

# Bylaws of the Greater Lansing Orchid Society

The Greater Lansing Orchid Society (GLOS) is a nonprofit organization.

## Definitions

- **Board:** The Executive Board (Board) of the Society is defined as the Directors and the Officers.
- **Business:** Any action requiring a vote, including changes in elected officers or to the bylaws, is considered business. Business may be conducted at regular meetings outside of the annual May meeting without notice if it is not specified otherwise in the bylaws. A quorum is required to conduct business.
- **Calypto:** The newsletter of the Society.
- **Directors:** Four elected individuals, not to include Officers.
- **Fiscal Year:** The fiscal year runs from July 1 through June 30.
- **Guidance Documents:** The society may have guidance documents that provide additional assistance in meeting the requirements specified herein. These documents are not binding on the Society.
- **Member in Good Standing:** a member in good standing is one who has paid annual dues for the current membership year in accordance with the provisions contained herein. Only members in good standing may vote, serve on committees, or become Board members, subject to additional requirements specified herein.
- **Officers:** Persons holding the posts of President, Vice-President, Secretary, Treasurer and the Past President.
- **Quorum:** For business conducted at member meetings, a quorum consists of 15% of the voting members, which includes absentee voting when allowed. For conducting business at a Board meeting, quorum consists of greater than 50% of the Board members participating in-person or remotely.
- **Society:** The Greater Lansing Orchid Society.
- **Written notice:** unless specified otherwise, written notice includes either mailed or electronic correspondence.

## **1 Name and Purpose**

- 1.1.1 The purposes for which the Society is organized are to create an awareness of orchid culture; to foster the preservation of native species of orchids; to support research and development of orchid culture; and to hold meetings, lectures, and exhibitions. These purposes are exclusively educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- 1.1.2 Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law.

## **2 Membership of GLOS**

### **2.1 Membership Application Process and Benefits**

- 2.1.1 Applications for membership will be received from anyone who subscribes to the objectives of the Society. Membership shall not be limited by race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, military status, or place of residence.
- 2.1.2 Members are eligible to vote on all issues before the society 60 days after initially joining the society by payment of membership dues.
- 2.1.3 Members will have access to all society mailings, receive the society newsletter, and may participate in all society events.

### **2.2 Classes of Membership**

- 2.2.1 There shall be four classes of membership: individual, joint, life and honorary life.
  - 2.2.1.1 Individual members pay annual dues and receive all benefits as described above.
  - 2.2.1.2 Joint membership is restricted to those living at the same address. Each person shall pay annual dues based on a joint membership but will not receive separate society paper mailings.
  - 2.2.1.3 Life members are required to pay 10 times the individual rate when initiating their life membership and shall receive society mailings and participate in society events until such time they choose to end membership.
  - 2.2.1.4 Honorary life membership is granted to society members for exemplary, long-term service to the society by a 2/3 vote by the Board. They receive all benefits of a life member but are exempt from dues. No more than one honorary life membership may be granted each fiscal year.

## **2.3 Loss of Membership**

Membership in the Greater Lansing Orchid Society shall be terminated:

2.3.1 If dues are unpaid by September 1 of the current fiscal year:

2.3.1.1 The dues shall be considered in arrears on July 1 (the first day of the fiscal year). If dues are not paid by September 1 and without further notice, the member shall lose their membership;

2.3.1.2 Upon payment of dues for the current fiscal year prior to September 1, the member shall immediately regain all the rights and privileges of membership;

2.3.2 Upon expulsion for conduct inconsistent with the purpose of Society:

2.3.2.1 Any charge of improper conduct against a member shall be made in writing to the Board, who shall investigate the charge and give the member the opportunity to answer the charge;

2.3.2.2 The Board may expel the member or dismiss the charges by a 2/3 majority vote. The member shall be notified in writing of the Board's decision;

2.3.2.3 Individuals expelled by the Board may request an appeal before a quorum at a regular scheduled meeting of the membership. A simple majority vote by secret ballot of eligible members present is needed for member dismissal;

2.3.3 Upon resignation submitted, in writing, to the Society;

2.3.4 Upon death.

## **3 Fiscal Year, Dues and Expenditures**

### **3.1 Fiscal Year**

The fiscal year of the Society shall be July 1 to June 30.

