

# Bylaws of the Greater Lansing Orchid Society

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

## Definitions

- **Society:** The Greater Lansing Orchid Society.
- **Written notice:** unless specified otherwise, written notice includes either mailed or electronic correspondence.
- **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 business meeting without notice if it is not specified otherwise in the bylaws. A quorum must be met to conduct business.
- **Quorum:** For business conducted at member meetings, a quorum consists of 15% of the voting members. For conducting business at a board meeting, quorum consists of greater than 50% of the board members.
- **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 serve on committees and as board members.
- **Board:** The Executive Board (Board) of the Society is defined as the Directors and the elected Officers.
- **Directors:** Three elected individuals, not to include Officers, charged with acting on behalf of the membership of the society.
- **Officers:** Persons elected to the post of President, Vice-President, Secretary, and Treasurer as well as the Past President. These persons are charged with conducting the day-to-day business of the Society.
- **Fiscal Year:** The fiscal year runs from July 1 through June 30.

## 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**

- Applications for membership will be received from anyone who subscribes to the objectives of the Society. Membership shall not be limited by race, belief, age, sex, handicap or place of residence.
- Members are eligible to vote on all issues before the society 60 days after initially joining the society by payment of membership dues.
- Members will have access to all society mailings, receive the society newsletter, and may participate in all society events.

### **2.1 Classes of Membership**

- There shall be four classes of membership: individual, joint, life and honorary life.
- Individual members pay annual dues and receive all benefits as above.
- 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.
- 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.
- Honorary life membership is granted to society members for exemplary, long-term service to the society by a  $\frac{3}{4}$  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.

### **2.2 Loss of Membership**

Membership in the Greater Lansing Orchid Society shall be terminated:

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

2.2.1.1 The dues shall be considered in arrears on July 1. If dues are not paid by September 1 and without further notice the Member shall lose rights and privileges of membership;

2.2.1.2 Upon payment of dues for the current fiscal year, the Member shall regain the rights and privileges of membership;

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

2.2.2.1 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;

- 2.2.2.2 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;
- 2.2.2.3 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 members present is needed for member dismissal;
- 2.2.3 Upon resignation submitted, in writing, to the Board;
- 2.2.4 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 by 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 with majority vote of voting members provided.
  - 3.2.2.1 Written notice must 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 Expenditures exceeding 10% budgeted amount in the Annual Budget require approval of the Board.
- 3.3.4 When the budget is exceeded, the Board must 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.) will be announced at the first regular meeting of the fiscal year by the Treasurer based on the current federal reimbursement rates 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. The Board may recommend policies or changes in policies that are binding on future Boards. All policies or changes in policies must receive membership approval.

### **4.1 Meetings**

- Quorum must be met for the transaction of business at Board Meetings.
- Chairpersons of all standing committees are ex-officio (without vote) members of the Board.
- A schedule of regular Board meetings (times and dates) will be published at the beginning of the fiscal year. Any changes to the date of the meetings must be announced one week before the change. Board meetings shall be open to members.

### **4.2 Selection of Officers**

- 4.2.1 Positions of the Board as defined in the definitions are nominated and elected as provided by 5.1.3.1.
- 4.2.2 Any individual who has been a member of GLOS for at least one year 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 annual business meeting. The Treasurer elect will assume the role of Treasurer at the start of the next fiscal year following elections. Outgoing treasurer remains responsible for completion of the financial report in the year they are outgoing.

### **4.3 Duties of Officers**

#### **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 and Society Guidelines.

#### **4.3.2 Vice-President**

The Vice-President, at the request of the President and the Board of Directors 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 and Society Guidelines.

#### **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. The Secretary shall have other powers and duties as assigned by Board or as are prescribed by these Bylaws or Society Guidelines.

#### 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 of Society 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 Newsletter 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 Members of any dues that may be in arrears. The Treasurer shall work with the Membership and Communications 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 annual business meeting. The Treasurer may elect to delegate their duties as seen fit by the Treasurer and the Board. The Treasurer's books shall be audited or reviewed annually by the audit committee (5.1.3.4). The Board reserves the right to review the books 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 or the Society Guidelines.

