

THE FLORIDA WEST COAST ORCHID SOCIETY, INC.  
BY-LAWS  
Founded 1942

Article I Name

Section 1. The name of the Society is The Florida West Coast Orchid Society.

Article II Objective

The study, culture and enjoyment of orchids.

Article III Membership

Section 1. Membership is open to anyone interested in the objectives of the society.

Section 2. There are three classes of membership: Annual, Honorary, and Life.

(a) Annual members pay dues annually.

(b) An Honorary member has been granted honorary membership in recognition of distinguished services rendered to the Society and is entitled to all the benefits and privileges of membership, without further payment of dues.

(c) A Life member pays the amount established by the Society for such membership.

Section 3. Three members at a regular meeting of the Trustees must present names, other than past presidents, for honorary membership in writing. After unanimous approval by the Trustees, they shall be elected by majority vote of the members present and voting at the next business meeting.

Article IV Meetings

Section 1. This Society shall meet on the second Thursday of each and every month and at such other special meetings as the President or three Trustees may deem necessary, after the Secretary of the Society has duly given notice of fifteen days to all members.

Section 2. Meetings shall be held at a time and place recommended by the Trustees and approved by the membership. It is intended that the meeting place remain as constant as possible; however, the Trustees may recommend a new and different meeting place if conditions so warrant.

Article V Dues

Section 1. The dues for the annual members shall be such amount recommended by the Trustees, payable January 1st in each year. Life members shall pay a single fee of ten times the annual membership fee, and shall be exempt from all dues thereafter.

Article VI Officers

Section 1. The Board of Trustees of the Society consists of a President; first, second, and third Vice-Presidents; a Secretary; a Treasurer; and a Director, recommended to be the immediate past President; and six Trustees. The Society members at the November meeting elect the Board. Newly elected Trustees and Officers shall assume their respective duties at the January meeting of the Trustees.

Article VII President

Section 1. The duty of the President is to preside at all meetings of the Society, and of the Trustees; to see that the Bylaws are enforced; to call such meetings as are herein provided to be called by the President; to have general supervision over all Society affairs; and to make a report at the Annual Meeting.

Section 2. The President, upon completion of term of office, shall be granted honorary membership, without any further payment of dues.

Article VIII Vice-Presidents

Section 1. The First Vice-president shall be the Executive Vice-president and Program Chairman. The duties of the Program Chairman are described in Article XV, Section 5. The Second Vice-president shall be responsible for the Annual Auction. The Second Vice-president shall be responsible for all plant purchases for the Society as approved in the annual budget. The Third Vice-president shall direct the educational program. The Vice-presidents shall perform such additional duties as directed by the President, and in absence or disability of the President, as directed by the Trustees.

Section 2. In the absence or disability of the President, the Vice-presidents in the order of their rank shall perform the duties. If the President and all Vice-presidents shall be absent from any meetings, the Secretary shall call the meeting to order and a temporary Chairman shall be elected.

#### Article IX Secretary

Section 1. The Secretary conducts the correspondence of the Society and shall keep copies of the same. The Secretary keeps a true record of all business conducted at meetings of the Trustees. The Secretary keeps a record of all members of the Society and their last known address from the information provided by the Membership Chairman. The Secretary gives Notice of all meetings in accordance with these By-Laws.

Section 2. The Secretary gives notice to all members of the Society a minimum fifteen days prior to the Annual Meeting and to any special election. Email and the Society website will be used for notification of members. The Secretary will determine the best method of notifying members.

Section 3. The Secretary gives Notice to all Trustees, the website moderator, and the Assistant Treasurer (Membership Chairman) a minimum of fifteen days prior to the quarterly Trustees meetings beginning with the April meeting and ending with the January meeting. The President will set the dates.

Section 4. The Secretary is the custodian of the Society's certified copy of the Charter and Corporate Seal.

#### Article X Treasurer

Section 1. The Treasurer receives all monies belonging to the Society, and shall disburse it under the direction of the Trustees, or any committee empowered by the Trustees, to pay obligations of the Society, in accordance with Article XIV. The Treasurer shall deposit the funds of the Society in the name of the Society in such bank or banks as the Trustees may designate from time to time. The books and accounts will at all reasonable times be open to inspection of any member. The Treasurer is responsible for becoming familiar with State and Federal statutes requiring fiscal and tax reports and for timely submission of those required. The fiscal year will be from January 1 to December 31. A reconciliation committee selected and appointed at the January meeting of the board of Trustees will meet in February to review the Treasurer's books and accounts, and will make their report to the Trustees at the next quarterly Trustees meeting. Transfer of the Treasurer's books and accounts will occur as soon as the Reconciliation Committee has reconciled the Treasurer's accounts, but not later than May 1. The proposed budget for the new fiscal year should be submitted at the October meeting of the Board Trustees. The Trustees can approve changes to the annual budget during the fiscal year.

