

Bylaws of the Sarasota Orchid Society, Inc.

Approved by the SOS Membership, June 1st, 2020

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ARTICLE I. NAME AND PURPOSE

The name of the organization is Sarasota Orchid Society, Inc., herein called Society.

Section 1. Purpose – Learn, Grow and Show

As discussed in detail in the Society's Articles of Incorporation, the Sarasota Orchid Society is a 501(c)(3) not for profit corporation in the state of Florida. Its purpose is to educate and promote research and a better understanding of how to grow Orchids through lectures, workshops, public shows and grants.

Section 2. Governing Statutes

These bylaws as based on, and in accordance with, the State of Florida Statute Chapter 617, "Corporation Not for Profit". Both these bylaws and Chapter 617 may change from time to time. If any conflicts between the two should occur, Chapter 617 will take precedence.

ARTICLE II. GENERAL MEMBERSHIP

Section 1. Membership shall be open to anyone interested in orchids.

Section 2. Classes of Membership:

- 2.1 Individual membership shall be a single individual who pays dues during the fiscal year, and is granted one (1) vote at a members meeting.
- 2.2 Family membership shall be limited to a single family living at the same residence who pay dues during the fiscal year, and are granted two (2) votes per household at members meetings.
- 2.3 Corporate or foundation membership shall be granted to such corporations or foundations which pay dues during the fiscal year provided, however, each corporation and/or foundation shall be limited to one (1) vote at members meetings.
- 2.4 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 during the fiscal year, or for life, as defined by the Board, and with a two thirds (2/3) affirmative vote. Each Honorary or Life Member shall have one (1) vote at member meetings.

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- 2.5 Complimentary membership shall be offered to any vendors for the fiscal year who participate in the annual show or auction. However, such membership shall be non-voting.
- 2.6 From time to time the Board of Directors may create, change or eliminate specific classes of membership. The annual dues and terms for each class of membership shall be established by the Board of Directors and presented at the annual meeting of the membership for approval, and will be updated in the Society's Procedures and Guidelines by the Recording Secretary.

Section 3. Removal of Members

- 3.1 Members may be expelled due to personal conduct, misrepresentation of the Society or criminal charges, upon the vote of at least a majority of the Board.
- 3.2 Unpaid members will be expelled automatically by the Membership Chairperson at the next available Board meeting, as defined in the Society's Procedures and Guidelines.

Section 4. Meetings of the Membership

- 4.1 The Annual Meeting of the membership shall be held in first quarter of the fiscal year as defined in the Procedures and Guidelines. At this meeting the membership shall elect the Board of Directors for the terms and conditions defined in these Bylaws.
- 4.2 If the Annual Meeting cannot be held due to force majeure or the lack of a venue, the Board may, by two-thirds (2/3) vote, reschedule this meeting.
- 4.3 Regular meetings of the membership are held on monthly basis. With the exception of elections, society business and voting of the members can be conducted at any regular meeting.
- 4.4 If voting on Society business is required by the members at any regular meeting, the topic(s) to be voted on must be clearly listed in the meeting notification as such.

Section 5. Meetings Notices

- 5.1 Notices for the annual and regular meetings will be sent no less than ten (10) prior to the meeting date by email, newsletter, internet or other accepted telecommunications methods.
- 5.2 Meeting Notices will include, but not limited to, date, time and location of the meeting place, meeting agenda, and any items that will be brought to the membership for a vote.

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Section 6. Quorum and Voting Membership Meetings

6.1 Voting at any members meeting would require two thirds (2/3) of the members in good standing, and present at the meeting.

6.2 A quorum is not required at any Meeting of the Members for voting purposes.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Society shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and assets of the Society. The Society, through its Officers and Directors will have the same powers, authorities, and responsibilities of a corporation not-for-profit under the laws of the State of Florida.

Section 2. Number of Directors, Term Limits and Requirements

2.1 There shall be no less than (3) or no more than (15) Directors.

2.2 Eligibility – To serve on the Board of Directors the candidate must be at least 18 years of age and a member of the Society in good standing for at least one year. The one-year rule restriction does not apply to the position of Director at Large.

2.3 The Board of Directors positions include three (3) Officers, six (6) Committee Directors, Past President, and two (2) Directors at Large as defined in these Bylaws and details in the Society's Procedures and Guidelines.

