

ARTICLE I

Name and Purpose

- A. The Society shall be officially known as the Southeastern Pennsylvania Orchid Society, Inc.
- B. The Society is a non-profit organization for educational purposes. The Society will aid in the cultivation and understanding of orchids, through meetings, lectures, exhibits and publications. The Society may also engage in any activity related to orchids or their support not prohibited by State or Federal law.

ARTICLE II

Membership

Membership shall be open to all those interested in the activities and educational purposes and the well being of the Southeastern Pennsylvania Orchid Society.

- A. **Members:** Members are those who have paid their annual dues. They are entitled to vote and attend all regular and special meetings of the Society. They have the right and are encouraged to serve in committees, participate in activities and hold office.
- B. **Honorary Members:** Existing Honorary Members will be maintained.
- C. **Corresponding Members:** Corresponding Members are those who by their circumstances cannot attend meetings regularly. They may apply and be elected by a majority vote of the Directors. They will be required to pay $\frac{1}{2}$ the yearly dues, which will entitle them to receive the Society publications. They may not vote, nor hold elected office.

ARTICLE III

OFFICERS

- A. The officers of the Society shall consist of: President, Vice President, **General Secretary**, Treasurer and **Membership Secretary**. Each term of office shall be one year.
- B. All the elected Officers shall be Directors.
- C. **Qualifications to serve as Officer or Director:** No person may serve as a Director who has not been an active member for a minimum of 12 consecutive months. No person may serve as an Officer who has not been an active member of the Society for a minimum of 24 consecutive months. **No person who has not served a full term as an Officer (1 year) or Director (2 consecutive years, see Article XIV, A.) may serve as President or Vice President.**
- D. **Terms limits of Officers:** The President and Vice President may serve a total of two consecutive one-year terms. The General Secretary, Treasurer and Membership Secretary may be elected for continuous one-year terms.
- E. At the expiration of their term of office, outgoing Officers shall deliver all Society property including up to date records in their possession to their successor.
- F. Upon the majority vote of the Directors, the offices of General Secretary or Membership Secretary and /or Treasurer may be combined for one year.

ARTICLE IV

The President:

- A. The President shall preside at all Society and Director's meetings, utilizing Roberts Rules of Order, Revised Edition, a copy of which shall be kept by the Secretary. The President

- shall administer the By-Laws, call to order all meetings as are provided herein, preside over all affairs of the Society and, at the Annual meeting, make a report.
- B. The President shall, with the Treasurer, execute all contracts, unless otherwise stipulated by a majority vote of the Directors.
 - C. The President shall be responsible to carry out the policies set forth by the Board of Directors.

ARTICLE V

Vice President:

The Vice President shall be the chairperson of the By-Laws Committee and the **Auditing committee**. In the absence of the President, the Vice President shall assume all the duties of the President.

ARTICLE VI

General Secretary:

- A. The General Secretary shall keep a record of all meetings of the Society, Director's meetings and Executive committee meeting. The General Secretary shall prepare minutes of the general meetings of the society for publication in the society newsletter. When requested by the Directors or Executive Committee, complete minutes, or any portion thereof, of any Directors or Executive Committee meeting may also be summarized for publication. The General Secretary will format minutes of the Director's meetings annually, along with any other pertinent records of the Society and remand them to the Librarian where they shall be open for inspection by the membership at reasonable times.
- B. **The General Secretary shall conduct or oversee the correspondence of the society as required by the board of Directors.**

- C. In the absence of both the President and the Vice President the **General Secretary** shall call the meetings to order and preside until a temporary chairperson is elected.

ARTICLE VII

Treasurer:

- A. The Treasurer shall collect and receive all monies belonging to the Society, and shall disburse them under the direction of the Directors. The Treasurer shall deposit the funds in the name of the Society in such banks as may be designated by the Directors. The Treasurer shall submit a written statement of the accounts at each meeting of the Directors to become a part of the Secretary's minutes. The books and accounts shall be open to inspection by any of the Directors, and the Auditing Committee.
- B. The Treasurer shall submit a preliminary budget to the Board of Directors at their August meeting for their comment and approval. **July 15th** will represent the beginning of the fiscal year. The approved budget will be published in the Society Newsletter.
- C. The year-end financial statement shall be presented at the August meeting of the Board of Directors and will be published in conjunction with the approved budget in the Society Newsletter.
- D. The Treasurer shall maintain a current accounting of all income and expenditures of the Society including a balance of all accounts. The Treasurer shall be prepared to make a written report at the Board meetings and an oral report at any meeting.

ARTICLE VIII

Membership Secretary:

- A. The Membership Secretary is charged with the collection of membership dues, which are to be remanded to the Treasurer in a regular and timely manner.

- B. The Membership Secretary shall keep current and distribute a membership list.
- C. The Membership Secretary shall be responsible for membership development.
- D. The Membership Secretary shall oversee the election ballot process as prescribed in Article XIV sub D if required, and shall publish the results of the elections in the newsletter.

