

BY-LAWS OF THE DELRAY BEACH ORCHID SOCIETY

OFFICES

The principal office of the organization shall be in the City of Delray Beach, County of Palm Beach, Florida.

PURPOSE

The purpose of the Society is to stimulate interest, provide education and enable exchange of information among those interested in the culture of orchids in all its aspects.

ARTICLE I

QUALIFICATION

Qualification of Members and the manner of their admission shall be as follows: A prospective member shall be eligible to submit the application for membership at any time. Each new member must pay a badge fee plus the annual dues as set by the Executive Board. All regular members shall pay dues, be eligible to vote and to hold office. To be eligible to serve as President, a member must have been on the Executive Board for one year.

The annual dues are due on the first day of January for the ensuing year. No dues paid are refundable except by the action of the Executive Board for one year.

A membership may be cancelled at any time by a vote of the majority of a quorum of the Executive Board, after a proper investigation and hearing.

ARTICLE II

EXECUTIVE BOARD

The Executive Board shall consist of: President, First Vice President, Second Vice President, Corresponding Secretary, Recording Secretary, Treasurer, Assistant Treasurer, and seven Trustees comprising the Board of Trustees.

The Executive Board shall have general charge and direction of the affairs and business of the Society; the care and management of the Society's funds and other properties, with the power to dispose of them as may best serve the interest of the Society.

Any member of the Executive Board who has not adequately attended to his duties, either by reason of illness or any other cause, or who has three unexcused absences from the Executive Board meetings, may by the majority vote of the remaining board members be removed from office. All vacancies to the Executive Board shall be filled by the Executive Board immediately.

BOARD OF TRUSTESS

The Board of Trustees shall consist of seven members-three will be elected for a two year term; three will continue serving the second year of their two year term; and the seventh member will be the immediate past President. The Trustees shall give approval of the bank used for the deposit of the Society's funds. They shall approve the Auditing Committee's report and can call for a special audit at any time when circumstances warrant. At any time, when the growth of the Society warrants it, the Board of Trustees may employ an outside independent auditor. The Board of Trustees shall have supervision over the financial and physical matters of the Society.

ARTICLE III

MEETINGS OF MEMBERSHIP AND EXECUTIVE BOARD

Meetings of Society members shall be held monthly at a time and place as may be designated by the Executive Board with the approval of the members. Thirty five percent – 35% - of all members must be present in person to constitute a quorum. For any vote of the membership to carry, fifty percent plus one of all votes cast must be for the action. Absentee ballots shall not be permitted.

Meetings of the Executive Board shall be held at such a time and place as the Board members may determine. A majority of the Board shall constitute a quorum. For any vote to carry fifty percent plus one of all votes cast must be for the action.

Robert's Rules of Order will be the official reference.

ARTICLE IV

DUTIES OF THE PRESIDENT

It shall be the duty of the President to preside at all meetings of the Society and all meetings of the Executive Board; to call such meetings as are herein provided; to have general supervision of the Society; to appoint all committees, subject to the approval of the Executive Board; to make an annual report at the February meeting of the Society. At no time during his tenure of office shall the President hold the position of Committee Chairman. The President with one other member of the Executive Board shall sign all written contracts and obligations, unless otherwise provided by special vote of the Executive Board, and no contract shall be valid and binding on the Society unless so signed.

ARTICLE V

DUTIES OF THE VICE PRESIDENTS

The FIRST VICE PRESIDENT shall assume the duties of the President in his absence from the Executive Board or Society meetings. He shall serve as Program and Plant Table Committee Chairman. He shall also serve as Chairman of the Committee to secure plants for special occasions.

The SECOND VICE PRESIDENT shall assume the duties of the president in the absence of the President and the First Vice President. He shall serve as Membership Committee Chairman.

ARTICLE VI

DUTIES OF THE SECRETARIES

The RECORDING SECRETARY shall keep a true record of all meetings of the Society and the Executive Board. He shall have general charge of the records and other general books of the Society. All minute books and the By-Laws shall be available to all members at each regular meeting and other times by request. He shall assume the duties of the President in the absence of the President and the Vice Presidents.

The CORRESPONDING SECRETARY shall conduct the correspondence of the Society and the Executive Board and shall keep copies of the same. He shall give notice to each person of his election to the office in the Society. He shall perform other clerical duties as he may be called upon to do by the President or the Executive Board. He shall assume the duties of the President in the absence of the President, Vice Presidents and Recording Secretary.

ARTICLE VII

DUTIES OF THE TREASURER

The TREASURER and/or Assistant Treasurer shall keep a true and accurate record of all receipts and disbursements of the Society. He shall receive all monies belonging to the Society and deposit said funds in the name of the Society in a financial institution as designated by the Executive Board. He shall pay all set monthly obligations of the Society.

The Treasurer and/or Assistant Treasurer shall submit a statement of his accounts at each meeting of the Executive Board and a written report at the February meeting of the Society.

The books and accounts shall at all reasonable time be open for inspection by the Executive Board, Board of Trustees, and membership. The Treasurer's records shall be audited as soon as practical for the preceding year by an outside independent public accountant as designated by the Board of Trustees.

ARTICLE VIII

DUTIES OF THE PARLIAMENTARIAN

The PARLIAMENTARIAN shall be appointed by the President for a one year term of office.

The PARLIAMENTARIAN shall see that the affairs of the society are handled in accordance with the By-Laws and any subsequent amendments.

He shall attend all Executive Board meetings but he will have not vote. He shall also attend all Society meetings and will see that the Executive Board and Society meetings are conducted properly, with Robert's Rules of Order as the official reference.

