

BYLAWS OF FOOTHILLS ORCHID SOCIETY

Effective June 28, 2022

1. MEMBERSHIP

Any person who is interested in orchids is eligible to become a Member of the Society provided that:

- (1) such person may be admissible only as an individual in their own right and name; and
- (2) such person shall then be entitled to enjoy the rights and privileges of a Member for so long as their membership subsists; and
- (3) A Member in good standing is entitled to one vote per motion at a General Meeting of the Society and shall be entitled to become an Officer of the Society and shall pay annual membership fees in accordance with the bylaws of the Society.

Membership fees shall be paid at the time of becoming a Member and renewals are due annually prior to September 30 of ensuing years. Membership fees will be determined by the Board and may be adjusted from time to time as the Board deems appropriate. Rescinding a Membership will be done by vote of the Board.

Any member wishing to withdraw from the membership may do so upon a notice in writing to the Board through the Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of three months from the end of his last paid-up year and shall thereafter not be entitled to membership privileges or powers in the Society until reinstated. Any member, upon a two-thirds vote of all members, present and voting, of the Society in good standing, may be expelled from membership for any cause which the Society may deem reasonable.

a) LIFE MEMBERSHIP

The Board and approval of the membership at an Annual General Meeting, may grant Life Membership to any long-standing member of the Society upon recommendation and acceptance. Life membership has all the Privileges of a regular membership.

b) JUNIOR MEMBERSHIP

Any person who is under the age of 18 and who is interested in orchids is eligible to be a Junior Member of the Society. Junior Members shall not be entitled to vote and shall not be eligible for election or appointment to the Board. The annual fee for a Junior Member shall be established by the Board and may be adjusted from time to time as the Board deems appropriate.

c) CORPORATE MEMBERSHIP

The Board may, at their sole discretion, provide a complimentary annual membership to any corporation which has provided a valued service or support to the Society. Corporate members shall not be entitled to vote and shall not be eligible for election or appointment to the Board.

2. BOARD OF DIRECTORS

The affairs of the Society shall be managed by a Board of Directors which shall have full control and management of the affairs of the Society. The Board shall consist of the President, Vice-President, Secretary, Treasurer, Editor, and four Members-at-Large (membership, show chair, meeting coordinator and librarian); each of whom at the time of election and throughout the term of office, shall be a Member in good standing of the Society. A quorum for the Board shall consist of five (5) Directors. Each Director shall be elected to hold office until the first Annual General Meeting following his election or until his successor has been duly elected. In the event of a Director or Officer of the Society not performing their appointed duties, said Director or Officer shall be removed from office by a majority vote of the Board of Directors.

a) PRESIDENT

The President shall be an ex officio member on all committees, and shall, when present, preside at all meetings of the Society and of the Board. In their absence or inability to serve, the Vice-President shall preside at any such meetings. The President shall submit a report to the Membership at the Annual General Meeting.

b) VICE PRESIDENT

The Vice President shall perform all duties of the President in their absence or inability to serve and shall perform other duties as may be prescribed by the President or by the Board.

c) SECRETARY

It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. In the absence of the Secretary, those duties shall be discharged by such Officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.

d) EDITOR

The Editor shall be responsible for editing, publishing, and distributing a Society Bulletin to all members.

e) TREASURER

The Treasurer shall receive all monies of the Society and deposit the same in the name of the Society in a Chartered Bank to be chosen by the Board. The Treasurer shall keep an accurate account of all receipts and disbursements and shall be required to submit an

audited report at the Annual General Meeting or at such other times as may be requested by the Board. This position is responsible for the annual filing with the Corporate Registry.

3. MEMBERS AT LARGE

a) MEMBERSHIP CHAIR

Membership chair maintains a current register of present Members of the Society and collects and receives the annual fees and promptly forwards them to the Treasurer.

b) MEETING COORDINATOR

The Meeting coordinator books the hall and speakers and attends to the needs of the speaker.

c) SHOW CHAIR

The Show Chair is responsible for coordinating the annual show, as well as the displays for any other show the Society may wish to participate in. The Show Chair is empowered to form such committees as they deem necessary to produce this event.

d) LIBRARIAN

The librarian maintains the current library, keeps track of books in and out, secures new titles for the library as needed or deemed worthy by a committee or the board.

4. AUDITING

The books, accounts and records of the Treasurer shall be audited at least once a year by a qualified accountant or by two non-board members of the Society. June 30 in each year shall be the end of the fiscal year of the Society.

5. INSPECTIONS

The books and records of the Society may be inspected by any Member of the Society at the AGM or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of the same.

6. MEETINGS

The Society shall hold an Annual General Meeting within 3 months of fiscal year-end. Twenty-one (21) days' notice, along with the Agenda and Audited Financial Statements must be mailed

or sent by electronic means to all Members. A quorum for the Annual General Meeting shall be 20% of the membership of the society.

A nominating committee shall be appointed by the Board for the purpose of drawing up a slate of officers for the coming year. Said proposed slate shall be presented to all Members no later than two weeks prior to the Annual General Meeting.

All directors and officers shall volunteer for their position and be elected for the ensuing season and shall serve until their successors are elected and installed. Officers include President, Vice President, Treasurer, Secretary, Editor and four Members at Large. The election of all Officers and Directors shall be by show of hands, ballot or by acclamation at the Annual General Meeting.

7. SPECIAL MEETINGS

A Special Meeting may be called at any time by the President or 20% of the members of the Society. Members must be notified in writing by either regular mail or electronically of a Special Meeting 21 days in advance of the meeting. A quorum at a Special Meeting shall consist of 20% or the members in good standing.

A Special Resolution is a resolution passed at a general meeting or a special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given and by the vote of not less than 75% or those members who, if entitled to do so, vote in person.

Or a Resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree.

Or a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person.

A Society shall file with the Registrar every Special Resolution passed for any purpose mentioned in the *Societies Act*.

8. VOTING

A Member has the right to vote at any meeting, either in person or by electronic, telephonic or any other method that the Society has made available for that purpose. A person attending a meeting by electronic means is deemed to be present in person at the meeting.

No proxy voting permitted.

The President or Acting Chairman of a General Meeting or of a Board meeting may cast a deciding vote where there are an equal number of votes for and against any motion.

9. REMUNERATION

No Director, Officer or Member of the Society shall receive any remuneration for services unless authorized by the Board and after notice to the Membership.

10. BORROWING POWERS

For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such a manner as it thinks fit, and by the issue of debentures, but this power shall only be exercised under the authority of the Membership, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

11. LIABILITIES

No Convener of any Committee or other Member of the Board or the Society shall contract any liability or incur any expenditure which has not first been authorized by the Board.

12. DISSOLUTION

In the event of Dissolution of the Society, any property or monies remaining after the satisfaction of all debts and liabilities shall be given or transferred to any organization designated by the members of the Society at or before the time of dissolution.

13. BYLAWS

No amendment of or addition to the Bylaws shall be made except by a Special Resolution of the Members of the Society called for that purpose or at the Annual General Meeting. See definition of "Special Resolution" under Special Meetings. A copy of the Bylaws shall be made available to each Member of the Society, upon request, at the Annual General Meeting and at General Meetings.