

BYLAWS
OF
GAINESVILLE ORCHID SOCIETY, INC.
A Florida Not-For-Profit Corporation under Chapter 617, Florida Statutes

ARTICLE I - NAME

The name of this corporation shall be **GAINESVILLE ORCHID SOCIETY INC.**

ARTICLE II - PURPOSE

The purpose for which this corporation is organized is:

- a. To provide information and support exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
- b. To increase public interest in orchid growing in this area
- c. To help its members gain greater knowledge of orchid culture and its application
- d. To encourage activities of interest to orchid enthusiasts including the holding of and participation in shows, exchanges of plants and plant parts for propagation and experimentation, and communication of all relevant information.
- e. To support the efforts of the American Orchid Society which provides global leadership as one of its affiliated organization

ARTICLE III - MEMBERSHIP AND DUES

Sec. 1. Any person in sympathy with the objectives of this Society is eligible for membership upon application to the Secretary and payment of current dues.

Sec. 2. Membership shall be divided into the following classes:

- a) Active Members shall include those individuals who participate in the affairs of the Society and pay dues annually. Family memberships include the Active Member plus each additional member of a single family residing in the same household.
- b) Honorary Membership may be conferred upon individuals who have contributed significantly to the development and improvement of the orchid hobby, have contributed measurably to the science of orchidology, or who have rendered honorable and distinguished service to this Society over a continuous period. Honorary Members who have not been Active Members of the Society shall not hold office or vote. Honorary Members who have previously been Active Members of the Society may not hold office but shall have the privilege of the vote. All Honorary Members shall be elected by a majority of the Active Members during a regularly

scheduled meeting after having been proposed by the Board of Directors and communicated to the membership in the monthly newsletter. Honorary Members may serve on committees, shall receive all Society communications, and shall be exempt from dues payment for life.

Sec. 3. Annual dues shall be adjusted periodically but only by recommendation of the Board of Directors to the membership during a regularly scheduled meeting of the Society and shall require a majority vote of those members present at the meeting.

Sec. 4. Any member not complying with the rules, regulations, and Bylaws of this society shall forfeit his or her membership upon recommendation by the Board of Directors to the President who shall inform the member, in writing, accordingly.

ARTICLE IV - MEETINGS

Sec. 1. Regular meetings of this Society shall be held on the fourth Monday of each month, the time and place of meetings to be established by the Board of Directors, and except that the December meeting may be set differently according to the holiday season. The Board of Directors may call special meetings. The membership shall be notified electronically at least five days prior to the scheduled meeting.

Sec. 2. Twenty-five percent (25%) of the Active Membership shall constitute a quorum for purposes of voting at any regular or special meeting.

ARTICLE V - OFFICERS

Sec. 1. The officers of this Society shall be a **President, Vice-President, Treasurer, Secretary, and Immediate Past President**. These officers (except for the Past President) shall be elected annually during the last regular meeting of the calendar year, and shall serve for a term of one year, but shall remain in office until their successors are installed after the opening of the first meeting of the new year. All officers are eligible to serve for up to two consecutive terms, or beyond this, but only through recommendation to the Board of Directors by the Nominating Committee. A two-thirds affirmative vote of the Board is required to authorize service of officers beyond the two-year limitation. Current officers who are being considered by the Board for extended terms may not participate in Board discussions on the topic nor vote with the Board. Where the current President is under consideration the Board shall, by majority vote, elect a chairman pro tem. The regular meeting of the Society during which the annual election is held must be a regular business meeting and may not be subverted by the attendance of an appreciable number of uninterested attendees and non-members.

Sec. 2. The Board of Directors shall consist of the President (chairperson), the Vice-President, the Treasurer, the Secretary, the immediate Past-President, and the chairpersons of the Standing Committees. Board members serve as long as they remain in their current positions. The four elected officers and the past Past-President shall constitute the Executive Committee

of the Society. The Executive Committee shall have the power to act in the absence of the full board; a majority of its members, including the President, being necessary to carry a vote.

Sec. 3. Nominations for officers shall be made by a Nominating Committee of three (3) members appointed by the President at or before the last regular meeting of the year. The Nominating Committee shall report the slate of candidates in the published monthly meeting notice immediately preceding the last regular meeting of the calendar year. The Nominating Committee must ascertain the willingness of candidates to serve if elected. Additional nominations may be made from the floor during that meeting, but candidates must first agree to serve if elected.

ARTICLE VI - DUTIES OF OFFICERS

Sec. 1. The President shall preside at all meetings, appoint all committees, shall be a member ex-officio of all committees (except the Nominating Committee), shall represent the Society when the need is apparent or when called upon by the Active Membership or Board of Directors, and shall perform all the other duties usually pertaining to the office.

Sec. 2. The Vice-President shall perform all the duties of the President in his/her absence or at the request of the President. He/she shall also serve chair of the Program Committee.

Sec. 3. The Treasurer shall be responsible for all monies of the Society and shall deposit these funds in the name of the **GAINESVILLE ORCHID SOCIETY**, in such bank as the Board of Directors may direct. All expenditures of one hundred dollars (\$100) or more must have the prior approval of a majority of the members of the Board of Directors. The Treasurer shall report the financial status of the Society to the Society quarterly at a regular meeting or when called upon for reason by any Active Member of the Society, notice of five (5) working days having been given in writing prior to that meeting.

Sec. 4. The Society's books shall be audited annually, before the first meeting of the new year, by a committee of two appointed by the President with the past Treasurer ex officio. The auditing committee shall report its findings to the membership during the first meeting of the new year.

