

# **TIDEWATER ORCHID SOCIETY CONSTITUTION AND BYLAWS AS AMENDED August 2020**

## **ARTICLE I – NAME**

The name of this corporation shall be Tidewater Orchid Society and shall hereinafter be designated for the purpose of brevity, as TOS.

## **ARTICLE II – PURPOSES**

### Section 1

TOS will promote public interest in and appreciation of orchids by undertaking exhibits, shows, and other promotions, and will endeavor to increase members' knowledge of orchids and their culture by lectures, workshops, and educational programs.

### Section 2

TOS is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501c (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

## **ARTICLE III – POLICIES**

### Section 1

No part of the net earnings of TOS shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that TOS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501c (3) purpose.

### Section 2

No substantial part of the activities of TOS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and TOS 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 political office. Notwithstanding any other provision of these articles, TOS shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501c (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

### Section 3

Upon the dissolution of TOS, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501c (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,

### Section 4

The fiscal year will run from July 1 – June 30.

## **ARTICLE IV – MEMBERSHIP**

### Section 1

Membership in TOS shall be open to all persons interested in the growth, culture and enjoyment of orchids.

### Section 2

A person may become a member of TOS by informing the membership chairman of their desire to join, accompanied by the remittance of dues.

### Section 3

There shall be four classes of membership: regular, life, student and honorary.

Regular members shall pay dues, vote and be eligible to hold office.

Life members shall pay one lifetime membership fee or pay regular dues for 20 consecutive years, vote and be eligible to hold office.

Student Members shall pay dues, vote and be eligible to hold office.

Honorary members pay no dues, but are eligible to vote and hold office. Honorary members may be elected by a majority vote of the membership upon recommendation of the Board of Trustees. A person, who has rendered outstanding service to TOS or is distinguished in the orchid world, may be nominated for honorary membership.

## **ARTICLE V – DUES**

### Section 1

The dues structure shall be subject to periodic review and may be changed by a majority vote of the Board of Trustees. Life membership shall be twenty (20) times the annual dues for regular membership at the time of application for the life membership. Dues shall be paid to the membership chairman by the beginning of each fiscal year.

### Section 2

Any member delinquent in the payment of dues for a period of one hundred and twenty days may be dropped from the rolls of TOS.

## **ARTICLE VI – BOARD OF TRUSTEES**

### Section 1

The administration, management and general conduct of TOS, except as noted in Section 1a and 1b, and shall be vested in a Board of Trustees, hereinafter referred to as Board, which shall consist of the President, the Vice President, the Secretary, the Treasurer, six Trustees, the immediate Past President and any appointed Show Chairman, when applicable, as an ex officio Board member.

### Section 1a

Any action which will commit the expenditure of more than \$500.00 from any fund controlled by TOS shall be put to the vote of the general membership.

### Section 1b

All donations or contributions to TOS shall be approved by the Board with the exception of items as designated under Article X.

## **TERMS OF OFFICE**

### Section 1

The term of the President and Vice President shall be one year. These officers may be elected to a second consecutive term, but may not serve a third term until they have been out of office for at least one term. A partial term served by filling a vacancy (see Section 5) will not be counted.

## Section 2

The term of office for the Secretary and Treasurer shall be one year without restriction on the number of consecutive terms served.

## Section 3

A term of office for Trustee shall be three years, two to be elected each year. A Trustee may not serve a second consecutive term. A partial term served by filling a vacancy (see Section 5) will not be counted.

## Section 4

All officers and Trustees shall serve until their successors take office.

## Section 5

Vacancies: If the office of President becomes vacant, the Vice President shall become President and a new Vice President will be elected by a majority vote of the membership. If a trustee or other office becomes vacant, that position will be filled by a majority vote of the Board.

## **ARTICLE VII – DUTIES OF OFFICERS**

An exact description of the duties of officers is contained in the TOS OPERATIONAL GUIDELINES, Chapter 1.

## **ARTICLE VIII – MEETINGS**

### Section 1

General membership meeting shall be held at a time and place designated by the Board. When practical, this should be the first Sunday of the month. Twenty-five percent of the membership shall constitute a quorum for the transaction of any business not otherwise covered by the bylaws.

### Section 2

Meetings of the Board shall be held at such time and place as the President may determine. Six board members shall constitute a quorum.

### Section 3

At all meetings, Robert's Rules of Order, Revised, shall govern in all cases where they are not inconsistent with the provisions of these bylaws.

## **ARTICLE IX – ELECTIONS**

### Section 1

At the February regular meeting each year, a five member nominating committee shall be selected consisting of two members appointed by the President, and three members elected by the general membership. This committee shall prepare a slate of nominees for President, Vice President, Secretary, Treasurer and two Trustees. The committee shall submit the list of nominees to the membership at the March meeting.

### Section 2

Only persons who have been members of TOS for the immediate past six months shall be eligible for election or appointment to the Board.

### Section 3

The election shall take place at the regular April meeting and shall be by ballot cast in person by the members present or by acclamation if no nominee is opposed. Additional nominations may be made from the floor, provided, however, those prospective nominees are qualified and have agreed to serve if elected. In the case of major national emergencies or pandemics, elections may be taken by electronic means or mail and not necessarily in person or at the April meeting.

### Section 4

Elected Officers and Trustees will be installed and take office at the June meeting or at the first in-person or virtual meeting if delayed by national emergencies or pandemics.

### Section 5

When installation is delayed, new Officers and Trustees will work with the current Board during the transition period and proceed with the turnover process prior to formal installation.

## **ARTICLE X – AUCTIONS AND PLANT SALES**

### Section 1

TOS will, as a general rule, hold two plant auctions in a single calendar year. The fall auction will consist solely of plants contributed by members with all proceeds going to

the treasury of TOS. The spring auction if held will consist of plants purchased especially for resale by TOS, the profits to go to the TOS treasury.

#### Section 2

Rules and Regulations for the exact procedures at member plant auctions and plant sales are set forth in the TOS OPERATIONAL GUIDELINES, Chapter III.

### **ARTICLE XI - AMENDMENTS**

#### Section 1

The Constitution and Bylaws may be amended at any time by a quorum vote of both the general membership and the Board of Trustees.

#### Section 2

When necessary the Constitution and Bylaws shall be reviewed by a committee appointed by the President and shall be reviewed in such a manor at a minimum of every five years.