

BYLAWS
ORCHID SOCIETY OF CALIFORNIA, INC.

ARTICLE I
NAME AND OFFICE

Sec. 1 The name of this corporation shall be the Orchid Society of California, Inc., also known as OSC and referred to as OSC in these bylaws.

Sec. 2 The principle office of this corporation shall be in Oakland, California. The Board of Directors may at any time establish the place or places where the corporation is qualified to conduct its activities.

ARTICLE II
PURPOSE

Sec.1 OSC shall promote the study, knowledge, cultivation, hybridization, exhibition and preservation of orchids. OSC also promotes the distribution of orchids among the Society membership and other parties interested in growing orchids.

Sec.2 The purpose for which OSC is formed shall not be held to limit or restrict in any manner the powers of OSC.

ARTICLE III
MEMBERS

Sec.1 An Active Member is any person interested in orchids and shall be eligible for membership in OSC and is a resident of California. Active members shall participate in all membership activities of the corporation, shall pay dues, and shall exercise the membership voting power of the corporation.

Sec. 2 A Life Member is any person who has performed a substantial service to OSC. Life members shall participate in all membership activities of the corporation and shall not pay dues. Life member shall exercise the membership voting power of the corporation.

Sec. 3 An Honorary Member is any person nominated and elected by the Board of Directors, who has made outstanding contributions to OSC or the orchid community, and shall be for a period determined by the Board of Directors. Honorary member shall not pay dues. Honorary members can participate in all membership activities of the corporation except they can not vote, serve on a committee, or hold office.

Sec. 4 A Non-Resident Member is any person other than Active, Life, and Honorary member residing outside the State of California. They shall pay dues, have all the rights of active membership except they shall not vote, serve on a committee, or hold office.

Sec. 5 Membership in OSC shall be granted to any eligible person, or entity filing an application for membership, together with the payment of dues with the Membership Director.

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Sec. 6 Members shall have the right to vote, as set forth in these bylaws, on the election of officers and directors, on any merger and its principle terms and any amendment of those terms, and on any election to dissolve the corporation and on the disposition of all or substantially all of the corporation's assets. Members in good standing shall be entitled to be nominated, and to serve if elected or appointed to any position, and to participate in all activities of OSC, provided that the member's dues are paid for the current year. In addition, members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Sec.7 No part of the net earnings of the corporation shall benefit, or be distributable to its members, directors, officers, or other individuals.

ARTICLE IV
Termination and Suspension of Membership

Sec. 1 A membership shall terminate on the occurrence of any of the following events:
A. Resignation of the member. Any member may resign at any time. No cancellation or refund of dues shall be made to any member who resigns.
B. Failure of the member to pay dues as set by the Board within one (1) month after they become due and payable.

Sec. 2 Any membership may be suspended or terminated for cause including but not limited to non-payment of dues, violations of these bylaws or any rule or practice adopted by OSC or conduct deemed prejudicial to the interests of OSC. Except in the case of non-payment of dues, suspension or expulsion shall require two-thirds (2/3) vote of the Board of Directors after written notice not less than 20 days to the last recorded address of the member prior to such action. The member shall be offered a reasonable opportunity to be heard either in person or in writing.

ARTICLE V
DUES

Sec. 1 Dues for the calendar year shall be payable on January 1 in an amount as shall be set by the Board of Directors.

Sec. 2 In their first calendar year of membership, new members joining prior to July shall be subject to dues for the entire calendar year, new members joining subsequently to June 30 shall be subject to dues for that year in an amount equal to one-half (1/2) of the full annual dues. If membership is made in the last quarter, the membership counts for the remainder of the year and for the following year.

Sec. 3 Lapsed Membership - Members who fail to pay their dues by February 1 shall be notified by the Membership Director, and if payment is not made by March 1 shall, without further notice and without a hearing, be dropped from the rolls and then forfeit all rights and privileges of membership.

Sec. 4 The Board of Directors may provide for life memberships and set the dues at its discretion.

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Sec. 5 Honorary membership may be given at the discretion of the Board of Directors followed by approval of the membership by a show of hands vote at a general meeting.

ARTICLE VI
MEETINGS

Sec. 1 Regular monthly meetings of OSC members shall be held at such time and place as designated by the board. No business requiring a vote by members shall be transacted at a meeting unless members have been notified, either in the newsletter, or in writing, in advance of the proposed business to be transacted at the meeting.

Sec. 2 Regular meetings of the Board of Directors shall be held at such time and place as designated by the board. No change in the meeting place shall be effective unless three (3) days notice shall have been given to each director either personally, or by mail to the last address furnished by him/her to the corporation.

