

AMENDED REGULATIONS, April 7, 2009
of
The Greater Cincinnati Orchid Society

ARTICLE I
MEMBERS

Section 1. Members. The members of the Greater Cincinnati Orchid Society (the “Corporation”) shall be those persons who are members in good standing in a membership class that is eligible to vote (collectively the “Members” and individually a “Member”). The Board may create various honorary classes of Members, including establishing eligibility for such membership class, voting eligibility and other privileges.

Section 2. Place of Meetings. Meetings of the Members, whether annual or special, shall be held at such place within or outside of the State of Ohio as shall be determined by the Board of Directors.

Section 3. Annual Meeting. The annual meeting of the Corporation shall be held on such date as shall be designated by the Board of Directors or the President. In the absence of such designation, the annual meeting shall be held at 8:00 P.M. on the first Tuesday of November if not a legal holiday, and, if a legal holiday, then on the next day not a legal holiday. At the annual meeting, Directors shall be elected, reports of the affairs of the Corporation shall be considered, and such other business shall be transacted as may properly be brought before the meeting.

Section 4. Special Meetings. Special meetings of the Members may be called at any time by any of the following:

- (a) The President of the Corporation;
- (b) The Board of Directors of the Corporation by action at a meeting or by a majority of the Directors acting without a meeting; or
- (c) Twenty-five percent of the Members.

Upon the receipt of a request in writing for a special meeting that states the purpose or purposes of the meeting and is delivered either in person or by registered mail to the President or the Secretary by any person(s) entitled to call a meeting of the Members, such officer shall promptly give notice of such meeting as provided in Section 5 hereof. If such notice is not given within 15 days after the delivery or making of such request, the person(s) calling the meeting may fix the time of meeting and give notice thereof as provided in Section 5 hereof or cause such notice to be given by any designated representative.

Section 5. Notice of Meetings. Not less than ten (10) days before the date fixed for the annual meeting of the Corporation, or seven (7) days in the case of a special meeting, written notice stating the date, time, place, and, in the case of a special meeting, the purposes of the meeting shall be given by or at the direction of the President, the Directors or the Members calling the meeting. Notices shall be given to the Members by any lawful means, at a Member's address (which may include an email address) or telefacsimile number as it appears on the records of the Corporation; provided, however, that in the case of telefacsimile notice of transmission shall be confirmed. Notice of meetings of Members may be given through publication in the official newsletter of the Corporation, or any successor newsletter.

Section 6. Waiver of Notice. Notice of the time, place and purposes of any meeting of the Members may be waived in writing by a Member, either before or after the holding of such meeting. Such writing shall be filed with or entered upon the records of the meeting. The attendance of a Member at any meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by a Member of notice of the meeting.

Section 7. Quorum. The Members present shall constitute a quorum for the transaction of business at any meeting of the Members.

Section 8. Voting by Members. Except as otherwise provided in the Articles of Incorporation or these Amended Regulations, each Member shall be entitled to one vote on any matter properly submitted to the Members for their vote, consent, waiver, release, or other action. Except as otherwise required by statute, the Articles of Incorporation, or these Amended Regulations, or in the appointment of Directors, the act of a majority of the Members who are present at a meeting at which a quorum is present is the act of the Members.

Section 9. Voting by Mail. The Board of Directors in its discretion, with respect to any annual or special meeting, may provide that the eligible Members may vote by mail with respect to all matters that are to be voted or acted upon by the Members at any such meeting.

Section 10. No Voting By Proxy. Members may not vote or act by proxy.

Section 11. Meetings by Means of Authorized Communications Equipment. One or more Members may participate in a meeting of the Members by means of authorized communications equipment within the meaning of Section 1702.01(Q) of the Ohio Revised Code. Participation of a Member at a meeting by authorized communications equipment in accordance with this Section 11 shall constitute presence in person at such meetings.

ARTICLE II **DIRECTORS**

Section 1. Authority and Duties. The Board of Directors shall have general supervision and charge of the property, affairs, and finances of the Corporation.

Section 2. Number and Qualifications, Election, Term of Office, and Removal of Directors.

(a) Number and Qualifications. The number of Directors shall be fixed from time to time by the Members, but shall be no fewer than five (5). All Directors shall be members in good standing of the Corporation.

(b) Election. Directors shall be elected by the Members.

(c) Term and Classification. Except as necessary for the classification discussed below, Directors shall be appointed to serve two-year terms and shall hold office until their respective successors are elected, except in the case of earlier resignation, removal from office or death.

(d) Removal and Vacancies. Any Director may be removed from office at any time, with or without cause, by the Members or by a majority of the whole Board. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires. Vacancies on the Board of Directors caused by death, resignation, removal from office, or any other cause other than the expiration of a term or increase of the authorized number of Directors may be filled for the unexpired portion of the term by the remaining Directors.

Section 3. Annual Organization Meeting. The annual organization meeting of the Board of Directors shall take place at such time and on such date each year immediately following the annual meeting of the Corporation, at such place within or without the State of Ohio as the Board of Directors or the President shall determine. The purposes of the annual organization meeting shall be to transact such business as may properly come before the meeting.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates and at such times as the Board of Directors or the President shall determine. Regular meetings shall be held at such place within or without the State of Ohio as the Board of Directors or the President shall determine. The purposes of regular meetings of the Board of Directors shall be to consider and act upon any matters that are proper subjects for action by the Board of Directors.

Section 5. Special Meetings. The President or any three of the Directors then in office may call a special meeting of the Board of Directors, to be held at any time at such place within or without the State of Ohio as those calling the meeting shall determine. A special meeting may be held for any purpose that would be a proper purpose of a regular meeting.

