

# The Central Ohio Orchid Society Constitution

## **Article I: Name**

The name of this Society shall be "The Central Ohio Orchid Society".

## **Article II: Purpose**

This Society is organized and operated exclusively for educational purposes within the meaning of Section 501 C - (3) of the Internal Revenue Code. The Society shall increase and disseminate the knowledge, appreciation and improvement of orchids; conduct or cause to be conducted scientific research for the improvement and development of orchids; promote efficiency in orchid growing; aid concerned groups and agencies in improving orchid species conservation both in their natural habitat and under cultivation; and disseminate information concerning the culture, hybridization or development of orchids to members of the Society and the public at large by means of public exhibits, publications, education and the like.

## **Article III: Membership**

Any person or organization interested in furthering the purposes for which this Society is formed is eligible for membership.

## **Article IV: Officers**

Section 1 The Executive Officers of this Society shall be a President, a 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Asst. Secretary, Treasurer, and an Asst. Treasurer who shall serve for a term of two years. All nominations for election to executive office shall be made by the Nominating Committee or the membership at large.

Section 2 These Executive Officers shall be elected at the biennial October meeting and shall take office on January 1 of the following year. An Officer may succeed himself/herself if duly elected according to the Constitution except for the President, who may not serve more than one (1) consecutive full term of office.

Section 3 A Board of Trustees shall consist of four (4) duly elected or appointed members to serve for a term of four years, but their respective terms shall be staggered so that two of such terms shall expire and be filled by a vote of the members at each biennial election. All nominations for election to the Board of Trustees shall be made by the Nominating Committee or the membership at large. To be eligible for Trusteeship a member must have been a member of the Society in good standing for a minimum of two years. A Trustee may succeed himself/herself if duly elected according to the Constitution.

Section 4 The President, the immediate past President, 1st Vice President, 2nd

Vice President, 3rd Vice President, Secretary, Asst. Secretary, Treasurer, Asst. Treasurer and the four Trustees shall constitute the Board of Directors.

Section 5 Vacancies on the Board of Directors shall be filled by the Board of Directors voting thereon.

Section 6 The Board of Directors shall have general charge and direction of the business of the Society, the care and management of the funds and other Property of the Society, and it shall consider and pass upon all routine expenditures.

Section 7 There shall be six (6) regular meetings of the Board of Directors annually, on a day of the Board's choosing in each of the odd-numbered months. The President shall call special Board of Directors meetings if needed. A quorum of members of the Board in attendance shall be required for the transaction of official business. A quorum is defined as the next higher number than one-half the number of currently sitting Board members. At the discretion of each Board, attendance may be construed to include full presence by conference call or other electronic means or presence limited to selected issues by written absentee vote. All members shall receive advance notification of these meetings in writing or by email.

Section 8 All new members of the Board of Directors shall receive a copy of the then-current Constitution upon taking office, provided by the outgoing Secretary. Additionally, the Secretary of the Society shall distribute updated copies of the Constitution to all current members of the Board of Directors at such times as amendments are passed by the membership, which shall include such amendments.

Section 9 The Board of Directors shall be empowered to remove a member, a Trustee, or an Officer for cause. Such action must be ratified by two-thirds (2/3) of the entire Board.

#### **ARTICLE V - Duties of the Officers**

The duties of the officers include, but are not limited to the following:

Section 1 The President shall preside at all business meetings of the Society and the Board of Directors, shall appoint such committees as he/she deems necessary, and shall be a member, ex officio, of all committees except the Nominating Committee.

Section 1(a) If the Presidency is vacated for any reason, the Board of Directors shall elect an interim President to serve the remainder of the unexpired term. Such election shall be by a two-thirds (2/3) vote of the Board of Directors after giving appropriate consideration to the talents, experience and present duties of the nominees.

Section 2 The First Vice-President shall, in the absence of the President, perform the duties of that office. He/she shall be the Program Chairperson.

Section 3 The Second Vice-President shall, in the absence of the President and First Vice-President, perform the duties of those offices and shall be Show Chairperson. As Show Chairperson, the Second Vice-President shall plan and execute displays and competitive exhibits and shall direct all regular shows sponsored by the Society.

Section 4 The Third Vice-President shall be the Away Show Chairperson and will have the responsibility of taking members' plants to regional orchid shows to create a display on behalf of the Central Ohio Orchid Society.

Section 5 The Treasurer shall be responsible for all financial matters of the Society, including, but not limited to, the following:

1. The receiving and safekeeping of all funds in a suitable FDIC-insured bank depository.
2. Presenting the financial status of the Society at the meetings of the Board of Directors.
3. Disbursing funds in the normal course of operations as authorized by the Board of Directors, and/or approved by the appropriate committee chairperson.
4. Keeping current a set of accounting records showing the receipts and disbursements of the Society.
5. Preparing a forecast of income and expenses for the forthcoming year as of January 1, and submitting said forecast to the Board of Directors for approval.
6. Assisting in the preparation of budgets for each of the principal activities and maintaining records that will enable monitoring and control of such budgets.
7. Submitting all financial records as of December 31 each year to an Audit Committee appointed by the President. The Audit Committee will examine the records following usual accounting principles, including a verification of all bank balances, and will then report its findings to the Board of Directors. The responsibility for seeing that the audit is performed and the report is given to the Board of Directors will be that of the continuing or newly elected President.

Section 6 The Assistant Treasurer shall:

1. Receive dues, record them, and transmit them promptly to the Treasurer with a letter of transmittal, including copies to the Assistant Secretary, indicating new members.

2. Act as Membership Chairperson, accepting membership applications, providing identification tags at the membership meetings, providing information at meetings and local shows and exhibits, and perform such other duties related to membership and new members as directed by the President.
3. Establish and maintain a membership roster for use as a mailing list, and for preparation of the periodic directory.
4. Become familiar with the duties of the Treasurer, performing the duties of that office in the absence of the Treasurer.

Section 7 The Secretary shall:

1. Keep the minutes of the meetings of the Board of Directors.
2. Conduct correspondence with the approval of the President.
3. Aid the Assistant Secretary in sending out all required notices.
4. Furnish the Board of Directors a complete file of the Society's activities for the year.

Section 8 The Assistant Secretary shall:

1. Send out all notices pertaining to corporate meetings, and all matters required by this Constitution. The Assistant Secretary shall be the Newsletter Editor.
2. Be responsible for oversight of the Society's website. The Assistant Secretary shall work with the webmaster to determine content and set priorities.

ARTICLE VI - Election of Officers and Directors

Section 1 A Nominating Committee of at least three (3) active members shall be appointed by the President in July of each year in which an election is to be held. The Committee will present a slate of one (1) candidate for each Officer and Trustee to be elected by the membership at the regular Society meeting in October of that year.

Section 2 The slate of Officers and Trustees selected by the Nominating Committee shall be announced at the September general meeting and published in the notice announcing the October election meeting.

Section 3 Additional nominations may be made from the floor prior to voting.

Section 4 The Officers and Trustees shall be elected at the regular October meeting of an election year. A majority of those members present and voting will be required for election. The newly elected Officers and Trustees will assume office on January 1.

Section 5 The President will call for a vote by the raising of hands of the members present.

Section 6 Vacancies of any Officer or Trustee, other than that of President, shall be filled by appointment by the President, with the approval of the Board of Directors, and will be announced at the next regular meeting.

### **Article VII: Appointed Committee Chairpersons and Representatives**

Section 1 The Chairpersons of the Standing Committees listed below in Section 2 shall be appointed at an organizational meeting called by the new President prior to March 1 of the year he/she assumed office. The Chairpersons will assume their duties March 1. Chairpersons shall select and appoint members to their respective committees sufficient in number to effectively discharge the assigned duties of the committee.

Section 2 Chairpersons and Representatives shall be appointed for the following:

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|--------------------------|---|
| 1. Librarian             | 6. Conservation                           |
| 2. MAOC representative   | 7. Web site                               |
| 3. A.O.S. representative | 8. Sunshine                               |
| 4. New members workshop  | 9. Social Media (Facebook, Twitter, etc.) |
| 5. Hospitality           |   |

Section 3 The President may appoint any other Committee Chairpersons or representatives as deemed necessary or desirable.

### **Article VIII: Society Meetings**

Section 1 The Annual Meeting of the Society shall be the regular meeting held in October of each year.

Section 2 Regular meetings shall be held on days designated by the Board of Directors. All members shall be notified in writing or by email of each meeting.

Section 3 Regular meetings should include but not be limited to an orchid related program and a judged show table.

Section 4 Special meetings of the membership may be called by the President or any five members. The call for the special meeting must state the business to be transacted. No business shall be transacted except that stated in the call and a written notification of a special meeting must be given at least seven days previous to said meeting.

## **Article IX: Society Meeting Quorum**

Section 1 Twenty-four members of the Society shall constitute a quorum at any regular meeting, but at no time shall the lack of a quorum at a regular meeting prevent those present from proceeding with the program of the day.

Section 2 A majority of the membership of the Society shall be necessary for a quorum at a special meeting. If no quorum is present, an adjournment may be taken to a date not fewer than seven nor more than fifteen days thereafter; and the members present at such rescheduled special meeting shall constitute a quorum regardless of the number of members present.

## **Article X: Financing and Distribution of Assets upon Dissolution**

The general plan for financing the Society shall be the collection of dues, the receipt of contributions, and orchid plant sales and auctions. No part of the net income of the Society may under any circumstance inure to the benefit of any member of the Society. In the event of the dissolution of the Society, no portion of its assets may be distributed to its members, Executive Officers, or Trustees; and all assets real and personal shall be distributed exclusively to such organizations as are qualified as tax exempt under Section 501 C - (3) of the Internal Revenue Code or the corresponding provisions of future United States Internal Revenue Law. The selection of such organizations shall be made by the Board of Directors; and other orchid-related organizations shall be preferred.

## **ARTICLE XI – Dues**

Section 1 The annual dues shall be determined by the Board of Directors and must be approved by the majority vote of the members present and voting at the next meeting. Such dues shall be payable on the first day of January in each year.

Section 2 Any member who shall fail to pay his/her dues by January 31 shall cease to be a member of the Society.

Section 3 Any proration of dues shall be determined by resolution of the Board of Directors.

Section 4 Special assessments may be presented to the membership for approval by the Board of Directors in any open meeting and shall be voluntary.

## **ARTICLE XII - Rules of Order**

Roberts Rules of Order shall govern procedure at all meetings.

### **Article XIII: Amendments**

Section 1 This Constitution may be amended at any regular meeting of the Society by a two-thirds vote of all the members present provided that a quorum is in attendance and the proposed amendments have been submitted in writing at a preceding regular meeting and have been approved by the Board of Directors. This constitution shall replace the Constitution of 2003 upon ratification by the Membership.

- Amended February 16, 2017 by vote of the membership