Sec. 3 Special meetings of the Board of Directors may be called at any time and place by the President or Secretary or any three (3) directors, and notice in each case shall be given personally or by mail at least two (2) days before the meeting. The transactions of any meeting of the Board of Directors, however called and noticed, shall be as valid as though a meeting had been duly and regularly held if a quorum is present, and if either before or after the meeting, each absent director signs a written waiver of notice, or consent to the holding of such a meeting, or written approval of the minutes.

Sec. 4 The meeting to elect OSC officers, herein called the Election Meeting shall be held in December of each year at such time and place as designated by the Board of Directors.

ARTICLE VII
Elected Officers

- Sec. 1** The officers of this Society shall be:
- A. President, Vice President, Secretary, and Treasurer, all of whom shall be elected annually by the members.
 - B. A Membership Director and two other General Directors, all of whom shall be elected annually by the members.

Sec. 2 Limitations on Service: No member shall hold more than one office at a time and no member shall be eligible to serve more than two (2) consecutive terms in the same office except treasurer who can serve for no more than four (4) consecutive terms. The elected Officers and Directors shall serve for a term of one year beginning January 1 and ending December 31.

Sec. 3 Vacancies: Should the office of President become vacant, the Vice President shall serve as president until a special election elects a new president. Should the offices of Vice President, Secretary, Treasurer, Membership Director, or General Director become vacant they shall be filled by appointment by the president with the approval of the Board of Directors to serve until the next election of officers and directors.

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Sec. 4 Resignation: Any elected officer or director may resign by submitting that resignation in writing to the Board of Directors.

Sec. 5 Any Officer or Director may be removed from office by a vote of five (5) members of the Board of Directors to do so when, in their judgment, such Officer or Director shall have fail to perform duties adequately or shall have become unable to fulfill their position.

ARTICLE VIII
BOARD OF DIRECTORS

Sec. 1 The Duties of the Board of Directors shall be the supervision, control and direction of the affairs of OSC. They will perform any and all duties imposed on them collectively, or individually, by law, by the Articles of Incorporation, or by these bylaws to protect the status of the association.

Sec. 2 There shall be a Board of Directors consisting of eight (8) members selected as follows:

- A. The President, Vice President, Secretary, and Treasurer as ex-officio Directors.
- B. The most recent Past President consenting to serve as a non-elective Director.
- C. Director of Membership and two (2) Directors other than the aforementioned Officers and Past President.
- D. Officers and Directors shall be active members in good standing with OSC

Sec. 3 Any four (4) members of the Board of Directors present shall constitute a quorum at any meeting of the Board.

Sec. 4 Meetings of the Board of Directors shall be presided over by the president, or in his/her absence the vice president. In the absence of these persons, a temporary chair will be chosen by a majority of directors present at the meeting.

Sec. 5 Directors shall not receive any compensation for their services as Directors, but the Board of Directors may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of OSC.

Sec. 6 The Board of Directors shall adopt a budget for the coming fiscal year not later than its June meeting.

ARTICLE IX
DUTIES OF OFFICERS

Sec. 1 The President is the principal elective officer of OSC and presides at all meetings of this society and of the Board of Directors shall appoint and be an ex-officio member of all Committees. He/she shall exercise general supervision over the affairs and activities of OSC.

Sec. 2 The Vice President shall assume the duties of the President during the absence of that Officer. He/she shall be responsible for obtaining the guest speaker and/or programs for the monthly meetings, and shall perform other duties as may be requested by the Board of Directors.

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Sec. 3 The Secretary shall attend to the following:

- A.** Book of minutes. The Secretary shall keep or cause to be kept, at the principle executive office or such other places as the Board of Directors may direct, a book of minutes of all business meetings and actions of OSC and its Board of Directors.
- B.** Membership records. The Secretary shall keep, or cause to be kept, at the principal executive offices as determined by resolution of the Board of Directors, a record of the corporation's members, showing the names of all members, their addressees, and the class of membership held by each. He/she shall send and answer any OSC correspondence when not handled by the President.
- C.** Notices, seal and other duties. The Secretary shall give, or cause to be given notice of all meetings of the members of the Board of Directors required by the bylaws to be given. He/she shall keep the seal of corporation in safe custody and shall have such powers and perform such other duties as may be prescribed by the Board of Directors.

