
OKLAHOMA ORCHID SOCIETY, INC. CONSTITUTION

Originated February 10, 1950

ARTICLE I – NAME AND ADDRESS

The name of this Society shall be: Oklahoma Orchid Society, Inc., and it shall be incorporated in the State of Oklahoma as a not-for-profit corporation. The address shall be: Oklahoma City, Oklahoma.

ARTICLE II – PURPOSE OF SOCIETY

The mission of this Society is to educate and foster the appreciation of orchids and their culture. In fulfillment of its mission, this Society shall: bring together persons interested in learning about orchids; promote interest in orchid culture; encourage all orchid activities of interest to the enthusiast, including the holding of orchid shows and sales; procure and disseminate among its members information as to the methods of orchid culture, conservation, hybridization, and propagation; and exchange orchid pollen, seeds, plants, materials, and information as to sources of supplies used in orchid culture.

ARTICLE III – MEMBERSHIP

Membership in this Society shall be of three (3) classes: Active, Honorary Annual, and Honorary Lifetime. Only Active and Honorary Lifetime members in good standing shall have voting privileges. Membership in this Society shall be open to all persons.

ARTICLE IV – OFFICERS

The officers of this Society shall be President, Vice-President, Secretary, and Treasurer, who shall be elected at the November meeting in each year and shall hold office the following calendar year until such officer's successor is elected and qualified or until such officer's earlier resignation or removal.

ARTICLE V – BOARD OF TRUSTEES

The Board of Trustees shall consist of the officers of the Society, the immediate past President and two (2) elected trustees. The elected trustees shall serve for a period of two (2) years with one being elected each year at the November meeting. Each trustee shall hold office as set out herein until his/her successor is elected and qualified or until such trustee's earlier resignation or removal. It shall be the duty of the Board of Trustees to administer the affairs of the Society in accordance with the provisions of this Constitution, such Bylaws as may be adopted by the Society and the instructions of the Society not inconsistent therewith. The Board of Trustees shall meet as required to resolve matters pertinent to the benefit of the Society, at the direction of the President.

ARTICLE VI – MEETINGS

Meetings shall be held in conformity with the provisions of the Bylaws.

ARTICLE VII – EXHIBITS AND AWARDS

The Society shall have authority to hold exhibits and to issue awards in conformity with the provisions of the Bylaws.

ARTICLE VIII – AMENDMENTS

Any proposed amendment to this Constitution or Bylaws shall be signed by three (3) or more members and submitted in writing or electronically to the Secretary prior to a meeting of the Society. The Secretary shall furnish each member of the Society a copy of the proposed amendment. After such notice, the proposed amendment shall become a part of the Constitution or Bylaws if, at a subsequent meeting, it is approved by a two-thirds majority of the members present and voting.

OKLAHOMA ORCHID SOCIETY, INC. BYLAWS

SECTION 1 – QUORUM FOR CONDUCTING BUSINESS

One-fourth of all voting members shall constitute a quorum at any meeting of the Society, for the transaction of business. At a meeting of the Board of Trustees, a quorum shall consist of at least four (4) members of the seven (7) member board.

SECTION 2 – MEMBERSHIPS

- A. **ACTIVE MEMBERSHIP**: An active member is one whose dues are in good standing. Application for active membership shall be made in writing, via the Society's website, or verbally to any member of the Society, and acceptance is automatic upon payment of the membership dues.
- B. **HONORARY MEMBERSHIPS**: There shall be two (2) classes of honorary memberships: Honorary Annual Membership, with no voting privileges; and Honorary Lifetime Membership, wherein voting privileges may be exercised only if such membership is active. Any member wishing to propose the name of a person for either class of honorary membership shall do so by:
 - 1. Stating the name, address, business connection and reasons for such a proposal in writing.
 - 2. Submit it to any Society officer, Board member, or the Membership Committee Chair prior to the opening of a meeting; and
 - 3. Voting shall be by verbal, written, or electronic ballot. An affirmative of at least seventy-five percent (75%) of the votes shall constitute election to Honorary Annual Membership or Honorary Lifetime Membership. Annual Honorary Members may be re-elected for a subsequent year without formality. Upon being so elected, a suitable letter shall be sent by the Membership Chair denoting such honor.
- C. Only active members in good standing and active Honorary Lifetime Members shall have voting privileges.

- D. Only active members in good standing may enter a plant into the Oklahoma Orchid Society exhibit. If not an active member, an individual may enter his/her own exhibit.

SECTION 3 – ELECTION OF OFFICERS and ELECTED TRUSTEES

Names may be proposed for officers and elected trustees by a Nominating Committee and by nomination from the floor. Nominations shall be presented to the membership for consideration at the regular October meeting each year.

The Election of Officers shall be held by verbal or written ballot at the November meeting or by electronic ballot prior to the November meeting. In case no majority is received on the first ballot, the two candidates receiving the highest number of votes shall compete in a run-off. No vote of a member of the Society shall be made by proxy.

