

Jacksonville Orchid Society, Inc.

CONSTITUTION

Article I

The organization shall be known as the Jacksonville Orchid Society, Inc.

Article II

Purpose

1. The purpose of this Society shall be to encourage the scientific study of plants, specifically orchids, both species and hybrids, and to encourage the growing of orchids.
2.
 - (a) The Jacksonville 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.
 - (b) No part of the net income of the Society may under any circumstances inure to the benefit of any private individual.
 - (c) No substantial part of the activities of the Society shall be the carrying on of the propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
 - (d) 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.
 - (e) Notwithstanding any other provision of this certificate, the Society shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal tax under section 501(c)(3), contributions to which are deductible under section 170 (c)(2), of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Revenue Law.
 - (f) Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the

purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 01 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of by the appropriate court of competent jurisdiction, exclusively for such purposes or to such organization or organization, which are organized and operated exclusively for such purposes, as said court shall determine.

Article III

1. This Corporation shall provide By-Laws for its government not inconsistent with this Charter, the laws of the State of Florida and the United States and shall provide in said By-Laws for the government of said Corporation.

Article IV

1. Qualifications of members and their eligibility for admission shall be regulated by the rules and regulations of the By-Laws of the Corporation.

Article V

1. ***The Annual Meeting of the Corporation shall be held in November of each year.***
2. A nominating committee of three members in good standing shall be elected at the October meeting. *The members of the committee shall designate a committee chairman. It will be their task to solicit nominees for the upcoming officer vacancies, in accordance with the rules and regulations of the By-Laws of the Corporation.*

Article VI

1. This Charter may be amended by vote of two-thirds of the members present at any Annual Meeting or amended at a special meeting called for such purpose, provided that notice of proposed changes shall be given to the membership in accordance with the provisions of the By-Laws as to notice of a change in the provision of the Charter.

Article VII

1. This Corporation shall be affiliated with the American Orchid Society, and annual dues shall be paid to that Society. ***This Corporation may also be affiliated with other regional Orchid groups as approved by the Board of Directors.***

Article VIII

- 1 The affairs of the Corporation shall be administered by the Executive Board which shall consist of the Officers and Directors elected at each Annual Meeting of the Corporation. The terms of office of said officers of the Executive Board to be in accordance with the Bylaws of the Corporation.

Jacksonville Orchid Society, Inc.

BY-LAWS

Article I Membership

1. Persons eligible for membership shall have an active interest in orchids.
2. ***Honorary membership may be conferred on those who have rendered great service.***

Article II Government

1. The officers of the Society shall be: President, Vice-President, Secretary, and Treasurer.
2. The President shall preside at all meetings of the Society and Executive Board and shall be ex-officio member of all committees, except the Nominating Committee, and shall perform all other duties incident to the office. The President shall within thirty days after election call a meeting of the elected officers for the purpose of appointing standing committees and adopting a budget for the forthcoming year.
3. The Vice-President shall, in the absence of the President, exercise the powers of the President. ***The Vice-President shall also act as Program Chairman.***
4. The Secretary shall keep the minutes of each meeting of the Society and also the minutes of the Executive Board, and at meetings of the Society shall read membership; shall be custodian of all books, papers, and documents belonging to the Society, other than those of the Treasurer and Librarian, and keep a file of all reports and activities of the Society; shall have a list of names of all members of the Society with the date of their acceptance to membership; shall keep a list of members of all committees; shall conduct the correspondence of the Society, issue general notices and notify those who are appointed to any office.
5. The treasurer shall take charge of all funds and financial papers from whatever source received, in the name or under the auspices of the Society, shall rent (if and when necessary) a safety deposit box in the name of the Society and place therein all securities of the Society and shall keep the key of said box; shall be given a full accounting by all individuals

and committees of money received or expended by them for the Society; shall disburse funds of the Society after written authorization by the President, shall notify members whose dues are delinquent; shall render the Society a monthly report and a full annual report; shall be bonded for such amount as the Executive Board may require, the expense to be paid from the Society's treasury. Annual audit of the books shall be made by a competent committee appointed by the President.

6. There shall be three directors, one to be elected at each Annual Meeting, who shall serve for a term of three years.
7. The duties of the Directors shall be to serve as advisors and promote the program of the Society in all its phases.
8. The Executive Board shall be composed of the Officers, the Directors and the immediate past President. It shall manage the business of the Society. In case of the absence of the President and the Vice-President, the Secretary shall appoint a temporary presiding officer.
9. During the interim of the meetings, the power of the Society shall be vested in the Executive Board.
10. Vacancies occurring in office shall be filled by appointment through the Executive Board.
11. Four members shall constitute a quorum of the Executive Board.

Article III Standing Committees

1. Standing Committee chairmen shall be: Bulletin Editor, Hospitality, Librarian, *New Membership*, *Sunshine*, Parliamentarian, Program, Publicity, Show, and such others as may be necessary to carry on the objectives of the Society./
2. The Bulletin Editor shall publish a monthly bulletin with timely information.
3. The Hospitality Committee shall arrange for Hosts for each meeting.
4. The Librarian shall assume the regular duties of a Librarian, keeping the books and materials up to date and available to the members. *He shall be free to expend funds as budgeted for the acquisition for new materials.*
5. The Membership Committee shall be composed of three members including the Chairman.

6. The Parliamentarian shall advise the Presiding Officer on points of parliamentary rules and also give similar advice to the Society and Executive Board when requested.
7. The Program Chairman shall provide programs which pertain to the purposes of this Society as listed in Article II of the Charter, for all regular meetings.
8. The Publicity Committee shall, with the approval of the President, take charge of all press work and furnish newspapers notices of the Society's meetings and special events.
9. The Show Committee shall have charge of the annual Orchid Show.

Article IV Dues

1. Annual dues for membership shall be determined by the Executive Board. Honorary members shall be exempt from dues. Annual dues are payable in January.
2. Members whose dues are not paid by the April meeting shall not be entitled to vote and shall be delinquent after the meeting. All members joining after the June meeting are liable for one half-year's dues.

Article V Meetings

1. Regular meetings shall be held at 7:30 pm on the second Tuesday of each month with the exception of June and December. ***The Annual Meeting shall be held in November.***
2. One-fourth of the number of paid members including two elected officers shall constitute a quorum.
3. The order of business shall be: call or order, minutes, report of the Treasurer, reports of Standing Committees, unfinished business, new business, announcements, program, show table, instruction period, raffle/auction, adjournment, and refreshments.
4. Special meetings may be called by the President, upon the written request of five members.
5. There shall be a Nominating Committee of three elected from the general membership at the October meeting. They shall present a slate to the

membership at the November meeting for election. Nominations may be made from the floor, it having been ascertained that all candidates are qualified and willing to serve. In the case of more than one candidate for office, election shall be by secret ballot. Only members in good standing shall be entitled to vote.

6. No person shall hold office more than two consecutive years, with the exception of the Secretary, Treasurer, and Directors.

Article VI

1. The name of Jacksonville Orchid Society cannot be used by any member except with the approval of the Executive Boards.

Article VII

1. These By-Laws may be amended by two-thirds vote at any regular meeting, notice having been given at the previous regular meeting.

Article VIII

1. Roberts Rules of Orchid Revised shall govern this Society in all cases in which they are not inconsistent with these By-Laws.