

JACKSONVILLE ORCHID SOCIETY, INC.

AMENDED AND RESTATED BY-LAWS

Article 1. Government

1.1 **The Officers** of the Society shall be: President, First Vice-President, Second Vice President, Secretary, Membership Secretary, and the Treasurer. The resignation of any Officer shall be tendered to the Board of Directors and will be acted on at the next regular or special meeting of the Board.

1.2 **The Executive Board** as mentioned in the Constitution shall consist of the Officers and Directors elected at each Annual Meeting of the Corporation, and the immediate outgoing past President. The terms of office of said officers, also known as the Board of Directors, are to be in accordance with these By-Laws of the Corporation and are specified in paragraph 1.11 below.

1.3 **The President** shall preside at all meetings of the Society and Board of Directors and shall be an 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.

1.4 **The First Vice-President** shall, in the absence of the President, exercise the powers of the President. The First Vice-President shall also act as Program Chairman.

1.5 **The Second Vice-President** shall be responsible for organizing and overseeing Special Events, including the picnic/auction, Christmas (or Holiday) party, greenhouse tours, and similar activities. The second Vice-President shall also act as program chairman for two of the society's meetings per year. The second Vice-President shall in the absence of the President and First Vice-President, exercise the responsibilities of the President.

1.6 **The Membership Secretary** shall collect dues, notify delinquents, keep the membership roster up to date, and keep the Board of Directors notified of changes. The membership secretary shall serve as the chairman of the membership committee.

1.7 **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; and 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; shall render the Society a monthly report and a full annual report, provided by the treasurer and distributed to membership by January 31st. And may be Bonded for such amount

as the Board of Directors may require, the expense to be paid from the Society's treasury. Annual review of the books shall be made by a competent committee appointed by the President.

1.8 **There shall be three Directors**, one to be elected at each Annual Meeting, who shall serve for a term of three years. The duties of the Directors shall be to serve as advisors and promote all phases of Society programs.

1.9 **The Board of Directors** shall be composed of the Officers, the Directors and the immediate past President. In case of the absence of the President, The First Vice-President shall preside. In the event both the President and First Vice President are absent, the Second Vice President shall preside. In the absence of the President and both Vice Presidents, the secretary shall appoint a temporary presiding officer. The control and management of the affairs, funds and properties of the Society shall be vested in the Board of Directors. During the interim of the meetings, the power of the Society shall be vested in the Board of Directors. The Board of Directors shall be charged with the sound and constructive management of the Society, and will conduct all the business of the Society. The Board of Directors shall have the authority to create or abolish any special committees; delegate to such committees such powers and functions as it may deem proper; approve the expenditures of committees, and designate a registered agent. All committees are responsible to the Board of Directors. The Board of Directors shall regularly review the operations of the Society and receive reports from all officers and appointees to assure that the Society is functioning properly. Vacancies occurring within the board of directors shall be filled by appointment through the Board of Directors. Members who miss three scheduled Board meetings without being excused shall be considered to have vacated their position. Six members shall constitute a quorum of the Board of Directors.

1.10 **Terms of Office.** No person shall hold the same office more than two Consecutive years, with the exception of the Secretary, Treasurer, and Directors.

Article 2. Operation

2.1 The Society shall be an agricultural, horticultural and scientific not for profit corporation for the preservation of orchids and education about orchids by the extension of knowledge concerning the ecology, conservation, preservation, science, cultivation, hybridization and uses of orchids. The specific purposes of the Society are to promote and aid in the development, improvement, preservation, cultivation and hybridization of all orchids; to collect information relating to the growing and development of orchids; to disseminate information concerning the culture, hybridization or development of orchids by means of exhibitions, lectures and publications or otherwise; to assist those engaged in the growing of orchids by such research and dissemination, to increase public interest in the growing of orchids and generally to foster the knowledge, production, use and appreciation of orchids.

2.2 The Society shall at all times be operated for the purposes stated above, or any other like or similar charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. No part of the net income of the Society may under any circumstances inure to the benefit of any private individual. No substantial part of the activities of the Society

shall be the carrying on of 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.

2.3 The Society shall not participate in any transaction resulting in a diversion of its income or assets to any officer, director, member, employee or contributor, other than the usual and conventional speaker honorarium or reimbursement of reasonable out of pocket expenses for supplies or services actually rendered to the Society and approved by the Board of Directors. Notwithstanding any other provision of this charter, the Society shall not carry on any other activities not permitted to be carried on by an organization 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 1986 or the corresponding provision of any future United States Revenue Law.