The term of office shall be from January 1 to December 31, except in the case of election during the interim, in which the officer so elected shall assume his/her duties immediately and serve until December 31.

SECTION 4 – OFFICERS

PRESIDENT: The President shall preside at meetings of the Society and Board of Trustees and shall see that the Constitution and Bylaws are enforced. He/she shall have general supervision over the conduct and affairs of the Society and, together with the Treasurer, shall countersign all bank accounts, contracts and agreements previously approved by the Board of Trustees. He/she shall appoint the Chairs of all committees. He/she shall appoint the monthly hospitality person for the meetings of the Society.

VICE-PRESIDENT: In the absence of the President, the Vice-President shall substitute for the President. The Vice-President shall also serve as Programming Committee Chair.

SECRETARY: The Secretary shall prepare and post to the Society's website a monthly report of meeting minutes, edit and publish approved updates to the Constitution and Bylaws, handle correspondence of the Society, maintain copies of correspondence and minutes of all meetings, and report to the American Orchid Society (AOS) with respect to these meetings when Society business contains issues of interest that should be brought to its attention.

TREASURER: The Treasurer shall be held responsible for the financial and tax records of the Society. He/she shall collect and hold all monies received, issue and sign all checks in payment of disbursements previously approved by the Board of Trustees, issue notices for dues, and keep the Society's "Not for Profit Certificate of Incorporation" and the Society's membership in the AOS and other hereinafter listed affiliations current. He/she shall provide an updated membership list to the Secretary by April 1 of each year. He/she shall maintain adequate records and at the close of each quarter, furnish the Board of Trustees with a detailed report of the financial condition of the Society.

A second signer may be elected by the membership to allow performing transactions on behalf of the Society during any time that the Treasurer is unable to fulfill the function.

Any vacancy occurring in an office of the Society shall be filled by the Board of Trustees until the next election.

SECTION 5 – MEETINGS

Meetings shall be held once a month, except that no regular meeting will be held during the month of December and may be omitted for the month of the Society's Annual Show & Sale. The Board of Trustees shall arrange for general regular meetings as practical. A special meeting may be called by the Board of Trustees at any time. At least seven (7) days' notice of all meetings shall be given the members by mail to their last known postal or email address or through posting to the society's website.

SECTION 6 – EXHIBITIONS

Exhibits will be scheduled and arranged by the Show Committee hereinafter provided for.

SECTION 7 – STANDING COMMITTEES

The following standing committees are recommended:

- A. **MEMBERSHIP COMMITTEE**: The Membership Committee shall consist of at least three (3) members including the Chair, whose duty shall be to promote membership in the Society, to welcome new members, and to recognize significant life events of the Society's members.
- B. **PROGRAMMING COMMITTEE**: The Programming Committee shall consist of at least three (3) members, including the Chair, who is the current Vice-President, and whose duty shall be to arrange suitable and interesting programs for the Society and to notify members and guests of such programming via email and posts to the Society's website.
- C. **SHOW COMMITTEE**: The Show Committee shall consist of at least three (3) members including the Chair, whose duty shall be to arrange for and conduct such shows as the Society may authorize. The current President shall name the Show Committee Chair for the coming year, who shall also serve as a current Show Committee member.
- D. **CONSERVATION COMMITTEE**: The Conservation Committee shall consist of at least three (3) members, including the Chair, whose duty shall be to promote protection and propagation of orchids with the goal of orchid conservation in the wild.
- E. **WEBSITE COMMITTEE**: The Website Committee shall consist of at least three (3) members, including the Chair, whose duty shall be to advise and direct development and maintenance of the Society's website, including its domain name. The Chair of this Committee shall serve as the Society's website administrator, whose duty shall be to administer the structure and function of the website and to provide training and advice to website content authors.
- F. **INVESTMENT COMMITTEE**: The Investment Committee shall consist of at least three (3) members, including the Chair, whose duty shall be to counsel the Society on its financial investments, including but not limited to endowments.

SECTION 8 – SPECIAL COMMITTEES

The President may appoint members of the Society to serve on any special committee as required.

SECTION 9 – RESIGNATIONS

If at any time a member wishes to resign from the Society, he/she shall give notice of his/her intentions in writing to the Secretary, who shall notify the Society of such resignation at the next meeting. No refund of dues shall be made if a member resigns.

SECTION 10 – DUES

The annual dues for the Society shall be \$25.00 for individual membership and \$30.00 for family/household membership. Members who are related but not residing at the same address shall be regarded as separate, individual memberships. Dues shall be construed as delinquent if not paid in the full annual amount by the membership's expiration date, and such member may be placed on the inactive list.

