

PORTLAND ORCHID SOCIETY BYLAWS

Updated October 17, 2009

ARTICLE I - NAME

This Society shall be called the Portland Orchid Society, Inc., herein called the "Society".

ARTICLE II - OBJECT

The Portland Orchid Society shall be a non-profit corporation for the preservation and education by the extension of knowledge concerning the ecology, conservation, preservation, science, cultivation, hybridization, appreciation and uses of orchids, and to carry on such activities as may be necessary or desirable to effectuate such purposes.

The Society shall at all times be operated for the purposes stated above, or any other like or similar charitable purpose within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986. No part of the net income of the Society may under any circumstances inure to the benefit of any private individual. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Any verbal, written or printed type of advertising or promoting anything not pertaining to the Portland Orchid Society must be approved by the Board of Directors. All requests must be in writing with a minimum of 4 board member signatures prior to distributing or announcing said item. The Portland Orchid Society reserves the right to allow or refuse any request.

The Society shall not participate in any transaction resulting in a diversion of its income or assets to any officer, director, member, employee or contributor, other than the payment of reasonable compensation for personal services or supplies and service approved by the Board actually rendered to the Society. Notwithstanding any other provision of these bylaws, the Society shall not carry on any other activities not permitted to be carried on by an organization exempt from federal tax under section 501(c)(3), contributions to which are deductible under section 170(c)(2), of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law.

ARTICLE III - MEMBERSHIP

Membership shall be open to all persons who are interested in furthering the purposes of the Society. Each member shall agree to abide by the Bylaws and Code of Ethics of the Society. Membership classes, privileges, and restrictions may, from time to time, be established by the current membership. Membership is activated upon payment of dues for the current fiscal year of the Society unless the person seeking membership has been previously expelled and the stipulation in item 4 below has not been met. A member consists of any person who is over the age of 15. Only members over the age of 18 can vote.

All members are urged but not required to join the AMERICAN ORCHID SOCIETY. There shall be two classes of membership.

The annual dues shall be in such amount as shall be determined by the membership. Annual renewal of membership corresponds to the Society's fiscal year

REGULAR MEMBERSHIP: Shall be open to those who are interested in orchids. This membership may be either Individual, Family or Lifetime. In the case of Family, there shall be one vote for each family unit. Any member in good standing may submit the names of proposed nominees to the Nominating Committee

HONORARY MEMBERSHIP: May be conferred upon any person who, in the opinion of the Board, shall have merited such honor by reason of unusual service in the interest of Orchids. Such membership shall have the right to vote and hold office. Honorary members shall be exempt from the payment of dues. Such persons shall be admitted to this class of membership by the unanimous vote of the Board, or the majority vote of the Society.

RESIGNATION OR EXPULSION OF MEMBERS: Members shall have the right to resign from the Society or from an office of the Society at any time. Members are expected to refrain from conduct injurious to the Society or its purposes. A membership may be terminated by a majority vote of the Board of Directors present at any Regular, Annual or Board meeting if that member has engaged in conduct tending to injure the good name of the Portland Orchid Society, disturb the well being of the Society or hamper the Society in its purpose or work. Expulsion is permanent unless rescinded by a majority of all Board Members.

ACTION ON BEHALF OF SOCIETY: No member may perform any act in the name of the Society without prior consent of the Board.

ARTICLE IV DUES

The fiscal year shall begin on July first and end on June thirtieth. Annual dues will be set by the Membership and will be for both Regular, Family (members sharing the same address) & Lifetime memberships. Any regular member who shall be in default of his annual dues for three months shall cease to be a member in good standing.

- a. Dues of the Society shall be \$15.00 per year for an Individual Membership, \$20.00 per year for a Family Membership and a onetime cost of \$200.00 for a Lifetime membership. Individual and Family Memberships shall be valid from July 1st to June30th. Dues for new members joining after December 1st are \$7.50 per Individual & \$10.00 per Family and are not prorated. Each new member will be provided with a Society Membership Directory and may purchase a Membership Badge from the Membership Chair.
- b. Dues shall not be refundable upon resignation or expulsion.

