

BYLAWS
of the
SOUTHERN TIER ORCHID SOCIETY, INCORPORATED

ARTICLE I
NAME AND AFFILIATION

The name of the organization is the SOUTHERN TIER ORCHID SOCIETY, INCORPORATED (STOS). The organization is an incorporated society, with an annual gross income of less than \$5,000, the current IRS maximum exemption from tax reporting purposes. STOS was incorporated in the State of New York on January 28, 1992, as a Domestic, Not-for-Profit Corporation, Type A, County BROOME. STOS has a Federal Employer Identification Number (EIN), which is 16-1402794 (confirmed by IRS 2/2/07). STOS is not a charitable organization under IRS rules and donations to the organization are not tax deductible. STOS is not exempt from paying NY State sales tax on items purchased for STOS. STOS does not need to collect sales tax on dues or items sold unless it operates a shop or store.

STOS is an Affiliated Society of the American Orchid Society (AOS).

ARTICLE II
PURPOSE

The purpose of the Society is to be an educational organization to bring together individuals from the public who are interested in the care and culture of orchids; or who are interested in any other orchid-related endeavor, such as art, education, writing, photography, etc.; in order that experience and knowledge may be shared for the benefit of all.

ARTICLE III
MEMBERSHIP AND DUES

Any person interested in the care and culture of orchids or in any orchid-related endeavor as stated in Article II, is eligible for membership. Membership is activated and contingent upon paying dues.

Three classes of membership are recognized:

- Individual
- Household
- Lifetime

Individual and Household Membership dues rates shall be set by the membership at the Annual Meeting. If not addressed, they shall remain the same as the previous year. Reduced, partial-year, new member dues can be set by the membership or by the executive board by majority vote.

Annual dues are payable at the Annual Meeting in December and are delinquent after the February meeting. Delinquent memberships have no vote in membership decisions. Memberships delinquent after May 1 will be dropped from the rolls, including newsletter and other mailings, until full annual membership is paid.

Lifetime Members are elected by the Society upon nomination at the Annual Meeting. Lifetime Membership is in recognition of outstanding service to the Society. The Lifetime Membership roster will be kept by the Treasurer, and passed down to the succeeding Treasurer upon election. Lifetime members and their household are exempt from paying dues.

Individual members will have one vote on any question before the membership. Household and Lifetime memberships will have one vote for each participating member, up to a total of two votes per membership.

ARTICLE IV **OFFICERS AND ELECTIONS**

The officers of the Society are President, Vice President, Secretary, and Treasurer. These officers plus the immediate Past President, the AOS Representative, and the three (3) elected Board Members make up the Executive Board of the Society.

A Nominating Committee, elected by the General Membership at each October meeting, will present a slate of Officers and necessary Board Members at the following November's meeting and again at the Annual Meeting in December to stand for election. No present officer can serve on the Nominating Committee.

Officers, the AOS Representative, and Board Members will be elected by plurality vote of all memberships in good standing, present at the Annual Meeting each December. Each membership; Individual, Household, and Lifetime, may vote as outlined in Article III. The Nominating Committee will present it's candidate for each position individually, followed by nominations from the floor and election by show of hands, unless written balloting is requested by any member in good standing. Officers and Board Members will immediately assume their duties upon election.

Term of office for all officers is one (1) year, or until the next Annual Meeting when they are re-elected or their successors is elected. No officer can be elected to the same office for more than two (2) consecutive terms.

Board Members are elected for a staggered term of three years, such that no more than one Board Member is elected at each Annual Meeting, unless a vacancy has occurred.

The Executive Board can remove any officer or board member by $\frac{3}{4}$ majority vote for cause. The Board must vote, provide written notification to the individual of the action, and the action must be confirmed by a majority vote of the members at the next regular meeting.

Vacancies, regardless of how they occur, will be filled as follows if Officers or Executive Board Members are unable or unwilling to complete their term:

- President – The Vice President will assume the duties of the President until the next Annual Meeting.
- Vice President – The Executive Board, by plurality vote of its members, shall elect a Vice President until the next Annual Meeting.
- Secretary - The Executive Board, by plurality vote of its members, shall elect a Secretary until the next Annual Meeting.

- Treasurer - The Executive Board, by plurality vote of its members, shall elect a Treasurer until the next Annual Meeting.
- AOS Representative - The Executive Board, by plurality vote of its members, shall elect an AOS Representative until the next Annual Meeting, and will notify AOS in writing of the change.
- Past President – The Past President will not be replaced on the Executive Board if he or she does not participate.
- Board Members – The Executive Board, by plurality vote of its members will nominate a member in good standing to fill the remainder of the Board Member’s three-year term. This nominee, along with any from the floor, will stand for election at the next regular meeting of the membership and will be elected in the same manner described under elections and will serve out the remainder of the three-year term.

ARTICLE V
DUTIES OF OFFICERS AND BOARD MEMBERS

The President will preside at all meetings at which he or she is present and will exercise general supervision over the affairs and activities of the Society. The President is the official spokesperson for the Society. The President will appoint committees as required from the members in good standing.