### **3.2 Dues**

Dues are established as described below. A change in the dues structure takes effect on dues owed for the next fiscal year.

3.2.1 Dues are payable prior to the start of the fiscal year. Failure to pay dues by September 1 results in loss of membership.

3.2.2 Dues may be changed only if a majority vote of the eligible members support the change.

3.2.2.1 Written notice shall be provided 10 days prior to the meeting of the proposed change in dues and justification for change.

3.2.3 Society dues are not refundable.

### **3.3 Expenditures**

- 3.3.1 Only the treasurer or president, within the limits of the annual budget, shall expend the funds of the Society.
- 3.3.2 The Board may exceed designated expenses in the annual budget up to 10%.
- 3.3.3 For approved activities, expenditures exceeding \$100 require approval of the Board. Note: the Board is under no obligation to reimburse members for expenditures from unauthorized activities.
- 3.3.4 When the total annual budget is exceeded by 10%, the Board shall inform the general membership at the next meeting or in the newsletter of the amount and reason for the change.
- 3.3.5 Rates for reimbursement (meals, mileage, accommodations, etc.) for members for approved activities will be announced at the September meeting by the Treasurer, and published in the September newsletter, based on the current federal reimbursement rates for nonprofits where applicable, and with approval of the Board.

## **4 Executive Board**

The Board transacts all such business as may be necessary between regular meetings of the Society.

### **4.1 Meetings**

- 4.1.1 Quorum shall be met for the transaction of business at Board Meetings.
- 4.1.2 A schedule of regular Board meetings will be published in the Calypso at the beginning of the fiscal year. Any changes to the date of the meetings shall be announced at least one week before the change. Board meetings shall be open to members.

### **4.2 Selection of the Board**

- 4.2.1 Positions of the Board, as defined in the definitions, are nominated and elected as provided by Section 5.1.3.1.
- 4.2.2 Any individual who has been a member of GLOS for at least the 12 months prior to the election is eligible to run for office.
- 4.2.3 Except for the Treasurer, Board members take office at the close of the meeting following their election at the May meeting. The Treasurer elect will assume the role of Treasurer at the start of the next fiscal year following elections. The outgoing treasurer remains responsible for completion of the financial report in the year they are outgoing.

### **4.3 Duties of the Board**

General Duties: The Board is the governing body of GLOS. Board members are responsible for overseeing the day to day activities of GLOS. Board members meet periodically to discuss and vote on the affairs of GLOS. All

Board members serve as representatives of the general membership and as such shall communicate with members on a regular basis to help determine needs of the society.

#### 4.3.1 President

The President shall preside at all meetings of the Society and of the Board. The President is responsible for obtaining speakers; the President may delegate this responsibility. The President shall have other powers and duties prescribed by these Bylaws.

#### 4.3.2 Vice-President

The Vice-President, at the request of the President and the Board or during the President's absence or inability to act, shall perform the duties and functions of the President and shall have the powers of the President. The Vice-President serves as Show Chairperson for the Society-sponsored orchid show and may delegate this responsibility. The Vice-President shall have such other powers and perform such other duties as may be assigned by the Board or as are prescribed by these Bylaws.

#### 4.3.3 Secretary

The Secretary shall make and keep accurate and complete minutes of each meeting of the Society and of the Board. They shall prepare and distribute minutes to the Board within 1 week of a Board meeting for revision prior to publication in Calypso. In the absences of the President and the Vice-President, the Secretary shall call the meeting to order and conduct an election of a temporary chairperson for such meeting. The Secretary shall have other powers and duties as assigned by Board or as are prescribed by these Bylaws.

