

# HEART OF DIXIE ORCHID SOCIETY

## BYLAWS

*As Proposed - January, 2007*

### ARTICLE I

#### GENERAL

##### SECTION 1

The name of this Society shall be "Heart of Dixie Orchid Society"

##### SECTION 2

The purpose of this Society shall be a united effort to stimulate interest in the exchange of information relative to the propagation, growth, cultural methods and exhibition of orchids.

##### SECTION 3

The office of this Society shall be located at Huntsville, Alabama except for the mailing address of the current Secretary of the Society.

##### SECTION 4

Unless otherwise stated, the term "written notice" shall include, but is not limited to, electronic communication, such as email.

### ARTICLE II

#### MEMBERSHIP

##### SECTION I

Membership in this Society shall be open to those persons who are interested in, and are actively engaged in orchid culture, with a willingness to exhibit, and to perform committee work assigned, and to further the general interest in orchids.

##### SECTION II

Membership may only be finalized on payment of dues, pro-rated after June, by the month for the remainder of the Society's fiscal year.

##### SECTION III

Any individual who meets the criteria in Sections I and II of this Article may apply for membership in the Society. This application may be made at a regular Society meeting. Approval of the application is determined by an affirmative vote of the majority of members present.

## **SECTION IV**

Any person may withdraw from membership in the Society at any time by giving notice, verbally or in writing. Upon withdrawal, all outstanding financial obligations to the Society are due immediately.

The membership of any person can be withdrawn by the Board of Directors, by a majority vote, for "good cause". "Good cause" includes, but is not limited to nonpayment of dues. Before withdrawal of membership, the member will be given written notice, which will inform the member of the "good cause" basis for the withdrawal of membership and will afford the member the opportunity to appear before the membership at a regular meeting to defend his/her membership before final action by the membership if the member so desires.

## **ARTICLE III DUES**

### **SECTION I**

The fiscal year shall be the calendar year.

### **SECTION II**

The dues of this Society shall be twenty dollars (\$20.00) per single member and thirty dollars (\$30.00) per couple.

### **SECTION III**

Dues shall be payable in advance each year to the Treasurer. Members who have not paid dues by March 31<sup>st</sup> of the current year are automatically removed from active membership but may be reinstated upon payment for the current calendar year.

## **ARTICLE IV OFFICERS**

### **SECTION I**

Officers of this Society shall consist of a President, First Vice President, Second Vice President, Secretary, Treasurer, and Historian.

### **SECTION II**

The President and the First Vice President shall serve no more than two consecutive terms in the same office.

### **SECTION III**

Vacancies in any Office shall be nominated the Board of Directors, for approval by the membership at the next regular meeting.

## **SECTION IV**

Nomination of officers is to be made at the regular October meeting of each year. The nominating committee shall submit nominations for all officers. Nominations may also be made from the floor by any member in attendance, provided consent of the nominee is obtained.

## **SECTION V**

Election of officers is to be held at the November meeting of each year. Any member in good standing and in attendance at the November meeting is eligible to vote.

## **SECTION VI**

Officers shall be sworn in at the regular January meeting.

## **ARTICLE V**

### **DUTIES OF OFFICERS**

#### **SECTION I**

The President shall preside at all regular, special, and annual meetings of the Society and at all Board of Director meetings. The President shall have general supervision of the business and operations of the Society and shall perform all such other duties as are incident to the office.

#### **SECTION II**

The First Vice President shall serve as Program Chairman for the Society, and in the absence of the President shall perform all duties of the President's office.

#### **SECTION III**

The Second Vice President shall serve as Membership Chairman for the Society and be responsible for keeping and maintaining the list of members of the society, and in the absence of the President and the First Vice President, shall perform all duties of the President's office.

#### **SECTION IV**

The Secretary shall maintain a written record of all meetings of the Society and of the Board of Directors meeting. The Secretary shall keep an inventory of all Society materials and shall have charge of secretarial documents, papers, books belonging to the Society at the direction of the President.

