

## WHY AND WHEREFORE OF THE BYLAWS

### MEMBER PARTICIPATION

The Board of Trustees' Governance Committee has been working on updating our By-laws. To include our members in the process, the draft is here on the AOS website, [www.aos.org](http://www.aos.org) for your review, comments, and suggestions. Remember, this is a formal document which sets the broad outlines for the Society's governance; it is not intended to legislate the day-to-day activities. That will be done through a newly rewritten Handbook for Volunteers. Send your comments and suggestions to the Governance Committee at [governance\\_committee@aos.org](mailto:governance_committee@aos.org). (Please note that there is an underline between governance and committee. It does not show with the automatic formatting of the email address.)

### WHAT WE DID AND WHY WE DID IT

#### **Establish a process to determine the talent and skills future Board members will need.**

The current Board has certain strengths and lacks others. For instance, at any given time, the Board may include one or more persons with experience in management or fund raising. It may not include anyone with knowledge of the law. This could be seen as a competency that would improve the strength of the Board. The Governance Committee will analyze Board composition, including geographic representation, judge/non-judge ratio, gender, skills, etc., and present it to the Board so that the Board can decide what criteria would compliment the current Board and lead to a stronger organization. This will ensure that nominees for Board members are chosen, after an open nomination process, to add to the strengths of the Board.

#### **Open nominations for Trustees**

The AOS has been seen by its membership as a closed society, which does not solicit input from its members. The new By-laws will open the nomination process to the entire society. Members may nominate themselves if they are interested in serving. Board members or the Nominating Committee may also propose names. Nominees for the board should be people who have served the organization in a significant capacity or possess desired competencies that are not currently represented on the board. Those not selected will be considered for greater roles on committees and other important work if they are interested in serving the AOS.

The final choice may be presented to the membership as an open one with more names on the slate, yielded by the nomination process, than there are positions on the Board. The talent and skill needs of the Board will be published, with the biographies of each nominee, giving the membership some guidance in their choice. This will allow the members to participate more fully in selecting those whom they believe will be the best Board Members.

### **The Officers will be chosen from the Board**

The Officers serve as leaders of the Board AND of the organization. Under the new system, candidates for officers must be sitting Board members. The Trustees, with the experience of working with the other members of the Board, determine who is best suited to lead them. This means that, through their power to nominate and elect Trustees, AOS members exercise joint responsibility for determining the Board's leadership.

**AMERICAN ORCHID SOCIETY  
BYLAWS  
(WORKING DRAFT, December 2, 2009)**

**ARTICLE 1 – THE SOCIETY**

1.1 - NAME

The name of the Corporation shall be the American Orchid Society, Inc., hereinafter referred to as the Society. It shall be a non-profit corporation organized pursuant to New York Statutes.

1.2 - SEAL

Designed in 1921 by Blanche Ames, the official seal of the American Orchid Society features a Native American admiring two orchids of the Americas - *Phragmipedium caudatum* and *Encyclia tampensis*.

**ARTICLE 2 - MEMBERS**

2.1 - MEMBERSHIP

Membership in the American Orchid Society is open to any person who submits a membership application and timely payment of any required dues at the rate established by the Board of Trustees for any class of membership. Classes of membership shall have rights and privileges as determined by the Board. Each member who pays dues shall be entitled to vote on the election of members to the Board of Trustees, amendment of the ByLaws, or any other matters required by law. Membership shall be open to all persons regardless of race, gender, sexual orientation, national origin, religious affiliation, local club affiliation, or interest level.

All Officers, Trustees, Committee Chairs, Judges and AOS Representatives, as defined by these Bylaws, must maintain Full Membership, as defined by the Board of Trustees, in the American Orchid Society.

2.2 - MEETINGS OF MEMBERS

In each year the Annual Meeting of the Members of the American Orchid Society shall be held at a place in the United States of America, at a date and time during the first six months of the calendar year as may be fixed by a vote of the Board of Trustees. Written notice for the meeting shall be given to the Members of the Society not less than thirty (30) days in advance of such Meeting. If, for any cause,

any Annual Meeting of the Society shall not be duly called or held, a meeting in lieu thereof may be called at any time and place within the United States of America by a majority of Trustees upon written notice to the Members.

