



## **By-Laws of the Alamo Orchid Society, Inc.**

*Revised September 2022 and by the membership*

### **ARTICLE I. Name and Address**

*Section 1.* The name of the organization shall be the Alamo Orchid Society, Inc. The Corporation, which will hereafter be referred to as the Society, is organized as a non-profit organization under the Articles of Incorporation of the Society. The Corporation shall have only such purposes and shall engage in only such activities that are permissible for tax exempt corporations under section 501 of the Internal Revenue Code of 1954 as amended in 1976 or may hereafter be amended. No part of the net earnings of the Corporation shall inure to the benefit of any member.

*Section 2.* The principal office shall be the Society Post Office Box

*Section 3.* The registered office shall be the mailing address of the Registered Agent (as required by Texas Law).

### **ARTICLE II. Purpose**

*Section 1.* The purpose of the Society shall be:

- A. To promote education and scientific programs related to the study of orchids, their propagation, culture, and development.
- B. To enhance and coordinate the interest of members and the public in growing and exhibiting orchids.
- C. To identify and conserve native orchids including the preservation of their native habitats.

### **ARTICLE III. Membership and Dues**

*Section 1.* Any person interested in growing orchids may apply for membership. The applicant will be furnished a copy of these By-Laws. Upon payment of dues the applicant shall be accepted as a member. Any person attending three (3) or more scheduled functions shall pay dues.

*Section 2.* Each member shall be entitled to a vote in any matter coming before the Society. There shall be no voting by proxy. However, if necessary, a member may vote by absentee ballot.

*Section 3.* Each member shall pay annual dues in the amount set by the Board of Directors and approved by majority vote of all members. *Annual dues are payable in advance for the fiscal year on January 31 of each year.* Those who join after the first quarter shall pay only for the

remaining quarters of the calendar year. Failure to pay dues by January 31 results in automatic suspension of the delinquent member. Notice that renewal of dues is necessary by January 31 shall be placed in the Newsletter each month beginning at least three months before the due date. Members under suspension shall have no voice or vote in the affairs of the Society.

*Section 4.* Any functions, events, or special programs sponsored by the Society shall be open to any member for participation.

#### **ARTICLE IV. Meetings**

The Society shall hold its monthly meetings at the time and place recommended by the Board of Directors and approved by majority vote of the members present when the vote is taken.

#### **ARTICLE V. Board of Directors**

*Section 1.* The President, Vice-President, Secretary, and Treasurer shall be members of the Board of Directors. The President shall serve as Chairman and the Secretary as Secretary of the Board. There shall be three elected Directors, each serving a term of three years, one to be elected each year. An elected Director may not succeed himself. The immediate past President shall also be asked to serve as an ex-officio member of the Board.

*Section 2.* The Board of Directors shall determine when and where they shall hold regular and special meetings. A majority of the Board of Directors constitutes a quorum, and except as otherwise provided herein, a majority of a quorum may decide any question coming before the Board. All matters involving expenditures of funds, except those authorized by vote of the membership, shall be voted upon by the Board of Directors. When necessary the Board of Directors may authorize actions to be taken by telephone conference when impractical to hold a regular or special meeting, provided notification of each Board member is attempted. Minutes of each meeting of the Board of Directors shall be readily available for membership review at the next regular meeting of the Society.

#### **ARTICLE VI. Officers**

*Section 1.* The President shall:

- A. Preside at all meetings of the members and the Board of Directors, and;
- B. Call special meetings, and;
- C. Serve as ex-officio member of all committees (except nominating committees), and;
- D. Appoint a non-voting Director at Large for a period not exceeding one year, at his or her discretion.
- E. Perform other such duties as may be assigned by the Board of Directors or Society, including serving as an ex-officio member of the Board following his term of office.
- F. The President's term of office shall be limited to no more than two consecutive one Year terms.

*Section 2.* The Vice-President shall:

- A. Assume the duties of the President in the event of the President's temporary or Permanent absence, and;
- B. Serve as Program Chairman, and;
- C. Perform other such duties as may be assigned by the President, Board of Directors or the Society.
- D. The Vice-President's term of office shall be limited to no more than two consecutive one-year terms.

*Section 3.* The Secretary shall:

- A. Maintain accurate minutes of all meetings of the member and Board of Directors, so that any member may at any time have free access thereto, and;
- B. Permanently maintain all correspondence of the Society, and;
- C. Perform such duties as usually pertain to the office, and;
- D. Perform other such duties as may be assigned by the President, Board of Directors, or the Society.

*Section 4.* The Treasurer shall:

- A. Have charge of and be responsible for all funds and securities of the Society, and;
- B. Give receipts for money received and document disbursements, and;
- C. Deposit the funds of the Society in the legal name of the Society, in such depository as the Board of Directors designate. All payments shall be by voucher, signed by the Treasurer, President, or Secretary. Amounts exceeding \$2000 require two signatures, and;
- D. Keep accurate book accounts of receipts and disbursements, so that any member may at any time have free access to them, and;
- E. Prepare a financial report each quarter of the year and include the report in the Society newsletter. Within ten (10) days of the close of the fiscal year furnish to the auditing committee such records as needed for the annual audit, and;
- F. Keep and accurate account of the dues of all members, and;
- G. Submit a yearly update to the Texas Secretary of State listing any changes in Directors or Society officers together with changes in mailing addresses. A copy of the current Certificate will be included with the end of year financial report.
- H. Submit a yearly form 990 to the IRS to maintain the Society Tax Exempt status. The form must be submitted at the start of the calendar year. (this was in the original document from 2011, but left out by mistake in 2017 revision) Replaced 9/22 revision.
- I. Perform other such duties as may be assigned by the President, Board of Directors, or the Society.

