

BY-LAWS

OF

FORT PIERCE ORCHID SOCIETY, INC.

Revised for review

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FORT PIERCE ORCHID SOCIETY, INC.**

ARTICLE I – NAME AND PURPOSE

The Fort Pierce Orchid Society, Inc. shall be a nonprofit 501(c)5 horticulture organization incorporated under the laws of the State of Florida.

The Fort Pierce Orchid Society is organized exclusively for charitable and education purposes.

The purpose of this corporation is to support and conduct education, and informational activities to promote orchid culture and awareness.

ARTICLE II - MEMBERSHIP

The members of the Fort Pierce Orchid Society, Inc. shall consist of:

(a) Regular members pay dues, vote and are eligible to hold office. The annual dues for regular members shall be in such amount as shall from time to time be determined by the Board of Directors, payable on the first day of January for the ensuing year. No dues are refundable except by action of the Board of Directors.

Any regular membership terminates if dues are sixty days in arrears, but the member may be reinstated upon payment of accrued dues. Resignation obviates further accrual of dues.

(b) Minor members are members less than 18 years of age, pay dues, cannot vote, and cannot hold office. The annual dues for minor members shall be in such amount as shall from time to time be determined by the Board of Directors, payable on the first day of January for the ensuing year. No dues are refundable except by action of the Board of Directors.

(c) Commercial members pay dues and exhibit at the society's annual show. The annual dues for commercial members shall be in such amount as shall from time to time be determined by the Board of Directors, payable on the first day of January for the ensuing year.

Any membership may be cancelled at any time by vote of a majority of a quorum of the Board of Directors, after proper investigation and hearing.

ARTICLE III – OFFICERS

The officers of the society shall consist of a president, a vice president, a secretary, and a treasurer, and shall be elected annually by the members. Officers shall server no more than 2 consecutive 1 year terms.

ARTICLE IV – CONFLICTS OF INTEREST

No officer or director shall knowingly benefit monetarily from Board of Directors membership. The officers and directors of the society owe it a duty of loyalty. The duty of loyalty requires an officer or director to act in the interest of the society rather than in the personal interest of the officer, director or some other person or organization. In particular, the duty of loyalty requires an officer or director to avoid conflicts of interest that are detrimental to the society.

(IRS Governance and Management Policies for charities, paragraph 4 B)

ARTICLE V – PRESIDENT

It shall be the duty of the president to preside at all meetings of the society and of the Board of Directors; to see that the By-laws are enforced; to call such meetings as are herein provided to be called by the president; and to have general supervision over the affairs of the society.

The president, with the secretary, shall sign all written contracts and obligations, unless otherwise provided by special vote of the Board of Directors, and no contract shall be valid and binding on the society unless so signed.

ARTICLE VI – VICE PRESIDENT

In the absence or disability of the president, the duties of the president shall be performed by the vice president. The vice president shall be responsible for arranging the monthly program.

ARTICLE VII – SECRETARY

The secretary shall conduct the correspondence of the society and shall keep copies of the same. The secretary shall keep a true record of all meetings of the society and of the Board of Directors, and shall have custody of the corporate charter and all other official documents of the society.

The secretary shall keep a record of all members of the society with their last known address and shall give notice of all meetings in accordance with these By-laws.

If the president and the vice president are absent from any meeting, the secretary shall call the meeting to order, and a temporary chairman shall be elected.

ARTICLE VIII – TREASURER

The treasurer shall have custody of all funds of the society; shall promptly deposit all funds received in a bank or banks approved by the directors; and shall make disbursements only as authorized by the directors, either by specific action or by vote of the Board of Directors.

The treasurer shall pay all scheduled and approved bills promptly the checks to be signed by the treasurer and countersigned by any authorized officer.

The treasurer shall keep the books of the society in a current condition and shall make a monthly report to the society.

ARTICLE IX – DIRECTORS

The number of directors who shall constitute the whole Board of Directors shall be nine: the president, the vice president, the secretary, the treasurer, the immediate past president, and four directors, one of whom shall be elected each year for a four year term.

The Board of Directors shall have general charge and direction of the affairs and business of the society, the care and management of the society's funds and other property with power to dispose of them as may best serve the interests of the society, and shall present to the membership such matters as may be of general interest. Directors shall be authorized to disburse funds up to \$100 without board approval and without general membership approval.

Six directors shall constitute a quorum.

Any officer or any director may be removed at any time by a majority vote of the remaining officers and directors at any meeting of such directors if, in their judgment, such officer or director, either by illness, malicious conflict of interest or any other cause, shall not have adequately attended to his duties.

Resignation from the board must be in writing and received by the Secretary.

All vacancies among the offices and directors of the society shall be filled by the directors at their next meeting after such vacancy shall have occurred, to fill unexpired term of such officer or director.

ARTICLE X – COMMITTEES

The Board of Directors shall appoint such committees as may be necessary to the proper conduct of the affairs of this society, and may delegate to such committee any of their powers.

Such committees shall furnish the president a written report on the completion of their assignment, or, in the case of standing committees, at the end of the fiscal year.

ARTICLE XI – MEETINGS OF MEMBERS AND DIRECTORS

Meetings of the members shall be held monthly when practicable. The time and place of the meetings shall be determined by the Board of Directors and due notice given to the membership. At meetings of the society each regular member, who shall have paid his/her dues for the current year, and each life member shall be entitled to one vote.

Ten members, present in person, shall constitute a quorum.

Meetings of the Board of Directors shall likewise be held monthly at such time and place as the directors may determine.

Meetings shall be conducted in accordance with Roberts Rules of Order, Revised.

ARTICLE XII – NOMINATIONS AND ELECTIONS

A nominating committee, consisting of three members, shall be appointed by the Board of Directors at the July meeting. This committee shall nominate a president, a vice president, a secretary, a treasurer, and one director, for the ensuing year beginning January first.

The nominating committee will present their nominations to the membership at the August meeting following which nominations may be made from the floor. The nominating committee's list will be made available to any member of the society upon request.

Election of officers and directors shall be by ballot cast in person by the members present, or by acclamation if so moved and carried at the September meeting. No person shall be voted on for any such office, directorship or elected thereto at such meeting, unless nominated as aforesaid; provided, however, that if any person nominated by the nominating committee shall be unable or refuse to serve, a substitute nomination may be made at the September meeting.

ARTICLE XIII – CHANGE OF BY-LAWS

The By-laws may be altered or amended at any time provided that such alteration or amendment shall be presented in writing at one meeting and acted upon at a subsequent meeting by a majority vote of the members; and provided further that such amendment is not in conflict with the Charter of Incorporation.

CERTIFICATION

These By-laws were approved at a meeting of the Board of Directors by a two thirds majority vote:

Secretary

Date

ORIGINAL ADOPTION	10/13/62
FIRST AMENDED	7/13/63
SECOND AMENDED	5/10/69
THIRD AMENDED	6/19/86
FOURTH AMENDED	2/14/04
FIFTH AMENDED	4/10/04
SIXTH AMENDED	8/12/08
SEVENTH AMENDED	Pending