

# **FLAMINGO GARDENS ORCHID SOCIETY BYLAWS**

Revised & Effective November 13th, 2023

## **ARTICLE I – NAME AND LOCATION**

The name of this organization shall be the Flamingo Gardens Orchid Society, Inc., a not-for-profit organization, located in Broward County, State of Florida, herein referred to as “FGOS”.

## **ARTICLE II – AFFILIATION**

Flamingo Gardens Orchid Society is affiliated with The American Orchid Society and the West Palm Beach Judging Center.

## **ARTICLE III – OBJECTIVES**

The objectives of this organization shall be to:

- develop scientific and educational community interest in the growing and appreciation of orchids of all species
- provide continuous education to further the development, improvement, and preservation of orchids of all kinds
- provide an environment enabling those interested in orchids to exchange cultural information and propagating techniques
- engage in competitive orchid shows and other activities, which serve to spread information about FGOS to prospective members.

## **ARTICLE IV – MEMBERSHIP**

Membership is open to all and shall consist of persons who are registered and current in their financial obligations to FGOS and whose goals are to promote the objectives set forth within these Bylaws. Each member shall agree to abide by these Bylaws. Membership cannot be transferred to another person. Any person interested in the cultivation of orchids shall be eligible for membership, regardless of race, creed, color, sex, sexual orientation, residence, age, abilities, or national origin.

### **Section 1: Membership Year and Dues**

The membership year is September 1<sup>st</sup> through August 31<sup>st</sup>, which is also the fiscal year. Annual dues are set by the current Board and are non-refundable. New members who join in May, June, or July gain membership through August 31<sup>st</sup> of the following year.

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## **Section 2: New Members**

A person becomes a FGOS member by submitting an application for membership and the payment of annual dues.

## **Section 3: Renewals**

Renewal memberships are due September 1<sup>st</sup> of each year.

## **Section 4: Late Renewals**

Renewal membership must be paid by October 31<sup>st</sup> or a member will be terminated from the FGOS Membership list. A member may be reinstated by paying their dues and completing a renewal application for membership.

## **Section 5: Revoking Membership**

Upon cause and by vote of the majority of a quorum of the Board of Directors, a membership may be terminated after a proper investigation and hearing.

## **ARTICLE V – BOARD OF DIRECTORS**

### **Section 1: Structure and Organization**

The officers of the Board of Directors shall consist of: President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Immediate Past President and four Trustees.

The Executive Board shall consist of six members: President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Treasurer, Recording Secretary, and Corresponding Secretary.

Except for Trustees, all members of the Board of Directors shall serve for one year in their position.

Only one member of a household or family may serve on the Board of Directors at a time.

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## **Section 2: Trustees**

There can be five Trustees: Four are elected for a two-year term and one is the Immediate Past President serving for one year. Two Trustees are elected at the annual Board election, while the other two are serving the second year of their term, overlapping, calling for only two Trustees to be elected each year. If there is no Immediate Past President, the position may become a one-year Trustee position.

## **Section 3: Purpose**

The Board of Directors shall manage the affairs and business of the FGOS.

## **Section 4: Natural Progression**

No natural progression is mandated however, the nominating committee should first consider the 1st Vice President moving to President and the 2nd Vice President moving to 1st Vice President when preparing the slate of nominations for the upcoming election.

## **Section 5: Vacancies and Removal**

A member of the Board of Directors who is unable to perform the responsibilities of the position held by either reason of illness or any other cause, or who has three unexcused absences from the Board of Directors meetings may, by majority vote of the remaining Board members, be removed from office. Any vacancies on the Board of Directors may be filled by a member in good standing for the remainder of the term with a majority vote of the Board of Directors.

## **Section 6: Quorum**

At least six members of the Board of Directors must be present at any Board of Directors meeting in order to transact any business. A majority vote, either verbally or electronically, shall be required to pass any motion.

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## **ARTICLE VI – MEETINGS**

### **Section 1: General Membership Meetings**

When practicable, monthly meetings of the FGOS will be held. The Board of Directors will determine the time and place of the meetings and give adequate notice to the members. A quorum shall consist of 20% plus one of all members. For any vote to carry, 50% plus one of all votes cast must be for the action.

### **Section 2: Board of Directors Meetings**

Board members will determine the time and place of Board of Directors meetings. Meetings may be held in person or virtually. The Chairs of the Standing Committees and other interested individuals may be invited by the Board of Directors to attend meetings of the Board of Directors as non-voting members. Any member may request to speak to the Board of Directors at a meeting by sending a request in writing or email to the President at least seven days prior to the Board of Directors meeting.

### **Section 3: Conduction of Business**

Robert's Rules of Order shall be used as a guideline for the conduct of procedures in this society not otherwise specified or in conflict with FGOS Bylaws.

