

CONSTITUTION AND BY-LAWS of THE MID-AMERICA ORCHID CONGRESS

Adopted September 27, 1992 Reprinted September 2001 Revised May 2007 Revised September 2011
Revised October 2012 Revised October 2013 Revised November 2014 Revised March 2021

ARTICLE I Organization Name

The organization shall be known as The Mid-America Orchid Congress.

ARTICLE II Purpose, Incorporation, and Dissolution of the Organization

The purpose of the Congress is to effect relationships among Orchid Societies of Mid-North America by meetings devoted to the advancement of knowledge and appreciation of orchids.

This corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III MEMBERS

A. Members of the Congress shall be Orchid Societies that were represented at the business meeting of the 1st Mid-America Orchid Congress held October 24, 1959, and ratified this constitution by the payment of the first year's dues by January 1st, 1960 or subsequently, any Society which applies to the Secretary for membership and is elected as hereinafter provided.

B. New members shall be elected by a majority vote of Congress Delegates at any regular or special meeting.

C. Annual dues shall be established by vote of the Delegates and shall be payable on or before January 1st of each year. No Delegate will be recognized nor vote unless his/her Society's dues are current. Societies shall be dropped from membership upon nonpayment of dues for two (2) consecutive years. All original member Societies (Central Illinois OS, Illinois OS, Kentucky OS, Land of Lincoln OS, Michigan OS, Missouri OS, OS of Greater Kansas City, OS of Middle Tennessee) were allowed to January 1st, 1960 to pay their dues. All new members thereafter accepted are to tender payment of the current year's dues with their application which will be refunded if the Society is not accepted.

D. A member Society shall be considered to be an active member with full voting rights provided that its dues, as set forth under Article XIV are current. A member Society shall be considered to be an inactive member with no voting rights whenever its dues are in arrears.

ARTICLE IV MEETINGS OF THE CONGRESS

A. Within each calendar year there shall be an annual meeting of the Congress and it shall be held in a different location each year insofar as is practicable and in accordance with the Annual Committee authorizations.

B. Member Societies who wish to host the Congress meeting shall address their invitation to the Annual Meeting Committee of the Congress. Neighboring Societies may cooperate in this regard.

C. All phases of the program, entertainment and other activities of the meetings are the responsibility of the host Society or Societies, subject to the approval of the Executive Committee of the Congress.

D. It is expected that each meeting of the Congress shall be self-supporting.

ARTICLE V OFFICERS

A. Elected officers are President, First Vice-President, Second Vice-President, Secretary and Treasurer. The President may serve no more than two consecutive one-year terms. Other officers shall serve no more than five consecutive one-year terms.

B. At each annual meeting of Delegates of the Congress, the Nominating Committee shall nominate a President, First Vice-President, Second Vice-President, Secretary and Treasurer, to hold office until the next annual meeting of the Congress, or until their successors are elected and they agree to continue to serve. No member Society shall have in its membership more than two officers of the Congress. A majority of the voting Delegates in attendance shall elect the officers. Other nominations for these offices may be made at the annual meeting of the Delegates by any Delegate, provided the nominee has agreed to the nomination, and has agreed to serve if elected.

ARTICLE VI PRESIDENT

It shall be the duty of the President to preside according to Roberts Rules of Order (Revised) and The Mid-America Constitution and By-Laws, copies of which shall be kept with the books of the Secretary at all meetings of the Congress and Congress Delegates and of the Executive Committee; to see that the Constitution and By-Laws are appropriately applied; to call such meetings as are herein provided to be called; to preside over all affairs of the Congress; and at the annual meeting to make a report. Upon election, the President shall appoint such committees as are designated in Article XII with approval of the Executive Committee.

ARTICLE VII FIRST VICE-PRESIDENT

In the absence of the President, duties of the President shall be performed by the First Vice-President.

ARTICLE VIII SECOND VICE-PRESIDENT

In the absence of the President and the First Vice-President, duties of the President shall be performed by the Second Vice-President.

ARTICLE IX SECRETARY

The Secretary shall conduct the correspondence of the Congress and shall keep copies of the same. The Secretary shall keep a true record of all meetings of the Congress and Congress Delegates and of the Executive Committee. The Secretary shall give notice to each person of his/her election to office. The Secretary shall have general charge of the records of the Congress.

ARTICLE X TREASURER

The fiscal year of the Congress shall be the same as the calendar year (January 1—December 31). The Treasurer shall collect all dues and receive all monies belonging to the Congress and shall disburse them under the direction of the Congress Delegates, or of any committee empowered by the Congress to pay obligations of the Congress. If none is so indicated or so provided, then the Executive Committee will act until such time as there is. The Treasurer shall deposit the funds of the Congress, in the name of the Congress, in such bank or banks as may be designated from time to time by Congress Delegates or by the Executive Committee. Books and accounts shall at all times be open to inspection by authorized representatives of the member Societies and the Auditing Committee. The Treasurer's accounts for the preceding fiscal year shall be audited by the Auditing Committee. The Treasurer's report shall be submitted at each Congress meeting for approval. The Treasurer shall be bonded to The Mid-America Orchid Congress in the amount of not less than \$1,000.00, or in such greater amount as shall be determined by the Executive Committee. The cost of the bond will be borne by the Congress. The Treasurer shall maintain for the Congress its 501(c)3 status, or corresponding section of any future tax code, with the IRS and appropriate state sales tax exemption certification and include this information in the Treasurer's annual report.