Special meetings of Members of the Society may be called by a majority of the Trustees or by written request or petition signed by at least ten percent 10% of the voting Members of the Society, and with not less than sixty (60) nor more than ninety (90) days notice to the Members, and shall be held at such time and place in the United States of America as may be specified in writing by a majority of the Trustees. Any notice of special meetings of the Society shall state the purpose(s) thereof.

At meetings of the Society each dues-paying Member shall be entitled to one vote. This vote may be cast in person, by written proxy, or by other secure means as approved by the Board.

At meetings of the Society a quorum shall consist of two hundred and fifty (250) Members entitled to vote present in person or represented by proxy.

Any meeting of the Society may, for lack of quorum or other cause, be adjourned to some definite place and time not exceeding sixty (60) days thereafter, without notice other than announcement at the meeting.

### **ARTICLE 3- GOVERNANCE**

#### **3.1 - NAME OF GOVERNING BODY**

The name of the governing body of the Society shall be the Board of Trustees.

#### **3.2 – COMPOSITION OF THE BOARD OF TRUSTEES**

The Board of Trustees, hereinafter referred to as the Board or the Trustees, shall consist of not less than eighteen (18) nor more than twenty five (25) persons elected from the membership. Qualifications of members of the Board shall be specified and approved by the Board.

All Trustees shall be required to attend all meetings of the Board of Trustees, and all regular and special Meetings of the Members. If a Trustee plans not to attend a Trustees Meeting, he/she shall so inform the President prior to the meeting, stating his/her reason. A second consecutive absence must be founded on a reason urgent enough to merit excuse by a vote of the Board of Trustees. Trustees unable to participate in person, for a valid reason, may be permitted to participate by telephonic or other electronic means.

#### **3.3 - NOMINATIONS AND ELECTIONS OF TRUSTEES**

The Governance Committee shall assist the Board in identifying its competency needs, and, with the Board, develop the criteria for selecting future members. The Board shall decide how many candidates are needed for each election.

Nominations for Trustees shall be open to the membership of the Society for a period of time established by the Board under policies established by the Board. Persons may be self-nominated, or proposed by other Members, the Board, or the Nominating Committee (defined hereinafter). The Nominating Committee will be responsible for screening the nominees and preparing a list of candidates for the ballot.

The nominees shall be presented to the membership on a written ballot or by secure electronic means, as part of the American Orchid Society publication or web site, to all members in good standing, at least sixty (60) days in advance of the Annual Meeting of Members.

An alternate ballot for Trustees, other than that approved by the Board, may be made by a minimum of five percent (5%) of the Members of the Society entitled to vote, provided such nominations are furnished in writing at their expense to the Secretary at least thirty (30) days in advance of the Annual Meeting of Members. The Secretary shall not be required to send said alternate ballot to the Members, but Members making such nomination may request the sending of communications and proxies at their expense. The Secretary shall present such nominations to the Chair at the Annual Meeting.

The election shall be held at the Annual Meeting of Members. The candidate(s) receiving the largest number of votes for the positions available shall be elected.

### 3.4 - POWER AND DUTIES OF THE BOARD OF TRUSTEES

The Board shall have ultimate charge and direction of the affairs and business of the Society to fulfill its Mission and purposes.

### 3.5 - TERM OF TRUSTEES

Trustees shall serve terms of three (3) years. Unless otherwise provided in these Bylaws, Trustees may serve no more than two (2) consecutive three (3) year terms, after which they shall not be eligible for reelection for a period of three (3) years.

## **ARTICLE 4 - OFFICERS**

### 4.1 - OFFICERS

The following shall be the Officers of the Society: President, two (2) Vice-Presidents, Secretary, Treasurer, Assistant Treasurer and the Immediate Past President. The President shall be elected for a term of two (2) years, and may not be re-elected. The Vice Presidents, Secretary, Treasurer and Assistant Treasurer shall each be elected for a term of two (2) years and may be elected for one additional two (2) year term. The Immediate Past President shall serve for the elected term of his/her successor.

#### 4.2 - ELECTION OF OFFICERS

The Officers of the Society shall be elected from the Board by a majority secret vote of the Board. Each Officer shall take office at the end of the Annual Meeting and hold office until his/her term has expired or until a successor has been duly elected. Board members elected as Officers may have their term of office on the Board extended so they can complete their full term(s) as Officer(s), provided this does not extend the total service beyond twelve (12) consecutive years except for any person serving as Immediate Past President.

