

**THE HOUSTON ORCHID SOCIETY, INC.** EIN: 74-2066842  
**BYLAWS**  
**March 16,2018**

**1. Name**

This Society shall be known as the Houston Orchid Society, Inc.

**2. Purpose**

The purposes of the Society are: the discussion and study of orchids, the promotion of orchid conservation, the education of members and the public through the presentation of lectures, lessons, and exhibits, organization and participation in workshops and similar study groups, symposiums and conferences concerning the subject of orchids.

**3. Officers and Their Duties**

Elective officers shall be President, Vice-President, Programs and Speakers; Vice-President, Shows and Plant Table; Vice-President, Membership, Recording Secretary, Treasurer and immediate Past President.

It shall be the duty of the President to preside at all meetings of the Society, to enforce a due observance of the Bylaws, to decide all questions of order, to call special meetings, to appoint all committees except the Nominating Committee and the Board of Directors and perform such other duties as his/her office may require. The President shall be, *ex officio*, a member of all Boards and Committees except the Nominating Committee. The President shall make no motion or amendment, nor vote on any question, unless the Society members present are equally divided, at which time the President shall cast a vote to break the tie. The President shall serve as Chairman of the Board of Directors and preside at all meetings of the Board.

The Vice-President, Programs and Speakers, shall plan the monthly HOS meeting programs and arrange for the monthly speakers, including hotel accommodations and travel.

The Vice-President, Shows and Plant Tables, shall plan and install the HOS display at the HOS show and at nearby Southwest Regional Orchid Growers Association (SWROGA) shows and organize the monthly meeting plant table.

The Vice-President, Membership, shall keep a roll of the names and addresses of active members showing when admitted and when

membership was terminated. The Vice-President, Membership, will notify members when dues are due. All dues shall be sent to the Vice-President, Membership and records will be kept accordingly.

The Recording Secretary shall keep a written record of all meetings and write all communications at the direction of the President and keep copies of all communications.

The Treasurer shall receive all money belonging to the Society and keep an account of all receipts and expenditures. The Treasurer shall deposit the funds of the Society in the name of the Society in such bank or banks as designated from time to time by the Society. The Treasurer shall report the status of the Treasury when requested to do so by the President, and shall pay such bills as are designated by standing order from the Society. All checks must be signed by two of three of the herein named officers; President, Vice-President (any one of three), or Treasurer. The Treasurer shall be responsible for the maintenance and reporting of any special one-time accounts that are authorized by the Board of Directors.

The immediate Past President shall provide advice to ensure corporate continuity, take on various tasks as requested by the President and serve as the agent of the corporation. The immediate Past President shall automatically become a member of the Board, to serve the period during which his successor shall remain in office.

The Board of Directors shall be an elective Committee to manage the affairs of the Society, to cooperate with the President, to assist all committees appointed by the President, to examine and inquire into the standing of all persons proposed for membership, acceptance indicated by a majority vote of the Board.

The Board of Directors shall be composed of the following: President, three Vice-Presidents, Recording Secretary, Treasurer, two SWROGA representatives (for the duration of their terms), Show Chair, Workshop Chair and Directors to represent the membership on the basis of one Director for each twenty (20) members, of which three (3) shall be the Nominating Committee. The Nominating Committee Directors will serve for one year and the other elected Directors will serve for two years.

Any officer, director or member may be removed from office or membership anytime upon recommendation of the Board of Directors, if in their opinion such officer, director or member, either by illness, neglect or lack of interest or other cause, shall not have adequately attended to his/her duties.

Any vacancies among officers and directors shall be filled by the Directors at their next meeting after such vacancy shall have occurred, except that the office of the President shall be filled by the Vice-Presidents in the order of their HOS membership seniority.

The Society shall elect one member each year to serve for a period of two years on the Board of Directors of SWROGA.

#### **4. Board of Trustees**

The Trustees of the Houston Orchid Society, Inc. are defined as follows: President, three (3) Vice-Presidents, and the immediate Past President; the Agent of the Corporation shall be the immediate Past President.

Any potential conflict of interest between a member and the society reflecting financial gains to the member will be brought to the Board of Trustees for consideration and possible revocation of membership. Should such member be an officer or member of the Board, he or she will be suspended until such review can be completed.

#### **5. Nominations and Elections**

At the stated meeting in September, a Nominating Committee shall be elected by ballot by the members present. Ballots may be cast for any member who has been a paid member for the three years preceding the voting date as testified to by a list prepared by and posted by the Membership Secretary. Each person may vote for three persons on this list, such persons to be included on the next recommended nominations for the Board of Directors but shall be eligible for nomination to other elected office. Also, no elected officers may serve on the Nominating Committee. The person receiving the largest number of votes shall serve as chairman and the next two, in order of number of votes, shall serve with the Chairman or the Committee. The Nominating Committee shall report their recommendations at the October meeting, and again at the November meeting, at which time the President shall ask if there are any further nominations from the floor. If there are none, election of the entire slate of officers may be by acclamation. If there are additional nominations, election shall be by ballot for those positions only. A majority of votes of the members present shall elect.