ARTICLE V- LIABILITY AND PROPERTY

This Society shall not be liable or responsible for the destruction, loss or damage of the property of any person or for personal injuries received whether due to the negligence of the Society, its members or representatives, or not. Property of the Society injured, damaged or removed by the act or neglect of any member shall be paid for by such member

ARTICLE VI - GOVERNMENT AND MANAGEMENT

The control and management of the affairs, funds and properties of the Society shall be vested in the Board of Directors consisting of the President, Vice President, Secretary, Treasurer and Three Directors. The President & Vice President shall serve a term of one year. The term of office of Secretary, Treasurer and the Board of Directors at shall be two years. One Director will be elected in even years and Two Directors will be elected in odd years.

ARTICLE VII - OFFICERS, BOARD OF DIRECTORS AND THEIR DUTIES

1. The BOARD OF DIRECTORS: The Board of Directors (Board) shall manage and conduct the routine business of the Society and recommend bylaw changes as deemed necessary. Changes in the bylaws must receive Membership approval by a majority vote. The Board transacts all such business as may be necessary between regular meetings of the Society. The Board should regularly review the operations of the Society and receive reports from all officers and appointees to assure that the Society is functioning properly.

- a. The Board of Directors shall consist of the President, Vice President, Secretary Recording/Corresponding, Treasurer and three Directors at large.
- b. The members of the Board of Directors shall be elected at the annual meeting and shall hold office for the period specified below, or until their successors are elected. Each officer shall perform the duties usually attached to his/her respective office and as specified below.
- c. Any vacancy among the officers or directors shall be filled for the unexpired term by two-thirds vote of the remaining members of the Board.
- d. The Board shall annually appoint a nominating committee and auditing committee and biannually appoint members to the following positions: newsletter editor, conservation committee chair, librarian, membership secretary, publicity chair, show committee chair, show committee, AOS representative, ODC representative, sunshine person and refreshment chair. Other positions may be created as deemed necessary by the Board. Persons filling such positions are not limited to the number of terms they may hold such positions so long as it is acceptable to both the individual and the Board.
- e. In the event of repeated failure to perform to the satisfaction of the Board the minimum duties of the office, the officer or any of the appointees shall be warned that his/her performance is unsatisfactory. If, after 60 days, his/her performance is still deemed unsatisfactory by the remaining Board, the officer or appointee shall be deemed vacated by a majority vote of the remaining members of the Board of Directors. Failure to perform shall be defined, as anything, which the majority of the board decides, is failure to discharge duties or to act in an appropriate and timely manner.
- f. The Board of Directors shall cause to be created and periodically updated a Society Handbook which will contain a record/guidance about the critical functions of the Society such as non-profit status, insurance, and detailed duties for officers, committees and all appointed positions.
- g. Upon transfer of the office of treasurer, and at any time the Board deems necessary, the Board of Directors shall audit the treasury. At the same time, the Board shall review the status of the Society.
- h. The resignation of any officer or Director shall be tendered to the Board and may be acted on at any regular or special meeting of the Board.
- i. The Board will be in charge of selecting speakers, inviting them to present their programs and entertaining them before the meetings as

guests for the Society. The board will make sure that any equipment needed for the presentation (such as a projector, screen, table, etc.) is available for the use of the speaker.

2. The PRESIDENT shall be administrative officer of the Society and shall supervise the business and affairs of the Society. The President shall preside at all meetings of the Board and of the Society and shall, subject to the approval of the Board, enforce all Bylaws, rules and directives of the Society. The President shall be a member ex-officio of all committees except the auditing, Nominating and elections committees. The President shall by and with the approval of the Board make and execute all contracts for and on behalf of the Society. The President shall keep the Board fully informed and frequently consult it concerning the business and activities of the Society.

3. The VICE PRESIDENT shall perform the Presidents duties in the absence of the President. The Vice President shall act as chairman of the Program Committee and shall also perform such duties as may be delegated to this office by the President.

