By-Laws of Newport Harbor Orchid Society, Incorporated

Article I - Name

The name of this corporation shall be NEWPORT HARBOR ORCHID SOCIETY, INC. and shall in these By-Laws be referred to as the "Society", and it shall not have any capital stock.

Article II - Purpose

The Society shall at all times be operated solely and exclusively for scientific and/or educational purposes related to the study of orchids, their propagation, culture, care, and development.

Article III - Membership

Membership in the Society shall be composed of four types: Active, Honorary, Life, and Junior.

(a) Active Members: These are members who pay dues and have the right to vote and hold office.

(b) Honorary Members: These are members who are not required to pay dues and who have no voting powers and cannot hold office. The Board of Directors, by a two-thirds vote, shall elect persons as Honorary Members who have performed an outstanding service in respect to any or all of the fields for which this corporation is formed. There shall not be in excess of ten (10) Honorary Members at any one time. The Honorary Members will be listed in the NHOS membership roster.

(c) Life Members: These are Active Members designated by the Board of Directors who have the right to vote and hold office but have been relieved of the obligation to pay dues. The Board of Directors, by a two-thirds vote, shall designate persons as Life Members who have contributed continuing services to the Society for a significant period of time. The member and their spouse/partner are to be considered one unit. There shall not be in excess of five (5) Life Members at any one time. The Life Members will be listed in the NHOS membership roster.

(d) Junior Members: These are members who have not yet reached their eighteenth birthdays. Junior Members have the right to vote but may not hold office.

Article IV – Fiscal Year

The annual dues for Active and Junior members shall be in such amounts as shall from time to time be determined by the Board of Directors, payable on the first day of July in each year. Each paid member and each Life member shall have one vote. Proration of dues shall be on January 1. The last half of the year shall be one-half the regular amount for new members only. Renewal dues of members will not be prorated except by Board approval. New members shall be provided by the Society with a nametag. Higher dues for new members may be set by the Board of Directors for the first year of membership to cover the cost of this nametag. The Fiscal Year of the Society will be from July 1 to June 30.

Dues changed by action of the Board of Directors shall be presented to the membership at a meeting called for such action and must obtain a two-thirds vote of the members present. If a quorum is not present, another meeting shall be called to consider the action. Such meeting must be called by the notification in writing to the membership at least thirty (30) days prior to such meeting. A notice in the monthly newsletter shall be considered notification in writing. A simple majority of the membership shall be a quorum at any meeting in which changes to the By-Laws are to be voted on.

Article V – Prizes and Payments

The Board of Directors shall have the right from time to time, within the limits of the funds at their disposal, to appropriate money for such awards, certificates, or other prizes, as they shall deem for the best interest of the Society and the advancement of the work for which it is established. The Society shall not participate in any transaction resulting in a diversion of its income or assets to any officer, employee, or contributor, other than reasonable compensation for personal services actually rendered to the Society.

Article VI - Meetings

1. Monthly Meetings: Regular meetings of the Society shall be held on the third (3rd) Tuesday of each month unless changed by the Board of Directors and a two-thirds vote of the membership present at a regular meeting at which a quorum of the members are in attendance and the membership notified in writing at least thirty (30) days prior to such change.

2. Board of Directors Meetings: Regular Meetings of the Board of Directors shall be held every (60) days at such time and place as may be specified by a majority of Board members upon at least two (2) weeks written notice by the President to each member of the Board. Any meetings of the Board may, for lack of a quorum or other cause, be adjourned to some definite place and time not exceeding thirty (30) days thereafter; if for any cause, any regular meeting of the Board shall not be called or held, a meeting in lieu thereof may be called at any time and place by a majority of

the Board members upon at least two (2) weeks written notice. At meetings of the Board a quorum shall consist of nine (9) members of the Board of Directors.

Article VII - Officers

1. The officers of the Society shall be a President, a First Vice-President, a Second Vice-President, a Corporation Secretary, a Membership Secretary, and a Treasurer, all of who shall be elected for a term of one year, to serve from July 1 to June 30. The office of President shall not be held by the same person for more than two consecutive terms. Records of the Society shall be transferred from the out-going officers to the new officers at a Board of Directors meeting, which shall be held during the first week in July. Formal installation of officers shall be made at the first regular meeting of the Fiscal Year.

2. Duties:

(a) <u>President:</u> The President shall: (1) Act as Chief Executive Officer of the Society and shall preside at all regular and called meetings and at all meetings of the Board of Directors; (2) Appoint committees in accordance with the By-Laws and any other committees that the President shall deem necessary or as directed by the Board of Directors; (3) Responsible to the Board for the conduct of the Society. (4) The President and the Corporation Secretary shall sign all written contracts and obligations of the Society, unless otherwise provided by special vote of the Board of Directors.

(b) <u>First Vice-President:</u> The First Vice-President shall: (1) Be in charge of the monthly program, including the securing of interesting speakers and qualified entertainment for, the education of the membership; (2) Procure plants for the raffle at the regular meetings; (3) In the absence of the President, or in the event of the inability of the President for any cause to act, perform the duties of the office of President.

(c) <u>Second Vice-President:</u> The Second Vice-President shall: (1) Organize Society fundraising activities, such as the annual Ron Capps Memorial auction, and monthly auction table; (2) In the absence of the President and the First Vice-President, or in the event of their inability for any cause to act, perform the duties of the office of President.

