

# Agenda



## Board Meeting South Coast Orchid Society

04/17/94

4:00 PM

Dick & Margaret Nerio Residence

### Presenter

### Agenda Topics

- |                    |   |
|--------------------|---|
| 1. Tony Glinskas   | Call to Order and Welcome                             |
| 2. Dick Nerio      | Reading of Minutes from Previous Meeting              |
| 3. Board           | Discussion & Approval of Minutes                      |
| 4. Dr. Jim Miller  | Treasurer's Report                                    |
| 5. Art McCann      | Membership & Roster Report                            |
| 6. Jane Brecht     | Raffle Report   |
| 7. George Cooper   | Programs Report                                       |
| 8. Helen Allen     | Ribbon Judging Report                                 |
| 9. Ann Wilson      | Trophy Report   |
| 10. Dr. Jim Miller | Kitchen Report  |
| 11. Charles Bowman | Orchid Digest Report                                  |
| 12. Charles Bowman | Upcoming Shows Report - Orange Cty Fair               |
| 13. Art McCann     | AOS Report  |
| 14. Tony Glinskas  | Newsletter Report                                     |
| 15. Board          | Old Business - By Laws                                |
| 16. Board          | New Business  |
| 17. Board          | Open Forum: Topics of Concern, Ideas & Suggestions    |
| 18. Dick Nerio     | July Board Meeting                                    |
| 19. Board          | Thanks to Dick & Margaret Nerio for Their Hospitality |
| 20. Tony Glinskas  | Adjournment   |

**BY-LAWS**  
**SOUTH COAST ORCHID SOCIETY, INC.**

**ARTICLE I**  
**NAME**

**T**he Name of this corporation shall be SOUTH COAST ORCHID SOCIETY, INC., and shall in these BY-LAWS be referred to as the "Society", and it shall not have any capital stock.

**ARTICLE II**  
**MEMBERSHIP**

**M**embership in the Society shall be composed of three types: Active, Life and Honorary Members.

**A**CTIVE MEMBERS. These are members who pay dues and have the right to vote and hold office.

**L**IFE MEMBERS. A Life Membership may be purchased for the sum of \$120.00. This Membership shall entitle the holder to the privileges of an active member of the Society without payment of dues for the remainder of the member's natural life. In the event of death, no refund will be made.

**H**ONORARY MEMBERS. These are members who are not required to pay dues, and who have no voting powers and cannot hold office. The Executive Board by a two-thirds vote shall elect persons as HONORARY MEMBERS who have performed an outstanding service in respect to any or all of the fields for which this Corporation is formed. There shall not be in excess of ten (10) living HONORARY MEMBERS at any one time.

**ARTICLE III**  
**DUES**

**D**ues of the Society shall be \$12.00 per year unless so amended by the Executive Board and a two-thirds vote of ACTIVE MEMBERS of the Society present at a meeting called for such action. Such meeting must be called by the notification to the membership in writing at least thirty (30) days prior to such meeting. Proration of dues shall be on July 1st -- the last half of the year shall be \$6.00 for new members only renewal of old members will not be prorated, unless by Board action.

**ARTICLE IV**  
**MEETINGS**

**S**ECTION 1: MONTHLY MEETING -- Regular meetings of the Society shall be held on the fourth (4th) Monday of each month unless changed by the Executive Board, and the membership notified in writing at least thirty (30) days prior to such action.

**S**ECTION 2: EXECUTIVE BOARD MEETINGS - - Regular meetings of the Executive Board shall be held every ninety (90) days at such time and place as may be specified by a majority of Board members upon at least two weeks written notice by the President to each member of the Board. Any meetings of the Board, may for lack of quorum or other cause, be adjourned to some definite place and time, not exceeding thirty (30) days thereafter; if, for any cause, any regular meeting of the Board shall not be called or held, a meeting in lieu thereof may be called at any time and place by a majority of the Board members upon at least two weeks written notice. At meetings of the Board, a quorum shall consist of seven (7) members of the Executive Board.

