

THE TRIANGLE ORCHID SOCIETY BYLAWS

(Approved, July 2015)

ARTICLE 1- THE SOCIETY

The name of the organization shall be the Triangle Orchid Society, Inc., hereinafter referred to as the Society. The Society is a tax exempt, not for profit, organization as defined under Section 501(c)3 of the Internal Revenue Code of 1986.

1.1. - SEAL

The official seal of the Triangle Orchid Society features a pink Cattleya orchid flower superimposed upon a triangle, which represents the research triangle region of North Carolina, and includes Durham, Cary, Raleigh, and Chapel Hill.

1.2. - PURPOSE

The purpose of the Society is to promote the advancement of knowledge and appreciation of orchids. The Triangle Orchid Society, Inc. shall operate at all times solely and exclusively for scientific and/or educational purposes related to orchids; their study, propagation, culture, care, and development.

ARTICLE 2- MEMBERSHIP IN THE SOCIETY

Membership is open to any person who attends the meetings and pays dues. Members shall be classified as Regular or Lifetime. Regular Members that pay dues are eligible to vote and hold office; all Officers, Committee Chairs, and Trustees must maintain their membership by paying dues while in office.

2.1. - ADDITIONAL MEMBERSHIP POLICIES

- a. Any membership may be canceled at any time by vote of a majority of the sitting Members of the Board of Trustees, after prompt investigation and hearing.
- b. Lifetime Members pay no annual dues, but may vote and are eligible to hold office.
- c. Any Regular Member shall become a Lifetime Member upon making a one-time payment of lifetime dues as established by the Board of Trustees.

2.2. - DUES

The Board of Trustees sets annual membership dues. Dues are payable on or prior to the first meeting date in January. Dues are not refundable except as the Board of Trustees shall determine on a case by case basis. Any regular membership shall be terminated if dues are unpaid as of the first membership meeting in March. Membership shall be reinstated upon payment of accrued dues. Resignation obviates further accrual of dues.

ARTICLE 3- OFFICERS OF THE SOCIETY

The Officers of the Society shall consist of a President, a Vice President, one or two Secretaries, and a Treasurer, all of whom shall be voting Members of the Board of Trustees, and shall be elected annually by the Members.

3.1. - THE PRESIDENT

The President shall prepare the agenda for the Society and for the Board of Trustees meetings and preside at all meetings of the Board of Trustees and at membership meetings; delegate to the Society's Members duties as deemed advisable; have general supervision over the affairs of the Society; ensure that all Bylaws are enforced; consult with the Treasurer and other Members of the Board of Trustees to create a Budget for the upcoming year; and actively seek to carry out the mission of the Society during his or her term of office. During the meetings of the Board of Trustees, the President shall vote only to break ties or to achieve a quorum majority. The President shall, with the Secretary(s) (or Treasurer, when involving financial contracts) sign all written contracts and obligations, unless otherwise provided by special vote of the Board of Trustees. No contract shall be valid or binding on the Society unless so signed. The President shall Chair the Executive Committee and shall preside at all meetings of the Executive Committee.

3.2. - THE VICE-PRESIDENT

In the absence of or temporary disability of the President, the duties of the President shall be performed by the Vice President. If both the President and the Vice President are absent from any meeting(s), the Secretary(s), Treasurer, or Past President shall call the meeting to order, and preside over the election of a temporary Chairperson. The Vice President shall serve as Program Chairperson and introduce speakers at membership meetings.

3.3. - SECRETARY (S)

The Secretary(s) shall keep minutes of all meetings of the Membership and of the Board of Trustees ensuring that all votes of the Board are recorded; have general charge of the records, library, and other non-financial records and books; ensure that public records are in order and available for inspection; and perform all clerical duties as requested by the President or the Board. The Secretary(s) shall keep copies of any official correspondence for the Society by any Officer or Trustee. A record shall be kept of all Members of the Society with their last known addresses. The Secretary(s) shall assist the Newsletter Editor and the Webmaster with collection of accurate data for publication and shall see that notice of all meetings and elections are published in accordance with the Bylaws. The Secretary shall oversee the Show Table Awards at membership meetings and record the results of that competition for ribbons.