Section 6. Notice of Meetings. Not less than five business (5) days before the date fixed for an annual organization or regular meeting of Directors, or two business (2) days in the case of a special meeting, written notice stating the date, time, place, and, in the case of a special meeting, the purposes of the meeting shall be given by or at the direction of the President or the Directors calling the meeting. Written notice of the date, time, and place of all annual

organization and regular meetings of the Directors scheduled during a specified period may be provided to the Directors in advance of such period in lieu of separate written notices for each meeting. Notices shall be given to the Directors by any lawful means, at the respective addresses (which may include email addresses) or telefacsimile numbers as they appear on the records of the Corporation; provided, however, that in the case of telefacsimile notice of transmission shall be confirmed.

Section 7. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Directors.

Section 8. Voting by Directors. Except as otherwise provided in the Articles of Incorporation or these Amended Regulations, each Director shall be entitled to one vote on any matter properly submitted to the Directors for their vote, consent, waiver, release, or other action. Except as otherwise required by statute, the Articles of Incorporation, or these Amended Regulations, the act of a majority (i.e., more than 50%) of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors.

Section 9. Waiver of Notice. Notice of the time, place, and purposes of any meeting of the Board of Directors may be waived by any Director in writing either before or after the holding of the meeting. The attendance of any Director at any meeting (or participation at a meeting held through the use of telephone or other communications equipment) without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by that Director of notice of the meeting.

Section 10. Action Without a Meeting. Any action that may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the Directors, which writing or writings shall be filed with or entered upon the records of the Corporation.

Section 11. Meetings by Means of Authorized Communications Equipment. One or more Directors may participate in a meeting of the Directors by means of authorized communications equipment within the meaning of Section 1702.01(Q) of the Ohio Revised Code. Participation of a Director at a meeting by authorized communications equipment in accordance with this Section 11 shall constitute presence in person at such meetings.

ARTICLE III **COMMITTEES**

Section 1. Board of Directors Committees. The Board of Directors may create committees of the Board of no fewer than three Directors. Such committees shall have and may exercise such powers of the Board of Directors in the management of the Corporation as may be conferred or authorized by the resolutions appointing them; provided, however, no committee shall have the power to fill vacancies among the Directors or in any committee. The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, or to discharge any such committee.

Such committees shall act only during the intervals between meetings of the Board of Directors and subject to the direction of the Board of Directors. Acts of any committee within the authority delegated to it shall be effective for all purposes as the act or authorization of the Directors. A majority of the members of any committee may fix the time and place of its meetings. Committee members may participate at meetings by means of authorized communications equipment within the meaning of Section 1702.01(Q) of the Ohio Revised Code, and such participation shall constitute presence at the meeting. Such committees may act by a majority of their respective members at meetings or by a writing or writings signed by all members of such committee.

Section 2. Advisory Committees. The Board of Directors from time to time may also appoint committees to review, study, and advise the Board on various matters. Such advisory committees may include as members individuals who are not Directors; provided, however, that such advisory committees shall not be permitted to act for the Board of Directors, and the acts of such advisory committees shall not be considered acts of the Board of Directors. Advisory Committee members may include non-Director Members and non-Members.

ARTICLE IV **OFFICERS**

Section 1. Election and Designation of Officers. The Board of Directors shall arrange a process for nominations to offices, and propose to the Members a President, a Vice President, a Secretary, and a Treasurer, and may add other officers from time to time as the Board of Directors may deem necessary or desirable. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if the instrument is required to be executed, acknowledged, or verified by two or more officers.

Section 2. Term of Office: Vacancies. The officers of the Corporation shall hold office until December 31st of the year in which their term expires, and until their respective successors are elected, except in case of earlier resignation, removal from office, or death. No member shall hold the same office more than two consecutive terms. After two terms in an office, an officer must not hold that office for at least the length of one term. The Board of Directors may remove any officer at any time, with or without cause, by a majority vote of the Directors then in office. Any vacancy in any office may be filled until the expiration of the vacated term by the Board of Directors.

Section 3. Duties. The President shall preside at all meetings of the Board of Directors. Subject to directions from the Board of Directors, the President shall have general supervision over the affairs of the Corporation. The President may execute all authorized deeds, mortgages, contracts, and other obligations in the name of the Corporation and shall have such other authority and shall perform such other duties as may be determined by the Board of Directors. Officers other than the President shall have such authority and perform such duties as are customarily incident to their respective offices, or as may be specified from time to time by the Board of Directors regardless whether such authority and duties are customarily incident to such office.

Section 4. Other Officers. The other officers, if any, whom the Board of Directors proposes to the Members for election shall have such authority and perform such duties as may be determined by the Board of Directors.

Section 5. Delegation of Authority and Duties. The Board of Directors is authorized to delegate the authority and duties of any officer to any other officer, and generally to require the performance of duties in addition to those mentioned herein.

ARTICLE V **INDEMNIFICATION**

The Corporation shall indemnify, to the full extent permitted by the Nonprofit Corporation Law of Ohio, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, member, manager, employee or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, limited liability company, joint venture, trust or other enterprise. The Corporation may, but shall not be required to, indemnify any other person whom it may indemnify under the provisions of the Nonprofit Corporation Law of Ohio.

ARTICLE VI **FISCAL YEAR**

The fiscal year of the Corporation shall end on December 31st of each year or on such other date as may be fixed from time to time by the Board of Directors.

ARTICLE VII **AMENDMENTS**

These Amended Regulations of the Corporation may be amended, or new Regulations may be adopted, by the affirmative vote of the Members.

Adopted by vote of the Members at a Meeting on April 7, 2009