

By-Laws of the National Capital Orchid Society (7 Sept 2008)

ARTICLE I: Name, Purpose, and Objectives

Section 1.01 Names and Purpose

The name of this society shall be: National Capital Orchid Society, Inc. hereafter referred to in this document as "NCOS". The NCOS is incorporated in the District of Columbia.

The purpose of the NCOS shall be to: bring together persons interested in orchids; provide information on the cultivation, propagation, conservation and other aspects of knowledge about the orchid plant family in the world; promote interest in orchids by lectures, exhibits, shows, auctions and publications; encourage among the membership interchange of experience, plant material, and supplies; and finally, appreciate orchid-inspired art and crafts.

Section 1.02 Non Profit Organizations

- a. The Society shall be operated solely and exclusively for scientific and/or educational purposes related to the study of ORCHIDS, their propagation, culture, care, conservation, and development.
- b. No part of the net income of the Society may under any circumstances inure to the benefit of any private individual.
- c. The Society shall not carry on any propaganda or otherwise attempt to influence legislation.
- d. The Society shall not participate in or intervene in any political campaign on behalf of any candidate for public office, or publish or distribute statements in connection with such political campaign.
- e. The Society shall not participate in any transaction resulting in a diversion of its income or assets to any officer, employee or contributor, other than the payment of reasonable compensation for personal services actually rendered to the Society.
- f. The Society shall at no time conduct or participate in any activity whatsoever which a non-profit organization is not permitted to carry on under the provision of Section 501(c)(3) of the Internal Revenue Code then in effect.
- g. Should the Society be dissolved at any time, its assets and all income accrued thereon, after payment of liabilities, shall be distributed to the American Orchid Society, Inc.

h .The NCOS shall appoint a Resident Agent who is an NCOS member residing in the District of Columbia. The Resident Agent is to receive at his or her home address, the official mailings from the District of Columbia with regard to tax filings and legal notices. The mailings shall be turned over to the Treasurer to be processed.

Section 1.03 Affiliations

1. American Orchid Society, Inc.

This Society shall be affiliated with the American Orchid Society, Inc. (hereafter referred to in this document as “AOS”) and shall cooperate in the promotion of the study and growing of orchids. The President, with the approval of the Board, shall appoint a member of the society to act as representative to the AOS.

2. The National Capital Orchid Society, while holding an appointment from the AOS as the sponsoring society of the National Capital Judging Center, will be responsible for providing the financial and administrative support needs of the judging center.

Section 1.04. The non-discrimination policy of the NCOS, Inc.

In the course of its operations, NCOS is open to all, regardless of race, color, national origin, sex, religion, age, disability, political beliefs, sexual orientation, or marital or family status. Members or officers who violate this policy are subject to removal from the membership rolls.

ARTICLE II: Membership and Dues

Section 2.01 Types of membership

(a.) Regular Member -- Member in good standing is defined as one whose financial obligations to NCOS members have been met no later than March 31 of the calendar year, hereafter referred to as “Member”. Prospective members who join NCOS during the year are considered members, following the acceptance of their application and dues. .

(b.) Life Membership -- Recommendations for Life Membership must be submitted in writing and received by the Secretary, no later than 2 weeks prior to the September meeting of the Board. The letter must contain the name, address, and a brief history of the member's contributions and participation in the work of the Society. Review proceedings by the Board on these recommendations shall be confidential. Upon approval, the board shall notify the new Life Member in writing. The President will announce the new Life Member at the Annual Meeting. The spouse of a Life Member will not be required to meet yearly dues obligations.

(c) Corresponding Membership - Orchid enthusiasts living more than 200 miles outside the Washington Metropolitan area and especially those living outside the United States may be nominated to Corresponding Membership in the NCOS. Corresponding

Members will receive those benefits of membership in the Society that can be transmitted without cost to the Society, including monthly newsletters sent as email attachments, and will not pay dues. Nominations for Corresponding Membership may be submitted to the Board at any time by any member of the Society in good standing. The nomination must include the name, postal address, and email address of the candidate and a brief summary of his or her contributions to orchid conservation, taxonomy, culture, or education. The Board will review the submitted material and upon successful endorsement, the President shall notify the new Corresponding Member in writing. The President shall announce the new Corresponding Member at the next regular meeting of the Society. The Communications Committee will annually contact all Corresponding Members to insure they are receiving their benefits and to confirm their desire to continue their Corresponding Membership.

Section 2.02 Dues

The annual dues of the Society shall be on a calendar year basis. The dues for a regular membership shall apply to a single member or to a single household. New member applications received after October 15th would begin on January 1st of the next calendar year. New members would be added to the current mailing list. Dues shall be construed as delinquent if not paid on or before March 31st. Delinquent members will be dropped from membership on April 1. They may be reinstated upon payment of the full current year's dues. Dues shall not be required of life members.

The Board shall review the dues annually with respect to their sufficiency to defray the cost of running the Society. This decision will usually be made in June after the books for the preceding year are closed, the federal income tax returns are filed and the report from either the outside auditor or the internal auditing committee has been received. These changes will take effect at the next dues renewal cycle. Any changes in dues recommended by the Board shall be furnished in writing to all members of the Society for their consideration, in accordance with the provisions listed in **ARTICLE VI**.

Section 2.03 Membership Roster

The Society shall furnish to each of its members, a Directory current as of the close of business of the preceding year, showing the name, address, telephone number(s) and email address of every member of the Society. An unpublished list of those members who request that their data not be published will be maintained in the historic files.

ARTICLE III: Board, Officers, and Committees

Section 3.01 Description of Board

The Board of Directors (hereafter referred to as the Board) shall consist of the elected Officers of the Society. An elected officer who misses three fifths of the regularly scheduled Board meetings within a calendar year without the President's prior approval shall be deemed to have vacated the office. The immediate past president will serve as a

member of the Board in an ex officio capacity. Chairpersons of the Standing Committees may be appointed to serve on the board. These appointments, made with approval of at least 4 of the elected board members, will be ratified at the next membership meeting and published in the current issue of the newsletter. It will be the duty of the Board to administer the affairs of the Society in accordance with the provisions of the By-Laws as may be adopted by the Society and the instructions of the Society not inconsistent therewith.

Section 3.02 Officers

The Officers of the Society shall be a President, a President-elect, a Vice-President, a Secretary and a Treasurer. The election of officers shall be held at the annual business meeting in December. The Officers shall be elected for two year terms.

PRESIDENT -- The President shall preside at monthly meetings of the Society and scheduled meetings of the Board and ensure that the Constitution of NCOS and its By-Laws are followed. The President shall have general supervision over the conduct and affairs of the Society. The President shall nominate for appointment the Chairperson of all committees.

PRESIDENT-ELECT -- In the absence of the President, the President-elect shall assume the duties of the President.

VICE-PRESIDENT-- In the absence of the President and the President-elect, the Vice-President shall assume the duties of the President.

SECRETARY-- The Secretary shall handle all correspondence of the Society, including maintaining records, minutes of all meetings, and report to the American Orchid Society, Inc. the names and addresses of newly elected Officers following the December meeting.

TREASURER -- The Treasurer shall be responsible for the financial records of the Society. The Treasurer is responsible for the collection and deposit of all monies received, and will issue and sign all checks in payment of disbursements approved by the Board. The Treasurer shall maintain financial records and will regularly furnish reports on the financial condition of the Society to the Board. The Treasurer will prepare a budget and present it for approval at the first Board Meeting of the calendar year. This approved budget will be presented, as a matter of information only, to the membership at its January meeting.

The Treasurer is limited to serving two consecutive elected terms. This four year rule should be violated only under extreme circumstances, approved by the unanimous consent of the elected board and submitted to the general membership to be in effect for the shortest time possible with check writing authority vested in another elected officer of the board during the period of this temporary appointment.

To insure managerial continuity, the Treasurer's responsibilities shall commence one calendar year following the election of NCOS officers. During the first year prior to taking on the responsibilities of the Treasurer, the Treasurer-elect shall work with the incumbent Treasurer, as a training period to insure a smooth transition of responsibilities.

Section 3.03 Election of Officers

The Nominating Committee shall propose and accept nominations from members for election to the various elected positions of the society. With the consent of the nominees, the President will accept the nominations and at the November meeting place them before the membership. The actual vote to validate their election will be taken at the December meeting.

Election of officers shall be a voice ballot or by a show of hands if the presiding officer cannot determine whether a majority is received by voice vote. No vote of a member shall be made by proxy.

In the event the office of President or President-elect becomes vacant, a special election shall be held to fill the vacancy for the unexpired term. In case an office other than President or President-elect becomes vacant, the President shall appoint a member to fill the vacancy, with the approval of the Board. This appointment will be reported to, and validated by, member vote at the next regularly scheduled membership meeting.

The office of Treasurer will be voted on in conjunction with the rest of the Board members with the actual term to commence the following calendar year.

Section 3.04 Committees

1. Standing Committees

At the discretion of a newly elected board, the appointments of Chairpersons of the Standing Committees will be reviewed and, if appropriate, the incumbents will be reappointed by the President, in consultation with the other elected officers. . There may be individuals or well established programs that present unique situations for which these restrictions may be waived by the board. These Committees will consist of at least three members including the chairperson. The President shall be an ex-officio member of each committee. All elected officers and standing committee chairpersons are expected to develop team members who will become replacement candidates for leadership roles within the Society.

(a.) PROGRAM COMMITTEE -- The organization of the Program Committee shall be the responsibility of the President-elect who will either serve as chairperson or, in consultation with the President, appoint a chairperson of the Program Committee. The Program Committee shall arrange suitable and interesting programs for the regular meetings of the Society.

(b.) ANNUAL ORCHID and ART SHOW COMMITTEE -- The organization of the Annual Show shall be the responsibility of the Vice-President who shall serve as chairperson or, in consultation with the Board, appoint a chairperson of the Annual Orchid and Art Show Committee. The Committee shall arrange and hold an annual show.

The Chair of the committee may, if adverse conditions prevail, and with the approval of the Board, cancel the show in any year. The orchid and art show may be held jointly with another society.

(c.) EXHIBITION TABLE COMMITTEE -- The Exhibition Table Committee shall provide tables for members to exhibit their plants at each regular meeting and prepare rules and regulations for the exhibition and judging of such plants.

(d.) LIBRARY COMMITTEE -- The Library Committee shall obtain and make available to the members, books and other materials relating to orchids. They shall maintain proper records of the material and prepare rules and regulations for its use by members.

(e.) AUCTION COMMITTEE -- The Auction Committee shall arrange and conduct the Annual Spring Auction and other similar activities.

(f.) PAPH FORUM COMMITTEE -- The Paph Forum Committee shall arrange and conduct an annual Paphiopedilum Forum devoted to the propagation, culture and exhibition of Paphiopedilums and related orchids. The Committee shall include a chairperson and co-chairperson. The Committee may include non-members of the Society with knowledge and expertise in the culture of Paphiopedilums and related genera; however, either the chairperson or co-chairperson must be a member of the Society. The chairperson, in consultation with the co-chairperson, shall appoint an annual advisory committee.

(g.) FINANCE COMMITTEE - This committee will consist of three members who will oversee the work of the society's financial team and insure that the recurring business reports are submitted as required. This committee will serve as an internal auditing team to review the Society's prior year business activity. The chairmanship of the Committee will automatically accrue to the immediate past president if that individual is able and willing to accept the responsibility.