*Section 5.* Except as provided above, all officers shall be elected at the October meeting each year and installed at the December meeting, to serve a term of one year. Non-attendance of two consecutive regular meetings of the officers and/or Directors, except in case of illness or like emergency, shall automatically vacate the office of any officer or Director. Any officer or Director may, at regular or special meetings of the Board of Directors, for good cause or for inattention to duty, after due notice and hearing be removed by two-thirds vote of the Board of Directors present, provided that no Director shall vote on a proposition involving his own removal. Such removal shall be final unless appealed to the next regular meeting of the membership, and such appeal shall be sustained by majority vote of the members present.

*Section 6.* In the event of the resignation or removal of a Board member, the vacancy shall be filled by special election at the next Society meeting subsequent to notification in the Society newsletter that the election is to be held. Nominations to fill the vacant positions shall be taken from the floor at the time of the special election.

## **ARTICLE VII. Chairmanships**

*Section 1.* All Chairmanships shall be appointed by the President and serve a 1-year term. Chairmanships may change in subsequent years due to Society changing needs. These are examples of such committees.

*Section 2.* The Chairmanships and their duties include:

- A. **News Chairman.** Duties: Assemble and send out monthly AOS newsletter to all AOS members; send out items of special interest to membership via email; perform additional duties as needed.
- B. **News Co-Chairman.** Duties: Assist News Chairman; take pictures at meetings for the AOS newsletter; perform additional duties as needed.
- C. **Publicity Chairman.** Duties: Coordinate with local media - radio, TV, newspapers, newsletters, social media – concerning AOS shows, auctions, and other special events; perform additional duties as needed.
- D. **New Member Ambassador.** Duties: Personally meet and greet all new and prospective AOS members; present them with a welcome packet; create welcome packets; perform additional duties as needed.
- E. **Membership Chairman.** Duties: Recruit new AOS members; encourage attendance at monthly meetings by existing members; record attendance by current and new members at monthly meetings; perform additional duties as needed.
- F. **Show Chairman.** Duties: Plan, direct, supervise AOS orchid show; plan, direct, and supervise AOS participation in other orchid shows; recruit and assemble show committee members; perform additional duties as needed.
- G. **Grower's Group Chairman.** Duties: Schedule annual Grower's Group events; recruit Grower's Group sponsors; perform additional duties as needed.

- H. Greenhouse Director.** Duties: Oversee all AOS volunteer functions at the Botanical Gardens Orchid Greenhouse, to include ordering compots, gathering raffle plants, and routine care and maintenance; perform additional duties as needed.
- I. Social Media** ie Face Book and Website management. Keep posting updated to reflect activities of the Society. Allows for Society contact information via email.

#### **ARTICLE VIII. Other Offices and Committees**

*Section 1.* The President, with consent of the Board of Directors, shall appoint an editor of the Society's newsletter and a person to serve as librarian, and a parliamentarian.

*Section 2.* A nominating committee of three or more persons shall be elected at the September meeting each year. This committee shall nominate one or more persons for each office and directorship to be filled. The report of this committee shall be submitted to the editor of the newsletter at least two weeks before the October meeting and shall be published in the October newsletter each year. At the October meeting, additional nominations will be accepted from the floor. Election will be by the majority of the members present and voting.

*Section 3.* A Show Committee Chairman shall be appointed by the President, with approval of the Board of Directors.

*Section 4.* The Auditing Committee, consisting of three persons, will be appointed by the incoming President. The committee shall audit the books of the Treasurer at the close of the year, or upon vacancy in the office of Treasurer. Audit results shall be reported to the incoming and outgoing Presidents and shall be summarized in the Society newsletter.

*Section 5.* The President may, at the request of the Board of Directors or the Society or as needed, appoint such committees deemed necessary to accomplish the purposes of the Society.

#### **ARTICLE IX. Miscellaneous**

*Section 1.* The Society may affiliate with or withdraw its present affiliations with international, national, or regional orchid organizations, as members may from time to time determine.

*Section 2.* No show, congress, conference, seminar, or other similar event shall ever be conducted by, participated in, or sponsored by the Society except on majority vote of the members present at a regular meeting.

*Section 3.* It shall be the policy of this Society, when it shall sponsor a Regional or larger show, to extend to all societies affiliated with the Southwest Regional Orchid Grower's Association (SWROGA), an invitation to furnish a trophy for such show. It shall be the policy of this Society to donate a trophy, at a cost set by the Board of Directors, to each SWROGA regional show, provided, however, that in special circumstances, to be reported to the Society at the next regular meeting, the Board of Directors may withhold donating such a trophy.

*Section 4.* Whenever this Society shall enter an Alamo Orchid Society exhibit in any show, the Society shall designate one of its members to be in charge of preparing such exhibit. Any ribbons or trophies awarded to individual plants, blooms, corsages, or arrangements, shall belong to the exhibitor, but any ribbons, trophies, or awards granted to the exhibit shall belong to the person who was in charge of preparing the exhibit.

*Section 5.* In the event of the dissolution of the Alamo Orchid Society, Inc., any and all assets above liabilities, shall accrue to the

American Orchid Society, Inc., PO Box 565477, Miami, FL 33256-5477

#### **ARTICLE X. Amendments**

Any proposal to alter, amend, suspend, or repeal these By-Laws shall be submitted in writing, signed by the proponent and delivered to the Secretary. Such proposal may be read at one regular meeting, printed in the newsletter and acted upon at the next regular meeting. Members must be notified at least one month in advance. Two-thirds affirmative vote of the members present shall be required for adoption.

#### **ARTICLE XI. Guide**

The guide for parliamentary procedures of meetings of the Alamo Orchid Society shall be Robert's Rules of Order, revised.