

THE SOUTH FLORIDA ORCHID SOCIETY, INC.

BYLAWS

As Revised, January 8, 2025

A Non-Profit Corporation incorporated under the laws of the State of Florida,
October 21, 1985 as amended

ARTICLE I

Name

The name of this corporation shall be The **South Florida Orchid Society, Inc.**

ARTICLE II

Object, Aims & Purpose

The **South Florida Orchid Society** (SFOS) is a non-profit Corporation established for the purposes of:

- 1) scientific research and the study of orchids, including their classification, evolution, propagation, culture, care and development
- 2) disseminating educational information and knowledge about the orchid family to the public
- 3) showing the cultural and economic importance of the orchid interest as well as the intrinsic beauty, biological or ecological importance of this fascinating group of plants
- 4) supporting the conservation of orchids in nature.

The object and purpose of this Society is research and education, no part of its earnings or capital shall inure to the use or benefit of any individual member. This Society shall not engage in any activities which are not permitted by Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

Membership

Section 1. The classes of membership in SFOS, Inc. shall be:

- (A) Regular; with one vote and eligible to hold office.
- (B) Life; with one vote and eligible to hold office.

Section 2. Any person interested in the object, aims and purposes of the SFOS shall be eligible for Regular Membership.

(A) Regular Membership candidates must:

- (1) Complete an application form
- (2) Pay dues for one year

(B) Life Membership candidates must:

- (1) First be a regular member
- (2) Pay a single premium of 20 times the regular annual dues
- (3) Thereafter pay no annual dues.

(4) The Board of Directors also may grant a free life membership to any person as a high honor of this society

Section 3. Dues - Fees

- (A) Annual dues and the calculated life (20X annual membership fee) membership fee shall be in such amount as shall be determined by the Board of Directors.
- (B) Annual dues are payable on the first day of January for the ensuing year. No refunds.
- (C) Any Regular membership shall terminate if dues are not paid by March 1 of the ensuing year.
- (D) Member may be reinstated upon payment of accrued dues.
- (E) Resignation obviates accrual of dues.

- (F) Any membership of any type may be voided by a majority vote of a quorum of the Board of Directors after a proper investigation and hearing.
- (G) Notices of annual dues payable shall be sent to all Regular Members on or about November 1 each year.
- (H) Dues paid as of November 1 and thereafter will be good for the ensuing calendar year.

ARTICLE IV
Board of Directors

Section 1.

- (A) The Board of Directors is the governing body of the society. All members of the board must be active members in the society when nominated and must maintain an active membership throughout their term. All positions in the organization are unpaid and thus shall receive no compensation for their board responsibilities.
- (B) The Board of Directors shall consist of the **Officers of the Corporation (President, Vice-President, Program Director, Secretary and Treasurer)** and **six (6) Directors** (two directors are to be elected each year for a term of two years each.) The immediate **past President** shall be a director also. This makes a total regular board of 13 members. By a majority vote of the Board of Directors a Special Director may also become a member of the Board of Directors.
- (C) The Board of Directors shall have complete charge and direction of the affairs and business of the Corporation, the care and management of the Corporation funds and other property with power to dispose of them as may best serve the interests of the Corporation and promote the purposes for which this non-profit corporation is organized. The Board shall conduct all business of the society in its regular and specially called Board Meetings.
- (D) The Board shall present to the general membership items of general interest discussed at its meetings; Minutes of the Board meetings and monthly financial reports shall be made available to the membership at each regular meeting.
- (E) Fifty percent (50%) of the current Board members plus one shall constitute a quorum.
- (F) Any Officer or Director may be removed by a majority vote of the Directors at a meeting of the Board if such Officer or Director shall not have adequately attended to his or her duties. Unexcused absence from three (3) Board meetings in one year is cause for such removal.
- (G) A vacancy on the Board shall be filled by the Directors at their next meeting by a majority vote. The candidate elected shall fill the unexpired term which was vacated.

ARTICLE V
Officers and Their Duties

Section 1. Terms

- (A) The **Term of Office** for all Officers and Board positions is two (2) years. No person shall serve more than two (2) consecutive two-year terms as President.
- (B) The President and either the Secretary or Treasurer shall sign all written contracts or offer written obligations, and no contract shall be binding unless so signed. A majority vote of a quorum of the Board shall determine the approval of all written contracts.

