

BY-LAWS OF THE MANATEE ORCHID SOCIETY, INC. BRADENTON, FLORIDA

ARTICLE I – NAME

Section 1. The Society shall be known as the Manatee Orchid Society, Inc., Bradenton, Florida and referred to in these by-laws as the Society.

ARTICLE II – PURPOSE

The purposes of the society are to:

Section 1. Promote the wider cultivation and propagation of orchids by extending knowledge concerning cultivation, hybridization and the uses of orchids and providing practical demonstrations.

Section 2. Promote a greater understanding of the ecological requirements of orchids.

Section 3. Provide a forum to disseminate research results and taxonomical thinking and study results.

Section 4. Promote fellowship among those interested in orchids

Section 5. Provide opportunities to appreciate the beauty of the many varieties of orchids.

Section 6. Carry on such activities as may be necessary to accomplish these five purposes.

ARTICLE III – MEMBERSHIP

Section 1. MEMBERSHIP shall be open to ANYONE interested in orchids.

Section 2. Normal MEMBERSHIP may be INDIVIDUAL or FAMILY or ORGANIZATION.

Section 3. FAMILY membership shall be limited to direct family members (spouse, children) and will be limited to TWO VOTES.

Section 4. The FISCAL YEAR of the Society will be from June 1 through May 31.

Section 5. MEMBERSHIP DUES shall be DETERMINED by the agreement of members at the recommendation of the Executive Board of the Society.

Section 6. TERMINATION OF MEMBERSHIP shall be by resignation (to terminate responsibility) or by non-payment of dues. (No refund of dues for the year will be made.)

Section 7. Members whose DUES have NOT been PAID by the SEPTEMBER MEETING will be deemed to have terminated their membership and will be DROPPED from the membership listing and the newsletter publication list.

Section 8. Persons NEWLY joining the society, after the beginning of the fiscal year, may do so on a PRORATED quarter basis.

ARTICLE IV – OFFICERS

Section 1. The OFFICERS of the Society shall be PRESIDENT, FIRST VICE PRESIDENT, SECOND VICE PRESIDENT, SECRETARY, MEDIA SPECIALIST, and TREASURER. Each candidate must be a paid member.

Section 2. All OFFICERS of the Society shall be ELECTED for a TWO-YEAR term in even numbered Years at the MAY meeting and shall be installed at the JUNE meeting.

Section 3. The PRESIDENT shall be the OFFICIAL REPRESENTATIVE of the Society. The President shall PRESIDE at all meetings of the Society and of the EXECUTIVE BOARD.

The President shall be an ex-officio member of ALL committees, except the nominating Committee.

The President has the AUTHORITY to carry out routine functions of the Society within the general policy guidelines established by the Executive Board.

The President shall have the AUTHORITY to issue checks in the absence or incapacitation

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- of the Treasurer, as approved by the Executive Board.
- Section 4. The FIRST VICE PRESIDENT, in the absence of the President shall perform the duties Of the President.
The First Vice President shall be CHAIRPERSON of the PROGRAM COMMITTEE. It is The responsibility of the Program Committee to OBTAIN suitable meeting speakers, TAKE CARE of them, INTRODUCE them to members and then THANK them on behalf of the Society.
- Section 5. The SECOND VICE PRESIDENT, in the absence of the President and the First Vice President shall perform the duties of the President.
The Second Vice President shall be CHAIRPERSON of the MEMBERSHIP COMMITTEE.
- Section 6. MEDIA SPECIALIST – is responsible for publicity including a website, newsletter, Facebook or other social media publicity and publicizing meetings and events.
- Section 7. The SECRETARY shall record minutes of the Executive Board meetings. One copy of the Minutes is to be filed and a duplicate sent to the MEDIA SPECIALIST.
Send letters of appreciation to Board Members who have resigned.
- Section 8. The TREASURER will hold and disburse all funds as directed by the Executive Board, Keep a true and accurate account of all receipts and disbursements and provide a summary thereof at each monthly meeting.
The Treasurer shall present a yearly statement at the Annual General Meeting.
The Treasurer shall notify members when dues are due.
- Section 9. The Board will invite a MEMBER-AT-LARGE to sit on the board. This member will have a vote.
- Section 10. Any OFFICER who FAILS to carry out the functions of his/her office in accordance with the policies of the Executive Board or the By-Laws may be asked to resign.

