

## CONSTITUTION AND BYLAWS

### GENESEE REGION ORCHID SOCIETY INC.

Ratified @ February 6, 2017 Meeting

#### ARTICLE 1 – NAME

The name of this Society shall be The Genesee Region Orchid Society Inc.

#### ARTICLE 2 – OBJECT, MISSION STATEMENT

The object of the Society shall be to stimulate interest in orchids and educate members and the public in their culture, propagation, improvement, use and conservation.

#### ARTICLE 3 - OFFICERS AND DUTIES

**Section 1** — Elected officers of the Society shall be President, Executive Vice President, Program Vice President, Secretary, Treasurer, and Member at Large.

**Section 2** — The Executive Board shall consist of the elected officers and the most recent past President who is still a member of the Society.

##### **Section 3 –**

(a) **President**: The President shall have general supervision over all affairs of the Society. The President shall preside at the regular meetings of the Society, and at the Executive Board meetings. The President shall appoint all committee chairpersons, not otherwise designated in the Bylaws, and shall be a member ex officio of all committees except the Nominating Committee. The President shall sign or authorize another officer to sign all legal contracts. The President shall also be authorized to sign checks in the absence of the Treasurer.

(b) **Executive Vice President**: In the absence or disability of the President, the Executive Vice President shall perform the Presidential duties. The Executive Vice President shall supervise the preparation of meeting facilities and hospitality arrangements for the Society's meetings.

(c) **Program Vice President**: The Program Vice President shall plan and/or arrange the programs for each monthly meeting. These may include lectures, demonstrations, auctions, panel discussions and other similar activities. The Program Vice President shall determine the speaker's intention to sell or not to sell plants and shall publish that information with the meeting notice.

(d) **Secretary**: The Secretary shall keep a record of all business transacted at meetings of the Society and of the Executive Board. The Secretary shall submit minutes of all meetings in a timely fashion for publication in the newsletter for membership approval. The Secretary shall prepare correspondence requested by members of the Executive Board. The Secretary shall maintain an inventory of all property of the Society and its location.

(e) **Treasurer**: The Treasurer of this corporation shall keep and maintain, or cause to be kept and maintained, full and accurate books and records of accounts of this corporation's properties and transactions, including account of its assets, liabilities,

receipts, disbursements, gains, losses, capital and other matters customarily included in financial statements. The Treasurer shall send, or cause to be sent, to the Executive Committee of this corporation such financial statements and reports as are required to be sent by law, by these Bylaws or by the Executive Board. The Treasurer shall (a) deposit, or cause to be deposited, this corporation's funds and other valuables in the name and to the credit of this corporation with such depositaries as may be designated by the Board; (b) disburse, or cause to be disbursed, the funds of this corporation as may be ordered by the Board, taking proper vouchers for such disbursements; (c) participate in the development of the annual budget and in the monitoring of actual financial performance in relation to the budget; (d) render, or cause to be rendered to the President, and the Executive Board whenever requested, an account of all transactions entered into as Treasurer and of the financial condition of this corporation; (e) fill out, or cause to be filled out, and submit, any forms, including tax forms, required by the corporation; (f) oversee the development and observation of the corporation's financial policies; (g) serve as chair of the Finance Committee; and (h) have such other powers and perform such other duties as may be prescribed to him or her by the Executive Board. The Treasurer shall maintain a list of members in good standing and submit the list for distribution to the membership in November.

(f) **Member at Large:** The Member at Large shall attend Executive Board meetings, chair the Nominating Committee, and chair the Auditing Committee.

**Section 4** — Method of election: All officers shall be elected by the membership at the Annual Meeting. If there is but one name for each office, the Secretary may be empowered to cast one ballot for the nominees as presented.

**Section 5** — All terms of office shall be for one year and shall begin at the conclusion of the Annual Meeting.

**Section 6** —The Nominating Committee shall present a slate of nominees at the April meeting. Additional nominations may be made from the floor at the May meeting prior to the election.