#### 4.3 - DUTIES OF OFFICERS

##### 4.3.1 - PRESIDENT

The President is the Chief Volunteer Officer of the Society and its chief spokesperson. The President shall call and preside at all meetings of the Board of Trustees and its Executive Committee (defined hereinafter); shall preside at all meetings of the membership; shall actively seek to carry out the mission of the American Orchid Society during his/her term of office; shall make a report to the membership at least annually regarding the state of the Society; shall be an ex-officio member of all committees; shall recommend to the Trustees chairs for standing and ad hoc committees and shall approve all appointments to committees; and shall perform all of the duties incident to the office of President as well as such other duties as the Board may prescribe. The President may delegate to the Society's employees duties as deemed advisable. The President shall with the Secretary, sign all written contracts and obligations, unless otherwise delegated by the Trustees, and no contract shall be valid and binding upon the Society unless so signed. The President shall Chair the Executive Committee and shall preside at all meetings of the Executive Committee.

##### 4.3.2 - VICE-PRESIDENTS

In the absence of the President, or due to his/her inability or refusal to act, one of the Vice-Presidents, selected by the Board, shall perform the duties of President and when so acting shall have all the powers and be subject to all of the restrictions of that office. The Vice Presidents shall perform such other duties as may be assigned by the President or the Board. A Vice-President, selected by the Board, shall succeed to the President's office upon the death, resignation or incapacity of the

President and such succession shall not preclude the Vice President serving his/her own full term as President.

#### 4.3.3 – SECRETARY

The Secretary shall keep minutes of all meetings of the Board and the Membership ensuring that all votes of the Board are recorded; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; serve as custodian of the corporate records; ensure public records are in order and available for inspection, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board. In order to facilitate the business of the Society the Secretary may delegate to members of the administrative staff any of the above-described duties. The Secretary shall, with the President, sign all written contracts and obligations unless otherwise delegated by the Trustees.

#### 4.3.4 – TREASURER

The Treasurer shall be the Officer with ultimate oversight responsibility for the finances of the Society. The Treasurer shall chair the Finance Committee. He/she shall report the status of the finances to the Board at regular meetings; and shall perform duties outlined by the Trustees. The Treasurer shall ensure that the accounts for each fiscal year are audited by a Certified Public Accountant approved by the Trustees. A Treasurer's report for the preceding fiscal year shall be presented at the next Annual Meeting, and copies of such report, along with the audited financial statements, shall be available at Society headquarters, or mailed at cost, upon request by any Member, and may be published by the Society. In order to facilitate the business of the Society the Treasurer may delegate to Society employees the authority and responsibility to receive, handle, deposit, and disburse funds and assets of the Society and to perform any related tasks, subject to the authorization and procedures approved by the Board.

#### 4.3.5 – ASSISTANT TREASURER

The Assistant Treasurer shall assist the Treasurer in the performance of his/her duties and shall perform such other duties as shall be assigned by the Treasurer.

#### 4.3.6 - IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve as a voting member of the Board for a period of two years following expiration of his/her term as President. In the event of a vacancy in the offices of President and Vice-President, the duties of the President shall be assumed by the Immediate Past President until the next meeting of the Board.

#### 4.3.7 – REPLACEMENT OF OFFICERS

In the event of the death, resignation or incapacity of any officer other than the President, the Board shall select a successor to serve out the remainder of the elected term, which shall not preclude the successor from serving his/her own full term as an officer.

#### 4.3.8 - DUALITY AND CONFLICT OF INTEREST

All members of the Board, including the officers, shall conduct themselves in accordance with the following policy regarding duality of interest and conflict of interest. Any duality of interest or possible conflict of interest on the part of any member of the Board or Officers of the Society shall be disclosed and entered into the minutes of the meeting and made a matter of record prior to motions, resolutions, discussions, disclosures, or any other appropriate method of conducting the business of the Board.

The foregoing requirement shall prevent the Board member, after disclosing their duality of interest or conflict of interest, from voting on the matter in which the conflict exists. The member of the Board disclosing the duality or conflict of interest may be available to answer pertinent questions since his or her knowledge may be of assistance.

Any new member of the Board shall be advised of this policy upon entering into the duties and responsibilities of the office of membership. Trustees shall execute a written Conflict of Interest Policy approved by the Board on an annual basis.