ARTICLE IX

Board of Directors

The Board of Directors shall consist of the following: The President, Vice President, **General Secretary**, Treasurer, **Membership Secretary** and 8 (eight) elected members as Directors.

ARTICLE X

Duties of the Board of Directors

- A. The Directors shall have the general charge and direction of the business of the Society, including but not limited to the power to contract and encumber, and make rules and, regulations not conflicting with the By-Laws of the Society. They shall manage all Society property and funds. The President shall be responsible to carry out the policies set forth by the Board of Directors.
- B. By a majority vote of the Board. The Directors may delegate their authority to any Officer, Director or active member of a committee.
- C. The Directors may refer issues for consideration to the general membership for a vote. Said vote shall then become binding. Time permitting; notice of upcoming issues referred to the general membership will be placed in the newsletter.
- D. The Board of Directors may remove a member of any of its designated committees upon a majority vote, if, in their

- judgment such person or persons has not adequately attended to their duties. A reasonable attempt will be made to inform said member of this proposed vote in time so he/she may present a defense.
- E. Any Director who is absent without an acceptable excuse from **three (3) successive Directors** meetings shall be automatically removed from office. The President shall be responsible for notifying the delinquent Director and the Board will fill the vacancy.
 - F. Unexpired terms of vacancy among the Officers or Directors shall be filled by Presidential appointment and this will last until the next election.
 - G. Members of the Society may present items for consideration to the Board by submitting them in writing to the Secretary 10 days before the board meeting, to have the item included in the agenda. It is recommended that when an item is presented for consideration to the Board, that the person or persons making the presentation be present at the Board meeting for the discussion. The Board shall be bound to act on all requests and/or presentations.

ARTICLE XI

Standing Committees and other Committees

A. Standing Committees:

1. **Executive Committee:** The executive committee shall consist of the President, Vice President, **General Secretary**, Treasurer and **Membership Secretary**. This committee shall conduct the general business of the Society, carry out the policies and recommendations of the Board of Directors between the meetings of the Directors.
2. **Auditing Committee:** The Auditing Committee shall consist of the **Vice President** and two members of the Society not serving on the Board of Directors, to be appointed by the Vice President. This committee shall audit the accounts of the Society, including the Librarian's

account. **The Auditing Committee may be activated by a majority vote of the Board of Directors at any meeting of the Directors.** A report of their findings shall be presented to the Board of Directors.

3. **Bylaws Committee:** The By-Laws Committee shall consist of the Vice President as Chairperson and two other members appointed by the Vice President. They shall from time to time review the By-Laws of the Society and recommend changes that are deemed necessary.
4. **Nominating Committee:** The nominating Committee shall consist of two members of the Board and two members of the Society appointed by the Board of Directors at its February meeting. The committee shall act as directed by the By-Laws, specifically Article XIV.

B. Other Committees

1. Library Committee:

The Library Committee shall consist of a Librarian who is appointed by the President, and such assistants as may be deemed necessary. The librarian shall have charge the library including the purchase with funds as budgeted by the Board, custody and lending of all articles, books, journals and records of the society and **shall be responsible for keeping the historical artifacts of the society.** The Librarian shall keep records at all times.

2. Judging Committee:

The Judging Committee shall consist of a Chairperson, appointed by the President. Its duties shall be to establish judging standards at show tables and shows, and perform judging evaluations. The committee shall maintain a sufficient number of judges and clerks to manage the award process.

3. Show Committee:

The Show Committee shall consist of a Chairperson(s) appointed by the President. The Chairperson(s) shall select such committee members as are deemed necessary.

4. Program Committee:

The President shall appoint the Chairperson. The duties shall consist of the preparation and maintenance of schedule of programs and speakers for the coming year. A detailed cost analysis for the budget and Board of Directors shall be made available by the August meeting of the Board. The Chairperson may appoint subcommittees to assist. The Chairperson shall be responsible for the care and maintenance of the Society's projector and other related equipment as directed by the Board

5. Temporary Committees:

The President and/or Board may appoint members to act on temporary Committees at any time.

ARTICLE XII

Meeting of the Society

A. **REGULAR:** Regular meetings shall be held at such time and place as designated by the Board of Directors. Written notice shall be mailed to the membership at least ten days in advance. A quorum shall consist of 20% of active membership or 30 members, whichever is less.

B. **ANNUAL:** In each year, an annual meeting shall be held as part of the regular June meeting.

C. **SPECIAL:** A Special Meeting to discuss a specific topic or topics may be called by 20 members of the Society or by a majority of the Directors; with notice to be served to the President. Said notice will state the purpose and list the members calling the meeting. Thereafter, within five business days: the President shall direct at least 10 days written notice to the membership, notifying them of the purpose, location of the meeting and time. At Special Meetings of the Society, a quorum shall consist of 25% of the active membership. The President shall preside. Any motion passed at the

Special Meeting must be placed in the call for the next regular meeting and be approved by the majority of the Society present at that meeting.

