

BY-Laws
Of
Sarasota Orchid Society, Inc.

ARTICLE I: NAME AND PURPOSE

The name of this corporation shall be **SARASOTA OCIHID SOCIETY, INC.**, herein called Corporation.

The purpose of this Corporation shall be as set forth in the Article of Incorporation.

ARTICLE II: GENERAL MEMBERSHIP

- Section 1: Membership shall be open to anyone interested in orchids.
- Section 2: There shall be four classes of membership:
- (a) Individual membership shall be a member who pays dues annually.
- (b) Family membership shall be limited to two members of the same family and these members shall pay dues annually.
- (c) Corporate or foundation membership shall be granted to such corporations or foundations which pay dues annually provided, however, each corporation and/or foundation shall be limited to one vote per membership.

- (d) Honorary membership shall be given to an individual who has been granted such status in recognition of distinguished service rendered to the Society and is entitled to all the benefits and privileges of membership, without further payment of dues. However, such members shall be non-voting.

Section 3: The rate of annual dues for each class of membership shall be established by the membership at the annual meeting of the membership.

Section 4: The Annual Meeting of the membership shall be held in March of each year. The membership shall elect the Board of Directors at such meeting who will hold offices for terms to which each are elected.

Section 5: Notice of all Annual, Special or Regular meetings of membership shall be mailed at least ten (10) days prior to such meetings. In addition, notice may be given by internet or telecommunications.

Section 6: Membership may be terminated by resignation, nonpayment of dues, or a member may be expelled upon the vote of a majority of the Executive Board, subject to approval of two-thirds of members present and voting at the next regular

meeting. Complimentary (unpaid), nonvoting memberships shall be offered to any vendors who participate in the society's annual auction or show.

ARTICLE III: BOARD OF DIRECTORS, ADMINISTRATION AND MANAGEMENT OF THE CORPORATION.

Section 1: "Directors" as used in this article refer to the Board of Directors. There shall be no less than three (3) or no more than fifteen (15) Directors.

Section 2: The administration and management of the Corporation shall be vested in the Board of Directors and its officers. The Corporation shall maintain such accounts and records as are necessary and prudent in accordance with good business standards. The Corporation, through its officers and directors, shall have the same powers, authorities and responsibilities as are vested in the officers and directors of a corporation not-for-profit under the laws of the State of Florida.

Section 3: The business of the Corporation shall be conducted and managed by the Board of Directors.

Section 4: An annual organizational meeting of the Board of Directors shall be held in April of each year which meeting shall take place

one month after the conclusion of the Annual Meeting of the membership.

Section 5: Special meetings of the Board of Directors shall be held at such place or places in Southwest Florida as determined by the Directors. Upon consent of a majority of the Board of Directors, annual and special meetings of the Board may be held without notice at any time and place provided a reasonable effort has been made to contact all Board members. There shall be at least 5 Board meetings held approximately every other month.

Section 6: Notice of all annual, special or regular meetings of the Board of Directors shall be mailed at least seven (7) days prior to such meetings. In addition, notice may be given by internet or telecommunications.

Section 7: A majority of the Board of Directors for the transaction of business at any annual, special or regular meeting shall be necessary to constitute a quorum and the act of a majority of the Directors present at any such meeting at which a quorum is present shall be the act of the Board of Directors. Board members must attend at least 4 board meetings each year. Attendance can be via a webcam session via the Internet as long a arrangements are made at least 7 days ahead of each scheduled board meeting. Failure to attend

4 board meetings each year will mean discharge from the SOS board.

Section 8: The Board of Directors shall elect officers of the Corporation who shall serve without compensation. Such election may be held at the Board of Directors meeting in April. An officer may be removed at any time by a two-thirds vote of the Board of Directors or for failure to attend at least 4 board meetings per calendar year

Section 9: Vacancies in the Board of Directors may be filled by vote of the remaining members of the Board at any regular or special meeting.

Section 10: At each annual meeting of the general membership, the Directors or the chairman thereof shall submit a report to the Corporation of the financial transactions in excess of \$1000 made during the prior fiscal year and/or any significant operational business transacted during the preceding year together with a report of the general condition of the Corporation.

Section 11: Directors shall be elected for three (3) year terms. The recording secretary will report on each member's years of service and term remaining at the annual meeting.

