

THE CONSTITUTION OF THE CHERRY CITY ORCHID SOCIETY

1997

ARTICLE A. TITLE AND PURPOSE

SECTION 1: The name of the club shall be the Cherry City Orchid Society

SECTION 2: The object of the club shall be:

- A. To educate it's members and the public about orchids, orchid conservation, and the process of growing orchids.
- B. To stage an annual show, under the rules of the American Orchid Society, which will be open to the public.
- C. To support the orchid shows of neighboring Societies.
- D. To encourage the training of orchid Judges.
- E. To promote cooperation and good sportsmanship among its members.

SECTION 3: The Society shall not be conducted or operated for profit. The assets or net income of the Society shall not, under any circumstances, inure to the benefit of any individual.

SECTION 4: The Constitution of the Society shall be revised only through the following procedure. Proposed Constitutional revisions shall be presented to the Board, discussed, and accepted or rejected by a unanimous vote of the entire Board of Directors. The proposed Constitutional revisions shall be published in the Newsletter 1 month prior to presentation to the Society at a regularly scheduled meeting. These revisions shall be discussed and must be accepted by a 2/3rds majority vote of the Society. A quorum of 25% of Society members must be present and vote.

SECTION 5: The By-laws of the Society shall be revised only through the following procedure. Proposed By-law revisions shall be presented to the Board, discussed, and accepted or rejected by a majority vote of the Board of Directors. A quorum of 4 Board Members must be present and vote. The proposed By-laws revisions shall be then be published in the Newsletter 1 month prior to presentation to the Society at a regular scheduled meeting. These revisions shall be discussed and must be accepted by a majority vote of the Society. A quorum of 25% of Society members must be present and vote.

SECTION 6: The Society and its activities shall be conducted as described in this Constitution and By-laws. The general management of the Society shall be entrusted to the Board, within the limits as stated in the Constitution and By-laws.

SECTION 7: The Society shall not borrow money, or pledge Society property as security for a loan. Society Members shall not use Society property without the consent of the Board.

SECTION 8: The Constitution and By-laws shall take effect immediately after adoption by the Society as described above.

BY-LAWS:

ARTICLE A. MEMBERSHIP

Membership in the Cherry City Orchid Society is open to any person interested in the purpose and activities of the Society. Visitors are welcome at all meetings.

SECTION 1. SOCIETY MEMBERS: A Member may be any person, who agrees to assist the purpose of the Society, upon application and payment of the annual dues.

SECTION 2. LIFE MEMBERS: Upon nomination to the Board, by any Member or Board Member, a person may be selected by a majority vote of the Board as a candidate for Life Member. A quorum of 4 Board Members must be present and vote. Subsequently, the candidate shall be presented to the Society at a regularly scheduled meeting. The candidate must be accepted by a majority vote of the Society. A quorum of 25% of Society Members must be present and vote.

SECTION 3. TERMINATION OF MEMBERSHIP:

1. By resignation
2. By lapsing (non payment of dues)
3. By expulsion: This action shall only be used in extreme need, when the cooperation and good sportsmanship of the Society are in jeopardy. The Member or Members involved shall be given written notice of the pending action at least 5 days prior to a regularly scheduled Board meeting. The persons involved may be given a hearing by the Board. A majority vote of the Board is required to expel a Member. A quorum of 4 Board Members must be present and vote. Written notice of the action taken will be given to the Member or Members involved.

SECTION 4. VOTING RIGHTS: Each Member, upon payment of annual dues, shall have 1 vote on business submitted to a vote of the Society. Proxy voting will not be permitted at any Society or Board meeting. Society Members may vote during the revisions of the Constitution and By-laws, election of Society Officers, the election of a Life Member and on setting the cost of dues. Society Members shall not vote at Board meetings.

SECTION 5. DUES: Society dues shall be proposed by the Board. Proposed changes in dues shall be published in the Newsletter 1 month prior to presentation to the Society at a regularly scheduled Society meeting. The proposal shall be discussed and must be accepted by a majority vote of the Society. A quorum of 25% of Society Members must be present and vote.

