

BYLAWS of the MASSACHUSETTS ORCHID SOCIETY, INC.

Article I Name

This society shall be known as The Massachusetts Orchid Society, Incorporated in the State of Massachusetts, hereafter referred to as "the Society" or "this Society".

Article II Purpose and Organization

Section A. Purpose.

The purpose of this Society is to:

1. promote fellowship with the public interested in orchids; and
2. preserve and extend knowledge concerning the cultivation, hybridization and uses of orchids, and to carry on such activities as may be necessary to effectuate such purpose.

Section B. Organization.

1. This Society may affiliate with other similar organizations but will remain forever an independent sovereign organization.
2. The Massachusetts Orchid Society, Inc, shall at all times be operated solely and exclusively for scientific and/or educational purposes related to the study of orchids, their propagation, culture, care and development.
3. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation. or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
4. No substantial part of the activities of the corporation shall be carrying on propaganda. or otherwise attempting, to influence legislation (except as other wise provided by Internal Revenue Code Section 501(h)). and does not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
5. The Society shall not participate in any transaction resulting in a diversion of its income or assets to any officer, employee, or contributor, other than in payment of reasonable compensation for personal services actually rendered to the society and

members shall not receive compensation for services to the Society other than reimbursement for expenses related to those services.

6. Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in IRC 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent Federal Tax laws.

7. In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or state, or local government for the public purpose, subject to the approval of a Justice of the, Supreme Court for the Commonwealth of Massachusetts.

Article III Membership and Dues

Section A. Membership.

The members of this Organization shall be divided into two categories, Regular and Honorary:

1. Regular membership in the Society may include any person, regardless of race, color or religion, with an interest in orchids. A single membership consists of one or two persons with a single mailing address. Application for membership shall be made to the membership chairperson and upon payment of annual dues the applicant shall be considered a member. All members other than honorary members are considered to be regular members.

2. Honorary members may be nominated by petition to the Board of Directors and upon its' unanimous approval candidates may then be elected by a 2/3 vote of the members present at the Annual Meeting. Such membership is permanent unless otherwise requested by the honorary member.

Section B. Voting.

Regular members in good standing are entitled to a vote at all membership meetings. A single membership, limited to two persons with one mailing address, has one vote.

Section C. Dues.

The annual dues shall be determined by the Board of Directors and voted upon at the Annual Meeting of the Society. Any change in the amount of dues assessed requires a 2/3 vote: of voting members present at the Annual Meeting. Annual dues shall be payable on July 1. Members whose dues have not been paid by September 1 shall be given final notice by the membership chairperson. Failure to pay the annual dues by October 1 shall be equivalent to cancellation of

membership. A member may be reinstated at any time by payment of dues. New members joining in the last four months of the membership year will be considered as having paid dues for the following membership year. No dues or assessments shall be required of honorary members.

Article IV Governing Body

The Governing Body (also known as the "Board of Directors. or "Board") shall consist of the Officers as named in Art. V, Sect. A, together with five elected Directors, and the out going President.

1. The Board of Directors shall be vested with authority to carry on the business and management of the Society's affairs and shall hold meetings in not less than ten months of the fiscal year. These meetings may be called by either the President or the Board at a time and place of their choosing.
2. Six members of the Board shall constitute a quorum at any meeting of the Board.
3. Any officer or director who fails to attend two consecutive meetings of the Board without due cause shall be removed from the Board and the President or the Board of Directors shall be empowered to appoint a successor in the manner specified in Art. V, Sect A, Para. 1.
4. Meetings of the Board shall be maintained as open meetings. Any member may .submit agenda items to the President; the member may then be invited to present these proposals to the Board; however, only Board members shall vote. The regular member's participation in discussion at the Board meeting shall be limited to the member's specific proposal.

ARTICLE V Officers

Section A. Officers and Duties.

The Officers of this Society shall be a President, Vice-President, Secretary, Treasurer, and six Directors.

1. The President shall preside at all meetings of the membership and of the Board of Directors, and shall perform the recognized functions of his/her office which are to include general supervision over the affairs of the Society, under the direction of the Board. He/she shall establish such committees as are necessary to conduct the affairs of the Society. Each committee chairperson shall be appointed for a one year term with the privilege of reappointment for a second year. Upon request of the President the terms of committee chairpersons may be extended. The President shall see that the bylaws are enforced. He/she shall prepare an agenda for all meetings of the Board, including items suggested by other members of the Board, or regular members. In the event of the resignation of any member of the Board, the President shall, within sixty days. appoint an

alternate member to fill the term of the resigned member. Should the President fail to do so within that time, the Board of Directors shall appoint an alternate at the earliest possible time. The President shall prepare an annual verbal report for the membership to be delivered at the Annual Meeting .

2. The Vice President shall preside in the absence of the President, shall be responsible for ensuring a monthly program either directly or by delegation and may direct special projects as requested by the Board.