**Section 7** — The Member at Large shall be nominated from the floor and elected by the membership at the May meeting.

#### **ARTICLE 4 – MEMBERSHIP**

**Section 1** — Membership shall be open to those interested in the object of the Society. Each individual holding a single or joint membership, who has paid his or her dues, shall be a member in good standing and eligible to vote.

**Section 2** — The amount of dues shall be determined by a vote of the members and shall be payable on or before the Meeting in September.

**Section 3** — New members who join in March or later shall have their membership extended through the following membership year.

**Section 4** — A Membership Form shall be made available to the membership, hard copies at meetings and/or electronically.

**Section 5** — Life membership or honorary membership may be awarded by majority vote to those individuals the Society wishes to recognize.

#### **ARTICLE 5 – MEETINGS**

**Section 1** — Regular meetings shall be held on the first Monday following the first Sunday of the month when practicable September through May. There shall be a minimum of six (6) business meetings including the Annual meeting.

**Section 2** — The Executive Board will meet prior to the first regular meeting of the year to prepare a proposed calendar and budget and make other necessary plans. The Executive Board shall meet on other occasions at the call of the President.

**Section 3** — The Annual Meeting shall be held in May for the election and installation of officers, the receipt of reports, approval of charitable donations, and other business as may arise.

**Section 4** — A quorum shall consist of twenty percent of the number of members at the time of the September meeting and no business shall be conducted unless a quorum is present.

## **ARTICLE 6 – SALES AT MEETINGS**

**Section 1** — The only items that may be sold at meetings are orchids and other plants, and growing supplies. Other orchid-related items (e.g. shirts with the society's logo) may be sold if they are approved by the executive board.

**Section 2** — Other than the speaker, only members may offer items for sale.

**Section 3** — It is understood that the sale is strictly a transaction between the member and the buyer. The society is not a party.

**Section 4** — If the speaker, whether a member or not, has plants or supplies for sale, then there shall be no other sales at the meeting.

**Section 5** — Except for members who are the speaker, all members will submit 15% of their sales revenue to the society, except at the annual Picnic when the 15% commission is waived for members.

## **ARTICLE 7 – FINANCES**

**Section 1** — Committee chairpersons anticipating expenses greater than the amount budgeted shall submit a request to the President for approval.

**Section 2** — The newly appointed Auditing Committee shall receive the Society's financial records for auditing purposes by July 1. The audit is to be completed by July 15, at which time the report shall be presented to the new President, and the new Treasurer will receive the books and a copy of the report.

## **ARTICLE 8 - STANDING COMMITTEES**

Section 1 -- Standing Committees shall be the Nominating Committee, Education Committee, and Auditing Committee. Other Committees may be formed as the President and Executive Board shall deem necessary to carry out the object and purpose of the Society.

Section 2 – The Nominating Committee shall consist of three members: The Member at Large and two others appointed by the President at the March meeting.

Section 3 – The Chair of the Education Committee, i.e. the Education Coordinator, shall be appointed by the President. The purpose of the Education Committee is (a) to create education opportunities for the membership, particularly for society members who are new to orchid growing; (b) work with the Program Vice-President to coordinate education opportunities with

Monthly Meeting events; and (c) provide information to the Program Vice-President and the Website administrator to allow ample time to notify the membership of upcoming educational opportunities

Section 4 -- The Auditing Committee shall consist of the Member at Large and whomever he/she wishes to appoint to the Committee, up to two other people.

#### **ARTICLE 9 - PARLIAMENTARY AUTHORITY**

The Society shall be governed by Robert's Rules of Order, Revised, on all points not specified in these Bylaws.

#### **ARTICLE 10 – AMENDMENTS**

Proposed amendments to these Bylaws must be published in a newsletter or on-line and be presented to the members at a regular meeting to be voted on at the next meeting. A two-thirds vote of those present shall be required for adoption.

#### **ARTICLE 11 – DISSOLUTION**

In case of the dissolution of the Society, any unexpended funds shall be given to the American Orchid Society at Fairchild Tropical Botanic Garden, 10901 Old Cutler Road, Coral Gables, FL 33156. Disposition of any books, equipment and other inventory items, or proceeds from their sale, shall be donated to either the AOS or another tax-exempt organization determined by the current Executive Board.