

# BY-LAWS OF THE SAN DIEGO COUNTY ORCHID SOCIETY

## PREAMBLE

WHEREAS, Persons interested in the culture of orchids in the County of San Diego, State of California, consider it to be to their common benefit to conduct an organization for the purposes hereinafter stated, and WHEREAS, this is an incorporated Society. NOW, THEREFORE, to accomplish the purposes of this Society, the following By-Laws are hereby adopted:

## ARTICLE I GENERAL

### SECTION 1. NAME

The name of this organization shall be "SAN DIEGO COUNTY ORCHID SOCIETY".

### SECTION 2. PURPOSES

The purposes of this Society are to promote and stimulate interest in orchids; to encourage the culture and conservation of all orchids; to provide for the exchange and dissemination among members of the Society information relating to the culture of orchids.

### SECTION 3. PROPERTY

The property and assets of this Society shall be vested in and owned by the persons comprising the Board of Directors hereinafter provided, as such Board of Directors is from time to time constituted; and upon dissolution or liquidation of the Society shall be transferred to any successor society, or to any other general educational or charitable purpose as the Board of Directors may decide and direct. None of the profits or earnings of the Society or any part of the assets upon liquidation or dissolution shall inure to the benefit of any member.

## ARTICLE II MEMBERS AND DUES

### SECTION 1. MEMBERSHIP

Membership in this Society shall be open to any and all persons interested in the culture of orchids.

### SECTION 2. CLASSES OF MEMBERSHIP

Classes of membership in this Society shall be:

- a. "REGULAR INDIVIDUAL" and "REGULAR DUAL" memberships in this Society shall be open to those interested in the culture of orchids, and shall entitle the member to all rights and privileges of the Society.
- b. "STUDENT" membership shall be open to those enrolled in a school or college who are less than 24 years of age. The Student pays no Society dues, participates in learning about orchids and orchid culture, participates in Society activities, and shall receive gifts given to regular members who participate in Society activities. The Student cannot hold an elected office nor serve as a Director-at-Large. The Student may vote and may serve as a committee member.
- c. "LIFE MEMBERSHIP." Upon recommendation of the Board of Directors, any person, by reason of valuable contributions toward the popularization of orchid culture, or by service to this Society, may be granted a Life Membership by the Board.

### SECTION 3. DUES

- a. Annual Dues for all "Regular" Society members shall be in such amount as shall be determined by the Board of Directors, payable on the first day of the month following the expiration of regular membership.
- b. Members shall be notified in the month prior to the expiration of membership regarding current Annual Dues.
- c. Dues shall be considered in arrears if not paid on or before the first day of the third month following the expiration of membership.
- d. Members whose dues are in arrears shall be considered delinquent and not entitled to the rights and privileges of membership.
- e. Annual Dues for new members will be due upon application for membership and will be for a period of one year.

### SECTION 4. GOOD STANDING

A member is in good standing if he owes the Society no delinquent debts or obligations and is not under suspension or expulsion.

## **SECTION 5. SUSPENSION OR EXPULSION**

A member may be suspended or expelled by the Board of Directors under procedure provided by Robert's Rules of Order for "Trial for Members of Societies".

## **ARTICLE III MEETINGS**

### **SECTION 1. MEETINGS**

- a. Meetings of this Society shall be held monthly at such time and place as the Board of Directors shall designate.
- b. The Board and Committee meetings are open to all Society members.

### **SECTION 2. ANNUAL MEETING**

The Annual Meeting shall be the June meeting.

### **SECTION 3. NOTICE OF MEETING**

Notice of meeting shall be given to members personally, or by electronic mail or mail to their last known address.

### **SECTION 4. QUORUM**

The quorum necessary to conduct a business meeting shall be one-fifth of the members in good standing as of the last meeting date.

### **SECTION 5. VOTING**

Every member in good standing shall be entitled to vote. Votes may be cast in person only.

### **SECTION 6. PROCEDURE**

All business meetings shall be conducted in accordance with Robert's Rules of Order.

## **ARTICLE IV BOARD OF DIRECTORS**

### **SECTION 1. NUMBER**

The Board of Directors of this Society shall consist of nine (9) members, all of whom must be members in good standing.

### **SECTION 2. COMPOSITION**

The Board of Directors is to be comprised of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Immediate Past President, and three (3) Directors-at-Large.

### **SECTION 3. QUORUM**

The quorum necessary for a Board of Directors meeting shall be five (5) members.

### **SECTION 4. TERM OF OFFICE**

- a. Officers shall hold office for one (1) year.
- b. Directors-at-Large shall hold office for three (3) years.
- c. The President may not serve more than three consecutive 1 year terms.
- d. A past President may be elected to additional terms as President after being out of office for at least two years.