2.4 Terms

2.4.1 With the two (2) exceptions below, there are no term limits imposed on Directors. Term limits are, however, imposed upon Officers and Committee Directors as defined in these bylaws which controls their term on the Board.

2.4.2 Past President

2.4.2.1 The Past President's primary responsibility is to maintain continuity between administrations, and to provide support to the new President.

2.4.2.2 When a President steps down at the end of their term, and if in good standing, that member automatically assumes the Past President.

2.4.2.3 The Past President's term is limited to one (1) two (2) year term.

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2.4.3 Director at Large

2.4.3.1 The purpose of the Director at Large position is to allow Members access to the Board for the first time, without initially serving as an Officer or Committee Director, so that they can become familiar with Board procedures. The assumption is that a member would assume a more active role at the end of 2 years.

2.4.3.2 The term for a Director at Large is 2 years, and is not eligible for a second term. Furthermore, once a member has been a Director at Large, that position is no longer available to them.

2.4.3.3 A Director At Large cannot hold any other Board position and remain a Director At Large. Once they assume another Board position, they relinquish being a Director at Large.

2.5 Multiple members of a household can hold Director positions concurrently on the Board, and each having one (1) vote.

2.6 A member can hold two (2) or more Director positions concurrently on the Board, each position being bound by its own defined terms, however, regardless of the number or Director positions held, that member is restricted to no more than one (1) vote.

Section 3. Election Process of Directors

3.1 Staggering

The intent is that part of the Board is elected on even years and part is elected on odd years, as recorded and tracked by the Secretary in the Procedures and Guidelines.

3.2 Process for Nominations

3.2.1 The President appoints a yearly Nominating Committee of 2-4 members from the Board and/or membership at the beginning of the calendar year to solicit and secure nominees to replace outgoing Directors.

3.2.2 Nominees for the Board must be provided to the Board for review no later than the February Board meeting.

3.2.3 Nomination will not be taken from the floor at the Annual Meeting.

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3.3 Director Election by the Members

3.3.1 The slate of Directors is presented to the Members at the Annual Members Meeting and is approved by a two thirds (2/3) vote of the members who are eligible to vote, in good standing, and present at the meeting. A quorum of the membership is not required.

3.3.2 If there are more nominees than vacancies there will be a ballot election as defined in the Society's Procedures and Guidelines. Otherwise, a simple show of hands of two thirds (2/3) of the members who are eligible to vote, in good standing, and present at the meeting. will suffice to approve the Directors being nominated.

Section 4. Annual Statements

4.1 Each year, as new Directors are added to the Board, within 30 days, they shall sign a statement which affirms such person:

4.1.1 Has received and read a copy of the Society's Articles of Incorporation.

4.1.2. Has received and read a copy of the Society's Bylaws.

4.1.3 Has received and read a copy of the Society's Procedures and Guidelines.

4.1.4 Understands the Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes as defined in the Articles of Incorporation.

4.1.5 Has reviewed Florida Statute 617 which defines the legal guidelines of managing a Not for Profit Corporation, which governs our Society.

4.1.6 Has reviewed Roberts Rules of Order which can be found in the Society's document repository.

Section 5. Board Meetings

5.1 Meetings of the Board may be held at a physical location, or virtual via teleconference, or both, so long as all attendees can hear everyone else as they speak.

5.2 Annual Organization Meeting

5.2.1 The purpose of the Organizational meeting is to decide on the Officers and Committee Directors of the Board. Refer to the section on Officers and Committees in these Bylaws.

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5.2.2 The annual organizational meeting of the Board of Directors shall be held within two (2) weeks of the annual membership meeting at a physical or virtual location designated by the current President.

5.2.3. Notice of these meetings shall be sent to all members of the Board of Directors no less than five (5) days, prior to the meeting date.

5.3 Regular Board Meetings

5.3.1 The number of Regular Board meetings, time and place will be set by the Board of Directors as required through the year, but shall include no less than 6 meetings.

5.3.3 Any Sarasota Orchid Society Member can attend regular Board of Director meetings, and can participate in discussions when recognized by the President, but does not have the right to vote.

5.4. Special Meetings

5.4.1 Special meetings of the Board of Directors may be called for emergency reasons or when decisions need to be made in a timely manner that does not allow for the normal notification process by the President, or any two members of the Board of Directors.

