

# **Bylaws of the Port St. Lucie Orchid Society, Inc.**

## **Article I            Name**

This organization shall be named The Port St. Lucie Orchid Society, Inc., a not-for-profit organization. The Port St. Lucie Orchid Society, Inc. may be referred to herein as the "PSLOS".

## **Article II            Purpose**

(A) The Port St. Lucie Orchid Society, Inc. 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 and uses of orchids. The specific purposes of the Port St. Lucie Orchid Society, Inc. are to promote and aid in the development, improvement and preservation 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 Port St. Lucie Orchid Society, Inc., shall at all times be operated for the purposes stated above. 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 PSLOS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Port St. Lucie Orchid Society 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 Port St. Lucie Orchid Society, Inc. 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 PSLOS and approved by the Executive Board. Notwithstanding any other provision of these bylaws, the PSLOS shall not carry on any other activities not permitted to be carried on by an organization exempt from federal tax, contributions to which are deductible.

(D) The Society may conduct an annual Orchid show and sale, sanctioned and judged by The American Orchid Society.

## **Article III            Affiliation**

The Port St. Lucie Orchid Society shall maintain active membership in and affiliation with the American Orchid Society.

## **Article IV            Membership**

(A) Membership is open to anyone who has an interest in orchids and the mission of the Port St. Lucie Orchid Society. Members are encouraged to participate in all Society activities. Members are expected to aid other members and to strive to increase their knowledge of orchids. Membership lists will be made available to all new members, along with a copy of these bylaws. Additionally, updated membership lists will be made available periodically. Membership is not transferable.

(B) ACTION ON BEHALF OF THE SOCIETY: No member may perform any act on behalf of the PSLOS without prior consent of the Executive Board.

## **Article V Dues**

Dues are set by the membership and may be amended by a two thirds vote of members present at a general meeting. Dues are payable in January and will be considered past due if not paid by the scheduled meeting in February. If dues are not received by February 28th, membership will be terminated.

## **Article VI Society Meetings**

Society meetings shall be held on the second Tuesday of each month from September through June, with no meetings scheduled in July and August. In the event that a venue is not available for a scheduled date, the meeting may be rescheduled at the discretion of the Executive Board with notice to Members. Meetings shall begin at 1:00 PM unless otherwise announced. Meetings shall have the purpose of providing educational opportunities for members through presentations and speakers. Guests are welcome at meetings. The December meeting will be supplanted by an annual recognition luncheon, and the May meeting will be an awards retreat. If votes are necessary at a general meeting, a quorum shall consist of 51% of members present.

## **Article VII Duties and Terms of Officers**

(A) Each Officer's term shall be one year. (See Article VIII.4 regarding Trustees' terms.) Officers may be nominated to an additional term. With the exception of the President, who may not serve more than two consecutive terms, Officers may be nominated to more than two terms at the discretion of the Nominating Committee.

(B) In the event of a vacancy on the Executive Board, the President, with the approval of the remaining members of the Executive Board, shall appoint a member to fill the vacancy until the end of the term.

(C) Order of ascendancy: In the event that the President is unable to serve and/or resigns, the First Vice President shall automatically ascend to the Presidency. In the event that neither the President nor the First Vice President is able to serve, the Second Vice President shall automatically ascend to the Presidency. However, if none of those three officers are available to serve as President, the Executive Board shall hold an emergency meeting, called by the Trustees, to identify and agree upon candidates to serve as President. Said meeting shall take place prior to approaching a member about serving.

(D) The President shall preside over all meetings of the Society and Executive Board and shall appoint the Chairpersons of standing and special committees. The President shall schedule additional meetings as necessary.

(E) The First Vice President shall assist the President and preside over Society and Executive Board meetings in the absence of the President. Planning and presentation of all programs for monthly general meetings of the Society shall be the responsibility of the Vice President.

