

BYLAWS

ARTICLE I – NAME

The Society shall be called the St. Augustine Orchid Society, Inc., a not-for-profit organization. The St. Augustine Orchid Society, Inc. is herein referred to as the “SAOS” throughout these Bylaws.

ARTICLE II – PURPOSE

(a) The SAOS shall be an agricultural, horticultural and scientific not for profit corporation for the preservation of orchids and education about orchids by the extension of knowledge concerning the ecology, conservation, preservation, science, cultivation, hybridization and uses of orchids. The specific purposes of the SAOS are to promote and aid in the development, improvement, preservation, cultivation and hybridization of all orchids; 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 increase public interest in the growing of orchids and generally to foster the knowledge, production, use and appreciation of orchids.

(b) The SAOS shall at all times be operated for the purposes stated above, or any other like or similar charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. No part of the net income of the Society may under any circumstances inure to the benefit of any private individual. No substantial part of the activities of the SAOS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the SAOS shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The SAOS shall not participate in any transaction resulting in a diversion of its income or assets to any officer, director, member, employee or contributor, other than the usual and conventional speaker honorarium or reimbursement of reasonable out of pocket expenses for supplies or services actually rendered to the St. Augustine Orchid Society, Inc. and approved by the Board of Directors. Notwithstanding any other provision of this charter, the Society shall not carry on any other activities not permitted to be carried on by an organization exempt from federal tax under section 501(c)(3), contributions to which are deductible under section 170(c)(2), of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law.

ARTICLE III – MEMBERSHIP

(a) Membership shall be open to all persons who are interested in orchids. This membership may be either individual or family. Each member shall agree to abide by the Bylaws of the SAOS. Membership classes, privileges, and restrictions may from time to time be established by the current membership. Membership is activated upon payment of dues for the current fiscal year of the Society unless the person seeking membership has been previously expelled and the stipulation in item (c) below has not been met. All members are urged but not required to join the American Orchid Society. The annual dues shall be in such amount as shall be determined by the membership. Annual renewal of membership corresponds to the SAOS's fiscal year.

(b) RESIGNATION OR EXPULSION OF MEMBERS: Members shall have the right to resign from the SAOS or from an office of the SAOS at any time. Members are expected to refrain from conduct injurious to the SAOS or its purposes. A membership may be terminated by a majority vote of the Board of Directors present at any Regular, Annual or Board of Directors meeting if that member has engaged in conduct tending to injure the good name of the SAOS, disturb the well being of the Society or hamper the Society in its purpose or work. Expulsion is permanent unless rescinded by a majority of all Board Members. At least two-thirds of the members of the Board of Directors shall constitute a quorum under this Section and two-thirds of this quorum must vote for removal.

(c) ACTION ON BEHALF OF SOCIETY: No member may perform any act in the name of the SAOS without prior consent of the Board of Directors.

BYLAWS

ARTICLE IV – DUES

The fiscal year shall begin on January 1st and end on December 31st, dues are payable in January. Memberships shall be valid from January 1st to December 31st.. Annual dues will be set by the Board of Directors for both Individual and Family Memberships. Any regular member who is in default of his annual dues for three months shall cease to be a member in good standing. Dues shall not be refundable upon resignation or expulsion. Each new member will be provided with a Name Tag.

ARTICLE V - LIABILITY AND PROPERTY

The SAOS shall not be liable or responsible for the destruction, loss or damage of the property of any person or for personal injuries received whether due to the negligence of the SAOS, its members or representatives, or not. Property of the SAOS injured, damaged or removed by the act or neglect of any member shall be paid for by such member

ARTICLE VI - GOVERNMENT AND MANAGEMENT

The control and management of the affairs, funds and properties of the SAOS shall be vested in the Board of Directors consisting of the President, First Vice President, Second Vice President, Secretary, Treasurer and three Directors at Large. The term of office for the President, First and Second Vice Presidents, Secretary and Treasurer shall be one year. The terms of office for the Directors at Large shall be one year. Directors at Large may serve a maximum of three terms consecutively and may be elected for additional terms after a hiatus from office.

ARTICLE VII – BOARD OF DIRECTORS, OFFICERS AND THEIR DUTIES

(a) The officers of the corporation shall constitute the BOARD OF DIRECTORS and shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer and three Directors at Large. The Board of Directors shall be charged with the sound and constructive management of the Society, and will conduct all the business of the Society. The Board of Directors shall have the authority to create or abolish any special committees; delegate to such committees such powers and functions as it may deem proper; approve the expenditures of committees, and fill any vacancy of Officers and Directors at Large. All committees are responsible to the Board of Directors. The Board of Directors should regularly review the operations of the SAOS and receive reports from all officers and appointees to assure that the SAOS is functioning properly.

1. The members of the Board of Directors shall be elected at the Annual Meeting and shall hold office for one year. Each Officer shall perform the duties usually attached to his/her respective office. Any vacancy shall be filled for the unexpired term by two-thirds vote of the remaining members of the Board.
2. The Board of Directors shall approve annually the appointment of chairpersons to all Standing Committees. Other committees and positions may be created as deemed necessary by the Board of Directors.
3. In the event of repeated failure to perform to the satisfaction of the Board of Directors the minimum duties of the office, the Officer or any of the appointees shall be warned that his/her performance is unsatisfactory. If, after 60 days, his/her performance is still deemed unsatisfactory by the remaining Board members, the officer or appointee shall be deemed vacated by a majority vote of the remaining members of the Board of Directors. Failure to perform shall be defined as anything that the majority of the Board of Directors decides is failure to discharge duties or to act in an appropriate and timely manner.
4. Upon transfer of the office of Treasurer, and at any time the Board of Directors deems necessary, the Board of Directors shall form an Audit Committee to conduct an audit of the treasury.
5. The resignation of any Officer or Director at Large shall be tendered to the Board of Directors and may be acted on at any regular or special meeting of the Board.

(b) The PRESIDENT shall be administrative officer of the SAOS and shall supervise the business and affairs of the Society. The President shall preside at all meetings of the Board of Directors and of the Society and shall, subject to the approval of the Board of Directors, enforce all Bylaws, rules and directives of the Society. The President shall be a member ex-officio of all committees except the Auditing, Nominating and Elections committees. The President

BYLAWS

shall by and with the approval of the Board of Directors make and execute all contracts for and on behalf of the Society. The President shall keep the Board of Directors fully informed and frequently consult it concerning the business and activities of the Society.

(c) The FIRST VICE PRESIDENT shall perform the President's duties in the absence of the President. The First Vice President shall act as chairperson of the Program Committee and shall also perform such duties as may be delegated to this office by the President.

(d) The SECOND VICE PRESIDENT shall perform the President's duties in the absence of the President and First Vice President. The Second Vice President shall act as chairperson of the Publicity Committee and shall also perform such duties as may be delegated to this office by the President.

(e) The SECRETARY shall be responsible for all writings and correspondence that are authorized by the Board of Directors or the President and shall have custody of the Bylaws. The Secretary shall prepare the minutes of the monthly meetings, which will then be forwarded to the Newsletter Editor. The Secretary will also take minutes at all Board meetings and forward them to the Board of Directors. The Secretary will be the official point of contact for all correspondence and be the designated registered agent.

(f) The TREASURER shall be the custodian of all SAOS funds, responsible for keeping accurate records of receipts and disbursements, paying authorized bills and making periodic financial reports. The Treasurer will:

1. Conduct all banking arrangements of the SAOS, including the establishment of checking and savings accounts.
2. Receive all monies belonging to the SAOS, including those collected by any Committee, and deposit said monies to the SAOS account.
3. Pay all authorized obligations of the SAOS promptly by a check.
4. 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.
5. Have all books and accounts open to inspection by a designated auditor at any reasonable time.
6. Be custodian of an inventory list of all SAOS-owned property. An inventory of all SAOS property shall be taken each December.
7. Furnish, if so desired by the Board of Directors, a Position Bond paid for by the Society.
8. Prepare the annual budget report and file all necessary state and federal tax forms within allowable filing periods.

ARTICLE VIII – MEETINGS

(a) REGULAR MEETINGS. Regular Meetings of the SAOS shall be held monthly on the first Tuesday of each month unless the meeting date is changed by the Board of Directors. Special meetings of the SAOS may be called by the President or by any two members of the Board. All meetings dates will be posted on the SAOS website. Twenty-five percent (25%) of the membership shall constitute a quorum for conducting official business at Regular and Annual Meetings.

(b) ANNUAL MEETINGS. The Annual Meeting shall be held in January, at which time any annual reports of the Officers and Committees shall be given and the Election of Officers and Directors at Large and shall take place.

(c) BOARD OF DIRECTORS MEETINGS. The Board of Directors Meetings shall be held at least monthly unless deemed not necessary by a majority of the Board. The location and time of such meetings shall be specified by a majority vote of the Board of Directors. Special meetings may be called at the order of the president or at the request of two members of the Board. Unless otherwise specified in these bylaws, the affirmative vote of the majority of the members of the Board present shall be required for the adoption of any resolution or motion. Four members of the Board shall constitute a quorum. The chairpersons of these Standing Committees and other interested individuals may be invited by the Board of Directors to attend meetings of the Board of Directors as non-voting members.

BYLAWS

ARTICLE IX - NOMINATIONS AND ELECTIONS

(a) A Nominating Committee named by the Board of Directors shall select one or more potential candidates to each Officer and Director at Large position. Nominations may also be made by the general membership. After proper notice, elections will be conducted by voice vote if candidates are unopposed or written ballot if there are two or more candidates for a given position.

(b) OCTOBER MEETING. At the October Meeting of the SAOS, the President shall announce the appointed Nominating Committee consisting of three members, no more than two of whom may be members of the Board of Directors. This Committee shall be responsible for the nomination of one or more qualified members for each office and directorship.

(c) NOVEMBER MEETING. 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, Secretary and Treasurer. The Nominating Committee shall also nominate a minimum of three qualified SAOS members to be Directors at Large. The slate shall be presented to the SAOS members at the November meeting. In addition to this slate, a SAOS member duly seconded by another SAOS member may make additional nominations from the floor at the November meeting. All members must have signified their willingness to serve before their names are presented.

(d) NOTICE IN ADVANCE OF JANUARY MEETING. These nominations shall then be published in the SAOS's newsletter, which shall be distributed to the membership at least 10 days before the January meeting, which is also the Annual Meeting date. The list of nominees selected by the Nominating Committee shall be posted on the SAOS website at least ten days before the January meeting.

(e) JANUARY MEETING. The nominations shall then be read again at the January meeting, at which time nominations from the floor will again be accepted. The floor-nominated member in good standing must be present to give consent, or must have supplied written consent. Elections shall be held by verbal vote at the Annual Meeting in January. In the event of a contest, the president shall appoint an Election Committee of three members, who shall collect and tabulate written ballots. The nominees receiving the highest number of votes for Officer or Director at Large shall be declared elected.

ARTICLE X – STANDING COMMITTEES

(a) There shall be at least the following Committees, the chairpersons of which are appointed annually by the President and then approved by the Board of Directors at the April Board of Directors Meeting. The Officers, Directors at Large and Standing Committee Chairpersons shall collectively be referred to as the Executive Committee.

(b) EXHIBIT COMMITTEE. The Exhibit 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 plan, organize, put in and remove exhibits at shows in which the SAOS elects to participate.

(c) LIBRARY COMMITTEE. The Library Committee shall consist of a Chairperson, the Librarian, appointed by President and approved by the Board of Directors, and additional members, as required, appointed by the Chairperson. The Committee shall maintain the SAOS Library and video collection. The Committee will recommend the purchase of books, publications and videos that are in keeping with the objectives of the SAOS. 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.

(d) MEMBERSHIP COMMITTEE. The Membership 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 Committee shall take appropriate steps to stimulate interest in SAOS memberships, distribute

BYLAWS

membership information and introduce new members and guests to the purpose and benefits of the SAOS. The Membership Committee shall include, at a minimum, a Sunshine Coordinator.