5.4.2 The person or persons authorized to call special meetings of the Board of Directors may select any location, as the place for holding any special meeting of the Board called by them.

Section 6. Meeting Notices

6.1. Notice of regular meeting of the Board of Directors shall be given at least seven (7) days in advance of the meeting by email, telephone, facsimile or electronic methods or by written notice.

6.2 Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by email, telephone, facsimile or electronic methods or by written notice.

6.3 Meeting notices must include, but not limited to, date, time and location (physical or virtual) of the meeting and an agenda, and items that may be voted on.

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Section 7. Board Quorum and Voting

- 7.1 A majority of current members of the Board of Directors shall be necessary, either in person or via teleconference, to constitute a quorum to transact business at any Board meeting, but a lesser number shall have power to adjourn to a specified later date without notice.
- 7.2 With a quorum present, all business requiring a vote must receive two-thirds (2/3) affirmative votes of the Directors in attendance either in person or via teleconference.

Section 8. Board Vacancies

- 8.1 Vacancies of Officers and Committee Directors may be filled according to specific methods approved by the Board of Directors, but can only be filled of the current term of the vacancy.
- 8.2 Whenever any Officer or Committee Director vacancy occurs, they shall be filled without undue delay by a two thirds (2/3) vote of the remaining members of the Board of Directors at any board meeting.
- 8.3 A vacancy of the Past President cannot be filled by the Board of Directors.
- 8.4 A vacancy of a Director at Large, cannot be filled by the Board of Directors. Directors at Large can only be filled through their normal election process in their election year.

Section 9. Removal of Board Members

- 9.1 Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of all Directors present at a special meeting of the Board of Directors for this purpose if in their judgment the best interest of the Society would be served thereby.
- 9.2 Any Director who does not attend at least 50% of the Board meetings in a 12-month period, beginning with each Organizational Meeting, can be automatically removed from the Board by the President, at the next available Board Meeting, without requiring a vote from the Board, and will be entered into the next Board meeting minutes.
- 9.3 Each member of the Board of Directors must receive written notice of the proposed removal at least seven (7) days in advance of the proposed action.
- 9.4 An Officer or Committee Director who has been removed as a member of the Board of Directors shall automatically be removed from said position.

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9.5 Any Director who is removed from the board is not eligible to stand for reelection until the next annual meeting at which directors are elected.

Section 10. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

ARTICLE IV. OFFICERS

The Officers of this Board shall be the President, Secretary, and Treasurer. All Officers must have an active membership in the organization and attend as many meetings of the Board as possible either physically or virtually.

Section 1. Officers

1.1 President

- 1.1.1 The President shall have general superintendence and direction of all other officers of this Society and see that their duties are properly performed, and shall perform the following duties:
- 1.1.2 The President shall preside at all meetings of the Board of Directors.
- 1.1.3 The President shall preside at all meetings of the membership.
- 1.1.4 The President votes on all business brought before the Board of Directors as do the other Officers and Directors.
- 1.1.5 The President can create ad hoc committees, as define in these Bylaws, for research or special purposes.
- 1.1.6 The President shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.
- 1.1.7 In the case of absence or disability of the President, the duties would be performed by a Director on the Board of the President's choosing or as defined in the Society's Procedures and Guidelines.

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1.2 Secretary

- 1.2.1 The Secretary shall attend all meetings of the Board and Membership thus acting as a clerk thereof, and shall perform the following duties:
- 1.2.2 The Secretary is responsible to maintain an ordered set of physical and/or electronic records during their tenure, a complete list of which are listed in the Society's Processes and Guidelines.
- 1.2.3 The Secretary shall record minutes of all business-related proceedings, and votes, at the Board meeting.
- 1.2.4 The Secretary shall record minutes of all business-related proceedings at the Member meetings.
- 1.2.5 In the case of absence or disability of the Secretary, the duties would be performed by a Director on the Board of the Secretary's choosing.
- 1.2.6 The Secretary is responsible to maintain the Society's Processes and Guidelines up to date and secure.