### **SECTION 5. NUMBER OF DIRECTORS TO BE ELECTED**

- a. Three Directors-at-Large are elected, but the terms of each Director-at-Large overlap so that only one is elected each year.
- b. Incumbent Directors shall continue in office to complete their terms.

## **SECTION 6. VACANCIES**

- a. Vacancies on the Board of Directors shall be filled by the Board. The person so chosen shall serve for the balance of the term.
- b. If the Immediate Past President cannot serve, the vacancy shall be filled by a fourth Director-at-Large to complete the balance of the term.

## **SECTION 7. POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors shall control and manage the property of the Society, its business and activities for the general welfare of the Society. The Board of Directors shall:

- a. Fix the time and place of regular meetings.
- b. Make rules for the conduct of members and for the use of properties of the Society.
- c. Fix and enforce penalties for violation of By-Laws and Rules.
- d. The Board of Directors shall have authority to incur any obligation up to \$750 from the General Fund without approval of the members of the Society.
- e. The Board of Directors shall establish the amount of annual dues.
- f. The Board of Directors shall determine the depositories for all funds of the Society, and require these funds to be deposited in the name of the Society. All depositories shall have at least three signatures on file. The signatories shall be the President, the First Vice-President, and the Treasurer. A signature from any one of the signatories shall be required to make a withdrawal.

## **SECTION 8. MEETING ATTENDANCE**

- a. The Board of Directors shall meet at least monthly at such time and place as the President shall designate.
- b. If a Director or Officer fails to attend three Board of Directors meetings during one fiscal year without reasonable excuse, he shall be relieved of his duties. The Board of Directors will then select a member in good standing in the Society to fill the balance of the term.

## **SECTION 9. CODE OF CONDUCT**

The Board of Directors, standing committee chairs, and others appointed to positions by the Board will:

- a. Conduct themselves in a fair and professional manner.
- b. Demonstrate personal integrity at all times.
- c. Treat fellow Society members, guest speakers, vendors, and visitors with respect.
- d. Comply with the By-Laws of the Society.
- e. Not participate in, condone, or ignore illegal or unethical acts.
- f. Conduct themselves so as to enhance the reputation of the Society.
- g. Disrespectful behavior will not be tolerated and will be cause for dismissal from the Board of Directors.

## **ARTICLE V OFFICERS**

### **SECTION 1. ELECTION AND TERM OF OFFICE**

The President, First Vice-President, Second Vice-President, Secretary and Treasurer shall be elected by the members annually in the manner hereinafter provided in Article VI, and shall serve for a period of one year or until a successor shall have been elected.

### **SECTION 2. PRESIDENT**

- a. The President shall be Chief Executive Officer and shall preside at all meetings of the Society and of the Board of Directors.
- b. The President shall see that all rules, regulations and resolutions of the Society and the Board of Directors are carried into effect.
- c. The President shall appoint all Chairmen of the hereinafter mentioned standing committees with the approval of the Board of Directors and be an ex-officio member of all committees.

### **SECTION 3. FIRST VICE-PRESIDENT**

- a. In the absence of the President, the First Vice-President shall perform the President's duties.

- b. The First Vice-President shall act as Program Chairman and coordinate speakers and plant opportunity table.
- c. The First Vice-President shall be a member of the Finance Committee.
- d. The First Vice-President shall coordinate any requests from other societies for speakers.
- e. The First Vice-President shall perform such other duties as may be assigned to him by the Board of Directors and/or the President.

#### **SECTION 4. SECOND VICE-PRESIDENT**

- a. In the absence of the President and the absence of the First Vice-President, the Second Vice-President shall perform the duties of the President.
- b. In the absence of the First Vice-President, the Second Vice-President shall perform the duties of the First Vice-President.
- c. The Second Vice-President shall be responsible for selecting and scheduling individuals to present the Culture Class which precedes each monthly meeting.
- d. The Second Vice-President shall organize periodic culture/newcomers workshops.
- e. The Second Vice-President shall organize the plant forum and perform such other duties as may be assigned by the Board of Directors and/or the President.

#### **SECTION 5. SECRETARY**

- a. The Secretary shall keep minutes and records of all meetings of the Board of Directors and shall provide a copy to each member of the Board of Directors.
- b. The Secretary shall be responsible for providing a summary of the minutes from the monthly Board of Directors meeting to be published in the monthly newsletter.
- c. The Secretary shall keep minutes of the monthly Society meeting only when a vote of the General Membership is required, and will perform such other duties as may be assigned by the Board of Directors and/or President.

#### **SECTION 6. TREASURER**

- a. The Treasurer shall be responsible for the Funds of the Society and for financial reports from the committees to the Society, and shall cause full and accurate accounts to be made of the receipts and disbursements of funds of all committees.
- b. The Treasurer shall deposit all monies pertaining to the General Fund and other valuables, in the name of the Society in such depositories as may be designated by the Board of Directors.
- c. The Treasurer shall ensure that an independent professional review of the Society accounts is conducted annually and that the results are promptly reported to the Board of Directors.
- d. The Treasurer shall prepare a draft budget for use by the Board of Directors for each succeeding fiscal year.
- e. The Treasurer shall ensure that all required reports to governmental agencies are submitted timely and accurately.

