

BY-LAWS

Article I – General Provisions

Section 1. The name of the corporation is Santa Clara Valley Orchid Society, Incorporated.

Section 2. The principal office for the actions and affairs of the corporation shall be in the County of Santa Clara, State of California.

Section 3. The corporation is organized and operated exclusively to promote interest in orchids, improve the quality of orchid culture and to foster social relationships among members of the corporation who grow orchids as a common interest. It is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 5. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article II – Membership

Section 1. Individuals/families wishing to join the society will become members of the Society upon payment of annual dues.

Section 2. If at any time a member wishes to resign from the Society, they shall notify the Membership Director or any officer. No refund of dues shall be made if a member resigns before the close of the year for which dues have been paid.

Section 3. The Corporation shall have but one class of members. The right of voting for any activity or officer shall be equal for all members.

Section 4. In the event of death, resignation, expulsion or forfeiture for non-payment of dues, membership is terminated. In the event the membership is terminated, the member's interest in property of the Corporation shall cease.

Section 5. A former member may be reinstated to membership after payment of annual dues.

Section 6. Membership in this Corporation is not transferable or assignable.

Article III – Dues

Section 1. The Board of Directors will determine the amount of annual dues to be paid to the Corporation at the Dec. board meeting. Until such future determination of the Board of Directors, the annual dues shall be \$25.00 per member or any two (2) members of the same household. New members that join on or after July first of any calendar year shall pay only one-half of the annual dues for the remainder of the year.

Section 2. Dues are payable in advance on or before March 1 for the calendar year, and shall be considered in default after that date at which time membership is terminated.

Section 3. Any member who has been dropped from membership because of nonpayment of dues shall not be reinstated until they have paid the dues for that calendar year.

Section 4. When any member shall be in default in the payment of dues of any time during the calendar year the member shall not be eligible to vote.

Section 5. Any member in default on the first of the month preceding any show date shall not be eligible to enter a plant or display in the show as a member.

Article IV – Meetings

Section 1. Regular monthly general meetings will be held at the principal location on the 1st Wednesday of the month. The principal location is the American Legion Hall, Willow Glen Post 318, 1504 Minnesota Ave, San Jose, CA 95125-4445. No meetings requiring voting shall be held without prior notification to members thru either the newsletter or writing in advance and sent to each member. At any general meeting, a minimum of 10 members shall constitute a quorum. There will be 11 general meetings in a year. There will be no December meeting.

Section 2. As part of the November general meeting, elections will be held for the following calendar year.

Section 3. Board of Director meetings shall be held monthly on the 3rd Wednesday of the month at a location to be determined prior to the meeting. Board meetings shall be open to all members in good standing. Only the directors or officers may vote. At any board meeting, 6 of either officers or directors shall constitute a quorum. No voting can occur without a quorum. The December Board meeting will be held in place of the general meeting on the 1st Wed of the month in the principal location. The December Board meeting is designated as the budget review meeting for the coming fiscal year.

Section 4. Approval by the members of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- a. Filling vacancies on the Board;
- b. Amending the articles of incorporation;
- c. Electing to dissolve the corporation.

Section 5. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing.

Section 6. At any time, the Board of Directors shall change the principal location of the Santa Clara Valley Orchid Society if and when the present principal location becomes unsuitable, unavailable or unacceptable per the opinion of the majority of the Board of Directors.

Article V – Officers

Section 1. The officers of this Society shall be:

- a. President;
- b. Vice President;
- c. Secretary;
- d. Treasurer.

Section 2. These officer positions may be shared by more than one person whereby they will be identified as “Co-“as in Co-President, Co-Vice President, Co-Secretary or Co-Treasurer.

Section 4. Officers will be elected for one year commencing Dec. 1. There are no term limits.

Article VI – Board of Directors

Section 1. There shall be a Board of Directors consisting of eleven members. If any of the positions are held by more than one person, they count as a single member.