Dues shall be on an annual basis, payable at the November Society meeting. Any member who fails to pay dues by the following January Society meeting shall cease to be a Society Member. All members of the Board of Directors must be Society Members. Failure to pay dues is reason for disqualification of a Board Member.

ARTICLE B. MEETINGS

SECTION 1. SOCIETY MEETINGS: Shall be held monthly, with the exception of July, at a place, date and time as may be designated by the Board. The quorum for Society meetings shall be 25% of the Society Members. If a quorum is present at a meeting, a simple majority of votes are required to accept or reject a proposal after discussion, or elect the Board of Directors.

SECTION 2. BOARD MEETINGS: The meeting of the Board shall be held each month, with the exception of July, at a place, date and time as may be designated by the President. The quorum for Board meetings, shall be a majority of the Board. Note: With the consent of the Board, 1 or 2 Board meetings, within 1 year, may not be scheduled.

SECTION 3: SPECIAL BOARD MEETINGS: A special meeting of the Board may be called by the President. It shall be called by the Vice President upon receipt, by any Board Member, of a written request signed by 3 Board Members or 3 Society Members. The special meeting shall be held within the month of receipt of notice at a place, date and time as designated by the President or Vice President. Written notice of this meeting shall be given to the Board Members by the Secretary, at least 5 days prior to the meeting. This notice shall state the purpose of the meeting, and no other Society business may be transacted at this time. The Board Members or Society Members who have requested the special meeting must attend. The quorum for this meeting shall be a majority of the Board.

ARTICLE C. ORDER OF BUSINESS

SECTION 1. The Order of Business at Society meeting shall be as follows:

Minutes of the previous meeting (unless published in the Newsletter)

President's Report of recently past activities

Treasurer's Report, including announcing and introducing new Members

Committee Reports

Election of the Board of Directors (at the November meeting)

Unfinished Business
New Business (including speaker)
Adjournment

SECTION 2. The Order of Business at Board meetings shall be as follows:

Minutes of the previous meeting
Secretary's Report
Treasurer's Report
Committee Reports
Unfinished Business
New Business
Adjournment

ARTICLE D. ELECTION OF THE BOARD OF DIRECTORS

SECITON 1: Candidates for election shall be announced at the October Society meeting, and in the November Newsletter. Elections will take place at the November Society meeting. Written notice of additional nomination by Society Members shall be sent to the Nominating Committee a minimum of 2 weeks prior to the November Society meeting. All candidates must be informed of their proposal and given an opportunity to decline nomination. No person may be a candidate for more than 1 office. Nominations cannot be made at any other meeting or in a manner not stated in this Section.

By request from any Member, the election of the Board of Directors will be held by secret ballot. Ballots will be provided by the Secretary, and collected and counted by the Nominating Committee. The tally shall be announced as it is counted.

By request from any Member, election of the entire Board of Directors may be held by acclamation or by individual candidate. The Board of Directors shall serve for the Society Year, from January 1 to the following December 31.

ARTICLE E. BOARD OF DIRECTORS

SECTION 1: The Board shall be composed of the President, Vice-president, Secretary, Treasurer and immediate Past President. The Board will also include 2 Directors. In the event the Immediate Past President is holding another office, another person will be elected for a 1 year term. A Director will be elected each year, to serve a 2 year term, so they terms overlap. Therefore, the Board has 7 members and a quorum shall be a minimum of 4. Board Members shall try to attend all Board and Society meetings.

SECTION 2: The **President** shall preside at all meetings of the Society and of the Board. The President's duties shall also include, but are not limited to, organization of the yearly budget to be presented at the January Board meeting, appointing the Show Chair for the following year, appointing the State Fair Display Chair, appointing the Auction Chair, and planning any special Society activities.