ARTICLE IX

AMERICAN ORCHID SOCIETY REPRESENTATIVE

The AMERICAN ORCHID SOCIETY REPRESENTATIVE shall be appointed by the Executive Board for an unspecified term. He shall serve as liaison office for the Society and the American Orchid Society.

ARTICLE X

COMMITTEES AND THEIR DUTIES

There shall be nine standing committees, as follows, to become active as soon as the activities of the Society warrant: Membership, Program and Plant Table, Newsletter, Auditing, Show Entry and Exhibit, House, Publicity, Workshop and Sunshine. The President shall also appoint other committees from time to time as are necessary for the proper operation of the Society. Committee Chairmen shall attend the Executive Board meetings but will have no vote.

MEMBERSHIP COMMITTEE

The Second Vice President shall serve as Chairman of the Membership Committee. The Committee shall receive all applications for membership set forth in Article I. The Membership Chairman shall issue all new membership cards and keep a complete and accurate file of all Society members at all times. Annually, the Chairman shall submit to the Executive Board at its March meeting a true and correct list, in duplicate, of all Society members in good standing – one copy to be placed in the minutes.

PROGRAM AND PLANT TABLE COMMITTEE

The First Vice President shall serve as Chairman of the Committee. He shall arrange informative programs to be presented to the Society at each monthly meeting. The subject matter shall be either educational and/or cultural as it pertains to the orchidist. The Chairman will, whenever possible, purchase plants from the guest speaker of the evening. The Chairman is authorized to arrange for a speaker and plant purchase not to exceed the amount recommend by the Executive Board based on market conditions. The additional committee members shall be responsible for plant ticket sales and drawings and shall keep accurate records of income derived. Monies collected shall be turned over to the Treasurer for deposit on the Society's bank account.

NEWSLETTER COMMITTEE

The Chairman, Editor, shall be responsible for the monthly publication of the newsletter and for American Orchid Society publicity when deemed necessary.

A Co-Chairman, Advertising Editor, shall sell advertisements and collect monies due to keep a current record. He shall turn the monies over to the Treasurer for deposit on the Society's bank account.

PUBLICITY COMMITTEE

The Publicity Committee will perform all necessary publicity actions. The Publicity Chairman shall keep a scrapbook of all publicity releases pertaining to the Society and its activities; keep trophies and ribbons and make these available for society viewing; keep a history of the Society and its activities.

SHOW AND ENTRY COMMITTEE

The President will appoint a Show and Entry Committee Chairman as soon as deemed advisable. The Chairman of this committee shall present to the Executive Board an estimated cost of anticipated expenses. If the Board approves the estimate, a separate show or exhibit fund may be set up. Thirty days after a show or exhibit, the Chairman shall submit to the Executive Board a written report of all actual expenses and receipts, close out the show or exhibit fund and turn all monies over to the Treasurer. The Chairman shall also read this report at the next Society meeting. A copy of the Committee's report shall be placed in the Society's archives.

SUNSHINE AND TELEPHONE COMMITTEE

The Sunshine Committee shall send cards to the sick or sorrowing members.

The Telephone Committee shall act as a phone chain to facilitate announcements of forthcoming events.

HOUSE COMMITTEE

The House Committee shall secure hosts and hostesses, secure refreshments, be responsible for guest name tags and the guest book and see that the meeting place is put back in order at each Society meeting.

WORKSHOP COMMITTEE

Workshops under the supervision of the committee shall be conducted for the benefit of all persons interested in the study and culture of orchids. The committee shall determine the number and the topics of the workshops and shall secure the necessary materials.

ARTICLE XI

NOMINATIONS AND ELECTIONS

A nominating committee of three members shall be appointed by the Executive Board at its September meeting and publish the names of the nominees in the October newsletter. This committee shall nominate, based upon agreement to serve, a President, two Vice Presidents, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer and three Trustees to serve a two year term for the ensuing year beginning January 1st. The nominations of the Committee shall be presented to the Society at the November meeting following which nominations may be made from the floor providing consent of the nominee has been secured prior to the nomination. No member of the Nominating Committee shall run for office. Members that are not permanent residents of the State of Florida shall not hold office.

Elections shall be by show of hands cast in person by fifty percent plus one of the members present and voting, or by acclamation if so moved and carried at the December meeting of the Society. No person shall be voted on for an office unless nominated aforesaid.

No member of the Executive Board may serve for more than two consecutive terms in the same position or office. The Executive Board may make an exception to the preceding statement relative to consecutive terms of office if deemed necessary.

ARTICLE XII

DISSOLUTION OF THE DELRAY BEACH ORCHID SOCIETY

In the event of the dissolution of the Delray Beach Orchid Society, all assets, both cash and materials, after payment of debts, will be transferred equally to the AOS West Palm Beach Judging Center, Delray Beach Center For The Arts At Old School Square, and Banyan Creek Elementary School Art Program.

ARTICLE XIII

AMENDMENTS

These By-Laws may be altered or amended at any time by the majority vote of members present at a general meeting and provided that such an amendment is not in conflict with any Charter of Incorporation. These By-Laws of the Society shall be reviewed annually at the first meeting of the incoming Executive Board.

Wherever terms of gender are used in these By-Laws, they shall be understood to include both men and women.

ARTICLE XIV

Any trustee, officer or employee of the Society as to whom the Society has agreed to grant indemnity shall be indemnified by the Society against liability, cost or expense (including without limitation, attorneys fees) asserted against or incurred by him/her capacity as an officer, trustee, or employee of the Society, or as a representative of the Society appointed by the Society to any organization.

The Society shall advance fees and expenses involved in any litigation or threatened litigation to such indemnified person upon reasonable terms and conditions to be set by the Society. The Society may at its discretion and expense maintain insurance for the good of the Society as the Board sees fit.