4. The CORRESPONDING/RECORDING SECRETARY shall be responsible for all writings and correspondence that are authorized by the Board or the President and shall have custody of the bylaws. The Secretary shall take the minutes at the monthly board meetings. These minutes will then be forwarded to the Newsletter Editor within seven days after the meeting. The Secretary will also take minutes at all Board meetings and forward them to the President.

5. The TREASURER shall

- a. Conduct all banking arrangements of the Society, including the establishment of checking and savings accounts.
- b. Receive all monies belonging to the Society, including those collected by the Membership Secretary or any Committee, and deposit said monies within one business week of their receipt. During fundraisers money is to be counted by a Board Member and one other authorized person and deposited a minimum of one time daily within reason for the duration of the fundraiser.
- c. Pay all authorized obligations of the Society promptly by a check.
- d. Submit a written statement of bank accounts, credits, and expenditures to the Board of Directors at all regular Board Meetings. Proper vouchers shall be produced if so requested by any Board Member.
- e. Have all books and accounts open to inspection by any Society Member or Auditor, at any reasonable time. An audit committee selected by the Board of Directors shall audit the Treasurer's accounts for the preceding fiscal year. A report of the results shall be prepared and copies made available to any member upon request.
- f. Be custodian of an inventory list of all Society-owned property. Inventory of all Society property shall be taken each April.
- g. Furnish, if so desired by the Board of Directors, a Position Bond paid for by the Society.
- h. Prepare the annual budget report and file all necessary state and federal tax forms within allowable filing periods

6. The NEWSLETTER EDITOR shall collect all information including articles of interest, meeting notices and other pertinent data for the newsletter. The Editor shall organize, collate

and edit this information for each month's newsletter and shall post it to the Society's website and email the membership of its availability.

7. The MEMBERSHIP CHAIRPERSON shall be responsible for collecting dues and forwarding them to the treasurer, registering and announcing new members, and keeping a record of the names and addresses of the Society's members. New Member names and addresses shall be published in the monthly newsletter for addition to existing rosters. The Membership Chairperson shall publish this membership list once a year and have updated information available to members as requested.

ARTICLE VIII MEETINGS

Regular meetings of the society shall be held monthly on the fourth Tuesday of each month unless the meeting date is changed by the Board of Directors. Special meetings of the society may be called by the President or by any two members of the board. All meetings and changes will be posted on the Society's website.

Annual Meeting shall be held in June, at which time the annual reports of the Officers and Committees shall be given and the Election of Officers and shall take place. Any meeting of the Society may, for lack of a majority of the total Membership, or for other cause, be adjourned. This adjournment may cancel the meeting entirely, or may move the meeting to a definite location and time, not to be more than thirty days thereafter.

Board of Directors Meeting shall be held at least monthly. The location and time of such meetings shall be specified by a majority vote of the Board. Special meetings may be called at the order of the president or at the request of two members of the board. Unless otherwise specified in these bylaws, the affirmative vote of the majority of the members of the Board present shall be required for the adoption of any resolution or motion. Five members of the Board shall constitute a quorum.

ARTICLE IX - NOMINATIONS AND ELECTIONS

The positions of the Officers of the Board of Directors shall be positions held for the first two full fiscal years that the society is in business. Starting with the fiscal year 2009-2010 article IX of the bylaws shall commence.

At the February Meeting of the Society, the Board shall appoint a nominating Committee consisting of three regular members, no more than one of whom shall be a member of the Board. This Committee shall be responsible for the nomination of one qualified member for each officer and director position expiring. The slate shall be presented to the Society members at the April meeting. In addition to this slate, a regular member duly seconded by another regular member may make additional nominations from the floor at the May meeting. All members must have signified their willingness to serve before their names are presented.