ARTICLE XI PAST PRESIDENTS

The immediate Past President shall serve as a voting Delegate at Large, and shall serve as Chair of the Nominating Committee.

ARTICLE XII EDITOR

The position of Editor of The Mid-American shall be filled by appointment of the Executive Committee. The Editor will produce and distribute The Mid-American, a regular publication of the Congress. The Editor will work with the Communications Committee in determining editorial policy and acquiring articles for The Mid-American.

ARTICLE XIII CONGRESS DELEGATES

A. Members of active member Societies are encouraged to attend Congress meetings; however, each active member Society may have a maximum of four voting Delegates attending meetings of the Congress. (Officers of the Congress may be Delegates of their respective Societies.) Each voting Delegate must register with the Secretary of the Congress at the Congress business meeting.

B. There shall be a meeting of Congress Delegates at each meeting of the Congress to conduct the business of the Congress. A quorum shall consist of a majority of those Delegates who are properly registered with the Secretary. Others attending the Congress may attend the meeting of the Delegates as guests and speak on matters before the group but may not vote.

C. Under unusual circumstances, special meetings of the Congress Delegates may be held at such time and place as may be selected by the Executive Committee in writing or electronically to all member Societies at least thirty (30) days in advance of such meeting. No business may be transacted at such special meeting except as included in the call of the meeting. A quorum at a special meeting shall be a majority of the Congress Delegates present in person.

D. The Congress Delegates assembled at each meeting of the Congress shall have general charge and direction of the business of the Congress, the care and management of the business of the Congress, the care and management of the funds and other property of the Congress, and they shall consider and pass upon all questions of the appropriation of money to carry out the functions of the Congress.

ARTICLE XIV COMMITTEES

All committees may meet in person at duly called congress meeting, other meetings or electronically, completely or in part, in order to properly conduct their business.

Affiliated Societies Committee There shall be an Affiliated Societies Committee consisting of five (5) or more individuals appointed by the President. This Committee shall:

- (1) Work to strengthen communication and liaison among member Societies and to encourage member Societies to become familiar with the activities of the other Committees of the Congress.
- (2) Plan the program of the Affiliated Societies Breakfast whenever the Congress meets separately from other regional or national organizations.
- (3) Recruit new member Societies and provide such information about the Congress as will encourage formal application for membership in The Mid-America Orchid Congress.
- (4) Acknowledge acceptance of a society as a member of The Mid-America Orchid Congress. Send a copy of the most recent minutes and a copy of the Constitution and ByLaws.

Annual Meeting Committee There shall be an Annual Meeting Committee consisting of three (3) individuals, appointed by the President. This Committee shall be authorized to accept invitations without making recommendations to the Delegates at each meeting concerning sites and dates for Congress meetings. In addition to the responsibilities listed in the Constitution, this Committee provides the following services: (1) A Committee member works with the host Societies in his/her region, assuring that they are aware of the Congress needs regarding site, meeting rooms, hospitality, banquets, meeting schedule, etc. (2) Works with the Show Schedule Committee in revising the show book.

Auditing Committee There shall be an Auditing Committee consisting of three (3) individuals, appointed by the President. This Committee shall audit the accounts of the Congress and submit a report at each Spring meeting of the Delegates.

Awards Committee There shall be an Awards Committee appointed by the President to assure that trophies and awards donated to The Mid-America Orchid Congress are presented. All donated trophies and awards to The Mid-America Orchid Congress must be pre-approved by the congress delegates at a Business Meeting and be paid for by the donor prior to presentation. The Awards Committee shall be responsible for maintaining and revising as appropriate the list of the names of the various pre-approved awards. The Awards Committee shall provide the Executive Committee a list of those awards proposed to be awarded at the next annual meeting and/or additional meetings in the same calendar year. The Executive Committee shall approve which of the officially pre-approved awards are

Budget Committee There shall be a Budget Committee, consisting of the Treasurer and two (2) individuals, appointed by the President. The Budget Committee shall prepare budgets for the routine operations of the Congress and monitor those budgets to assure the proper handling of the Congress funds. It shall study the long-term financial needs of the Congress, advise the Congress of anticipated needs, and recommend expenditures to achieve the objectives of the Congress. It shall maintain close liaison with the Ways and Means Committee in order to stay advised about Congress income and advise that Committee about financial needs. It shall perform such other financial duties as the Congress may request.