#### 4.3.5 Directors

Directors shall 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. Directors shall have a specific focus of service to the society, such as membership development, show display set up and/or coordination (both home and away shows), and other areas as needed. Directors may not hold a position as officer but may chair and serve on committees. There are two classes of directors, one of which is term limited and one that is term-unlimited. The term-unlimited director serves as Editor of the Calypso (referred to herein as the Editor).

### 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 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 The Editor has no specific term of office.
- 4.4.4 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.
- 4.4.5 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 members of the Society for at least one year.
  - 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 dues are unpaid by 60 days after the beginning of the fiscal year as prescribed in 3.2.1. Upon payment of dues for the current year, the Board Member may be reinstated 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 in 2.2.

## **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 President, with Board approval, shall designate the chairpersons and members of all standing committees and may terminate these appointments with Board approval. The chairpersons of all standing committees shall be ex-officio (without vote) members of the Board.

#### **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 shall be composed of three members selected and approved by the membership at the January business meeting. Current Board members are not able to participate in the nominating committee.
- 5.1.3.1.2 The Nominating Committee shall prepare annually a slate of nominees for each elected office from eligible Society members. The Committee will obtain from nominees their consent to serve if elected. The Committee shall present its slate of nominees at the regular meeting preceding the annual business meeting and publish the slate with notification of the date for the annual business meeting.
- 5.1.3.1.3 At the annual business meeting, the Chairperson of the Nominating Committee (or the Chairperson's designee) shall place in nomination the slate of officers previously announced and provide the ballots.
- 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 annual business meeting, giving criteria for each award and soliciting nominations from the membership. Members of the awards committee are not eligible for awards.
  - 5.1.3.2.3 The Awards Committee is responsible for preparation of the trophy.
- 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 as described in the Society Operational Guidelines. The President in consultation with Show Chair selects sub-committee chairs who serve with Board approval.
  - 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 Audit Committee shall be composed of three members and charged to review the income and expenditure records, accounts records, and inventory records for the Society and report to the Board within 90 days of the end of each fiscal year.
  - 5.1.3.4.2 The Audit Committee shall consider and arrange, if the board deems it appropriate, an external audit of the financial records for the Society and report to the Board within 90 days after a change in treasurer.
- 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 Annual Business meeting for approval by the Board. The budget should include a projection of revenues and expenditures.
- 5.1.3.5.3 The Finance Committee shall coordinate plans for society fund-raising activities. Fund-raising activities and events shall be approved 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 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, and may delegate this responsibility.
  - 5.1.3.6.3 MC Committee publishes the annual reports of the Treasurer and other annual reports as appropriate, at least seven days prior to each meeting.
  - 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 Annual business meeting**

- 6.1.1 The annual business meeting shall be held in lieu of the regular May meeting. The date will be set as per 6.2;
- 6.1.2 The election of officers shall take place;
- 6.1.3 Annual awards will be presented;
- 6.1.4 Club projects will be discussed and approved for further investigation or to carry them out;

6.1.5 Fundraising activities will be discussed, for future coordination by the board;

6.1.6 Any other discussion about club activities.

## **6.2 Regular meetings**

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

## **6.3 Special Membership meetings**

Special 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 and supported by the society through necessary funding for facilities or programs in accordance with guidelines established in these bylaws.

# **7 Elections**

## **7.1 Ballots**

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

## **7.3 Voting**

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

7.3.2 The secretary shall provide ballots to members upon their signing their name on the list provided by the treasurer as prescribed in 4.3.4.

7.3.3 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 must 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 ahead of the slated vote. Absentee voting must be received in accordance with instructions provided for such voting at least 2 business days prior to the election.

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

Votes shall be tabulated at the annual business 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. In the event of a second tie, selection from among the tied candidates shall be by lot in the presence of the members at the annual business meeting.

#### **7.5 Retention of ballots**

The Secretary shall retain ballots until 60 days after the annual business meeting.

### **8 Amendments**

These Bylaws may be amended by two-thirds of the Members present at a regular meeting, provided written notice has been given to the Members at least ten days prior to the meeting.

### **9 Rules**

- The Board shall establish and maintain accurate and complete Society Operational Guidelines which are consistent with these Bylaws, policies duly approved by the general membership or rules of governing 501(c)(3) organizations. The purpose of the Operational Guidelines is to familiarize new officers or interested members with suggested procedures for the Society's operations. The Guidelines are intended only as suggestions for operation and are not Society Policies.
- 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.