#### 4.3.4 Treasurer

The Treasurer is responsible for the receipt and disbursement of all Society funds. The Treasurer shall provide a detailed written report to the Board funds spent and received in between meetings. Within 30 days of the end of the fiscal year, the Treasurer shall submit for publication to the Editor an Annual Report of Society Funds for the preceding year, which shall include a statement of income and expenditures, an inventory of assets, and balance of accounts. The Treasurer shall notify the Membership and Communications (MC) Committee of receipt of members' dues payments. The Treasurer may elect to delegate their duties as seen fit by the Treasurer and the Board. The Board reserves the right to review the books or call for an audit in accordance with section 5.1.3.4 at any time. The Treasurer shall have other powers and duties as may be assigned by the Board or as are prescribed by these Bylaws.

#### 4.3.5 Editor

The Editor is responsible for the production and distribution of the Society's Newsletter six times per year. The Editor is responsible for announcing all regular meetings or may delegate this to other members of the MC Committee or Board. The Editor is charged with maintaining GLOS web pages and newsletter, or may delegate this responsibility.

#### 4.3.6 Away Show Chair

The Away Show Chair is responsible for coordinating and facilitating GLOS' participation in other societies' orchid shows. The Away-Show Chair notifies outside societies of GLOS' intent to participate, finds volunteers to set-up and tear down our display, notifies GLOS members about this outside show and where plants are going to be gathered and returned, and finally prepares the show report, or may delegate this responsibility.

#### 4.3.7 Directors

The duties of the directors are the general duties of all Board members specified above. Directors may not hold a position as officer but may chair and serve on committees.

#### **4.4 Terms of Office and Limits of Service**

- 4.4.1 The President, Vice-President, Secretary, and Treasurer serve for a term of office of one year. They may serve a maximum of three consecutive terms.
- 4.4.2 There are 4 Directors, two of whom are not term-limited (namely the Editor and the Away Show Chair), and two that do have term limits. The two term-limited directors, one of whom is elected each year, serve for a two-year term of office. They may serve a maximum of two consecutive terms (four years).
- 4.4.3 Individuals who have served the maximum number of consecutive terms as an officer may serve additional terms in the same office after a minimum one-year hiatus from the office.
- 4.4.4 Individuals may serve as a member of the Board in a different office without a one year hiatus from the Board.

#### **4.5 Vacancies**

- 4.5.1 A vacancy arising in the office of President shall be filled by the Vice-President, who shall serve out the unexpired one-year term of President, and who shall be eligible to run for a full one-year term as President in each of the succeeding three consecutive years.
- 4.5.2 The Board shall fill a vacancy arising in the office of Vice-President, Secretary, Treasurer, or Director from eligible members of the society (see Section 4.2.2) to complete the term of the vacant office.
  - 4.5.2.1 A newly appointed Vice-President, Secretary, and Treasurer will serve out the remainder of the term and will be eligible to run for three additional terms.
  - 4.5.2.2 A newly appointed Director will serve out the remainder of the two-year term of Director and will be eligible to run for Director for two additional terms.

#### **4.6 Dismissal of Board Members**

Board members of the Society shall be dismissed:

- 4.6.1 If membership is lost due to failure to pay dues in accordance with Section 3.2.1. Upon payment of dues for the current year, the Board member may be reinstated to the vacant position by a majority vote of the Board;
- 4.6.2 Upon expulsion for improper conduct or failure to discharge duties of office:
  - 4.6.2.1 Any charge of improper conduct or failure to discharge duties of office against a Board member shall be made in writing to the Board, who shall investigate the charge and give the Board member the opportunity to answer the charge;
  - 4.6.2.2 The Board by a simple majority vote of Board members other than the charged Board member may expel the Board member or dismiss the charges. The Board member shall be notified in writing of the Board's decision;

- 4.6.2.3 Board members expelled by the Board may request an appeal before a quorum at a regular scheduled meeting of the membership. A simple majority vote by secret ballot of members present is required for a Board member to be dismissed;
- 4.6.3 Upon resignation submitted, in writing, to the Board;
- 4.6.4 For any reasons which would result in loss of Society membership as specified in Section 2.3.

## **5 Committees**

### **5.1 Standing subcommittees**

#### 5.1.1 Composition

There shall be standing committees established by these Bylaws to assist with the business of the Society. The President shall solicit names of members in good standing interested in serving on committees. The Board shall designate the chairpersons and members of all standing committees not specified below and may terminate these appointments.