1.3. Treasurer

- 1.3.1 The Treasurer shall have the custody of the funds of the Society.
- 1.3.2 The Treasurer shall be responsible for paying Society bills in a timely manner.
- 1.3.3 The Treasurer shall present a complete and accurate report of the finances raised at each meeting of the members.
- 1.3.4 The Treasurer shall be responsible for filling federal and state forms, as required to maintain the Society's 501c3 status and as an Active Corporation.
- 1.3.5 It shall be the duty of the Treasurer to assist in direct audits of the funds according to funding source guidelines and generally accepted accounting principles.
- 1.3.6 It will be the outgoing Treasurer's responsibility to file the Society's tax returns and submit the annual report with the State of Florida.
- 1.3.7 The Treasurer is responsible to maintain an ordered set of physical and/or electronic financial records during their tenure, a complete list of which are listed in the Society's Processes and Guidelines.
- 1.3.8 In the case of absence or disability of the Treasurer, the duties may be performed by the Assistant Treasurer.

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Section 2. Officer Term Limits

- 2.1 The duration of each Officer's term is 2 years, with a limit of 2 consecutive terms.
- 2.2 This does not imply that the member can never fill the role again, as long as there is a break from that Board position after 2 consecutive terms
- 2.3 This does not imply that an Officer cannot assume another Office or Committee Director to stay on the Board.
- 2.4 If the member does not assume another Office or Committee Director at the end of their 2 consecutive terms, their Directorship is coterminous and ends as well.

Section 3. Officer Elections

- 3.1 Officers are elected by a two thirds (2/3) affirmative vote of the new Board Members present at the Organizational Meeting, as are the Committee Directors and Directors at Large.
- 3.2 No Member can hold more than one Officer position concurrently.
- 3.3 No two Members of the same household can hold Officer positions concurrently.
- 3.4 An Office can hold one (1) or more Committee Chairs.

Section 4. Officer Vacancies

- 4.1 If an Officer's role becomes vacant for whatever reason, the position can be filled by a two thirds (2/3) affirmative vote of the Directors present at any Board meeting, but only for the remaining duration of the term vacancy.
- 4.2 If the member wishes to be elected into the Office after the vacancy period, the vacancy period does not count towards their term limit.

Section 5. Removal of Officers

- 5.1 An Officer can be removed from the position without cause by a 3/4 affirmative vote of the Board members at any Board meeting.
- 5.2 Removing an Officer does not imply that they are being removed as a Director. A second vote would be required to remove them as a Director as discussed in these Bylaws.

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ARTICLE V. COMMITTEES

Section 1. Committee Types

There are two types of Committees discussed in these Bylaws.

1.1 **Standing Committees** are committees that continually exist from year to year to provide a function of service for the Society, and can only be created or dissolve by Board approval.

1.2 **Ad hoc Committees** are committees that are create for a simple specific task for a short period of time, such as the Nominating Committee.

1.2.1 Ad hoc Committees can be created as needed by the President without Board approval, but must be entered into the minutes of the first available meeting of the Board from when the action is taken.

Section 2. Committee Positions

There are two levels of Committee positions discussed in these Bylaws.

2.1.1 Committee Directors

2.1.1.1 Manage, coordinate and perform specific functions, and hold a seat on the Board with voting rights.

2.1.1.2 Committee Directors may also coordinate groups of Committee Chairs.

2.1.1.3 Committee Directors must also be a Committee Chair within their group.

2.1.2 Committee Chairs – Standing Committees

2.1.2.1 Manage, coordinate and perform specific functions, but do not have voting rights on the Board.

2.1.2.2 This does not imply that a Committee Chair cannot assume a Director level Committee position or Office, or other role on the Board.

2.1.2.3 Any member can hold more than one Committee Chair.

Section 3. Committee Creation & Dissolution

3.1 From time to time the Board may need to create, modify or dissolve Committees that perform specific tasks. Refer to the Society's Procedures and Guidelines for a complete list of Committees and their functions.

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- 3.2 Any Member can make a request to create a new committee. When creating a committee, the requestor must provide a draft of the committee's purpose, authority and restrictions to the President ten (10) days in advance of a board meeting so that it can be added to the Agenda for Board discussion and approval.
- 3.3 The Board can create or dissolve Standing Committees with at least a majority affirmative vote of the Directors present at any special or regular meeting.
- 3.4 Any additions, deletions or changes to the list of committees shall be recorded by the Recording Secretary for inclusion on the Society's Procedure and Guidelines.
- 3.5 In general, all Committee Directors and Chairs should consider who their replacement would be, and all outgoing Committee Directors should work closely with their incoming replacements to ensure a smooth transition.