The Nominating Committee shall restrict nominations for the offices of President, and the three (3) Vice-Presidents to paid members of at least three years membership.

The newly elected officers shall be installed as the last order of

business at the December meeting and assume their duties immediately.

## **6. Membership**

Any person may make application, or any member may propose a person interested in orchids for membership, at any regular meeting, by completing the approved application form.

### **(a) Types of Membership**

(1) Full: All privileges of the Society.

(2) Family: Spouse, partner and/or child living in the same household with all privileges of the Society.

(3) Life: Exempt from payment of dues. Life membership may be awarded upon recommendation of the Board of Directors for meritorious service to the Society and passed by a two-thirds vote of the membership present at a regular meeting of the Society. Such a member shall have all the rights and privileges of full membership.

(b) Guests are normally welcome for three meetings in a year and are encouraged to become members.

## **7. Dues**

The annual dues are set by the Board of Directors and are due January 1st of each year. Dues are to be paid to the Membership Secretary by the meeting in February and if not received by this date, the membership shall be considered terminated. Persons allowing membership to lapse due to failure to meet remittance deadline must reapply as required for new membership.

Each member shall be responsible for any assessment levied by the Society.

Initial dues of new members, accepted after the June monthly meeting, shall be one half of stated annual dues for the remainder of the year, or they may have the option of paying the full yearly amount to be a member for the remainder of the current year plus the next full year.

## **8. Meetings**

Regular meeting of the Society shall be held the first Thursday of each month.

Each member is to be notified by the Membership Secretary as to the time and place of each meeting at least one week in advance of same.

Special meetings may be called by the President at his/her discretion or when six or more members request to the President in writing, stating their reasons. The President shall instruct the

Membership by the usual notice.

Meetings of the Board of Directors shall be held at times deemed necessary by the President or by written petition of three members of the Board. The Board must be notified by email 7 days before the meeting.

### **9. Quorum**

A quorum for any regular or called meeting of the Society to transact official business shall be 20% of the voting members, including one officer or no official business shall be transacted.

A quorum for the Board of Directors meetings shall be two officers and a simple majority of the elected Directors, or no official business shall be conducted.

### **10. Committees**

The President **shall** appoint committees composed of a Chairman and additional members for:

Conservation

Newcomer's group

Intermediate group

Publicity

Guest Hospitality

Membership

Refreshments (Host/Hostess)

Parliamentarian (Committee of one)

Such other committees as from time to time may be necessary.

### **11. Workshop**

The Workshop Chairperson shall be required to submit a proposed speakers' schedule to a workshop steering committee. The workshop steering committee shall be made up of the chairpersons of the previous workshop, the President and the Vice-President, Programs and Speakers. The proposed speakers' list must be submitted to the Workshop Steering Committee in sufficient time for review.

The Board of Directors shall also be empowered to require other procedures and activities that they believe will contribute to the success of the workshop.

### **12. Annual Show and Sales**

The Show Chair shall coordinate all aspects of planning the Annual Show and Sale. This includes, but is not limited to, choosing a venue, inviting vendors, obtaining tables, backdrops, and lighting, staging exhibits, coordinating with the HJC judging chair, organizing

all aspects of ribbon and AOS judging, obtaining printed materials and promoting of the show. The Show Chair is encouraged to form committees or enlist lead people to accomplish the various projects. The Show Chair's activities shall be monitored by the Board.

### **13. Amendments**

Every proposed alteration, amendment, or addition to the set of Bylaws and subsequent amendments must be handed to the President in writing, signed by at least two members of the Society at any regular meeting. This shall be published on the HOS website for one month and then read to the Society at the next meeting, following the web publication. All modifications shall be adopted by a two-thirds vote of the membership present, thus becoming a recognized part of the bylaws.

An adopted copy of the HOS Bylaws shall be published on the HOS website.

### **14. Officers' Handbook**

The operational rules of the Society are contained in the Officers' Handbook. The Handbook shall contain the complete duties of each officer and committee chairman. This handbook shall serve as a guide and shall be revised or expanded as needed.

A copy of the Officer's Handbook shall be published on the HOS website.

### **15. Dissolution**

Upon the dissolution of the Houston Orchid Society, Inc., the Board of Trustees shall, after paying or making provision of payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue Law) as the Board of Trustees shall determine

### **16. Authority**

Robert's Rules of Order, Newly Revised, shall be recognized as authority for all decisions and procedure of the Society, other than herein provided.