be reviewed and updated by the chair of the committee and presented to the Executive Board by the second Board meeting each calendar year for approval and when changes are needed.

Annual Auction
Newsletter
Ribbon Judging
Silent Auction

Hospitality
Opportunity Table
Shows and Displays
Society Representation

Article X
PROCEDURE

Section 1: Robert's Rules of Order shall govern all meetings unless inconsistent with the bylaws, which shall take precedence.

Section 2: These bylaws may be amended by a resolution of the Executive Board, and approval by a majority vote of Active Members in attendance at the Society Monthly Meeting. Changes in the bylaws shall be distributed at a prior Society monthly meeting or be published in the newsletter at least 30 days in advance of the vote.

Section 3: A copy of these bylaws shall be available, upon request, to any member of the Society.

Section 4: The date of the latest approval by membership vote is April 23, 2007.