

Connecticut Orchid Society Bylaws

Revised January, 2009

Article I Name

The society shall be known as the Connecticut Orchid Society, Inc.

Article II Purpose

Section 1. The Connecticut Orchid Society, Inc. (Society) shall be an incorporated, non-profit association for the preservation and extension of knowledge concerning the conservation, ecology, science, cultivation, hybridization, appreciation, and uses of orchids, and to carry on such activities as may be necessary or desirable to effectuate such purposes.

Section 2. The Society shall at all times be operated solely and exclusively for the purposes stated above.

a. No part of the net income of the Society may under any circumstances inure to the benefit of any private individual.

b. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 Society 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 payment of reasonable compensation for personal services or supplied and service approved by the Board actually rendered to the Society.

d. Notwithstanding any other provision of this certificate, the Society shall not carry on any other activities not permitted to be carried on by a corporation 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 1954 or the corresponding provision of any future United States Revenue Law.

e. Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, which are organized and operated exclusively for such purposes, as such court shall determine.

Article III Membership

Section 1. Membership shall be open to anyone interested in orchids. Members shall join the Society by payment of dues. Memberships may be individual, student, family, honorary or paid-life. Student memberships shall be limited to people matriculated in a course of study. A family membership shall be limited to two persons residing in the same household, each entitled to one vote. Individual, student, honorary, and paid-life members shall each have one vote.

Section 2. An individual may be nominated for honorary life membership by a majority vote of the Board of Directors, and elected by a majority vote of the membership present at a regular meeting.

Article IV

Board of Directors

Section 1. The Board of Directors (Board) shall manage and conduct the routine business of the Society and recommend policy changes as deemed necessary. Changes in policy must receive Membership approval. The Board transacts all such business as may be necessary between regular meetings of the Society. The Board should regularly review the operations of the Society and receive reports from all officers and appointees to assure that the Society is functioning properly.

Section 2. The Board of Directors must be members in good standing and shall consist of the President, Vice-President, Treasurer, Recording Secretary, most recent past President, and two Directors. Four members of the Board shall constitute a quorum at any Board meeting.

Section 3. The members of the Board of Directors shall be elected by written ballot (including paper and electronic ballots) and shall hold office for the calendar year, or until their successors are elected and qualified. No officer or director shall serve more than two consecutive terms per position. Each officer shall perform the duties usually attached to his/her respective office.

Section 4. Any vacancy among the officers or directors shall be filled for the unexpired term by majority vote of the Board of Directors.

In the event of repeated failure to perform to the satisfaction of the Board 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, the office or appointee shall be deemed vacated by the unanimous vote of the remaining members of the Board of Directors.

Section 5. The Board may annually appoint members to the following positions: corresponding secretary, conservation committee chair, show committee chair, welcome committee chair, website committee chair, membership secretary, librarian, historian, editor, and AOS representative. Other positions may be created as deemed necessary by the Board.

Section 6. Upon transfer of the office of treasurer, the Board of Directors shall review the treasury. At the same time, the Board shall review the Incorporation and Non-profit status of the Society.

Article V

Duties of Officers

Any officer who is unable to attend a regular meeting shall be responsible for arranging for another member of the Society to fulfill his/her duties at that meeting.

Section 1. President. It is the duty of the president to preside at all meetings of the Society and the Board of Directors. The President serves as *ex-officio* member of all committees except the nominating committee. The President is responsible for the overall day-to-day operations of the Society.

Section 2. Vice President. It is the duty of the Vice President to organize the programs for monthly meetings and to perform the duties of the President in his or her absence.

Section 3. Treasurer. It is the duty of the treasurer to keep a true and accurate record of all receipts and disbursements of the Society; to receive all moneys belonging to the Society and deposit said funds in the name of the Society in accounts authorized by the Board of Directors; to disburse funds for regular operating expenses such as speakers fees, newsletter printing, mailings and plant donation; prepare the annual budget report and file all necessary state and federal tax forms within allowable filing periods.

Section 4. Recording Secretary. It is the duty of the Recording Secretary to maintain the records of the Society and to keep accurate minutes of all regular Society and Board meetings.

Article VI Elections

Section 1. The Board shall appoint a nominating committee consisting of three members one of whom must not be a member of the Board of Directors. The President may not serve on the committee. Committee appointments shall be announced at the September meeting. Nominations shall be discussed at the November meeting and the election results shall be announced at the December meeting. No nomination shall be valid without the consent of the nominee. Nominations may be made from the floor at the November meeting in addition to those presented by the nominating committee.

Section 2. Election of officers shall occur by written ballot (including paper and electronic ballots). Ballots shall be sent to every member at least two weeks prior to the December meeting. Votes shall be tabulated prior to the December meeting.

Article VII Meetings

Section 1. Monthly Meetings. There shall be one regular meeting each month, except during July and August.

Section 2. Annual Business Meeting. The annual business meeting shall be held in December. The annual reports of officers, committee chairs and appointed members shall be given at this time.

Section 3. Special Meetings. Special meetings may be called by the President upon written notice given to the membership.

Section 4. The corresponding Secretary shall give written notice to the membership of regular or special meetings at least seven days before the meeting.

Article VIII Dues

Section 1. The annual dues shall be set by the Board and approved by a majority of the membership at a meeting. There shall be no dues for honorary membership.

Section 2. The annual dues shall be payable at the beginning of the calendar year. Members whose dues have not been paid by March 1st shall be notified without delay by the Membership Secretary. Failure to pay the annual dues by April 1st shall be equivalent to resignation and the member's name shall be dropped from the rolls of the Society.

New members joining after September 1st shall be considered to have paid dues through the next calendar year.

Section 3. Special assessments may be levied. Written notice of intention to make an assessment shall be given at least seven days prior to a regular or annual business meeting at which the assessment will be discussed and put to a vote.

Article IX Procedure

Section 1. Election of officers and amendments to the by-laws shall be decided by written ballot (including paper and electronic ballots).

Section 2. Special assessments and amendments to the by-laws shall require two-thirds majority of the votes cast.

Section 3. If two or more shall be nominated for an office, the nominee receiving the plurality vote shall be declared elected.

Section 4. A simple majority vote shall be necessary in other matters not herein specified.

Section 5. In matters not specifically provided for in the by-laws, the rules contained in "Robert's Rules of Order, Revised" shall apply.

Article X Amendments

Section 1. These by-laws may be amended or altered at a special meeting called for that purpose or at any regular meeting ten days after the membership is given written notice of the proposed amendments.