

**BYLAWS**  
**ORCHID GROWERS' GUILD, INC.**  
(Approved by the Membership 3/19/00 — Revised: 5/18/03)

**ARTICLE I: NAME AND PURPOSE**

The organization shall be known as the Orchid Growers' Guild, Inc (here-in-after known as the Guild). The Guild is organized to educate and stimulate all those interested in the study and culture of all orchid genera. The organization is open to all who wish to join.

**ARTICLE II: MEMBERS**

The Guild shall consist of persons who are interested in the culture of orchids and who have paid their dues. Memberships shall include. Individual, Student (full time), Household (two adults residing at the same address), and Business.

**ARTICLE III: OFFICERS**

The Officers of the Guild shall consist of a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors (here-in-after referred to as the Board) and shall perform duties prescribed by these Bylaws, Robert's Rules of Order prevailing.

**ARTICLE IV: PRESIDENT**

The President shall preside at all meetings of the Guild and the Board. He or she may call meetings as needed to conduct the business of the Guild and/or upon the request of the members, officers, or directors.

**ARTICLE V: VICE PRESIDENT**

The Vice President shall, in the case of the temporary absence or disability of the President, perform the duties of the President. In addition, the Vice President shall perform the duties of any officer in the case of temporary absence or disability. If more than one officer is temporarily absent, the President, or Vice President acting as President, shall appoint an individual or individuals to fulfill those duties, as needed. The Vice President shall also perform those duties assigned by a majority vote of the Board.

**ARTICLE VI: SECRETARY**

The Secretary shall keep the records of the Guild, taking minutes of both the Membership and Board meetings. In addition, the Secretary shall perform all the duties usually pertaining to this office, including those assigned by a majority vote of the Board.

**ARTICLE VII: TREASURER**

The Treasurer shall have the custody of all moneys and securities of the Guild. He or she shall keep regular books. All checks over \$500 in excess of amounts in a Board approved budget and/or contract shall be approved by a majority of the Board of Directors. In addition, the Treasurer shall perform all duties usually pertaining to this office, including those assigned by a majority vote of the Board.

**ARTICLE VIII: DIRECTORS**

The Guild shall have three Directors who, along with the four Officers, shall constitute the voting members of the Board.

## **ARTICLE IX: BOARD**

The Board shall have seven voting members as specified in Article VIII and one nonvoting member (President pro tem) as specified in Article XII, who shall serve without remuneration. A majority of voting members shall constitute a quorum for purposes of doing business.

The Board shall constitute the policy-making body of the Guild. The Board shall approve an annual budget. The Board shall approve all contracts to be entered into by the Guild. The President shall sign all such contracts, except that the Board may designate another member of the Guild to sign such contracts on its behalf. The Board shall approve any changes to these Bylaws or in membership dues, except that any such changes as approved by the Board shall also be submitted to the membership for approval.

In addition to the provisions of Article VII, the Treasurer may request the Board to approve any or all expenses incurred, or to be incurred, before issuance of a check.

The Board shall provide for an orderly and fair process when considering removal of any individual from office (including committee chairs). A majority vote of the Board, in closed session, is necessary for such removal. All charges, responses, and actions shall be documented in writing, along with the rationale for action taken.

The Board shall confirm all committee appointments made under Article X below and shall approve the filling of all (permanent) vacancies (due to death, resignation, or removal) occurring between elected terms of Officers or Directors.

All policy matters of the Guild shall be approved by the Board, except that in emergency situations, when the Board is unable to act, as determined by the President, a policy matter may be submitted for a membership vote. The Board may not overturn a policy created by membership vote, except that the Board may vote to have a membership vote reconsidered at a future membership meeting.

## **ARTICLE X: COMMITTEES**

In order to successfully operate the Guild, the President shall create such committees and appoint such chairpersons and members as he or she may see fit. All vacancies occurring in any committee shall be filled by the President. Should the President fail to appoint any chairperson or fill any vacancy within thirty days after he or she takes office, or a vacancy occurs then the Board shall appoint such a chairperson and fill such vacancies.