Section 12: The Board of Directors shall deposit the funds of the Corporation in such bank or banks as it may from time to time direct, and the withdrawal of such funds

shall be by such person or persons as the Board of Directors may direct.

Section 13: The Corporation Directors may direct any officer or director of the Corporation to provide fidelity bonds in such amounts as may be directed and paid for by the society

Section 14: The Board of Directors may engage such agents or parties as it may deem necessary to assist it in the administration and management of the Corporation.

Section 15: The fiscal year of the Corporation shall be January 1 through December 31.

ARTICLE IV; **OFFICERS**

Section 1: The Corporation shall have a President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, Past President, and two Directors at Large. There may be an Executive Committee which shall be comprised of the foregoing officers and two Directors at Large. Officers of the Corporation shall serve at the pleasure of the Board and shall serve without compensation. They shall be chosen by the Board of Directors and shall hold their offices from year to year and shall be elected or reelected at the annual meeting of the Board of Directors. Any person may hold two (2) or more offices, except that the President shall not also be the Recording Secretary or Treasurer of the Corporation. In the case of two board

members in the same family serving on the Board of Directors, if one serves as President, the other family member may not serve as Recording Secretary or Treasurer.

Section 2: The President (who shall be the chairman) or in the President's absence or disability, the Vice President of the Corporation shall preside at all meetings of the Board of Directors and corporation meetings. The President shall have general supervision over the affairs of the Corporation and over other officers and in the President's absence or disability; these duties shall be performed by the Vice President, Secretary or Treasurer in that respective order.

Section 3: The Recording Secretary shall attend and keep the minutes of all meetings. The Recording Secretary shall have charge of the corporate records and papers and shall perform all other duties normally incident to such office. In the absence or disability of the Recording Secretary, the duties may be performed by an Assistant Secretary.

Section 4: The Corresponding Secretary shall prepare and distribute all correspondence and perform all other duties normally incident to such office. In the absence or disability of the Corresponding Secretary, the duties may be performed by an Assistant Secretary.

Section 5: The Treasurer shall have the custody of the funds of the Corporation and shall keep regular books and accounts, together with vouchers, receipts, records and other papers normally incident to such office. In the case of the absence or disability of the Treasurer, the duties may be performed by an Assistant Treasurer.

Section 6: Each of the officers above described shall, in addition to the powers and duties conferred upon them herein, have all the powers, authorities and responsibilities as are designated to officers of a corporation not-for-profit under the laws of the State of Florida.

Section 7: The President shall annually appoint a Show Committee Chairman, a Membership Chairman and such other chairperson as the President deems necessary for the conduct of the corporate business.

ARTICLE V: **ACCOUNTING AND AVAILABILITY OF RECORDS TO THE BOARD:**

The Board of Directors shall maintain accounting records according to good accounting practices which shall be open to inspection by all directors or their authorized representatives at reasonable times.

ARTICLE VI: **REQUIREMENTS FOR OFFICERS AND DIRECTORS:**

All officers and directors of the corporation must be able to attend at least 4 board meetings per year

ARTICLE VII: AMENDMENT OF BY-LAWS:

Proposed amendments to these By-Laws must be submitted in writing to the Executive Board. The Executive Board shall investigate and make recommendations. Any recommendations of the Executive Board for a change in the By-Laws shall be presented to the general membership for consideration at a regular society meeting and be voted on at the following meeting. An affirmative vote of two-thirds majority of the general membership present is required for approval.

ARTICLE VIII: TAX EXEMPT CORPORATION:

Section 1: The purpose for which the Corporation is organized is exclusively religious, charitable, scientific, literary and educational within the meaning of IRC 501(c) (3) or the corresponding provision of any future United States Internal Revenue Law.

Section 2: Notwithstanding any other provisions of these articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under IRC 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.

Section 3: In the event of dissolution, the residual assets of the Corporation will be turned over to one or more corporations which themselves are exempt as corporations described in Sections 501(c) (3) and 170(c) (2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purposes as determined by the Board of Directors.

Section 4: It is the intention of this corporation to maintain its tax exempt status. No part of the Corporation's earnings or property shall inure to any general member or director. Anything herein to the contrary, it is the intention of the Corporation continue as a tax exempt corporation as presently provided by the Federal Tax Law or as may be hereafter amended.

The above By-Laws of Sarasota Orchid Society, Inc: were

Approved unanimously by the Board of Directors on

_____ 2012.

President

ATTEST:

Recording Secretary