## **ARTICLE VII – DUTIES OF OFFICERS**

### **Section 1: President**

The President shall preside over all meetings of the FGOS and shall have general supervision of all affairs of the FGOS. The President shall open all meetings and shall keep the general membership informed of the affairs of the FGOS. The President shall appoint all Committee Chairs not chaired by a Board Member, with approval by the Board of Directors, and they should report directly to the President. Regarding business before the Board, the President may express an opinion; however, in an effort to maintain neutrality and impartiality, the President does not vote on any motion before the Board. In the event of a tie vote, the President may cast the deciding vote.

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## **Section 2: 1st Vice President**

The 1st Vice President shall assume the duties of the President in his/her absence. The 1st Vice President will serve as Program and Raffle Table Committee Chair.

## **Section 3: 2nd Vice President**

The 2nd Vice President shall assume the duties of the President in the absence of the President and 1st Vice President. The 2nd Vice President will serve as the Membership Committee Chair.

## **Section 4: Recording Secretary**

The Recording Secretary will keep a true record electronically of all FGOS business meetings. All FGOS minutes, books, and Bylaws will be available to all members by request. The Recording Secretary shall assume the duties of the President in the absence of the President, and 1st and 2nd Vice Presidents.

## **Section 5: Corresponding Secretary**

The Corresponding Secretary will be in charge of overseeing correspondence of the FGOS. The Corresponding Secretary will serve as the Publicity Committee Chair. The Corresponding Secretary will publicize all meetings to the public. The Corresponding Secretary shall assume the duties of the President in the absence of the President, 1st and 2nd Vice Presidents, and Recording Secretary.

## **Section 6: Treasurer**

The Treasurer will keep a true and accurate record of all receipts and disbursements of the FGOS. The Treasurer will receive all monies belonging to the FGOS and deposit funds in the name of the FGOS in such bank as approved by the Board of Directors. The Treasurer will pay all monthly obligations of the FGOS not in excess of \$150.00 without the approval of the Board of Directors. The Treasurer will be in charge of a petty cash fund of \$100 to make change for the Raffle and the Silent Auction. The Treasurer should submit a statement of position of the FGOS at each Board of Directors meeting. The Treasurer should appoint a committee to oversee the collection of monies from the Raffle and the Silent Auction.

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## **ARTICLE VIII – COMMITTEES AND DUTIES**

There shall be eight Standing and six Special Committees as follows: Membership, Program and Raffle Table, Newsletter, Host, Publicity, Silent Auction, Show & Tell, AOS Representative, Orchid Auction, Annual Orchid Show, Bylaws, Finance, Holiday Party, and Philanthropy.

The Chair of these committees shall be appointed by the President, approved by the Board of Directors, and announced to the general membership at a subsequent meeting. When needed, the President may appoint other Committee Chairs or Ad Hoc Committees. Committee Chairs should attend, when necessary, the Board of Directors Meetings but will not have a vote unless they are a Board member.

### **Standing Committees**

#### **Section 1: Membership**

The 2nd Vice President will serve as Chair and should appoint members from the Board of Directors or the general membership to assist him/her. The committee will receive membership applications, turn over the collected fees to the Treasurer, and issue FGOS Welcome Information, including a member badge, to each new member. The Chair will keep a complete and accurate membership file of all FGOS members. A copy of the membership list will be archived electronically and updated annually. The membership list is to be distributed monthly to all Board members and the Newsletter Editor.

#### **Section 2: Program and Raffle Table Committee**

The 1st Vice President will serve as Chair and should appoint members from the Board of Directors or the general membership to assist him/her. The 1st Vice President will arrange educational programs related to orchids for the monthly general meetings. Whenever possible, plants for the Raffle Table should be purchased from the guest speaker. The committee members shall be responsible for the Raffle Table. All monies are to be turned over to the Treasurer.

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## **Section 3: Newsletter Committee**

The Editor will serve as Newsletter Chair. The Editor should appoint members from the Board of Directors or the general membership to assist him/her with publishing and editing the newsletter. The Editor will be responsible for providing information concerning FGOS activities and for the publication of the monthly newsletter.

## **Section 4: Host Committee**

The Host Committee Chair will obtain hosts and hostesses from the Board of Directors or the general membership to take charge of refreshments and to see that the meeting place is set up and put back in order after each meeting.

## **Section 5: Publicity Committee**

The Corresponding Secretary will serve as Chair and should appoint members from the Board of Directors or the general membership to assist him/her. This Committee will see that the activities and meetings of the FGOS are publicized in all available media.

A Webmaster will be appointed by the Board of Directors and will be responsible, under the direction of the Publicity Committee, to maintain the FGOS webpage, placing and removing pictures as needed. The Webmaster does not have to be a member of the FGOS.

## **Section 6: Silent Auction Committee**

The Treasurer will serve as Chair and should appoint members from the Board of Directors or the general membership to assist him/her. Any member may bring up to three orchid plants or related items to sell. For any plant or item sold the FGOS will receive \$1.00 or 10 %, whichever is greater, rounded to the nearest dollar. The Treasurer will appoint a person to collect monies and keep proper records of all sales.

## **Section 7: Show & Tell Committee**

Plants brought in for Show & Tell at meetings will be judged by the members of the FGOS. A Show & Tell Committee will award ribbons in various categories.