(F) The Second Vice President shall preside over Society and Executive Board meetings in the absence of both the President and First Vice President. The Second Vice President shall plan and carry out periodic auctions as scheduled by the Executive Board and shall serve as Chairperson of committees designated by the President. The Second Vice President shall maintain contact with the Port St. Lucie Botanical Gardens, and shall serve as liaison between the Botanical Gardens and the PSLOS.

(G) The Recording Secretary shall record and maintain the minutes of Society and Executive Board meetings and shall present the minutes for approval at the next scheduled meeting unless they are otherwise distributed to the appropriate members.

(H) The Treasurer shall maintain financial records of the Society, including but not limited to receipts and expenditures. The Treasurer shall have charge of all finances of the Society. The Treasurer shall deposit Society funds in the banking institution(s) designated by the Executive Board. All disbursements of less than \$500 must be approved by the President and/or the Treasurer, who are empowered to sign checks. Expenditures of more than

\$500 must be approved by the Executive Board. Regular expenditures, such as rent, the annual fee to maintain storage space or previously approved donations, are excluded from the aforementioned requirement. The Treasurer shall report to the Executive Board each month, and to the general membership at least annually at a meeting designated by the Executive Board, usually in June. Said reports shall be filed with the Recording Secretary to be included with the minutes.

(I) The Corresponding Secretary shall write letters on behalf of the Society as required and correspond with members and family members as necessary.

(J) The Membership Chairperson shall be responsible for taking attendance at meetings, maintaining a list of members, signing up new members, and collecting dues.

(K) The three Trustees shall attend all Executive Board meetings as called by the President. Their duties shall be varied, depending upon the immediate and/or long term needs of the Society.

#### **Article VIII      Election of Officers**

(A) The President shall appoint a nominating committee consisting of a Chairperson and two members. This committee shall prepare a single slate of Officers to be presented at the October general meeting.

(B) Election of Officers shall be held at the November general meeting. Officers shall be installed during the December recognition luncheon. Officers shall serve from January 1<sup>st</sup> through December 31<sup>th</sup>.

(C) Nominations may be made from the floor at the October general meeting provided that the individual being nominated has agreed in advance to run for office. If there are no nominations from the floor, the slate presented by the nominating committee may be elected by acclamation. If there is more than one candidate for any office the election shall be accomplished by a written ballot, and the majority vote shall prevail.

(D) The Trustees shall be elected to three year terms on a rotating basis, with one to be elected each year. Trustees may be elected to a second term.

#### **Article IX      Executive Board**

The Executive Board shall consist of the Officers (the President, First Vice President, Second Vice President, Recording Secretary, Treasurer, and Corresponding Secretary) together with the Membership Chairperson, the Immediate Past President and three Trustees. Officers of the Society, plus the Immediate Past President, are also Trustees, ex officio (by virtue of their offices). The Executive Board shall be responsible for all Society business and have oversight of the activities of the Committees.

#### **Article X Meetings of the Executive Board**

The Executive Board shall meet on the third Tuesday of each month from September through June. In order to execute Board business requiring a vote, a quorum shall be required. A quorum shall consist of at least seven members of the Executive Board. Board meetings are open to any Society member who wishes to attend.

#### **Article XI      Fiscal Year**

The fiscal year of the Society shall run from January 1<sup>st</sup> through December 31<sup>st</sup>, at which time the Treasurer's records shall be audited.

#### **Article XII      Parliamentary Procedure**

All Membership, Executive Board and Committee meetings shall be governed by Robert's Rules of Order.

**Article XIII        Dissolution of Corporation**

In the event of dissolution of the Port St. Lucie Orchid Society, all assets shall be distributed to the not-for-profit American Orchid Society to be used for tax exempt purposes. The current address of the American Orchid Society is:

16700 AOS Lane, Delray Beach, FL 33446.

**Article IX        Amendments**

These bylaws may be amended at any general membership meeting by a two thirds vote of those present, provided that any amendment(s) have been presented in advance and in writing to all active members for review.

Amended February 2018

Certification: