

BYLAWS OF FOOTHILLS ORCHID SOCIETY

MEMBERSHIP

1. A CANDIDATE FOR MEMBERSHIP must be actively interested in the objectives of the Society.
2. MEMBERSHIP FEE in the Society, as hereinafter defined, shall be determined by the membership at a General Meeting.
3. An ACTIVE MEMBER is entitled to one vote per motion at a General Meeting of the Society and shall be entitled to become an Officer of the Society and shall pay annual membership dues in accordance with the bylaws of the Society.
4. Any person may become a member by completing an application form and by a favorable vote passed by a majority of the Board and upon payment of the fee.
5. Membership Fee shall be paid at the time a person is elected to membership and thereafter following the annual General Meeting.
6. Any member wishing to withdraw from the membership may do so upon a notice in writing to the Board through the Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of three months from the end of his last paid up year and shall thereafter not be entitled to membership privileges or powers in the Society until reinstated. Any member, upon a two-thirds vote of all members, present and voting, of the Society in good standing, may be expelled from membership for any cause which the Society may deem reasonable.

LIFE MEMBERSHIP

- 6a. The Board and approval of the membership at an annual general meeting may grant Life Membership to any long-standing member of the Society upon recommendation and acceptance. Life membership has all the privileges of a regular membership.

BOARD OF DIRECTORS

7. The affairs of the Society shall be managed by a Board of Directors which shall consist of the President, Vice-President, Secretary, Treasurer, Editor, and four Members-at-Large (membership, show chair, meeting coordinator and librarian); each of whom at the time of his election and throughout his term of office, shall be an active member in good standing of the Society. Each Director shall be elected to hold office until the first Annual General Meeting following his election or until his successor has been duly elected.

PRESIDENT

8. The President shall be an exofficio member on all committees, and shall, when present, preside at all meetings of the Society and of the Board. In his absence or inability to serve, the Vice-President shall preside at any such meetings. The President shall submit a report to the Membership at the Annual General Meeting.

VICE PRESIDENT

9. The Vice President shall perform all duties of the President in his absence or inability to serve, and shall perform other duties as may be prescribed by the President or by the Board.

SECRETARY

10. It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. The Secretary shall have charge of the Seal of the Society, which Seal, whenever used shall be authenticated by the signatures of the Secretary and the President, or in the case of the death or inability of either to act, by the Vice President. In case of the absence of the Secretary, those duties shall be discharged by such Officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.

EDITOR

11. The Editor shall be responsible for editing, publishing and distributing a Society Bulletin to all members and for the collection and dissemination of information of value to the Membership.

TREASURER

12. The Treasurer shall receive all monies of the Society and deposit same in the name of the Society in a Chartered Bank to be chosen by the Board. The Treasurer shall keep an accurate account of all receipts and disbursements and shall be required to submit an audited report at the Annual General Meeting or at such other times as may be requested by the Board.

MEMBERS AT LARGE

13. Membership chair - maintains the current membership list.

Meeting coordinator - books the hall and speakers, attends to the needs of the speaker.

Show chair - is responsible for coordinating the annual show, as well as the displays for any other show the Society may wish to participate in.

Librarian - maintains the current library, keeps track of books in and out. As well, secures new titles for the library as needed or deemed worthy by a committee or the board.

AUDITING

14. The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society appointed for that purpose by the Board. A complete statement of the standing of the books for the previous year shall be submitted by such auditor(s) at the Annual General Meeting of the Society. October 30th in each year shall be the end of the fiscal year of the Society.

INSPECTIONS

15. The books and records of the Society may be inspected by any Member of the Society at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same.

MEETINGS

16. The Society shall hold an Annual General Meeting on or before the 30th of September in each year, of which meeting due notice along with the proposed agenda shall be given to all members. At this meeting all officers shall be elected for the ensuing season. These officers shall be President, Vice President, Secretary, Treasurer, Editor and four Members at Large, and shall serve until their successors are elected and installed. All Officers shall present their Annual Reports at this meeting. A quorum for the Annual General Meeting shall be twenty per cent (20%) of the active Membership of the Society.

SPECIAL MEETINGS

17. Special meetings may be called at any time by the President, Secretary, or one fifth (20%) of the Membership of the Society upon at least seven days notice, specifying the place, day and hour of the meeting, and in the case of special business, the general nature of such business shall be given to the Membership by mail but non-receipt of same by a Member shall not invalidate the proceedings of any meeting. A quorum of any Special Meeting shall be twenty per cent (20%) of the Membership of the Society.
18. The Board shall meet whenever necessary to transact business upon the summons of the President or one fifth (20%) of the Membership of the Society. A quorum of the Board shall consist of five (5) of its members.

19. Any three members of the Board, upon the giving of a minimum of twenty four hours verbal notice, shall have the power to request a meeting of the Board by specifying the object of any such meeting.

VOTING

20. Any member who has not withdrawn from membership and who has not been suspended or expelled as herein provided shall have the right to vote at any meeting of the Society. Such votes must be made in person and not by proxy or otherwise.
21. The President or Acting Chairman of a General Meeting or of a Board meeting may cast a deciding vote where there are an equal number of votes for and against any motion.

REMUNERATION

22. Unless authorized by the Board and after notice to the Membership of same shall have been given, no Officer or Member of the Society shall receive any remuneration for services.

NOMINATION AND ELECTION OF OFFICERS

23. A nominating committee shall be appointed by the Board for the purpose of drawing up a slate of officers for the coming year. Said proposed slate shall be presented to all Members no later than two weeks prior to the Annual General Meeting.
24. No member of the Board shall hold the same office more than two consecutive years except by recommendation of the Board and by approval of the Membership.
25. The elections of all Officers shall be by ballot or by acclamation at the Annual General Meeting.

BORROWING POWERS

26. For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall only be exercised under the authority of the Membership, and in no case shall debentures be issued without the sanction of an extra ordinary resolution of the Society.

SEAL

27. The Board may authorize a Seal for the use of the Society. Such authorized Seal will be kept in the custody of the Secretary and shall be affixed to such documents as the Board may direct.

LIABILITIES

28. No Convener of any Committee or other member of the Board or the Society shall contract any liability or incur any expenditure which has not first been authorized by the Board.

DISSOLUTION

29. In the event of Dissolution of the Society, any property or monies remaining after the satisfaction of all debts and liabilities shall be given or transferred to any organization designated by the members of the Society at or before the time of dissolution.

BYLAWS

30. The BYLAWS may be rescinded, altered or added to by an EXTRAORDINARY RESOLUTION passed by a majority of not less than three-fourths of such members entitled to vote as are present in person, at a General Meeting of which two weeks written notice specifying the intention to propose the resolution as extraordinary has been duly given.
31. A copy of the BYLAWS shall be made available to each member of the Society at the Annual General Meeting and at General Meetings.

DATED THIS 29th DAY OF MAY, 2006.