Section 4. Committee Responsibilities

- 4.1 Committee Directors and Committee chairs will perform the tasks as defined in the Society's Procedures and Guidelines.
- 4.2 Committee Chairs must maintain current and accurate check lists of task and procedures that are pertinent to the position function.

Changes must be coordinated with the Secretary so that the changes are reflected in the Society's Procedures and Guidelines as these are the essential to ensure continuity in the role's function as chair holder change.

Section 5. Committee Term Limits

- 5.1 The duration of each Committee Director's term is 2 years, with a limit of 2 consecutive terms.
- 5.2 If a Committee Director does not assume another position related to the Board at the end of their 2 consecutive terms, their Directorship is coterminous and ends as well.
- 5.3 There are no term limits on Committee Chairs.
- 5.4 The term of Ad hoc committees ends with the completion of the assigned task.

Section 6. Committee Director Elections

Committee Directors are elected by a two thirds (2/3) affirmative vote of the new Board Members present at the Organizational Meeting, as are the Officers and Directors at Large.

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Section 7. Appointing Committee Chairs

- 7.1 At any Board meeting, Committee Directors can nominate members to fill Committee Chairs in their organization for discussion and approval.
- 7.2 This must be submitted to the President ten (10) days in advance of a board meeting so that it can be added to the Agenda for Board discussion and approval.
- 7.3 Committee Chair appointments are approved by at least a majority affirmation of the Directors at that meeting.

Section 8. Committee Vacancies

- 8.1 If a Committee Director becomes vacant for whatever reason, the position can be filled by a 2/3 affirmative vote of the Directors present at any Board meeting, but only for the remaining duration of the term.
- 8.2 If the member wishes to be elected as the Committee Director after filling its vacancy, the vacancy period does not count towards their term limit.
- 8.3 If a Committee Chair becomes vacant for whatever reason, the position can be filled by at least a majority vote of the Directors present at any Board meeting.

Section 9. Removal of Committees

- 9.1 A Committee Director can be removed from the position without cause by a 2/3 affirmative vote of the Directors present at any Board meeting.
- 9.2 Removing a does not imply that they are being removed as a Director. A second vote would be required to remove them as a Director as discussed in these Bylaws.
- 9.3 A Committee Chair can be removed by a Committee Director with at least a majority approval of Board, similar to appointing Comm Chair.

ARTICLE VI. COMPENSATION AND CONFLICT OF INTEREST

Section 1. Compensation

This Society is a voluntary organization. With the exception of expense reimbursements, no Director, Officer or Committee chair with voting rights on the Board of Directors will receive any compensation for serving on the Board as a Director, Officer or Committee chair with voting rights.

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Section 2. Conflict of Interests

2.1 With no exception may anyone on the Board of Directors enter into any action or financial arrangement with a third party where the member profits either monetarily, in assets or services, at the expense of the Society.

Such actions would result in immediate removal from the Board and the membership.

2.2 Refer to Florida State Statute 617.0832 *Director conflicts of interest* for Florida State definitions, and the Society's Procedures and Guidelines, for specific examples of Conflicts of interest where a member of the Board should recuse themselves from voting.

ARTICLE VII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article V of the Articles shall require the affirmative vote of two-thirds (2/3) of the directors then in office. All other amendments of the Articles shall require the affirmative vote of a least a majority of Directors then in office.

So AOI can be changed by the BOD without approval of the membership, but the Bylaws cannot. Is that correct? Yes. (This text was suggested by the lawyer I got this text from, but it's not something that should be done lightly, hence the 2/3 vote.)

Section 2. Bylaws

2.1 Unless specifically stated otherwise, Florida State Statute 617 is the basis to these Bylaws, and the Society bylaws can deviate from Florida State Statute 617 if writing into these Bylaws, and approved in accordance to the Bylaws, as long as said deviations are permitted by Florida State Statute 617.

2.2 Upon proper notice, the Bylaws may be amended, altered or rescinded by a two-thirds (2/3) vote of those members of the Society present at any regular meeting or any special meeting called for that purpose.

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Section 3. Procedures and Guidelines

The Procedures and Guidelines may be updated by two-thirds (2/3) vote of the Directors of the Society present at any BOD meeting either in person or by electronically.

ARTICLE VIII. DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes with the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.