Section 2. Duties

- (A) The **President** shall preside at all meetings and shall:
 - (1) Enforce the provisions of the Corporate Charter and the Bylaws
 - (2) Have charge of all records, documents and archives belonging to the Society
 - (3) Notify Board members of the date, time and location of meetings of the Board
- (B) The **Vice President** shall:
 - (1) In the absence of the President, perform all the duties of the President.

- (2) Be responsible for membership records and shall keep a current record of the names, addresses and phone numbers of all Society members
 - (3) Maintain and publish the annual roster and distribute it to the membership.
- (C) The **Program Director** shall:
- (1) In the absence of the President and the Membership Vice President perform all the duties of the President.
 - (2) Be responsible for the monthly program schedule, the scheduling and coordination, and communication with presentation speakers and vendors regarding raffle table plants.
- (D) The **Secretary** shall,
- (1) In the absence of both the President and Vice President, perform all the duties of the President.
 - (2) Make a complete record of the Board of Directors Meeting
 - (3) Make an Agenda when requested
 - (4) Send a copy of the record and/or agenda to each member of the Board, one copy to be filed by the Secretary and one copy to be available at the regular Society meeting.
- (E) The **Treasurer** shall:
- (1) Deposit the funds of Society in the Society name in such banks or brokerage firms as determined by the Board.
 - (2) Be responsible for collecting funds due the Society.
 - (3) Disburse funds at the direction of the Board or a committee empowered by the Board.
 - (4) Maintain the financial records of the Society.
 - (5) Maintain all ledger accounts current. Make a report of the current finances at each Board meeting and provide one copy to the Secretary to be filed with the minutes, and one copy to be available at the regular Society meeting for membership to read.
 - (6) Be responsible for seeing that all state and federal tax forms are prepared and filed within the allowable filing period.
- (F) The **Directors** shall:
- (1) Attend monthly Board meetings,
 - (2) Promote and take a leadership role in the activities and duties required by the society. This may include, but is not limited to, the following areas: AOS, auctions, communications, events, education, field trips, judging, shows, raffles, meetings (including set up and cleanup), social media and website.

ARTICLE VI Committees

Section 1. **Executive Committee** shall consist of the Officers of the Society and the immediate past President.

- (A) The President shall act as Chairman. The Executive Committee shall only be called to meet and deal with emergencies that might occur in the interim period between monthly Board meetings.
- (B) The Executive Committee shall have all the authority of the entire Board of Directors except the right to elect Officers or Directors.
- (C) All actions of the Executive Committee will be subject to ratification by the Board of Directors.
- (D) Meetings shall be reported in the same manner as monthly Board meetings. This committee shall review the terms of office for the current officers and Board and provide a slate of candidates to the Board for approval in **April** at the April Board meeting.

Section 2. **Standing Committees**

Chairmen of Standing Committees shall be appointed by the President as an early order of business at the first meeting of the Board of Directors in **July**. They may include Board members and other active members who have expressed an interest. Committee activities should be reported monthly throughout the year at Board meetings by the Chairmen. A written report of their committee's activities should be submitted to the president at the **May** Board meeting so that the President may include them in his year-end report to the membership at the **June** meeting. The President shall be, ex officio, a member of all committees which shall be:

- (A) **Awards Committee**, a committee of SFOS set up for the sake of continuity of standards and charged with awarding orchid plants at the regular meetings and shows of the SFOS, subject to the approval of the Board of Directors of the SFOS.
 - (1) The Board can appoint the Chairman of the Awards Committee to the Board (as a special Director) to report on Committee activities, elections of officers and policy changes and to transmit Board approval and/or directives to them in rectum.
 - (2) Annual report to be prepared by the past chairman.
 - (3) Maintain an accurate inventory of award trophies and their location.
- (B) **Finance Committee**
 - (1) The Treasurer must be a member.
 - (2) Shall see that the Board of Directors is advised when an auditor is to be designated.
 - (3) Shall consult with the Treasurer to:
 - (a) Determine which banks and types of accounts to use
 - (b) Decide on investments
 - (c) Assist in preparing monthly reports to the Board
 - (d) Assist in preparing an annual budget for the upcoming fiscal year.
 - (e) Set up procedures for financial record-keeping for shows, auctions and special events including ticket sales (procure and maintain ticket records, presale tickets and the handling of cash, checks and other forms of payment).
 - (f) Set procedures for sales of books, magazines, boutique items or plants by the Society
 - (g) Review the annual insurance coverage of the Society, show, events and the Board of Directors.
- (E) **Membership Committee** (Vice President, Chairman) shall:
 - (1) Greet and welcome members and guests at the door on arrival.
 - (2) Plan and execute membership drives.
 - (3) Attempt to reactivate previous and now inactive members.
 - (4) Maintain a suggestion box monthly and communicate ideas to the Board for consideration.
- (F) **Publicity Committee**, should include the Editors of the SFOS Newsletter, the "Orchidist", and other general members who shall:
 - (1) Direct and maintain publications and media for SFOS including the Website, and social media (Facebook, Instagram, etc.) to promote the Society.
 - (2) Coordinate advertising, business cards and communications for meetings and programs as appropriate.
- (G) **Program Committee** (Program Director, Chairman) shall:
 - (1) Schedule programs for monthly meetings which may include mini-programs, and/or workshops and a main speaker who will talk on a subject of general interest.
 - (2) Arrange for plants for the raffle table or other sales
 - (3) May also coordinate special events and educational field visits for members.
 - (4) Be allocated a budget to obtain knowledgeable and educational guest speakers.
- (J) Other Committees as the President and Board shall deem necessary.

ARTICLE VII
Meetings

Section 1. The Regular Meetings of the South Florida Orchid Society shall be held on the third Wednesday of each month unless otherwise ordered by the Board of Directors.

Section 2. The Regular Meeting on the third Wednesday of June shall be known as the annual Membership, Business and Awards Meeting. This meeting should include officer and committee reports, presentation of awards, installation of new officers for the coming year and other relevant business.

Section 3. A majority vote of the active members present at a regularly scheduled meeting shall constitute a quorum.

Section 4. Meetings of the Board of Directors shall be held on the third Wednesday of each month at such time and place as the Board may determine, unless otherwise ordered by action of the Board.

Section 5. Individual SFOS members are welcome at the regular Board meetings.

Section 6. The order of business at all meetings will be determined by the presiding official.

ARTICLE VIII
Elections

Section 1. The Executive Committee shall submit a list of nominees to the Board of Directors at the April Board meeting.

Section 2. The Slate of Nominees will be presented to the members at the regular **March** meeting and in the April Newsletter which shall be mailed to all members.

Section 3. Additional Nominees

(A) Any member may place additional nominees on the slate:

- (1) By submitting the name or names of the nominees for office to the secretary of the Society weeks before the May meeting.
- (2) Nominations may be made from the floor at the May general meeting.
- (3) All such nominations, either in writing to the Secretary or from the floor, must be accompanied by written permission from the nominee indicating that the nominee will serve the office if elected, or the nominee's affirmation in person at the May meeting in the case of nominations from the floor.

Section 4. The Officers and Board shall be elected by the voting members of the Society at the **May** General Meeting.

Section 5. Officers elected at the May meeting will be installed at the Annual Membership, Business and Awards meeting in **June**.

Section 6. Uncontested election of Officers shall be by voice vote. In case there are two or more persons nominated for the same office, voting will be by written ballot. All votes must be cast in person and proxy votes shall not be honored.

Section 7. Any vacancy occurring on the Board of Directors during the year shall require that the Board of Directors vote at the next Board meeting for a member to serve the unexpired term.

ARTICLE IX
Fiscal Year

The fiscal year of the South Florida Orchid Society shall begin on July 1 and end on June 30 of the following year.

ARTICLE X
Parliamentary Authority

Section 1. The Rules contained in the current edition of Robert's Rules of Order shall govern the Society in all cases where they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

Section 2. A Parliamentarian may be appointed by the President to serve at the Board of Directors meeting; the parliamentarian will not have voting privileges.

ARTICLE XI
Amendment or Revision of Bylaws

Any amendment to these Bylaws must first be approved by a majority of the Board of Directors and submitted to the membership and shall not be effective until approved by a majority of the members in attendance at any regular, special, or annual meeting of the general membership, the call for which was given at the previous regular monthly meeting and circulated to the membership in the Society Newsletter or a separate mailing.

ARTICLE XII
Prohibited Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes outlined in these articles.

ARTICLE XIII
Dissolution of the Corporation

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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