

EAOS

ENGLEWOOD

AREA

ORCHID

SOCIETY

INC.

Bylaws

10/3/2005

ENGLEWOOD AREA ORCHID SOCIETY INC BY-LAWS

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ENGLEWOOD AREA ORCHID SOCIETY BY-LAWS

ARTICLE 1 - NAME

SECTION 1 - THE NAME OF THIS SOCIETY SHALL BE THE ENGLEWOOD AREA ORCHID SOCIETY INC "EAOS".

ARTICLE II - MISSION STATEMENT

SECTION 1 - THE PURPOSE OF THE EAOS SHALL BE TO PROMOTE FELLOWSHIP AMONG THOSE INTERESTED IN THE CULTURE OF ORCHIDS AND TO EXTEND KNOWLEDGE CONCERNING THE CULTIVATION, CONSERVATION AND GROWING OF ORCHIDS THROUGH PUBLIC DISCUSSION GROUPS, LECTURES, OR SIMILAR PROGRAMS.

ARTICLE III - MEMBERSHIP AND DUES

SECTION 1 - THE DUES FOR MEMBERSHIP SHALL BE REVIEWED BY THE EXECUTIVE BOARD RELATIVE TO THE BUDGETARY NEEDS OF THE EAOS AND APPROVED BY THE MEMBERSHIP.

SECTION 2 - ANY PERSON ATTENDING MORE THAN TWO (2) MEETINGS SHALL BE CONSIDERED A MEMBER AND SHALL BE BILLED FOR ANNUAL DUES.

SECTION 3 - DUES SHALL BE PRO-RATED BY HALF, AFTER SIX (6) MONTHS.

SECTION 4 - TERMINATION OF MEMBERSHIP SHALL BE BY RESIGNATION OR FOR NONPAYMENT OF DUES. DUES ARE NOT REFUNDABLE FOR ANY REASON AND NO PRO RATIONS SHALL BE APPLIED FOR LESS THAN ONE YEAR.

ARTICLE IV - OFFICERS

SECTION 1 - THE ELECTED OFFICERS OF THE EAOS SHALL BE A PRESIDENT, VICE-PRESIDENT, RECORDING SECRETARY, CORRESPONDING SECRETARY AND TREASURER

SECTION 2 - NO MEMBER CAN SIMULTANEOUSLY HOLD MORE THAN ONE (1) ELECTED OFFICE IN THE EAOS.

SECTION 3 - THE TERM OF ANY ELECTED OFFICER SHALL BE ONE YEAR. NO OFFICE MAY BE HELD BY THE SAME PERSON FOR MORE THAN TWO (2) CONSECUTIVE YEARS.

SECTION 4 - NOMINATIONS FOR OFFICE SHALL BE MADE BY THE NOMINATING COMMITTEE. THE NOMINATING COMMITTEE SHALL PRESENT ITS SLATE OF OFFICERS AT THE REGULAR MEETING IN NOVEMBER. NOMINATIONS SHALL BE OPENED FROM THE FLOOR AT THIS TIME WITH THE ELECTION TO BE HELD IMMEDIATELY AFTER NOMINATIONS ARE PRESENTED.

SECTION 5 - NEWLY ELECTED OFFICERS SHALL BE INSTALLED AT THE DECEMBER MEETING AND ASSUME THEIR DUTIES EFFECTIVE JANUARY 1ST OF THE FOLLOWING YEAR.

SECTION 6 - IF FOR ANY REASON ANY OFFICER IS UNABLE TO PERFORM THE DUTIES OF THE OFFICE FOR HIS OR HER ENTIRE TERM, THE EXECUTIVE BOARD SHALL APPOINT A MEMBER TO PERFORM SAID DUTIES FOR THE BALANCE OF THE TERM OF THAT OFFICE. THIS SHALL NOT CONSTITUTE AN ELECTED YEAR PER SECTION 3.