ARTICLE V – MEETINGS

- Section 1. The Society shall MEET ONCE A MONTH on a scheduled date barring unforeseen circumstances. Meetings may be suspended for the months of July, August and September. (Determination will be made by the Board.)
- Section 2. The Annual General Meeting (AGM) shall be held in JUNE.
NEW OFFICERS will be installed at the JUNE meeting.
- Section 3. A SPECIAL MEETING may be held at the request of the PRESIDENT or at the request of TEN PERCENT of the membership.
- Section 4. The EXECUTIVE BOARD shall meet at least ONCE EACH QUARTER.
The President will usually establish the TIME and PLACE of the meeting.
A SPECIAL Executive Board meeting may be held at the request of the MAJORITY of the Board members, providing that all members of the Board are notified at least THREE DAYS IN ADVANCE of the time, place, and agenda for the meeting.

ARTICLE VI – EXECUTIVE BOARD

- Section 1. The Executive Board shall consist of the ELECTED OFFICERS and the IMMEDIATE PAST President, as advisor.
- Section 2. All POLICY MATTERS and OVERALL MANAGEMENT of the Society shall be Vested in the Executive Board.

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A QUORUM (51%) must be present to conduct any business.

Any Board Member who is unable to attend scheduled meetings and wishes to vote on any specific issue may do so by providing a WRITTEN PROXY to any member attending the meeting.

- Section 3. Any SOCIETY MEMBER desirous of bringing business before the Executive Board should advise a Board Member and request in WRITING that such business be placed on the agenda.
- Section 4. Any Member of the Executive Board ABSENT without just cause for THREE consecutive meetings may be REPLACED by a majority vote of the Members of the Board.
- Section 5. The Executive Board shall fill all VACANCIES on the Board that may occur after an officer has served six months of his/her term.
If the officer has served LESS than six months, a special election shall be called.
- Section 6. In the ABSENCE of a SUITABLE CANDIDATE for any of the OFFICES, the Executive Board may act in the vacant capacity until a suitable candidate can be found.
- Section 7. The Executive Board may CO-OPT any member to assist the Board and attend all or part of any Executive Board meeting.
- Section 8. The Executive Board shall appoint an AUDITING COMMITTEE to audit and certify the Treasurer's books at the end of the fiscal year and at the change of Treasurers.
- Section 9. ANY MEMBER MAY ATTEND one or more Executive Board meetings by contacting a Board Member, who will then be responsible for notifying the member of the date, time, and place of the next meeting.

ARTICLE VII – COMMITTEES

- Section 1. The President shall appoint STANDING COMMITTEE CHAIRPERSONS such as for an Annual Orchid Show, Plant Table, Raffle Table, and 'Sunshine'. The President
And the Board will appoint a committee for special parties, i.e., Holiday and Installation Events.
- Section 2. The Executive Board may appoint an AOS REPRESENTATIVE.

ARTICLE VIII – NOMINATIONS AND ELECTIONS

- Section 1. There shall be a NOMINATING COMMITTEE of THREE members chosen by the Membership at the MARCH meeting in even numbered years.
The Nominating Committee shall present a SLATE of candidates for office who have consented to serve, if elected. The offices of President and Treasurer should be filled by candidates who have been members in good standing for at least one year.
- Section 2. ELECTIONS shall be held at the MAY meeting in even numbered years. The Slate shall be read, and any additional nomination(s) may be made from the floor, providing nominee(s) agree to serve, if elected.
Where there is ONLY ONE (1) candidate for office, election shall be by a show of hands. If there is more than one candidate for office, voting shall be by ballot. A simple MAJORITY of those present and allowed to vote shall constitute an election.
- Section 3. All DULY ELECTED officers shall serve until the next authorized election of officers.

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ARTICLE IX – NOT FOR PROFIT STATUS

Section 1. The Society is NOT FOR PROFIT and no part of the net earnings of the Society shall inure to the benefit of any member of the Society or any private individual.

ARTICLE X – DISSOLUTION

Section 1. In the event of LIQUIDATION or DISSOLUTION of the Society, NO MEMBER shall be entitled to distribution or division of its remaining property or proceeds. The BALANCE of all money and other surplus received by the Society from any sources, after payment of all debts and obligations of the Society, shall be DISBURSED to the American Orchid Society's North Central Florida Judging Region for usage as they deem fit. The Executive Board MUST authorize such disbursement.

ARTICLE XI – AMENDMENTS

Section 1. These By-laws SUPERSEDE and REPLACE ALL previous By-laws under which this Society performed. These By-laws may be AMENDED at any regular meeting of the Society by a Two-thirds (2/3) vote of members present and allowed to vote, PROVIDED that:

- i) The proposed amendment(s) have been submitted in writing AND
- ii) Distributed to the membership present at the previous regular meeting OR the entire membership by mail one week in advance.

Signed: Maryanne Hazen, 2nd Vice President
(Acting President)

Date: April 12, 2022