3. The Secretary shall record the action taken at the membership and Board meetings. He/she shall, keep accurate records of votes cast for the proposals submitted to either the Board or the general, membership. The Secretary shall provide each member of the Board with a copy of the minutes of membership and Board meetings. The Secretary shall send the proposed board meeting agenda to the Board at least one, week prior. to. the meeting. He/she shall answer all routine correspondence. The Secretary shall maintain a dated log of the whereabouts of all records, books, equipment and medals of the Society. He/she shall keep an accurate, updated list, of books purchased for or donated to the Society library; store records and notes of the Society show; maintain and update a log of elections of Board members with the dates of the terms of office and replacements as necessary. Upon termination of the Secretary's term of office, he/she shall turn over to his/her successor in office, all papers. records, back files and archives of the Society.

4. The Treasurer shall be responsible for the collection of dues; that is, he/she may collect same or may oversee their collection by a duly appointed membership chairperson. He/she shall receive all monies belonging to the Society and shall disburse same under the direction of the Board of Directors or any committee empowered by the Board to pay obligations of The Society. His/her books and accounts shall at all reasonable times be open to inspection by any member of the Board. He/she shall present a statement of the accounts at each September meeting of the Society. He/she shall be adequately bonded upon assuming office, at the discretion of the Board, and the Society shall underwrite the cost of his/her bond. He/she shall be responsible for the financial aspect of any shows and exhibits sponsored by the Society. If a show or exhibit is held he/she shall assist the Show Chairperson in selecting a responsible treasurer for same, and shall assist that treasurer in the execution of his/her duties or may assume them him/herself if necessary or desirable.

1. The fiscal year of the Society shall be from July 1 to June 30.

b. Operating funds of the Society shall be maintained in a demand deposit account in a bank insured by the Federal Deposit Insurance Corporation. These funds shall be subject to withdrawal upon the signature of the Treasurer and/or President. Other funds may be held or invested at the direction of the Board.

c. Expenditures of up to \$1000 for the needs of the Society may be made with the consent of the Board. Gifts and donations of up to \$250 may be approved by the Board. Expenditures exceeding the previously named limits must be submitted to the general membership and approved by a standing vote of a majority of those present and entitled to vote.

Section B. Term of Office.

1. The term of office of the President, Vice-President and secretary shall be one year.
2. The term of office of the Treasurer shall be two years.
3. The term of office of the Directors shall be two years. Directors shall be elected on an alternating basis, three one year and two the next, all for two year terms. Directors may not be elected for more than two consecutive terms, except following a partial term. Following a one year period after their last term of office, they may be re-elected.
4. Officers may serve only two consecutive terms in any one office. Following a one year period after their last term of office. they may be re-elected.
5. No individual shall hold more than one office at a time.
6. If a Board member is no longer able to serve, the President, with the advice and consent of the Board of Directors, shall appoint an alternate to fill the vacancy (see Art. V, Sect. A, Para. 1).

Section C. Election.

All officers shall be elected at the Annual Meeting.

1. Nominating Committee

a. At the regular March membership meeting each year. the President shall announce the appointment of the chairperson of the Nominating Committee, to be chosen from the current body of Directors. Other nominations shall be, trade from the floor and two members elected. These two shall not be members of the Board of Directors.

b. The President, with the advice and consent of the Board. shall appoint an alternate to fill any vacancy occasioned by the resignation or failure of any member of the. Nominating Committee to serve.

c. The Nominating Committee shall present a slate of candidates for Officers and Directors at the Annual Meeting of the membership. but such nominations must

be made with the prior consent of the nominees who must declare that they are aware of the duties of office as set forth in these bylaws. The slate of nominees shall be sent to the members with the notice of the Annual Meeting.

d. No member of the nominating committee shall, by his/her service on that committee, be ineligible for nomination to the Board of Directors, except insofar as his/her term of office shall have been completed as set forth in Art. V, Sec. B.

2. Election of Officers

1. Nominations from the floor will also be in order at the Annual Meeting.

b. Elections shall be held immediately following the close of nominations. Each candidate receiving a plurality of votes cast shall be elected.

c. Officers and Directors so elected shall take office as of July 1.

Article VI Membership Meetings

Section A. Monthly Meetings.

1. A quorum shall consist of at least fifty voting members.

2. Membership meetings are generally held on the second Tuesday of each month. Written notice of monthly meetings shall be sent to members at least one week prior to these meetings.

Section B. Annual Meeting.

1. The Annual Meeting shall be held in May, unless otherwise decided.

2. The annual report of the President shall be made at this meeting.

3. Election of officers shall be held at this meeting.

Section C Special Meetings.

1. Meetings may be called for special purposes.

2. A written notice shall be sent to members at least one week prior to such a meeting.

Section D. Voting.

Election of Officers, Directors, amendments and decisions affecting the interests of the Society shall be by standing vote.

Section E. Rules.

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

Article VII Properties

The equipment of the Society shall be for the use of the Society, and shall not be for personal use.

The Society's library and other educational materials belonging to the Society shall be for the use of members only; their use shall be governed by appropriate rules.

Article VIII Amendments

The Society's Bylaws may be amended by a two-thirds vote of the member present at any regular meeting of the membership or at any special meeting called for that purpose, providing in either case that a quorum is present and that written notice of the meeting and a copy of the proposed amendments shall be sent to the members at least one week prior to the meeting before the meeting at which they are to be presented.

Any changes in the Society's Bylaws are binding from the date of adoption.

(amended 4/14/92)

(revised 6/1/92)

(revised 8/1/92)

MOS Bylaws 8/2/91 (p. 1)