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SECTION 7 – OFFICERS MAY BE REMOVED, WITH OR WITHOUT CAUSE, BY A TWO-THIRDS VOTE OF THE MEMBERSHIP AT A SPECIAL MEETING CALLED FOR THAT PURPOSE.

ARTICLE V - DUTIES

SECTION 1 - THE PRESIDENT SHALL BE THE OFFICIAL REPRESENTATIVE OF THE EAOS AND SHALL PRESIDE OVER ALL MEETINGS OF THE MEMBERSHIP AND THE EXECUTIVE BOARD. THE PRESIDENT SHALL BE AN EX-OFFICIO MEMBER OF ALL COMMITTEES, EXCEPT THE NOMINATING AND AUDIT COMMITTEES. THE PRESIDENT SHALL BE ALLOWED TO APPROVE NON BUDGETED EXPENDITURES UP TO \$200 PER PURCHASE WITHOUT BOARD APPROVAL. THE PRESIDENT SHALL BE ABLE TO DISBURSE MONIES SHOULD THE NEED ARISE.

SECTION 2 - THE VICE-PRESIDENT, IN THE ABSENCE OF THE PRESIDENT, SHALL PERFORM THE DUTIES OF THAT OFFICE. HE OR SHE SHALL SERVE AS THE CHAIRPERSON OF THE PROGRAM COMMITTEE.

SECTION 3 - THE RECORDING SECRETARY SHALL TAKE NOTES AND MINUTES OF ALL BOARD, REGULAR AND SPECIAL MEETINGS.

SECTION 4 - THE CORRESPONDING SECRETARY SHALL HANDLE ALL MEDIA NOTICES AND ALL OTHER CORRESPONDENCES FOR THE EAOS.

SECTION 5 - THE TREASURER SHALL HOLD AND DISBURSE FUNDS. HE OR SHE SHALL KEEP ACCOUNTS UNDER THEIR PROPER DATES, AMOUNTS AND SOURCES OF RECEIPTS WHICH WILL SHOW THE PURPOSE OF SAID DISBURSEMENTS. HE OR SHE SHALL PRESENT FOR EXAMINATION ALL BOOKS, PAPERS, RECEIPTS, ETC. THAT MAY BE NECESSARY FOR A PROPER AUDIT OF ACCOUNTS AT THE END OF THE CALENDAR YEAR. HE OR SHE SHALL BE RESPONSIBLE FOR THE PREPARATION OF A PROPOSED BUDGET FOR THE NEXT FISCAL YEAR AND SUBMIT A PROPOSAL TO THE EXECUTIVE BOARD. FURTHERMORE, THE TREASURER SHALL KEEP A COMPLETE MEMBERSHIP LIST WHICH WOULD INCLUDE THE RECORDING OF DUES PAYMENTS FROM EACH MEMBER.

ARTICLE VI - MEETINGS

SECTION 1 - THE EAOS SHALL MEET ON DATES SET BY THE EXECUTIVE BOARD.

SECTION 2 –SPECIAL BOARD MEETINGS MAY BE CALLED AT THE REQUEST OF THE PRESIDENT OR BY ANY THREE (3) MEMBERS OF THE EXECUTIVE BOARD.

SECTION 3 - THE PRESIDENT SHALL CALL A MEETING OF THE EXECUTIVE BOARD AS NEEDED.

SECTION 4 - THE PRESIDENT IS EMPOWERED TO CANCEL ANY MEETING BECAUSE OF A DISASTER, THE UNAVAILABILITY OF A MEETING LOCATION OR ANY OTHER REASON DEEMED AS NEEDED FOR THE BENEFIT OF THE SOCIETY AT LARGE.

SECTION 5 –SPECIAL MEETINGS OF THE MEMBERS SHALL BE HELD WHEN DIRECTED BY THE EXECUTIVE BOARD OR WHEN REQUESTED BY ONE-TENTH OF THE MEMBERS. A MEETING REQUESTED BY THE MEMBERS SHALL BE CALLED FOR A DATE NOT LESS THAN TEN (10) NOR MORE THAN SIXTY (60) DAYS AFTER THE REQUEST IS DELIVERED TO THE PRESIDENT.