## **ARTICLE XI: MEETINGS**

In each year, the annual meeting of the Guild shall be held on or before the last Sunday in May. Notice thereof shall be provided to members of the Guild at least five days in advance of the meeting. If, for any cause, any annual meeting of the Guild shall not be duly called or held, a meeting in lieu thereof may be called at any time and place as designated by the majority of the Board upon notice to the members provided at least five days before such a meeting.

Regular meetings of the Guild may be held at such time and place as the Directors may determine. A five-day notice of the meeting shall be provided to each member.

Notice may be in the form of mail, e-mail, phone call and/or through the Guild newsletter.

Special meetings of the Guild may be called by the President or a majority of the Board.

Meetings of the Board may be called by the President or a majority of the members of the Board.

At the meetings of the members, regular or special, 20% of the paid-up members present shall constitute a quorum and may decide any questions coming before the membership.

## **ARTICLE XII: NOMINATIONS AND ELECTIONS**

On or before the 15<sup>th</sup> day of April a three person Nominating Committee named by the President and made up of two Directors and one member-at-large who shall serve as Chairperson, nominates one or more members to replace the outgoing President, Vice President, Secretary, Treasurer and one Director. The names of those nominated shall be published in the May Newsletter and formally nominated at the May Meeting. Nominations from the floor will also be accepted at the May meeting only if duly sec-

onded and written consent of those nominated is presented. The names of those nominated shall be placed on a ballot and read before the Guild at the May Membership meeting. If only one person is nominated for a position, he or she shall be elected by acclamation. However, if more than one person is nominated for a position, each paid-up member present, shall be entitled to vote by secret ballot for the contested position. The person receiving the most votes shall be elected. The new Officers and Director shall take office at the end of meeting during which elections are held.

The President and Treasurer shall be elected in even-numbered years and the Vice President and Secretary in odd-numbered years. The Officers' term shall be for one two year period. A Director's term shall be for one three year period.

The immediate Past President shall serve as President pro tem at all Board meetings without vote.

### **ARTICLE XIII: DUES**

Dues shall be payable at the first meeting of January of each year. Any member who shall fail to pay his or her annual dues by the first of March after the same are due shall cease to be a member of the Guild. Any Officer or Director who has not paid current year dues by March 1, shall be informed in writing that their position as a Director or Officer shall expire thirty (30) days from the date of the letter unless dues are paid. Upon certification by the Treasurer that no payment has been forthcoming within the thirty-day period, the Board shall appoint a replacement.

### **ARTICLE XIV: CHANGES OF BY LAWS**

These Bylaws may be altered or amended at any meeting of the Guild by an affirmative vote of a majority of the members voting in person, but no alterations or amendments shall be adopted unless the substance and effect of the proposed alterations or amendments shall have been stated in a notice provided at least five days before the meeting to all members.

Notice may be in the form of mail, e-mail, phone call and/or through the Guild newsletter.

### **ARTICLE XV: CONFLICT OF INTEREST**

No member of the Guild shall be prohibited from introducing, moving, or seconding any motion before the membership (except as provided for in Article IX). No member of the Board shall be prohibited from introducing, moving, or seconding any motion before the Board. However, any such action shall be without prejudice. Any member at a membership meeting or Board member at a Board meeting, may object to the vote by any other member(s) on the grounds that the vote(s) cast constitute a conflict of interest. If such contested vote(s) would have constituted the majority vote, the contesting party(ies) may request that the contested vote be changed to abstention. If such contested vote(s) is not voluntarily changed, the President shall request a vote on conflict of interest. If the vote on conflict of interest passes by a majority vote, the contested vote(s) shall be dropped from the total count of votes cast for purpose of deciding the issue under consideration.

### **ARTICLE XVI: INUREMENT OF INCOME**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

### **ARTICLE XVII: DISTRIBUTION AND DISSOLUTION**

On the dissolution of this corporation, the Board shall distribute the entire net assets remaining after the payment or satisfaction of any and all liabilities and obligations of the corporation exclusively for the purposes of such organizations organized exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization under Section 501C(1) of the Internal Revenue Code of 1954 (or to corresponding provision of any future internal Revenue Law) of the federal government or to a state or local government for a public purpose, as the Board shall determine.