

BYLAWS

Approved September 6, 2016

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.

(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.

ARTICLE IV – DUES

Dues are payable in January and memberships shall be valid from January 1st to December 31st. Membership dues paid during the fourth quarter are considered to be paid for the remainder of that calendar year plus the next full calendar year. 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.

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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, three Vice Presidents, Secretary, Treasurer and three Directors at Large. The term of office for the President, Vice Presidents, Secretary, Treasurer and 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, Programs Vice President, Membership Vice President, Publicity 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, designate a registered agent, 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. In the event of a resignation, the Board of Directors can name a replacement to serve until the next scheduled election.

(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 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 PROGRAM VICE PRESIDENT shall perform the President's duties in the absence of the President. The Program 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.

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

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

(f) 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.

(g) 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 shall act as chairperson of the Finance Committee. 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) BOARD OF DIRECTORS MEETINGS. The Board of Directors Meetings shall be held at least quarterly unless deemed not necessary by a majority of the Board. 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 the 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.

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 - NOMINATIONS. 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.

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(c) NOVEMBER MEETING - ELECTION. 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, Vice Presidents of Programs, Membership and Publicity, 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. 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. 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.

(d) DECEMBER MEETING – INSTALLATION OF OFFICERS. Officers and Directors will be installed at the December meeting and assume their responsibilities at that time.

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. The Officers, Directors at Large and Standing Committee Chairpersons shall collectively be referred to as the Executive Committee.

(b) EVENTS COMMITTEE. The Events Committee shall consist of a Chairperson, the Events Vice President, and additional members, as required, appointed by the Chairperson. The duties of this Committee are to plan, organize, and oversee the execution of all the events in which the SAOS participates. This committee is responsible for ensuring all monthly meetings are advertised and club activities are publicized, coordinating the refreshments at monthly meetings, picnics and other events, and coordinating the activities of the refreshments and clean up volunteers.

(c) 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.

(d) FINANCE COMMITTEE. The Finance Committee shall consist of a Chairperson, the Treasurer, and additional members, as required, appointed by the Chairperson. The raffles and auctions will be coordinated through the Finance Committee. The committee is responsible for maintaining proper banking arrangements, properly receiving and disbursing SAOS funds, preparing annual budgets and statements of accounts, producing the books and accounts for inspection by designated auditors, maintaining an inventory list of SAOS owned property and filing all necessary state and federal tax forms within the allowable filing periods.

(e) 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.

(f) MEMBERSHIP COMMITTEE. The Membership Committee shall consist of a Chairperson, the Membership Vice President, and additional members, as required, appointed by the Chairperson. The Committee shall take appropriate steps to stimulate interest in SAOS memberships, distribute 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 and the Welcome Table Coordinators.

(g) 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.

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(h) **PROGRAM COMMITTEE.** The Program Committee shall consist of a Chairperson, the Programs 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.

(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 sites 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 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; the American Orchid Society, 10901 Old Cutler Road, Coral Gables, FL 33156; or the Orchid Conservation Alliance, 564 Arden Drive, Encinitas, CA 92024 (or their current address).