

BY-LAWS FOR THE ORCHID SOCIETY OF MINNESOTA

AS AMENDED JUNE 16, 2018

ARTICLE I

STATEMENT OF PURPOSE

Section 1: Statement of Purpose

A. This Society is organized and operated for educational purposes. The Society seeks to increase and disseminate knowledge, appreciation and improvement of orchids; to conduct or cause to be conducted the development and improvement of orchid growing; to disseminate information concerning the culture, conservation, hybridization and appreciation of orchids to members of the Society and the public at large by means of public exhibition, publications and other appropriate means.

Section 2: Affiliation

A. These By-laws comprise the provisions for the operation of The Orchid Society of Minnesota in conjunction with the Articles of Incorporation. This Society is affiliated with the American Orchid Society, The Mid-America Orchid Congress and the Orchid Digest Corporation.

ARTICLE II

MEMBERSHIP

Section 1: Types of Memberships

A. Individual Membership shall be open to any person supporting the purpose of the Society who shall have paid annual dues. Such member shall be entitled to one individual vote on all questions brought before the membership.

B. Family/dual Membership shall be open to any persons sharing the same residence who support the purpose of the Society and who have paid annual dues. Such memberships shall each be limited to two individual votes on all questions brought before the membership.

C. Life Membership shall be granted to any member of the Society by the Board of Directors in recognition of special service to the Society. A Life Member shall have all the privileges of an individual member, but shall not be required to pay dues.

Section 2: Dues

A. Annual dues for individual and family/dual memberships shall be set by the Board of Directors.

B. Annual dues shall cover the period of July 1 through June 30 of the following year, with the exception that the membership of first time members who join between January 1 and June 30 shall run to the end of the following fiscal year.

C. There shall be no pro-rated dues, except as in Section 2, Paragraph B. above.

Section 3: Voting

A. Voting at all meetings of the Society shall be by voice, show of hands or standing as deemed appropriate by the presiding officer.

B. Voting by secret ballot shall be required for all elections of officers and directors if more than one candidate has been nominated for an office or directorship.

ARTICLE III

OFFICERS OF THE SOCIETY AND DUTIES

Section 1: The Officers of the Society and Their Respective Duties Shall be as Follows:

- A. President** - Shall be elected from the membership of the Society and shall be the presiding officer at meetings of the Society. Shall perform all duties incumbent upon the office including the appointment of chairs of the Standing and Special Committees except for the chairs of the Exhibition and Membership Committees. During emergency situations shall have the authority to sign checks for payment of Society obligations?
- B. First Vice-President** - Shall be elected from the membership of the Society and shall be responsible for the arrangement of the monthly programs for the membership. Such programs shall be published in the membership directory. During the absence of the President shall preside at Society meetings.
- C. Second Vice-President** - Shall be elected from the membership of the Society and shall be chair of the Exhibition Committee. During the absence of the President and First Vice-President shall preside at Society meetings.
- D. Recording Secretary** - Shall be elected from the membership of the Society and shall be responsible to record minutes of each meeting of the Society and Board of Directors. Shall handle Society correspondence and issue meeting notices to the membership in a prescribed fashion. Shall forward minutes to the Newsletter Editor for publication.
- E. Membership Secretary** - Shall be elected from the membership of the Society and shall be responsible for the maintenance of an accurate record of members and the publication of the annual membership directory. Shall serve as chair of the Membership Committee. Shall serve as chief clerk for any election that requires a secret ballot, except if he/she is a candidate in said election. Shall have ballots available in case same shall be needed for a contested election. If the Membership Secretary is a candidate for office, the President shall appoint an acting Membership Secretary for purposes of the election.
- F. Treasurer** - Shall be elected from the membership of the Society and shall be the custodian of the Society's financial records and accounts. Shall maintain an accurate record of monies due, collected and dispersed. Shall pay authorized bills and present a financial report to the membership and Board of Directors at each regular meeting. Shall be responsible for maintaining registration with the office of the Secretary of State for the State of Minnesota. Shall be responsible for filing all tax returns due during his/her term of office. Outgoing Treasurer shall work with incoming Treasurer to timely file any applicable tax returns.
- G. The Board** shall formulate and adopt policies and procedures which address retention of records for a period of years or permanently, as well as written and electronic storage of records. Electronic storage of records may be at an offsite, electronic storage website.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Membership

- A.** Members of the Board of Directors shall be members of the Society
- B.** The Board of Directors of the Society shall be composed of the six elected officers, the immediate past President of the Society and two directors elected from the membership on an at-large basis. The President of the Society shall serve as the Chair of the Board of Directors.
- C.** The Board of Directors shall be responsible for the management of the business and operation of the Society in accordance with the Article of Incorporation and these By-laws.
- D.** The Board of Directors shall meet at the call of the Chair at least six times during the year. Such meeting dates shall be published as far as practicable with the regular membership meeting notice and shall be open to any member to attend who is present at the start of the meeting.
- E.** Members of the Board of Directors should recuse themselves from votes/decisions that present a conflict of interest.