**ARTICLE V**  
**OFFICERS**

**S**ECTION 1: The Officers of the Society shall be: a president, a First Vice president, a Second Vice president, a Corporation Secretary, a Membership Secretary and a Treasurer, all of whom shall be elected for a period of one year, to serve from January 1st to December 31st. The Office of the President shall

not be held by the same person for more than two consecutive terms. Formal installation of Officers shall be made at the first meeting of the new Year.

## **S**ECTION 2: DUTIES OF THE OFFICERS.

**P**RESIDENT: The President shall be the Chief Executive Officer of the Society and shall preside at all regular and called meetings and at all meetings of the Executive Board. He (She) shall appoint committees in accordance with the By-Laws and any other committees that he (she) shall deem necessary as directed by the Executive Board. He (She) is responsible to the Board for the conduct of the Society. The President and Corporation Secretary shall sign all written contracts and obligations of the Society, unless otherwise provided by special vote of the Executive Board.

**F**IRST VICE PRESIDENT: The duties of the First Vice President shall be: (1.) In charge of the monthly program, including the securing of interesting speakers and qualified entertainment for the education of the membership. (2.) In the absence of the President, or his inability for any cause to act; to perform the duties of the office of the President.

**S**ECOND VICE PRESIDENT: The duties of the Second Vice President shall be: (1.) In charge of the Novice classes for the instruction of members. (2.) In charge of the plant procurement and donations of plants for prizes. (3.) Be the Director of Promotion and Advertising for the Society. (4.) In the absence of the President and First Vice President or the inability for any cause to act; to perform the duties of the Office of the President.

**C**ORPORATION SECRETARY: The duties of the Corporation Secretary shall be: (1.) Keep an up to date permanent record of all meetings of the Executive Board and the Society. (2.) Send out all notices of Executive Board Meetings. (3.) Conduct the official correspondence of the Society and will keep copies of same, also to receive copies of all correspondence that Officers or Committees have written. (4.) Be in charge of all official documents, contracts and all other legal papers pertaining to the conduct of the business of the Society. (5.) To sign and execute all written contracts and obligations of the Society together with the President except and unless otherwise provided by a special vote of the Executive Board.

**M**EMBERSHIP SECRETARY: The duties of the Membership Secretary shall be: (1.) Keep all membership records. (2.) To Notify all members that their dues are payable by the 15th of January each year. (3.) Receive all dues and record same on the member card and issue a membership identification card. Life members will receive a membership card inscribed "LIFE MEMBER" by the Membership Secretary. (4.) Compile a membership list by the 1st of April and such list will be sent to each member. (5.) Be custodian of the "Name Badges" and will bring such badges to each regular meeting. (6.) Turn over to the Treasurer all monies received by him for dues.

**T**reasurer: The duties of the Treasurer shall be: (1.) To receive all monies collected for the Society by the Membership Secretary and/or any Committee Officer. (2.) To deposit the funds of the Society in a Bank. (3.) To submit a statement of his accounts at each meeting of the Executive Board and oftener if required. (4.) To be custodian of an inventory list of equipment. Such inventory shall be turned over to new Treasurer each year as elected. (5.) To have available all books and accounts at all reasonable times for inspection by any Active Member of the Society. (6.) To have Treasurer's books audited annually by an auditor selected by the Executive Board. (7.) To have all checks signed by the Treasurer and/or President. (8.) To render invoices for services provided by the Society. (9.) To receive all bills incurred by the Society and pay the same with Executive Board approval.

**S**ECTION 3: REPLACEMENT AND/OR REMOVAL OF OFFICERS.  
In the event of a removal from Office of the President, First Vice President, Second Vice President, Treasurer, Membership Secretary, whether for cause, death or resignation: The President has the power to appoint a replacement to the unexpired term; provided however, that such replacement shall be voted on by at least two thirds of the Executive Board.

