

**AMENDED BYLAWS, November 12, 2024**  
**of**  
**The Greater Cincinnati Orchid Society**

**ARTICLE I**  
**MEMBERS**

**Section 1. Members.** Members of the Greater Cincinnati Orchid Society with a current paid membership are eligible to vote. The Board may establish membership classes, 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 Membership Meeting.** The annual membership meeting of GCOS shall be held on the regular society meeting in November or if necessary, such date as shall be designated by the Board of Directors or the President. At the annual meeting, Officers and Directors shall be elected, the following year's budget approved, reports of the affairs of the GCOS 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 the President of the GCOS; The Board of Directors of the GCOS by action at a meeting or by a majority of the Directors acting without a meeting; or Twenty-five percent of the Members can present a request in writing for a special meeting that states the purpose or purposes of the meeting to any Board member.

**Section 5. Notice of Meetings.** Not less than five (5) days before the date fixed for the annual meeting of the GCOS, or two (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, the Directors or the Members calling the meeting. Notices shall be given to the Members through publication in the official newsletter of GCOS of the previous month or by email notification.

**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.

**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 these Amended Bylaws, 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. The act of a majority of the Members who are present at a meeting is the act of the Society.

**Section 9. Voting and Meetings by Means of Authorized Communications Equipment:** The Board of Directors in its discretion, may provide that the eligible Members may vote by

authorized communications equipment with respect to all matters that are to be voted or acted upon by the Members at any such meeting. Participation of a Member at a meeting by authorized communications equipment shall constitute presence in person at such meetings.

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

## **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 GCOS.

(b) Election. Officers and 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 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 Board of Directors Meeting.** The annual organization meeting of the Board of Directors shall take place at such time date and place each year following the Annual Members Meeting of the GCOS. The purposes of the Annual Board Meeting shall be to transact such business as may properly come before the Board, and at which time committee chairs and members will be determined, and responsibilities assigned.

**Section 4. Regular Meetings.** Regular meetings of the Board of Directors shall be held on such dates, times and place 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, date and place that they shall determine.

**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.

**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 these Amended Bylaws, 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 or these Amended Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors. Participation of a Director at a meeting by authorized communications equipment shall constitute presence in person at such meetings.

**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 using 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 GCOS.

### **ARTICLE III** **COMMITTEES**

**Section 1. Board of Directors Committees.** The Board of Directors may create committees of the Board of no fewer than three GCOS members, including at least two Directors. Such committees shall have and may exercise such powers of the Board of Directors in the management of the GCOS 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. Non-Director GCOS Members and non-GCOS Members may be appointed to committees.

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 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 GCOS Members and non-GCOS 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. An Officer is a Director during his/her term of office. 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 term of office is two years. The officers of the GCOS shall hold office until December 31<sup>st</sup> 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 year. 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 GCOS. The President may execute all authorized deeds, mortgages, contracts, and other obligations in the name of the GCOS 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 GCOS 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 GCOS, or is or was serving at the request of the GCOS 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. GCOS 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 GCOS 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 Bylaws of the Corporation may be amended, or new Bylaws may be adopted, by the affirmative vote of the Members.

Adopted by vote of the Membership at the Annual Members Meeting on November 12, 2024.