

ARTICLE I

(Name)

The organization shall be known as the South Carolina Orchid Society, Incorporated (SCOS).

ARTICLE II

(Office and Location)

The principle office of the organization shall be located at the residence of the Secretary and/or Treasurer or wherever else as established in the State of South Carolina by the Board of Directors.

ARTICLE III

(Purpose and Restrictions)

Section I Purpose: The South Carolina Orchid Society, Inc. shall at all times be operated solely and exclusively for educational purposes related to the study of orchids, their propagation, culture, care and development so as to enhance and promote the advancement and appreciation of orchid preservation.

Section II Restrictions:

A. No part of the net income of the Society may under any circumstances inure to the benefit of any private individual or business.

B. The Society shall not carry on any propaganda or otherwise attempt to influence legislation. Nor shall it participate in, endorse or intervene in any political campaign on behalf of a candidate for public office, or publish or distribute statements in connection with such political campaign.

C. The Society shall not participate in any transaction resulting in the diversion of its income or assets to any officer, employee or contributor, other than the payment of reasonable compensation and/or reimbursement for personal services rendered to the Society.

D. The Society shall at no time conduct or participate in any activity whatsoever which a totally Tax-exempt organization under Section 501 (c) (3) of the IRS Code or corresponding provisions of any South Carolina or United States Revenue Law is not permitted to carry on under their provisions then in effect.

ARTICLE IV

(Membership)

Section 1. General: Any person interested in the preservation, scientific research, and educational promotion of orchids shall be eligible for membership, regardless of race, creed, color, sex, residence, age, handicap or national origin.

Section 2. Application for Membership: Application for membership shall be made in the format and manner prescribed by the Board of Directors.

Section 3. Acceptance to Membership: Applicants for membership shall be accepted by the Treasurer upon completion of the application process.

Section 4. Annual Dues: Annual Dues for regular members shall be in such amount as shall from time to time be determined by the Board of Directors, payable at such time as the Board may specify. No dues are refundable except by action of the Board. Any regular membership terminates if dues are sixty days in arrears.

Section 5. Life Members and Honorary Members:

A. Any regular member may become a Life member upon payment of a single fee as determined from time to time by the Board of Directors. Life members pay no annual dues; they may vote and are eligible to hold office.

B. Honorary members pay no dues; they cannot vote, and cannot hold office. Honorary members may be elected by a majority vote of a quorum of the Board from persons distinguished in the orchid world, or from persons who have rendered outstanding service to the society. Honorary memberships are for the duration of the life of the person so honored unless cancelled by subsequent action of the Board.

Section 6. Removal from Membership: Any member may be removed from membership, by a majority vote of the members present at a properly called meeting of the membership, for such conduct deemed prejudicial to the Society, provided that such member shall have first been served with written notice of the accusations against him/her and shall have been given an opportunity to produce his/her witnesses, if any, and to be heard at the meeting at which such vote is taken.

ARTICLE V **(Officers)**

Section 1: Number and Term: The officers of the Society shall be a President, First Vice-President, Treasurer and Corresponding/Recording Secretary. The officers shall serve for two years or until their successors are duly elected and qualified. No person shall hold two or more offices, except that the positions of Treasurer, Recording Secretary and Corresponding Secretary may be held by one person. No member shall be eligible for reelection for the same office until after the lapse of one year, except for the office of Treasurer or Corresponding/Recording Secretary.

Section 2: President:

A. The President shall be the chief executive officer of the society, preside over all meetings of the Board of Directors and of the members, have general and active management of the business of the Society and shall see that all orders and resolutions of the Board and the members are carried into effect. The President shall create Standing Committees and Special Committees and appoint the chairpersons of all such committees. The President also shall be ex officio a member of all Standing Committees with voting power and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

B. The President shall, with the Recording/Corresponding Secretary and Treasurer, when involving financial contracts, sign all written contracts and obligations, unless otherwise provided by special vote of the Board, and no contract shall be valid and binding on the Society unless so signed.

Section 3. Vice-President:

A. The Vice-President shall perform such duties and do such acts as are prescribed by the Board of Directors or the President. In addition to other duties, the Vice-President shall be in charge of programs.

B. Subject to the provisions of this section, the Vice-President shall perform the duties and have the powers of the President in the event of the President's absence or disability. If the President and Vice-President are absent from any meeting, then the Recording/Corresponding Secretary or Treasurer, in that order, shall call the meeting to order and a temporary Chairman shall be elected.

Section 4. Secretaries:

A. There shall be a Recording/Corresponding Secretary. The Recording/Corresponding Secretary shall keep a true record of all meetings of the Society and of the Board of Directors and shall have general charge of the records and other general books of the Society. The Recording/Corresponding Secretary shall keep the Society Seal in safekeeping, and shall have authority to affix the same to all instruments where its use is required.

B. The Recording/Corresponding Secretary shall conduct the correspondence of the Society and shall keep copies of same, shall give notice of all meetings by mail, e-mail to members and to the public by notice in The State Newspaper and any other publication which has such provisions and shall notify each person of election to office in the Society. He/she will also give all notices required by statute, bylaw or resolution.

C. The Recording/Corresponding Secretary shall perform such other duties as may be delegated by the Board of Directors or by the President.

Section 5. Treasurer: The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the Society full and accurate accounts of all receipts and disbursements; he/she shall deposit all moneys, securities and other valuable effects in the name of the Society in such depositories as may be designated for that purpose by the President or Board of Directors. The Treasurer shall collect the dues and give a full report of receipts and expenditures at regular meetings, notify delinquents and keep a record of all those dropped from membership. The Treasurer shall disburse the funds of the Society as may be ordered by the Board, or as may be ordered by a majority of the members present at a properly called meeting, taking proper vouchers for such disbursements, and shall render to the President, the Board, and the membership at regular meetings and whenever requested by them, an account of all his transactions as Treasurer and of the financial condition of the Society. If required by the Board, the Treasurer shall deliver to the President of the Society and shall keep in force, a bond in form, amount and with a surety or sureties satisfactory to the Board, conditioned for faithful performance of the duties of his office. If required by the Board, the Treasurer's records shall be audited as soon as practicable following the close of the final meeting of the year.

Section 6. Removal: Any officer may be removed from office, with or without cause, by the vote of a majority of the members present at a properly called meeting of the membership.

Section 7. Vacancy: If the office of any officer or agent becomes vacant for any reason, the membership may choose a successor or successors, by a vote of a majority of the members present at a properly called meeting of the membership, who shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 8. General Powers: Subject always to the direction of the Board of Directors or the members, the officers are authorized to do and perform all corporate acts appropriate to carry on the business of the Society.

Section 9. Compensation: The Officers shall serve without compensation.

Article VI
(Board of Directors)

Section 1. Term and Compensation:

A. The Board of Directors shall be composed of the Officers of the Society, the immediate Past President of the Society, and a minimum of four Directors, elected at large from the membership. The term of the Directors, who are officers, shall commence at the close of the final meeting of the year at which he/she is elected and continue for two years until the close of the last meeting of the second year.. The term of the Directors who are elected at large shall be for two years. The four Directors elected at large shall have staggered terms so that each year only two Directors are elected.

B. The Officers shall serve without compensation.

Section 2. General Powers: *The control and management of the affairs and business of the Society shall be vested in the Board of Directors. The actions and decisions of the Board shall, in certain situations, be subject to the approval of the membership of this Society as follows:*

A. The Board shall not commit the membership of the Society to any projects continuing for more than one year.

B. Merge or affiliate the Society with any other society, corporation or partnership.

C. Commit the financial resources of the Society to out-of-the-ordinary expenditures without the approval of a majority of the members present at a properly called meeting of the membership.