**S**ECTION 4: If by neglect, lack of interest, or the inability of an Officer to attend Executive Board meetings during their term of office, then the Officer will be dropped and a new Officer appointed in accordance with Section 3: above.

## ARTICLE VI DIRECTORS

**S**ECTION 1: The number of Directors of this Society may be increased or decreased by the adoption of an Amendment to the By-Laws, but in no event to be less than six (6) elected members.

**S**ECTION 2: ELECTION AND TERM OF DIRECTORS.

- (A) The outgoing President will hold membership as a Director until his successor becomes ex-president. Such membership entitles him to full voting power and the same status as an elected Director.
- (B) The term of office for a Director shall be three years (3) years. Two members term of office will expire each year.
- (C) In the case of a removal from office of a Director, for any reason, whether for cause or death: the President has the power to appoint a replacement to the unexpired term: provided that such replacement shall be voted on by at least two-thirds of the Executive Board.

## ARTICLE VII EXECUTIVE BOARD

**S**ECTION 1: The Directors and Officers of the Society shall comprise the Executive Board.

**S**ECTION 2: DUTIES:  
The Executive Board shall have general charge and direction of the Society and the care and management of the investment, reinvestment of all funds of the Society, and shall consider and pass upon all questions of the appropriation of money, including the amounts to be appropriated for prizes, publications and committee expenses.

### **S** ECTION 3: CAUSE FOR REMOVAL.

- (A) The Executive Board has the power to ask for the resignation of any Member, Officer or Director for just Cause. Such Cause for removal must be given to the person sought to be removed, in writing at least two weeks prior to meeting called for such purpose. Such written notice must state the grounds for removal and the time and place for such meeting. Failure of the person sought to be removed, to be present, will not prevent the continuance of such meeting.
- (B) Such removal must have the vote of at least two-thirds of the Executive Board.
- (C) If by neglect, lack of interest, or the inability of an Executive Board Member to attend three Executive Board Meetings, then the Board Member will be dropped and a new Board Member appointed to replace the dropped Board Member, in accordance with the By-Laws. There should be no exception to this.

### **ARTICLE VIII** **NOMINATIONS**

**A**t the Executive Board Meeting on or before the 4th Monday in September in each year, the Executive Board shall appoint a Nomination Committee of five active members, with not more than two nominees being members of the Executive Board, and it shall be the duty of the Nomination Committee to nominate one qualified and active member to the following offices: President, First Vice President, Second Vice President, Corporation Secretary, Treasurer and Membership Secretary and to fill the vacancies in the Directors. The Committee shall report their nominations at the regular October meeting, no action being taken at this time. The report shall be published in the Bulletin, and again read at the November regular meeting, at which time nominations may be made from the floor, provided the nominees are present or have given their written consent. The candidates so nominated and not otherwise, shall be voted for at the December meeting and by written ballot only in case of multiple candidacy.

**ARTICLE IX**  
**COMMITTEES & COMMITTEE CHAIRPERSONS**

**T**he President has the power to appoint all committees with the majority sanction of the Executive Board. The standing committees of the Society are as follows:

Bulletin	Parliamentarian	Ribbon Judging
Librarian	Orchid Digest Rep	Annual Pot Luck
Hospitality	Refreshments	Orchid Shows
Annual Installation Dinner		

**ARTICLE X**  
**PROCEDURE**

**S**ECTION 1: Roberts Rules of Order shall govern all meetings unless inconsistent with the By-Laws.

**S**ECTION 2. These By-Laws may be amended at any time by a resolution of the Executive Board and approval by a majority vote of Active Members present at the regular monthly meetings of the Society.

**S**ECTION 3: Copies of these By-Laws may be available to any Active Member of the Society, upon request.



*(This undated copy of the By-Laws was associated with the April, 1994 SCOS newsletter in the Paul Brecht archive, and may have been distributed at that time to the Board in connection with the "Old Business – By Laws" item on the agenda included above.)*