The Vice President will perform the duties of the President in the absence or inability of the latter and serve as the parliamentarian at all meetings.

The Secretary will keep and publish minutes of all General Membership and Executive Board meetings. The Secretary is responsible for all Society correspondence, including informing AOS of the newly elected representative, notifying the State and IRS of official Society address changes and notifying the bank(s) of officer, signatory, and address changes. All records are to be passed to the new Secretary upon election to form a permanent record. The Secretary has the overall responsibility of maintaining the mailing and e-mail lists, overseeing the publication of the newsletter by the Publications Committee and the maintenance of the Web site by the Webmaster.

The Treasurer will supervise the maintenance of records of membership in good standing and record dues paid. The Treasurer will receive all Society moneys and pay out all Society moneys, by check only, to cover those budgeted expenses of the Society, or, as are approved by the Treasurer and one other member of the Executive Board, or by the membership for unbudgeted expenditures.

The Treasurer will report the following at each meeting: amount and source or receiver of moneys received and dispersed since the last report and the amount of money in the treasury on the date of the report.

At the Annual Meeting the Treasure shall give a summary of all income and disbursements for the year and how they compare to the budget. All records and account access will be turned over to the incoming Treasurer at the Annual Meeting and will be audited by the Executive Board at their first meeting to assure that all bills have been paid, all funds are accounted for, all committee moneys have been returned to the general fund and that the newly adopted budget accurately reflects expected income and expenditures.

The AOS Representative will provide the link between the AOS and the Society; bring to the attention of the members at each meeting items of interest from the AOS; and encouraging individual AOS membership.

The Executive Board Members, along with the other Officers and Representatives will be the counseling and advisory board for the Society. The Board will meet no fewer than two (2) times per year. A meeting in January will be held to review the past year and put in place plans for the coming year. A meeting in September will be held to formulate a budget for the coming year to be presented by the Treasurer at the November meeting for adoption at the Annual Meeting, as well as formulate any other plans for the coming year. All Executive Board meetings are open to the General Membership and all decisions of the Executive Board must be confirmed at the next General Membership meeting.

ARTICLE VI **COMMITTEES**

There are the following Standing Committees with duties and responsibilities as set by the Executive Board and approved by the General Membership:

- STOS Show Committee
- Annual Plant Auction Committee
- Meeting Program Committee
- Publications and Web-site Committee (Secretary chairs)
- Library Committee

The President, upon advice from the Executive Board, may form other committees as needed. Chairs and members of the committees are appointed by the President from General Member Volunteers no later than the January meeting.

ARTICLE VII **MEETINGS**

General Membership meetings are held each month except December, June, July and August. The Annual Meeting is held in December. All General Meetings are held on the Third Sunday of each month, unless rescheduled by the Executive Board and notification is made to the membership at least one month in advance. All members will be notified of the time and place of all meeting in a manner decided by the Executive Board, no less than two (2) weeks in advance. The President and one other officer can cancel meetings if conditions warrant. Notification will be attempted by e-mail, phone or radio announcements.

The normal order of business at General Membership meetings is:

- Approval of the minutes of the previous meeting
- Treasurer's Report
- Board and Committee reports
- Old business
- New business
- Break
- Raffle
- Show Table
- Program

Special General Membership meetings may be called by a majority vote of the Executive Board to address critical or immediate issues. Written notice of these meetings must be mailed no later than two weeks in advance of the special meeting.

ARTICLE VIII
QUORUM AND VOTING

The total paid membership present at any official meeting as outlined in "Meetings" will be considered a quorum for all voting purposes. All decisions of the Board and the General Membership require a simple majority, except election of officers as described in "Officers and Elections" and Amendments to the Bylaws, described in the subject Article.

ARTICLE IX
DISSOLUTION

If for any reason the Society ceases to function, the Treasurer or other members of the Executive Board will secure all records and funds and other assets of the organization for a period of not more than one year. After that time, if the Society has not reorganized, any assets of the Society will be sold; all funds will be donated to the American Orchid Society with notice that the Society has folded; accounts will be closed; and notice sent to the IRS and NYS that the Society has ceased to exist. No assets or funds will transfer to the benefit of any individual.

ARTICLE X
AMENDMENTS TO BYLAWS

The Bylaws may be amended or revised at any General Membership or Annual Meeting. No Amendment or Revision can be voted on until the meeting following the one at which it was discussed and comments from the floor agreed upon. A two-thirds majority is required to pass a revision or Amendment to the Bylaws. All Revisions or Amendments will be recorded at the end of this document, with the date of the adoption and a general description of the change.

ARTICLE XI
CONDUCT OF MEETINGS

For all matters not specifically addressed in this document, Robert's Rules of Order, latest revision will dictate the conduct of all meetings. The Vice President serves as the Parliamentarian.

REVISIONS

Original bylaws – Written at Society's founding. Original adoption date unknown.

Overall revisions – Presented to the Society by the Bylaws Committee on February 20, 2005 and adopted March 20, 2005.

New revisions -Revisions presented to the Society on February 18, 2007 and adopted on the same date. Draft posted on website for three weeks prior to adoption.