ARTICLE XIII

Meetings of the Board of Directors

A. Regular

1. Regular meetings of the Directors shall be held in February, **April, June**, August, **October**, and December. They shall be such time and place as may be designated by the President. At least 10 days written notice of such meeting shall be given to each Director, and be listed in the newsletter.
2. If for any reason, a regular meeting of the Directors shall not be held, a meeting in lieu will be called by the President within 30 days. Notwithstanding the aforementioned, the February meeting must be rescheduled within the month of February.
3. Committee Chairpersons or representatives will be invited to the meeting of the Directors to present reports. However, said representatives shall not have a vote at the meeting.

B. SPECIAL: Special Meetings of the Directors may be called by the President or by five Directors. Five Directors will serve written notice to the President stating the purpose of the meeting. The President in turn shall within 10 business days, notify the Board of the time, location and purpose of the Special Directors Meeting. He shall give at least 10 days written notice of the meeting.

C. Any meeting of the Directors shall require a quorum consisting of a simple majority of those serving.

D. Any meeting of the Directors may, for lack of a quorum or other cause, be adjourned to some definite place and time, not exceeding 30 days.

ARTICLE XIV

Nomination and Election:

- A. The nominating Committee selected at the February meeting of the Board shall make recommendations for the following: four members for four Directors positions to serve two years, President, Vice President, **General Secretary**, Treasurer, and **Membership Secretary** to serve for one year.
- B. At the March regular meeting of the Society, nominations will be solicited from the membership for all positions - those desirous of office will have their names placed on the nominating committee list of recommendations and these will require a seconding of their nomination at the April meeting. The Nominating Committee shall secure the written consent of the nominees prior to submission to the Secretary in a form prescribed by the Board of Directors.
- C. The nominations shall be presented to the membership at the April meeting; following which, nomination or written consent if they are absent. No further nominations will be accepted after the April meeting and the complete list of candidates will be presented to the Secretary to include in the Newsletter announcing the May meeting.
- D. **Election of officers and directors may by either secret ballot under the direction of the Membership Secretary cast in person by active members present, or by sealed absentee ballots from active members supplied by and returned to the Membership Secretary within a time period determined by the Membership Secretary or by acclamation if so moved and carried at the May meeting.**
- E. Newly elected Directors and Officers shall assume their duties at the August meeting of the Board of Directors.

ARTICLE XV

Voting:

At Regular, Annual, and Special Meetings of the Society, active members present may vote. **Absentee votes from active members apply only to election of Officers and Directors.**

Article XVI

Dues:

- A. At the August meeting of the Board of Directors, the Board shall establish the dues for the year.
- B. New members joining the Society subsequent to February 1 will be required to pay 50% of the established dues in their appropriate category.
- C. Any member, who fails to pay dues within 45 days of dues notice and receives notice of his delinquency, shall cease to be a member of the Society. However, by late payment of the dues said member shall be reinstated.

ARTICLE XVII

Termination of Membership:

- A. Members may terminate their membership at any time. There will be no return of dues.
- B. Membership may be terminated for nonpayment of dues (see Article XVI, C).
- C. Membership may be terminated for cause by vote of 75% of the Board of Directors after discussion between the President, or a representative of the President, and the individual(s) involved. The member involved will be notified by phone or at his/her newsletter address of the action so a defense may be presented. If the terminated member appeals the decision, the President will appoint a committee comprised of four members of the Board and three members of the Society at large, and decision will be binding.

ARTICLE XVIII

Changes in By-Laws:

The By-Laws of the Society may be changed as follows: Proposed changes shall be contained in the call prior to one meeting of the Society, and discussed at that meeting. Any changes that are discussed and approved will be included in the call for the subsequent Society meeting. At that meeting, the By-Laws will be voted on for final approval and carried by a majority of members in attendance.

ARTICLE XXIX

Dissolution of the Society:

- A. **PROCEDURE:** The Board of Directors of the Society may propose dissolution of the Society to the membership at a regular meeting. No action will be taken until the next regularly scheduled meeting at which time a 75% vote of the membership present, and constituting a quorum, will be deemed necessary to approve the recommendation.
- B. If the proposal to dissolve the Society is approved, the Board shall determine the method of dissolution.

Operational Procedures

Adopted on April 8, 1987, at a regular meeting

1. When a member(s) differs in opinion with items that the Board of Directors has approved, the member shall schedule a discussion of the item(s) at the next Board of Directors meeting. Discussion of such items at Regular meeting, because of time considerations, must be kept to a minimum.
2. If a member suggests procedures, and the Board of Directors or the President decides that action should be taken or studied, the member(s) initiating the action must be willing to serve on a committee selected by the President.