Sec. 4 The Treasurer shall attend to the following:

- A.** Book of Accounts. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including monthly accounts of its assets, liabilities receipts, disbursements, gains, losses, capital, fund balances, and other matters customarily included in financial statements, The books of account shall be open to inspection by any member upon reasonable notice.
- B.** Deposit and disbursement of money and valuables. The treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, at each Board Meeting, an account of all his/her transactions as treasurer and of the financial condition of the corporation; shall have such other powers and perform such duties as may be prescribed by the Board of Directors or the bylaws.
- C.** Bond. If required by the Board of Directors, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of his/her office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every find in his/her possession or under his/her control on his/her death, resignation, retirement, or removal from office. Should such a bond be required, the corporation shall bear the cost of obtaining such bond form a bonding agency.
- D.** Budget. The treasurer shall submit to the Board of Directors for its approval a proposed budget for the coming fiscal year not later than the June Board meeting.

Sec. 5 The Membership Director shall attend to the following:

- A.** He/she shall receive membership applications and collect dues for the treasurer.
- B.** Maintain an accurate membership list for the secretary.
- C.** Create an annual roster of membership for members.
- D.** He/she shall be available at all meetings and functions of this organization or if unavailable have another director take his/her position.
- E.** Perform such duties as may be prescribed by the Board of Directors.

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Sec. 6 The two (2) remaining General Directors shall perform such duties as may be prescribed by the Board of Directors

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Sec. 7 Other Officers or appointed positions shall perform such duties as may be directed by the Board of Directors. The Show Chair(s) shall plan any shows deemed necessary. This entails getting American Orchid Society approval, obtaining the judges, securing the place for the show, the date and time of the show, obtaining plants to sell or vendors to rent space and staging the show so the public can learn more about orchids.

ARTICLE X
MAINTENANCE OF CORPORATE RECORDS

Sec. 1 The Corporation shall keep:

- A. Adequate and correct books of records of account.
- B. Written minutes of proceedings of its members, Board of Directors, and committees of the Board or membership.
- C. A record of each member's name, address, and class of membership.

Sec. 2 The corporation shall keep at its principle office the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during normal business hours.

ARTICLE XI
ELECTIONS

Sec. 1 Nominations: The Slate of officers and directors shall be presented by the committee on nominations to the Board of Directors. This committee consists of one (1) Board of Director not running for election and 2 members of OSC. The report of nominations shall be reported in the newsletter 30 days prior to the election. The report shall be read at the December meeting at which time nominations from the floor are in order.

Sec. 2 Election Meeting:

- A. Election of Officers and Directors: At the Election Meeting the Nominating Committee shall read its report, after which nominations shall be open for additional nominations for President, Vice President, Secretary, Treasurer, Membership Director, and two (2) directors. After nominations have been closed, a written ballot shall be taken to fill each of these offices. A majority of votes cast shall be elected.
- B. Other Nominations: At the Election Meeting, any member present at the meeting in person or by proxy may place names in nomination prior to voting. It is the responsibility of the Officer presiding at the meeting to ensure that the individual making such floor nomination is a voting member in good standing and that the proposed nominee is a qualified candidate
- C. The elected Officers and Directors shall serve for a term of one year beginning January 1 and ending on Dec. 31.
- D. Appointed Officers shall serve from the date of their appointment until their successors have been appointed, at which time they shall promptly deliver to their successor all Society records and properties that have been in their possession or custody.
- E. Vacancies occurring in any Office or Directorship shall be filled for the unexpired term through appointment by the Board of Directors or by special election.

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ARTICLE XII
DISSOLUTION

The corporation shall use its funds only to accomplish the purpose stated in these by laws, and no part of its funds shall inure or be distributed to the members of the corporation. On dissolution of the corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, all remaining funds shall be distributed to one or more nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue code. The remaining assets shall be sent to the American Orchid Society for orchid research (if the AOS still qualifies).

ARTICLE XIII
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the association may adopt.

ARTICLE XIV
AMENDMENT OF BYLAWS

Sec. 1 The Board of Directors may adopt, amend, or repeal by-laws except that no bylaw adopted or amended by the members may be repealed or amended by the directors, and no bylaw repealed by the members may be reenacted by the directors.

Sec. 2 Any proposed amendment to the bylaws must be submitted in writing to the Board of Directors and signed by no less than 10 members of this Society. Such a proposed amendment must be presented and read at a regular monthly meeting of this Society.

Sec. 3 These bylaws may be ratified at any meeting by a two-thirds (2/3) vote of the members present, either by ballot or raising of hands, provided that a copy of the proposed amendment has been sent to all members at least thirty (30) days prior to that meeting.