#### **SECTION V**

The Treasurer shall be responsible for the administering of the Society's finances. The Treasurer shall: (1) collect, deposit, and disburse all Society moneys at the direction of the President; (2) present a Treasurers report at all Society meetings;

and (3) determine the payment terms of organizational dues for which the Society is a member (by virtue of Article XI of the By-Laws) and automatically satisfy said obligations without further authorization, unless directed otherwise by the Society at least 15 days in advance of the date they become payable.

In the event that the Treasurer is unable to perform the aforementioned duties, the President shall assume the responsibilities of the Treasurer until the Treasurer is able to reassume responsibility or is replaced in accordance with these By-Laws. To facilitate their contingency responsibilities, the President shall be included as an authority for disbursements on all the Society's accounts.

## **SECTION VI**

The Historian shall maintain a record of all Society activities and present a yearly summary of activities at the January meeting. The Historian shall have charge of all historical records and memorabilia belonging to the Society.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

#### **SECTION 1**

The business and operation of the Society shall be managed according to the By-Laws of this Society, by a Board of Directors composed of the current officers, the Past-President, and one additional person elected from the active membership who is in good standing, to make a total of eight (8) directors.

#### **SECTION 2**

A quorum is defined as five members of the board for any meeting of the board of directors.

#### **SECTION 3**

The board of directors shall meet at least four times per year.

## **ARTICLE VII**

### **MEETINGS**

#### **SECTION I**

A regular meeting of the Society members shall be held each month of the calendar year, except December

#### **SECTION II**

Special meetings may be held by the Society at the call of the President or a majority of the Board of Directors.

### **SECTION III**

An annual meeting for receiving the annual reports of the prior year's Officers shall be held in January of each calendar year.

### **SECTION IV**

The Board of Directors shall meet at the call of the President or the majority of members of the Board of Directors.

### **SECTION V**

The members present at any regularly scheduled meeting will constitute a quorum for the purpose of doing business and holding elections.

## **ARTICLE VIII**

### **COMMITTEES**

#### **SECTION I**

The President shall appoint Committees as needed, and such Committees shall perform tasks as assigned.

#### **SECTION II**

Standing Committees shall meet at the call of their respective Chairman or of any two members of the committee.

The Standing committees are:

- Nominating committee
- Show committee

#### **SECTION III**

The Nominating Committee shall be selected by the membership at the August meeting and consist of three or more members. No current officer except the past president is eligible to serve on the nominating committee. No member of the nominating committee can be nominated by the committee to any office. The nominating committee shall nominate one or more candidate to each office, and should secure each nominee's consent to serve.

#### **SECTION IV**

The Show Committee shall be selected by the membership at a regular meeting at least one year prior to the show.

**ARTICLE IX            AMENDMENTS**

**SECTION I**

Every proposed addition, deletion, alteration to this set of By-Laws, including any and all subsequent By-Laws, shall be submitted in writing; signed by five (5) or more members of the Society in good standing; handed to an officer at any regular meeting and read by such presiding officer in the absence of the President to the members present. Notice of such proposal shall then be mailed to members of the Society in writing at least twenty (20) days before the meeting at which the final discussion and adoption occurs. A two to one affirmative vote of the members present shall be necessary and sufficient for adoption.

**ARTICLE X            PARLIAMENTARY AUTHORITY**

The rules of Parliamentary practice comprised in Robert's Rules of Order, Revised, shall govern the proceedings of this Society, subject to special rules which have been or may be adopted.

**ARTICLE XI           AFFILIATED MEMBERSHIPS**

This Society shall maintain membership in the American Orchid Society and Mid-America Orchid Congress.

**ARTICLE XII          DISSOLUTION**

Should this Society ever be dissolved its assets shall be distributed as follows:

- a. All library materials shall become property of the General Libraries of the Huntsville Botanical Gardens.
- b. All funds, including cash deposits, securities, accrued income, shall become property of the Huntsville Botanical Gardens.
- c. Any remaining assets shall become property of the Huntsville Botanical Gardens.

**By-laws were revised and accepted in November, 1989.**

By-Laws committee:

Edna Bryan, Ed Blackledge, Carl Gleghorn

Amended in November, 1992, March, 1996, & January 1997.

*As Proposed January, 2007.*