(d) <u>Corporation Secretary:</u> The Corporation Secretary shall: (1) Maintain an up-to-date permanent record of all meetings of the Board of Directors and of the Society at which the business of the Society is conducted; (2) Send out all notices of the Board of Directors meetings; (3) Conduct the Official Correspondence of the Society and will keep copies of the same, and will receive copies of all correspondence that Officers, or Committees have written; (4) Be in charge of all official documents, contracts, and all other legal papers pertaining to the conduct of the business of the Society; (5) Sign and execute all written contracts and obligations of the Society together with the President, except and unless otherwise provided by special vote of the Board of Directors.

(e) Membership Secretary: The Membership Secretary shall: (1) Keep all membership records; (2) Notify all members by the 15th of July each year that their dues are due and payable; (3) Receive all dues and record same on the membership record; (4) Issue a name badge to each new; (5) Compile a membership roster by the 1st of October each year and such list will be issued to each member; (6) Give all monies received to the Treasurer.

(f) Treasurer: The Treasurer shall: (1) Receive all monies belonging to the Society and shall disburse the same under the direction of the Board of Directors; (2) Deposit the funds of the Society in such bank as may be designated from time to time by the Board of Directors; (3) Submit a statement of the Society's accounts at each meeting of the Board of Directors and more often, if required; (4) Pay all bills submitted with proper vouchers and settle same whenever required; (5) Be custodian of an inventory list of equipment owned by the Society. Such inventory shall be turned over to the new Treasurer each year; (6) The books and accounts of the Society shall be open to inspection within a reasonable time following a request by any active member of the Society; (7) The Society's books shall be audited annually by an auditor selected by the Board of Directors; (8) All checks shall be signed by any two (2) of the following officers: President, Corporation Secretary and Treasurer.

Article VIII - Directors

1. The number of Directors of this Society may be increased or decreased by the adoption of an amendment to the By-Laws, but shall in no event be less than nine (9) elected members. There shall be three (3) outgoing and three (3) incoming Directors each year

2. Election and term of Directors:

(a) The outgoing President will hold membership on the Board of Directors as a Director until his successor becomes ex-President. Such membership entitles the outgoing President to full voting power and the same status as an elected Director.

(b) The term of office for a Director shall be three (3) years. Three (3) Directors' terms of office will expire each year.

(c) In the case of a removal from office of a Director, for any reason, whether for cause or death, the President has the power to appoint a replacement to the unexpired term, provided however, that such replacement shall be confirmed by at least two-thirds of the Board of Directors.

3. All actions of the Board of Directors shall be reported to the membership at the next regular meeting.

Article IX - Officers

1. The Directors and Officers of the Society shall comprise the Board of Directors.

2. Duties: The Board of Directors shall have general charge and direction of the Society and the care and management of the investment and reinvestment of all funds of the Society and shall consider and pass upon all questions of the appropriation of money, including the amounts to be appropriated for prizes, publications and committee expenses.

3. Cause for Removal: (a) The Board of Directors has the power to ask for the resignation of any Member, Officer or Director for just cause. Such cause for removal must be given to the person sought to be removed in writing at least two (2) weeks prior to the meeting called for such purpose. Such written notice must state the grounds for removal and the time and place for such meeting. Failure of the person sought to be removed to be present will not prevent the continuance of such meeting; (b) Such removal must have the vote of at least two-thirds of the Board of Directors; (c) If by neglect, lack of interest or inability of a Board member to attend three (3) consecutive Board meetings in a Fiscal Year, then the Board Member may be removed and a new Board Member appointed as replacement in accordance with the By-Laws.

Article X - Nominations

At the Board of Directors meeting on or before the first meeting in January each year, the Executive Board shall appoint a Nomination Committee of five (5) active members, with not more than two (2) appointees being members of the Board of Directors and it shall be the duty of the Nomination Committee to nominate one qualified active member to the following offices: President, First Vice-President, Second Vice-President, Corporation Secretary, Membership Secretary, Treasurer and three (3) Directors. The Committee shall report their nominations at the regular April meeting, no action being taken at this time. The report shall be published in the May newsletter and again read at the regular May meeting, at which time nominations may be made from the floor, provided that the nominees are present or have given their written consent. The candidates so nominated and not otherwise shall be voted for at the regular June meeting and by written ballot only in the case of multiple candidates for a single office.

Article XI - Committees

The President has the power to appoint all committees with the confirmation of a majority of the Board of Directors.

The Standing Committees of the Society may be as follows:

- American Orchid Society Representative
- Beginners' Table
- Holiday Party
- Education/Culture Class
- Hospitality
- Installation Banquet
- Librarian
- Newsletter
- Orchid Digest Representative
- Orchid Show
- Parliamentarian
- Public Relations & Publicity
- Refreshments
- Ribbon Judging
- Silent Auction
- Tours

Article XII - Procedures

1. Robert's Rules of Order shall govern all meetings unless inconsistent with the By-laws.

2. An amendment to these By-Laws may be proposed by a resolution of the Board of Directors. The amendment so proposed shall be published in the Newsletter and posted in a conspicuous place at a regular or called meeting and then voted on at the next regular or called meeting at which a quorum is present. Approval of the proposed amendment shall be by a two-thirds vote of the quorum of Active Members present.

3. Copies of these By-Laws may be made available to an Active Member upon request.

4. A copy of these By-Laws shall be given to each new member of the Board of Directors at the first Board meeting of each Fiscal Year.

Article XIII – Videography/Photography

1. No unauthorized videography or photography is allowed during NHOS speaker presentations. This includes instructional aspects and any presentation with intellectual properties.

2. The NHOS President (or authorized representative) may stop a presentation to request that a person cease recording a presentation. Upon subsequent violations of unauthorized videography, the NHOS Board of Directors may subsequently revoke membership or ban attendance.