ARTICLE V

ELECTION OF OFFICERS AND AT-LARGE DIRECTORS

Section 1: Nominating Committee

- A. At the January meeting of the Society the President shall call for the election, from the members of the Society, of two individuals to serve on the Nominating Committee. The President shall appoint a third member who shall serve as Chair.
- A. At the February meeting of the Society the Chair of the Nominating Committee shall report a slate of candidates for officers and at-large directors for expiring terms.
- B. At the next regular meeting of the Society the Chair of the Nominating Committee shall place in nomination the slate of candidates previously reported. Nominations for all positions may be received from the membership. Election for all positions shall be conducted after nominations are closed.

Section 2: Election and Terms of Office

- A. Newly elected officers/at-large directors shall be designated as Officer/Director Elect and shall not take office until the conclusion of the annual meeting in June. They shall however, meet as a group to formulate plans for the coming year and work with the current Board of Directors to ensure a smooth transition of duties.
- B. Each officer shall serve a one year term of office commencing at the end of the annual meeting. Each officer, except the Treasurer shall be eligible to serve one additional consecutive year in the same office. The treasurer shall be eligible to serve three additional consecutive one year terms in the same office.
- C. Each at-large director shall be elected for a two-year term of office commencing at the end of the annual meeting. Each director shall be eligible to serve one additional consecutive term as an at-large director.
- D. Terms of the at-large directors shall not coincide.

Section 3: Vacancies

- A. Vacancies on the Board of Directors shall be filled by the Board of Directors. The appointee shall take office immediately following his/her appointment and shall serve the balance of the term. Such appointee shall be eligible to serve two additional terms in the office to which he/she is appointed.
- B. Any member of the Board of Directors failing to attend less than 50% of the meetings of said Board shall be automatically removed from his/her position and the resulting vacancy shall be filled as provided in A. above.

ARTICLE VI

MEETINGS OF THE SOCIETY

Section 1: Regular Meetings

- A. Regular meetings of the Society shall normally be held the third Saturday of each month except during the months of July and December, unless otherwise announced to the membership at least 30 days in advance. Notice of such meetings shall be sent to the membership by mail or electronic means, as each member prefers.
- B. Meetings shall be held at a time and place to be designated by the Board of Directors.

Section 2: Special Meetings

- A. Special meetings of the Society may be called by the President or by three members of the Board of Directors or by 25% of the membership; in the latter two cases a written

request must be submitted to the Membership Secretary.

- B. Special meetings shall be held at such time, date and place as designated by the meeting notice sent to the members ten days in advance.

Section 3: Annual Meeting

- A. The annual meeting of the Society shall be held in June of each year.
- B. The newly elected officers/at-large directors shall take office at the conclusion of said meeting.
- C. Each Chair of a Standing Committee shall prepare and submit a brief written, report covering the previous year's activities. Such report shall be retained by the Recording Secretary as a permanent record for the Society and a copy shall be forwarded to the new Chair of said committee.
- D. The out-going President shall appoint a two-person Audit Committee for the purpose of examining and attesting to the accuracy of the Society's financial records and the Treasurer's reports. This committee shall report to the Board of Directors prior to the October meeting and to the membership at the next regular meeting of the Society.

ARTICLE VII

STANDING COMMITTEES OF THE SOCIETY AND THEIR DUTIES

Section 1: The Chairpersons of the Standing Committees listed below shall be appointed by the President prior to August 1st. Chairpersons shall select and appoint members to their respective committees in sufficient number to effectively discharge the assigned duties of the committee. The Standing Committee chairs shall report to the President and Board of Directors as necessary.