### **ARTICLE 5 – MEETINGS OF BOARD**

#### 5.1 - MEETINGS OF BOARD

The Board shall have regular meetings at least twice annually. At least thirty (30) days written notice of such meetings shall be given to each Trustee. The Annual Meeting of the Board shall precede the Annual Meeting of the Members of the American Orchid Society. Additional special meetings may be called either by the President, or a majority of Trustees, with at least seven (7) days written or electronic notice. Regular and special meetings of the Board shall be held at such places and in such fashions (including telephonic or other electronic means) as may be designated by the President or other persons calling the meeting as stated in the meeting notice.

#### 5.2 - QUORUM AND VOTE

A majority of the members of the Board shall constitute a quorum. An affirmative vote by a majority of the entire Board of Trustees shall be required for Board action unless otherwise provided for in these Bylaws. (With 25 Trustees, 13 constitutes a quorum and the majority required for affirmative action.)

### 5.3 - REMOVAL OF OFFICERS OR TRUSTEES

Any Officer or Trustee may be removed at any time by a two-thirds vote of the Trustees, if, in their judgment, such Trustee, either by illness, neglect, lack of interest or other cause, shall not have adequately attended to his/her duties.

## **ARTICLE 6 - COMMITTEES**

### 6.1 - COMMITTEES

The Board shall establish such committees as are necessary to advise the Board on policy matters and help carry out the operations of the Society. The President, during the Annual Meeting of the Board or as soon thereafter as practical, and with the approval of the Board, shall appoint the chairs of these committees. The President, with the agreement of the committee chairs, shall approve all appointments to the committees.

No person, unless provided otherwise by the Board, shall serve as Chair of any committee for more than four (4) consecutive years.

#### 6.1.1 – EXECUTIVE COMMITTEE

The Executive Committee, under the chair of the President, shall consist of the President, the Vice-Presidents, the Secretary, the Treasurer, the Assistant Treasurer and the Immediate Past President; which Committee under the authority of the Trustees shall conduct the general business of the Society and carry out the policies and recommendations of the Trustees between the meetings of the Trustees as permitted by law. The Executive Committee shall provide assistance and counsel to the President, and in connection therewith, the members of the Committee shall carry out such duties and assignments as the President from time to time shall propose.

The following three (3) Committees shall be appointed solely by the Board:

#### 6.1.2 – FINANCE COMMITTEE

The Finance Committee, under the chair of the Treasurer, shall oversee the financial affairs of the Society. The committee shall assist in presenting an annual budget, the audited financial statements, and timely financial reports to the Board.

#### 6.1.3 – GOVERNANCE COMMITTEE

The Governance Committee is responsible as defined above in 4.3, for assisting the Board in defining the competency needs of the Board and developing the criteria for the selection of future members. The committee is also responsible for arranging

Board assessments and development, for reviewing the Bylaws, and providing orientation for all Board members, committee chairs, and other volunteers.

#### 6.1.4 – NOMINATING COMMITTEE

The Trustees shall appoint a Nominating Committee consisting of seven (7) Members of the Society, at least three (3) of whom shall be members of the Board of Trustees; the Committee shall include the immediate Past President of the Society and the Chair of the immediately previous Nominating Committee. If the Chair of the immediately previous Nominating Committee and/or the immediate Past President is unable or unwilling to serve, those places shall be filled from the members of the Board of Trustees. The Nominating Committee shall collect the names of nominees and screen them for the competency needs established by the Board. The list of nominees shall include at least as many names as will produce the number of members the Board has determined to be appropriate.

No member of the Nominating Committee shall be proposed as a nominee for Trustee. Furthermore, no individual who is a member of the same household, a relative, or who has a business or significant relationship with a member of the Nominating Committee shall be proposed as a nominee.

### **ARTICLE 7 – AFFILIATED SOCIETIES & ORGANIZATIONS**

#### 7.1 - AFFILIATED SOCIETIES AND ORGANIZATIONS

An orchid society or a horticulture-oriented organization or entity whose stated purposes parallel those of the Society, either with regard to involvement with orchids or with regard to its scientific, educational or conservation ideals, may, with the approval of the Trustees, become an Affiliated Society or Affiliated Organization. To preserve such status, the Affiliated Society or Organization shall fulfill such requirements as the Board shall set for these memberships.

Application for such approvals shall be made in writing to the Society and shall contain such information as shall be prescribed by the Trustees of the Society. Upon approval by the designated committee, such applications shall be submitted to the Trustees for action at their next regular Meeting.

