

KEY WEST ORCHID SOCIETY, INC.  
BY-LAWS  
REVISED April 16, 2023

ARTICLE I  
NAME

The name of this organization shall be KEY WEST ORCHID SOCIETY, INC. herein referred to as “The Society”.

ARTICLE II  
PURPOSE

Purpose. The purpose of The Society, per Article II (A) of its Articles of Incorporation, is to enhance the knowledge of the members and other interested people in orchid culture in the Florida Keys.

Section 1 – Private Gain. No part of the net earnings of The Society shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that The Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its Purpose,

Section 2 – Political Activity. No substantial part of the activities of The Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and The Society shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

Section 3 – Discrimination. The Society shall not discriminate in any of its activities or in accepting members on the basis of race, gender, religion, or sexual orientation.

Section 4 – Dissolution. Upon the dissolution of The Society, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) 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 Society 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  
MEETINGS OF THE MEMBERSHIP

Section 1 - Regular Meetings. A regular meeting of the membership shall be held at the Key West Garden Center, or other location to be designated. Members will be notified of the time and date of each meeting by mail or email.

Section 2 - Special Meetings. Special meetings of the membership may be called by the President, or when requested by a simple majority of the Board of Directors, or when a request is made to the Board by a group of the Members in good standing. No such meeting shall be held without appropriate notice to the members.

Section 3 - Voting. Each member in good standing shall be entitled to one (1) vote on any proposition brought before the meetings. A simple majority of those Members attending (provided a quorum is present - see Section 4) is needed to pass a proposition.

Section 4 - Quorum. No business may be transacted at any regular or special meeting of the Society unless a quorum is represented, either in person or by absentee ballot. One third (1/3) of the Members in good standing is considered a quorum. The exception is for election of Officers (Article V, Section 2).

Section 5 - Conduct of Meetings. Meetings shall be conducted informally, with the understanding that Roberts Rules of Order shall be the guide.

#### ARTICLE IV DIRECTORS

Section 1 - Number of Directors. The Board of Directors shall consist of the officers of the organization, as set forth in Article V. Each past president shall be an honorary, voting member of the Board of Directors.

Section 2 - Meetings of the Board. The Board of Directors shall meet regularly upon the call of the President, or upon the call of a majority of the Board. Any member of the Society is welcome to attend the meeting.

Section 3 - Duties of the Board . It shall be the primary duty of the Board to conduct the business affairs of the Society, and to determine its policies.

Section 4 - Vacancies on the Board. Vacancies on the Board shall be filled by the remaining members of Board, until a new Director can be elected at the next general election.

#### ARTICLE V OFFICERS AND DIRECTORS, THEIR ELECTION AND DUTIES

Section 1 – Officers. The Officers of this Society shall consist of a President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Treasurer, Recording Secretary, Corresponding Secretary, Plant Chairperson, all elected for a term of two (2) years.

Section 2 - Election of Officers. At the January meeting, on alternate years, the 2nd Vice President shall announce the appointment of a Nominating Committee, composed of three (3) members of the Society in good standing, at least one (1) of whom shall be a member of the Board. The duty of the Committee shall be to propose the names of at least one (1) person to serve in each of the enumerated offices for the ensuing two (2) years, commencing at the June meeting. The slate will be sent to the membership via March Newsletter. Additional nominations may be made from the Membership. Such nominations must be presented to the Nominating Committee no later than April 1. A ballot, including any nominations from the membership will be sent to the Membership via the April Newsletter. Absentee ballots must be received prior to the April meeting, and must include the name of the voter. Anonymous ballots will not be counted.

Voting will take place at the April meeting, and shall include all ballots received prior to the meeting. At that time those persons receiving a majority vote of the votes cast shall be declared the new Officers of the Society.

### Section 3 - Duties of Officers:

- a. President - The President together with the Board of Directors, shall manage the affairs of the Society,
- b. 1<sup>st</sup> Vice President - The first Vice President shall be listed as the 3<sup>rd</sup> officer with the Department of State of the State of Florida, and shall perform all duties of the President in his (her) absence.
- c. 2<sup>nd</sup> Vice President - the 2<sup>nd</sup> Vice President shall be responsible for conducting the biannual election of Officers and shall perform all duties of either the President or 1<sup>st</sup> Vice President in their absences.
- d. Treasurer - the Treasurer shall keep financial records, have custody of all funds, file annual state registration fees and federal tax returns, and, at the approval of the Board, designate the depositories for funds that will be most advantageous for the Society. (S)he shall keep complete and accurate accounts of all receipts and disbursements, and shall post a current Treasurer's Report at each regular meeting. All major disbursements requires approval of the Board. All other disbursements are the responsibility of the Treasurer.
- e. Recording Secretary - The Recording Secretary shall be responsible for the preparation of the minutes of all meetings of the membership and the Board, and other duties as directed by the Board.
- f. Corresponding Secretary - The Corresponding Secretary shall be responsible for the handling of all monthly notices, and other duties as directed by the Board.
- g. Plant Chairperson - The Plant Chairperson shall be responsible for purchasing plants and maintaining them until they are to be sold or used as gifts.

### ARTICLE VI MISCELLANEOUS

Section 1- Dues. The annual dues, to be paid by each Member of the Society, are due and payable on January first of each year. The amount of the dues is to be set by the Board. Members whose dues are paid are considered to be in good standing and shall be entitled to vote.

Section 2- Affiliation with American Orchid Society. This Society shall maintain an active affiliation with the American Orchid Society.

Section 3- By-Laws and Membership Roster. Each member may request a copy of these By-Laws and a membership roster from the 1st Vice President.

### ARTICLE VII AMENDMENTS AND REVISIONS TO THE BY-LAWS

Section 1 - Changes to By-Laws. By-Laws may be changed by additions, deletions, or corrections.

Section 2. - Proposals for Changes. Proposals to change the By-Laws are made by the Board of Directors. Each item shall be discussed and voted upon at a meeting of the Board of Directors.

Section 3. - Notification.

Each member of the Society shall receive a copy of the proposed changes. At the next general meeting the floor shall open to discussion by the membership.

Section 4. - Adoption.

The revised By-Laws (including any approved changes) will be adopted by a “yes” vote of a majority of a quorum of the membership

ARTICLE VIII  
MAJOR DECISIONS

Section 1. – Specific Major Actions.

In addition to a majority vote of the Board of Directors, the vote of a quorum (1/3) of the membership is required for any and each of the following actions. If a quorum of the membership votes “no” to any proposed action, then a vote of the majority of the membership is required to pass an action:

- a. Dissolution of The Society
- b. Merger of The Society into another entity
- c. Acquisition of another society
- d. Incurrence of indebtedness or guarantee of a third party indebtedness
- e. Transfer of any assets into a subsidiary having a different ownership structure than the Society
- f. Any transaction with an affiliate of the Society or any Members of the Society except as approved by disinterested members of the Board and on terms comparable to similar types of transaction undertaken on an arm’s length basis.
- g. A proposal for a Grant from a third party.

By Law Committee: Board of Directors Date Adopted- April 16, 2023