Sec. 5. The Secretary shall keep an accurate record of all regular meetings and shall act as Secretary of the Board of Directors. The Secretary shall publish the minutes in the monthly newsletter.

Sec. 6. The Past President shall advise the Board on compliance requirements for not-for-profit corporation pursuant to FS 617 and on the requirements on tax-exempt status pursuant to Section 503(c)(3) of the Internal Revenue Code.

- a) The Past President shall coordinate with the registering agent the filing of the Florida Not-For-Profit Annual Report with the State of Florida to ensure that the report is filed between January 1 and May 1, or as otherwise required by the State of Florida. The fee associated with the filing of the State Annual report is \$61.25 for

the Year 2020. Failure to file will result in the administrative dissolution of the corporation by the State.

- b) The Past President shall coordinate the filing of the annual tax return with the Treasurer by April 15 or as otherwise required by the Internal Revenue Service. Under the Year 2020 tax code, a tax-exempt status corporation under section 503(c)(3) with annual receipts normally no more than \$50,000 is only required to file electronically using Form 990-N (e-Postcard). There is no fee associated with the filing. Completion of the form requires eight (8) simple items providing general information about the corporation and the annual gross receipts.
- c) **The Past President shall inform the President and the membership at-large of the status of the corporate filings no later than May 1 of each year.**
- d) **The President shall be responsible for these duties if the Past President is not available.**

Sec. 7. The Board of Directors shall be charged with sound, constructive, and responsible management of the Society, shall have those other duties that are relegated to it in other sections of these Bylaws, and may adopt and amend Bylaws for its own government. The Board shall review the bylaws annually at the first Board meeting of the year. Changes, if necessary, are presented to the membership as outlined in Article VIII. The Board shall meet at the call of the President or by a call of a majority of its members. Eight members shall constitute a quorum for a board meeting, one member of the quorum always being the President except where he/she is being considered for extended elected service.

Sec. 8. The Board of Directors, by a two-thirds (2/3) vote, shall have the authority to establish or abolish all standing and special (ad hoc) committees and delegate to such committees those responsibilities it deems fitting and proper.

Sec. 9. The Board of Directors, by a two-thirds (2/3) vote, may appoint an Active Member to complete the term of any vacated elected positions. When the President's post has been vacated, the Board shall elect a Chairman pro tempore from its own membership for this purpose by majority vote.

ARTICLE VII - COMMITTEES

Sec. 1 The following standing committees, shall be established:

- a) Membership Committee. Maintains and increases Society membership and performs welcoming functions at meetings and shows. Maintains and updates the electronic membership roster. Forwards informational email communications and Newsletters to the general membership.
- b) Program Committee. Arranges and presents monthly programs to carry out the expressed objectives of the Society; organizes and stages auctions; chaired by Vice President. One member of the committee may be designated to schedule and coordinate greenhouse tours. One member of the committee may be designated to

run the Bloom Table at the monthly meetings. One member of the committee may be designated to coordinate the Beginners Program at the monthly meetings.

- c) Publicity Committee. Plans and carries out publicity in newspapers and other media to advance the activities of the Society.
- d) Society Historian. Maintains a scrapbook of documents, including photographs, on the publicity and history of the Society to be housed in the Society Library
- e) Annual Orchid Show Planning Committee. Plans, organizes, publicizes (in conjunction with Publicity Committee), coordinates, and stages the annual orchid show.
- f) Library Committee. Maintains the Society's Library, publishes the list electronically, makes the books available to members, and recommends to the President books and other publications for purchase.
- g) Newsletter Committee. Edits and publishes society newsletter monthly January through November.
- h) Webmaster. Updates website
- i) Hospitality Committee. Coordinates refreshments for meetings
- j) Away Shows Planning Committee. Coordinates participation in other Orchid Societies' orchid shows.
- k) AOS Representative. Provides updates to the Society membership on current AOS activities publications and communicates with AOS staff.

Sec. 2.– The President shall appoint the chairperson of each committee

ARTICLE VIII - AMENDMENTS

These By Laws may be amended at any regular meeting of the Society at which a quorum is present by a two-thirds (2/3) vote of the members present at such meeting. Notice of proposed amendments shall be published electronically and/or read aloud at the regular meeting preceding the voting and/or in the published with the monthly newsletter immediately preceding the meeting during which the vote is to take place.

ARTICLE IX - NOT-FOR-PROFIT CORPORATION

- a. The Society shall be operated solely and exclusively for scientific and/or educational purposes related to the study of **ORCHIDS**, their propagation, culture, care, conservation, and development.
- b. No part of the net income of the Society may under any circumstances inure to the benefit of any private individual.
- c. The Society shall not carry on any propaganda or otherwise attempt to influence legislation.

- d. The Society shall not participate in or intervene in any political campaign on behalf of any candidate for public office, or publish or distribute statements in connection with such political campaign.
- e. 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 the payment of reasonable compensation for personal services actually rendered to the Society.
- f. The Society shall at no time conduct or participate in any activity whatsoever which is not permitted to a not-for-profit organization under provision of Section 501(c)(3) of the Internal Revenue Code then in effect.
- g. Should the Society be dissolved at any time, its assets and all income accrued thereon, after payment of liabilities, shall be distributed to the American Orchid Society's Fund for Education and Research, Inc. or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes under the appropriate section of the then current Internal Revenue Code as the Board of Directors shall determine. Any such assets not so dispersed of shall be disposed of by the appropriate court of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine.