

BYLAWS
OF
WISCONSIN ORCHID SOCIETY, INCORPORATED

ARTICLE I - NAME AND PURPOSE

The Society shall be known as the Wisconsin Orchid Society, Incorporated. The Society is organized to educate and stimulate the cultivation and hybridization of orchids of all genera.

ARTICLE II - MEMBERS and MEETINGS

- 2.01 Membership Status and Privileges. The Society shall consist of persons who are interested in the culture of orchids and who have paid their dues. Membership status shall consist of: Members and Junior Members (12 - 17 years). Junior Members shall have all the privileges of the Society except voting privileges.
- 2.02 Dues. Dues for Members shall be set from time to time by the membership. Said dues shall be payable on the first meeting of January of each year. Any member who shall fail to pay the annual dues by the following March meeting, after the same are due, shall cease to be a member of the Society. The spouse of a Member and Junior members shall be assessed fifty percent (50 %) of the regular membership dues.
- 2.03 Annual Meetings. The annual meeting of the Society shall be held at the regular meeting in January of each year. If for any cause, the annual meeting of the Society shall not be duly held, a meeting in lieu thereof shall be called at a time and place as designated by a majority of the Board of Directors upon written notice to the members mailed at least five (5) days before such meeting.
- 2.04 Regular Meetings. Regular meetings of the Society shall be held at such time and place as the Board of Directors may determine. A five (5) day written notice of the meeting shall be provided to each member.
- 2.05 Special Meetings. Special meetings of the Society may be called by the President and a majority of the Board of Directors. A ten (10) day written notice of the meeting and its purpose shall be provided to each member.
- 2.06 Quorum. At all meetings of the members, regular or special, a majority of the members present shall constitute a quorum and may decide any issue coming before the meeting.
- 2.07 Notice; Waiver. Notice of each meeting of the Society shall be given to each member by written notice, either personally or by mail, within the time reference required under these Bylaws. Whenever any notice is required to be given to any member, a waiver thereof, in writing either before or after the time of the meeting shall be deemed the equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Society need be specified in the notice or waiver of notice of such meeting. Announcement in the newsletter of the Society shall be considered notice of any meeting.

ARTICLE III - OFFICERS

- 3.01 Number. The principal officers of the Society shall consist of a President, a Vice President, a Secretary, a Treasurer, and three (3) Directors.
- 3.02 Election and Term of Office. The officers of the Society are to be elected at the November meeting of the Society. The term of office shall be one (1) year for the President, Vice President, Secretary and Treasurer, and three (3) years for the Directors. The terms of the Directors are to be staggered. Each officer shall hold office until his/her successor shall have been duly elected, or until his/her death, resignation or removal.
- 3.03 Removal. Any officer may be removed upon recommendation by the Board of Directors whenever in its judgment, the best interest of the Society will be served thereby, with the approval of a quorum of the membership at a meeting called for this purpose.
- 3.04 Vacancies. All vacancies occurring between elected terms among the Officers shall be filled for the remainder of the term by appointment by the Board of Directors after an affirmative vote of the majority of the Board at their next meeting.
- 3.05 President. The President shall be the principal executive officer of the Society, subject to the control of the Board of Directors, and shall in general supervise and control all of the business and affairs of the Society. The President shall preside at all meetings of the Society and of the Board of Directors. The President may call special meetings upon the request of the members or Directors. The President shall have the power to appoint chairpersons of committees, as deemed necessary, to promote the objectives and programs of the Society.
- 3.06 Vice President. In case of the absence of the President or in the event of the President's death, inability or refusal to act, or if for any reason it shall become impracticable for the President to act personally, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
- 3.07 Secretary. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors, ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and is the custodian of the Society records. In addition, the Secretary shall perform the duties incident to this office and have such other duties and exercise such authority as from time to time may be delegated or assigned by the President or the Board of Directors.
- 3.08 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society. The Treasurer shall keep regular records and receipts and shall sign all checks. Any expenditure over \$100.00 first must be approved by the majority of the Board of Directors. In general, the Treasurer shall perform all duties incident to the office of Treasurer and shall have such other duties and exercise such other authority as from time to time may be delegated or assigned by the President or Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

- 4.01 General Powers and Numbers. The Board of Directors shall manage the business and affairs of the Society and also serve as the Budget Committee. The Board shall be comprised of the Officers and Directors as set forth in Article III and shall perform the duties as prescribed by these Bylaws, with Robert's Rules of Order prevailing.
- 4.02 Qualifications. All members who have paid their dues are eligible for office.
- 4.03 Regular Meetings. The President shall determine the time, place and frequency of all meetings of the Board of Directors with five (5) days written notice required, unless waived.
- 4.04 Notice: Waiver. Notice of each meeting of the Board of Directors shall be given by written notice at least five (5) days in advance, either personally or by mail. Whenever any notice whatsoever is required to be given to any Director or Officer of the Society, a waiver thereof in writing, either before or after the time of the meeting, signed by the Director, shall be deemed the equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of any regular meeting of the Society need be specified in the notice or waiver of such meeting. Announcement in the newsletter of the Society shall be considered notice of any meeting.
- 4.05 Quorum. A majority of the number of Directors of the Board shall constitute a quorum for the transaction of business at any such meeting.
- 4.06 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- 4.07 Vacancies. All vacancies occurring between elected terms among the Officers or Directors shall be filled for the remainder of the term by appointment by the Board of Directors after an affirmative vote of the majority of the Board at their next meeting.
- 4.08 Unanimous Consent Action Without a Meeting. Any action required or permitted by the Bylaws of the Society to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors and Officers then in office.

ARTICLE V - COMMITTEES

- 5.01 Standing Committees. The President shall appoint standing committees and any other committees designated by the President as deemed necessary to successfully promote the objectives and programs of the Society.
- 5.02 Chairpersons. The President shall appoint the chairpersons for the committees except that the chairperson of the A.O.S. judged show committee shall be appointed by the President with the approval of the Board of Directors. The chairperson shall be chosen from members whose dues are fully paid. The chairperson shall have the power to select members of the committee, which members may be chosen from the members of the Society.

- 5.03 Vacancies. All vacancies of any chairperson shall be filled by appointment of the President. Should the President fail to appoint any chairperson or fill any vacancy within thirty (30) days after taking office or within thirty (30) days after the vacancy occurs, then the Board of Directors shall appoint such chairpersons to fill such vacancies.

ARTICLE VI - NOMINATIONS AND ELECTIONS

- 6.01 Eligibility for Office. All members whose dues are paid are eligible for office. The Officer shall hold the office until a successor is elected. The Officer may succeed himself/herself, but shall not exceed two (2) elected terms. Any member, after being out of office for a term of one (1) year shall be eligible to be re-elected to that office. The immediate past President shall serve ex-officio at all Board meetings, without vote.
- 6.02 Nominations and Elections. A Nominating Committee, made up of the three Directors, shall nominate an eligible Member of the Society to fill the positions of the outgoing President, Vice President, Secretary, Treasurer and one (1) Director. The names of those nominated for office by the Directors shall be published in the Newsletter prior to the regular October meeting. Nominations from the floor will be accepted at the October meeting. In the event a nomination is made from the floor and the member is not present, a written consent by the nominee must be presented at that time. Upon closing of nominations at the October meeting, all nominees shall have their names placed on a ballot and read before the Society at the October meeting. A copy of this ballot shall be mailed to each Member, dues paid, who may vote for one person for each office. Each Member, dues paid, is entitled to one vote. These ballots must be in the Secretary's hands, unopened, on or before the November meeting. The ballots shall be opened and counted by the Nominating Committee at the November meeting and the results will be announced at that time. If said office is uncontested, the vote may be by voice vote at the November meeting. The new Officers shall take office at the January meeting.

ARTICLE VII - CHANGE OF BYLAWS

These Bylaws may be altered or amended at any meeting of the Society by an affirmative vote of two-thirds of the Members voting in person or by written ballot, but no alterations or amendments shall be adopted unless the substance and effect of the proposed alterations or amendments shall have been stated in a written notice, mailed at least ten (10) days before the meeting to all members in good standing, which notice shall include the substance and effect of the proposed alterations and amendments.

ARTICLE VIII - EFFECTIVE DATE

These Bylaws became effective on the of - -, 1994.

Diane Emmerich, Secretary