3.4. - TREASURER

The Treasurer shall be the Officer with ultimate oversight responsibility for the finances of the Society. The Treasurer shall collect all dues and receive all money belonging to the Society and shall disperse same under direction of the Trustees, or any committee empowered by the Trustees to pay obligations of the Society. The Treasurer shall immediately notify the Secretary(s), Newsletter Editor, and other Officers of any changes on the membership status coming under the Treasurer's jurisdiction. Funds of the Society shall be deposited in the name of the Society in such bank or banks as may be designated from time to time by the Trustees. The Treasurer shall submit a statement of accounts at each meeting of the Trustees. Books and accounts shall at all reasonable times be open to inspection by any Trustee. The Treasurer's annual report shall be submitted at the January Board of Trustees meeting for approval. After acceptance and approval by the Board of Trustees, the Treasurer's annual report will be available to the Society Members for review upon request. In February of each year, an auditor shall be appointed by the Board from the regular dues paying Members to examine the financial records of the Society for

accuracy. The Auditing Member shall report his or her independent findings at the March meeting of the Board of Trustees, and the President shall report the completion of the audit and any resulting Board actions at the April Membership Meeting.

3.5. - IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve as a voting Member of the Board for a period of one year following expiration of his or her term as President. In the event of a vacancy in the offices of President and Vice-President, the duties of the President shall be assumed by the Immediate Past President until a replacement has been selected at the next meeting of the Board.

3.6. - REPLACEMENT OF OFFICERS OR TRUSTEES

Any Officer or any Trustee may be removed at any time by a majority vote of all the remaining Trustees at any meeting of such Trustees if, in their judgment, such Officer or Trustee, either by illness or any other cause shall not have adequately attended to the duties of the office. Such removal of any of the voting Members of the Board of Trustees will be automatic in the event that said Member misses three consecutive, regularly scheduled meetings of the Board, unless the absence was excused through prior notification of the President.

- a. Between elections, all vacancies among the Officers and Trustees of the Society shall be filled by vote of the majority of the Trustees at their next meeting, or as soon as possible thereafter, to fill the remaining time of such Office or Trustee position.
- b. In the event of the death, resignation, or incapacity of the President, a new President will be selected from sitting Members of the Board to fill the remainder of the year. In the event of the death, resignation, or incapacity of any Officer other than the President, the Board may choose to select a successor to serve out the remainder of the elected term from the regular membership, which shall not preclude the successor from serving his or her own full term as an Officer.

ARTICLE 4- TRUSTEES OF THE SOCIETY

All members of the Board of Trustees of the Society shall take an active leadership role in the proper conduct of the affairs of the Society. Trustees shall encourage participation by dues paying Members of the Society, and involve the regular membership in all Society activities and events.

4.1. - NOMINATIONS OF TRUSTEES AND OFFICERS

A Nominating Committee consisting of at least three dues paying Members shall be appointed by the Board of Trustees at the September meeting. A majority of the Nominating Committee shall be composed of Society Members who have not served as voting Members of the Board of Trustees at any time during the twelve months proceeding the date on which the nominated persons will assume their offices. The committee shall nominate a President, Vice President, Treasurer, and Secretary(s) for one year terms for the fiscal year beginning January first, and two Trustees for terms of three fiscal years beginning January first. They shall submit their nominations in writing to the Secretary(s) two weeks before the October membership meeting, at which time the nominations shall be presented to the membership. This list shall be made available to any dues paying Member of the Society on request, published in the October and November Newsletters, and on the Society's Website. Following the

presentation of the Nominating Committee, nominations may be made from the floor by the dues paying Members present at the October or November membership meeting.

4.2. - ELECTION OF TRUSTEES AND OFFICERS

Election of Officers and Trustees for the upcoming calendar year shall be by ballot cast in person, or by acclamation if so moved, by the dues paying Members of the Society present at the November membership meeting. If any nominee is unable to serve for any reason, a substitute nomination shall be made from the floor at the November membership meeting.

ARTICLE 5- MEETINGS OF MEMBERS AND TRUSTEES

5.1. - MEETINGS OF MEMBERS

Meetings of Members shall be held monthly when practical. The time and place of meetings shall be determined by the Trustees and due notification given to the membership on the Website and in the Newsletter. At meetings of the Society, each Member who shall have paid his or her dues for the current year, and each Lifetime Member, shall be entitled to one vote. Twenty Members, present in person at an official meeting of the membership, shall designate a Quorum.

5.2. - MEETINGS OF TRUSTEES

Meetings of the Board of Trustees shall likewise be held monthly at such time and place as the Trustees may determine. Meetings shall be conducted in accordance with Roberts Rules of Order.

ARTICLE 6- GOVERNANCE

6.1. - BOARD OF TRUSTEES

The number of Trustees who shall constitute the governing Board shall be the following: the President, the Vice President, the Secretary(s), the Treasurer, the immediate past President, and three to six at-large Trustees.