#### 5.1.2 Responsibilities and reporting

5.1.2.1 Committees shall perform their designated charges and report to the Board.

5.1.2.2 The Board may assign additional duties to standing committees as needed.

#### 5.1.3 Standing Committees

##### 5.1.3.1 Nominating Committee

5.1.3.1.1 The Nominating Committee chair shall be selected by the Board prior to the January regular meeting. At the January meeting, the Board shall announce the committee chair and ask members interested in serving on the Board to contact the chair.

5.1.3.1.1.1 If all Board members are eligible to serve another term and express their willingness to do so, the Nominating Committee will initially consist of only the chair. If this is not the case, or if other members express interest in running for a position, then the Nominating Committee shall be composed of three members. The committee chair shall fill the remaining two positions from the membership. Current Board members are not able to participate in the Nominating Committee.

5.1.3.1.2 The Nominating Committee shall prepare a slate of nominees for each elected office from eligible Society members. The committee will obtain from nominees their consent to serve if elected and shall verify that the nominee has read the bylaws and any guidance documents pertaining to the duties of the position for which he/she is being nominated, and agree to fulfill those duties if elected. The committee shall present its slate of nominees at the regular meeting preceding the May meeting and publish the slate with notification of the date for the May meeting.

5.1.3.1.3 At the May meeting, the Chair of the Nominating Committee (or the Chair's designee) shall place in nomination the slate of officers previously announced.

### 5.1.3.2 Awards Committee

5.1.3.2.1 The Awards Committee shall be comprised of three members: President (Chair), Director whose term expires at year's end, and a member-at-large not serving on the Board to be selected by the Board.

5.1.3.2.2 The committee shall announce the awards to be given no less than 90 days before the May meeting, giving criteria for each award and soliciting nominations from the membership. Members of the awards committee are not eligible for awards. Awards are not required to be given annually.

5.1.3.2.3 The Awards Committee is responsible for preparation of the award.

### 5.1.3.3 Show Committee

5.1.3.3.1 The Show Committee shall be comprised of The Vice-President (or designee) who serves as Chair and the chairs of the show sub-committees. The Show Chair, in consultation with the Board as needed, selects sub-committee chairs.

5.1.3.3.2 The Show Committee will be responsible for arranging all of the activities associated with Society-sponsored annual orchid show.

### 5.1.3.4 Audit Committee

5.1.3.4.1 The Board may convene an Audit Committee at any time, but typically at the end of a fiscal year, or with a change of Treasurer, or at any time the Board has determined an audit is needed. The Audit Committee shall be composed of three members and charged to review the income and expenditure records, accounts records, and inventory records and shall report its findings to the Board within 90 days of being convened.

5.1.3.4.2 At any time the Board deems it appropriate, the Audit Committee shall arrange an external audit of the financial records for the Society and report to the Board within 90 days.

### 5.1.3.5 Finance Committee

5.1.3.5.1 The Finance Committee shall be comprised of the Treasurer (Chair), the President or their designee, and a member that has not served as a voting Board member for the previous twelve months.

5.1.3.5.2 The Finance Committee shall prepare and submit an annual budget within 90 days of the May meeting for approval by the Board. The budget should include a projection of revenues and expenditures. The annual budget shall also contain the rates for reimbursement to members for approved activities. The annual budget shall be published in the September Calypso following approval by the Board.

### 5.1.3.6 Membership and Communications Committee

5.1.3.6.1 The Membership and Communications Committee (MC committee) shall be composed of a minimum of two members, including the Editor, who shall chair the committee or may delegate this responsibility.

- 5.1.3.6.2 The MC Committee shall notify members of any dues that may be in arrears.
- 5.1.3.6.3 MC Committee to maintain a list of members who have been in good standing for at least 60 days and submit this to the Secretary immediately prior to the election at the May meeting, or any other vote of the members on business matters.
- 5.1.3.6.4 The MC Committee shall prepare and maintain, in conjunction with the treasurer, the list of current members and contact information.
- 5.1.3.6.5 MC committee shall coordinate dissemination of information, in conjunction with the Board, to members of all GLOS activities.