Article 3. Membership and Dues

3.1 Persons eligible for membership shall have an active interest in orchids.

3.2 Honorary membership may be conferred on those who have rendered great service.

3.3 This membership may be either individual or family. Each member shall agree to abide by the Constitution and By-Laws of Society membership classes, privileges, and restrictions may from time to time be established by the current membership. Membership is activated upon payment of dues for the current fiscal year of the Society unless the person seeking membership has been previously expelled and the stipulation in 3.4 below has not been met. All members are urged, but not required to join the American Orchid Society.

3.4 Members shall have the right to resign from the Society or from an office of the Society at any time. Members are expected to refrain from conduct injurious to the Society or its purposes. A membership may be terminated by a majority vote of the Board of Directors present at any Regular, Annual or Board of Directors meeting if that member has engaged in conduct tending to injure the good name of the Society, disturb the well-being of the Society, or hamper the Society in its purpose or work. Expulsion is permanent unless rescinded by a majority of all Board Members. At least two-thirds of the members of The Board of Directors shall constitute a quorum under this Section and two-thirds of this quorum must vote for removal. Dues shall not be refundable upon resignation or expulsion from the Society.

3.5 No member may perform any act in the name of the Society without prior consent.

3.6 Annual dues for membership shall be determined by the Board of Directors. Honorary members shall be exempt from dues. Annual dues are payable in January.

3.7 Members whose dues are not paid by the April meeting shall not be entitled to vote and shall be delinquent after the meeting. Members with delinquent dues shall be ineligible

to hold office and their position shall be filled by a replacement selected by the Board of Directors.

3.8 Officers or Directors that have failed to pay their dues by the end of the April meeting shall be deemed to have resigned from the Society.

3.9 All members joining after the June meeting are liable for one half-year's dues.

Article 4. Meetings

4.1 Regular meetings shall be held at 7:30 pm. on the second Tuesday of each month with the exception of one month in Spring and December unless the membership elects to change the schedules. The Annual Meeting shall be held in November.

4.2 One-fourth of the number of paid members including two elected Officers shall constitute a quorum.

4.3 Special meetings may be called by the President, upon the written request of six members.

4.4 There shall be a Nominating Committee of three elected from the General membership at the August meeting. They shall present a slate to the membership at the October 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 at the November meeting.

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

Article 5. Amendments to and Interpretation of By-Laws

5.1 Interpretation of the By-Laws shall be decided by the Board of Directors.

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

Article 6. Indemnification Provision

6.1 Each person who acts as an Officer of the Society shall be indemnified by the Society against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding to which he/she is made a party by reason of his/her being or having been an Officer of the Society, except in relation to matters as to which he/she shall be individually adjudged to be liable for gross negligence or willful misconduct in the performance of his/her duties. The right of indemnification provided herein shall inure to each Director and Officer at the time such costs or expenses are imposed or incurred, and in the event

of his/her death, shall extend to his/her legal representative. The Officers not involved in the legal action must determine whether the officer is entitled to indemnification and must specifically approve the retention of legal counsel prior to any Director or Officer engaging legal counsel in order to be eligible for Indemnification by the Society. In the event a majority or more of the Officers are involved in any action, then any approvals provided hereunder shall require a vote of at least 75% of the Officers to be effective.

Article 7. Liability and Property

7.1 The Society shall not be liable or responsible for the destruction, loss or damage of the property of any person or for personal injuries received whether due to the negligence of the Society, its members or representatives, or not. Property of the Society injured, damaged or removed by the act or neglect of any member shall be paid for by such Member.

7.2 The name of Jacksonville Orchid Society cannot be used by any member except with the express written approval of the Board of Directors.

Article 8. Dissolution

8.1 Upon dissolution of the Jacksonville Orchid Society, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Tax Code and shall be distributed to a not-for-profit organization with objectives similar to other Florida Orchid Societies, such as The Orchid Digest, The Huntington Botanical Center, or the American Orchid Society, at their current address.

Article 9. Conflict of Interest

9.1 All Board of Directors Members, Directors and Standing Committee Members are subject to the Jacksonville Orchid Society's Conflict of Interest Policy and shall sign the Annual Statement after reading the Policy, in accordance with the 501(c)3.

Revisions

Article 1.6 The Treasurer: shall have an Annual Report will be provided by the Treasurer and distribute to the membership by January 31st.

Article 1.6 Annual reviews of the books shall be made by a competent committee appointed by the President.

Article 4.4 Meetings: There shall be a Nomination Committee of three, elected from the General Membership at the August meeting.