- a. The Trustees shall have general charge and direction of the affairs and business of the Society, the care and management of the Society's funds and other property with power to dispose of them as may best serve the interest of the Society, and shall decide when to present to the membership such matters as may be of general interest.
- b. Six Trustees shall constitute a Quorum for a meeting of the Board of Trustees; however, all votes on financial or policy issues must be passed with a majority vote of the sitting Board Members.
- c. If a Member should be elected to more than one of the Trustee positions, this individual shall have only one vote on the Board of Trustees and the total number of Trustees shall be reduced accordingly.

6.2. - COMMITTEES

The Trustees shall appoint such Committees as may be necessary to the proper conduct of the affairs of this Society. Such Committees shall provide the President, Officers, and Board of Trustees a written or oral report on the completion of their assignment.

- a. There shall be a standing Executive Committee, under the Chair of the President, which shall consist of the President, the Vice-President, the Secretary(s), the Treasurer, and the Immediate Past President; which Committee under the authority of the Trustees shall conduct the general business of the Society and carry out the policies and recommendations of the Trustees between the meetings of the Trustees as permitted by law. The Executive Committee shall provide assistance and counsel to the President, and in connection therewith, the Members of the Committee shall carry out such duties and assignments as the President from time to time shall propose.
- b. Additional committees shall be appointed as deemed appropriate by a majority of the sitting Board of Trustees. The following Committees may be appointed from time to time to assist the Board of Trustees with completion of the business of the Society: Bylaw Revision Committee, Nominating Committee, Events Organization Committees, and a Show Planning Committee.

6.3. - APPOINTED OFFICERS

The Board of Trustees shall appoint a Newsletter Editor to publish the Society Newsletter and a Webmaster to maintain the Society Website. The Board shall also appoint an American Orchid Society Representative, and an Orchid Digest Representative, in compliance with the regulations of these organizations as long as the Society maintains its affiliation with said organizations. Additional appointed offices may be created as required to carry out the purposes of the Society. These Appointed Officers do not have to be chosen from elected Members of the Board but should maintain regular membership in the Society as long as they serve in the position.

6.4. - ADDITIONAL POLICY GUIDELINES

No part of the net income of the Society may under any circumstances be utilized for the benefit of any private individual, business, or political cause. The Society shall not carry on propaganda or otherwise attempt to influence legislation. The Society shall not participate in, nor intervene in any political campaign on behalf of any candidate for public office, including the publishing and distribution of statements. The Society shall not participate in any transaction that diverts Society income or assets to any Officer, employee, or contributor, other than the payment of reasonable compensation for personal service actually rendered to the Society. The Society shall not carry on any activities not permitted by a corporation 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.

6.5. - PERSONAL LIABILITY

Neither the Board, nor any Member or Officer, shall have the power to bind the Members or the individual Trustees or Officers of the Society, personally. All persons or Societies extending credit to, contracting with, or having any claims against the Society, shall look only to the funds and property of the Society for payment of any debt, damage, judgment or decree, or any money that may otherwise become due or payable to them from the Society, so that neither the Members nor the Trustees, nor the Officers, present or future, shall be personally liable therefore.

6.6. - DISSOLUTION OF THE SOCIETY

Under dissolution of the Society, the Board of Trustees of the Society shall first use existing assets to pay or make provisions of payment of all liabilities of the Society. The Board of Trustees will then

dispose of any remaining assets of the Society to an organization or organizations operated exclusively for charitable, educational or scientific purposes, as shall at the time qualify as an exempt organization under Section 501(c)3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Service Law). The Board of Trustees shall select only organizations whose stated purposes are fully compatible with the Society's stated purposes, with special priority given to encouragement and support of orchid culture and education. Any such assets not so disposed of shall be disposed of by the appropriate court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, which are organized exclusively for such purposes, as said court shall determine.

ARTICLE 7- CHANGE OF BY-LAWS

The Bylaws may be altered or amended at any time provided that such alteration or amendment shall be presented in writing to the sitting Board of Trustees. Such alteration or amendment shall then be presented at a subsequent membership meeting for consideration by a simple majority vote of a quorum of dues paying Members present at said meeting; and, provided that such amendment is not in conflict with the charter of incorporation; and, provided further, that no such amendment, repeal, or new Bylaws may be made at any meeting of the Society unless the substance and effect of the proposed amendment, repeal, or new Bylaws shall have been stated in the notice of the meeting, which notice shall be given not less than ten (10) days prior to the meeting.