Section 3. Removal: *Directors at large may be removed from office, with or without cause, by the vote of a majority of the members present at a properly called meeting of the membership.*

Section 4. Vacancy: *If the office of any Director at large becomes vacant for any reason, the membership may choose a successor or successors, by a vote of a majority of the members present at a properly called meeting of the membership, who shall hold office for the unexpired term in respect of which such vacancy occurred.*

Article VII
(Committees)

Section 1. General: *The Society shall have Standing Committees and Special Committees. The number and kind of such committees shall be determined by the Board of Directors. The President shall have the authority to establish additional special committees and to appoint the chairman and membership of each committee. The chairman of each committee shall prepare and submit to the membership at the final meeting of the year a detailed written report of the activities and financial expenditures of the committee. These reports shall be filed with the permanent records of the Society.*

Article VIII
(Membership and Board of Directors Meetings)

Section 1. Meeting of Members: *Meetings of members shall be held bi-monthly in the odd months of the year unless circumstances dictate otherwise. The time and place of meetings shall be determined by the Board of Directors and due notification given to the membership. Each regular and each life member shall be entitled to one (1) vote in person. Twenty Five percent (25%) or more of the total voting membership of the Society shall constitute a quorum for the conduct of business. A simple majority shall be required to pass any motion at any*

meeting of the members unless otherwise provided. A special meeting of members may be called at any time by the President, a majority of the Board of Directors, or by twenty-five (25%) of the members. Meetings shall be conducted in accordance with "Roberts Rules of Order".

Section 2. Meetings of the Board of Directors: *Meetings of the Board of Directors shall be held at such places and times as called by the President or by a majority of the Board. A quorum for the transaction of business at any meeting of the Directors shall consist of five (5) members of the Board then in office. A simple majority is required to pass any motion at any meeting of the Board, unless otherwise provided.*

Article IX
(Nominations and Elections)

Section 1. Nominating Committee: *In the month of July each year, the President shall appoint a nominating committee consisting of a Chairperson and two (2) other members of the Society. The Nominating Committee shall prepare a list of candidates for election to each office and for the Directors at large to be presented to the membership at the final meeting of the year. The membership may also present additional nominations at the annual meeting. Nominated Officers and Directors shall be regular or life members of the Society.*

Section 2. Election: *The Officers and Directors of the Society shall be elected by a majority of the membership present at the annual meeting. Such election shall be by ballot cast in person, or, in the case of no contest, by acclamation, if so moved and carried. An excess of votes cast over the number for an opponent is sufficient for election.*

Section 3. Initial Election: *At the initial election of Directors at large for the Society, four Directors shall be elected. Immediately following election, the four Directors shall draw lots to determine the two Directors to serve for a two-year term and the two Directors to serve for a one-year term.*

Section 4. Fiscal Year: *The fiscal year of the Society shall begin on 1 January and end on 31 December of each year. Terms of office shall be coterminus with the fiscal year.*

Article X
(Amendment of By-Laws)

Section 1. How Effected: *These bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of two-thirds (2/3) of the members entitled to vote at any regular or special meeting of the members if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of the meeting.*

Article XI
(Dissolution)

Section 1. How Effected: *In the event of the entire or partial termination or dissolution of this Society in any manner or for any reason whatsoever, the assets of the Society remaining after payment or making provisions for payment of all liabilities of the Society shall be distributed exclusively to organizations organized and operated exclusively for purposes described in Section 501 (c) (3) of the IRS Code or the corresponding provision of any*

future U. S. Internal Revenue Code, as the Board of Directors determines with special emphasis given to those organizations with purposes addressed in the Purpose section of these By-Laws. Such determination shall be made by he Board of Directors with approval of the members in accordance with the lawful activities and purposes of he Society. Any asset not so disposed of accordingly shall be subject to the disposition instructions of the appropriate court of jurisdiction.

Article XII
(Adoption of By-Laws)

Section 1: *These bylaws shall be adopted by a majority vote of the members voting at the time of its proposal for ratification.*

Section 2: *These bylaws shall be in full force and effect immediately upon their adoption.*

ADOPTED BY UNANIMOUS VOTE AT A MEETING OF THE MEMBERSHIP HELD ON

AND AT WHICH A QUORUM WAS PRESENT.

David Janvrin, Secretary/Corresponding Secretary
S. C. Orchid Society, Inc.