## **5.2 Ad hoc committees**

Ad hoc committees shall be designated, as the need arises, by the President with Board approval and with the procedure for chairperson appointments and the selection of committee members the same as for standing committees.

# **6 Meetings**

## **6.1 Regular meetings**

Regular meetings shall be held at least 6 times per year. The Board at the first Board meeting following the May meeting shall determine the dates and publish anticipated dates and times for members. Members shall be notified of any changes of a regular meeting date, time, or location, or the addition of a new regular meeting, a minimum of 2 weeks prior to the scheduled or altered meeting date, whichever is earliest. In cases of emergency (e.g. natural disaster), this requirement is waived.

## **6.2 Annual May meeting**

At the May meeting, the following activities will occur:

- 6.2.1 The election of officers;
- 6.2.2 Annual awards, if any, will be presented;
- 6.2.3 Other discussions about club activities, such as club projects, fundraising activities, and any other business about club activities may be discussed.

## **6.3 Special membership business meetings**

Special business meetings may be called by the President at the request of a quorum of the Board or by petition of five Society members. A written notice stating the business to be transacted will be sent to the members at least ten days prior to the special meeting. Only business stated in the notice may be transacted at a special membership meeting. These meetings will be open to all members.

## **6.4 Business that requires a vote of the members**

Voting on many matters can be conducted by acclamation of members present for many activities. When a member by member vote is required, the secretary shall provide a ballot concerning the measure to the members present at the meeting.

Except where otherwise noted, absentee voting is permitted in cases where the item for vote has been published at least 2 weeks before the scheduled vote. In such cases, members are required to submit their vote, in writing and in a signed, sealed envelope or via an email account on file with the society, to the Secretary or the counter of the votes. Absentee voting are required to be received in accordance with instructions provided for such voting at least 2 business days prior to the election

## **7 Elections**

### **7.1 Ballots**

The Nominating Committee shall prepare a ballot of eligible candidates to be voted on at the May meeting.

### **7.2 Nominations**

7.2.1 The Chairperson of the Nominating Committee (or designee) shall place in nomination the prepared slate of officers.

7.2.2 Members may make additional nominations of eligible Society members at the May meeting. Any person so nominated shall indicate that they have read the bylaws and guidance documents, and are aware of the obligations of the position for which they are nominated.

### **7.3 Voting**

7.3.1 Voting will be by secret ballot except when there is only one candidate nominated for a particular position, in which case, a motion to elect by acclamation is acceptable.

7.3.2 The secretary shall provide ballots to members if there will be a secret vote.

### **7.4 Tabulation of the ballots**

7.4.1 If there is a vote by acclamation, the Nominating Committee shall estimate the approximate number of yea and nay votes, and provide this information to the secretary.

7.4.2 If there is a secret vote, votes shall be tabulated at the May meeting by members of the Nominating Committee. Candidates shall be declared elected upon receiving the majority of the votes cast. In cases where there are more than two candidates, a plurality shall suffice. If a tie occurs for any position, selection from among the tied candidates shall be by re-vote of the members present at the meeting. In the event of a second tie, selection from among the tied candidates shall be by lot in the presence of the members at this meeting.

### **7.5 Retention of ballots**

The Secretary shall retain ballots until 60 days after the May meeting if there is a secret vote.

The secretary shall retain, until 60 days after the May meeting, the election results reported by the Nominating Committee if there was a vote by acclamation. These results shall be included in the next Calypso.

## **8 Amendments**

These Bylaws may be amended by a vote of two-thirds of the members, provided written notice has been given to the members at least 2 weeks prior to the vote.

## **9 Rules**

- The Board may establish and maintain Society guidance documents which are consistent with these Bylaws or rules of governing 501(c)(3) organizations. The purpose of the guidance documents is to familiarize new officers or interested members with suggested procedures for the Society's operations.
- Robert's Rules of Order shall govern in all applicable cases unless inconsistent with these Bylaws or rules governing 501(c)(3) organizations.

## **10 Dissolution**

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.