Each Affiliated Society and each Affiliated Organization must appoint an American Orchid Society Representative to be their liaison with the Society, and said American Orchid Society Representative must be a Society member. The Trustees of the Society may require Affiliated Societies or Affiliated Organizations to fulfill such duties and requirements as they shall from time to time set forth. The Trustees may terminate the affiliation between American Orchid Society and an Affiliated Society or Affiliated Organization at any time for any reason.

No Affiliated Society or Affiliated Organization, or any Officer, Trustee or Member thereof, shall have the power to act for the AOS in any manner, as agent or otherwise, nor to bind the AOS in any manner, financially or otherwise. No Affiliated Society or Affiliated Organization shall have any proprietary or other interest of any kind in the name "American Orchid Society" or in any combination of such words with other words, its rights to such being only to the use thereof at the pleasure of the AOS, and permission to use such name may be withdrawn at any time by the Trustees of the AOS, except that an Affiliated Society or an Affiliated Organization may in addition to its name use the wording "affiliated with the American Orchid Society, Inc."

The Trustees may establish other categories of affiliation with such requirements and privileges as the Trustees may determine.

## **ARTICLE 8 - MISCELLANEOUS PROVISIONS**

### **8.1 - DUES**

Dues for membership in the American Orchid Society shall be in such amounts and categories as shall from time to time be determined by the Trustees, payable on or before a date to be determined by the Trustees. No entrance fee shall be required to join the Society, except by vote of a majority of the Trustees. Any member who shall fail to pay his/her annual dues by the due date shall cease to be a Member of the Society. Any Member may resign at any time and shall have no liability for dues after the end of his/her membership year

### **8.2 - PRIZES AND HONORS**

The Trustees shall have the right from time to time, within the limits of the funds at their disposal, to appropriate money for such medals, certificates, honors or other prizes as they shall deem for the best interest of the Society and the advancement of the work for which it is established.

Such medals, certificates, honors or other prizes shall only be granted by a three-quarters majority, confidential, written ballot vote of the Trustees present at a Regular or Special Meeting of the Trustees, or by a three-quarters majority, confidential, written ballot vote of Trustees polled by written ballot or electronic means between meetings.

The Trustees may, at their discretion, elect Honorary Vice-Presidents to serve for such periods as the Trustees may set out following the above provisions.

### **8.3 – GIFTS**

The Board shall be authorized to accept or refuse any deeds, securities, mortgages, bequests, or gifts of any kind or nature on behalf of the Society and in furtherance of any or all of the objects of the Society in concurrence with the established gift acceptance policy of the Society.

#### 8.4 - PERSONAL LIABILITY

Neither the Board, nor any Member or Officer, shall have the power to bind the Members or the individual Trustees or Officers of the Society, personally. All persons or Societies extending credit to, contracting with or having any claims against the Society, shall look only to the funds and property of the Society for payment of any debt, damage, judgment or decree, or any money that may otherwise become due or payable to them from the Society, so that neither the Members nor the Trustees, nor the Officers, present or future, shall be personally liable therefore.

#### 8.5 – INDEMNIFICATION

The Society shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, director, or employee of the Society against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Society; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Trustees who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Society and the indemnified Officers, Trustees, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer, director, or employee under this Article shall apply to such Officer, director, or employee with respect to

those acts or omissions which occurred at any time prior to such amendment or repeal.

#### 8.6 – UNDUE INFLUENCE

No part of the net income of the Society may under any circumstances inure to the benefit of any Officer, Trustee, Member or other individual except as permitted by law.

No substantial part of the activities of the Society shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Society shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

#### 8.7 - AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed, and new Bylaws not inconsistent with any provision of the Certificate of Incorporation or the laws of the State of New York may be made in the following ways: (1) at any meeting of the Society at which a quorum shall be present by the affirmative vote of two-thirds of the Members present in person or by proxy, or (2) at any meeting of the Trustees by the affirmative vote of two-thirds of the total number of Trustees then in office; provided, however, that no such amendment, repeal or new Bylaws may be made at any meeting, whether of the Society or of the Trustees, unless the substance and effect of the proposed amendment, repeal or new Bylaws shall have been stated in the notice of the meeting, which notice shall be given not less than thirty (30) days prior to the meeting unless a longer time shall be required for notice of such meeting by other provisions of these Bylaws.