1. It shall be the duty of the Nominating Committee to nominate a minimum of one qualified Society Member in good standing to each of the following offices: President, Vice-President annually, Secretary and Treasurer biannually.
2. They shall also nominate a minimum of one qualified Society Member in good standing per vacancy on the Board of Directors.
3. The Committee shall report these nominations at the Regular April Meeting, with no floor nominations allowed at this time. These nominations shall then be published in the Society's newsletter, which shall be distributed to the membership before the regular May Meeting. The nominations shall then be read again at the regular May Meeting, at which time nominations from the floor will be accepted. The floor-nominated member in good standing must be present to give consent, or must have supplied written consent.

4. The list of nominees selected by the Nominating Committee shall be posted on the Society's website at least ten days before the May meeting and the list of all nominees shall be posted on the Society's website ten days prior to the annual meeting in June.
5. Elections shall be held by verbal vote, in the event of a contest the President shall have the Nominating Committee prepare, collect and tabulate written ballots. The nominees receiving the highest number of votes for Officer or Director shall be declared elected. In the event of no contest, the chair of the nominating committee may entertain a motion to instruct the Secretary to cast one ballot and the chair will announce the elected officers and Directors.

ARTICLE X - COMMITTEES

There shall be at least the following Committees, the members of which are appointed annually after each Annual Meeting by the President and with the approval of the Board.

The AUDITING COMMITTEE composed of at least two regular members, who are not Board Members, shall audit the accounts of the Society at the end of the Fiscal Year and shall report to the new Board of Directors at their first meeting. At the request of the Board of Directors a formal review of the books may be requested. An independent auditor certified to perform such review would be retained.

The MEMBERSHIP COMMITTEE, composed of a chairman and one or more of the regular members of the Society, shall take appropriate steps to stimulate interest in Society memberships, receive membership applications and dues, distribute membership information and introduce new members and guests to the Society.

The HOSPITALITY COMMITTEE shall be composed of a chairman and at least one other member, who will be responsible for the details necessary or desirable for all. This committee is responsible for arrangements at meetings of the Society pertinent to arranging meals, menus and decorations, and will, with the approval of the board, select and make arrangements for the place for all meetings of the Society.

ARTICLE XI- RULES OF PROCEDURE

All meetings of the Society, of the Board of Directors, and of the committees shall be according to Roberts Rule of Order, so far as applicable and when not inconsistent with these bylaws.

ARTICLE XII- INTERPRETATION OF BYLAWS

(Except as applicable to Elections) shall be decided by the Board of Directors. The Elections Committee shall decide questions of interpretation of these bylaws applicable to elections.

ARTICLE XIII - INDEMNIFICATION PROVISION

Each person who acts as a Director or Officer of the Society shall be indemnified by the Society against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding to which he/she is made a party by reason of his/her being or having been a Director or Officer of the Society, except in relations to matters as to which he/she shall be individually adjudged to be liable for gross negligence or willful misconduct in the performance of his/her duties. The right of indemnification provided herein shall insure to each Director and Officer at the time such costs or expenses are imposed or incurred, and in the event of his death, shall extend to his/her legal representative.

ARTICLE XIV- AMENDMENTS

These Bylaws may be amended at any meeting, duly constituted, of the members by an affirmative vote of two thirds of the members voting. No amendment shall be adopted unless the

substance and effect of the proposed amendments shall have been stated in the call for the meeting. The Amendment(s) shall be published in the next Society newsletter along with "Notice of the Intent to Vote" upon the Amendment(s) at the following regular Meeting of the Society. At the next regular Meeting of the Society following publication, written balloting shall be carried out as in accordance with the voting bylaws. If the amendment carries, Secretary shall be instructed to submit the amended Articles of Incorporation to the proper Oregon State agency for approval. If the amendment causes the Articles to become inconsistent with the Bylaws, the Bylaws shall be amended to reflect the new Articles. Copies of the Articles of Incorporation shall be made available to any Society Member upon request.

ARTICLE XV - DISSOLUTION OF ASSETS

Upon dissolution of the Portland Orchid Society assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Tax code and shall be distributed to the American Orchid Society, Inc. 16700 AOS Lane, Delray Beach, Florida 33446-4351; or at its current address.