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## **Section 8: American Orchid Society (AOS) Representative**

The AOS Representative shall be appointed by the Board of Directors for an unspecified term. This person shall serve as the liaison between the FGOS and the AOS, keep the membership informed of AOS events, and promote AOS membership.

## **Special Committees**

### **Section 1: Orchid Auction Committee**

The Chair shall request members from the Board of Directors or the general membership to assist him/her plan and organize the annual orchid auction. The Chair will present to the Board of Directors at least 60 days prior to the auction, and prior to purchasing plants, an estimate of anticipated expenses. Within 30 days after the auction, the Chair will submit a report of actual expenses and receipts and turn over any monies to the Treasurer. A copy of the Committee report will be archived electronically.

### **Section 2: Annual Orchid Show Committee**

The FGOS is the host Society for the Flamingo Gardens Orchid and Bromeliad Show. The Chair will coordinate with the Flamingo Gardens personnel and the West Palm Beach Judging Center Show Chair to plan the show. The Chair will present to the Board of Directors an estimated cost of anticipated expenses at least 90 days prior to the show. Upon Board approval, the Chair should appoint members from the Board of Directors or the general membership to assist him/her with organizing and planning all FGOS aspects of the show. Within 30 days after the show, the Chair will submit a report of actual expenses and receipts and turn over any monies to the Treasurer. A copy of the Committee report will be archived electronically.

### **Section 3: The Bylaws Committee**

The Bylaws Committee shall be chaired by a member of the Board of Directors and the Chair shall request two members from the Board of Directors or the general membership to assist him/her. The Committee will review the Bylaws annually in January and make recommendations for edits or changes to the Board of Directors. If there are no changes,

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that shall be reported and recorded in the minutes. See also ARTICLE X – AMENDMENTS.

### **Section 4: Finance Committee**

The Finance Committee shall be chaired by a member of the Board of Directors and two other fiscally knowledgeable members of the Board or the general membership. The Treasurer's records shall be audited annually at the end of the FGOS fiscal year.

### **Section 5: Holiday Party Committee**

The Holiday Party Committee shall be responsible for planning and organizing the annual holiday party, usually held in December in lieu of the monthly meeting. The Chair shall request members from the Board of Directors or the general membership to assist him/her to plan and organize the holiday party. Plans and costs shall be approved by the Board of Directors at least 30 days prior to being implemented.

### **Section 6: Philanthropy Committee**

The Chair shall request members from the Board of Directors or the general membership to assist him/her in developing a philanthropy mission on an annual basis. This may include evaluating the current fiscal status and goals of FGOS and prioritizing the distribution of funds to entities that embody the mission and goals of FGOS.

## **ARTICLE IX – NOMINATIONS AND ELECTIONS**

### **Section 1: Nominating and Election Committee**

The Board of Directors shall appoint the Nominating and Election Committee that shall consist of three members of which at least one is from the Board of Directors and one is from the general membership. The committee will be announced to the membership at the July meeting. The committee will nominate, based on agreement to serve and in accordance with these Bylaws (Article V), a President, 1st Vice President, 2nd Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and two Trustees to serve a two-year term. The Immediate Past President position may be filled as a one-year Trustee position if there is no Immediate Past President.

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## **Section 2: Presenting the Slate**

The Nominating Committee nominations will be presented to the Board of Directors at the July Board meeting preceding the August general meeting. Then the nominations are presented to the general membership at the August meeting, provided the nominee has consented to his/her name being placed prior to the nomination.

Nominations may be made from the floor at the August meeting, provided the nominee has consented to his/her name being placed prior to nomination.

## **Section 3: Elections**

Election will be by oral or written ballot, cast in person by 50% plus one of the members present and voting, or by acclamation if so moved and carried at the September meeting. No person will be voted on for any office unless previously nominated. In the event of a tie due to abstentions, the candidates involved will have the opportunity to address the general membership and then a second vote will be taken. If there continues to be a tie, the candidates involved in the tie shall be voted on again until one of the candidates has a greater number of votes.

## **Section 4: Length of Terms**

All positions on the Board of Directors are for a one-year term with the exception of the two-year term for two Trustees. However, all Board members may succeed themselves for additional terms.

## **ARTICLE X – AMENDMENTS**

These Bylaws may be amended at any time provided such changes are presented in writing to the Board of Directors at least one Board meeting in advance of the general meeting at which they are to be voted upon. Upon approval by the Board of Directors, the Bylaws will be presented to the general membership via email or the newsletter. At the next FGOS general meeting following publication, the voting shall be carried out in accordance with the election procedures.

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## **ARTICLE XI – DISSOLUTION OF THE ASSETS**

In the event of the dissolution of the Flamingo Gardens Orchid Society, all assets, both cash and materials, shall be distributed to Flamingo Gardens Botanical Gardens and Wildlife Sanctuary, the West Palm Beach Judging Center, and/or to the American Orchid Society. All debts must be paid in full before any assets are disbursed. The assets can be given in their entirety or divided; however the Board of Directors decides by a majority vote.