(e) **NEWSLETTER COMMITTEE.** The Newsletter Committee shall consist of a Chairperson, the Newsletter Editor, appointed by the President and approved by the Board of Directors, and additional members, as required, appointed by the Chairperson. The Committee shall collect all information including minutes, articles of interest, meeting notices and other pertinent data for the newsletter. The Newsletter Editor shall organize, collate and edit this information for each month's newsletter and distribute it to members via email and posting on the website. Hard copies of the newsletter will be provided to members without internet access upon request.

(f) **OPERATIONS COMMITTEE.** The Operations 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 Committee shall be responsible for ensuring the monthly SAOS meetings are successfully implemented. The Operations Committee shall include, at a minimum, the Welcome Table Coordinators, Refreshment Volunteers, Raffle Ticket Coordinator and Clean-Up Volunteers.

(g) **PROGRAM COMMITTEE.** The Program Committee shall consist of a Chairperson, the First Vice President, and additional members, as required, appointed by the Chairperson. The Keiki Club activities will be coordinated through the Program Committee. The regular monthly and Keiki Club programs should implement the expressed objectives of the SAOS. The Committee will be responsible for selecting speakers, inviting them to present their programs, coordinating their travel arrangements and entertaining them before the regular meetings as guests of the SAOS. The Committee will make sure that any equipment needed for the presentation is available for the use of the speaker

(h) **PUBLICITY COMMITTEE.** The Publicity Committee shall consist of a Chairperson, the Second Vice President, and additional members, as required, appointed by the Chairperson. The Committee will be responsible for ensuring monthly meetings are advertised and club activities are publicized.

(i) **WEBSITE COMMITTEE.** The Website 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 Committee will be responsible for keeping the website current by posting information about the SAOS and its events, upcoming events of general interest, orchid cultural information, links to site of interest and other pertinent data.

ARTICLE XI- RULES OF PROCEDURE

All meetings of the Society, of the Board of Directors, and of the committees shall be according to Robert's Rules of Order, so far as applicable and when not inconsistent with these Bylaws.

ARTICLE XII- INTERPRETATION OF BYLAWS

Interpretation of Bylaws shall be decided by the Board of Directors, except as applicable to Elections. The Elections Committee shall decide questions of interpretation of these Bylaws applicable to elections.

ARTICLE XIII - INDEMNIFICATION PROVISION

Each person who acts as an Officer of the SAOS shall be indemnified by the SAOS against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding to which he/she is made a party by reason of his/her being or having been an Officer of the SAOS, except in relations to matters as to which he/she shall be individually adjudged to be liable for gross negligence or willful misconduct in the performance of his/her duties. The right of indemnification provided herein shall inure to each Director and Officer at the time such costs or expenses are imposed or incurred, and in the event of his/her death, shall extend to his/her legal representative. The Officers not involved in the legal action must determine whether the Officer is entitled to indemnification and must specifically approve the retention of legal counsel prior to any Director or

BYLAWS

Revision 4, Approved April 6, 2010

Officer engaging legal counsel in order to be eligible for indemnification by the SAOS. In the event a majority or more of the Officers are involved in any action, then any approvals provided hereunder shall require a vote of at least 75% of the Officers to be effective

ARTICLE XIV- AMENDMENTS

These Bylaws may be amended at any meeting, duly constituted, of the members by an affirmative vote of two thirds of the members voting. No amendment shall be adopted unless the substance and effect of the proposed amendment shall have been stated in a prior notice to the SAOS members via email, the newsletter and/or the website. At the next regular meeting of the SAOS following publication, balloting shall be carried out in accordance with the election procedures. If the amendment carries and this necessitates changes to the SAOS charter, the Secretary shall be instructed to submit the amended Articles of Incorporation to the proper Florida State agency for approval.

ARTICLE XV - DISSOLUTION OF ASSETS

Upon dissolution of the St Augustine Orchid Society, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Tax code and shall be distributed to a not-for-profit organization with objectives similar to the SAOS, such as The Orchid Digest, The Huntington Botanical Center, 1151 Oxford Road, San Marino, CA 91108 or the American Orchid Society, 16700 AOS Lane, Delray Beach FL 33446; or their current address.