Communications Committee There shall be a Communications Committee, consisting of the Editor and three (3) or more individuals appointed by the President. The Communications Committee shall work with the Editor and the Congress in determining editorial policy of The Mid-American publication, assist in the acquisition of articles for The Mid-American, provide current MAOC activities on the website (www.midamericanorchids.org), and work with the President and the Congress on such other publications as they may request. The Committee shall report to the Congress at each meeting.

Conservation Committee There shall be a Conservation Committee consisting of three (3) or more individuals appointed by the President. This Committee shall be concerned with preserving native orchids in their natural habitats by receiving and evaluating such conservation proposals as may be submitted to the Congress, and by recommending such action on them as may seem to be appropriate. The Committee may also receive and consider requests from qualified institutions to assist them to enlarge their collections of rare or endangered orchids, and/or to naturalize such native orchids in suitable protected areas. The Committee's assistance may take the form of providing informational help, or, in some circumstances, of recommending that the Congress provide limited financial assistance. The Committee should instruct individuals on the benefits of conservation and encourage the conservation of species in personal collections.

Constitution and By-Laws Committee There shall be a Constitution and By-Laws Committee consisting of three (3) or more individuals, appointed by the President, which shall make recommendations from time to time to the member Societies concerning changes and/or amendments to the Constitution and By-Laws. This Committee provides a parliamentarian for each meeting of the Congress.

Education and Research Committee There shall be an Education and Research Committee consisting of three (3) or more individuals appointed by the President. Its educational function will be served by studying and planning projects which will help Societies and their members to develop a stronger understanding of and interest in all phases of orchidology. The Committee will also act to promote research on the propagation, cultivation, hybridization, and reproduction of orchids by receiving and evaluating proposals from individuals, member Societies, and qualified institutions by whom suggestions for investigations in any of these areas are presented, and for which limited financial aid may be sought. The Committee will advise the Congress about the extent to which such research seems justified and desirable, and request that the Congress provide appropriate financial assistance.

Executive Committee There shall be an Executive Committee, consisting of the five (5) elected officers of the Congress and the immediate Past President of the Congress. The Executive Committee shall conduct the general business of the Congress and carry out policies and recommendations of the Congress Delegates and may fill any vacancy that may exist in their number to fill out an unexpired term.

Historical Committee There shall be a Historical Committee appointed by the President. The Historical Committee shall work to: (1) Collect the history of the Congress, its affiliated Societies and members. (2) Cooperate with the American Orchid Society's Library/Archives Committee regarding acquisition, use and storage of such material.

Nominating Committee There shall be a Nominating Committee consisting of three (3) of the most immediate past Presidents of The Mid-America Orchid Congress in attendance with the most immediate past President serving as chair of the Committee if available, plus two (2) other at-large members appointed by the President. The Nominating Committee must meet one business meeting prior to the election of officers or electronically in the time prior to formalize its nominations.

Orchidist of the Year Committee There shall be an Orchidist of the Year Committee consisting of three (3) or more individuals appointed by the President. This award is given for efforts expended in support of The Mid-America Orchid Congress. The Orchidist of the Year Committee shall: (1) Determine whether or not an award shall be given. (2) Maintain secrecy about the award until this Committee presents the award at the annual meeting of the Congress. (3) Request the Awards Committee Chair to have the trophy engraved. (4) Ask The Mid-American Editor to publish an article provided by the committee about the recipient(s).

Show Schedule Committee There shall be a Show Schedule Committee consisting of three (3) or more individuals appointed by the President. The Show Schedule Committee shall: (1) Periodically revise and update the show book with the cooperation of the Annual Meeting Committee. (2) Distribute show tags and show schedule. (3) Gather and evaluate data regarding the effective use of the show book and judging schedule at shows. (4) Urge affiliated societies to use the show schedule as printed by the Congress with minor and appropriate additions and/or deletions as deemed necessary.

Technology Committee There shall be a Technology Committee, consisting of the MAOC Webmaster and two (2) or more individuals appointed by the President. Its function shall be to maintain and upgrade the MAOC website, prepare and maintain an electronic orchid registration program and schedules for MAOC meetings, and work with the President and the Congress on such other electronic and technological issues as requested. The Committee shall report to the Congress at each meeting.

Ways and Means Committee There shall be a Ways and Means Committee, consisting of three (3) or more individuals appointed by the President. Its function shall be to raise funds for the routine operations and special projects of the Congress. It shall assist the Budget Committee in assessing the feasibility of large projects and shall report on its progress at each meeting of the Congress.

ARTICLE XV AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

The Constitution and By-Laws may be altered or amended at any annual meeting of the Congress by an affirmative vote of two-thirds of the Delegates in attendance and voting, but no alterations or amendments shall be adopted unless the substance and effect of the proposed alterations or amendments shall have been submitted to the member Societies at least sixty (60) days in advance of the meeting of the Delegates at which the alterations or amendments are to be submitted for vote.