The Standing Committees of the Society and their duties are as follows:

- A. Conservation:** The Conservation Committee shall maintain contact and coordinate activities with the same committees of the American Orchid Society and the Mid-America Orchid Congress. They shall report and recommend to the Board/Membership possible areas where the Society could further conservation of native orchids.
- B. Education:** The Education Committee shall be responsible for the orientation of new members. They shall provide and arrange for comprehensive and informational programs to be conducted when called upon for workshops/seminars during or in addition to the monthly meeting. They shall schedule informational events, and members to staff said events and provide handout materials.
- C. Newsletter:** The Chairman of the Newsletter Committee shall be the Newsletter Editor who is responsible for the creation of the newsletter. The committee shall be responsible for the publication of the newsletter to the membership via mail or electronically sent and the OSM website.
- D. Communications:** The Communications Committee shall be responsible for publicity for OSM events as needed to include radio, television, newsprint, magazines and collateral materials as required for the success of the event.
- E. Library:** The Library Committee shall be responsible for maintaining the physical materials for the membership owned by OSM available for loan to the members. They shall provide recommendations to the Board of Directors for authorization of new materials as needed.
- D. Plant Table:** The Plant Table Committee shall be responsible for the regular monthly plant table display and signage, provide a panel of judges, plant entry forms, and appropriate awards for winning entries. They shall also keep records of point accumulations and present the annual awards.
- E. Hospitality:** The Hospitality Committee shall make arrangements for refreshments

served at the regular monthly meetings and other OSM functions as authorized by the Board of Directors.

F. Ways & Means: The Ways & Means Committee shall be responsible for developing and implementing programs to raise revenue for the Society as approved by the Board of Directors. They shall be responsible for securing plants and staffing the plant raffles and the book/ collateral sales at the monthly meetings.

G. Plant Sales: The Plant Sales Committee shall be responsible for planning and conducting the yearly member's plant sale. They shall work with the Communications Committee for the publicity needed for this event.

H. Technology: The Technology Committee shall be responsible for keeping an updated version of Orchid Wiz (as authorized by the Board of Directors) available on computer for member's use at monthly meetings. This Committee shall also contain the position of Webmaster shall be responsible for the OSM website maintenance and content.

Section 2: Membership, Funding and Reporting

A. The president of the Society shall appoint the Chair of each of the Standing Committees.

Individual members of the Society will be sought out and encouraged to serve.

B. Each Committee Chair shall provide the Board of Directors with the estimated budget for their respective Committee for that current year. Board approval is required prior to the commitment or expenditure of Society funds.

C. Each Committee shall prepare a written report to be submitted at the annual meeting. Such report will remain part of the permanent record of the Society and copy shall be forwarded to the new Committee Chair.

D. The Board of Directors of the Society shall provide each Committee Chair with a set of guidelines and operating duties prior to their appointment. The Chair of each Committee shall be responsible to maintain and update this set of guidelines with the Committee's activities for the year.

E. Committee Chairs who currently serve on the Board of Directors should recuse themselves from votes or decisions that present a conflict of interest with their respective Committee.

ARTICLE VIII

QUORUMS FOR SOCIETY MEETINGS

Section 1: Quorum for Regular and Special Meetings

A. 20% of the membership shall constitute a quorum to conduct Society business.

Section 2: Quorum for Board of Directors Meetings

A. 50% of the members of the Board of Directors shall constitute a quorum to conduct Society business.

ARTICLE IX

EXPENDITURE OF SOCIETY FUNDS

Section 1: Authorization and Expenditure

A. The funds of the Society shall be expended only as authorized by the Board of Directors or the membership voting at a regular or special meeting.

B. Individual expenditures in excess of \$1,000.00 shall require the approval of the membership at a regular or special meeting.

ARTICLE X

AMENDMENTS TO THE BY-LAWS

Section 1: Procedure

- A. These By-laws may be amended by the membership of the Society at any regular or special meeting provided written notice containing such amendment/s is sent to the membership 10 days prior to such meeting.
- B. At the meeting following announcement of such proposed amendment(s) there shall be discussion of the proposed change(s).
- C. At the next regular or special meeting, subject to the same notification requirements as in Section 1, A, this article, these By-laws may be amended by a majority vote of the members provided a quorum is present.
- D. The bylaws shall be reviewed fifth year starting with the year 2010, or sooner if so decided by the Board of Directors.

ARTICLE XI

DISSOLUTION OF THE SOCIETY

Section 1: Procedure

- A. The membership of the Society may present a resolution motion to the Board to dissolve. This action may be taken after notice of such proposed action has been sent to the membership at least 10 days in advance of such meeting.
- B. Upon the vote on a motion to dissolve the society succeeding, the Board of Directors at the time of dissolution is empowered to sell at auction to Society members any assets and thereafter donate the contents of the treasury and remaining assets. Donations will be made to tax exempt organizations in keeping with IRS requirements.

ARTICLE XII

PARLIAMENTARY AUTHORITY

Section 1: Authority

- A. For items not covered in these By-laws, Roberts Rules of Order, Revised, latest edition, shall serve as the final authority.
- B. The President shall appoint a Parliamentarian who shall be consulted regarding interpretation of these By-laws and other parliamentary questions.
- C. The terms "mailed" or "sent" in these bylaws shall mean delivered by US Postal Service or electronic mail.