#### Article XI Director

Section 1. The Director should assist the President, in the enforcement of all By-Laws and Operating Procedures, and such other duties as the President or Trustees may direct.

#### Article XII Trustees

Section 1. The Board will consist of thirteen Trustees. Seven of such Trustees shall be the President, three Vice-presidents, Secretary, Treasurer, and the Director, elected annually by the members as provided in Article XVII. The remaining six Trustees will each be elected for a term of three years, but will be divided into three overlapping classes of two Trustees each, the term of office of one class to expire each year at the Annual Meeting of the Society in that year.

Section 2. A quorum of the Board of Trustees will consist of eight duly elected members of the Board and the approval of the majority of said quorum will be a necessary prerequisite to the proper approval of any measure to be adopted by the Board in the proper exercise of their duties conferred on them by the By-Laws of this Society. The minutes of all board meetings and the actions taken by the board will be reported before the next quarterly board meeting to the members via email. In addition, a brief written statement of accounts will be emailed.

Section 3. The Trustees will have general charge and direction of the affairs and business of the Society, the care and management of the Society's funds, in accordance with Article XIV.

Section 4. Trustees meetings should be held during the first month of each calendar quarter, namely, January, April, July and October, on a date set by the President. The President or three Trustees may call special meetings of the Trustees at any time. They should appoint the Chairmen of the Standing Committees at their January meeting. They should appoint a Nominating Committee Chairman at their July meeting as prescribed in Article XVII.

Section 5. Any officer or any Trustee may be removed at any time by a two-thirds majority vote of the Trustees (or remaining Trustees) at any meeting of such Trustees, if in their judgment, such officer or Trustee, either by illness, neglect, lack of interest, or other cause, shall not have adequately attended to their duties.

Section 6. All vacancies among the officers and Trustees shall be filled by a member of the Society elected at a special election held by the Society at the next meeting after such vacancy shall have occurred, to fill the unexpired term of such officer or Trustee. The Trustees shall appoint a Nominating Committee Chairman, and the membership shall select four additional members and request a report be made to those members present and voting prior to such special election.

Section 7. Issues may come before the Board where time is “of the essence”. The Board may vote on these issues by electronic means. All discussions concerning the issue before the Board must be made available to all Board members. Approval of any issue decided by electronic means would require a majority vote, with a quorum of Board members responding. Board members would have 48 hours to vote after discussion and a call for the vote has been made.

#### Article XIII Term Limits

Section 1. The President shall be limited to three consecutive terms of office.

#### Article XIV Financial Duties and Responsibilities

Section I. The President and the Secretary of the Society, jointly have the authority to enter into binding contracts. Committee chairman may sign contracts for budget items, for their committees, that are within the amount approved in the annual budget.

Section 2. The President has the authority to approve expenditures and contracts up to \$200.00 for Society needs. Expenditures and contracts above \$200.00 must be approved by a quorum of the Trustees.

Section 3. All donations must be approved by a quorum of the Trustees.

Section 4. Investment or transfers of funds other than the operating checking account shall be made with the approval by a quorum of the Trustees. The Treasurer shall be responsible for executing these transactions.

Section 5. Society checks shall require two signatures. Authorized check signers shall be determined among the Trustees.

#### Article XV Standing Committees

Section 1. Membership Committee. The Trustees may appoint an Assistant Treasurer who will assist the Treasurer and serve as Membership Chairman. The responsibility of the Membership Committee is to promote and encourage membership in the Society and to collect dues from members, remitting it promptly to the Treasurer. The committee is responsible for greeting guests, and introducing them at meetings. The Committee Chairman is responsible for notifying the Secretary of all new members, changes of address, and canceled members.

Section 2. Show Committee. The Society may have a Show Committee. The Chairman should be the Show Chairman from the previous year until the appointment of a new Chairman in January. The President and Treasurer shall be an ex-officio member of the committee. The Chairman shall appoint all other members necessary to plan and stage an annual show. The Chairman shall keep all records of finances, maintain a prop inventory, and make a report at the next regularly scheduled Trustees and regular members meeting following the show.

Section 3. By-Laws Committee. The Trustees will appoint a By-Laws Chairman at their January meeting. The responsibility of the By-Laws chairman is to help the President, insuring the conduct of the Society and the Trustees fall within the boundaries of the By-Laws. Every five years the membership, shall select four additional members. The responsibility of this committee is to review the By-Laws and make recommendations for changes and / or additions, if needed, to the membership for their approval.

Section 4. Plant Table Committee. The Trustees may appoint the Chairman of the Plant Table Committee, who may select two additional members. The responsibility of this committee shall be to display and, briefly discuss each plant in bloom brought by members to regular meetings.