SECTION 11 – MEMBERSHIP DIRECTORY (ROSTER)

The Secretary or designee shall furnish each member of the Society a Directory (Roster) with the name, postal address, email address, and telephone number of every member of the Society by April 15 of each year. Alternatively, the Membership Directory may be posted electronically to a secure, members-only section of the Society's website by the same date.

SECTION 12 – ORDER OF BUSINESS

The order of business at meetings of the Society may be varied at the discretion of the presiding officer. Normally it should be as follows:

1. Meeting called to order
2. Introduction of guests
3. Approval of minutes of previous meeting
4. Treasurer's report
5. Old business
6. New business
7. Reports:
 - a. Great Plains Judging Center
 - b. AOS Representative
 - c. Orchid Digest Representative
 - d. SWROGA Representative
 - e. OKC Garden Council Representative
 - f. Committee Chairs
 - g. Other Reports
8. Refreshments
9. Program
10. Show & Tell

11. Auction or Sales of Plants
12. Raffle Plants
13. Adjournment

SECTION 13 – PROCEDURES

1. Robert’s Rules of Order shall govern parliamentary procedure.
2. The President or Vice President may approve expenses up to \$250.00 in advance. If a current member does not have advanced approval, he/she may not be reimbursed.
3. As Programming Committee Chair, the Vice President may spend up to \$2,000.00 per year for Society programs in accordance with the Society’s annual budget.
4. The Board of Trustees:
 - a. May make decisions up to \$500.00 by phone, electronic conference, or in-person meetings.
 - b. May determine how much will be paid to local guest speakers.
 - c. May determine when to reimburse an Oklahoma Orchid Society member for unusual expenses, with justification/proof by member.
 - d. May not allow any payment to a Society member who is guest speaker unless the member has an unusual expense approved beforehand.
5. Any current officer of this Society who has expenses for his/her position (such as for postage) should be reimbursed within reason and in accordance with the Society’s annual budget.
6. Show Hospitality Committee Chair shall be reimbursed for expenses for the Annual Society Show & Sale up to \$500.00 in accordance with the Show & Sale budget.
7. Monthly hospitality person for Society meetings shall be reimbursed to procure/bring snacks, drinks, ice, and paper/plastic ware as needed for each meeting.

SECTION 14 – AFFILIATIONS

1. AFFILIATION WITH AMERICAN ORCHID SOCIETY: The Oklahoma Orchid Society shall be affiliated with the American Orchid Society and shall cooperate with it in the promotion of the study and growing of orchids.
2. AFFILIATION WITH SOUTHWEST REGIONAL ORCHID GROWERS ASSOCIATION: The Oklahoma Orchid Society shall be affiliated with the Southwest Regional Orchid Growers Association. Directors are to serve for a term of two years with the incoming President each year to be the new Director. In the event a President is reelected to succeed himself/herself, then the Society shall elect a new Director to fill the unexpired one-year term.
3. AFFILIATION WITH THE ORCHID DIGEST: The Oklahoma Orchid Society shall be affiliated with the Orchid Digest.
4. AFFILIATION WITH OKLAHOMA CITY COUNCIL OF GARDEN CLUBS: The Oklahoma Orchid Society shall be affiliated with the Oklahoma City Council of Garden Clubs.

5. AFFILIATION WITH THE NATURE CONSERVANCY: The Oklahoma Orchid Society shall be affiliated with The Nature Conservancy.
6. AFFILIATION WITH THE OKLAHOMA NATIVE PLANT SOCIETY: The Oklahoma Orchid Society shall be affiliated with the Oklahoma Native Plant Society.
7. AFFILIATION WITH THE OKLAHOMA STATE GARDEN CLUBS, INC. The Oklahoma Orchid Society shall be affiliated with the Oklahoma State Garden Clubs, Inc.

SECTION 15 – DISSOLUTION

In the event of dissolution of the Oklahoma Orchid Society, all assets above liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code to the Southwest Regional Orchid Growers Association (SWROGA) at its current address or, in the event SWROGA has dissolved, any and all assets above liabilities shall accrue to the American Orchid Society at its current address. Specified organization must be exempt under section 501(c)(3) at the time of Oklahoma Orchid Society's dissolution or attest to use the assets for the purpose of educating and fostering the appreciation of orchids and their culture.

**FORM TO BE ATTACHED TO PROPOSED AMENDMENTS TO THE
CONSTITUTION AND/OR TO THE BYLAWS**

TO: Secretary, Oklahoma Orchid Society, Inc.

DATE: _____

It is proposed by the undersigned that amendments to the Articles of the Constitution and/or to the Bylaws of the Oklahoma Orchid Society be made as set out on the attached document.

We ask that the Secretary furnish each member of the Society a copy of the proposed amendments in accordance with the Constitution and Bylaws of the Society so that voting upon the proposed amendments can take place at the next regular meeting of members.

Signed by: _____
Signature of Member

Signed by: _____
Signature of Member

Signed by: _____
Signature of Member