PROCEDURES FOR A SPECIAL MEETING SHALL CONFORM TO FLORIDA LAW AND THESE BY-LAWS. THE CALL FOR A SPECIAL MEETING SHALL BE ISSUED BY THE CORRESPONDING SECRETARY UNLESS THE EXECUTIVE BOARD OR MEMBERS REQUESTING THE MEETING DESIGNATE ANOTHER PERSON TO

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DO SO. THE PERSON DESIGNATED TO ISSUE THE CALL SHALL MAIL WRITTEN NOTICE OF THE MEETING TO THE MEMBERSHIP BY FIRST CLASS MAIL TO THE ADDRESS SHOWN IN THE RECORDS OF EAOS NOT LESS THAN TEN (10) NOR MORE THAN SIXTY (60) DAYS BEFORE THE DATE SET FOR THE MEETING. THE NOTICE SHALL STATE THE TIME, PLACE AND PURPOSE OF THE MEETING.

ARTICLE VII- EXECUTIVE BOARD

SECTION 1 - THE EXECUTIVE BOARD SHALL CONSIST OF THE ELECTED OFFICERS. THE CHAIRPERSON OF EACH STANDING COMMITTEE, THE A.O.S. REPRESENTATIVE, LIBRARIAN, AND THE HISTORIAN OF THE EAOS , MAY BE ASKED TO ATTEND AS DEEMED NECESSARY BY THE EXECUTIVE BOARD.

SECTION 2 - THE MANAGEMENT OF THE EAOS SHALL BE VESTED IN THE EXECUTIVE BOARD

SECTION 3 – A SIMPLE MAJORITY OF THE EXECUTIVE BOARD SHALL CONSTITUTE A QUORUM.

SECTION 4 - THE EXECUTIVE BOARD SHALL BE EMPOWERED TO EXPEND THE SUM OF, UP TO BUT NOT TO EXCEED, FIVE HUNDRED DOLLARS (\$500.00) WITHOUT PRIOR APPROVAL OF THE MEMBERSHIP FOR A SINGLE NON BUDGETED EXPENDITURE.

SECTION 5 - THE EXECUTIVE BOARD SHALL REVIEW AND APPROVE THE BUDGET AND PRESENT SAME TO THE MEMBERSHIP PRESENT AT A GENERAL MEETING.

SECTION 6 - ALL EXECUTIVE BOARD POSITIONS MAY BE HELD BY NO MORE THAN TWO INDIVIDUAL PERSONS. EACH MAY SHARE IN THE RESPONSIBILITIES FOR THAT SINGLE OFFICE. IN SUCH CASE, EACH SHALL HAVE ONLY ONE-HALF OF ONE VOTE AS THEIR VOTING RIGHT DURING EXECUTIVE BOARD MEETINGS.

ARTICLE VIII- COMMITTEES

SECTION 1 - THE STANDING COMMITTEES OF THE EAOS SHALL BE, AS POSSIBLE, THE MEMBERSHIP, NEWSLETTER, RAFFLE AND SHOW COMMITTEES.

SECTION 2 - EACH COMMITTEE CHAIRPERSON MAY CHOOSE MEMBERS OF THE SOCIETY TO SERVE ON HIS OR HER COMMITTEE.

SECTION 3 - THE SPECIAL COMMITTEES OF THE EAOS SHALL BE THE AUDIT AND NOMINATING COMMITTEES. OTHER COMMITTEES DEEMED NECESSARY MAY BE APPROVED BY THE EXECUTIVE BOARD.

SECTION 4 - THE EXECUTIVE BOARD SHALL APPOINT AN AUDIT COMMITTEE PRIOR TO THE END OF EACH CALENDAR YEAR.