Section 5. Program Committee. The Program Chairman (First Vice-President) may select two or more committee members. The responsibility of the Program Committee shall be to provide the program at the regular meetings of the Society. The Chairman shall provide the programs beginning with the April meeting and ending with the March meeting.

Section 6. Publications Committee The Membership Chairman shall be responsible for publishing the membership roster annually. The By-Laws should be kept current on the society website.

Section 7. Publicity Committee. The Trustees may appoint a Chairman to promote and publicize the Society and its activities through information provided to all available news media. The Trustees may appoint a website moderator to maintain our website and communication channels.

Section 8. Open Greenhouse. The Trustees and/or President may appoint a Chairman to arrange for groups of members to visit commercial or private orchid collections scheduled at various dates determined by the host and Chairman.

Section 9. Raffle Committee. The Trustees may appoint a Chairman who will run the monthly raffle.

Section 10. The Chairpersons of all Standing Committees, advisors and any appointed Special Committees, may attend the meeting of the Board of Trustees. Chairpersons desiring to attend a Trustees Meeting should notify the president of their intent a minimum of two weeks prior to the scheduled meeting.

#### XVI Surety Bond

Section 1. The President, Treasurer, Secretary and 1<sup>st</sup> Vice President should be bonded in January for such amount, and with such surety, as approved by the Trustees. It shall be the responsibility of the Treasurer to acquire the bond.

#### Article XVII Elections

Section 1. The Nominating Committee consists of five members. This committee nominates candidates for the positions of President, three Vice-Presidents, Secretary, Treasurer, Director, and two Trustees.

Section 2. At the July Board of Trustees meeting, the Board appoints a Nominating Committee Chairperson. At the August membership meeting, the membership selects the other four committee members.

Section 3. The Nominating Committee reports its nominations to the Secretary by September 15<sup>th</sup>. The Secretary shall inform members of the names of the persons nominated at least 15 days prior to the November meeting of the Society.

Section 4. All nominated candidates shall be Society members in good standing and shall signify their willingness to serve, if elected, before they may be nominated.

Section 5. Election of officers and trustees occurs at the November meeting of the Society. Society members who are who are in good standing are provided a ballot when they arrive at the meeting. This ballot lists the nominated candidate(s) for each position plus spaces for write-in candidates.

Section 6. Nominations for officers and trustees may be made from the floor at the November meeting. Individuals being nominated from the floor must be Society members in good standing, must be present at the meeting, and shall signify their willingness to serve, if elected.

Section 7. If there are no contested nominations, the slate presented by the Nominating Committee may be elected by members present, by acclamation, by voice vote. If there is more than one candidate for any office, voting shall be by written ballot.

Section 8. When voting by ballot is necessary, the President shall appoint an Election Committee consisting of a chairperson and two additional members. The Election Committee is responsible for collecting ballots from members present at the meeting, then tabulating the ballots. After all ballots are reviewed, the Election Committee Chairperson shall report to the members present at the November meeting, the total number of members attending the meeting who are eligible to vote, the total number of ballots reviewed, the number of votes for each candidate for the contested position(s), and number of ballots abstaining. The nominee receiving the majority of votes from the members present and voting at the meeting shall be declared elected. The Election Committee's report shall be provided to the Secretary for retention with the Society's records. The written ballots shall be placed in an envelope and provided to the Secretary for retention for 90 days after the November meeting. After 90 days, the Secretary will destroy the ballots.

Section 9. Only Society members in attendance at the November meeting can vote for officers and trustees. Absentee ballots are not permitted.

#### Article XVIII Change of By-Laws

Section 1. These By-Laws may be amended or repealed, and new By-Laws not inconsistent with any of the provisions of the Certificate of Incorporation, or the Laws of the State of Florida, may be made after fifteen days Notice of intention to change the By-Laws by the By-Laws Committee has been given to the Secretary of the Society, and after a motion to change the By-Laws has been made at any regular meeting. However, a vote may not be taken thereon until the next succeeding regular meeting; two-thirds of the members present and voting most agree that said change in the By-Laws is necessary. The by-laws should be reviewed every five years. They may be reviewed more often at the discretion of the membership.

#### Article XIX Standing Rules

Section I. Standing rules for the better conduct of this Society not in conflict with these By-Laws may be made or rescinded by majority vote of the members at any meeting.

Section 2. The rules contained in Roberts' Rules of Order (Revised) shall govern the Society in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws of the Society.

As amended July 2020

#### OPERATING PROCEDURES ESTABLISHED BY THE BOARD OF TRUSTEES

Speaker Fees (April 16, 2003) a maximum payment of \$300.00 may be spent by the Program Chairman on speaker's fees. Anything over this amount must have the approval of a quorum of the Trustees (in accordance with Article XIV Section 2).

As amended September 2021

Article VI Officers and Article XVII Elections, amended June 2024

As amended June 2024