

BY-LAWS
OF
WISCONSIN ORCHID SOCIETY, INCORPORATED

ARTICLE I - NAME AND PURPOSE

The Society shall be known as the Wisconsin Orchid Society, Incorporated. The Wisconsin Orchid Society shall:

- 1.01 Educate society members and the general public as to botanical and horticultural orchid information.
- 1.02 Encourage the cultivation, propagation, hybridization, and exhibition of orchids.
- 1.03 Aid concerned groups and agencies in improving orchid species conservation both in their natural habitat and under cultivation.
- 1.04 Exercise all other powers granted to a non-stock and not-for-profit corporation under the laws of the State of Wisconsin.

ARTICLE II - MEMBERS and MEETINGS

- 2.01 Membership Classification. The Society shall consist of persons who are interested in orchids and their culture and who have paid their dues. Membership classification shall consist of Members and Family Members.
- 2.02 Dues. The Board of Directors shall set dues for Members from time to time. Said dues are due and to be paid by January 1st. of each year. Any member who fails to pay the annual dues by January meeting shall cease to be a member of the Society. Family Membership shall be assessed at one hundred and fifty percent (150%) of member's dues for an individual.
- 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 reason 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. Notice of the change is to be provided to the members at least five (5) days before such meeting. The Board of Directors meeting held in conjunction with the annual meeting is defined as "The Board of Directors Annual Meeting" for the purposes of these By-Laws. Robert's Rules of Order are to prevail.
- 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 minimum notice of the meeting shall be provided to each member. Robert's Rules of Order are to prevail.
- 2.05 Special Meetings. The President and a majority of the Board of Directors may call special meetings of the Society. A ten (10) day minimum notice of the meeting and its purpose shall be provided to each member. Robert's Rules of Order are to prevail.

- 2.06 Quorum. At all meetings of the members, regular or special, a simple majority of the members present shall constitute a quorum and a simple majority may decide any issue coming before the meeting except as noted in Article VII – Change of By-Laws.

ARTICLE III – OFFICERS and DIRECTORS

- 3.01 Number. The principal Officers of the Society shall consist of a President, a Vice President, a Secretary, and a Treasurer. There shall also be three (3) Directors.
- 3.02 Election and Term of Office. The Officers of the Society shall 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. Section 6.02 determines tenure for the Officers. The term of office shall be three (3) years for the Directors. The terms of the Directors are to be staggered. Each Officer or Director 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 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.
- 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 By-Laws 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. The majority of the Board of Directors first must approve any expenditure over \$100.00. 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.

The Treasurer shall submit an annual budget for the calendar year to the Board of Directors by the Boards Annual Meeting.

- 3.09 Director. Directors shall have oversight responsibility for the conduct of the Officers of the Wisconsin Orchid Society and are answerable to the societies' membership. Additional director duties are as defined in these Articles as a member of the 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. 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 By-Laws with Robert's Rules of Order prevailing. The Board shall review, modify if required, and approve on a timely basis the Annual Budget submitted by the Treasurer at the Board's Annual Meeting.
- 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 and shall provide Board Members five (5) days minimum notice. Robert's Rules of Order are to prevail. If the Board meets at the same place and time on a regular basis, no notice is required.
- 4.04 Quorum. A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any such meeting.
- 4.05 Manner of Acting. The act of the majority of the Board of Directors shall be the act of the Board of Directors.
- 4.06 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.
- 4.07 Unanimous Consent for Action without a Meeting. Any action required or permitted by the By-Laws of the Society to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting after providing notice of said action to be taken to the Board of Directors and, if consent is obtained from a quorum of the Board of Directors.

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 Audit Committee. The Board of Directors shall appoint an Audit Committee at the Board's Annual Meeting comprised of one member of the Board and two members of the Society. The Audit Committee shall audit the previous year's financial transactions and report its findings to the Board of Directors on a timely basis.

- 5.03 Chairpersons. The President shall appoint the chairpersons for the committees. However, the President with the approval of the Board of Directors shall appoint the chairperson of the A.O.S.-Judged Show Committee. Chairpersons shall be chosen from members of the society. The chairperson shall have the power to select members of the committee from the members of the society.
- 5.04 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 not exceed two (2) elected terms for President or Vice President. The Offices of Treasurer and Secretary being administrative, those Officers may serve on a continuing basis. In all cases, each year succeeding officer terms must be approved by a quorum of the Directors at the October Meeting and by a vote of the membership at the November Meeting.
Any member, after being out of office for a term of one (1) year shall be eligible to be re-elected to that office.
- 6.02 Nominations and Elections. Officers and Directors are encouraged to recruit candidates for the offices of President, Vice President, Secretary, Treasurer, and the one Director whose term will expire.

The President will call for nominations for the subject offices from the floor at the October Meeting.

If floor nominations are made and seconded, those names are to be placed on the ballot. If the President, Vice President, Secretary, or Treasurer are in their first term and are willing to serve a second term, their names are also to be placed on the ballot.

If there are no nominations from the floor and if any of the present officers are willing to serve a succeeding term, their names are to be placed on the ballot subject to the approval of two of the three Directors at the October Meeting for those Officers who have served two or more terms in their respective office.

If there are no nominations for the office of Director, the Director whose term will expire will continue to serve until a replacement is recruited and approved by a quorum of the Board of Directors. The new Director will serve out the term of the Director being replaced.

Per Section 3.09, Directors have oversight responsibility; therefore, no member may serve as both a Director and an Officer at the same time.

In the event a nomination is made from the floor and the nominated 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 subject to the approval of a quorum of the Directors at the October Board of Directors Meeting.

A copy of this ballot shall be provided to each Member, who may vote for one person for each office. Each member 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 Directors 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 BY-LAWS

These By-Laws may be altered or amended at any meeting of the Society by an affirmative vote of a Quorum defined as 1/3 (one-third) of the membership and a Majority shall be 2/3 (two-thirds) of the Quorum voting in person or by written ballot. No alterations or amendments shall be adopted unless the substance and effect of the proposed alterations or amendments shall have been stated in a notice provided to all members at least ten (10) days before the meeting. This notice shall include the substance and effect of the proposed alterations and amendments.

ARTICLE VIII - EFFECTIVE DATE

These By-Laws are effective on the third day of November, 2013

Mary Meyer, Secretary

Revision 1:

2.01 Membership Classification. The Society shall consist of persons who are interested in orchids and their culture and who have paid their dues. Membership classification shall consist of Members and Joint Members. The Board may award Life Membership to members for exceptional and meritorious service to the Society, which shall have voting privileges and not require annual dues payment. The Board may also award Honorary Lifetime Memberships, which shall not require dues or have voting privileges, to honor friends and associates of the Society.

These By-Laws were revised on the first day of March, 2015

Mary Meyer, Secretary