### **ARTICLE VI ELECTION OF DIRECTORS AND OFFICERS**

#### **SECTION 1. TIME**

At the annual meeting in June, the President, First Vice-President, Second Vice-President, Secretary, and Treasurer and one Director-at-Large shall be elected by vote of the general membership and take office in July.

#### **SECTION 2. NOMINATIONS**

- a. The President shall, with the consent of the Board of Directors, not less than sixty (60) days prior to each annual meeting in June, appoint a Nominating Committee comprised of five (5) members in good standing, none of whom shall be an officer or director of the Society.
- b. Such committee shall, at the meeting prior to the annual June meeting, submit their nominations to the General Membership for President, First Vice-President, Second Vice-President, Secretary, Treasurer and one Director-at-Large, to be voted upon at said annual meeting.
- c. Nominations may also be made by the General Membership at the time of the annual meeting in June and prior to the voting on the candidates.

#### **SECTION 3. VOTING PROCEDURES**

- a. If there is only one nominee for each office, a motion to cast a unanimous ballot for the slate of officers may be made.

- b. If there is more than one candidate for any office, then a vote by written ballot shall be taken. The candidate receiving a majority of the votes cast shall be declared elected.
- c. In the event no candidate receives a majority of the votes cast, another ballot shall be taken on the two candidates receiving the highest number of votes.

#### **SECTION 4. INSTALLATION OF OFFICERS**

Officers and Director elected at the Annual Meeting in June shall be duly installed at the regular meeting in July.

#### **SECTION 5. REPRESENTATIVES TO OTHER SOCIETIES**

The President and Board of Directors may appoint members in good standing to represent this Society at meetings of other Societies as it may deem necessary.

### **ARTICLE VII COMMITTEES**

#### **SECTION 1. STANDING COMMITTEES**

The President shall appoint, with the consent of the Board of Directors, members to serve as Chairpersons of the following Standing Committees:

- a. Balboa Park Orchid Shows Committee
- b. Conservation Committee
- c. Finance Committee
- d. Plant Opportunity Table Committee
- e. Refreshments Committee
- f. Species Study Group
- g. Spring Show Committee

#### **SECTION 2. STANDING COMMITTEE POSITIONS**

The President shall appoint, with the consent of the Board of Directors, members to serve in the following Standing Committee Positions:

- a. AOS Representative
- b. Floral Association Representative
- c. Historian
- d. Hospitality
- e. Librarian
- f. Membership
- g. Newsletter Editor
- h. Orchid Digest Representative
- i. San Diego Botanical Garden Foundation Representative
- j. Show Oversight Coordinator
- k. Social Media Coordinator
- l. Volunteer Coordinator
- m. Webmaster

#### **SECTION 3. FINANCE COMMITTEE**

- a. The purpose of the Finance Committee is to ensure that the investment of the Society's assets is managed for long term capital safety while providing a diversified portfolio that will earn a reasonable return.
  - 1. The Committee shall manage the investment of the Society's assets following the investment policy approved by the Board of Directors.
  - 2. The Committee shall manage the investment of the Garner Educational Fund assets following the investment policy approved by the Board of Directors and the requirements of the Garner Resolution. The Garner Educational Fund will be identifiable and shall be kept separate from other investments.

- b. The purpose of the Garner Educational Fund is to finance educational programs for the benefit of the Society members and/or the general public pertaining to the culture and conservation of orchids and related horticultural matters as specifically defined in the Garner Resolution.
- c. The Finance Committee shall be comprised of a chairperson, nominally the Immediate Past President; the Treasurer; one Board of Director member, nominally the First Vice-President; and two members-at-large. The members-at-large must be members in good standing of the Society. The members-at-large are nominated by the President and approved by the Board of Directors.
- d. The Committee shall report directly to the Board of Directors for approval of the investment strategies developed by the Committee.
- e. The Committee shall report on the investment of funds directly to the Board of Directors annually and prior to the beginning of the next fiscal year.

#### **SECTION 4. ADDITIONAL COMMITTEES**

Additional committees may be appointed by the President with the approval of the Board of Directors.

#### **ARTICLE VIII BY-LAWS, AMENDMENT OF**

These By-Laws may be amended at any time by a majority vote of the Board of Directors and approved by two-thirds vote of the members present and entitled to vote at any regular monthly meeting, provided due notice of the proposed amendment has been given at a preceding meeting.

Upon adoption, these By-Laws shall repeal and replace all former By-Laws of the San Diego County Orchid Society.

Adopted, April 4, 2017.