SECTION 3: The **Vice-president** shall preside at meetings of the Society and of the Board in the event of the President's absence. The Vice-president's duties shall also include, but are not limited to, planning the program for each Society meeting and assisting the President with Society activities. The Vice-president shall assume to duties of the President, if the President is unable to serve. The Vice-president shall assist the President with Society activities.

SECTION 4: The **Secretary** shall keep a record of all Society and Board meetings. A synopsis of the Board meeting notes shall be published in the Newsletter following the Board meeting. The Secretary's duties shall also include, but are not limited to, requested correspondence, and notifying the Board of special meetings. If requested, the Secretary will prepare the Auction List, to be published in the November Newsletter. The Secretary shall note the number of Members in attendance at Society meetings to determine a quorum.

The Secretary may designate another Member to maintain the Sign-in Book for monthly meetings, and provide the Door Prize tickets. The Secretary shall also assist the President with Society activities.

SECTION 5: The **Treasurer** shall collect all money due to the Society, including the annual dues. The Treasurer's duties shall include, but are not limited to, promptly depositing all money in an account designated by the Board, in the name of the Society. Upon request by the Board, the Treasurer shall promptly pay the Society's debts. The Treasurer shall ask for and retain payment receipts for 1 year for reference purposes. The Treasurer shall also keep bank statements and check registers for a minimum of 5 years. The Treasurer shall also assist the President with Society activities.

The Treasurer shall maintain a record of collection and spending of any money divided by each Society activity. A report of all collection and spending of money for the previous year shall be given to the new President prior to the January Board meeting for use in organizing a yearly budget.

The Society's books, check registers and bank statements shall be open to inspection by the Board at all times, and a report shall be made at every Society and Board meeting of the condition of the Society finances.

The Society's fiscal year shall begin on January 1 and end on December 31 each year.

The Society's financial records shall be examined and signed by 2 Members , who are not Board Members, prior to the January Board meeting. The year end report shall be published in the January Newsletter, or handed out to the Members at the January Society meeting.

SECTION 6: The **Immediate Past Presidents'** duties shall include, but are not limited to, appointing 2 or 3 Society Members, not currently members of the Board, to serve with the Immediate Past President on the Nominating Committee. In the event the Immediate Past President is holding another office, the Board will appoint the Nominating Committee Chair. The Immediate Past President shall also assist the President with Society activities.

The Nominating Committee shall announce a list of candidates at the October Society meeting and publish this list in the November Newsletter. The Nominating Committee will accept written nominations from Society Members. The Nominating Committee shall also announce the entire list of candidates at the November Society meeting.

The Nominating Committee will conduct the secret ballot if it is requested by a Society Member at the November meeting.

SECTION 7: The **Directors'** duties shall include, but are not limited to, assisting the President with Society activities, and carrying out such duties as requested by the Board. The Directors should consider themselves Society representatives, consequently presenting any Society concerns to the Board. Directors should try to welcome Members to Society meetings, making a special effort to meet new Members.

SECTION 8: VACANCIES: A Vacancy in any office due to resignation, lapsing, or disqualification, may be filled by appointment by the President for the unexpired portion of the term.

ARTICLE F. STANDING COMMITTEES

SECTION 1: In January, the Board may appoint Members to Chair the following Standing Committees; The American Orchid Society Representative, Show, State Fair, Display, Auction, the Newsletter, Library, Kitchen, and Meeting Set-Up and Clean-Up.

SECTION 2: Any Committee appointment may be terminated by a simple majority vote of the Board, though a quorum must be present. The Secretary shall send written notice of termination to the appointees involved. The Board may appoint successors to those persons whose services have been terminated. Standing Committees shall always be subject to the authority of the Board. Special Committees may also be appointed by the Board.

SECTION 3: The duties of the **American Orchid Society Representative** include, but are not limited to, prompt presentation to the Board of all information, correspondence or requests from the American Orchid Society.