- a. President, Vice-President, Secretary, Treasurer;
- b. The most recent Past President;
- c. Six Directors who shall be elected by the members for one year. There are no term limits.

Section 2. Full authority for the operation of the Society and the management of its affairs and activities shall be handled by the Board of Directors.

Section 3. At the November Board meeting the retiring Board of Directors shall meet with the newly elected Board of Directors to ensure an orderly transition of duties.

Section 4. The Board shall adopt a budget for the coming fiscal year in December. This budget will be presented at the January general meeting for acceptance by the members in good standing.

Article VII – Duties of Officers and Directors

Section 1. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all the business and affairs of the Corporation, subject to the ultimate approval of the Board of Directors. They shall preside at all member meetings and the Board of Directors. They shall be a member ex-officio of all committees. They may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any contracts, or other instruments which the Board of Directors has authorized to be executed.

Section 2. If the President is unavailable or unable to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall be the program committee chairman, and shall perform other duties from time to time that may be assigned by the President or the Board of Directors.

Section 3. The Secretary shall keep the minutes of the Board of Directors in a member accessible location; provide notification of upcoming meetings and/or events; and will be the custodian of the corporate records. In general, perform all the duties incident to the office of Secretary and such other duties from time to time that may be assigned by the President or the Board of Directors.

Section 4. The Treasurer shall have custody of and be responsible for all funds of the Corporation; receive and provide receipts for monies paid to the Corporation from any source and deposit all monies in the Corporation bank account or accounts as selected by the Board of Directors. Funds shall be paid only by check drawn against the Corporation and signed by any two officers of the Corporation. They are responsible for filing any government required documentation in a timely manner so as not to incur penalties.

Section 5. The Membership Director shall be responsible for collecting, maintaining and distributing the contact information for each member. They will collect the annual dues as each member joins or rejoins and give these funds to the treasurer. They will provide an opportunity table ticket to each member attending any general meeting. They will provide a name tag to each member.

Section 6. The Facilities Director shall be the main contact with the meeting location landlords. They are responsible for opening/closing the hall for each meeting held. They will be notified of any issues with the meeting location and be responsible for notifying the rental landlords. They will insure that the meeting location requirements are fulfilled as per any rental agreement.

Section 7. The Hospitality Director shall be responsible for greeting and welcoming any new attendee. They will answer questions for the attendee and orient them to general meeting protocol. They will obtain contact information and encourage the attendee to participate in the meeting activities.

Section 8. The Marketing Director shall be responsible for coordination of all external digital and paper communication. This includes managing website, social media and paper venues as well as outreach activities.

Section 9. The Show Director shall be responsible for the planning and execution of an annual public educational and sale highlighting orchids. This is the Society's major fund-raising activity.

Section 10. There will be one Director-at-large who will be responsible for developing a list of potential officer and directors for the next year. This listing is to be presented at the November general meeting.

Section 11. Any person designated as an officer or director must be able to attend a minimum of 50% of board of director meetings and 50% of general meetings to maintain their current position.

Section 12. Any officer or Director may be removed from office by a majority vote of the Board of Directors if in the Board of Directors' judgment, such officer or Director shall have failed to perform duties adequately or shall have become unable to do so.

Article VIII – Shows

Section 1. Any public display of orchids shall not be sponsored by this Corporation or any group of members without the express authorization of the Board of Directors.

Article IX – Amendment

Section 1. Amendments to these By-Laws may be proposed at any regular general meeting. Such proposals shall be referred to the Board of Directors for study and recommendation. The Board of Directors will present such

recommendations at the next regular general meeting, at which time such proposals will be presented to the general membership for action.

Section 2. Amendments to these By-Laws become effective immediately if approved by a quorum, as defined in Article IV, Section 1, of the members present and casting votes.

Article X – Dissolution of the Corporation

Section 1. If the general membership votes to dissolve the Corporation, all funds and properties shall be transferred to the American Orchid Society within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Santa Clara County where the principal office is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Revised July 19, 2017