In the beginning of the second year term of a newly elected slate of officers, this committee will select an outside firm to audit the past year's business activities. This would also serve as the validation audit of the departing Treasurer. The Chair of the Finance committee will give this report to the general membership at its June meeting.

(h.) COMMUNICATIONS COMMITTEE - An elected or appointed board member will chair this committee. This committee is responsible for all communications within the Society and between the Society, other organizations, and the general public. The internal responsibilities will include the administration of the membership acquisition and

retention program(s), publication of the membership roster, the timeliness of the website content and publication of the membership newsletter.

(i.) PICNIC COMMITTEE – This committee will organize and arrange the Annual Picnic and its associated activities, and will report annually to the Board at its September meeting on the outcome of that year’s event.

2. Special Committees

The President may appoint such committees as may be required for a specific period of time necessary to meet goals, special events and objectives of the NCOS.

(a.) The Nominating Committee shall be appointed by the President biennially. This Committee shall present as a recommendation to the President, prior to the November meeting, nominations for the Offices of President-elect, Vice-President, Secretary and Treasurer of the Society. The President shall announce the slate of candidates at the regular November meeting, preceding the annual meeting at which officers are selected. The current President-elect shall be nominee for President, unless he or she declines the nomination.

(b.) THE HUNTINGTON AWARD ADVISORY COMMITTEE shall be appointed by the President and be perpetually manned by the most recent three immediate past presidents. If the quorum falls below three, the President will appoint an additional committee member to serve until the end of the current president’s term.

The Huntington Service Recognition Award, created to memorialize the lifelong dedication and service of Merritt W. Huntington to the National Capital Orchid Society, will be conferred on a member of the NCOS for outstanding service to the society. It shall be the responsibility of the Committee to review recommendations received from the society members for the Huntington Award. The Committee shall report to the Board, at its November meeting, on their recommendations and provide a narrative description of the candidate’s accomplishments.

Funding for this award will come from voluntary contributions of the general membership and will be maintained in an exclusive account in order to not be in conflict with **Section 1.02 paragraph b.**

ARTICLE IV: Meetings and quorum

For the transaction of business, twenty-five (25) members in good standing shall constitute a quorum at any regular business meeting of the Society. At a meeting of the Board, a quorum shall consist of a majority of the Board for the transaction of business.

Section 4.01 Meetings

The Society shall operate on a calendar year basis, January 1 to December 31. A Society meeting shall be held every month except during the months of July and August. Any special meeting of the Society may be called by the Board at any time. At least fourteen (14) days' notice of all society meetings shall be given the members.

Section 4.02 Board Meetings

The board shall meet every other month beginning with the month of January except for the month of July. All board meetings shall be open to the members of the Society to attend with the exception of board meetings addressing disciplinary action of Board or Society members. At least fourteen (14) days' notice of all board meetings shall be given the members.

Section 4.03 Conduct of Business

Society and board business shall be conducted according to Roberts Rules of Order. The agenda of a business meeting of the Society may be changed at the discretion of the presiding officer.

ARTICLE V: Finance and Budget

Section 5.01 Budget Policy

The Finance Committee will develop guidelines for the annual operating budget of the Society.

Section 5.02 Trust Funds

Funds provided to the Society for special or general purposes [maintained in the Society's financial records] shall be invested in appropriate interest paying investment notes and administered by the Treasurer. The disposition of trust funds shall be on the basis of a two-thirds (2/3) majority vote of the Board.

ARTICLE VI: Amendments and Repeal

Section 6.01 Amendments and Repeal

Any proposed amendment to these By-Laws shall be signed by three (3) or more members and submitted to the Secretary prior to a meeting of the Society. The secretary shall furnish a copy of the proposed amendment to all members of the Society prior to a meeting at which it shall be introduced for discussion and vote. These By-Laws may be amended or repealed by an affirmative vote of two-thirds of the members present at any meeting that is duly pursuant to a notice specifying the nature of the changes to be considered.