SECTION 4: The **Newsletter Editor** shall publish all material requested by the Board, including but not limited to, year end financial reports, Board Meeting and Society Meeting notes, candidate announcements in the November Newsletter, and requests for dues payment, beginning in the September Newsletter and continuing through November. The Treasurer will promptly turn over dues' requests to the Editor to be compiled into a Membership Roster to be published and distributed to the Members in February. The Editor is also responsible for collecting information to be published in the Newsletter, including but not limited to, announcements of meetings, speakers and discussion topics of interest to the Society.

SECTION 5: The **Librarian** is responsible for maintaining the books and a list of monthly books lent to the members. The Librarian shall arrange for the books required for an American Orchid Society Judged Show to be at the Show site prior to the start of Judging. The Librarian may also occasionally publish a list of books available to Society Members.

SECTION 6: The **Show, State Fair Display and Auction Chairs'** responsibility shall be to plan and organize these Society activities. These Chairs may request other Society Members to assist them, and may appoint sub-committee Chairs to accomplish the Society's goal of producing well-planned activities.

SECTION 7: The **Kitchen, Meeting Set-Up and Meeting Clean-Up Committee Chairs'** responsibilities may include placing tables and chairs, making coffee, planning for and bringing snacks, cleaning counters, storing tables and chairs, and vacuuming if requested. These Chairs may appoint additional Members to assist these duties.

ARTICLE G. DISSOLUTION

SECTION 1: The Society may be dissolved at any time by a majority vote of a special Society meeting called for only this purpose. The quorum at this meeting shall be 2/3rds of the entire Membership. The Secretary shall send written notice of this meeting to the entire Society, a minimum of 2 weeks prior to the meeting. In the event of dissolution of the Society, other than for the purpose of reorganization, none of the assets of the Society shall be distributed to Members of the Society.

The property of the Society will be sold and after payment of the reasonable debts of the Society, any remainder will be divided evenly between the local Regional Judging Center and the American Orchid Society.

ARTICLE H: PARLIAMENTARY AUTHORITY

SECTION 1: The Rules contained in the current edition of "Roberts Rules of Order", shall govern the Society in all cases in which they are applicable, if they are not inconsistent with these By-laws and any other special Rules of Order the Society may adopt.

STANDING RULES: These are the Rules of the Cherry City Orchid Society as adopted by the Board of Directors and shall remain in effect until changed or rescinded by a succeeding Board. Any additions or changes to the Standing Rules must be published in the following monthly Newsletter. Changes in dues shall be as described in the By-laws.

1. Dues: Dues shall be on an annual basis, payable by the November Society meeting. The dues are \$10/year for a single person or family membership. Dues shall not be prorated.
2. Plant Sales at Meetings: Speakers and Members may offer orchid plants for sale at the Society meetings except for the August and December Potlucks. This activity is a service to the Members, and the Society does not ask for any portion of the sale price.
3. Plant Sales at the Show and Auction: Orchid plants and growing materials may be offered for sale at these activities. The Society uses these activities as funding sources and asks 15% of the total sale price.
4. Vote tallies will not be published in the monthly Newsletter unless specifically requested by the Board.
5. Donations of Speakers' Fees may be made to the Society or to the American Orchid Society through the Society. Speakers' fees donated to the Society will accrue to the annual budget of the Vice-President and may be used for another speaker or Society activity.
6. The Vice-presidents' total annual budget will be limited to \$400. A Speaker's Fee of \$25 may not be paid to Board members who provide this service to the Society. A mileage fee of \$0.25/mile will be paid to a Speaker or Auctioneer driving to Society activities from outside a 15 mile distance to the meeting site. The Vice-president must apply to the Board for any enlargement of the annual budget amount.
7. Raffle, Door Prize or other plants distributed by the Society may be donated or purchased by the Society for this purpose.
8. The Board should review the Constitution, By-laws, and Standing Rules every year, to familiarize themselves with the governance of the Society, according to the Constitution and By-laws.