SECTION 5 - AT THE REGULAR MEETING IN OCTOBER, THE PRESIDENT SHALL APPOINT AND NAME A NOMINATING COMMITTEE CONSISTING OF THREE (3) MEMBERS. THE COMMITTEE SHALL CANVAS THE MEMBERSHIP FOR OFFICERS FOR THE ENSUING TERM.

SECTION 6 - NO COMMITTEE SHALL BE VESTED WITH THE POWER TO ENTER INTO AN AGREEMENT OR CONTRACT OR OTHERWISE OBLIGATE THE EAOS EXCEPT UNDER THE DIRECTION OF THE EXECUTIVE BOARD.

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SECTION 7 - THE DUTIES OF THE STANDING COMMITTEES SHALL BE, BUT ARE NOT LIMITED TO, THE FOLLOWING:

A - THE MEMBERSHIP COMMITTEE SHALL MAINTAIN AN ATTENDANCE RECORD FOR EACH MEETING, DISTRIBUTE AND COLLECT NAME BADGES AND GREET VISITORS.

B - THE NEWSLETTER COMMITTEE SHALL PROVIDE THE EAOS NEWSLETTER.

C - THE RAFFLE COMMITTEE SHALL PROCURE AND MAINTAIN PLANTS OR OTHER MATERIALS, SELL TICKETS AND SUPERVISE DRAWINGS FOR THE MONTHLY RAFFLE.

D - THE SHOW COMMITTEE SHALL BE RESPONSIBLE FOR THE DESIGN AND CONSTRUCTION OF ALL DISPLAYS AT ORCHID SHOWS IN WHICH THE EAOS PARTICIPATES. THE COMMITTEE SHALL CONFORM TO ALL SHOW REQUIREMENTS.

ARTICLE IX – REPRESENTATIVES

1 - THE A.O.S REPRESENTATIVE SHALL ACT AS LIAISON BETWEEN THE A.O.S AND THE EAOS.

2 - THE HISTORIAN SHALL COLLECT, COLLATE, AND MAINTAIN ALL DOCUMENTS, PHOTOS, PUBLICITY ITEMS AND OTHER MATERIALS PERTAINING TO THE ACTIVITIES OF THE EAOS.

3 - THE LIBRARIAN SHALL CATALOG ALL MATERIALS KEPT FOR LOAN BY THE EAOS. HE OR SHE SHALL BE PRESENT TO LEND THESE ARTICLES AT REGULAR MEETINGS AND KEEP TRACK OF THE MEMBER(S) WHO BORROW LIBRARY MATERIALS.

ARTICLE X - PARLIAMENTARY AUTHORITY

SECTION 1 - ROBERT'S RULES OF ORDER SHALL SERVE AS A GUIDE FOR THE "EAOS".

ARTICLE XI- DISSOLUTION CLAUSE

SECTION 1- IF FOR CATASTROPHIC REASONS, THE BOARD DEEMS THAT IT IS NECESSARY TO DISSOLVE THE EAOS, A SPECIAL MEETING AS DESCRIBED IN ARTCLE VI, SECTION 5 WILL BE CALLED. A TWO THIRDS VOTE OF THE MEMBERSHIP WILL BE REQUIRED TO DISSOLVE THE GROUP. ANY REMAINING FUNDS WILL BE DONATED TO THE AMERICAN ORCHID SOCIETY, 16700 AOS LANE, DELRAY BEACH, FL 33446-4351 A 501C3 CORPORATION.

ARTICLE XI - AMENDMENTS

SECTION 1 - THESE BY-LAWS MAYBE AMENDED, REPEALED OR ALTERED IN WHOLE OR IN PART BY THE MAJORITY OF THE EXECUTIVE BOARD PENDING APPROVAL BY A MAJORITY OF MEMBERS PRESENT AT A REGULAR MEETING.

THESE BY-LAWS WERE APPROVED BY THE MEMBERSHIP AT A REGULAR MEETING HELD ON 10/03/2005.

Pam Bombardieri, PRESIDENT
